

Induss Food Products & Equipments Limited

N O T I C E

Notice is hereby given that the 45th Annual General Meeting of members of M/s Induss Food Products & Equipments Limited will be held on 25th September,2023 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:

ORDINARY BUSINESS:

1. To received, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors with all annexure and Auditors thereon.
2. To appoint a Director in place of Mr. Gaurav Khemani (DIN: [07435545](#)), who retires by rotation and being eligible has offered herself for re -appointment at this Annual General Meeting and

SPECIAL BUSINESS:

3. **APPROVE THE MATERIAL RELATED PARTY TRANSACTION OF THE COMPANY TO BE ENTERED INTO WITH ITS RELATED PARTIES DURING THE FY-2023-2024.**

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

“RESOLVED THAT pursuant to the applicable provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other laws and regulations, as may be applicable, as amended, supplemented or re-enacted from time to time being in force , The consent of the members be and is hereby accorded to enter into any contracts(s) /Agreement(s) /Transaction(s) in the form of borrowings/availing of additional loans and advances/ Investment(s),/guarantee(s) /subscription(s) in securities as may be required from time to time by the Company with its Related Parties i.e. Subsidiary Companies and or Associate Companies where the Promoters/Directors are the interested parties within the meaning of Section 2(76) of the Companies Act,2013 and or individually

with its Directors/Promoters/Shareholders where the total value of transactions exceeds ten percent Annual Consolidated Turnover of the listed entity or such other limit as may be specified under the SEBI Listing Regulations or any amendment thereof but not exceeding the maximum aggregate value of Rs.30 crores/-(thirty crores) for the Financial Year 2023-2024. provided that the said transactions to be entered into shall be on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors and Audit Committee.

“RESOLVED FURTHER THAT the Board of Directors of the Company be of the Company be and are hereby severally authorised to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

By the order of the Board

For Induss Food Products & Equipments Ltd

Place: Kolkata

Date: 18.08.2023

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 Annual General Meeting (the “AGM”) 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 AGM.
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. The Register of Member & Share Transfer Book of the company will remain closed from 19.09.2023 to 25.09.2023 (both days inclusive).
5. 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.
6. 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 1st 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 1st 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.

7. 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.
8. As per Regulation 40 of the SEBI (LODR), as amended, securities of Listed Companies can be transferred only in dematerialised form with effect from 1st 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.
9. The Members can join the AGM 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
10. The Annual Report for the year 2022-2023 including the Audited Financial Statements for the year ended 31st March 2023, is being sent by email to those members whose email addresses are registered with the Company/Depository Participant(s), unless any Member has requested for a physical copy of the same by writing to info @ indussgroup.com mentioning their Folio No./DP ID and Client ID. The Notice convening the 45th AGM has been uploaded on the website of the Company.
11. 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.
12. Members who have cast their vote on Resolution (s) by remote e-Voting prior to AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote on such Resolution(s) again.
13. 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.
14. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting.
15. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast and make, not later than 48 hours of conclusion of the AGM, 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.

- 16.** The results will be declared within 48 hours of conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website.
- 17.** Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e 25.09.2023.
- 18.** 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.
- 19.** Members are requested to bring their copies of Annual Report to the meeting.
- 20.** 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.
- 21.** 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 45th annual general meeting by electronic means. The Business may be transacted through e-voting service provided by CDSL.
- 22.** 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.
- 23.** 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.
- 24.** The Notice is being sent to all the Shareholders, whose names appear on the Register of Shareholders as on 18.08.2023.

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 45th Annual General Meeting of the Company on
25.09.2023 at 11.00 A.M. at 238/B, A J C Bose Road, 3rd 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 Annual Report for 2022-23 and Notice of the Annual General Meeting (AGM) 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 AGM can print copy of this Attendance Slip.
4. Physical copy of the Annual Report for 2022-23 and Notice of the Annual 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-mail Id.: |
| | 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 45th Annual General Meeting of the Company to be held on 25th September,2023 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 | To received ,consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2023 , together with the reports of the Board of Directors with all annexure and Auditors thereon. | | |
| 2 | To appoint a Director in place of Mr. Gaurav Khemani (DIN: 07435545), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re -appointment. | | |
| 3 | Approve the material related party transaction of the company to be entered into with its related parties during the FY-2023-2024. | | |

** 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..... 2023

| |
|-----------|
| Affix |
| Revenue |
| Stamp not |
| less than |
| Re.1 |

Signature of shareholder.....

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

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

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

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 45th Annual General Meeting.
6. 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 22.09.2023 at 11 A.M (IST) and ends on 24.09.2023 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 18.09.2023, 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
- (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 and voted on an earlier voting of any company, the 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. 230821048 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 register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com 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, under help section or write an email to 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 AGM venue

and the Members attending the AGM 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 AGM may also attend the AGM 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 18.09.2023 (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 AGM 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 22.09.2023 at 11.00AM. (IST) and ends on 24.09.2023 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 AGM and holding shares as of the cut-off date i.e. after closure of business hours of 18.09.2023, 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.
- ◆ *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.*
- ◆ 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 AGM through ballot paper, if not participated through

remote e-voting.

- ◆ At the Annual 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 AGM, first count the votes cast at the meeting and then 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 AGM, 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 AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).

Route Map to the venue of AGM:



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.2 of the accompanying

ITEM NO.2

To appoint as Director Mr. Gaurav Khemani (DIN: 07435545), who retires by rotation

Details of Director seeking re-appointment in forthcoming Annual General Meeting (In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|--|--|
| Name | Mr. Gaurav Khemani |
| DIN | 07435545 |
| Age | 44 Years |
| Qualification | Post Graduate |
| Experience (including expertise in specific functional area) /Brief Resume | He has a vast experience in Food Processing industry as an Executive Director |
| Date of first appointment on the Board | 07/10/2017 |
| Directorships held in other public companies | N.A |
| Memberships/ Chairmanships of committees of other companies | N.A |
| Number of Equity Shares held in the Company | N.A |
| Relationship between Directors and other KMPs inter-se | Son-in-Law of Executive Director |
| Number of meetings of the Board attended during the last Financial Year | |
| Remuneration last drawn | N.A |
| Remuneration proposed to be paid | N.A |
| Terms and conditions of Appointment/ Re-appointment | He is an non-executive directors and he is getting sitting fees and out of pocket expenses for attending meeting |

ITEM NO: 3

Section 188 of the Companies Act, 2013 read along with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules 2014 prescribe certain procedure for approval of material related party transactions by members. Every related party transaction which is material has to be approved by the shareholders by passing a special resolution and all related parties shall not be allowed to vote on such resolutions.

The Board of Directors of the Company at its meeting proposed to pass a blanket resolution by the shareholders of the Company under section 188 of Companies Act,2013 , to enable the Company to enter into any contracts(s) /Agreement(s) /Transaction(s) in the form of borrowings/availing of additional loans and advances/ Investment(s),/guarantee(s) /subscription(s) in securities as may be required from time to time by the Company during the Financial Year 2023-2024, with its Related Parties i.e. Subsidiary Companies and /or Associate and /or Group Companies where the Promoters/Directors are the interested parties within the meaning of Section 2(76) of the Companies Act,2013 and or individually with its Directors/Promoters/Shareholders where the total value of transactions exceeds ten percent Annual Consolidated Turnover of the listed entity or such other limit as may be specified under the SEBI Listing Regulations or any amendment thereof.

The Promoter, Promoter Director of the Company and their relatives is interested or concerned in this resolution.

The Board recommends the Special resolution for approval by the shareholders of the Company.