



## NOTICE

### NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2011 AND COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014

Dear Shareholders,

Notice is hereby given that the following resolutions is proposed to be passed by Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 & Companies (Management & Administration) Rules, 2014 as amended from time to time.

The resolutions proposed to be passed and the Explanatory Statement pertaining thereto stating all material facts and the reasons for the proposed resolutions & a Postal Ballot Form is appended herewith for consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolutions.

Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat this Notice as intimation only.

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot form and return the same along with Assent (FOR) OR Dissent (AGAINST) in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of business hours on 10.03.2016 Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned Shareholder has not been received.

#### E-Voting:

The Company is pleased to offer e-voting facility, in terms of Sec.108 of the Companies Act and the Rules, as an alternate for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballots. E-voting is optional. The Company has engaged the services of Central Depository Services Limited for providing e-voting facility to the members. Please read and follow the instructions on e-voting enumerated in the notes to the Notice.

The Board of Directors of the Company has appointed Mr. S. K. Pandey, a Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot voting process. After completion of his scrutiny, he will submit his report to the Managing Director and in his absence to the Director of the Company. The results of the Postal Ballot will be declared by the Managing Director/ Director on 16.03.2016 at 2:00 P.M. at the Corporate Office of the Company and will be communicated to the Calcutta Stock Exchange Limited, the Stock



Exchanges where the equity shares of the Company are listed, and will be published in the newspaper(s). The Company proposes to provide voting on the resolutions through the Postal Ballot mode and through Electronic mode.

The date of declaration of the result shall be deemed to be the date of passing of the said resolutions and the Special Resolutions shall be declared as passed if the votes cast in its favor are three times or more in number as against the votes cast in against the respective resolution.

**ITEM 1: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF NATIONAL CAPITAL TERRITORY OF NEW DELHI TO THE STATE OF UTTAR PRADESH**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

This resolution is for correction/modification of the earlier resolution passed by the board of directors on 27<sup>th</sup> June 2015 and by members in Extra Ordinary General Meeting on 28<sup>th</sup> August, 2015, the stated resolution will be termed as final resolution in tune to the earlier resolution passed at Extra Ordinary General Meeting on 28<sup>th</sup> August, 2015.

The earlier approved resolution was not confirmed by Regional Director, as there is “State Name” mistake in earlier resolution which is identify by the department, hence it is in the interest of the company to rescind that part of approved resolution and make it correct by getting approved the new resolution.

“RESOLVED THAT pursuant to the provisions of sections 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the Regional Director or Central Government/ any other authority as may be prescribed from time to time and subject also to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification(s) or amendment thereof, consent of the shareholders be and is hereby accorded for shifting of registered office of the Company from the State of National Capital Territory of New Delhi to the State of Uttar Pradesh and that the Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting in its place the following new clause II:

“II. The Registered Office of the Company will be situated in the State of Uttar Pradesh.”

“RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered office of the Company be shifted from Chamber-6, K - 157, Sarita Vihar, New Delhi - 110076, in the State of National Capital Territory of New Delhi to 12/16 - A, Nawal Ganj, Nunhai, Agra - 282006, or any such place in the State of Uttar Pradesh (within the jurisdiction of the Registrar of Companies, Uttar Pradesh) as may be determined by the Board of Directors of the Company from time to time.”



“RESOLVED FURTHER THAT for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by these resolutions to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the above mentioned resolutions.”

By Order of the Board

For Indu Engineering & Textiles Limited

Place: Delhi

(MAHENDRA KUMAR)

Date: 1.02.2016

Director

DIN: 06965879

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the resolutions are annexed hereto along with a Postal Ballot Form for your consideration. The Special Resolutions shall be declared as passed if the votes cast in its favor are three times or more in number as against the votes cast in against the respective resolution.
2. In terms of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 the item of business items as set out in the Notice above are sought to be passed by Postal Ballot and by electronic mode.
3. The Board of Directors of the Company has appointed Mr. S. K. Pandey, a Practicing Company Secretary, as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner. After completion of his scrutiny, he will submit his report to the Managing Director and in his absence to the Director of the Company. The results of the Postal Ballot will be announced on 16.03.2016 at 2:00 P.M. at the Corporate Office of the Company and also be published in the newspaper(s). The date of declaration of the result of the Postal Ballot will be taken to be the date of passing of resolutions proposed by this notice.
4. The Postal Ballot Form and self-addressed, pre-paid postage envelopes, are enclosed for use of the shareholders and it bears the address to which the duly completed postal ballot forms are to be sent.
5. The shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours on 10.03.2016.
6. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote, via physical Postal Ballot and e-voting, then voting through physical Postal Ballot shall prevail and voting done by e-voting shall be treated as invalid.
7. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays between 10.00 am to 1.00 pm up to the date of declaration of results of the Postal Ballot.



Shareholders are requested to notify immediately any change in their address to the Company's Registrar and Transfer Agents viz., BEETAL FINANCIAL AND COMPUTER SERVICES (P) LIMITED 99, MADANGIR, BEHIND LOCAL SHOPPING CENTRE, NEAR DADA HAR SUKH DASS MANDIR NEW DELHI - 110062 Tel No.: 91-11-2996 1281 -83 EmailId: [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com)

**The instructions for members for voting electronically are as under :-**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the image verification as displayed and click on login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier Voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.





	<ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li></ul>
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on Saturday 13<sup>th</sup> February, 2016 at 9.00 a.m. and ends on Saturday, 12<sup>th</sup> March, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 5<sup>th</sup> February, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email [tohelpdesk.evoting@cdslindia.com](mailto:tohelpdesk.evoting@cdslindia.com).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following explanatory statement pursuant to provisions of Section 102 of the Companies Act, 2013, sets out all material facts relating to the business items of the accompanying notice.

**ITEM NO. 1: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF NATIONAL CAPITAL TERRITORY OF NEW DELHI TO THE STATE OF UTTAR PRADESH**

The Board of Directors accordingly recommends these resolutions for approval of the shareholders.



The Company was incorporated under the provision of the Companies Act, 1956, in the State of West Bengal. As per Clause II of the Memorandum of Association of the Company, the Registered Office of the Company is at present situated in the State of National Capital Territory of New Delhi.

The Company has manufacturing unit at 12/16 - A, Nawal Ganj, Nunhai, Agra, Uttar Pradesh- 282006 and Corporate Office at 12/16 - A, Nawal Ganj, Nunhai, Agra, Uttar Pradesh – 282006. The entire management team, Board members are based in Agra, Uttar Pradesh. The Company feels that the registered office of the Company should be shifted to Uttar Pradesh as the entire management team is based in Uttar Pradesh, it can easily monitor compliances of various rules & regulations & it will be able to reduce unnecessary cost for maintaining office at New Delhi. Thus, it will be more convenient for the Company to carry on the business activities of the Company more efficiently and smoothly, it is proposed to shift the registered office of the Company from the National Capital Territory of New Delhi to the State of Uttar Pradesh.

Your approval is sought for voting by Postal Ballot/eVoting in terms of the provisions of Section 110 of the Companies Act, 2013 read with the provisions of the Companies (passing of Resolutions by Postal Ballot) Rules, 2011. In accordance with the provision of Section 13 and 12 of the Companies Act, 2013 pursuant to the shifting of the Registered Office from one state to another, the alteration in Clause II of the Memorandum of Association of the Company is required, which requires the approval of shareholders in General Meeting by way of Special Resolution to give effect to such change.

Further, pursuant to the provisions of Section 110 of the Companies Act, 2013 and the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 the Special Resolution for shifting of Registered Office for a Listed Company from one state to another is required to be passed by way of Postal Ballot only. In view of the above your approval is sought through Postal Ballot for shifting the Registered Office of the Company from the National Capital Territory of New Delhi to the State of Uttar Pradesh and for altering Clause II of the Memorandum of Association of the Company by substituting the words “State of National Capital Territory of New Delhi” by the words “State of Uttar Pradesh”.

In view of the above your approval is sought through Postal Ballot for shifting the Registered Office of the Company from the National Capital Territory of New Delhi to the State of Uttar Pradesh and for altering Clause II of the Memorandum of Association of the Company by substituting the words “State of National Capital Territory of New Delhi” by the words “State of Uttar Pradesh”.

The proposed change will in no way be detrimental to the interest of any shareholder of Public, Employees or other Associates of the Company in any manner whatsoever.

Your Directors recommended this resolution for approval of the Shareholders.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of their respective shareholding in the Company.





Your Directors recommend the Special Resolution as set out in the Postal Ballot Notice for your approval.

This resolution is for correction/modification of the earlier resolution passed by the board of directors on 27<sup>th</sup> June 2015 and by members in Extra Ordinary General Meeting on 28<sup>th</sup> August, 2015, the stated resolution will be termed as final resolution in tune to the earlier resolution passed at Extra Ordinary General Meeting on 28<sup>th</sup> August, 2015.

The earlier approved resolution was not confirmed by Regional Director, as there is “State Name” mistake in earlier resolution which is identify by the department, hence it is in the interest of the company to rescind that part of approved resolution and make it correct by getting approved the new resolution.

By Order of the Board

Place: Delhi

Date: 1.02.2016

For Indu Engineering & Textiles Limited

(MAHENDRA KUMAR)

Director

DIN: 06965879