



INDU ENGINEERING & TEXTILES LTD.

Nawal Ganj, Nunhai, Agra
282006, U.P., INDIA.

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

Ph. No. : 0091-9319122106, 2280782
Email : indu@indiacastingco.com,
info@neeplicc.com
Fax No : 91 562 2280782
Website : http://www.indiacastingco.com

INDU ENGINEERING & TEXTILES LIMITED

Registered Office: "K - 157, Sarita Vihar, New Delhi - 110076 (INDIA)

Phones: -011-2850757/0562 - 2851230, Fax: 011-2852870

E-mail: induengg.agra@gmail.com

Website: www.induengineeringltd.com

CIN: L74899DL1972PLC034022

NOTICE

NOTICE is hereby given that the EXTRA ORDINARY GENERAL MEETING of the shareholders of INDU ENGINEERING & TEXTILES LIMITED will be held on Saturday, February 14, 2015 at 11.00 a.m. at the Registered Office of the Company at K - 157, Sarita Vihar, New Delhi - 110076 to transact the following business:

SPECIAL BUSINESS:

1. Increase in the Authorized Share Capital and amendment to the Memorandum of Association:

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, the authorized capital of the company be and is hereby increased from Rs. 30,00,000/- (Rupees Thirty Lacs Only) divided into 3,00,000 (Three Lacs Only) equity shares of Rs.10/- (Rupee Ten Only) each to Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lacs Only) equity shares of Rs.10/- (Rupee Ten Only) each by creation of additional 47,00,000 (Forty-Seven Lacs Only) equity shares of Rs.10/- (Rupee Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:

Clause V:

V. The Authorized Share Capital of the Company is Rs. 5, 00, 00,000 (Rupees Five Crores Only) divided into 50, 00,000 (Fifty Lacs Only) equity shares of Rs.10/- (Rupee Ten Only) each.

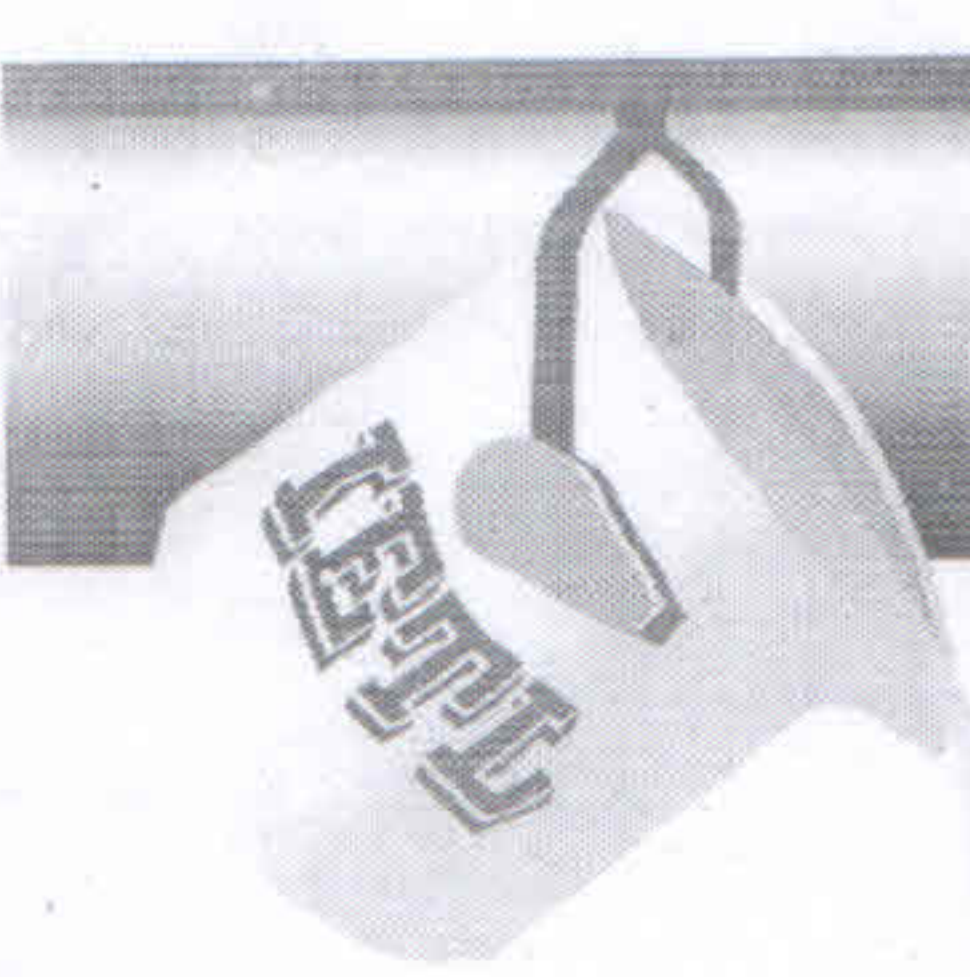
RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

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For Indu Engineering & Textile Ltd.


Director



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2. Alteration in Articles of Association:

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

"RESOLVED THAT pursuant to section 14 and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded for alteration of existing Article 3(a) of the Articles of Association of the company by the following:

Article 3(a):

The Authorized Share Capital of the Company is Rs. 5, 00, 00,000 (Rupees Five Crores Only) divided into 50, 00,000 (Fifty Lacs Only) equity shares of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds or things as may be necessary or expedient to give effect to the aforesaid resolution."

3. Issue of Bonus Shares

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

"RESOLVED THAT in accordance with section 63 of the Companies Act, 2013 & all other applicable provisions of the Companies Act, 2013 read with the relevant Rules thereof (including any statutory modifications or reenactment(s) thereof for the time being in force) read with Article 115 of Articles of Association of the Company and subject to provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subject to such approvals, permissions and sanctions as may be necessary and also subject to such terms, conditions and modifications as may be prescribed in granting approvals, permissions and sanctions by appropriate authority or authorities and agreed to by the Board of Directors of the Company (hereinafter called the Board, which term shall be construed as to include any committee which the Board may have constituted or may hereafter constitute to exercise the powers including the powers conferred vide this resolution), the consent of the members of the company be and is hereby accorded to capitalize a sum of Rs.2,16,00,000/- (Rupees Two Crores Sixteen Lacs Only) out of the Reserve fund or such other reserves being eligible for the purpose and as may be deemed appropriate and suitable by the Board and be applied for issue and allotment of 21,60,000 (Twenty -

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One Lacs Sixty Thousand only) new fully paid up equity share of Rs. 10/- (Rupees Ten Only) each as bonus shares in the proportion of 9 (Nine) new equity shares of Rs. 10/- (Rupees Ten Only) each for every 1(One) existing fully paid up equity shares of Rs. 10/- each, held as on the record date to be determined by the Board and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase in the paid-up share capital of the company held by each such member and not as income."

"RESOLVED FURTHER THAT the new equity shares shall be allotted subject to the terms and condition in the Memorandum and Articles of Association of the Company and shall in all respects rank pari passu with the existing equity shares of the Company"

"RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of Bonus Shares and in the case of the members who hold equity shares in physical form, the share certificates in respect of Bonus Shares will be dispatched, within such time as prescribed by law and relevant authorities."

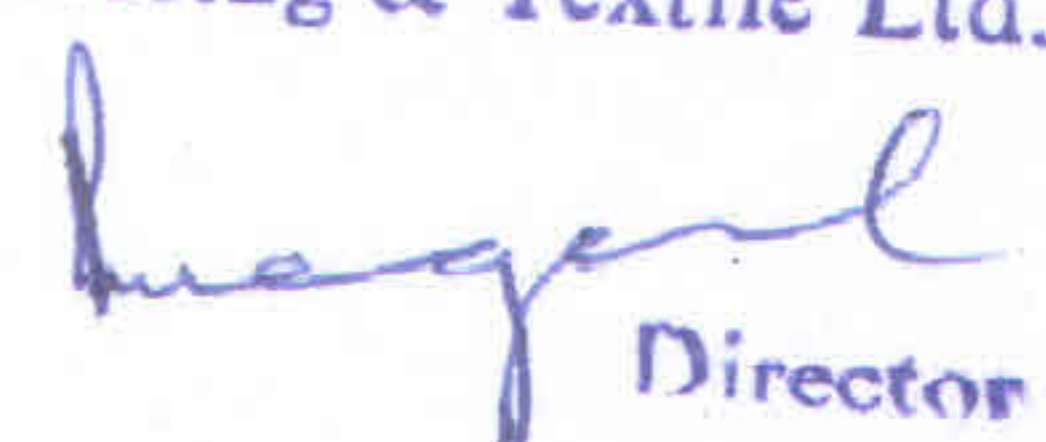
"RESOLVED FURTHER THAT the issue and allotment of the said Bonus Shares to Non-Resident Indians (NRIs), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to the approval of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 including any statutory modification(s) or re-enactment thereof for the time being in force."

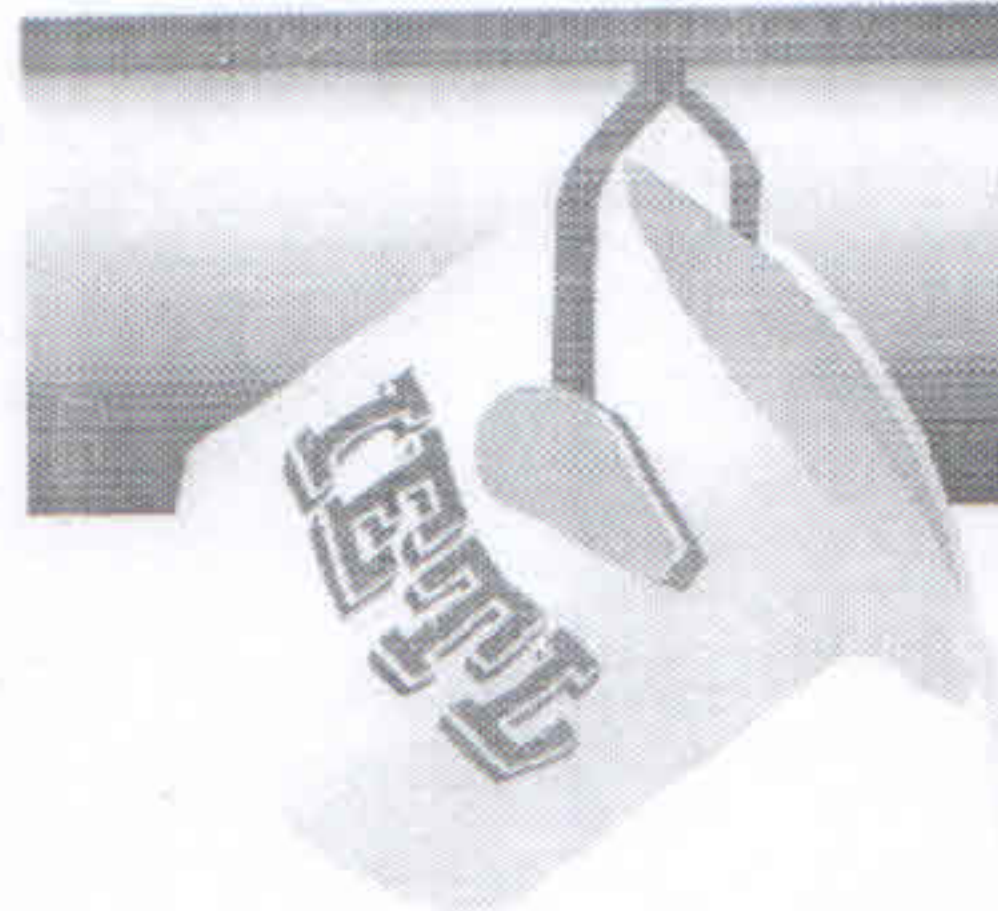
"RESOLVED FURTHER THAT where the proportion of the new equity shares is not in the exact proportion of the holding of the existing equity shares and results in any member becoming entitled to fraction of new equity shares to be allotted as Bonus Shares, the Company shall not issue any certificate or Coupon in respect of such fractional shares but the total number of new equity shares representing such fraction shall be allotted to Mr. Pramod Kumar Agarwal, Executive Director of the Company, nominated by the Board of Directors to act as a trustee for and on behalf of the members, who shall have the right to be allotted such fractional certificates on behalf of the existing members and the Company shall issue in favor of such trustee, such equity shares certificates after consolidating all the fractional certificates into a marketable lot and thereafter such equity shares shall be sold by such trustee or trustees at the prevailing a market rate(s) and the net sale proceeds (after deduction of all such expenses incurred for sale) of such shares be distributed amongst such members who are entitled to such fractional certificates in

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proportion to their respective fractional entitlement thereto."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchange(s) where the securities of the Company are listed as per the provision of the Listing Agreement with the concerned Stock Exchange(s) and other applicable guidelines, rules and regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary and expedient, and to settle any question, difficulty or doubt that may arise in this as the Board on its own or by delegating all or any of its powers to any of the Directors, Compliance Officer, Company Secretary or any officer of the Company in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

"RESOLVED FURTHER THAT the proposed allottees of Equity Shares in the Preferential Issue of the Company as mentioned in the Resolution No. 4 of this Notice will not be eligible for the Bonus Shares.


4. Issue of Equity Shares on Preferential Basis

"RESOLVED THAT in accordance with the provisions of section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subsequent amendments thereto (the "SEBI (ICDR) Regulations, 2009") as in force, and subject to the Regulations/Guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies ("Concerned Authorities") in this regard and further subject to such terms and conditions or modifications

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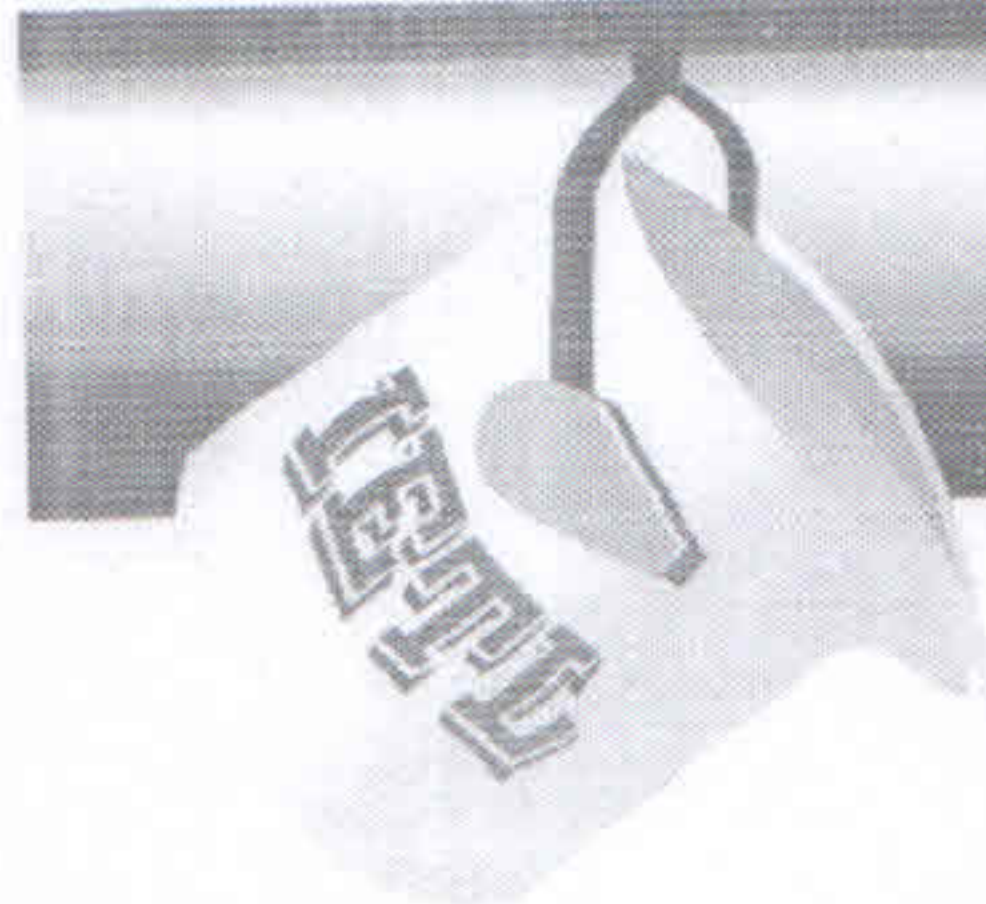

Director

thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot up to 25,00,000 (Twenty-Five Lacs Only) equity shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company to group of Strategic Investors, not forming part of the Promoter Group of the Company, on Preferential Basis at an Issue Price of Rs. 11/- (Rupees Eleven Only including premium amount of Re. 1/- per Equity Shares) per equity share, aggregating to Rs. 2,75,00,000/- (Rupees Two Crores Seventy-Five Lacs Only), or at such higher prices as may be determined in compliance with Chapter VII of the SEBI (ICDR) Regulations, 2009, and on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit.

"RESOLVED FURTHER THAT:

- (i) The Relevant Date for the purpose of determining the minimum Issue Price of the shares on Preferential basis under SEBI (ICDR) Regulations, 2009 shall be 07.01.2015, which is thirty (30) days prior to the date of EGM.
- (ii) The equity shares to be issued and allotted to group of Strategic Investors, not forming part of the Promoter Group of the Company shall be in dematerialized form only.
- (iii) The equity shares to be issued and allotted shall be subject to the Memorandum and Article of Association of the Company and shall be listed and traded on all the Stock Exchanges and shall rank pari passu in all respects with the existing equity shares of the Company.
- (iv) The new equity shares to be allotted to the allottees shall be subject to a lock-in period in accordance with regulation 78 of the SEBI (ICDR) Regulations, 2009.
- (v) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of Shares, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the SEBI/Financial Institutions/Banks/Stock Exchanges and/or such other appropriate authority may impose at the time of their approval and as agreed by the Board."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and



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do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for issue or allotment of the aforesaid Shares to subscribe the shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all queries that may arise in relation to the proposed issue, offer and allotment of any of the said Shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions."

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

"RESOLVED FURTHER THAT for the purpose of creating, issuing, offering and allotting equity shares of the Company as aforesaid, the Board be and is hereby authorized to list the equity shares on the Stock Exchanges where the shares of the Company are listed or to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particulars to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing and allotting of the equity shares of the Company, as it may, in its absolute discretion, deem fit and proper.

By order of the Board of Directors of,
INDU ENGINEERING & TEXTILES LIMITED
For Indu Engineering & Textile Ltd.
(Pranod Agarwal)
Executive Director
DIN: - 01469533

Place: New Delhi
Date: 15th January, 2015.

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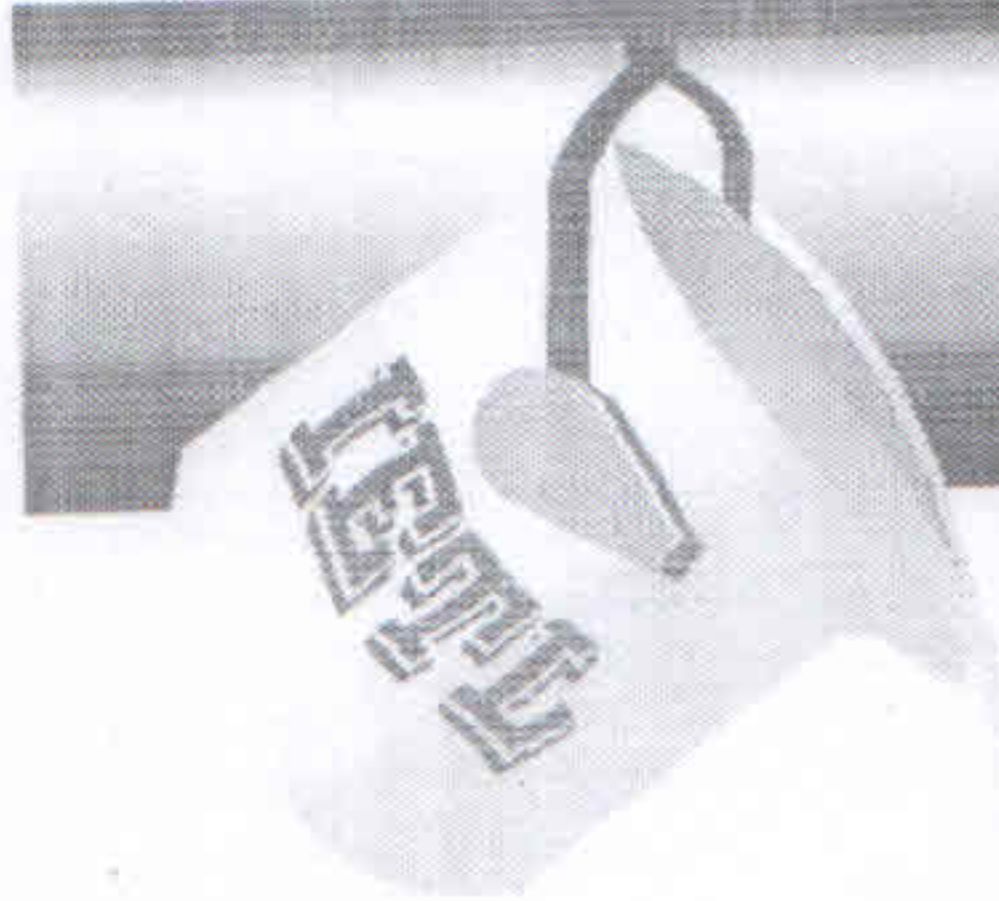
1. The Explanatory Statement and reasons for the proposed resolutions stated hereinabove; pursuant to section 102 of the Companies Act, 2013("the Act") read with Companies (Incorporation) Rules, 2014 , Companies (Share Capital and Debentures) Rules, 2014 and Companies (Meetings of Board and its Powers) Rules, 2014 in respect of Special Business are appended hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. All documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered Office of the Company on all working days, except Sundays and Bank holidays, between 10 a.m. and 6 p.m. up to the date of the Meeting.
5. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.induengineeringltd.com for their download.
6. Members / Proxies are requested to bring attendance slip duly filled in for attending the Meeting. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.
7. The Notice of the EGM is being sent by electronic mode to those Members whose e mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e mail addresses, physical copies are

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For Indu Engineering & Textile Ltd.


Director



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being sent by the permitted mode.

8. To support the 'Green Initiative', the Members who have not registered their e mail addresses are requested to register the same with RTA/Depository Participants.
9. The ISIN No. allotted for the Company's shares is INE022S01018.
10. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Clause 35B of the listing agreement, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e Voting Services provided by Central Depository Services (India) Limited (CDSL):
11. The instructions for Shareholders voting electronically .
are as under: In case of members receiving e mail:
 - (i) The voting period begins on 10th February, 2015 at 9 am and ends on 10th February 2015 at 6 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of 15th January, 2015, 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" tab.
 - (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:

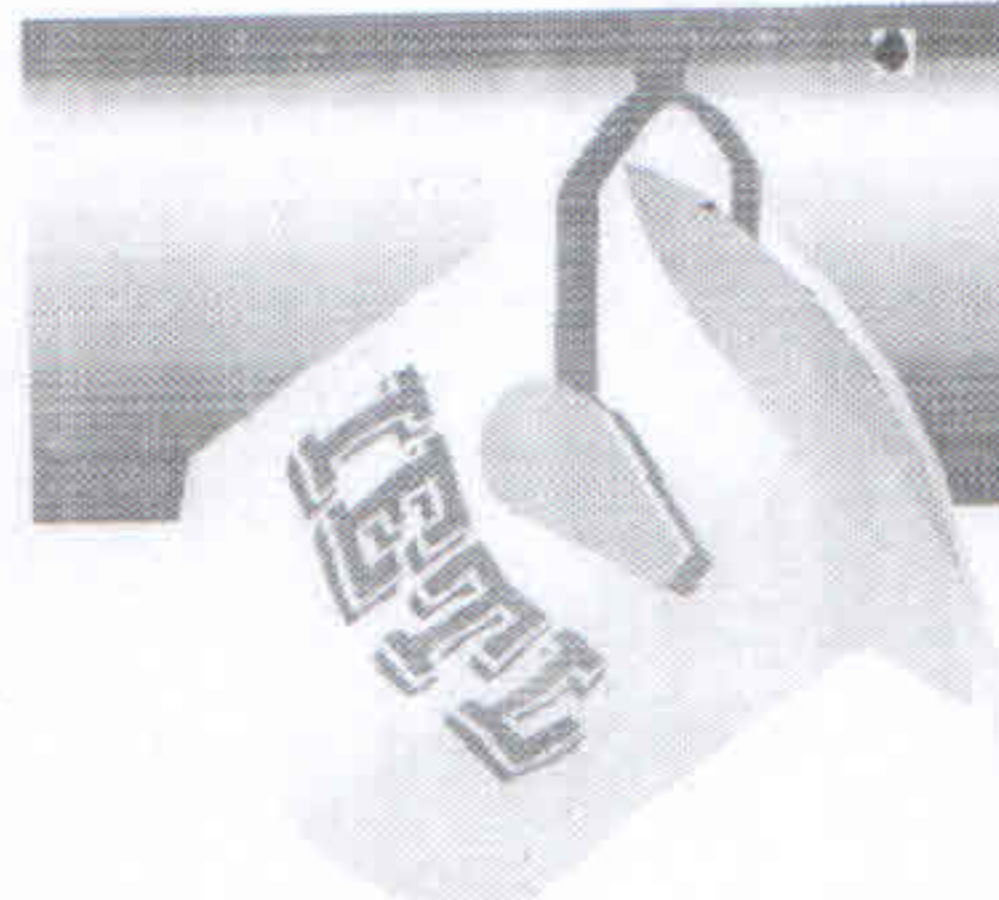
For Members holding shares in Demat Form and Physical Form.	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio 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 001 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

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For Indu Engineering & Textile Ltd.


Director



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Details	<ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.
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(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for Indu Engineering & Textiles Limited.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate and Custodians respectively.

- 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 they have to create 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.

- 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.

In case of members receiving the physical copy

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

(B) The Voting period beings on Tuesday, 10th February, 2015 at 9.00 a.m. and will end on Tuesday, 10th February, 2015 at 6.00 p.m. During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) of 15th January, 2015, may cast their vote electronically. The e-voting module shall be disable by CDSL for voting thereafter.

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Director



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- (C) In case you have any queries or issues regarding e voting, you may refer the Frequently Asked Questions ("FAQs") and e voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
12. Members can request for a Ballot Form at Indu Engineering & Textiles Limited, 20/4, 1st Floor, Maruti Tower, Sanjay Place, Agra -, (Uttar Pradesh) or they may also address their request through E-mail to: induengg.agra@gmail.com Contact No. 0562-2851230.
 13. The Company has appointed Mr. Anuj Ashok, Practicing Company Secretaries, (Membership No.5469) to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
 14. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date (record date) of 15th January, 2015.
 15. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
 16. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's/ CDSL's website within two (2) days of passing of the resolutions at the EGM of the Company and shall be communicated to the Stock Exchange, where its securities are listed.
 17. Members can cast their vote and 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, 41, Jaipur House Market, Agra - 282010. Tel.: 0562-4008598, E-mail Id: anujashokcs@gmail.com so as to reach him on or before Monday, February 10, 2015 by 5.30 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.

For Indu Engineering & Textile Ltd,


Director

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REGISTERED Off.K-157,SARIA VIHAR,NEW DELHI,DELHI-110076

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

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

ITEM NO. 1:

The Company proposes to issue Bonus Shares & Equity Shares on Preferential basis, in order to meet its growth objectives and to strengthen its financial position. It is therefore deemed appropriate to increase the Authorized Share Capital of the Company from Rs. 30.00 Lacs to Rs.5.00 Crores and for that purpose the Memorandum and Articles of Association of the Company are proposed to be suitably altered.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorized Share Capital and for the alteration of capital clause of the Memorandum and Articles of Association of the Company.

The Board of Directors accordingly recommends the resolutions for the approval of the Members.

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives is in any way, concerned or interested, financial or otherwise, in the resolutions set out at No.1 & 2.

ITEM NO: 3

The present level of Reserves & Surplus of your Company is more than 9 times of the Paid-up Equity Capital of the Company. Considering this position of Reserves and Surplus, your Directors propose to issue bonus shares in the ratio of 9 (Nine) new equity share for 1 (One) existing equity shares as proposed in the resolution.

Such Fully Paid-up Bonus Shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members or in the respective beneficiary account with their respective Depository Participants, on the Record Date to be determined by the Board of Directors of your Company for the purpose of issue of Bonus Shares, in the proportion of 9 (Nine) new equity share for 1 (One) existing equity.

Any fractional entitlement arising out of the issue and allotment of the Bonus Shares shall be consolidated

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REGISTERED Off.K-157,SARIA VIHAR,NEW DELHI,DELHI-110076

For Indu Engineering & Textile Ltd.


Director

into fully paid up bonus shares which shall be allotted to Mr. Pramod Kumar Agarwal, Director of the Company, nominated by the Board as a Trustee for those shareholders who are entitled to fractional entitlements of bonus shares. If any fractional entitlement arises while allotting the shares to the Trustee, the same shall be rounded off to the next whole number. The said Trustee shall sell the same at the then prevailing market price through the stock exchange and pay to the Company net sale proceeds for distribution to the members in proportion to their fractional entitlements. The Proposed Allottees of Equity Shares in the proposed Preferential Issue of the Company as mentioned in Item No. 4 of this Notice will not be eligible for the Bonus Shares.

Pursuant to the applicable provisions of the Companies Act, 2013 and Articles of Association of the Company, it would be necessary to obtain approval of the members by way of special resolution for issue of bonus shares by capitalization of its reserve fund and hence necessary resolution has been proposed for the approval of members.

Your Directors recommend passing of the proposed Resolution.

The Directors, the Key Managerial personnel of the Company and their relatives are deemed to be concerned or interested in the resolution to the extent of shares held, if any by them in the Company.

The proposed resolution does not relate or affect any other company.

(i) **Shareholding Pattern before and after the Proposed Bonus Issue:**

Category	Pre-Issue Equity Holdings		Allotment of Equity Shares		Post-Issue Equity Holdings	
	No. of Shares	% of Share Holding	No. of Equity Shares	% of Equity Shares Holding	No. of Shares	% of Share Holding
1) <u>Promoter Holdings</u>						
a. Indian Promoters	11000	4.58	99000	4.58	110000	4.58
b. Foreign Promoters	0	0.00	0	0.00	0	0.00
Sub-total	11000	4.58	99000	4.58	110000	4.58
2) <u>Non-Promoters Holding</u>						

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For Indu Engineering & Textile Ltd.

[Signature]
 Director

a. Resident Indians (Individuals, HUF)	229000	95.42	2061000	95.42	2290000	95.42
b. Bodies Corporate	0	0.00	0	0.00	0	0.00
c. NRI/FI/FII/NRR	0	0.00	0	0.00	0	0.00
d. Others(Trust)	0	0.00	0	0.00	0	0.00
Sub-Total	229000	95.42	2061000	95.42	2290000	95.42
Total	240000	100.00	2160000	100.00	2400000	100.00

Item No: 4

The Board of Directors of the Company ("the Board") at their meeting held on 15.01.2015 discussed the future plans of the Company and possible growth options. Based on the above discussions, the Board in order to raise resources to fund the future growth plans and expansion of the Company in Engineering sector & Investment in shares & securities, to meet long term working capital requirements and for general corporate purposes, thought it prudent to infuse fresh equity capital in the Company by issue and allotment of 25,00,000 (Twenty-Five Lacs Only) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each at a premium of Re. 1/- each, aggregating to Rs. 2,75,00,000/- (Rupees Two Crores Seventy-Five Lacs Only), or at such higher prices as may be determined in compliance with Chapter VII of the SEBI (ICDR) Regulations, 2009 on Preferential Basis to the Strategic Investors, not forming part of the Promoter Group of the Company.

Disclosure that is required to be made pursuant to clause 73(1) of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2009 and subsequent amendments thereto ["SEBI (ICDR) Regulations, 2009"]:

(ii) Object of the Issue:

The main object of the issue of Equity Shares pursuant to the Resolution set out in the accompanying Notice shall be to augment resources for meeting its business requirements (Engineering sector), investment in shares/securities/bonds/mutual funds/etc & other Companies, its present business expansion plans and also to meet long working capital requirements of the Company and other general corporate purpose.

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For Indu Engineering & Textile Ltd.


 Director

(iii) Relevant Date:

The equity shares of the Company are listed on Calcutta Stock Exchange Limited (Delhi Stock Exchange Limited has been derecognized by SEBI vide its Order dated 19th December, 2014) where the shares of the Company are listed during six months or two weeks preceding the relevant dated i.e. 15.01.2015 as arrived at in accordance with the provisions of Regulation 71 of SEBI (Issue of capital and Disclosure Requirements) Regulations, 2009. "Relevant Date" will be 30 days prior to the date of this meeting of the Shareholders of the Company or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date, i.e. 15.01.2015.

(iv) Price of the Issue:

The preferential allotment of 25, 00,000 Equity Shares of the face value of Rs. 10/- each at a premium of Re. 1 /- each or at such other higher prices as may be determined as per Chapter VII of SEBI (ICDR) Regulations, 2009.

(v) Payment Terms:

Full amount shall become payable at the time of application.

Upon receipt of the requisite payment, as above the Board shall allot one equity share towards equity share capital (Rs. 10/-).

(vi) The Intention of the Promoters/Promoter Group/Directors/Key Management Persons to subscribe to this Offer:

None of the Promoters/ Promoter Group/ Director/ Persons in Promoter/ Key Management Persons of the Company are subscribing to the offer.

(vii) Shareholding Pattern before and after the Proposed Preferential Issue & after Proposed Bonus Issue

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For Indu Engineering & Textile Ltd.


 Director


Category	Pre Issue Equity Holding		Allotment of Bonus Shares		Post Issue Equity Holding (After bonus)		Allotment of Equity Shares		Post Issue Equity Holding	
	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding
1) Promoter Holdings										
a. Indian Promoters	11000	4.58	99000	4.58	110000	4.58	0	0.00	110000	2.25
b. Foreign Promoters	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
2) Non - Promoters Holding										
a. Resident Indians (Individuals, HUF)	229000	95.42	2061000	95.42	2290000	95.42	2500000	100.00	4790000	97.75
b. Bodies Corporate	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
c. NRI/FI/FII/NRR	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
d. Others	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Sub-Total	229000	95.42	2061000	95.42	2290000	95.42	2500000	100.00	4790000	97.75
Total	240000	100.00	2160000	100.00	2400000	100.00	2500000	100.00	4900000	100.00

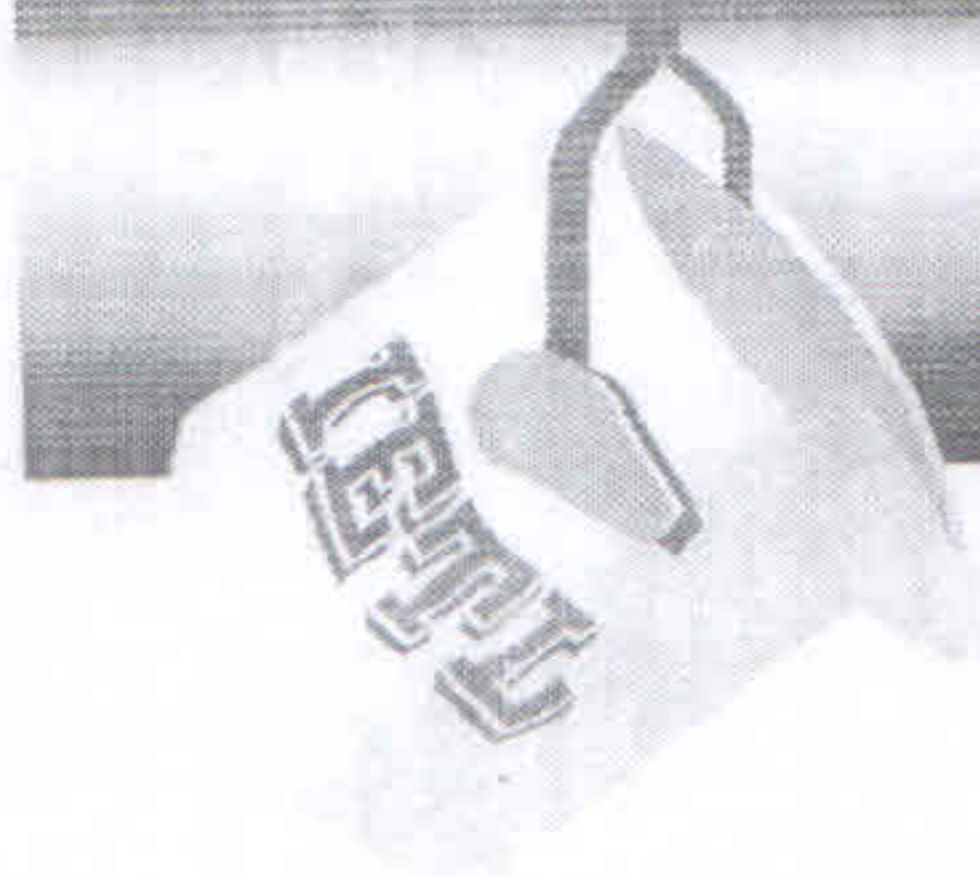
(viii) The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of Post Preferential Issue Capital that may be held by them:

Sr. No.	Name of the Proposed Allottees	Identity of the Ultimate Beneficial Owners*	No. & % of Equity Shares Held Prior to the Preferential Allotment	No. & % of Equity Shares to be Issued And Allotted		No. & % of Post Issue Equity And Voting Share Capital	
				No. of Shares	% on Total Allotment	No. of Shares	%
Promoters And Promoter Group:							
-	N.A.	N.A.	NIL	NIL	NIL	NIL	NIL
Non-Promoter Group:							
1.	Dinesh Kumar Rathore	N.A.	NIL	25000	1.00	25000	0.51
2.	Braj Mohan Rathore	N.A.	NIL	25000	1.00	25000	0.51
3.	Shiv Kumar Rathore	N.A.	NIL	25000	1.00	25000	0.51
4.	Mahesh Kumar Rathore	N.A.	NIL	25000	1.00	25000	0.51
5.	Ram Baboo Rathore	N.A.	NIL	25000	1.00	25000	0.51
6.	Neena Rathore	N.A.	NIL	25000	1.00	25000	0.51
7.	Reena Rathore	N.A.	NIL	25000	1.00	25000	0.51
8.	Laxmi Devi Rathore	N.A.	NIL	25000	1.00	25000	0.51
9.	Kalpana Singh Rathore	N.A.	NIL	25000	1.00	25000	0.51
10.	Deepak Rathore	N.A.	NIL	25000	1.00	25000	0.51
11.	Vasudha Agarwal	N.A.	NIL	25000	1.00	25000	0.51
12.	Pankhuri Agarwal	N.A.	NIL	25000	1.00	25000	0.51
13.	Usha Agarwal	N.A.	NIL	25000	1.00	25000	0.51
14.	Meena Agarwal	N.A.	NIL	25000	1.00	25000	0.51

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For Indu Engineering & Textile Ltd.

Director



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Nawal Ganj, Nunhai, Agra
282006, U.P., INDIA.

Manu. and Exp. of Graded
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info@neeplicc.com
Fax No : 91 562 2280782
Website : http://www.indiacastingco.com

Sr. No.	Name of the Proposed Allottees	Identity of the Ultimate Beneficial Owners*	No. & % of Equity Shares Held Prior to the Preferential Allotment	No. & % of Equity Shares to be Issued And Allotted		No. & % of Post Issue Equity And Voting Share Capital	
				No. of Shares	% on Total Allotment	No. of Shares	%
15.	Samarth Lal Goyal	N.A.	NIL	20000	0.80	20000	0.41
16.	Samarth Lal Goyal HUF	N.A.	NIL	10000	0.40	10000	0.20
17.	Rishi Goyal	N.A.	NIL	10000	0.40	10000	0.20
18.	Rishi Goyal HUF	N.A.	NIL	10000	0.40	10000	0.20
19.	Shalu Goyal	N.A.	NIL	10000	0.40	10000	0.20
20.	Poorti Goyal	N.A.	NIL	10000	0.40	10000	0.20
21.	Ajay Kumar Agarwal	N.A.	NIL	5000	0.20	5000	0.10
22.	Shobhit Agarwal	N.A.	NIL	5000	0.20	5000	0.10
23.	Pankhuri Agarwal	N.A.	5	5000	0.20	5005	0.10
24.	Santosh Sharma	N.A.	NIL	100000	4.00	100000	2.04
25.	Lalita Sharma	N.A.	NIL	70000	2.80	70000	1.43
26.	Raghvir Singh	N.A.	NIL	30000	1.20	30000	0.61
27.	Pinki Kalra	N.A.	NIL	30000	1.20	30000	0.61
28.	P. K. Agarwal HUF	N.A.	1375	125000	5.00	126375	2.58
29.	V. K. Agarwal HUF	N.A.	200	22500	0.90	22700	0.46
30.	Archana Agarwal	N.A.	2000	45000	1.80	47000	0.96
31.	Saurabh Agarwal	N.A.	2000	22500	0.90	24500	0.50
32.	Seema Agarwal	N.A.	1400	67500	2.70	68900	1.41
33.	P. K. Agarwal	N.A.	20200	500000	20.00	520200	10.62
34.	Gaurav Agarwal	N.A.	2450	200000	8.00	202450	4.13
35.	Gaurav Agarwal HUF	N.A.	5000	190000	7.60	195000	3.98
36.	Soni Birla	N.A.	NIL	5000	0.20	5000	0.10
37.	Avirag Birla HUF	N.A.	NIL	5000	0.20	5000	0.10
38.	Rajeev Agarwal	N.A.	NIL	10000	0.40	10000	0.20
39.	Umesh Chand Agarwal	N.A.	NIL	10000	0.40	10000	0.20
40.	Sanjeev Agarwal	N.A.	NIL	10000	0.40	10000	0.20
41.	Sanjeev Mittal	N.A.	NIL	35000	1.40	35000	0.71
42.	Nikunj Mittal	N.A.	NIL	35000	1.40	35000	0.71
43.	Naman Mittal	N.A.	NIL	35000	1.40	35000	0.71
44.	Varun Mittal	N.A.	NIL	35000	1.40	35000	0.71
45.	Pramod Kumar Garg	N.A.	NIL	40000	1.60	40000	0.82
46.	Mukesh Kumar Garg	N.A.	NIL	40000	1.60	40000	0.82
47.	Rakesh Kumar Garg	N.A.	NIL	40000	1.60	40000	0.82
48.	Rajesh Kumar Garg	N.A.	NIL	40000	1.60	40000	0.82
49.	Narendra Kumar Maheshwari	N.A.	NIL	50000	2.00	50000	1.02
50.	Sugandha Maheshwari	N.A.	NIL	30000	1.20	30000	0.61
51.	Prateek Maheshwari	N.A.	NIL	30000	1.20	30000	0.61
52.	Kaushal Kishore Singhal HUF	N.A.	NIL	30000	1.20	30000	0.61
53.	Seema Singhal	N.A.	NIL	30000	1.20	30000	0.61

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For Indu Engineering & Textile Ltd.

[Signature]
Director



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Sr. No.	Name of the Proposed Allottees	Identity of the Ultimate Beneficial Owners*	No. & % of Equity Shares Held Prior to the Preferential Allotment	No. & % of Equity Shares to be Issued And Allotted		No. & % of Post Issue Equity And Voting Share Capital	
				No. of Shares	% on Total Allotment	No. of Shares	%
54.	Sunil Sharma	N.A.	NIL	10000	0.40	10000	0.20
55.	Sunil Sharma HUF	N.A.	NIL	2500	0.10	2500	0.05
56.	Anil Sharma HUF	N.A.	NIL	2500	0.10	2500	0.05
57.	Shalabh Sharma HUF	N.A.	NIL	2500	0.10	2500	0.05
58.	Anil Sharma	N.A.	NIL	5000	0.20	5000	0.10
59.	Shalabh Sharma	N.A.	NIL	10000	0.40	10000	0.20
60.	Shubhank Sharma	N.A.	NIL	5000	0.20	5000	0.10
61.	Sauhardra Sharma	N.A.	NIL	5000	0.20	5000	0.10
62.	Sankalp Sharma	N.A.	NIL	10000	0.40	10000	0.20
63.	Phundi Lal Sharma	N.A.	NIL	80000	3.20	80000	1.63
64.	Akshay Dixit	N.A.	NIL	20000	0.08	20000	0.41
Total			34630	2500000	100.00	2534630	51.73

(ix) **Proposed time within which allotment shall be completed:**

In accordance with Regulation 74 of the SEBI (ICDR) Regulations, the Company shall complete the allotment of Equity Shares within a period of 15 (fifteen) days from the date of passing of this Special Resolution by the Shareholders or order/permission by any regulatory authority including SEBI/Stock Exchange or the Central Government, etc, the period of fifteen days shall be counted from the date of order on such application or the date of approval or permission from regulatory authority whichever is later, as the case may be in dematerialized form.

(x) **Consequential Changes in the Voting Rights:**

Voting rights will change in tandem with the shareholding pattern.

(xi) **Lock-in :**

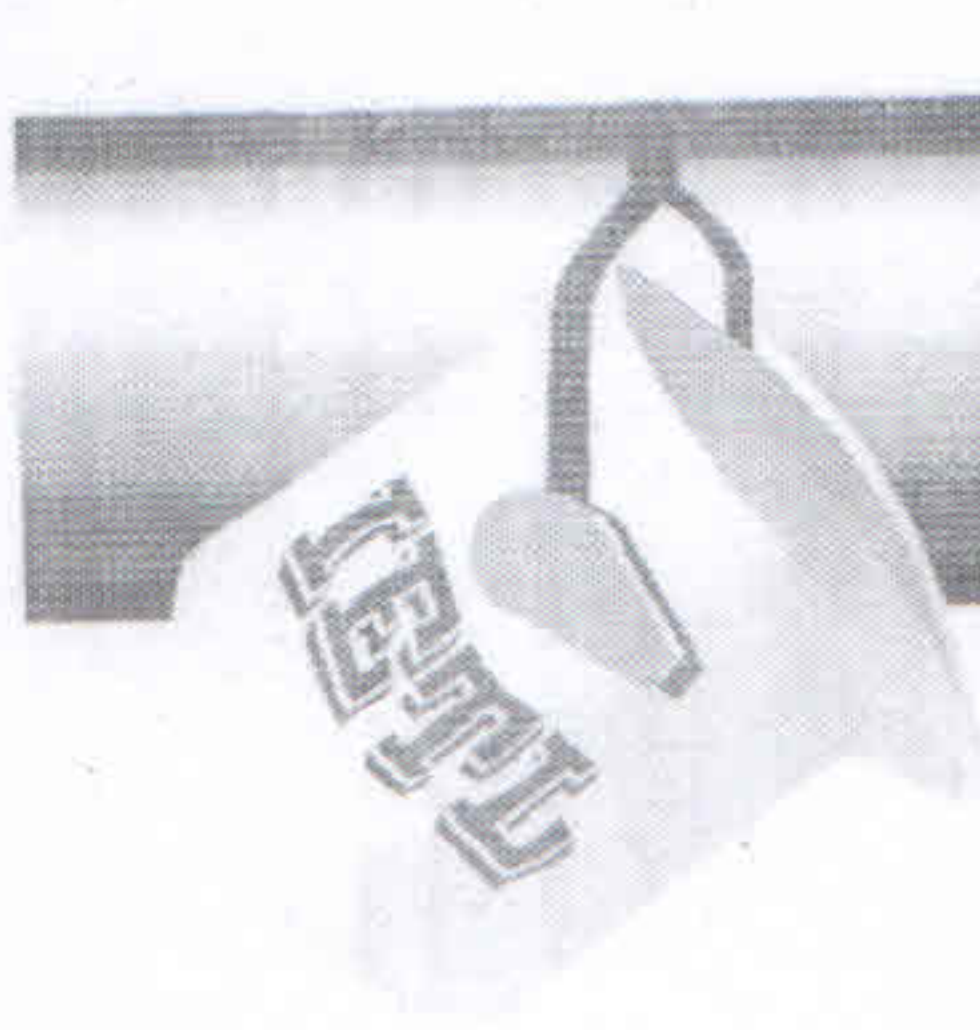
The aforesaid allotment of Equity Shares arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months from the date of the trading approval received from the Stock Exchanges. [Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchanges where it is listed].

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For Indu Engineering & Textile Ltd.


Director



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(xii) Change in the control or composition of the Board :

Subsequent to the proposed issue of Equity Shares on preferential basis, there will neither be a change in control nor a change in the management of the Company. However there will be a corresponding change in the shareholding pattern as well as voting rights.

(xiii) Undertakings :

- (i) The Issuer Company undertakes that they shall re-compute the price of the Equity Shares issued in terms of the SEBI (ICDR) Regulations, 2009, where it is required to do so.
- (ii) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the equity shares shall continue to be locked-in till the time such amount is paid by the allottees.
- (iii) During the year, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.

(xiv) Auditor's Certificate :

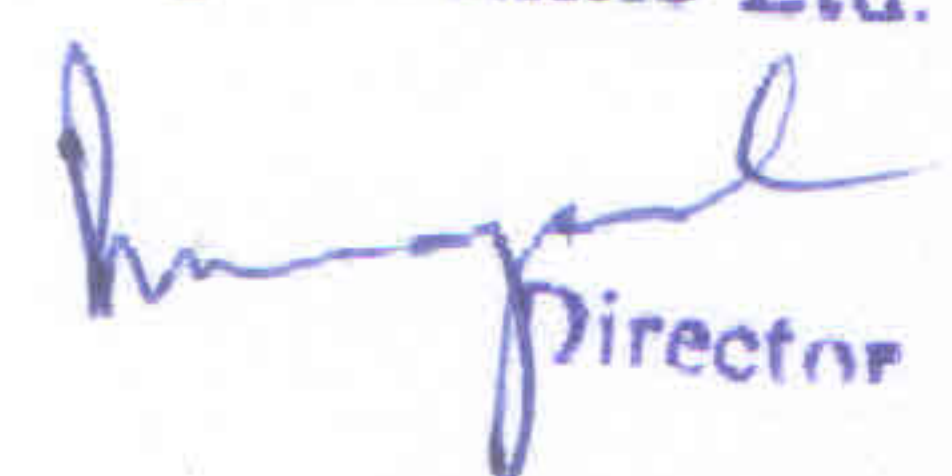
A copy of the certificate from the Statutory Auditors of the Company, M/s. Priti Jain & Associates, Chartered Accountant, Agra certifying that the issue of the Equity Shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issue, will be available for inspection at the Registered Office of the Company during 10.00 A.M. to 6.00 P.M. on any working day up to the date of Extra-Ordinary General Meeting and at the meeting.

Further, under section 23, 42, 62 of the Companies Act, 2013, approval of the Shareholders is required for allotment of securities on preferential basis. Accordingly, the consent of the Shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for time being in force), wherever applicable, SEBI (ICDR) Regulations, 2009, if any, and in terms of the provisions of the Listing Agreements executed by the Company with the Stock Exchange. None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of their respective shareholding in the Company and also to the extent of fresh equity shares being allotted either to them or to the companies in which they are interested as Director or Shareholder. The Board of Directors believes that this Offer will be in the

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REGISTERED Off.K-157,SARIA VIHAR,NEW DELHI,DELHI-110076

For Indu Engineering & Textile Ltd.


Director

best interest of the Company and its shareholders.

Your Directors recommend the Special Resolution for the approval of Members.

By order of the Board of Directors
Indu Engineering & Textiles Limited
For Indu Engineering & Textile Ltd.


(Pramod Agarwal)
Executive Director
DIN: - 01469533

Place: Agra
Date: 15th January, 2015

INDU ENGINEERING & TEXTILES LIMITED

K - 157, Sarita Vihar, New Delhi - 110076
Tel No: - 011-2850757, E-Mail ID: - induengg.agra@gmail.com, Website: www.induengineeringltd.com
CIN: L74899DL1972PLC034022

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name and Address of the Member	Registered Folio No.	Client ID & DP ID No.	Number of Shares held

I/We hereby record my/our presence at the Extra - Ordinary General Meeting of the Company to be held on Saturday 14th February, 2015 at 10.00 a.m. at the Registered Office of the Company situated at K - 157, Sarita Vihar, New Delhi - 110076

Signature of the Member or the Proxy Attending the Meeting

If Member, please sign here	If Proxy, please sign here

Note: members are requested to bring their copies of Notice to the meeting as the same will not be circulated at the meeting.

INDU ENGINEERING & TEXTILES LIMITED

K - 157, Sarita Vihar, New Delhi - 110076
Tel No: - 011-2850757, E-Mail ID: - induengg.agra@gmail.com, Website: www.induengineeringltd.com
CIN: L74899DL1972PLC034022

PROXY CUM BALLOT FORM

I/We _____ of _____ being Member/ Members of Indu Engineering & Textiles Limited, hereby appoint _____ of _____ or failing him/ her _____ as my/ our proxy to attend and vote on my/ our behalf at the Extra - Ordinary General Meeting of the Company to be held on Saturday 14th February, 2015 at 10.00 a.m. at the Registered Office of the Company situated at K - 157, Sarita Vihar, New Delhi - 110076 and at any adjournment thereof.


Signed this _____ day of _____ 2015.
L.F. No. / DP ID and Client ID _____ No. of Shares held _____ Affix
Revenue Stamp Signed on this _____ day of _____ 2015.
Signed by the said _____
Signature of Proxy _____
Attested by Shareholder _____

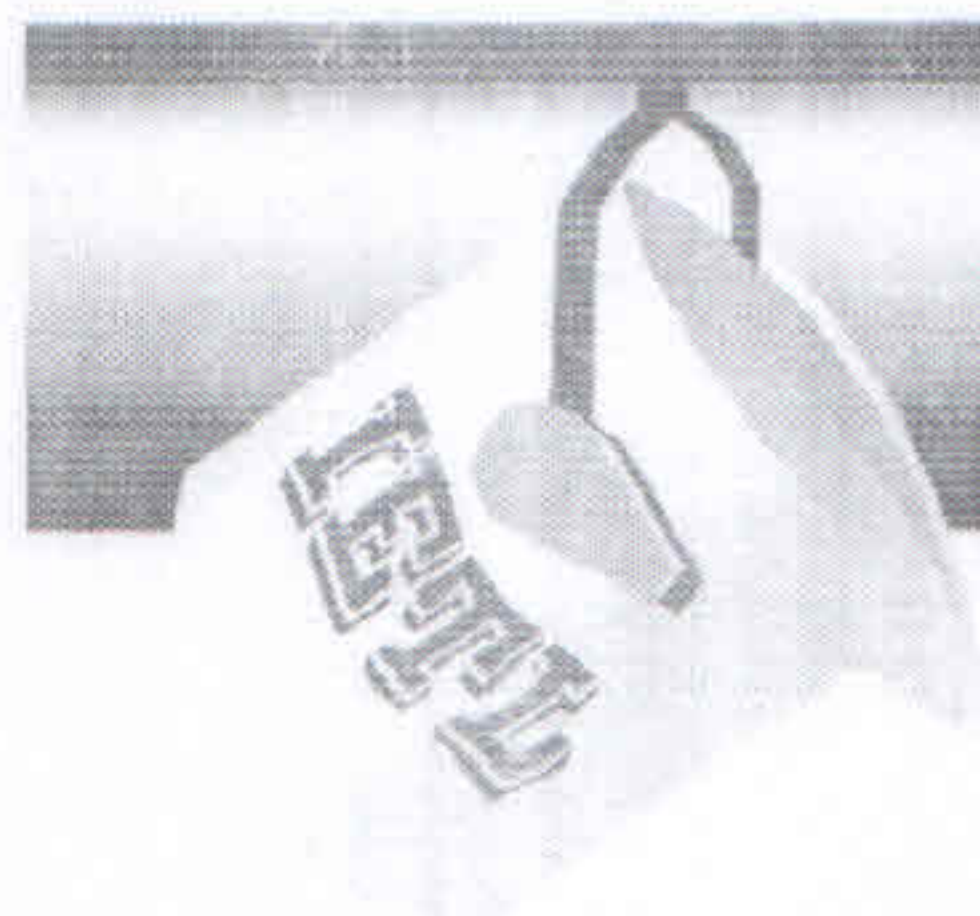
Affix Rs.1/-
Revenue
Stamp here &
Sign

Particulars	For	Against
Special Business		
1. To Authorize Board to Increase in the Authorized Share Capital and Amendment in Memorandum of Association.		
2. To Authorize Board to Alter Articles of Association.		

CIN-L74899DL1972PLC034022

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For Indu Engineering & Textile Ltd.

Director



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3.	To authorize Board to issue bonus shares to the existing shareholders of the Company in the ratio of 9(Nine) new Equity Shares for every 1(One) Equity Shares of Rs. 10/- each held.		
4.	To Authorize Board to Issue Equity Shares on Preferential Basis.		

Note: The Proxy form duly completed must be deposited at the Registered Office of the Company, not less than 48 hours before the time of holding the meeting. The Proxy need not be a member of the Company.

For Indu Engineering & Textile Ltd.


Director

CIN-L74899DL1972PLC034022

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