

## **Induss Food Products & Equipments Limited**

### **NOTICE**

Notice is hereby given that the Extra-Ordinary General Meeting of members of M/s Induss Food Products & Equipments Limited will be held on Monday 14<sup>th</sup> Day of February ,2022.at 11.00 A.M. at the Registered Office of the Company at 238/B,A . J. C. Bose Road, 3rd Floor, Kolkata -700020 West Bengal to transact the following business:

#### **SPECIAL BUSINESS:**

##### **01. APPOINTMENT OF STATUTORY AUDITORS TO FILL THE VACANCY:**

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(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. **K.R. SRIRAM & CO**, Chartered Accountants, (Firm Registration No 323146E), Kolkata be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. ABPP & ASSOCIATES**, Chartered Accountants (Firm Registration No 328632E).”

**“RESOLVED FURTHER THAT M/s. K.R. SRIRAM & CO, Chartered Accountants, (Firm Registration No 323146E) Kolkata, be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2022 on such remuneration as may be fixed by the Board of Directors in consultation with them.”**

By the order of the Board

For Induss Food Products & Equipments Ltd

Place: Kolkata

Date: 12.01.2022

Narendra Narayan Mondal

Company Secretary

**Notes:**

1. A member entitled to attend and vote at the Extra-Ordinary General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of him 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 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 Meeting.
3. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the special business set out in Item no.1 of this Notice is annexed and forms part of this 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) 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
6. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
7. 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.
8. 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.

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. 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, during business hours up to the date of the Meeting.
11. 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.
12. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 07.01.2022 being Cut-off Date.
13. For non-individual members, who acquires shares of the Company and becomes a Member after despatch of the EGM Notice, but holds shares as on the Cut-off Date for remote e-voting i.e. 07.02.2022 may obtain the login Id and password by sending a request at [vikash.keshri@indussgroup.com](mailto:vikash.keshri@indussgroup.com)
14. For details on login method of e-voting please refer the instructions below under the head "Voting through electronic means"

## **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 Extra-ordinary 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  
14.02.2022 at 11.00 A.M. 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.
3. Electronic copy of the Notice of the Extra-ordinary General Meeting (EGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EGM can print copy of this Attendance Slip.
4. Physical copy of the Notice of the Extra-ordinary General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

## PROXY FORM

Name of the member (s):	E-mailId:
	No. of shares held
Registered address:	Folio No.
	DP ID*.
	Client ID*.

\* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

S.No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

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 14.02.2022 at 11.00 A.M. at 238/B , A.J.C. Bose Road, Kolkata -700020 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolution	For	Against
1	<b>APPOINTMENT OF STATUTORY AUDITORS TO FILL THE VACANCY</b>		

\*\* It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this ..... day of..... 2022

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....

Signature of Proxy holder(s) (3).....

Affix  
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**Notes:**

1. 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.
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-ordinary General Meeting.
5. Please complete all details including details of member(s) in above box before submission.

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

- (i) The voting period begins on 11.02.2022 at 11 A.M (IST) and ends on 13.02.2022 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 07.02.2022, 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 holding 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 holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alphanumeric*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *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 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.
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 embeid/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 220112002 on which you Choose to vote
- (xi) 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
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

### **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 scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- 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, Practicing 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 EGM 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 07.02.2022 (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 11.02.2022 at 11.00AM. (IST) and ends on, 13.02.2022 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 07.02.2022, 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 remotee-voting then you can use your existing user ID and password forcasting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available onwww.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 thereafter 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 48hours 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)*

### **ITEM NO.1**

**M/s ABPP & ASSOCIATES**, Chartered Accountants (Firm Registration No .328632E) have tendered their resignation from the position of Statutory Auditors for the financial year 2021-2022 due to their pre-occupation, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act,2013("Act") Casual vacancy caused by the resignation of auditor can be filed by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that **M/s. K.R. SRIRAM & CO**, Chartered Accountants (Firm Registration No 323146E) ,Kolkata be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. K.R. SRIRAM & CO**, Chartered Accountants, Kolkata.

**M/s. K.R. SRIRAM & CO**, Chartered Accountants (Firm Registration No 323146E) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act,2013

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

By the order of the Board

For Induss Food Products & Equipments Ltd

Place: Kolkata

Date: 12.01.2022

Narendra Narayan Mondal

Company Secretary