

**INDO ALUSYS INDUSTRIES LIMITED**  
**(CIN: U74999DL1979PLC009937)**

***Regd. Office: 606, Tolstoy House, 15, Tolstoy Marg, New Delhi-110001.***

***E-mail: info@indoalusys.com, Url: www.indoalusys.com***

***Tel.: 43564200, Fax: +91-11-23312677.***

**NOTICE**

Notice is hereby given that the 38<sup>th</sup> Annual General Meeting of INDO ALUSYS INDUSTRIES LIMITED will be held on Friday, 26<sup>th</sup> October, 2018 at 4.00 P.M. at its registered office: 606, Tolstoy House, 15, Tolstoy Marg, New Delhi-110001, to transact the following businesses:

**Ordinary Business:**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the reports of the Board of Directors ("the Board") and Auditors thereon.
2. To appoint a Director in the place of Mr. Pradeep Kumar Jain, Managing Director who retires by rotation and, being eligible, offers himself for re-appointment.

**Special Business:**

3. 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 148(3) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the remuneration amounting to Rs. 60,000/- (Rupees Sixty Thousands) plus applicable taxes and reimbursement of out of pocket expenses, payable to Messrs Avtar Singh & Company, Cost Accountant, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2019, be and is hereby approved by the members of the company."

4. Alteration of Articles of Association of the Company.

To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 9 and Section 14 and all other applicable provisions of the Companies Act, 2013, as amended from time to time read with Companies (Incorporation) Rules, 2014 (including any statutory modifications and re-enactments thereof for the time being in force), the Articles of Association of the Company be and is hereby altered by deletion of clause 144 of Articles of Associations of the Company which is as under:-

**The Seal**

144.

- (1) The Directors shall provide a common seal of the Company, which shall be kept in safe custody of the Board at the registered office or at any other place as may be determined by the Board. The Board shall have powers from time to time, to destroy the seal and substitute a new seal in lieu thereof.
  
- (2) Subject to any statutory requirements as to Share Certificates or otherwise the seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least one Director and of the Secretary or of two Directors who shall sign every instrument to which the seal of the Company is so affixed in their presence.

**“RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to alter and adopt new set of Articles of Association of the Company after deleting clause 144 from the existing clauses as per the draft clauses contained in the Articles of Association placed before the members of this meeting and the same be and is hereby approved and adopted as new regulations/clauses of the Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** Mr. Pradeep Kumar Jain, Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they deem necessary in relation thereto, and to file all the necessary documents with Registrar of Companies for the purpose of giving effect of this resolution.”

**By Order of the Board  
For Indo Alusys Industries Limited**

**Date: 21<sup>st</sup> September, 2018  
Place: New Delhi**

**Sd/-**

**Pradeep Jain  
Managing Director  
DIN: 00225927**

Regd Office: 606, Tolstoy House,  
15, Tolstoy Marg,  
New Delhi-110001

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**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total paid up share capital of the Company.
2. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL PAID UP 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.
3. PROXIES 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. If a proxy is appointed for more than 50 members, he shall choose any fifty members and confirm the same to the company before commencement of specified period for inspection. In case of joint holders, only such joint holder who is higher in order of names shall be entitled to vote at the meeting.

4. During the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' written notice is given to the company.
5. The Company's Registrar & Share Transfer Agents (RTA) are:  
Alankit Assignments Limited, Alankit Heights, 3E/7 Jhandewalan Extension, New Delhi - 110055, INDIA and Phone No: 011 23541234, 011 42541234, Email: info@alankit.com.
6. Members can avail of the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of Companies Act, 2013. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility. Members holding shares in physical form may send their nomination in the prescribed form duly filled in to RTA at the above mentioned address.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
9. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 are being sent in the permitted mode.

10. The Notice of the Annual General Meeting of the Company and instructions for e-voting, along with Attendance Slip and Proxy Form is being sent to all the members by electronic mode, whose email ID's are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the aforementioned documents are being sent in the permitted mode.
11. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website [www.indoalusys.com](http://www.indoalusys.com) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days, excluding Saturday, Sunday & Public Holidays up to the date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
12. Shareholders are requested to notify any change of address:
  - (i) To their Depository Participants (DPs) in respect of the shares held in Demat form; and
  - (ii) To the Company at its Registered Office at 606, Tolstoy House, 15, Tolstoy Marg, New Delhi-110001.
  - (iii) In case the mailing address mentioned on this Annual Report is without the Pin Code, kindly inform the same to DP of the Company.
13. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.
14. The Statement of Profit and Loss for the year ended 31st March, 2018, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Balance Sheet are available for inspection by the Members at the Registered Office of the Company between 11.00AM and 5.00 PM on all working days up to this AGM. Members who wish to obtain information on the Company or view the Accounts for the previous years may visit the Company's website

or send their queries at least 10 days in advance before the AGM to the Secretary of the Company.

15. E-Voting: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended vide notification dated 19th March 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and detailed procedure is mentioned below:

16. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 23<sup>rd</sup> October, 2018 (9.00 a.m. IST) and ends on 25<sup>th</sup> October, 2018 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 25<sup>th</sup> October, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once vote on a resolution is casted by the member, he shall not be allowed to recast or change it subsequently.
- (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.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
  - a. ForCDSL: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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evoting.nsdl.com](http://www.evoting.nsdl.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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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 member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

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

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant “INDO ALUSYS INDUSTRIES LIMITED” on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take 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 same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders:
- Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evoting.nsdl.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [Helpdesk@nsdl.co.in](mailto:Helpdesk@nsdl.co.in).
  - After receiving the login details they have to create a compliance user 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 should be mailed to [Helpdesk@nsdl.co.in](mailto:Helpdesk@nsdl.co.in). and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in 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 <https://www.evoting.nsdl.com> under help section or write an email to [Helpdesk@nsdl.co.in](mailto:Helpdesk@nsdl.co.in).

17. The Board of Directors has appointed CS Janmejy Singh Rajput, Practicing Company Secretary, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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) witnesses not in the employment of the Company and will make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman / Managing Director of the Company.

The results on resolutions shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution(s).

The Results declared along with the Scrutinizer’s Reports will be available on the website of the Company ([www.indoalustsys.com](http://www.indoalustsys.com)) within two (2) days of passing of the resolutions for download by the members of the Company.

## IMPORTANT INFORMATION FOR SHAREHOLDERS

1. The Company has been removed from Dissemination Board of BSE and its listing status has been changed to Unlisted with effect from 10<sup>th</sup> September, 2018 and accordingly Company's CIN changed to U74999DL1979PLC009937.

The promoter of the company Mr. Pradeep Kumar Jain has offered Exit offer in pursuance of SEBI circular No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016, to all the public shareholders and bought the shares from shareholders who has submitted their consent to the company to avail exit offer.

Those who have not yet applied, have not submitted their consent to exit offer, still can opt for the same and lodge the shares with the company for Exit offer till 31<sup>st</sup> May, 2019.

2. As per the latest amendment made by Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 : Every holder of securities of an unlisted public company who intends to transfer such securities on or after 2nd October, 2018, shall get such securities dematerialised before the transfer; or who subscribes to any securities of an unlisted public company (Whether by way of private placement or bonus shares or rights offer) on or after 2nd October, 2018 shall ensure that all his existing securities are held in dematerialized form before such subscription.

**It is recommended that all shareholder holding physical share certificate should initiate the process of getting their share certificate dematerialised.**

All the investors who are holding shares etc. in physical form, should consider opening a Demat account at the earliest and submit request for dematerialization of their shares in order to protect the liquidity of the shares.

## **EXPLANATORY STATEMENT TO SPECIAL BUSINESS**

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned items of the accompanying Notice:

### **Item No 3**

The Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of Mr. Avtar Singh, Cost Accountant as the Cost Auditor to conduct the audit of the cost records of the Company at a remuneration plus applicable taxes and out of pocket expenses as decided by the board for the financial year ending March 31, 2019. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in this resolution.

### **Item No 4**

Pursuant to Companies Amendment Act, 2015 use of Common seal has now become optional for companies. Further Company being in growing stage, has to execute various agreements, documents etc. towards its business matters including for borrowing proposals and other administrative necessities. In view of the same and to facilitate administrative convenience for execution of such documents on behalf of the Company it is proposed to alter the existing Articles of Association (“AOA”) of the Company by removing the related clauses in AOA.

Pursuant to Sec 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a special resolution. Thus the Board recommends the resolution set forth in Item no. 4 for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item except as members.

**By Order of the Board  
For Indo Alusys Industries Limited**

**Date: 21<sup>st</sup> September, 2018  
Place: New Delhi**

**Sd/-  
Pradeep Jain  
Managing Director  
DIN: 00225927**

Regd Office: 606, Tolstoy House,  
15, Tolstoy Marg,  
New Delhi-110001

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**FORM NO. MGT-11**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)  
Of the Companies (Management and Administration) Rules, 2014]

CIN: **U74999DL1979PLC009937**  
 Name of the company: **INDO ALUSYS INDUSTRIES LIMITED**  
 Registered office: **606, Tolstoy House, 15, Tolstoy Marg, New Delho-110001**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of ..... shares of the above named Company, 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

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38<sup>th</sup> Annual general meeting/  
 Extraordinary general meeting of the company, to be held on the **Friday, 26<sup>th</sup> October, 2018** At **4.00 p.m. at 606,  
 Tolstoy House, 15 Tolstoy Marg, New Delhi-110001** (Place) and at any adjournment thereof in respect of such  
 resolutions as are indicated below:

S. No.	RESOLUTIONS	FOR	AGAINST
	<b>ORDINARY BUSINESS</b>		
1.	Adoption of financial statements for the F.Y. ended 31st March, 2018.		
2.	Re-appointment of Mr. Pradeep Kumar Jain, Managing Director, who retires by rotation.		
	<b>SPECIAL BUSINESS</b>		
3.	Ratification of remuneration payable to the Cost Auditors of the Company.		
4.	Alteration of Articles of Associations of the Company by deleting Clause No. 144: The Seal.		

Signed this..... day of....., 2018

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp
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**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.**

**ATTENDENCE SLIP**

**INDO ALUSYS INDUSTRIES LIMITED**

(CIN NO.: U74999DL1979PLC009937)

Reg. Office: 606, Tolstoy House, 15-

Tolstoy Marg, New Delhi-110001

Website: [www.indoalusys.com](http://www.indoalusys.com)

Tel.: 011-43564200, Fax: 1123312677

38 <sup>TH</sup> Annual General Meeting

I / We hereby record my/our presence at the 38th Annual General Meeting of the Company at 606, Tolstoy House, 15- Tolstoy Marg, and New Delhi-110001 on Friday, 26<sup>th</sup> October, 2018 at 4.00 p.m.

.....  
Member's Folio / DP ID-Client ID No

.....  
Member's / Proxy's name in Block Letters

.....  
Member's/Proxy's signature

**Note:**

1. Please complete the Folio / DP ID – Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter at THE MEETING HALL.
2. Electronic copy of the Annual Report for FY 2017-18 and the 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 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.
3. Physical copy of the Annual Report for 2017-18 and the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy.

<b>E-VOTING PARTICULARS</b>
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**INDO ALUSYS INFUSTRIES LIMITED**

(CIN NO.: U74999DL1979PLC009937)

Reg. Office: 606, Tolstoy House, 15-

Tolstoy Marg, New Delhi-110001

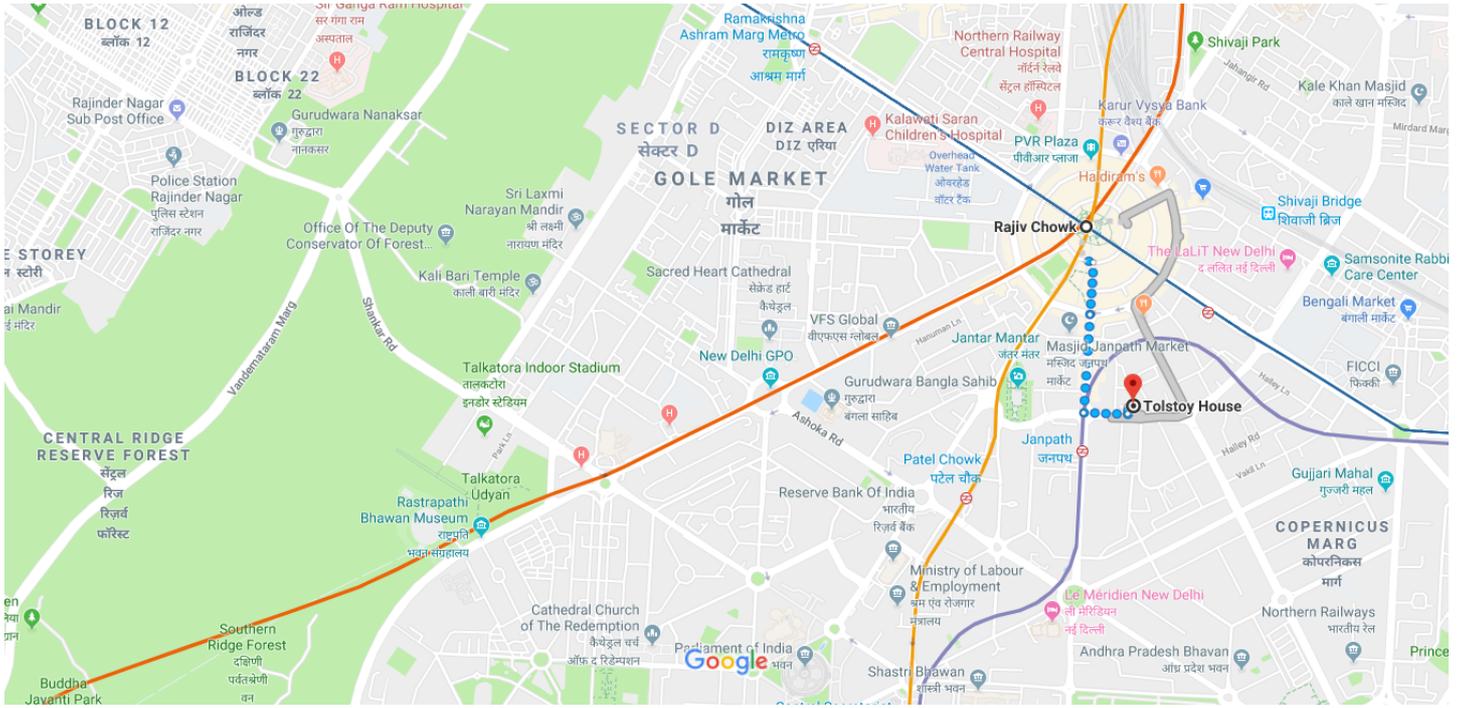
Website: [www.indoalusys.com](http://www.indoalusys.com)

Tel.: 011-43564200, Fax: 1123312677

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	Password / PIN

Note: Please read instructions given at Note No.16 of the Notice of the 38th Annual General Meeting carefully before voting electronically.



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