

**Induss Food Products & Equipments Limited**

**238B AJC Bose Road , 3<sup>rd</sup> Floor , Kolkata – 700020**

**CIN No – L35204WB1987PLC031664**

**Tel : +91 33-2287 9266/8503/1962**

**Email : info@indussgroup.com**

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE INDUSS FOOD PRODUCTS & EQUIPMENTS LIMITED WILL BE HELD ON TUESDAY , THE 21<sup>st</sup> DAY OF MARCH, 2023 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 238B A J C BOSE ROAD KOLKATA 700020 AT 11.00 AM to transact the following business:**

**AGENDA**

**SPECIAL BUSINESS:**

**ITEM NO 1**

**To consider and approve the increase in the limit of Loan and Investment by the Company in accordance with the provision of Section 186 of the Companies Act, 2013.**

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 186 and all other applicable provisions of the companies act, 2013(“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force and any other applicable laws, and Rules made thereunder as amended from time to time, the consent of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board of Directors of the Company to exercise its power to: -

- (i) Give any Loan to any person or other body corporate; and/or
- (ii) to give Guarantee and/or to provide security in connection with the loan to any other body corporate or person; and/or
- (iii) to make investment and acquire by way of subscription, purchase or otherwise the securities of any other body corporate

In one or more tranches and from time to time, up to the maximum amount of Rs. 30 Crores (Rupees Thirty Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans/guarantees/securities/investment so far made together with the proposed loans/guarantees/security/investment to be made, exceeds the limit prescribed under section 186 of the Companies act, 2013.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and the matter connected therewith or incidental thereto

**ITEM NO:2**

**To approve transactions under Section 185 of the Companies Act, 2013**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) ("said sections") read with section 186 of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 5,00,00,000/- (Rupees Five Crores only) at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

By the order of the Board

For Induss Food Products & Equipments Ltd

Place: Kolkata  
Date: 14.02.2023



Sd/-  
Narendra Narayan Mondal

Company Secretary

**Notes:**

1. Pursuant to the provisions of the Companies Act,2013 (Act) a member entitled to attend and vote at the Extra-Ordinary General Meeting (the “EGM”) is entitled to appoint a proxy to attend and vote on a poll instead of him/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight (48 ) hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the EGM.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under provisions of the Listing Agreement with the Stock Exchanges and other applicable regulations has been provided in the explanatory statements of the Notice.
4. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar.
5. The Securities and Exchange Board of India (SEBI) recently mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code , E-mail Address, Mobile No, Bank Account details) and Nomination details of Holders of Securities effective from 1<sup>st</sup> January,2022 , any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details / documents are provided to RTA .On and after 1<sup>st</sup> April,2023, in case any of the cited document/ details are not available in the Folio(s) , RTA shall be constraint to freeze such Folio(s) .Relevant details and the Forms are prescribed by SEBI.



6. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company by submitting Form No.SH-13. If the member desired to cancel the earlier Nomination and Record a fresh Nomination, He / She may submit the same in Form SH-14.
7. As per Regulation 40 of the SEBI (LODR), as amended, securities of Listed Companies can be transferred only in dematerialised form with effect from 1<sup>st</sup> April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar for assistance in this regard.
8. The Members can join the EGM 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
9. In case of Joint Holders attending the Meeting, the Member whose name appears as the first holders in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Members who have cast their vote on Resolution (s) by remote e-Voting prior to EGM will also be eligible to participate at the EGM but shall not be entitled to cast their vote on such Resolution(s) again.
11. Mr. Saurabh Basu, Practicing Company Secretary (Membership No.18686 & CP No.14347) has been appointed as the Scrutinizer by the Board for providing facility to the Members of the Company to scrutinize remote e-Voting process in a fair and transparent manner.
12. The Chairman shall, at the EGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting.
13. The Scrutinizer shall immediately after the conclusion of voting at the EGM, unblock the votes cast and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.
14. The results will be declared within 48 hours of conclusion of the Extra-Ordinary General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website.



15. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of EGM i.e 21.03.2023
16. Members are requested to put their signature at the space provided on the attendance slip annexed to the proxy form and handover the slip at the entrance of the place of the meeting.
17. Shareholders desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
18. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules 2014, the company is pleased to provide the member the facility to exercise their right to vote at Extra-Ordinary General Meeting by electronic means. The Business may be transacted through e-voting service provided by CDSL.
19. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.
20. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
21. The Notice is being sent to all the Shareholders, whose names appear on the Register of Shareholders within 25<sup>th</sup> February, 2023

#### **INSPECTION OF DOCUMENTS**

All documents in this regard are available for inspection by the Members of the Company at its Registered Office during the office hours between 11:00 A.M. to 01:00 P.M. on all working days except Saturday and Sundays upto the date of the Annual General Meeting and shall also be available at the venue of the Meeting.

## **ATTENDANCE SLIP**

I/We.....R/o.....

hereby record my/our presence at the Extra-Ordinary General Meeting of the Company on 21.03.2023 at 12 Noon at 238/B, A J C Bose Road, 3<sup>rd</sup> Floor, Kolkata -700020.

DPID * :	Folio No. :
Client Id * :	No. of Shares :

\* Applicable for investors holding shares in electronic form.

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.



## FORM OF PROXY

(As per Form MGT -11 and Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)

Registered Address

E-mail ID

Folio No. / DPID and client ID\*

\*Applicable in case of shares held in electronic form

I/We, being the member(s) holding \_\_\_\_\_ shares of Induss Food Products & Equipments Limited, hereby appoint: 1)  
Name.....

.....  
Address.....

E-Mail

ID..... Signature ..... or  
failing him 2)  
Name.....

.....  
Address.....

E-Mail

ID..... Signature ..... or  
failing him 3)  
Name.....

.....  
Address.....

E-Mail

ID..... Signature ..... or  
failing him 4)  
Name.....

.....  
Address.....

E-Mail

ID..... Signature ..... or  
failing him as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at  
the Extra – Ordinary General Meeting of the Company, to be held on Tuesday , The 21st Day  
Of March, 2023 At The Registered Office Of The Company Situated At 238b A J C Bose  
Road Kolkata 700020 AT 11.00 AM and at any adjournment thereof in respect of such  
Resolution as are indicated below



Sr. No.	Resolution(s)	For	Against
1	To consider and approve the Loan and Investment by the Company in accordance with the provision of Section 186 of the Companies Act, 2013		
2	To consider and approve the Loan, Guarantee, Security in accordance with the provision of Section 185 of the Companies Act, 2013		

Signed this ..... day of ..... 2023.

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy Holder(s)

*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.*

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 18.03.2023 at 11 A.M (IST) and ends on 20.03.2023 at 5.00 PM (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date i.e 14.03.2023, 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders
- (v) Now Enter our User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) Members holding shares in Physical Form should enter Folio Number registered with the Company

- (vi) Next enter the Image Verification as displayed and Click on Log in.
- (vii) If you are holdings Shares in demat form and had logged onto [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company ,the any our existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holdings hares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digital alpha-numeric*PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders)</p> <p>*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.</p> <p>In case the sequence number is less than 8 digits enter the applicable Number of O'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.</p>
DOB	Date of Birth in (dd/mm/yyyy format) as recorded in your demat account or in the company or folio records in order to login
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records in order to login.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If both the details are not recorded with the depository or company please enter them emberid/folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.

- (xi) Click on the EVSN for " Induss Food Products & Equipments Limited No "201127020 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) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page
- (xvi) 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.

#### **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](http://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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) on approval of the accounts they would be able to cast their vote.

- As canned 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
- 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### III. Other Instructions

- ◆ Mr. Saurabh Basu, Practising Company Secretary (CP No. 14347), proprietor of S Basu & Associates has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- ◆ The facility for voting through ballot paper shall be made available at the EGM venue and the Members attending the EGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
- ◆ The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote once again.
- ◆ A Member can opt for only single mode of voting i.e. either through e-voting or by Ballot Form. If a Member casts votes by both modes then voting done through e-voting shall prevail and vote by Ballot shall be treated as invalid. Members who have cast their votes by e-voting prior to the Meeting may also attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.
- ◆ Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members after closure of business hours of 14.03.2023.(cut-off date). Only those Members whose names are recorded in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting as well as avail the facility of e-voting at the EGM venue. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
- ◆ The remote e-voting period commences on 18.03.2023 at 11.00AM. (IST) and ends on 20.03.2023 at 5.00 P.M. (IST), after which remote e-voting will be blocked by CDSL. During this period members of the Company, holding shares as on the cut-off date may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.



- ◆ If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- ◆ Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of EGM and holding shares as of the cut-off date i.e after closure of business hours of 14.03.2023, may cast their votes electronically through remote e-voting by obtaining the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- ◆ *However*, if you are already registered with CDSL for remote-voting then you can use your existing user ID and password for casting your *vote*. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
- ◆ A person, whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper, if not participated through remote e-voting.
- ◆ At the Extra-Ordinary General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, allow voting by means of ballot paper for all those Members who are present but have not cast their vote electronically.
- ◆ The Scrutinizer shall immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting and there after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The resolution will be deemed to have been passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).

**Route Map to the venue of EGM:**



## **EXPLANATORY STATEMENT**

*(Pursuant to Section 102 of the Companies Act, 2013)*

As required under Section 102 of the Companies Act, 2013 (the "Act") and in terms of Regulation 36 of the SEBI LODR, the following explanatory statement sets out all material facts relating to business mentioned under Item Nos.1 & 2 of the accompanying

### **Item No 1**

#### **To consider and approve the Loan and Investment by the Company in accordance with the provision of Section 186 of the Companies Act, 2013.**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 and rules made there under, the company is required to obtain prior approval of the members by way of special resolution passed in the general meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

As a measure of achieving business objective, permission of members is sought pursuant to the provisions of section 186 of the Companies Act, 2013 to give powers to the Board of Directors for acquiring by way of subscription, purchase or otherwise securities of any body corporate and/or to give loan to any body corporate or person in one or more tranches and from time to time, upto the maximum of Rs. 30 (Thirty) crores outstanding at any point of time notwithstanding that the aggregate amount of all the loans/guarantees/securities/investment so far made together with the proposed loans/guarantees/security/investment to be made, exceeds the limit prescribed under section 186 of the Companies act, 2013.

The Board of Directors Recommend the Special Resolution for approval by the members.

All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

#### **Item No.2**

#### **To approve transactions under Section 185 of the Companies Act, 2013**

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution. The management is of the view that the Company may be required to invest surplus funds, if available to any other body corporate(s) in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/ debentures / bonds etc. raised by other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount of approved by the shareholder of the Company under Section 186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more or such limit set by the Members of the Company by passing a Special Resolution . The Board of Directors recommends resolution as set out in item No. 2 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

