



INDU ENGINEERING AND **TEXTILES LIMITED**

ANNUAL REPORT **2024-25**



INDU ENGINEERING AND TEXTILES LTD.

CIN: L74899UP1972PLC086068

Manu. and Exp. of Graded Grey Iron, S.G. Iron and Steel Casting.

Tel. : +91-562-3290805
Fax : 0562-2851230
E-mail : induengg.agra@gmail.com
indugracs@gmail.com
Web : www.induengineeringltd.com
www.induengineering.com

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Pramod Kumar Agarwal
Mr. Gaurav Agarwal
Mrs. Manju Rani Agarwal
Mr. Anil Sharma
Mr. Vinod Kumar Sharma
Mr. Virendra Niwas Khaitan

Managing Director
Executive Director
Executive Director
Independent Director
Independent Director
Independent Director

CHIEF FINANCIAL OFFICER

Mr. Ajay Kumar Singh

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Rupendra Kumar Kushwaha

BANKERS

HDFC Bank
Canara Bank

AUDITORS

M/S PREETI JAIN & ASSOCIATES,
Chartered Accountants

REGISTERED OFFICE

12/16A, Nawal Ganj, Nunhai, Agra-282006 (UP)
Tel Nos. +91-9319122106, +91-8755501234
E-mail: induagracs@gmail.com
Website: www.induengineering.com

REGISTRAR AND SHARE TRANSFER

AGENT

Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir, Behind LSC
Near Dada Harsukhdas Mandir, New Delhi-110062,
Phone: 011-29961281-83, Fax: 011-29961284
Email: beetal@beetalfinancial.com, Web Site: www.beetalfinancial.com

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Registered Office: 12/16-A, Nawalganj, Nunhai, AGRA - 282006



NOTICE OF 53RD(FIFTY THIRD) ANNUAL GENERAL MEETING

Notice is hereby given that the 53RD(Fifty Third) Annual General Meeting of Indu Engineering and Textiles Limited will be held at Registered Office of the Company situated at 12/16-A Nawal Ganj, Nunhai, Agra- 282006 on Monday, 29th September, 2025 at 3.00 P.M., to transact the following business:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2025, the Profit & Loss Account of the Company for the financial year ended on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of PRAMOD KUMAR AGARWAL (DIN: 01469533), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. Re- appointment of Mr. Pramod Kumar Agrawal (DIN: 01469533) as Managing Director :

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 188, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Pramod Kumar Agarwal (DIN: 01469533) as a Managing Director of the Company, designated as Executive Director, for a period of 5 (Five) years from the expiry of his present term of office, upto 31st March, 2030 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and on the terms and conditions as specified by the Company and Mr. Pramod Kumar Agarwal, (including the remuneration to be paid on the event of loss or inadequacy of profits in any financial year during the aforesaid period), submitted to this meeting and for identification initialed by the Director, with liberty to the Board of Directors(hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board), to alter, vary, and modify the terms of the said re-appointment/ remuneration including salary, perquisites (As approved by the Nomination and Remuneration committee) in such a manner as may be agreed to between the Board of Directors and Mr. Pramod Kumar Agarwal within and in accordance with and subject to the limits prescribed under Schedule V of the Companies Act, 2013 or any statutory modification (s) or re-enactment thereof and conditions, if any, as may be stipulated by the Central Government and as may be agreed accordingly between the Board of Directors and Mr. Pramod Kumar Agarwal, Managing Director.”



“RESOLVED FURTHER THAT the duties of the Managing Director shall be as specified in the agreement and to perform all other duties that the Board may delegate to the Managing Director by the Company from time to time and any other duties under applicable section of the Companies Act, 2013.”

“RESOLVED THAT All the documents signed by Mr. Pramod Kumar Agarwal after the completion of his tenure from 31st March, 2025 in the capacity of Managing Director with subject to consent of the board of Directors of the company be and is hereby ratified.

“RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorised to file required appropriate Forms with the Registrar of Companies for re-appointment of Mr. Pramod Kumar Agarwal and also to intimate to other authorities and do the needful in this regard”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Re- appointment of Mr. Vinod Kumar Sharma (DIN: 07601526) as an independent Director:

To consider and if thought fit, pass with or without modifications, following resolution as a SPECIAL RESOLUTION:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Vinod Kumar Sharma (DIN: 07601526), who holds office of Independent Director up to 31st March, 2026 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Vinod’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 01st April, 2026 upto 31st March, 2031.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. Appointment of Mr. RAGHUNATH PRASAD TIWARI (DIN: 00211555) as an independent Director:



To consider and if thought fit, pass with or without modifications, following resolution as a SPECIAL RESOLUTION:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. RAGHUNATH PRASAD TIWARI (DIN: 00211555), who will hold office of Independent Director from 29th September 2025 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. RAGHUNATH PRASAD TIWARI candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years commencing from 29th September, 2025 upto 31st March, 2030.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. Approval of Resignation of Mr. VIRENDRA NIWAS KHAITAN (DIN: 06391745) from the designation of an independent Director:

To take note of the resignation of Mr. VIRENDRA NIWAS KHAITAN (DIN: 06391745), Independent Director

Ordinary Resolution

“RESOLVED THAT the members of the Company do hereby take note of the resignation of Mr. VIRENDRA NIWAS KHAITAN (DIN: 06391745), from the position of Independent Director of the Company with effect from 29th September 2025, as per his/her letter of resignation submitted to the Board.

RESOLVED FURTHER THAT the Board places on record its sincere appreciation for the valuable guidance and contributions made by Mr VIRENDRA NIWAS KHAITAN during his/her tenure as an Independent Director of the Company.”

7. Approval of Change in Designation of GAURAV AGARWAL(DIN: 00037004) from Independent Director to Executive Director in Promoter category:



To consider and if thought fit, pass with or without modifications, following resolution as an ordinary resolution-

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company, consent of the members be and is hereby accorded to the change in designation of Mr. GAURAV AGARWAL (DIN: 00037004) from Independent Director to Executive Director in Promoter Category of the Company with effect from 29.09.2025.

RESOLVED FURTHER THAT any one Director/Company Secretary of the Company be and is hereby authorised to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

8. Approval for Increase in Remuneration of Mr. Pramod Kumar Agrawal (DIN: 01469533) Managing Director:

To consider and if thought fit, pass with or without modifications, following resolution as a SPECIAL RESOLUTION:-

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the **Companies Act, 2013**, read with **Schedule V** thereof (including any statutory modification or re-enactment thereof for the time being in force), and subject to such approvals as may be necessary, the consent of the members be and is hereby accorded to the revision in remuneration of Rs.50,000/-(Rs.Fifty Thousand only) per month payable to Mr Pramod Kumar Agrawal. (DIN: 01469533), Managing Director of the Company, with effect from 1st October 2025 for the remaining period of his/her tenure, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this AGM.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include the Nomination and Remuneration Committee thereof) be and is hereby authorized to alter or vary the terms and conditions of the remuneration including salary, perquisites, allowances and other benefits payable to Pramod Kumar Agrawal within the overall limits prescribed under the Companies Act, 2013.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”



By Order of the Board
For Indu Engineering and Textiles Limited

Place: Agra
Date: 4th September, 2025

Sd/-
Pramod Kumar Agarwal
Managing Director
DIN: 01469533
R/o D-63, Kamla Nagar,
AGRA, 282005, U.P., IN

**NOTES:**

1. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, Beetal Financial & Computer Services Private Limited, for assistance in this regard.
2. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
3. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination in form may contact their depository Participant for recording nomination in respect of their shares.
4. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
5. The Securities and Exchange Board of India (**SEBI**) has mandated the submission of Permanent Account Number (**PAN**) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their **PAN** to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their **PAN** to the Company/Registrar & Share Transfer Agent.
6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participants(s)/Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.
7. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2025 will also be available on the Company's website www.induengineering.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making



- a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: induagracs@gmail.com and induengg.agra@gmail.com
8. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
 9. In terms of Regulation 44 of the (LODR) Regulation, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to **Mr. Anuj Ashok**, Scrutinizer, 41, Jaipur House Market, Agra, 282010, Tel.: 0562-4055333, Mobile: 9319215839, Email: anujashokcs@gmail.com so as to reach him on or before Monday, September 29, 2025 by 10.00 A.M. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
 10. Members can request for a Ballot Form at INDU ENGINEERING AND TEXTILES LIMITED, 12/16-A Nawal Ganj, Nunhai, Agra-282006 or they may also address their request through E-mail to: induagracs@gmail.com and induengg.agra@gmail.com, Contact No.: +91-+91-7976568943.
 11. The E-voting period for all items of business contained in this Notice shall commence from Friday 26th September, 2025 at 9.00 a.m. and will end on Sunday, the 28th September, 2025 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of **September 22, 2025**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
 12. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on **September 22, 2025**.
 13. **Mr. Anuj Ashok**, Practicing Company Secretaries (Membership No. FCS 5469) an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
 14. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
 15. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in

the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING

- (i) The voting period begins on Friday 26th September, 2025 at 9.00 a.m. and will end on Sunday, the 28th September, 2025 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method



Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available



	at https://eservices.nsdl.com. Select “Register Online for IDEAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.



Details	If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
OR Date of Birth (DOB)	

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; induagracs@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022- 23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By Order of the Board
For Indu Engineering and Textiles Limited

Place: Agra
Date: 4th September, 2025

Sd/-
PRAMOD KUMAR AGARWAL
MANAGING DIRECTOR
DIN: 01469533
R/o D-63, KAMLA NAGAR,
AGRA 282005 UP IN



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

The Board of Directors of the Company (“the Board”), at its meeting held on September 04, 2021 has, subject to the approval of members, re-appointed Mr. Pramod Kumar Agarwal (DIN: 01469533) as a Managing Director, designated as Executive Director, for a period of 4 (Four) years from the expiry of his present term, upto 31st March, 2025, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and subject to the limits prescribed under Schedule V of the Companies Act, 2013 or any statutory modification (s) or re-enactment thereof and conditions, if any. It is proposed to seek members’ approval for the re- appointment of and remuneration payable to Mr. Pramod Kumar Agarwal as a Managing Director, in terms of the applicable provisions of the Companies Act, 2013 (“the Act”).

None of the Directors and/or Key Managerial Personnel except Mr. Pramod Kumar Agarwal is interested or concerned in the resolution.

The Board recommends the Special Resolution set out at item no. 4 of the notice for approval by the members.

Item No. 4:

Mr. Vinod Kumar Sharma were appointed as Independent Directors of the Company pursuant to section 149 of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, in the year 2016 for a period of 5 years.

The Nomination & Remuneration Committee at its Meeting held on 31.03.2025 after taking into account the performance evaluation of these Independent Directors, during their first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by these Directors during their tenure as an Independent Director since their appointment, has recommended to the Board that continued association of these Directors as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of these Directors as Independent Directors on the Board of the Company, to hold office for the third term of five consecutive years commencing from 1st April, 2026 upto 31st March, 2031 and not liable to retire by rotation.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Vinod Kumar Sharma for their appointment to the office of Independent Directors.

The Board recommends the Special Resolutions set out at item no. 5 of the notice for approval by the members.

Item No. 5:



Mr. RAGHUNATH PRASAD TIWARI appointed as Independent Directors of the Company pursuant to section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, for a period of 5 years.

The Nomination & Remuneration Committee at its Meeting held on 31.03.2025 after taking into account the performance evaluation of these Independent Directors, during their first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by these Directors during their tenure as an Independent Director since their appointment, has recommended to the Board that continued association of these Directors as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of these Directors as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from 29th September, 2025 upto 31st March, 2030 and not liable to retire by rotation.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. RAGHUNATH PRASAD TIWARI for their appointment to the office of Independent Directors.

The Board recommends the Special Resolutions set out at item no. 5 of the notice for approval by the members.

Item No. 7:

The Board of Directors at its meeting held on 04.09.2025, has, subject to the approval of the members, approved the change in designation of *Mr. GAURAV AGARWAL* (DIN:00037004) from Independent to Executive Director in Promoter category of the Company with effect from 29.09.2025.

The aforesaid change in designation is in line with the requirements of the Company's operations and in the best interest of the Company. The Board recommends the resolution set out in the Notice for approval of the members as an *Ordinary Resolution*.

Item No. 8:

The Board of Directors Considering the increased responsibilities being shouldered by him and the valuable contribution made to the growth of the Company, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 31.03.2025, approved the revision in remuneration of Mr. PRAMOD KUMARAGARWAL Managing Director, subject to the approval of members.

The proposed revised remuneration with effect from 1st October 2025 will be 50,000/- Per Month.



The remuneration payable shall be subject to the overall ceiling prescribed under Sections **197 and 198** of the Companies Act, 2013 read with **Schedule V** thereto.

In the event of inadequacy or absence of profits in any financial year during the tenure, the aforesaid remuneration shall be treated as minimum remuneration in terms of Schedule V of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives, except , to whom the resolution relates, are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for the approval of members as a **Special Resolution**.

**DIRECTOR'S REPORT**

Your Directors are pleased to present their Annual Report on the Business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2025.

1. Financial Results

The financial performance of your Company for the year ended March 31, 2025 is summarized below:

(Rs. In lakh)

Particulars	2024-25	2023-24
Net Sales/ Income from Business Operations	1394.67	1581.64
Other Income	-	-
Total Income	1394.67	1581.64
Less Expenses	1376.36	1564.43
Profit/ Loss before Tax and extraordinary items	18.31	17.21
Less Extra ordinary/ Exceptional items	-	-
Profit before tax	18.31	17.21
Provision for Current Income Tax	-	-
Less Previous year adjustment of Income Tax	-	-
Provision for Deferred Tax	2.89	0.90
Interest on Tax	-	-
Net Profit after Tax	18.31	17.21
Earnings per share (Basic)	NA	NA
Earnings per share (Diluted)	NA	NA



2. **Future Outlook:**

Our Company is currently focusing its resources in the business segments of manufacturer/exporter/wholesale dealer of all kinds and forms of steels, iron, Metals, iron casting grey iron, s.g.iron, diesel engine, pump sets, all type of graded castings, auto parts brake drum, cylinder, centrifugal pumps, etc.

3. **Dividend:**

The Company has not proposed any interim dividend or final dividend for the year.

4. **Share Capital:**

Paid-up Equity Capital of the Company as on 31.03.2025 is Rs.5,14,52,900/-. The Company has not issued any new equity shares during the year.

5. **Acceptance of Deposits:**

The Company has not accepted any Deposits from general public within the purview of Section 73 of the Companies Act, 2013, during the year under review.

6. **Review of Operations:**

During the year under review, the Company achieved a turnover of Rs. **1394.67**Lakh (previous year Rs. **1581.64** Lakh) the Company has made profit of Rs. **18.31** Lakh (previous year there was loss of Rs. **17.21** Lakh).

7. **Subsidiaries, Joint Ventures and Associates Companies:**

The Company does not have any subsidiaries, joint venture & associates Company.

8. **Directors and Key Managerial Personnel:**

The Company has formulated a policy on director's appointment & remuneration including criteria for determining qualifications, positive attributes independence of director & other matters as provided under section 178(3) of the Companies Act, 2013 & such policy is annexed with the Director Report.

Pursuant to the provisions of the Companies act 2013 and Regulation 17 to 27 of the SEBI (LODR), 2015, evaluation of every Directors performance was done by the Nomination and Remuneration Committee. The performance evaluation of the Non – Independent Directors and the Board as a whole, committees thereof and the chair person of the company was carried out by the Independent Directors. Evaluation of the Independent Directors was carried out by the entire Board of Directors, excluding the Directors being evaluated. A structured questionnaire was prepared after circulating the draft norms, covering various aspects of the evaluation such as adequacy of the size and composition of the Board and Committee thereof with regard to skill, experience, independence, diversity, attendance and adequacy of time given by the directors to discharge their duties, Corporate Governance practices etc. The Directors expressed their satisfaction with the evaluation process.

The following policies of the company are attached herewith and marked as Annexure 1, Annexure 2A and Annexure 2B.



Policy on appointment of Directors and Senior Management (Annexure 1)
Policy on Remuneration to Directors' (Annexure 2A)
Policy on Remuneration of Key Managerial Personnel and Employees (Annexure 2B)

9. Familiarization Programme arranged for Independent Directors

The details of familiarization programme for Independent Directors have been disclosed on website of the Company.

10. Extract of Annual Return

Pursuant to Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules 2014, the extract of annual return is annexed herewith and forming part of the report. (Annexure – I)

11. Directors Responsibility Statement:

In terms of Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that:

- i. In the preparation of the annual accounts for the financial year ended on 31st March, 2025 the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year ended 31st March, 2025.
- iii. The Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities.
- iv. The Directors have prepared the Annual Accounts on a going concern basis.
- v. There are proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- vi. That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

12. Statement of Declarations given by Independent Director under section 149(7) of the Companies Act, 2013:

Pursuant to the provisions of Sub-Section (7) of Section 149 of the Companies Act 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act 2013. As per Section 149 of the Companies Act, 2013, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.



As per Section 149(11) of companies act 2013, no independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director.

13. Particulars of Employee and Information called for under section 197 of the Companies Act, 2013 and the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014:

None of the employees of the Company is in receipt of remuneration prescribed under Section 197(12) of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Thus furnishing of particulars under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 does not arise.

14. Conservation of Energy, Technology Absorptions and Foreign Exchange Earnings and Outgo:

The particulars as required under section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 with regard to conservation of energy, technology absorption, foreign exchange earnings and outgoing are as follows during the year under review. There was an amount of foreign exchange earnings or outgo during the year under review.

(A) CONSERVATION OF ENERGY	
The steps taken or impact on conservation of energy	NA
The steps taken by the company for utilizing alternate sources of Energy	NA
The capital investment on energy conservation equipments	NA
(B) TECHNOLOGY ABSORPTION	
The efforts made towards technology absorption	NA
The benefits derived like product improvement, cost reduction, product development or import substitution	NA
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NA
The expenditure incurred on research and development	NA

Details of Foreign currency transactions are as follows:

- The company has earned income in Foreign Currency during the year.
- The company has not incurred any expenditure in Foreign Currency.

PARTICULARS	AMOUNT (RS.)
	2024-25
Earning in foreign exchange	NIL

**15. Loans, Investment and Guarantees by the Company**

There is no loan given, investment made, guarantee given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013. Particulars of Investment made/loan given under section 186 of the Companies Act, 2013 are provided in the financial statement.

16. Particulars of contract or arrangement with related parties referred to in section 188(1) of the Companies Act, 2013

The transactions with the Related Parties are at arm's length basis and these transactions are not of material in nature as per Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014. The related party transactions are placed before the Audit Committee as also the Board for approval.

Related Party Transaction

A) Name of related parties and description of relationship:

a) related concern

(i) A.G. Shares and Securities Limited

b) Key Managerial Personnel

PRAMOD KUMAR AGARWAL

GAURAV AGARWAL

Transaction with Related Parties

Transaction	Key Management Personnel	Associates
Remuneration	Rs. 10,50,000/-	Nil

17. Statement indicating Development and Implementation of Risk Management Policy for the Company

During the year, Management of the Company evaluated the existing Risk Management Policy of the Company to make it more focused in identifying and prioritizing the risks, role of various executives in monitoring & mitigation of risk and reporting process. Its aim is to enhance shareholders value and provide an optimum risk-reward tradeoff. The Risk Management Policy has been reviewed and found adequate to the requirements of the Company, and approved by the Board.

The Management evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.



18. Corporate Social Responsibility

The Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility Committee is not applicable to the Company as the Net Worth, Turnover and Net profit of the Company is below the threshold limit prescribed by the Companies Act, 2013.

19. Number of Meeting of Board of Directors

The Board of Directors have met 8(eight) times and Independent Directors once during the year ended 31st March, 2025 in accordance with the provisions of the Companies Act, 2013 and rules made there under. All the Directors actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time. The intervening gap between the Meetings was within the period as prescribed under the Companies Act, 2013.

20. Details of Committee of Directors

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stakeholders Relationship/Grievance Committee of Directors, number of meetings held of each Committee during the financial year 2024-25 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part of the report. The recommendation by the Audit Committee as and when made to Board has been accepted by it.

21. Annual Evaluation by the Board of its own performance, its Committees and Individual Directors

The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committees and individual directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company.

22. Establishment of Vigil Mechanism

The Company has a well established Whistle Blower Policy as part of vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected frauds or violation of company's code of conduct or ethics policy. This mechanism also provides for adequate safeguard against victimization of director(s)/ employee(s) who avail of the mechanism and also provides for direct access to the chairman of audit committee.

23. Material Changes and Commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of report

There are no material changes or commitments affecting the financial position of the company which have occurred between the end of the financial year and the date of this Report.

24. Details of Significant and Material Orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operation in Future

No significant or material orders have been passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

25. Internal Financial Controls



The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observations has been received from the Auditor of the Company for inefficiency or inadequacy of such controls.

26. Statutory Auditors & remarks on Auditor's Report:

M/s Preeti Jain & Associates, Chartered Accountants (FRN: **010847C**) was appointed as the Statutory Auditors of the Company from the conclusion of 52nd Annual General Meeting upto the conclusion of 57th Annual General Meeting to be held in calendar year 2029 subject to approval of the shareholders in the ensuing Annual General Meeting. Further they have also confirmed that they are not disqualified for re-appointment within the meaning of Section 141 of the Companies Act, 2013 and their appointment, is within the limits specified in Section 139 of the said Act.

Further, The Auditors Report does not contain any qualification, reservation or adverse remark or disclaimer. Further, the Statutory Auditors have not reported any incident of fraud during the year under review to the Audit Committee of your Company.

27. Secretarial Audit Report

A Secretarial Audit Report for the year on ended 31st March, 2025 in prescribed form duly audited by the Practicing Company Secretary M/s. Anuj Ashok & Associates, Practicing Company Secretary is annexed herewith and forming part of the report.

28. Auditors' Report

The observations of the Auditors in their report, read with notes annexed to the accounts, are self-explanatory.

29. Reporting of Frauds

There was no instance of frauds during the year under review, which required the Statutory Auditors to report there on.

30. Cost Records and Audit thereof

Maintenance of Cost records pursuant to Companies (Cost Records and Audit) Rules, 2014 as amended from time to time is not applicable to the Company for this financial year 2024-25.

31. Credit Rating

Brickwork Ratings has assigned a rating of BWR B+ which indicates "stable" in respect of the borrowings by the Company from Banks.

32. Corporate Governance:

As per Regulation 17 to 27 of the SEBI (LODR), 2015 with the Stock Exchanges, a separate Chapter on Corporate Governance practices followed by the Company together with undertaking for non applicability confirming compliance forms a part of this Report is annexed hereto. Though the Corporate Governance is



not applicable for the Company as the Paid-up Capital & Net worth of the Company is below the prescribed limit set by SEBI/Stock Exchange.

33. Management Discussion and Analysis Report:

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 17 to 27 of the SEBI (LODR), 2015 with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

34. Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

35. Disclosure under compliance with the Maternity Benefit Act, 1961 (as amended in 2017).

The Company is in compliance with the Maternity Benefit Act, 1961, as amended by the Maternity Benefit (Amendment) Act, 2017, including grant of statutory maternity and adoption leave, nursing breaks, work-from-home on a needs basis where feasible, and provision of crèche facilities at applicable locations meeting statutory thresholds.

36. Listing with Stock Exchanges:

The Company confirms that the Annual Listing fees to be paid for the Financial year 2024-25 to MSEI and CSE. where the Company's Shares are listed.

37. Disclosure on Compliance with Secretarial Standards

The Directors confirm that the Secretarial Standards issued by the Institute of Companies Secretaries of India have been complied with.

38. Financial Statements

The audited financial statement of the Company prepared in accordance with relevant Accounting Standards issued by the Institute of Chartered Accountants of India forms part of this Annual Report. The Compliance Officer will make these documents available upon receipt of a request from any member of the Company interested in obtaining the same. These documents will also be available for inspection at the Registered office of your Company during working hours up to the date of the Annual General Meeting.

39. Codes of Conduct

The Board of Directors of the Company has laid down two separate Codes of Conduct – one for Directors and another for Senior Management and Employees. It has also adopted Code for Independent Directors as per Schedule IV of the Companies Act, 2013. All Board members including Independent Directors and Senior Management Personnel have affirmed compliance with the respective Codes of Conduct for the year under review.

40. Statutory Disclosures

A copy of audited financial statements of the said Companies will be made available to the members of the Company, seeking such information at any point of time. A cash flow statement for the year



2024-25 is attached to the Balance Sheet. Pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013' introduced by the Government of India, the Company has a policy on Prevention of Sexual Harassment at workplace. There was no case reported during the year under review under the said policy.

41. Disclosure of No. of Employees as on the Closure of the Financial Year

As at March 31, 2025, the Company had the total number of 20 (Twenty) employees during the year 2024-25. The figures exclude contract labour, trainees, apprentices, and retainers.

42. Acknowledgement:

Yours Directors take this opportunity to thank the Financial Institutions, Banks, Business Associates, Central and State Government authorities, Regulatory authorities, Stock Exchanges and all the various stakeholders for their continued co-operation and support to the Company and look forward to their continued support in future. We very warmly thank all of our employees for their contribution to your Company's performance. We applaud them for their superior levels of competence, dedication and commitment to your Company.

For Indu Engineering and Textiles Limited

Sd/-

Pramod Kumar Agarwal
Managing Director
DIN: 01469533
D-63, Kamla Nagar, AGRA
282005 UP IN

Gaurav Agarwal
Director
DIN: 00037004
D-63, Kamla Nagar, AGRA
282005 UP IN

Place: Agra

Date: 4th September, 2025



ANNEXURE 1 TO THE DIRECTORS' REPORT FOR THE YEAR ENDED ON 31ST MARCH, 2025:
POLICY ON APPOINTMENT OF DIRECTORS AND SENIOR MANAGEMENT
I. APPOINTMENT OF DIRECTORS

The Nomination and Remuneration Committee (NRC) of the Board of Directors (Board) of the Company reviews and assesses Board composition and recommends the appointment of new Directors. In evaluating the suitability of individual Board member, the NRC shall take into account the following criteria regarding qualifications, positive attributes and also independence of director when Independent Director is to be appointed:

1. All Board appointments will be based on merit, in the context of the skills, experience, diversity, and knowledge, for the Board as a whole to be effective;
2. Ability of the candidates to devote sufficient time and attention to his / her professional obligations as Director for informed and balanced decision making
3. Adherence to the applicable Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Directors.

Based on the recommendations of the NRC the board will evaluate the candidates and decide on the selection the appropriate member. The Board through the Chairman or the Managing Director will interact with the new member to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of the Companies Act, 2013 and Rules made there under.

REMOVAL OF DIRECTORS

If a Director is attracted with any disqualification as mentioned in any of the applicable Act, rules and regulations there under or due to non - adherence to the applicable policies of the Company, the NRC may recommend to the Board with reasons recorded in writing, removal of a Director subject to the compliance of the applicable statutory provisions

SENIOR MANAGEMENT PERSONNEL

The NRC shall identify persons based on merit, experience and knowledge who may be appointed in senior management team.

Senior Management personnel are appointed or promoted and removed/relieved with the authority of Managing Director & CEO based on the business need and the suitability of the candidate. The details of the appointment made and the personnel removed one level below the Key Managerial Personnel during a quarter shall be presented to the Board.

For Indu Engineering and Textiles Limited

Sd/-

Pramod Kumar Agarwal

Managing Director

DIN: 01469533

Place: Agra

Date: 4th September, 2025

Gaurav Agarwal

Director

DIN: 00037004

**ANNEXURE 2A TO THE DIRECTORS' REPORT FOR THE YEAR ENDED ON 31st MARCH 2025****POLICY FOR REMUNERATION OF THE DIRECTORS****PURPOSE**

This Policy sets out the approach to Compensation of Directors, in Indu Engineering and Textiles Limited

Policy Statement

The Company has a well-defined Compensation policy for Directors, including the Chairman of the Company. The overall compensation philosophy which guides us to focus on enhancing the value, to attract, to retain and motivate Directors for achieving objectives of Company and to become a major player in all kinds and forms of steels, iron, Metals, iron casting grey iron, to be the most trusted brand in the business we operate in and focus on customer serenity through transparency, quality and on time delivery to be a thought leader and establish industry benchmarks in sustainable development.

In order to effectively implement this, the Company has built a Compensation structure by a regular annual benchmarking over the years with relevant players across the industry the Company operates in.

NON-EXECUTIVE INCLUDING INDEPENDENT DIRECTORS

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, both fixed and variable, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV to the Companies Act, 2013 and Regulation 17 to 27 of SEBI (LODR) Regulation, 2015 with Stock Exchanges and such other factors as the NRC and Regulation 17 to 27 of SEBI (LODR) Regulation, 2015 with Stock Exchanges and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolutions.

Managing Director and Executive Director

Remuneration of the MD and Executive Directors reflects the overall remuneration philosophy and guiding principle of the Company. While considering the appointment and remuneration of Managing Director and Executive Directors, the NRC shall consider the industry benchmarks, merit and seniority of the person and shall ensure that the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. The policy aims at a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The remuneration to the MD shall be recommended by NRC to the Board. The remuneration consists of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe

benefits as per the policy of the Company from time to time and as approved by the Board and within the overall limits specified in the Shareholders resolution. While the fixed compensation is determined at the time of appointment, the variable compensation will be determined annually by the NRC based on the performance of MD.



INDU ENGINEERING AND TEXTILES LTD.

CIN: L74899UP1972PLC086068

Manu. and Exp. of Graded Grey Iron, S.G. Iron and Steel Casting.

Tel. : +91-562-3290805
Fax : 0562-2851230
E-mail : induengg.agra@gmail.com
indugracs@gmail.com
Web : www.induengineeringltd.com
www.induengineering.com

The term of office and remuneration of MD is subject to the approval of the Board of Directors, shareholders, and Central Government, as may be required and within the statutory limits laid down in this regard from time to time.

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay, subject to the requisite approvals, remuneration to its MD in accordance with the provisions of Schedule V to the Companies Act, 2013

If a MD draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government of the Company.

Remuneration for MD is designed subject to the limits laid down under the Companies Act, 2013 to remunerate him / her fairly and responsibly. The remuneration to the MD comprises of salary, perquisites and benefits as per policy of the Company and performance based incentive apart from retirement benefits like P.F., Superannuation, Gratuity, Leave Encashment, etc. as per Rules Salary is paid within the range approved by the Shareholders. Increments are effective annually, as recommended /approved by the NRC / Board. The MD is entitled for grant of Stock Options as per the approved Stock Options Schemes of the Company from time to time

Directors

The MD is an executive of the Company and draws remuneration from the Company. The Non-Executive Independent Directors receive sitting fees for attending the meeting of the Board and Committee thereof, as fixed by the Board of Directors from time to time subject to statutory provisions. The Non-Executive Independent Directors would be entitled to the remuneration under the Companies Act, 2013. In addition to the above, the Directors are entitled for reimbursement of expenses incurred in discharge of their duties.

The Company may also grant Stock Options to the eligible employees and Directors (other than Independent Directors) in accordance with the ESOP Schemes of the Company from time to time and subject to the compliance statutes and regulations.

Disclosures

Information on the total remuneration of members of the Company's Board of Directors, Managing Director and Executive Directors and KMP/senior management personnel may be disclosed in the Board's report and the Company's annual report / website as per statutory requirements in this regard.

For Indu Engineering and Textiles Limited

Sd/-

Pramod Kumar Agarwal
Managing Director
DIN: 01469533

Gaurav Agarwal
Director
DIN: 00037004

Place: Agra

Date: 4th September, 2025

Registered Office: 12/16-A, Nawalganj, Nunhai, AGRA - 282006

**ANNEXURE 2B TO THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2025:****POLICY ON REMUNERATION OF KEY MANAGERIAL PERSONNEL AND EMPLOYEES**

This policy shall be effective from the financial year 2024-25.

Objective

To establish guidelines for remunerating employees fairly and in keeping with Statutes.

Standards

1. All employees, irrespective of contract, are to be paid remuneration fairly and the remuneration is to be externally competitive and internally equitable. The remuneration will be paid in accordance with the laid down Statutes.
2. Remuneration for on-roll employees will include a fixed or guaranteed component payable monthly; and a variable component which is based on performance and paid annually.
3. The fixed component of remuneration will have a flexible component with a bouquet of allowances to enable an employee to choose the allowances as well as the quantum based on laid down limits as per Company policy. The flexible component can be varied only once annually in the month of July, after the salary increment exercise.
4. The variable component of the remuneration will be a function of the employee's grade.
5. The actual pay-out of variable component of the remuneration will be function of individual performance as well as business performance. Business performance is evaluated using a Balance Score Card (BSC) while individual performance is evaluated on Key Result Areas (KRA). Both the BSC & KRAs are evaluated at the end of the fiscal to arrive at the BSC rating of the business and PPS rating of the individual.
6. An Annual compensation survey is carried out to ensure that the Company's compensation is externally competitive. Based on the findings of the survey and the business performance, the committee decides:
 - (i) The increment that needs to be paid for different performance ratings as well as grades.
 - (ii) The increment for promotions and the total maximum increment.
 - (iii) The maximum increase in compensation cost in % and absolute.
 - (iv) Compensation corrections are made in a few cases where it is outside the band or to keep it tune with the market.

For Indu Engineering and Textiles Limited

Sd/-

Pramod Kumar Agarwal
Managing Director
DIN: 01469533
D-63, Kamla Nagar, AGRA
282005 UP IN

Gaurav Agarwal
Director
DIN: 00037004
D-63, Kamla Nagar, AGRA
282005 UP IN

Place: Agra
Date 4th September, 2025

Registered Office: 12/16-A, Nawalganj, Nunhai, AGRA - 282006



ANNEXURE 4A TO THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2025
ADDITIONAL INFORMATION AS PER SECTION 197 OF THE COMPANIES ACT, 2013, RULE 5(2) OF CHAPTER XIII, COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Name of the Employee	Designation	Gross Remuneration (subject to Income-tax)	Qualifications	Age (years)	Experience (years)	Date of Commencement of employment	Last employment and Designation
NA	NA	NA	NA	NA	NA	NA	NA

Notes:

1. Nature of employment of MD/CEO is contractual, subject to termination by 3 months notice from either side.
2. For other employees nature of employment is contractual, subject to termination by One or three month notice from either side or salary in lieu of notice period.
3. None of the above employee is related to any Director of the Company.
4. None of the above employee holds by himself/herself or along with his/her spouse and dependent children 2% or more of the equity shares of the Company.
5. Employment terms and conditions are as per Company's Rules.
6. Remuneration received as shown in the statement above includes basic salary and all other allowances/perquisites as applicable.

For Indu Engineering and Textiles Limited

Sd/-

Pramod Kumar Agarwal
Managing Director
DIN: 01469533

Gaurav Agarwal
Director
DIN: 00037004

Place: Agra

Date: 4th September, 2025

**INDU ENGINEERING AND TEXTILES LTD.**

CIN: L74899UP1972PLC086068

Manu. and Exp. of Graded Grey Iron, S.G. Iron and Steel Casting.

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indugracs@gmail.com
Web : www.induengineeringltd.com
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ANNEXURE 5 TO DIRECTORS' REPORT FOR THE YEAR ENDED 31st MARCH, 2025**Form No. MGT-9****EXTRACT OF ANNUAL RETURN**As on the financial year ended on 31st March, 2025

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN	L74899UP1972PLC086068
(ii)	Registration Date	30/03/1972
(iii)	Name of the Company	INDU ENGINEERING AND TEXTILES LIMITED
(iv)	Category / Sub-Category of the Company	Company limited by shares/ Indian Non-Government Company
(v)	Address of the Corporate Office and Contact Details	12/16 A NAWAL GANJ, NUNHAI, AGRA-282006 (U.P.)
(vi)	Address of the Registered Office and Contact Details	12/16-A, NAWALGANJ, NUNHAI, AGRA-282006
(vii)	Whether listed company Yes / No	Yes
(viii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Beetal Financial Computer Services Pvt. Ltd Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi, Delhi 110062

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Metal ores and Metal in Primary form-	2410	100.00%

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III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year 01.04.2024				No. of shares held at the end of the year 31.03.2025				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual/HUF	-	-	-	-	-	-	-	-	-
(b) Central Govt.	-	-	-	-	-	-	-	-	-
(c) State Govt. (s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	115500	0	115500	2.24	115500	0	115500	2.24	-
(e) Banks/FI	-	-	-	-	-	-	-	-	-
(f) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total(A)(1):	115500	0	115500	2.24	115500	0	115500	2.24	-
(2) Foreign			-	-	-	-	-	-	
(a) NRIs/ Individuals	-	-	-	-	-	-	-	-	-
(b) Other- Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total(A)(2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter	115500	-	115500	2.24	115500	-	115500	2.24	-
(A)=(A)(1)+(A)(2)									

Registered Office: 12/16-A, Nawalganj, Nunhai, AGRA - 282006



B. Public Shareholding

(1) Institutions									
(a) Mutual Funds	-	-	0	-	0	0	0	0	-
(b) Banks/FI	-	-	0	-	0	0	0	0	-
(c) Central Govt.	-	-	0	-	0	0	0	0	
(d) State Govt. (s)	-	-	0	-	0	0	0	0	
(e) Venture Capital Funds	-	-	0	-	0	0	0	0	
(f) Insurance Companies	-	-	0	-	0	0	0	0	
(g) FIIs	-	-	0	-	0	0	0	0	-
(h) Foreign Venture Capital Funds	-	-	0	-	0	0	0	0	-
(i) Others (specify)	-	-	0	-	0	0	0	0	-
Sub-Total(B)(1):	-	-	0	-	0	0	0	0	-



Category of Shareholders	No. of shares held at the beginning of the year 01.04.2024				No. of shares held at the end of the year 31.03.2025				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non-Institutions									
(a) Bodies Corp.	-	-	-	-	-	-	-	-	
(i) Indian	-	-	-	-	-	-	-	-	
(ii) Overseas	-	-	-	-	-	-	-	-	
(b) Individuals	3381530	947801	4329331	84.13	3381530	947801	4329331	84.13	-
(i) Individual-Shareholders holding nominal share capital upto Rs. 2 Lakh	151305	35088	186393	3.62	151305	35088	186393	3.62	-
(ii) Individual-Shareholders holding nominal share capital in excess of Rs. 2 Lakh	3230225	912713	4142938	80.51	3230225	912713	4142938	80.51	
(c) Others Clearing Members (HUF)	699037	1422	700459	13.61	699037	1422	700459	13.61	-
Sub-Total(B)(2):	4080567	949223	5029790	97.74	4080567	949223	5029790	97.74	
Total Public Shareholding (B)=(B)(1)+(B)(2)	4080567	949223	5029790	97.74	4080567	949223	5029790	97.74	-
C. Shares held by custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4196067	949223	5145290	100.00	4196067	949223	5145290	100.00	-



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(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2023			Shareholding at the end of the year 31.03.2024			% change in share holding during the year
		No. of Shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	
1	GEE KAY TILES PRIVATE LIMITED	115500	2.24	-	115500	2.24	-	-
	Total	115500	2.24	-	115500	2.24	-	-

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year 01.04.2024		Cumulative Shareholding during the year 31.03.2025	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	At the beginning of the year	115500	2.24	115500	2.24
2.	NO CHANGE				
3.	At the end of the year	115500	2.24	115500	2.24

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(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Top 10 shareholders	No. of shares as on 31.03.2024	No. of shares as on 31.03.2025	Net change	% of Capital
1	AJAY KUMAR AGARWAL	388500	388500	-	7.55
2	KAMLESH KUMAR	314213	314213	-	6.11
3	MEENAL DADU	304500	304500	-	5.92
4	KANIKA MITTAL	294000	294000	-	5.71
5	SHOBHIT GOEL	236250	236250	-	4.59
6	VINOD KUMAR AGARWAL	214200	214200	-	4.16
7.	MEENAL	170000	170000		3.30
8	GIRIRAJ KISHORE AGARWAL HUF	126000	126000	-	2.45
9.	ARCHANA AGARWAL	68250	68250	-	1.32
10	AJAY KUMAR AGARWAL HUF	57750	57750		1.12

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(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding at the beginning of the year 01.04.2024		Cumulative Shareholding during the year 31.03.2025	
		No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
1.	GAURAV AGARWAL	298725	5.81	298725	5.81
2.	PRAMOD KUMAR AGARWAL	737100	14.33	737100	14.33

I) INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(INR in lakh)

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1393.78	100.98	-	1494.76
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1393.78	100.98	-	1494.76
Change in Indebtedness during the financial year				
Addition	2090.93	197.76	-	2288.69
Reduction	2174.27	104.23	-	2278.50
Net Change	-83.34	93.53	-	10.19
Indebtedness at the end of the financial year				
i) Principal Amount	1310.44	194.51	-	1504.95
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1310.44	194.51	-	1504.95

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II) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (in INR)

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/MANAGER			Total Amt.
		Pramod Kumar Agarwal (Managing Director)	Gaurav Agarwal (Executive Director)	Manju Rani Agarwal (Executive Director)	
1	Gross Salary	3,00,000.00	6,00,000.00	1,20,000.00	10,50,000.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	30,000.00	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option related perquisites	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit				
	- Others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total (A)	3,30,000.00	6,00,000.00	1,20,000.00	10,50,000.00
	Ceiling as per the Act				

B. Remuneration to other directors: (Rs. in Lacs)

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	VIRENDRA NIWAS KHAITAN	Vinod Sharma	Anil Sharma	
	• Fee for attending board / committee meetings	NIL	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL			Total Amount
	• Fee for attending board /	NIL			



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	committee meetings			
	• Commission	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL
	Overall Ceiling as per the Act	The remuneration is well within the limits prescribed under the Companies Act, 2013.		

A. Remuneration to Key Managerial Personnel other than MD/Manager/WTD (Rs. In Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total
1	Gross Salary	-	-	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	NIL
2	Stock Option related perquisites	-	-	NIL
3	Sweat Equity	-	-	NIL
4	Commission	-	-	NIL
	- as % of profit	-	-	NIL
	- others, specify...	-	-	NIL
5	Others, please specify	-	-	NIL
	Total	-	-	

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III) Penalties / Punishment / Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
Penalty			NONE		
Punishment					
Compounding					

Other Officers in Default

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
Penalty			NONE		
Punishment					
Compounding					

For and on behalf of the Board
of Indu Engineering and Textiles Limited

Sd/-

Pramod Kumar Agarwal
Managing Director
DIN: 01469533
D-63, Kamla Nagar, AGRA
282005 UP IN

Gaurav Agarwal
Director
DIN: 00037004
D-63, Kamla Nagar, AGRA
282005 UP IN

Place: Agra
Date: 4th September, 2025

Registered Office: 12/16-A, Nawalganj, Nunhai, AGRA - 282006



MANAGEMENT DISCUSSIONS AND ANALYSIS REPORTS

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2025.

The management discussion and analysis have been included in consonance with the code of corporate governance as approved by The Securities and Exchange Board of India (SEBI).

Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinion or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

Overview

The following operating and financial review is intended to convey the management's perspective on the financial and operating performance of the Company at the end of Financial Year 2024-25. This should be read in conjunction with the Company's financial statements, the schedules and notes thereto and the other information included elsewhere in the Annual Report. The Company's financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, the guidelines issued by the Securities and Exchange Board of India (SEBI) in India.

Industry Structure and Development:

Of late, there has been tremendous growth in the Steel/automobiles Industries in India and the development thereof has been remarkable.

**Opportunities and Threats:**

The Company is into manufacturing/exporting & wholesale dealers of cast iron, all types of graded castings, auto parts brake drum, etc. There is tremendous scope of growth in the products manufactured by the Company. The Company expects to target global markets, aggressively in the coming years.

The Company may face competition from the existing or new players in the iron casting & its allied activities. The Company might require funds for the expansion programme, which may increase the cost of production, if it procured the funds as debts. Presently, the Company has higher interest cost, which drags down its profitability. The Company's funds requirement is more from loans/debts rather than equity, which results into higher interest cost.

Outlook

The Company generated more profit during the year compare to last year. The present economic scenario looks bright on account of stable Government at the Centre & its industry friendly economic policies.

Risk & Concerns:

The risk management process typically involves identifying particular risk events or circumstances relevant to the organisation's objectives (risks and opportunities), assessing them in terms of likelihood and magnitude of impact, determining a response strategy, and monitoring them on a regular basis.

Risks related to our company are discussed below.

Strategic risks

Strategic risks relate to our Company's long-term strategy and plans, including risks associated with macro environment in which the Company operates, global steel industry, growth projects and competitiveness of our operations.

Operational risks

Operational risks relate to those impacting our Company's operations. It includes but is not limited to supply chain, employee productivity, health and safety of employees and environmental impact.

Legal and Compliance risks

Legal and compliance risks relate to risks arising from outcome of legal proceedings, government action, regulatory action, which could result in additional costs.

Financial risks

Financial risks relate to our Company's ability to meet financial obligations and lessen the impact of various factors like interest rates, foreign currency exchange rates, credit rating etc. It also includes any risk to servicing pension obligations and to financial ratios due to impairment.

**Internal Control Systems and Their Adequacy:**

The Board of Directors is responsible for ensuring that internal financial controls have been laid down in the Company and that such controls are adequate and is functioning effectively. Internal Financial Controls that encompass the policies, processes and monitoring systems for assessing and mitigating operational, financial and compliance risks and controls over related party transactions, substantially exist. The senior management reviews and certifies the effectiveness of the internal control mechanism over financial reporting, adherence to the code of conduct and Company's policies for which they are responsible and also the compliance to established procedures relating to financial or commercial transactions, where they have a personal interest or potential conflict of interest, if any.

Human Resources / Industry Relations:

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2024-25, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce.

The employee engagement initiatives included placing greater emphasis on learning and development, launching leadership development program, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the Performance Management System, making the compensation structure more competitive and streamlining the performance-link rewards and incentives. The Company believes that learning is an ongoing process. Towards this end, the Company has built a training infrastructure which seeks to upgrade skill levels across grades and functions through a combination of in-house and external program.

Compliance:

The Managing Director/Executive Director make a declaration at each Board Meeting regarding compliance with provisions of various statutes after obtaining confirmation from compliance Department of the Company. The Company Secretary ensures compliance with the SEBI regulations and provisions of the LODR. The Group Executive Director (Finance & Corporate), as the Compliance Officer, ensures compliance with the guidelines on insider trading for prevention of the same.

Cautionary Statement:

Certain statements under "Management Discussion & Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

**Directors' Interest in the Company**

Sometime, the Company do enter into contracts with companies in which some of the Directors of the Company are interested as director or member. However, these contracts are in the ordinary course of the Company's business without giving any specific weightage to them. Directors regularly make full disclosures to the Board of Directors regarding the nature of their interest in the companies in which they are directors or members. Full particulars of contracts entered with companies in which directors are directly or indirectly concerned or interested are entered in the Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the same is placed in every Board Meeting for the noting of the Directors.

Meetings of the Board of Director

During the Financial Year 2024-25, 8(eight) Board Meetings were held on the following dates:

1. 18.06.2024
2. 29.05.2024
3. 14.08.2024
4. 01.09.2024
5. 14.11.2024
6. 30.12.2024
7. 12.02.2025
8. 31.03.2025

Details of the Board of Directors and External Directorships

Particulars of the Board's Composition, Directors' Attendance at Board Meetings and at the previous Annual General Meeting, number of other Directorships and Board-Committee memberships held as on 31st March 2025, are given below:

Sr. No.	Name of the Director, Designation and Category	Attendance of Board Meetings	Attendance at previous AGM	No. of other Directorships (!)	Number of other Board Committee positions (@)	
					As Chairman	As Member
1	Gaurav Agarwal	8	Yes	Nil	None	None
2	Pramod Kumar Agarwal	8	Yes	Nil	None	1
3	Anil Sharma	8	Yes	Nil	None	None
4	Manju Rani Agarwal	8	Yes	Nil	None	None
5	Virendra Niwas Khaitan	8	Yes	Nil	2	1
6	Vinod Kumar Sharma	8	Yes	Nil	1	2

(!) Includes directorships held in public limited Companies only.

Directorships held in Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013 are excluded.

(@) includes only positions held in Audit Committee, Nomination and Remuneration Committee and Shareholders'/ Investor Grievance Committee of the Board of Directors



Committees of the Board

The Board has constituted following Committees of Directors:

- ❖ Audit Committee,
- ❖ Nomination & Remuneration Committee, and
- ❖ Stakeholder's Relationship Committee,

❖ **Audit Committee**

Terms of Reference:

The role and terms of reference of Audit Committee covers areas mentioned under Regulation 17 to 27 of (LODR). 2015 (as amended from time to time) and requirements of section 177 of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors. All the Members of Audit Committee are qualified and having insight to interpret and understand financial statements. The brief terms of reference of the Audit Committee is outlined as under:

1. To select and establish accounting policies.
2. To recommend the Appointment, Remuneration & terms of Appointment of Auditors of the Company.
3. To review the adequacy of the Internal Control System.
4. To review financial statements and Auditor Report thereon.
5. To review the adequacy of the Internal Audit function & reports, reporting structure coverage and frequency of internal audit.
6. To review the findings of any internal investigations by the internal auditors and report the matter to the Board of Directors.
7. To review the Company's financial and risk management policies.
8. To review and monitor Auditors independence and performance and effectiveness of audit process.
9. To approve or any subsequent modification of transactions of the Company with related parties.
10. To scrutinize inter-corporate loans & investments.
11. To do the valuation of undertakings or assets of the Company, wherever it is necessary.
12. To evaluate internal financial controls & risk management systems.
13. To monitor the end use of funds raised through public offers, if any & its related matters.

Meetings of the Committee:

The Committee met 4 (Four) times during the financial year 2024-25.

Constitution of the Committee:

The Constitution of the Audit Committee is in conformity with Regulation 18 of SEBI (LODR) Regulations, 2015. The Chairman of the Audit Committee is an Independent Director and is financially literate and has accounting related financial management expertise.



INDU ENGINEERING AND TEXTILES LTD.

CIN: L74899UP1972PLC086068

Manu. and Exp. of Graded Grey Iron, S.G. Iron and Steel Casting.

Tel : +91-562-3290805
Fax : 0562-2851230
E-mail : induengg.agra@gmail.com
indugracs@gmail.com
Web : www.induengineeringltd.com
www.induengineering.com

The Composition of the Committee, together with the details of the attendance of each member as at 31st March, 2025 is given below:

Sr. No.	Name of the Director	Designation	Meetings Attended	Category
1.	Mr. Pramod Kumar Agarwal	Member	4	Executive Director
2.	Mr. Virendra Niwas Khaitan	Chairman	4	Non- Executive Independent Director
3.	Mr. Vinod Kumar Sharma	Member	4	Non- Executive Independent Director

❖ Stakeholders Relationship Committee

Terms of the Committee:

1. To scrutinize and approve registration of transfer of shares/warrants issued or to be issued.
2. The Shareholders' and Investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividends and matters related thereto.
3. To exercise all power conferred on the Board of Directors under Articles of Association.
4. Attending to investors' queries and complaints regarding transfer, dividend, annual reports, etc.
5. Attending to complaints of Investor routed by SEBI/Stock Exchanges/ RBI.

Details of Pending Investor Grievances and Compliance Officer:

There were no investor grievances pending for Redressal as the end of the financial year and all the queries from the stakeholders were attended to promptly. Further there were no pending transfers for the year under review.

Further the details of the Compliance Officer designated for handling of the Investor grievances is provided as under:

Name : **Mr. Rupendra Kumar Kushwaha**

Address : **12/16A, Nawalganj, Nunhai, Agra-282006**

Email ID : induagracs@gmail.com

Composition & Meeting

The present Committee will be comprises of Mr. Virendra Niwas Khaitan as a Chairman, Mr. Vinod Kumar Sharma, and Mr. Anil Sharma as Members of the Committee. 1(one) meeting of the members of Stakeholders Relationship Committee was held during the financial year ended 31st March, 2025.

❖ Nomination & Remuneration Committee:

Terms of the Committee

The Committee was renamed as Nomination & Remuneration Committee and the terms of reference of the said committee has been revised in order to align with the provisions of Companies Act, 2013 and revised Regulation 17 to 27 of (LODR) Regulation, 2015 as amended from time to time. However, none of the Directors has been given any remuneration during the year under review.

Registered Office: 12/16-A, Nawalganj, Nunhai, AGRA - 282006



No Stock option has been allotted to any of the Directors during the financial year 2024-25. The terms of reference of Committee broadly includes identifying & selection of candidates for appointment as Directors/Independent Director based on certain laid down criteria; performing all such functions as are required to be performed by the Committee with regard to such matters as specified under Regulation 27(2) of LODR, Regulation 2015 and requirements of section 178 of the Companies Act, 2013. It formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the Directors, key managerial personnel and other employees. While reviewing the Company's remuneration policies and deciding on the remuneration, the Board and the Committee considers the performance of the Company, the current trends in the industry, the qualifications of the appointee, their experience, past performance, responsibilities shouldered by them, the statutory provisions and other relevant factors.

The Committee also ensures that the level & composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully. The Committee also ensures that the relationship of remuneration to performance is clear and meets appropriate performance benchmark. The Committee also ensures that the remuneration to directors, key managerial personnel & senior management involves a balance between fixed & incentive pay reflecting short & long term performance objectives appropriate to the working of the Company & its goals.

Composition

The present Committee will be comprises of Mr. Virendra Niwas Khaitan (Chairman), Mr. VINOD KUMARSHARMA and Mr. Anil Sharma as Members of the Committee. 2(two) meetings of the members of Nomination and Remuneration Committee was held during the financial year ended on 31st March, 2025

Subsidiary Company

The Company does not have any subsidiary companies.

Disclosures:

- ❖ Materially significant Related Party Transactions:
- ❖ The Company has no material significant related party transactions that may have a potential conflict with the interest of the Company. The details of transactions between the Company and the related parties are given under Notes to the Financial Statement for the year ended 31st March, 2025.
- ❖ The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- ❖ The Company has adopted the Code of Ethics and Business principles for the members of Board and senior management personnel.
- ❖ The Company has adopted a 'Code of Conduct for Prevention of Insider Trading ("the Code") in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and its subsequent amendment. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. However whistle blower policy has not been formed during the year under review. Further, we affirm that no personnel have been denied access to the Audit Committee. Employees can report to the Management concerned regarding unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy.
- ❖ The Company is in compliance with all mandatory requirements of Regulation 17 TO 27 of (LODR) Regulation,



2015

- ❖ The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.
- ❖ The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by Stock Exchanges/SEBI or any other statutory authority on any matter related to Capital market.

Risk Management

The Company has a Risk Management Policy which has been adopted by the Board of Directors, currently, the Company's risk management approach comprises of governance, identification & assessment of risk. The risks have been prioritized through a Companywide exercise. Members of Senior Management have undertaken the ownership and are working on mitigating the same through co-ordination among the various departments, insurance coverage, security policy and personal accident coverage for lives of all employees.

Risk Assessment and Minimization procedures are in existence and are reviewed periodically. The Risk Management Committee monitors and reviews the risk assessment, mitigation and risk management plan for the Company from time to time.

Details of General Meetings:**Annual General Meetings:**

The details of last 3 Annual General Meetings together with the details of the special resolution passed thereat is provided hereunder:

Year	Day, Date and Time	Venue	Special Resolutions Passed
2024	26/09/2024	12/16 A,NAWALGANJ NUNHAI, AGRA , UP 282006 IN	-
2023	29/09/2023	12/16 A,NAWALGANJ NUNHAI, AGRA , UP 282006 IN	-
2022	30/09/2022	12/16 A,NAWALGANJ NUNHAI, AGRA , UP 282006 IN	-



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indugracs@gmail.com
Web : www.induengineeringltd.com
www.induengineering.com

Market Share Price Data:

There has been no trading at The Calcutta Stock Exchange Limited and Metropolitan Stock Exchange of India Limited.

Extra- Ordinary General Meetings:

Details of the Extra- Ordinary General Meetings of the Company held during 3 preceding previous years together with a list of the special resolutions passed there at is given hereunder:

Financial Year	Date	Venue	Special Resolutions passed
2022-23	-	-	-
2023-24	-	-	-
2024-25	-	-	-

Means of Communication:

The Quarterly, Half-Yearly and Annual Financial Results of the Company are forwarded to The Calcutta Stock Exchange Limited and Metropolitan Stock Exchange of India Ltd. (MSEI) immediately upon its approval by the Board of Directors and are simultaneously published in leading newspapers in English and Hindi (regional language).

In accordance with the LODR requirements, data pertaining to Shareholding Pattern, Quarterly Financial Results and Other Details are forwarded to the Stock Exchange.

During the year under review, no presentation was made to the institutional investors or analysts.

General Shareholders' Information:

Date, Time & Venue of Annual General Meeting	29 th September, 2025 at 3.00 P.M at Registered office of the Company
Listing on Stock Exchanges	The Equity Shares of the Company are listed on The Calcutta Stock Exchange Limited and Metropolitan Stock Exchange of India Ltd. (MSEI)

Book Closure dates:

The register of members and share transfer books of the Company will remain closed from 23.09.2025 to 29.09.2025 (both days inclusive).

Share Transfer System:

Registered Office: 12/16-A, Nawalganj, Nunhai, AGRA - 282006



Presently the Share Transfer documents received by the Company's Registrar and Transfer Agents in physical form are processed, approved and dispatched within a period of 5 to 15 days from the date of receipt, provided the documents received are complete and the shares under transfer are not under dispute.

For expeditious processing of share transfers, the Board of Directors of the Company has authorized the Compliance Officer, to decide on various issues like transfers/transmission of securities in physical form, change in status of share holders and confirmation of dematerialization.

SEBI Complaints Redress System (SCORES)

SEBI vide circular dated 3rd June, 2011 introduced SCORES, i.e., SEBI Complaints Redress System the system of processing of investors complaints in a centralized web based complaints redress portal known as 'SCORES'. The salient features of this system are: centralized database of all Complaints, online upload Action Taken Reports (ATRs) by concerned Companies and online viewing by investors of action taken on the complaints and its current status. The Company is registered with SEBI under the SCORES system.

ISIN No.

The Company's Demat International Security Identification Number (ISIN) for its equity shares in NSDL and CDSL is INE022S01018

Outstanding GDRs/ ADRs:

The Company has not issued any GDRs/ADRs.

Dematerialization of Shares and Liquidity:

The Company's equity shares are available for trading in the depository systems of National Securities Depository Limited and Central Depository Services (India) Limited. As on 31st March, 2025, equity shares, constituting % of the paid-up equity capital of the Company, stood dematerialized.



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Total Number of shares dematerialized as on 31.03.2025

Depository	No. of Shares	% of Paid up Capital
NSDL	2124317	41.287%
CDSL	2071750	40.265%
Physical	949223	18.448%
Total	51,45,290	100.00

Audit Qualifications

There are no Audit qualifications in the Company's financial statement for the year under review.

Financial Calendar (Tentative):

Financial Year	: 1 st April, 2025- 31 st March, 2026
First quarter results	: on or before 14 th August, 2025
Half-yearly results	: on or before 09 th November, 2025
Third quarter results	: on or before 12 th February, 2026
Annual results	: on or before 29 th May, 2026

Address for Correspondence:

1. The Calcutta Stock Exchange Limited,
7, Lyons Range,
Kolkata-700001
Email ID:
cseadm@se-india.com
2. Metropolitan Stock Exchange of India Limited
Vibgyor Towers, 4th floor, Plot No C 62, G-Block,
Opp. Trident Hotel, Bandra Kurla Complex, Bandra,
Mumbai – 400 098, India

Email ID:
listingcompliance@msei.in

Reconciliation of Share Capital Audit

A practicing Company Secretary carries out reconciliation of share capital audit, on quarterly basis to reconcile the total admitted capital with NSDL & CDSL and total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL & CDSL.

Nomination

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules

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applicable to NSDL and CDSL. Nomination form SH-13 ([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.

Vigil Mechanism & Whistle Blower Policy

The Company has established a vigil mechanism by adopting a Whistle Blower Policy for Directors and employees to report genuine concerns in the prescribed manner. The vigil mechanism is overseen by the Audit Committee and provides adequate safeguards against victimization of employees and Directors. Whistle Blower Policy is a mechanism to address any compliant(s) related to fraudulent transactions or reporting intentional non-compliance with the Company's policies and procedures and any other questionable accounting/operational process followed. It provides a mechanism for employees to approach the Chairman of Audit Committee. During the year, no such incidence was reported and no personnel were denied access to the Chairman of the Audit Committee. The Whistle Blower Policy of the Company is available on its website.

Non Mandatory Requirements

i) The Board

At present, there is no separate office in the Company for use of Chairman.

ii) Shareholders Rights

Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company.

iii) Audit Qualifications

There is no audit qualification. Every Endeavour is made to make the financial statements without qualification.

iv) Separate posts of Chairman and Chief Executive Officer

The Company does not have any Chairman. A separate person is Executive Director of the Company.

v) Reporting of Internal Auditors

Reports of Internal Auditors are placed before the Audit Committee for its review.

For and on behalf of the Board
of Indu Engineering and Textiles Limited

Sd/-

Pramod Kumar Agarwal
Managing Director
DIN: 01469533
D-63, Kamla Nagar, AGRA
282005 UP IN

Gaurav Agarwal
Director
DIN: 00037004
D-63, Kamla Nagar, AGRA
282005 UP IN

Place: Agra
Date: 4th September, 2025

Registered Office: 12/16-A, Nawalganj, Nunhai, AGRA - 282006



COMPLIANCE CERTIFICATE
(Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015)

To,

The Board of Directors

Indu Engineering and Textiles Limited

We hereby certify that for the financial year 2024-25

1. We have reviewed the financial statements and the cash flow statements for the financial year 2024-25 and to the best of our knowledge and belief:

- a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- b. These financial statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with current accounting standards, applicable laws and regulations and full explanations has been given for any material departure in compliance of Accounting Standards.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.

4. We have disclosed to the Company's Auditor and Audit Committee of the Company, all significant deficiencies in the design or operation of the internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.

5. We have indicated to the Auditors and the Audit Committee:

- a. Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
- b. That there were no Instances of significant fraud that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

6. We further declare that all Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current Financial Year.

For Indu Engineering and Textiles Limited

Sd/-

Place: Agra

Date: 4th September, 2025

Ajay Kumar Singh

Chief Financial Officer

Pramod Kumar Agarwal

(Managing Director)

DIN: 01469533

Registered Office: 12/16-A, Nawalganj, Nunhai, AGRA - 282006



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of **INDU ENGINEERING AND TEXTILES LIMITED**

12/16A, Nawal Ganj Nunhai, Agra-282006

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Indu Engineering and Textiles Limited having CIN L74899UP1972PLC086068 and having registered office at 12/16A, Nawal Ganj Nunhai, Agra-282006 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority

S. No.	Name	DESIGNATION	DIN	Date of appointment in the Company
1.	Mr. Pramod Kumar Agarwal	MANAGING DIRECTOR	01469533	15.10.2004
2.	Mr. Gaurav Agarwal	NON EXECUTIVE INDEPENDENT DIRECTOR	00037004	06.11.2006
3.	Mr. Anil Sharma	NON EXECUTIVE INDEPENDENT DIRECTOR	06929775	30.06.2015
4.	Mrs. Manju Rani Agarwal	WOMAN DIRECTOR	07221175	30.06.2015
5.	Mr. Virendra Niwas Khaitan	NON EXECUTIVE INDEPENDENT DIRECTOR	06391745	15/07/2023
6.	Mr. Vinod Kumar Sharma	NON EXECUTIVE INDEPENDENT DIRECTOR	07601526	03.09.2016

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Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Anuj Ashok & Associates

(Anuj Ashok)

(Company Secretaries)

C. P. No. - 4916

Mem. No. 5469

UDIN : F005469G001112663

Dated this 4th September 2025

**Form No. MR-3****SECRETARIAL AUDIT REPORT****For the financial year ended 31st March, 2025****[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014]**

To
The Members
INDU ENGINEERING AND TEXTILES LIMITED
CIN: L74899UP1972PLC086068
R/O: 12/16A, NAWAL GANJ NUNHAI, AGRA-282006
UTTAR PRADESH

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by INDU ENGINEERING AND TEXTILES LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

I/We have examined the Company's registers, records, books, minute books, forms and returns filed and other records, papers maintained by the company INDU ENGINEERING AND TEXTILES LIMITED ("The Company") as required to be maintained under the Companies Act, 2013, (the Act) and the rules made there under and the provisions contained in the Memorandum and Articles of Association of the Company and other provisions and laws as applicable for the year ended on March 31, 2025:

1. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished and representations made to us by the Company, its Representative officers and agents, we report that the Company has complied with the provisions of the Act, the Rules made thereunder and the Memorandum and Articles of Association of the Company with regard to:

- a) Under The Companies Act, 2013 read with The Companies Act, 1956 maintenance of various statutory registers and documents and making necessary entries therein as reported to us;
- b) Closure of Register of Members/record date for Equity & debenture holders (No debentures in company) as applicable;
- c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities;

Registered Office: 12/16-A, Nawalganj, Nunhai, AGRA - 282006



- d) Limited view on Service of documents by the Company on its Members, Debenture holders, Creditors Stock Exchanges, Auditors and the Registrar of Companies;
- e) Notice of Board and various Committee meetings of Directors as available;
- f) Meetings of Directors and all the Committees of Directors and passing of circular resolutions as available;
- g) Limited view on notice and convening of Annual General Meeting and general meetings held during the year;
- h) Minutes of the proceedings of the Board Meetings Committee Meetings and General Meetings;
- i) Approvals of the Board of Directors, Committee of Directors, Members and government authorities, wherever required;
- j) Constitution of the Board of Directors, Committees of Directors and appointment, retirement and reappointment of Directors including Managing Directors and Executive Directors;
- k) Payment of remuneration to Directors, Managing Directors and Executive Directors;
- l) Borrowings and registration of charges;
- m) Report of the Board of Directors;
- n) Limited view on investment of the Company's funds including inter corporate loans and investments;
- o) Generally, all other applicable provisions of the Act and the Rules there under as informed.

2. We further report that:

- a) Upto the extent of our knowledge the Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interest in other entities as informed;
- b) Upto the extent of our knowledge the Directors have complied with the disclosure requirements in respect to their eligibility of appointment, their being independent, compliance with the provisions of Companies Act 2013;
- c) Upto the extent of our access the Company has obtained all necessary approvals under various provisions of the Act where necessary as informed;



d) Upto the extent of our access there was no prosecution initiated against or show cause notice received by the Company during the year under review under the Companies Act, and rules, regulations and guidelines under these Acts as informed.

e) We further state that the Maintenance of Secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these records and / or information as made available/ provided to us during examination.

f) We further state that the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records only. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

g) We further state that we have not verified the correctness and appropriateness of financial and any other records books, papers, notices etc of the company.

h) We further state that where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

i) We further state that the compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management Our examination was limited to the verification of procedures on test basis and our access to respective areas.

j) We further state that the secretarial Audit Report is neither an assurance to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

3. We further report that:

The audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records only. The verification was done on test basis to ensure that correct facts are reflected in records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

The Company is already listed in Calcutta Stock Exchange Ltd. and In Metropolitan Stock exchange of India Limited during May 2016 hence:

a) During the year the Company complied with to the extent provision and requirements under the Equity Listing Agreements and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 With MSEI Limited and having Limited view on compliance with all provision and requirements of The CSE Limited;



- b) Upto the extent of our access the Company complies with to the extent provision of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the Regulations;
- c) The Company was complying with to the extent provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosures and maintenance of records required under the Regulations;
- d) Upto the extent of our access the Company was complying with to the extent provisions of the SEBI (Depositories and Participants) Regulations, 2018 including submitting of Reconciliation of Share Capital Audit Reports.
- e) There were no issues during the year which required specific compliance of the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- f) There were no issues during the year which required specific compliance of the provisions of the Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made under that Act.
- g) During the year the Company complied with to the extent provision and requirements under Regulation of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 including the provisions with regard to Intimation of Resignation of the Director of the Company required under the Regulations.

We further report that:

As reported to us to the extent required legal formalities, approvals, registration and license for Manufacturing Process and Projects of the Company has been taken care by the management of the company.

For Anuj Ashok & Associates

(Anuj Ashok)
(Company Secretaries)
C. P. No. - 4916
Mem. No. 5469

UDIN : **F005469G001117701**

Dated this 4th September 2025



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Form No. MGT-11

Proxy form [Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L74899UP1972PLC086068

Name of the Company: Indu Engineering and Textiles Limited

Registered office: 12/16A, Nawal Ganj, Nunhai, Agra-282006

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of Shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:.....,

or failing him

2. Name:

Address:

E-mail Id:

Signature:.....,

3. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53rd Annual General Meeting of the company, to be held on the Monday, September 29th, 2025 At 3:00 p.m. at 12/16A, Nawal Ganj, Nunhai, Agra-282006 and at any adjournment thereof in respect of such resolutions as are indicated below:

Registered Office: 12/16-A, Nawalganj, Nunhai, AGRA - 282006



INDU ENGINEERING AND TEXTILES LTD.

CIN: L74899UP1972PLC086068

Manu. and Exp. of Graded Grey Iron, S.G. Iron and Steel Casting.

Tel. : +91-562-3290805
 Fax : 0562-2851230
 E-mail : induengg.agra@gmail.com
 induagracs@gmail.com
 Web : www.induengineeringltd.com
 www.induengineering.com

Resolution Number	Resolution	Vote		
		No. of shares	For	Against
ORDINARY BUSINESSES				
1.	Adoption of Balance sheet, statement of Profit and Loss, Auditors Report and Directors Report for the year ended 31 st March, 2025.			
2.	To appoint a Director in place of PRAMOD KUMAR AGARWAL (DIN: 01469533), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.			
SPECIAL BUSINESSES				
3.	Re- appointment of Mr. PRAMOD KUMAR AGRAWAL (DIN: 01469533) as Managing Director			
4.	Re- appointment of Mr. Vinod Kumar Sharma (DIN: 07601526) as an independent Director			
5.	Appointment of Mr. RAGHUNATH PRASAD TIWARI (DIN: 00211555) as an independent Director:			
6.	Approval of Resignation of Mr. VIRENDRA NIWAS KHAITAN (DIN: 06391745) from the designation of an independent Director			
7.	Approval of Change in Designation of GAURAV AGARWAL(DIN: 00037004) from Independent Director to Executive Director in Promoter category:			
8.	Approval for Increase in Remuneration of Mr. Pramod Kumar Agrawal (DIN: 01469533) Managing Director			

Registered Office: 12/16-A, Nawalganj, Nunhai, AGRA - 282006



Signed this..... day of..... 20....

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix Revenue Stamp not less than Rs. 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Registered Office: 12/16-A, Nawalganj, Nunhai, AGRA - 282006

**ATTENDANCE SLIP**

53rd Annual General Meeting- Monday, September 29th, 2025

Indu Engineering and Textiles Limited

Reg. office: 12/16A, Nawal Ganj, Nunhai, Agra-282006

CIN: L74899UP1972PLC086068

Folio No. /DP ID.....

Client ID/ Ben. A/c.....

No. of shares held.....

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 53rd Annual General Meeting of the Company on Monday, September 29th, 2025 At 3:00 p.m. at 12/16A, Nawal Ganj, Nunhai, Agra-282006

Member's/Proxy's name in Block Letters.....

Member's/Proxy's Signature.....

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

Registered Office: 12/16-A, Nawalganj, Nunhai, AGRA - 282006

INDU ENGINEERING AND TEXTILES LTD.

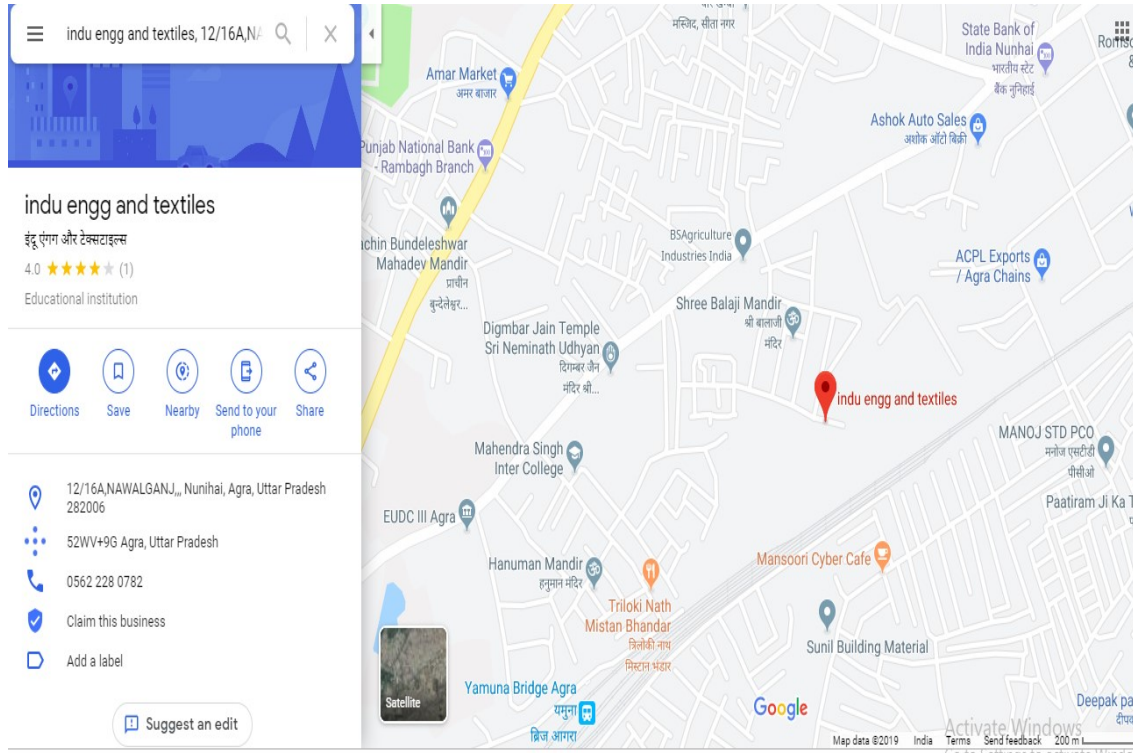
CIN: L74899UP1972PLC086068

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LOCATION MAP



Registered Office: 12/16-A, Nawalganj, Nunihai, AGRA - 282006

INDU ENGINEERING & TEXTILES LTD.

12/16 A NAWALGANJ NUNHAI ,AGRA, UP-282006 IN

CIN: L74899UP1972PLC086068

BALANCE SHEET As on 31st March, 2025

Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
I. ASSETS			
(A).NON-CURRENT ASSETS			
Property, Plant and Equipment			
(i) Property,Plant and Equipement	1	93,243,391.43	91,321,049.56
(ii) Non-Current Investments		117,887.50	117,887.50
		93,361,278.93	91,438,937.06
(B).CURRENT ASSETS			
(i) Inventories	2	83,991,150.00	80,861,849.00
(ii)Trade Receivables	3	59,642,728.39	63,789,714.69
(iii) Cash and Cash Equivalents	4	2,894,898.82	4,457,801.82
(iv) Short TermLoans and Advances	5	29,484,177.12	25,709,724.00
(iii) Other Current Assets	6	1,567,250.22	1,630,365.22
		177,580,204.55	176,449,454.73
TOTAL		270,941,483.48	267,888,391.79
I. LIABILITIES			
(A).EQUITY			
(i) Equity Share Capital	7	51,452,900.00	51,452,900.00
(ii) Other Equity	8	36,114,712.10	34,572,591.01
		87,567,612.10	86,025,491.01
(B). NON-CURRENT LIABILITIES			
(i) Long Term Borrowings	9	85,508,034.67	84,533,054.66
(ii) Deferred Tax Liabilities		7,384,659.02	7,095,655.02
		92,892,693.69	91,628,709.68
(C). CURRENT LIABILITIES			
(i) Short Term Borrowing	10	64,988,327.44	64,944,462.01
(ii) Trade Payables	11	23,243,696.25	24,250,019.05
(iii) Short Term Provisions	12	2,249,154.00	1,039,710.04
		90,481,177.69	90,234,191.10
TOTAL		270,941,483.48	267,888,391.79
Significant accounting policies and other explanatory information			
	13		

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For Preeti Jain and Associates

(Chartered Accountant)

FRN: 010847C

For and on behalf of the Board of Directors

of INDU ENGINEERING & TEXTILES LIMITED

CA Dharmesh Jain

Partner

M.No. 400130

(Pranod Kumar Agarwal)

(Managing Director)

DIN:01469533

Gaurav Agarwal

(Director)

DIN:- 00037004

UDIN: 25400130BMIMBB7827

Date:- 29.05.2025

Place:-Agra

Ajay Kumar Singh
Chief Financial Officer

Rupendra Kumar Kushwaha
Company Secretary

INDU ENGINEERING & TEXTILES LTD.
12/16 A NAWALGANJ NUNHAI ,AGRA, UP-282006 IN
CIN: L74899UP1972PLC086068

STATEMENT OF PROFIT AND LOSS
For the Period 01-04-2024 to 31-03-2025

Particulars	Note No.	For the period 31st March, 2025	For the period 31st March, 2024
Income			
Revenue from operations	14	139,467,394.71	158,164,765.80
Other income	15	50.00	50.00
Total Income		139,467,444.71	158,164,815.80
Expenses:			
Cost of materials Consumed	16	82,767,859.95	89,504,028.39
Changes in inventories of stock in trade	17	(1,737,999.30)	6,738,818.38
Employee benefit expenses	18	6,789,938.00	6,624,830.00
Finance costs	19	12,407,952.39	13,971,535.91
Depreciation and amortization expenses	1	3,544,566.04	3,530,931.99
Other expenses	20	33,864,002.54	36,073,277.11
Total expenses		137,636,319.62	156,443,421.78
Profit/(Loss) before exceptional items and income tax		1,831,125.09	1,721,394.02
Exceptional item(net of tax)			
Profit/(Loss) before tax		1,831,125.09	1,721,394.02
Tax Expense:			
Current tax		-	-
Deferred tax		289,004.00	90,102.62
Provision tax		-	-
Profit/(Loss) for the period(Continuing Operations)		1,831,125.09	1,721,394.02
Profit/(Loss) for the period(Discontinuing Operations)			
Total Profit/(Loss) for the period(Continuing + Discontinuing Operations)		1,831,125.09	1,721,394.02
Earnings per equity share:			
Basic			
Diluted			
Balance Brought Forward from Last Year		6,227,498.62	4,596,207.22
Less: Interim Dividend			
Less: Tax on Dividend			
Add: Profit Available for Appropriation		1,542,121.09	1,631,291.40
BALANCE CARRIED TO BALANCESHEET		7,769,619.71	6,227,498.62

information

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached
For Preeti Jain and Associates
(Chartered Accountant)
FRN: 010847C

For and on behalf of the Board of Directors
of INDU ENGINEERING & TEXTILES LIMITED

CA Dharmesh Jain

Partner

M.No. 400130

Date:- 29.05.2025

Place:-Agra

UDIN: 25400130BMIMBB7827

(Pramod Kumar Agarwal)

(Managing Director)

DIN:01469533

Gaurav Agarwal

(Director)

DIN:- 00037004

Ajay Kumar Singh
Chief Financial Officer

Rupendra Kumar Kushwaha
Company Secretary

INDU ENGINEERING & TEXTILES LTD.
12/16 A NAWALGANJ NUNHAI ,AGRA, UP-282006 IN

Notes Forming Part of the Financial Statements as on 31st March, 2025

Note 2: Inventories

Particulars	As at 31st March, 2025	As at 31st March, 2024
Raw Material	59,533,083.00	58,141,781.30
Finish Stock	21,978,842.00	22,098,842.70
Work in Progress	2,479,225.00	621,225.00
(At cost or NRV whichever is lower)		
	83,991,150.00	80,861,849.00

Note 4: Cash & Cash Equivalents

Particulars	As at 31st March, 2025	As at 31st March, 2024
Canara Bank (FBD 4839)	18,797.94	18,797.94
Canara Bank (Unpaid Dividend A/c 0378201003308)	6,500.00	6,500.00
Canara Bank-0378201003117- Old Share	5,152.80	5,152.80
Canara Bank-0378201003213-New Share	450,000.00	450,000.00
Cash in Hand	73,056.00	650.00
FDR with Canara Bank	264,744.00	250,053.00
FDR With SIDBI - II		1,650,000.00
FDR With SIDBI - III	800,000.00	800,000.00
FDR With SIDBI - IV	800,000.00	800,000.00
FDR-Accounts Office Nagar Nigam	100,000.00	100,000.00
Insurance Claimable	366,356.00	366,356.00
UBI A/c 305601010291539	10,292.08	10,292.08
	2,894,898.82	4,457,801.82

Note 5: Loans and Advances
(UnSecured , Considered Good)

Particulars	As at 31st March, 2025	As at 31st March, 2024
a) Security & Deposit (Sub Schedule-3)	1,579,644.00	1,579,644.00
b) Advance Recoverable in Cash/Kind (Sub Schedule- 4)	515,665.12	487,373.00
c) Prompt Planners- LLP	6,571,496.00	21,981,124.00
d) House Tax (Agra Nagar Nigam)	1,617,372.00	1,617,372.00
e) Krishna Enterprises	4,500,000.00	
f) Mingle Hotels LLP	4,500,000.00	
g) Rakesh Agarwal	3,000,000.00	
h) Shetalnath Buildwell LLP	3,000,000.00	
i) Tusli Shelters Pvt. Ltd.	4,200,000.00	
	29,484,177.12	25,665,513.00

INDU ENGINEERING & TEXTILES LTD.
12/16 A NAWALGANJ NUNHAI ,AGRA, UP-282006 IN

Notes Forming Part of the Financial Statements as on 31st March, 2025

Note 6: Other Current Assets

Particulars	As at 31st March, 2025	As at 31st March, 2024
Accured Interest	773,988.22	838,023.22
GST Receivable		-
GST Penalty	791,106.00	791,106.00
GST (Cess)	2,156.00	1,236.00
	1,567,250.22	1,630,365.22

Note 9: Long Term Borrowings

Particulars	As at 31st March, 2025	As at 31st March, 2024
TERM LOAN FROM BANKS - SECURED LOAN		
(Net off Installment Payable within next one Year)		
Aditya Birla Housing Finance Ltd.-21496	1,552,193.00	1,664,967.00
Aditya Birla Housing Finance Ltd.-21503	1,390,404.00	1,491,408.00
Canara Bank - Loan 12.10 Lacs 378766000037		-
Canara Bank - Loan 120 Lacs 0378755000040		-
Canara Bank Invicto Car Loan - 161003315457	1,902,272.00	
Canara Bank - Loan 60 Lacs -170002854923	1,500,005.00	3,499,995.00
ICICI Bank Loan-11875	10,282,898.00	11,336,056.00
ICICI Bank Loan-11889	12,545,310.00	13,800,978.00
Indusind Bank Loan -DAA00203N	34,463,360.78	36,688,196.48
SIDBI		32,214.00
SIDBI-II		1,898,000.00
SIDBI-III	792,600.00	1,296,730.00
SIDBI-IV	1,627,495.00	2,725,801.00
Sub Total	66,056,537.78	74,434,345.48

Other Financial Liabilities - Unsecured Loans

Loans from Others

Gaurav Agarwal	15,530,941.89	6,450,391.18
Manju Rani Agarwal	2,126,010.00	2,133,318.00
Meenal Agarwal	1,178,369.00	1,151,000.00
Pramod Kumar Agarwal	531,176.00	279,000.00
Pramod Kumar Agarwal (HUF)	85,000.00	85,000.00
Sub Total	19,451,496.89	10,098,709.18
Total	85,508,034.67	84,533,054.66

INDU ENGINEERING & TEXTILES LTD.
12/16 A NAWALGANJ NUNHAI ,AGRA, UP-282006 IN

Notes Forming Part of the Financial Statements as on 31st March, 2025

Note 10 : Short term Borrowings

Particulars	As at 31st March, 2025	As at 31st March, 2024
(i) Borrowing from Banks - Secured		
Working Capital Limit		
CANARA BANK 50460	56,772,384.82	56,813,393.70
Sub Total	56,772,384.82	56,813,393.70
(ii) Current maturities of Long term borrowings		
ADITYA BIRLA - 1496	111,878.00	100,673.00
ADITYA BIRLA 1503	100,202.00	90,168.00
Canara Bank - Loan 120 Lacs 0378755000040		1,137,474.31
Canara Bank Invicto Car Loan - 161003315457	240,987.00	
Canara Bank - Loan 60 Lacs -170002854923	1,999,992.00	2,000,004.00
ICICI BANK LOAN - 11875	1,077,588.00	973,514.00
ICICI BANK LOAN - 11889	1,279,598.00	1,123,360.00
Indusind Bank	2,256,661.62	2,052,915.00
SIDBI-II		103,000.00
SIDBI-III	549,960.00	549,960.00
SIDBI-IV	599,076.00	
Sub Total	8,215,942.62	8,131,068.31
TOTAL	64,988,327.44	64,944,462.01

Note 12: SHORT TERM PROVISIONS

Particulars	As at 31st March, 2025	As at 31st March, 2024
Other payables		
Audit Fees Payable	120,000.00	90,000.00
Bonus Payable		-
Dividend Payable	6,500.00	6,500.00
ESI Payable	6,693.00	6,373.00
GST Payable	1,289,287.00	477,794.04
Leave with Wages Payable	167,962.00	167,962.00
Preeti Jain and Associates	52,700.00	28,400.00
Provident Fund Payable	33,344.00	32,024.00
TDS Payable	23,797.00	21,048.00
TDS @ 2% GST Payable	113,059.00	
Wages & Salary Payable	435,812.00	209,609.00
	2,249,154.00	1,039,710.04

INDU ENGINEERING & TEXTILES LTD.
12/16 A NAWALGANJ NUNHAI ,AGRA, UP-282006 IN

Notes Forming Part of the Financial Statements as on 31st March, 2025

INDU ENGINEERING & TEXTILES LTD.
12/16 A NAWALGANJ NUNHAI ,AGRA, UP-282006 IN

Sub Schedule - 3 : Security & Deposit

Particulars	As at 31st March, 2025	As at 31st March, 2024
Delhi Development Authority	20,000.00	20,000.00
Hindustan Times House	14,894.00	14,894.00
RO Security	60,000.00	60,000.00
Security Deposit with Govt. Department	431,750.00	431,750.00
Security Deposit with Torrent Power	1,053,000.00	1,053,000.00
TOTAL	1,579,644.00	1,579,644.00

Sub Schedule - 4 : Advance Recoverable in Cash or Kind

Particulars	As at 31st March, 2025	As at 31st March, 2024
TDS Receivable (GST)	7,920.00	7,920.00
TDS Receivable (22-23)		-
TDS Receivable (23-24)	128,385.00	479,453.00
TDS Receivable (24-25)	253,082.00	
Prepaid insurance	89,354.00	-
TCS Receivable	36,924.12	-
	515,665.12	487,373.00
	381,550.00	

Sub Schedule - 5 : Additional Regulatory Information

- a) Company has never been declared as wilful defaulter by any bank or financial Institution or other lender
b) Charges has been duly registered with ROC within the statutory period
c) Following Ratios to be disclosed

(a) Current Ratio,	1.96
(b) Debt-Equity Ratio,	0.32
(c) Debt Service Coverage Ratio,	
(d) Return on Equity Ratio,	0.02
(e) Inventory turnover ratio,	0.51
(f) Trade Receivables turnover ratio,	0.40
(g) Trade payables turnover ratio,	0.15
(h) Net capital turnover ratio,	0.54
(i) Net profit ratio,	0.01
(j) Return on Capital employed,	0.01
(k) Return on investment.	0.02

INDU ENGINEERING & TEXTILES LTD.
12/16 A NAWALGANJ NUNHAI ,AGRA, UP-282006 IN

Notes Forming Part of the Financial Statements as on 31st March, 2025

Note 14: Revenue from Operations

Particular	For the period 31st March, 2025	For the period 31st March, 2024
i) Sales		
Sale Domestic		
Sales GST @18%	145,188,458.20	160,018,044.08
Sales GST @12%		4,832,308.00
Sales GST @28%	16,344.91	
Re-Work & Grinding & RA	464,659.00	
GROSS SALES	145,669,462.11	164,850,352.08
Less : Sales Return (Rate Diff)	570.00	16,866.30
Less : Sales Return GST 18%	6,201,497.40	6,668,719.98
Less : Sales Return GST 28%		-
NET SALES	139,467,394.71	158,164,765.80
TOTAL	139,467,394.71	158,164,765.80

Note 15: Other Income

Particular	For the period 31st March, 2025	For the period 31st March, 2024
Dividend	50.00	50.00
	50.00	50.00

Note 16: Cost of Materials Consumed

Particular	For the period 31st March, 2025	For the period 31st March, 2024
Opening Stock of Raw Material	58,141,781.30	46,603,086.93
Less: Home Consumption for Moulds & Pattern.	(3,092,036.00)	(681,755.00)
Purchases Sub Schedule 6	87,251,197.65	101,724,477.77
Closing Stock of Raw Material	59,533,083.00	58,141,781.30
	82,767,859.95	89,504,028.39

INDU ENGINEERING & TEXTILES LTD.
12/16 A NAWALGANJ NUNHAI ,AGRA, UP-282006 IN

Notes Forming Part of the Financial Statements as on 31st March, 2025

Note 17: Changes in Inventories

Particular	For the period 31st March, 2025	For the period 31st March, 2024
Change in Inventory Sub schedule 7	(1,737,999.30)	6,738,818.38
	(1,737,999.30)	6,738,818.38

Note 18: Employee Benefit Expenses

Particular	For the period 31st March, 2025	For the period 31st March, 2024
Bonus	134,237.00	143,484.00
Director HRA	30,000.00	30,000.00
Director Salary	1,320,000.00	1,245,000.00
Earned Leave Expenses		95,927.00
ESI	63,266.00	60,427.00
Fooding & Beverages Exp.	36,159.00	38,819.00
Gratuity		157,463.00
House Rent Expenses to Employee	71,500.00	60,500.00
Labour Welfare expenses	9,052.00	3,996.00
Production Incentive	300.00	3,300.00
Provident Fund	198,478.00	191,222.00
Staff Welfare	50,961.00	
Salary & Wages Through Contractor A/c (JP Associates)	1,735,695.00	1,771,706.00
Salary A/c	3,140,290.00	2,822,986.00
	6,789,938.00	6,624,830.00
	6,225,985.00	

Note 19: Finance Costs

Particular	For the period 31st March, 2025	For the period 31st March, 2024
Bank Charges & Commission	329,344.08	415,063.86
Other Interest	12,078,608.31	13,556,472.05
	12,407,952.39	13,971,535.91

Note 20: Other Expenses

Particular	For the period 31st March, 2025	For the period 31st March, 2024
Manufacturing Expenses Sub Schedule 8	29,013,602.31	31,438,493.72
Administrative Expenses Sub Schedulle 9	4,232,907.23	3,679,690.39
Selling & Distribution Expenses Sub schedule 10	617,493.00	955,093.00
	33,864,002.54	36,073,277.11

INDU ENGINEERING & TEXTILES LTD.
12/16 A NAWALGANJ NUNHAI ,AGRA, UP-282006 IN

Notes Forming Part of the Financial Statements as on 31st March, 2025

INDU ENGINEERING & TEXTILES LTD.
12/16 A NAWALGANJ NUNHAI ,AGRA, UP-282006 IN

Sub Schedule - 6: Purchase

Particular	For the period 31st March, 2025	For the period 31st March, 2024
PURCHASE (U.P.)	87,251,197.65	101,724,477.77
TOTAL PURCHASE	87,251,197.65	101,724,477.77
PURCHASE		
Purchase GST 5%	1,629,785.80	1,452,396.60
Purchase GST 12%	78,341.70	1,370.88
Purchase GST 18%	84,274,224.64	99,332,157.97
Purchase GST 28%	779,178.06	538,522.32
Other Purchase	489,667.45	400,030.00
	87,251,197.65	101,724,477.77

Sub Schedule - 7: Change in Inventory

Particular	For the period 31st March, 2025	For the period 31st March, 2024
Closing Stock		
Finish Goods	21,978,842.00	22,098,842.70
Work in Progress	2,479,225.00	621,225.00
	24,458,067.00	22,720,067.70
Opening Stock		
Finish Goods	22,098,842.70	28,958,365.07
Work in Progress	621,225.00	500,521.00
	22,720,067.70	29,458,886.07
Change in Stock	(1,737,999.30)	6,738,818.38

INDU ENGINEERING & TEXTILES LTD.
12/16 A NAWALGANJ NUNHAI ,AGRA, UP-282006 IN

Notes Forming Part of the Financial Statements as on 31st March, 2025

Sub Schedule 8: Manufacturing Expenses

Particular	For the period 31st March, 2025	For the period 31st March, 2024
a) Manufacturing Expenses		
Casting Expenses	372,037.00	277,759.00
Factory Expenses	29,018.81	113,919.36
Freight & Cartage(Inward) Exempted	447,039.00	76,207.00
Freight & Cartage(Inward) Taxable	671,588.00	1,018,229.00
Job Work Labour Charges		41,850.00
Loading and Unloading Expenses	83,328.00	87,400.00
Machining Charges	46,350.00	
Bhatti Running Expenses		28,850.00
Testing / Calibration Charges	9,625.00	18,950.00
b) Power & Fuel	18,752,302.50	19,467,682.00
c) Purchase of Natural Gas	996,936.00	940,556.00
d) Labour & Wages	7,605,378.00	9,367,091.36
	29,013,602.31	31,438,493.72

Sub Schedule 9: Administrative Expenses

Particular	For the period 31st March, 2025	For the period 31st March, 2024
Computer Repair & Maintenance	36,238.85	54,984.42
Conveyance Exp.	93,269.12	82,743.00
Electric Repair & Maintenance	177,676.47	184,948.45
Adm. Charges to EPF A/c	7,937.00	
Employee's Cont. to ESI A/c		-
General Expenses	12,591.34	26,967.18
GST Exp.	35,106.00	4,540.00
Interest on TDS/TCS	2,196.00	
GM Jalkal Vibhag- Agra		-
Insurance Expenses	92,032.00	117,553.00
Internal Audit Exp	27,000.00	27,000.00
Legal & Professional Expenses	230,269.02	326,360.50
Material Rework		-
Municiple Tax	100,000.00	324,869.00
Office Maintenance Expenses	36,805.00	47,219.99
Pattern Repair cost		-

INDU ENGINEERING & TEXTILES LTD.
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Notes Forming Part of the Financial Statements as on 31st March, 2025

Postage & Courier Exp.	5,070.00	4,190.00
Printing & Stationary Exp.	13,051.42	23,739.14
Provident Fund (Administration Charges)		7,680.00
Rate Difference	428,745.00	176,447.14
Rejection Freight- Inward		-
Rent (Godown)	120,000.00	120,000.00
Rent (RO)	158,263.00	120,000.00
Personnel Expenses		
Repair & Maintainence(Plant & Machinery)	593,646.91	413,298.11
Repair and Maintenance (Others)	700,582.27	540,931.70
Round off		1,351.92
Security Service Expenses	395,535.00	342,190.00
Statutory Audit	30,000.00	30,000.00
Telephone Expenses	21,540.00	24,032.68
Travelling Expenses	915,352.83	678,644.16
	4,232,907.23	3,679,690.39

Sub Schedule 10:Selling & Distribution Expenses

Particular	For the period 31st March, 2025	For the period 31st March, 2024
Advertisement Expenses	22,752.00	10,560.00
Freight Outward (Exempted)	6,740.00	4,110.00
Freight & Cartage (Export)	354,212.00	
Freight Outward (Taxable)	-	722,763.00
Packing & Fwd Expenses	2,450.00	1,500.00
Sales promotion Expenses	1,339.00	10,528.00
Vehicle Rant Service	230,000.00	205,632.00
	617,493.00	955,093.00

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Notes Forming Part of the Financial Statements as on 31st March, 2025

Note 7: Share Capital

Particulars	As at 31st March, 2025	As at 31st March, 2024
Equity Share Capital		
Authorised		
52,50,000 shares of par value of Rs. 10/- each	52,500,000.00	52,500,000.00
	52,500,000.00	52,500,000.00
Issued ,Subscribed and Paid up Share Capital		
51,45,290 shares of par value of Rs. 10/- each	51,452,900.00	51,452,900.00
	51,452,900.00	51,452,900.00

a) Reconciliation of the no. of equity shares outstanding as at the beginning and at the end of Reporting period.

At the beginning of the year	5,145,290.00	5,145,290.00
Issued during the year	-	-
Outstanding at the end of the year	5,145,290.00	5,145,290.00

b) Class & Par Value of Shares

The Company has only one class of equity shares having a par value of Rs. 10 per share.

c) Rights, Preferences & Restrictions of the Class of Share Holders

i) Each holder of equity is entitled to one vote per share and is entitled to receive dividends as declared from time to time.

ii) In the event of Liquidation of the Company, the holder of equity share will be entitled to receive any of the remaining assets of the Company after distribution of the Preferential Payments. However, no such Preferential amounts exist currently, The distribution will be in proportion to number of equity share Held.

d) Details of shareholders holding more than 5% shares in the company

Name of Shareholders	As at 31st March, 2025		As at 31st March, 2024	
	No. of shares	% Held	No. of shares	% Held
Pramod Kumar Agarwal	737100	14.33%	737100	14.33%
Meenal Dadu	304500	5.92%	304500	5.92%
Gaurav Agarwal	298725	5.80%	298725	5.80%
Kanika Mittal	294000	5.71%	294000	5.71%
Kamlesh Kumar	314213	6.11%	314213	6.11%

(e) The company has not issued shares for a consideration other than cash or bonus shares during the year.

(m) A company shall disclose Shareholding of Promoters* as under:

Shares held by promoters at the end of the year					% Change during the year**
S. No	Promoter name	No. of Shares**	% of total shares		
1	Gee Kay Tiles Private Limited	115,500	2.24		-
Total					

STATEMENT OF CHANGES IN EQUITY

A. Equity Share Capital

(1) Current reporting period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
51,452,900.00	-	-	-	51,452,900.00

(2) Previous reporting period

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
51,452,900.00	-	-	-	51,452,900.00

CIN: L74899UP1972PLC086068

(1) Current reporting period

(2) Previous reporting period

Particular	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus					Total
			Generator and Capital Subsidy	General Reserve	Securities Premium	Retained Earnings	Revaluation Surplus	
Balance at the beginning of the previous reporting period	-	-	1,005,000.00	107,264.39	47,100.00	4,596,207.22	27,185,728.00	32,941,299.61
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	-	-	1,005,000.00	107,264.39	47,100.00	4,596,207.22	27,185,728.00	32,941,299.61
Total Comprehensive Income for the previous year	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	1,721,394.02	-	1,721,394.02
Provision for Tax	-	-	-	-	-	-	-	-
Deferred Tax Provision	-	-	-	-	-	-90,102.62	-	-90,102.62
Balance at the end of the current reporting period	-	-	1,005,000.00	107,264.39	47,100.00	6,227,498.62	27,185,728.00	34,572,591.01

INDU ENGINEERING & TEXTILES LTD.

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CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2025

PARTICULARS	FIGURE AS ON 31.03.2025	FIGURE AS ON 31.03.2024
1. CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES		
Net Profit Before Tax and extraordinary Items :	1,831,125.09	1,721,394.02
Adjustment for :		
Depreciation	3,544,566.04	3,530,931.99
Loss on Sale of Assets	-	-
Profit on Sale of Assets	-	-
Interest Income	-	-
Interest Expenses	12,078,608.31	13,556,472.05
Operating profit before working capital changes	17,454,299.44	18,808,798.06
Increase/Decrease in sundry debtors	4,146,986.30	10,126,877.62
Increase/Decrease in Inventories	(3,129,301.00)	(4,799,876.00)
Increase/decrease in Loans & Advance	(3,774,453.12)	(1,124,778.99)
Increase/decrease in Other Current Assets	63,115.00	178,571.00
Increase/Decrease in Sundry Creditors	(1,006,322.80)	873,480.66
Increase/Decrease in Working Capital Limit from Bank	43,865.43	(3,630,555.05)
Increase/Decrease in Other Current Liabilities	1,209,443.96	125,659.04
Cash generated form operations Before Extraordinary Items	15,007,633.21	20,558,176.34
Extraordinary Items:		
Less:Tax paid		
Less: Provision for Tax		
Net Cash from Operating Activities (A)	15,007,633.21	20,558,176.34
2 .CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES		
Purchase of Fixed Assets	(5,466,907.91)	(3,537,434.95)
Net Cash from / (used in) Investing Activities (B)	(5,466,907.91)	(3,537,434.95)
3. CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES		
Proceeds from from Secured Loan	(8,377,807.70)	(4,009,726.52)
Proceeds from from Unsecured Loan	9,352,787.71	1,334,373.18
Interest paid	(12,078,608.31)	(13,556,472.05)
NET CASH FROM / (USED IN) FINANCING ACTIVITIES (C)	(11,103,628.30)	(16,231,825.39)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)=D	(1,562,903.00)	788,916.00
Cash and Cash Equivalents at the beginning of the year (E)	4,457,801.82	3,668,885.82
Cash and Cash Equivalents at the end of the year (D+E)	2,894,898.82	4,457,801.82

As per our report of even date attached

For Preeti Jain and Associates

(Chartered Accountant)

FRN: 010847C

For and on behalf of the Board of Directors

of INDU ENGINEERING & TEXTILES LIMITED

CA Dharmesh Jain

Partner

M.No. 400130

Date:- 29.05.2025

Place:-Agra

UDIN: 25400130BMIMBB7827

(Pramod Kumar Agarwal)

(Managing Director)

DIN:01469533

Ajay Kumar Singh
Chief Financial Officer

Gaurav Agarwal

(Director)

DIN:- 00037004

Rupendra Kumar Kushwaha
Company Secretary

NOTE 1 : PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	Rate	GROSS BLOCK		DEPRECIATION			NET BLOCK		
		As on 01.04.2024	Addition/ Deletion	As on 31.03.2025	Up to 31.03.2024	Adjustment 2024-25	Up to 31.03.2025	As on 31.03.2025	As on 31.03.2024
LAND	-	19,800,000.00	-	19,800,000.00	-	-	-	19,800,000.00	19,800,000.00
BUILDING A/C	3.17	12,321,199.67	-	12,321,199.67	4,820,886.00	237,760.00	5,058,646.00	7,262,553.67	7,500,313.67
CAR	11.88	5,106,646.39	1,786,962.94	6,893,609.33	3,676,257.00	221,113.54	3,897,370.54	2,996,238.79	1,430,389.39
MOTOR CYCLE	9.50	186,922.05	-	186,922.05	134,689.00	4,962.00	139,651.00	47,271.05	52,233.05
COMPUTER & SOFTWARE	31.67	36,057.00	11,864.41	47,921.41	34,007.00	2,835.36	36,842.36	11,079.05	2,050.00
ELECTRIC FITTING	9.50	488,949.57	-	488,949.57	405,322.00	7,945.00	413,267.00	75,682.57	83,627.57
FURNITURE	9.50	26,153.77	-	26,153.77	21,681.00	425.00	22,106.00	4,047.77	4,472.77
PRODUCT DEVELOPMENT EXP	5.28	1,129,506.47	-	1,129,506.47	658,480.00	24,870.00	683,350.00	446,156.47	471,026.47
WATER SOFTENING PLANT	6.33	79,797.09	32,170.00	111,967.09	46,107.00	3,917.30	50,024.30	61,942.79	33,690.09
SCOOTER	9.50	262,950.65	-	262,950.65	99,731.67	15,506.00	115,237.67	147,712.98	163,218.98
OFFICE EQUIPMENT	-	125,407.00	-	125,407.00	62,935.69	11,870.00	74,805.69	50,601.31	62,471.31
PLANT & MACHINERY	4.75	52,609,416.40	22,457.62	52,631,874.02	15,554,243.35	1,761,032.84	17,315,276.19	35,316,597.83	37,055,173.05
SOLAR PLANT GENERATING SYSTEM (100 KW)	6.33	878,600.00	-	878,600.00	214,496.00	42,038.00	256,534.00	622,066.00	664,104.00
CUPOLA BHATTI	4.75	3,378,147.68	-	3,378,147.68	1,826,689.00	73,694.00	1,900,383.00	1,477,764.68	1,551,458.68
FURNACE BHATTI	4.75	1,061,064.71	-	1,061,064.71	573,756.00	23,147.00	596,903.00	464,161.71	487,308.71
COMPRESSOR	4.75	728,693.60	-	728,693.60	371,780.00	16,953.00	388,733.00	339,960.60	356,913.60
GENERATOR	4.75	5,782,453.83	-	5,782,453.83	2,557,149.00	153,202.00	3,072,102.83	3,225,304.83	3,225,304.83
LATH MACHINE	4.75	262,997.00	-	262,997.00	134,115.00	6,122.00	140,237.00	122,760.00	128,882.00
JET PUMP & SUMMERSIBLE	4.75	13,739.52	-	13,739.52	7,427.00	300.00	7,727.00	6,012.52	6,312.52
MOBILE 2018	4.75	4,900.00	-	4,900.00	1,087.00	181.00	1,268.00	3,632.00	3,813.00
MOULD HARDNESS TESTER	4.75	47,087.08	-	47,087.08	25,462.00	1,027.00	26,489.00	20,598.08	21,625.08
Moulds & Patterns	4.75	23,534,713.97	3,419,036.00	26,953,749.97	8,387,760.67	783,023.78	9,170,784.44	17,782,965.53	15,146,953.30
SAND MIX MILLER	4.75	635,218.00	-	635,218.00	251,597.00	18,222.00	269,819.00	365,399.00	383,621.00
TELEPHONE	4.75	19,208.04	-	19,208.04	8,517.00	508.00	9,025.00	10,183.04	10,691.04
TRANSFORMER	4.75	1,655,853.33	173,231.35	1,829,084.68	826,650.00	45,372.58	872,022.58	957,062.10	829,203.33
TROLLEY	4.75	70,816.84	-	70,816.84	38,294.00	1,545.00	39,839.00	30,977.84	32,522.84
COFFEE MACHINE 2011	4.75	8,300.00	-	8,300.00	4,233.00	193.00	4,426.00	3,874.00	4,067.00
COOLER	4.75	-	21,185.59	21,185.59	-	843.65	843.65	20,341.94	-
COOLING TOWER 2011	4.75	104,250.00	-	104,250.00	53,163.00	2,427.00	55,590.00	48,660.00	51,087.00
HEIGHT MEASURING MACHINE 2011	4.75	91,985.40	-	91,985.40	46,907.00	2,141.00	49,048.00	42,937.40	45,078.40
INDUCTION FURNACE 2011	4.75	3,116,264.88	-	3,116,264.88	1,589,137.00	72,539.00	1,661,676.00	1,454,588.88	1,527,127.88
EFFLUX 2012	4.75	357,721.00	-	357,721.00	171,412.00	8,850.00	180,262.00	177,459.00	186,309.00
TOTAL		133,925,020.94	5,466,907.91	139,391,928.85	42,603,971.38	3,544,566.04	46,148,537.42	93,243,391.43	91,321,049.56
Previous Year Figure		130,387,585.99	3,537,434.95	133,925,020.94	39,073,039.39	3,530,931.99	42,603,971.38	91,321,049.56	91,314,546.60