



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 46th Annual General Meeting of Indu Engineering And Textiles Limited will be held at Registered Office of the Company situated at 12/16-A NawalGanj, Nunhai, Agra- 282006 on Tuesday 21st August, 2018 at 4.00 P.M., to transact the following business:

E-Voting:

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

The Board of Directors of the Company has appointed **Mr. Anuj Ashok**, a Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot including E-Voting process in a fair and transparent manner. After completion of his scrutiny, he will submit his report to the Managing Director and in his absence to the Director of the Company. The results of the E- Voting and postal ballot will be declared by the Managing Director/ Director on 21.08.2017 at 4:00 P.M. at the Registered Office of the Company and will be communicated to the Calcutta Stock Exchange Limited and Metropolitan Stock Exchange of India Ltd. (MSEI), the Stock Exchanges where the equity shares of the Company are listed, and will be published in the newspaper(s). The Company proposes to provide voting on the resolutions through the Electronic mode.

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



ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018, 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 consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

Resolved That, pursuant to the provisions of Section 139 of the Companies Act 2013 and the Rules made thereunder, M/S. Preeti Jain & Associates., Chartered Accountants, Agra, bearing Membership No. 400130, being an Statutory auditor of the Company who were appointed at the Annual General Meeting held on 30th September 2014 for a term of next 5 consecutive years be and is hereby Continued as the Auditors of the Company.

Resolved Further That the Board of Directors be and is hereby authorized in consultation with the Company's Auditors to appoint Auditor of the Company, to audit the accounts of the Company's on such terms and conditions including remuneration as the Board of Directors may deem fit."

3. To appoint a Director in place of Mr. VINOD KUMAR SHARMA (DIN: 07601526), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Appointment of Mr. BABU RAJ PILLEY(DIN-07960511) as a Independent Director :**

To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (' The Act') and Regulation 27 of (LODR) Regulation, 2015, subject to the approval of shareholders Mr. BABU RAJ PILLEY (DIN – 07960511), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 23rd July 2018."



5. **Resignation of Director in Terms of Removal/Resignation Due to medical condition:-**

To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provision of section 168 of the Companies Act, 2013, read with the Article of Association of the Company and with rules of the Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018, Directorship of Shri MAHENDRA KUMAR (DIN 06965879) vacated due to his serious illness be and is hereby approved and accepted subject to be approval of shareholder in annual general meeting.

By Order of the Board
For Indu Engineering & Textiles Limited

Place: Agra
Date: 23rd July, 2018

Pramod Kumar Agarwal
Managing Director
DIN: 01469533

**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 for 2018 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 induegg.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.: 0562-4008598, Mobile: 9319215839, Email: anujashokcs@gmail.com so as to reach him on or before Tuesday, August 21, 2018 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 NawalGanj, Nunhai, Agra-282006 or they may also address their request through E-mail to: induagracs@gmail.com and induegg.agra@gmail.com, Contact No.: +91-9319155002/ 0562-3090805.
11. The E-voting period for all items of business contained in this Notice shall commence from Saturday the 18th August, 2018 at 9.00 a.m. and will end on Monday, the 20th August, 2018 at 5.30 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 **August 14, 2018**, 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 **August 14, 2018**.

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.
16. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on Saturday the 18th August, 2018 at 9.00 a.m. and ends on Monday the 20th August, 2018 at 5.30 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **August 14, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:



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

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The



- option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board
For Indu Engineering & Textiles Limited

Place: Agra
Date: 23rd July, 2018

Pramod Kumar Agarwal
Managing Director
DIN: 01469533



EXPLANATORY STATEMENT

The following explanatory statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), set out all material facts relating to the business mentioned at the item No.4&5 the accompanying Notice dated 23rdJuly, 2018.

Item No. 4

The Board of Directors of the Company has appointed, pursuant to the provisions of sub-149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. BABU RAJ PILLEY(DIN-07960511) as an Independent Director of the Company with effect from 23rdJuly, 2018.

As per the provisions of Section 149 of the Act, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. BABU RAJ PILLEY(DIN-07960511) has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act and under Regulation 27(2) of SEBI (LODR), Regulation, 2015. Mr. BABU RAJ PILLEY possesses appropriate skills, experience and knowledge.

Mr. BABU RAJ PILLEY is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has provided his consent to act as a Director.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. BABU RAJ PILLEY as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. BABU RAJ PILLEY as an Independent Director for a term of five years, for the approval by the shareholders of the Company.

Copy of the draft letter for appointment of Mr. BABU RAJ PILLEY as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Mr. BABU RAJ PILLEY does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not related to any of the Directors on the Board of the Company.



Mr. BABU RAJ PILLEY	
Fathers' Name	JANARDAN PILLEY
Date of Birth	07/09/1964
Date of Appointment	23/07/2018
Expertise in specific functional areas	Purchase and Marketing in Steel Industry and Networking
Years of Experience	More than 10 years
Qualification	Graduation
Directorship in Other Companies	0
Member/Chairman of the Committee	-
No. of shares held in own name or in the name of relatives	NIL

Except Mr. BABU RAJ PILLEY, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

This Explanatory Statement may also be regarded as a disclosure under Regulation 27(2) of SEBI (LODR) Regulation, 2015 with the Stock Exchanges.

Item No. 5

The Board of Director placed before the Company a vacation of directorship of Shri. MAHENDRA KUMAR in Terms of Removal Due to their medical condition. The board of directors discusses that Mr. MAHENDRA KUMAR, director has become physically or mentally incapable to act as a director and is not in a position to take any decision regarding the business of the company.

So the board decides to resign the director in terms of removal/resignation as he is not able to do any compliance of Registrar Of Companies (ROC). The Board discussed the matter and with the word of thanks to the outgoing director, board approved the removal/resignation subject to the approval of shareholders in Annual general meeting.

Pursuant to the provision of section 168 of the Companies Act, 2013, read with the Article of Association of the Company and with rules of the Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018, removal/resignation of MAHENDRA KUMAR DIN 06965879 be and is hereby approved and accepted subject to the approval of shareholder in annual general meeting.



The board of directors placed before the company about critical health update of Shri MAHENDRA KUMAR, a director in the board, who is completely bedridden and become physically or mentally incapable to act as a director and is not in a position to take any decision regarding the business of the company as he got brain stroke with paralyses hence he cannot attend company office for any more. So the board with pleasing their gratitude and regards, proposed to remove him from the directorship of the company by vacating his office without resignation.