

ANG INDUSTRIES LIMITED

Regd office : 1C/13, New Rohtak Road, Karol Bagh, New Delhi-110005
Phone : 011-40677000 Fax : 91-11-41001946; Email : marketing@angindustries.com
CIN : L51909DL1991PLC045084

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Shareholders of ANG Industries Limited will be held at 150-A SEZ, Noida Uttar Pradesh-201305 on Thursday, 26th June, 2014 at 10:30 A.M. to transact the following business :-

SPECIAL BUSINESS:

1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

To consider and, if thought fit, to pass the following Resolution with or without modification(s), if any, as Special Resolution:

“RESOLVED THAT pursuant to the provision of Section 42 and Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) , Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchanges where the Company’s shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable regulations/guidelines of SEBI, if any and subject to such modifications and considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any committees thereof for the time being to which all or any of the powers hereby conferred on the Board by these resolution, have been delegated) and subject to such consents and approvals of SEBI, Stock Exchange, or such other bodies or authorities as may be required by the law and as may be necessary and subject to such other bodies or authorities as may be required by the law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose the consent of the members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 5,00,000 (Five Lakh Only) Equity Shares of the Company, at Rs 21 (Rupees Twenty One Only) each which is the price decided by the Board of Directors of the Company and is higher than the price as on Relevant date (which is thirty days prior to the date of meeting) as per provision of Regulation 76 of Chapter VII of SEBI (ICDR) Regulations, 2009 for Preferential Issue.

S.No.	Name of the proposed Allottee	No. of Shares proposed to be allotted	Category
1.	ANG LOGISTICS PRIVATE LTD (PAN NO : AAGCA6106Q)		
A)	Mr. Premjit Singh-Director	5,00,000	Related Party
B)	Mr. S.K. Gupta-Director	5,00,000	
	Total	5,00,000	

RESOLVED FURTHER THAT the Equity Shares so issued shall upon allotment have the same rights as the existing shares and be treated for all other purposes *pari passu* with the existing shares of the Company, and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s), and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to do all such acts, deeds, matters and things and execute all documents as may be necessary in this regard and to delegate all or any of the power herein conferred, to any one or more Directors or the Company Secretary of the Company.”

**BY ORDER OF THE BOARD
FOR ANG INDUSTRIES LIMITED**

Place: New Delhi
Date: 30th May, 2014
Regd Off: 1C/13, New Rohtak Road
Karol Bagh, New Delhi-110005

**COMPANY SECRETARY
RAJIV MALIK**

NOTES:

A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD HIM OR HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY IN NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.

- (a) The Members/Proxies should bring the Attendance Slip sent herewith duly filled for attending the Meeting.
- (b) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Businesses is annexed hereto.
- (c) All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 a.m to 1.00 p.m on any working till the date of the meeting.
- (d) The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners.
- (e) The Board of Directors has appointed Mr. Suneel Kumar, Practicing Chartered Accountants as the Scrutinizer for conducting this E-voting process in a fair and transparent manner. His address is **THE SCRUTINIZER, C/o ANG INDUSTRIES LIMITED, 1C/13, New Rohtak Road Karol Bagh, New Delhi-110005.**
- (f) E-Voting : In compliance with Section 108 of the Companies Act, 2013 and Rule 20, chapter 7 thereunder, the Company is also required to conduct the voting process electronically. The business to be transacted at the EOGM may be transacted through electronic voting system and the Company is providing the facility for voting by electronic means.

PROCESS FOR E-VOTING:

The Company has signed an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Shareholders to cast their vote electronically.

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "ANG INDUSTRIES LIMITED " from the drop down menu and click on "SUBMIT"
- (iv) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
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.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: ABCDE1234F in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the Number of shares held by you as on 30th May,2014.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN 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.
- (viii) For members holding shares in Physical form the details can be used only for E- Voting on the resolution contained in the notice.
- (ix) Click on the relevant EVSN on which you choose to vote.

- (x) 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.
- (xi) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print out voting done by you by clicking on “click here to print” option on the voting page.
- (xv) If Demat Account holder has forgotten the changed password then enter the user ID and Captcha code and click on forget password
- (xvi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates .After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvii) In case you have any queries or issues regarding e-voting, please contact the Company or Registrar & Share Transfer Agent or send mail to helpdesk.evoting@cdslindia.com or marketing@angindustries.com
- g) Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person.
- h) A member need not use all his/her votes.
- i) E-voting period will commence from **19th JUNE 2014 AT 10 a.m.** and will end on **20th JUNE 2014 at 6.00 p.m.**
- j) The result of voting will be announced at 150-A SEZ, Noida by the Chairman of the Meeting at the EOGM to be held on 26th June 2014. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

EXPLANATORY STATEMENT as per section 102 of Companies Act, 2013.

ITEM NO. 1

To meet the Working Capital requirements, your Company intent to raise funds through preferential issue of Equity Shares. The proceed of the issue will be utilise by the Company to meet its working capital requirement. Since your Company is a listed Company, the proposed issue is in accordance with the terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, and other applicable provisions, if any. The information required under Regulation 73 of the SEBI (ICDR) Regulations, 2009 for preferential Issues is as under :

1. Object and the Manner of Activities of proceed of the Issue to be Utilized : To meet the Working Capital requirements, your Company intent to raise funds through preferential issue of Equity Shares. The proceed of the issue will be utilise by the Company to meet its working capital requirement.
2. Relevant Date and Pricing of the Issue : The issue price of the Equity Shares shall be Rs. 21 (Twenty one each). The price of the Equity Shares of Rs 10 each together with a premium of Rs 11 (Eleven each) has been fixed for Rs. 21 (Rupees Twenty One only) per share to be issued on the Relevant Date i.e. 26th May, 2014.
3. Intention of the Related Party to subscribe to the offer : The proposed allottees for preferential issue of 5,00,000 Equity Shares of Rs. 21 each (Rupees Twenty One only) belong to Related Party.
4. Identity & Particulars of proposed allottee and Pre & Post Issue holding of the proposed allottees : The Present preferential issue of Equity Shares is proposed to be made to the following Related Party.

The pre issue and post issue shareholding of the proposed allottees is shown in the table below

S.No.	Name & Address of the Proposed Allottee	Number of Shares to be issued	Pre issue Share holding	%	Post Issue Share holding	%
(A) Promoters and Promoters Group						
1.	ANG LOGISTICS PRIVATE LIMITED	5,00,000	NIL	NIL	5,00,000	3.10

1. Pre-issue & Post-issue Shareholding Pattern of the Issuer Company: Pre-issue and post issue shareholding pattern of the Issuer Company will be as below:

S.No.	Category of Shareholders	Pre-issue Shareholding		Post -issue Shareholding	
		No. of shares	%	No. of shares	%
A	Promoters Holding :				
1.	Indian:				
	Individual	38,92,275	24.97	38,92,275	24.20
	Bodies Corporate	38,74,703	24.85	38,74,703	24.08
	Sub Total	77,66,978	49.82	77,66,978	48.27
1.	Foreign Promoters	0	0	0	0
	Sub Total (A)	77,66,978	49.82	77,66,978	48.27
B.	Non Promoters Holding:				
1.	Institutional Investors	2,15,300	1.38	2,15,300	1.34
2.	Non Institution:				
	Private Corporate Bodies	18,12,570	11.63	23,12,570	14.37
	Indian Public	5366844	34.42	5366844	33.35
	Others(Including NRIs)	4,28,308	2.75	4,28,308	2.66
	Sub Total (B)	7823022	37.17	83,203,022	51.71
	GRAND TOTAL	15,590,000		16,090,000	

6. The Proposed time within which the allotment shall be completed : The Company will complete the issue and Allotment of Equity Shares within 12 months from the date of passing of shareholder resolution or any other authority to issue the shares on preferential basis.
7. Change in Control or composition of the Board : The proposed allotment on preferential basis, if made, will not result in change in Management or Control of the Company as per the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereof.
8. Pricing of the Issue : Pricing of Issue has decided by the Board of Directors of the Company which is higher than the price determined in terms of Regulation 76 of SEBI (ICDR) Regulations as on relevant date.
9. Lock-in Period of proposed issue of Equity Shares : The Equity Shares to be issued on preferential basis shall be subject to a lock-in period of 3 years or one year from the date of issue or such other period as may be prescribed in accordance with the SEBI guidelines.
10. Approvals : The Company is taking necessary steps to obtain the required approvals from the Stock Exchange, SEBI or any other regulatory agency as may be applicable, for the proposed preferential issue of Equity Shares.
11. Holding of Shares in Demat Account, Non-Disposal of Shares by the proposed allottees and lock-in period of shares: The proposed allottees have not sold or disposed off any Equity Share of the company during the six months period prior to the relevant date and further they will not sale or dispose off any shares held by them during the period of six months from the date of Allotment of the Shares on Preferential Basis.
The Equity Shares so allotted shall be under the lock-in period of three Years from the date of Allotment.
12. Certificate from Statutory Auditors : The Statutory Auditor of the Company has certified that the present preferential issue of equity shares on the above terms and conditions, is in accordance with the requirements contained in the SEBI (Issue of Capital & Disclosure Requirements), Regulations, 2009, and the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended up to date. The Auditors' Certificate will be available for inspection up to the date of the General Meeting at the Registered Office of the Company on any working day and also at the place of the meeting on the meeting day.
13. Approval under the Companies Act, 2013 : Section 62 of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by a further issue and allotment of shares, such shares shall be first allotted to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decided otherwise in General Meeting by way of Special Resolution.
Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62 and all other applicable provisions of the Companies Act, 2013, SEBI Guidelines and the Provisions of the Listing Agreement with the Stock Exchange for authorizing the Board to offer, issue and allot Equity Shares as stated in the resolution, which would result in further issuance of securities of the Company on a Preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.
None of the Directors except, Mr. Premjit Singh, Managing Director of the Company is interested or concerning in the Resolution at Item No. 1 of the Notice, who is a Director in ANG Logistics Private Limited.
The Board of Directors recommends the passing of this resolution as a Special Resolution.

**BY ORDER OF THE BOARD
FOR ANG INDUSTRIES LIMITED**

Place: New Delhi
Date: 30th May, 2014
Regd Off: 1C/13, New Rohtak Road
Karol Bagh, New Delhi-110005

**COMPANY SECRETARY
RAJIV MALIK**

PROXY FORM

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

CIN: **L51909DL1991PLC045084**

Name of the Company: **ANG INDUSTRIES LIMITED**

Registered Office: **1C/13, New Rohtak Road, Karol Bagh, New Delhi-110005**

Name of member (s):
Registered Address:
E-mail Id:
Folio No/Client ID:
DP ID:

I/We, being the member(s) of _____ Shares of **ANG Industries Limited**, hereby appoint

1. Name:
Address:
E-mail Id
Signature: _____ or failing him _____

2. Name:
Address:
E-mail Id
Signature: _____ or failing him _____

3. Name:
Address:
E-mail Id
Signature: _____ or failing him _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extraordinary General Meeting of the Company, to be held on Thursday, 26th day of June, 2014 at 10:30 a.m. at 150-A SEZ, Noida Uttar Pardesh-201305 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

1. _____

Signed this _____ day of _____ 2014

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.

ANG INDUSTRIES LIMITED

Registered office: 1C/13, New Rohtak Road, Karol Bagh, New Delhi-110005
Phone : 011-40677000 Fax : 91-11-41001946; Email : marketing@angindustries.com
CIN : L51909DL1991PLC045084

ATTEDANCE SLIP

DP Id*	
Client Id*	

Regd. Folio No.	

Name and address of shareholder/Proxy_____

No. of shares (s) held_____

I/We hereby record my /our presence at Extraordinary General Meeting of ANG Industries Limited held on Thursday, 26th of June, 2014 at 10.30 am at 150-A SEZ, Noida Uttar Pardesh-201305.

Signature of The Shareholder / Proxy

*Applicable for Investors holding shares in Electronic Form

Note: No gift/snacks will be distributed in Extraordinary General Meeting

Please
Affix Re.1/-
Revenue
Stamp