

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 39th Annual General Meeting of INDO ALUSYS INDUSTRIES LIMITED will be held on 27th September, 2019 at 4.00 P.M. on Friday 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 31st March, 2019 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 31st March, 2020, be and is hereby approved by the members of the company.”

4. Appointment of Mr. K. L. Garg as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and such other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. K. L. Garg (DIN:03024319), who was appointed as an Additional Director of the Company with effect from 24th April, 2019 pursuant to Section 161 of the Act, and who holds office as such up to the date of this Annual General Meeting has submitted declarations that he is eligible for appointment and meets the criteria of independence as provided in Section 149(6) of the Act and given a notice in writing under Section 160 of the Act to the Company, proposing herself as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from 24th April, 2019 and ending on the date of the Annual General Meeting to be held in the year 2024."

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

**Date: 16th August, 2019
Place: New Delhi**

**Sd/-
Pradeep Jain
Managing Director
DIN: 00225927
Regd Office: 606, Tolstoy House,
15, Tolstoy Marg,
New Delhi-110001**

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 2018-19 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 2018-19 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 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 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 2018-19 will also be available on the Company's website 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, 2019, 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 24th September, 2019 (9.00 a.m. IST) and ends on 26th September, 2019 (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 20th September, 2019 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.
- (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 and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<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"> • 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 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

	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).
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- (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.
 - 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 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.

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.indoalsys.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 10th 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.

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, 2020. 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, 2020.

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

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 24th April, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, the approval of the Members of the Company be and is hereby accorded for appointment of Mr. K L Garg (DIN 03024319) as an Independent Non-Executive Director of the Company for the First term of 5 (five) years w.e.f. 24th April, 2019 upto 31st March, 2024 and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Mr. K L Garg, being eligible for appointment as Independent Director for the First term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. K L Garg confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013, as amended from time to time. Mr. K L Garg is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

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

**Date: 16th August, 2019
Place: New Delhi**

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

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

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 39th Annual general meeting/
Extraordinary general meeting of the company, to be held on the **Friday, 27th September, 2019** 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
	ORDINARY BUSINESS		
1.	Adoption of financial statements for the F.Y. ended 31st March, 2019.		
2.	Re-appointment of Mr. Pradeep Kumar Jain, Managing Director, who retires by rotation.		
	SPECIAL BUSINESS		
3.	Ratification of remuneration payable to the Cost Auditors of the Company.		
4.	Appointment of Mr. K L Garg as an Independent Director.		

Signed this..... day of....., 2019

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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

Tel.: 011-43564200, Fax: 1123312677

39 TH Annual General Meeting

I / We hereby record my/our presence at the 39th Annual General Meeting of the Company at 606, Tolstoy House, 15- Tolstoy Marg, and New Delhi-110001 on Friday, 27th September, 2019 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 2018-19 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 2018-19 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.

E-VOTING PARTICULARS

INDO ALUSYS INFUSTRIES LIMITED

(CIN NO.: U74999DL1979PLC009937)

Reg. Office: 606, Tolstoy House, 15-

Tolstoy Marg, New Delhi-110001

Website: 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 39th Annual General Meeting carefully before voting electronically.