

# SIGNET INDUSTRIES LIMITED

CIN: L51900MH1985PLC035202

Regd. Office: 308, ACME Plaza, Opp. Sangam Cinema , AndheriKurla Road, Andheri (E)  
Mumbai (MH) 400059

Contact: email; [cspreeti@groupsignet.com](mailto:cspreeti@groupsignet.com) website; [www.groupsignet.com](http://www.groupsignet.com)

Phone: 0731-4217800

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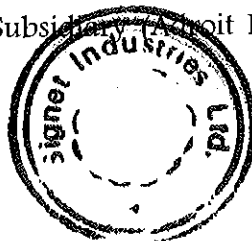
NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of Signet Industries Limited will be held on 18<sup>th</sup> March 2016 at 11.00 A.M. at the corporate office of the Company at 314/3, SDA Compound, Lasudia Mori, Dewas Naka, Indore, to transact the following business:

## SPECIAL BUSINESS

Item No 1. Acquire the 'Engineering Business' of the Adroit Industries (India) Limited ('AIL' or 'the Promoter group Company') by Adroit Drivelines Limited ('ADL') as a going concern on a 'slump sale' basis which is wholly owned subsidiary of Signet Industries Limited ('SIL' or 'the Company')

To Consider and if thought fit, to pass with or without modifications, if any, the following resolution as SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable law/rules and subject to the approval/consent of such appropriate authorities, as may be required, under any statute for time being in force, consent of the Company be and is hereby accorded to the Board of Directors of the Company {herein after referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution} for entering into related party transactions by the company by way acquisition, takeover and control substantial stake in the whole undertaking of the Engineering Business of Adroit Industries (India)Limited on such terms and conditions by way of 'Slump Sale' as a going concern through its 100% Subsidiary (Adroit Drivelines Limited name approved



vide letter from Ministry of Corporate affairs ROC, Mumbai dated 20.01.2016 ) for a lump sum consideration up to Rs. 15.00 crores.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and such matters and things, as may be necessary, including, finalizing, varying and settling the terms and conditions to acquire the "Engineering Business" and to finalise, execute, and perform, such agreements (including what not limited to the Business Transfer Agreement), contracts, deeds, undertaking another documents, file applications and make representations, in respect thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolutions to any Director(s) or any Committee of Directors or any other Officer(s)/ Authorized representative(s) of the Company to give effect to this Resolutions."

**Item No 2. Issue of Equity shares on preferential basis.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIALRESOLUTION**.

**"REOLVED THAT** pursuant to the provisions of section 62(1)(c) read with section 42 and all other applicable provisions, if any, of the Companies Act, 2013, and Rule 13 of The Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s) thereto or re-enactment thereof for time being in force) and in accordance with the provisions of Memorandum and Articles of Association of the Company, Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 along with provisions of listing agreement entered into with stock exchanges and amendments thereto, including but not restricted to the, the Securities Exchange Board of India (Substantial Acquisition of Shares and guidelines, notifications, circulars and clarifications issued thereon from time to time by Securities and Exchange Board of India ("SEBI Regulations") by Government of India, and/or prescribed by the listing agreement entered into by the Company with stock exchanges (including any re-enactment thereof for the time being in force) on which the Company's shares are listed or any other relevant authority from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions, the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers including the



powers conferred hereunder) be and is hereby authorized to create, offer, issue and allot up to 3,25,0000 shares having an option to apply for and be allotted up to 3,25,0000 Rs. 61/- per equity share (including premium) in one or more than one tranches; provided that the minimum price of the Equity Shares so issued shall not be less than the price arrived at in accordance with Chapter VII of the SEBI ICDR Regulations for Preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as the Board may deem fit in its absolute discretion.”

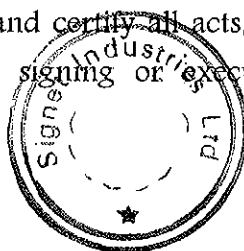
“RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations the “Relevant Date” for the purpose of calculating the floor price for issue of equity shares be and is hereby fixed as 17<sup>th</sup> February, 2016 being date 30 days prior to the date of Extra Ordinary General Meeting scheduled to be held on 18<sup>th</sup> March, 2016 to approve the proposed preferential issue, in terms of section 62 of Companies Act, 2013.”

“RESOLVED FURTHER THAT all such equity shares issued and allotted by the Board pursuant to the authority hereby given shall rank pari-passu inter-se and with the then existing fully paid up equity shares of the Company in all respects including as to dividend subject to lock-in as per requirements of Chapter VII of the SEBI ICDR Regulations and subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company”

“RESOLVED FURTHER THAT the Equity Shares to be allotted by the Company to the Proposed Allottees pursuant to the aforesaid preferential allotment shall be issued in dematerialized form within a period of 15 (fifteen) days from date of passing of its resolution provided that where the issue and allotment of the Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from date of such approval.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottees through Private Placement Offer Letter (in the format of PAS-4), in accordance with section 42 of Companies Act, 2013 read with and rule 14 (1) of Companies (Prospectus and Allotment of Securities), Rules, 2014.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and are hereby authorized to do, execute and certify all acts, deeds, documents, matters and things, including, but not limited to, signing or execution of agreement(s), making



application(s) for issuing and listing of such Equity Shares with Stock Exchanges and depositories, hiring of agents and paying of their remuneration, commission, fees etc., deciding / revising the dates of allotment, deciding and / or finalizing other terms of issue and allotment in consonance with SEBI ICDR Regulations and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory regulatory and other appropriate authorities including Stock Exchanges etc. and setting of any questions, difficulties and doubts that may arise in connection with the issue and allotment of such Equity shares, as it may, in its absolute discretion, deem fit without being required to seek any fresh approval of the shareholders of the Company.”

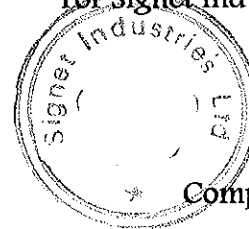
“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any committee or to one or more Directors or executives of the Company in order to give effect to the aforesaid resolution

Place. Indore

Date. 16<sup>th</sup> February, 2016

By Orders of the Board

For Signet Industries Limited

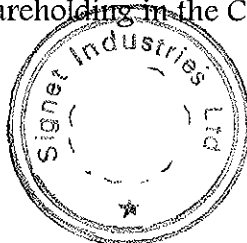


*P Singh*  
Preeti Singh

Company Secretary

**Notes:**

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of this meeting. Members/ Proxies should bring their attendance slip duly filled in order to attend the meeting. A person can act as proxy on behalf of members' not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company.
2. The relevant explanatory statement pursuant to section 102(1) of the Companies Act, 2013 in respect of the Special Business set out in the notice is annexed hereto.
3. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The shareholders are hereby informed that all the correspondence in connection with the shares is addressed to the Registrar & Share Transfer Agent M/S Ankit Consultancy Pvt. Ltd., at Plot no. 60, Electronic Complex, Pardesipura, Indore-452001.7.Members are requested to send their queries, if any, atleast seven days in advance of the meeting.
- 6.. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Ankit Consultancy.
7. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.



8. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend.

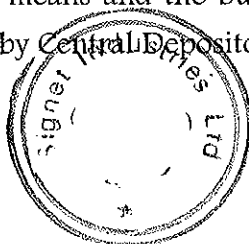
The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.

9. 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.

10. Members may also note that the Notice circulated to the members of the Company, will also be available on the Company's website at [www.groupsignet.com](http://www.groupsignet.com) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (11.00 A.M. to 5.00 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Extra-ordinary General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [cspreeti@groupsignet.com](mailto:cspreeti@groupsignet.com)

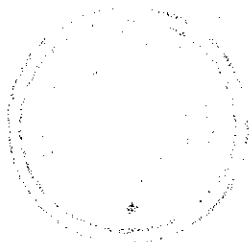
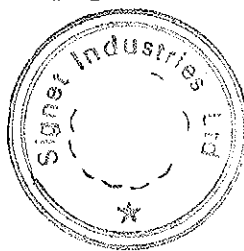
11. **E-voting**

(I) 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, and Clause 35B of the Listing Agreement, the Company is pleased to provide its members facility to exercise their right to vote at the Extra-ordinary general meeting by electronic means and the business may be transacted through the e-voting services provided by Central Depository Services (India) Limited.



The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 15<sup>th</sup> March 2016, 9.00 a.m. IST and ends on 17<sup>th</sup> March 2016, 05.00 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 11<sup>th</sup> March 2016, 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 the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" tab.
- (v) Now enter your User ID
  - a. For CDSL, 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 onto [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your 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	<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 .Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Date of Birth (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	<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> <ul style="list-style-type: none"> <li>• Please enter the 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 mention in (V)</li> </ul>

(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) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **SIGNET INDUSTRIES LIMITED** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.

(xix) **Note for Non-Individual Shareholder sand Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- Afterreceiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

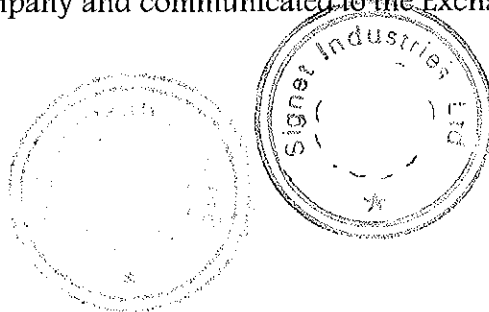


- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case of members receiving the physical copy please follow all steps from sl.no. (1) to (xix) above.

Other Instructions –

- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and E-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date (record date) of 11<sup>th</sup> March 2016.
- Mr. Manish Maheshwari, Proprietor M/s M. Maheshwari & Associates, Company Secretaries (Membership No. FCS: 5174, CP No. 3860) has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
- The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through remote e-voting, will not later than forty eight (48) hours of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.
- The Results shall be declared on or after the EOGM of the Company. The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website [www.groupsignet.com](http://www.groupsignet.com) and on the website of CDSL within two (2) days of passing of the resolutions at the EOGM of the Company and communicated to the Exchanges.



12. Section 72 of the Companies Act, 2013 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders willing to avail this facility may make nomination in Form SH-13.
13. The Ministry of Corporate Affairs (vide circular Nos.17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively, has undertaken a Green initiative in 'Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by representing / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Transfer Agent.

Place, Indore

Date, 16<sup>th</sup> February, 2016

By Orders of the Board

For Signet Industries Limited



*P. Singh*  
Preeti Singh

Company Secretary

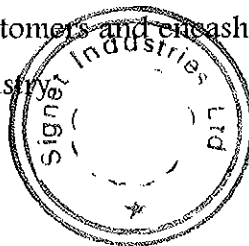
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT,  
2013

Item No 1. Acquisition of 'Engineering Business' of Adroit Industries (India) Limited through an 100% subsidiary of the Company

Adroit Industries (India) Limited ('AAIL') has a state-of-the-art machining unit along with a backward integrated forging unit in close proximity. AAIL also has a fully equipped in-house 'Tool Rooms' for development of all kinds of 'Moulds'. With the excellent technical set-up in terms of both Men & Machinery, AAIL manufactures products with high quality and high utility consistently which are required/ helpful to Signet for its functioning.

The proposed Consolidation of Engineering Business in SIL through its 100% Subsidiary (Adroit Drivelines Limited name approved vide letter from Ministry of Corporate affairs ROC, Mumbai dated 20.01.2016).The following are the benefits to the group as a whole.

- a. The consolidation will enable improved competitiveness and increased profitability. This would result in higher earnings as well as increased net worth of SIL and enable it to achieve operational and managerial objectives efficiently.
- b. The consolidation will also enable cost savings in terms of economies of scale, standardization & simplification of business processes and productivity improvements. Resulting in greater integration and augmentation of the groups' financial strength thereby, enhancing its capabilities to face competition in the market place more effectively.
- c. The consolidation creates a strong backward integration for SIL helping it to produce best quality machines/ tools at a lower cost. The reduction in costs with enhanced quality output would help SIL to supply quality products at competitive prices to customers and cash wide experience of promoters of SIL in Polymer & Plastic Industry.



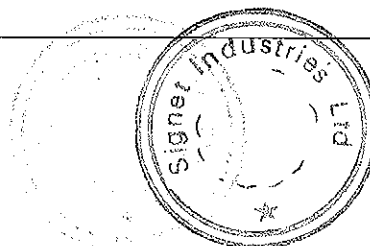
d. The Consolidation will enable to encash the rich experience of promoters enhancing the shareholder's value, operational efficiencies and cost savings.

Accordingly, the Company proposes to acquire Engineering Business of AIL for a consideration not exceeding INR 15.00 Crores. As per the provisional audited financial of AIL as on 31<sup>st</sup> December 2015, the tax net worth of Engineering Business of AIL is INR 10.51 Crores

The Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014.

- a. Name of the related party: Signet Industries Limited('SIL'), Wholly-owned Subsidiary: Adroit Drivelines Limited ('ADL') and Promoter Company, Adroit Industries (India)Limited ('AIL')
- b. Name of the Director or Key Managerial Person whose related if any , Common Directors in Both the Companies, as per details given below.

Name of the Company , Signet Industries Limited	
Name of the Directors	Designation
MukeshSangla	Managing Director
SaurabhSangla	Director
Name of the Company , Adroit Drivelines Limited	
Name of the Directors	Designation
MukeshSangla	Director
SaurabhSangla	Director
Name of the Promoter Company , Adroit Industries (India) Limited	
Name of the Directors	Designation
MukeshSangla	Director
SaurabhSangla	Managing Director



- c. Nature of Relationship – Adroit Drivelines Limited is the 100% subsidiary of Signet Industries Limited, Adroit Industries (India) Limited is a held by common set of promoters as those of Signet Industries Limited
- d. Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement- To acquire Engineering business of AIL on ‘Slump Sale’ basis as a going concern, through the 100% subsidiary of SIL i.e. ADL subject to the approval of secured creditor and such other approval as may be necessary, for the lump sum consideration.
- e. Any other information relevant or important for the members to take a decision on the proposed resolution. – All important information forms part of the Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraphs.

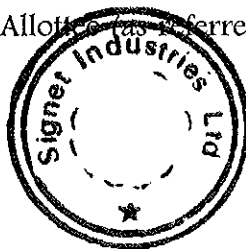
The Board of Directors recommends passing of this Resolution.

Mr. Mukesh Sangla Managing Director and Mr. Saurabh Sangla, Director is deemed to be concerned or interested in the proposed Resolution. Save and accept the above none of other Directors, Key Managerial Persons of the Company or any relatives of such Directors or KMP are in any way concerned or interested financially or otherwise in the proposed resolutions.

## **Item No 2. Preferential Allotment of Equity Shares**

To infuse fresh capital and provide funds for utilization in acquisition of Engineering Division of Adroit Industries (India) Limited, it is proposed to issue the Equity shares to M/s Adroit Industries (India) Limited a group Company of M/s Signet Industries Limited on preferential basis.

Accordingly, consent of the shareholders is sought for issuing the Equity shares as stated in the resolution to the proposed Allotment (as referred in the resolution) which shall result in



issuance of up to 325,0000 Equity Shares, on a preferential basis, resulting in an inflow of up to Rs. 19,82,50,000/-to the Company in accordance with the terms and nature of such securities to be issued by the Company.

Section 62 of the Companies Act, 2013 and the provisions of the listing agreement provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in section 62 unless the shareholders of the Company in general meeting decide otherwise.

The disclosures prescribed under the Companies Act, 2013 and in terms of regulation 73 of Chapter VII of the SEBI ICDR Regulations is given as under:

**1. The Objects of the issue through preferential offer.**

To infuse fresh capital and provide funds for utilization in acquisition of Engineering Division of Adroit Industries (India) Limited

**2. The proposal of the promoters, directors or key managerial personnel to subscribe to the offer.**

The preferential issue is being made to promoters, directors or key management personnel of the Company and the promoters, directors or key management personnel of the Company do intend to subscribe to the offer.

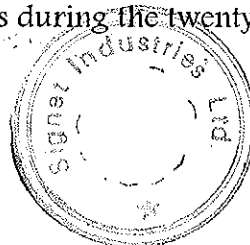
**3. The total number of Equity Shares to be issued.**

Equity Shares up to 325,0000 of face value of Rs. 1/- each the Equity Shares so issued shall not be less than the price arrived at in accordance with provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for preferential issue and

**4. Pricing of Equity Shares .**

The issue of Equity Shares preferential basis shall be in accordance with regulation 76 of Chapter VII of the SEBI ICDR Regulations i.e made at a price not less than higher of the following.

The average of the weekly high and low of the volume weighted average price of the related shares quoted on the Stock Exchanges during the twenty six weeks preceding the Relevant Date i.e. Rs. 50.40/-;



OR

The average of the weekly high and low of the volume weighted average price of the related shares quoted on the Stock Exchanges during the two weeks preceding the Relevant Date. i.e. Rs.59.98/-

**5. The Class or classes of person to whom the allotment is proposed to be made:**

The entire allotment is proposed to be made to M/s Adroit Industries (India) limited a promoter group Company of M/s Signet Industries Limited.

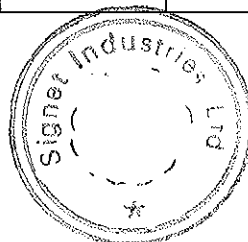
**6. The time of Allotment.**

Allotment pursuant to this resolution passed in this Extra Ordinary General meeting of shareholders of the Company, granting consent for preferential issue of Equity Shares, shall be completed within a period of fifteen days from date of passing of this resolution. If the Company is required to take any approval from any regulatory authority or Central Government for allotment is pending, the allotment shall be completed within 15 (fifteen) days from date of such approval provided that this time limit shall not exceed validity of this special resolution.

**7. The identity of the proposed allottee and the percentage of post-preferential issue capital that may be held by it .**

The Proposed Allottee is a Group Company related with the promoters, who intends to infuse more funds in the company by way fresh capital for expansion of the Company.

Name, Address, Company Registration Number of the Proposed Allottee	Name, Address and identity proof No. of the Ultimate Beneficial Owner.	Category of the Allottee	Pre-preferential Issue Equity-Holding		Post-Preferential Issue Equity-Holding	
			No. of Equity Shares	%	No. of Equity Shares	%

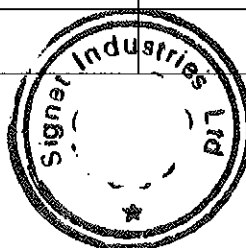




M/s Adroit Industries (India) Limited Reg. off.: 308, Acme Plaza, Opp. Sangam Cinema, Andheri Kurla Road, Andheri (East), Mumbai-400053 Reg. no. 084474	Mukesh Sangla 1-B, Gulmohar Extention, Indore PAN: ANAPS5579F	Acting in concert with Promoter/ Body Corporate	24750000	8.48	28000000	9.49
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8. Shareholding pattern before and after the preferential issue.

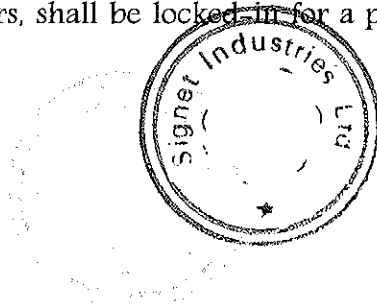
Sr. No.	Category of Shareholders	Pre-preferential Issue Equity- Holding		Post-Preferential Issue Equity- Holding	
		No. of Equity Shares	%	No. of Equity Shares	%
A	Promoter's holding:				
1.	Indian:				
	Individual/HUF	70299540	24.09	70299540	23.82
	Bodies Corporate	143810460	49.27	147060460	49.83
	Trust				
	Sub-Total	214110000	73.36	217360000	73.65
2	Foreign Promoters	-		-	
	Sub-total (A)	214110000	73.36	217360000	73.65
B	Non-Promoter's				



	holding:				
1.	Institutional Investors	-		-	
2.	Non- Institution:				
	Individuals	5267389	1.81	5267389	1.78
	Private Corporate Bodies	72173266	24.73	72173266	24.46
	Directors and Relatives				
	Indian Public				
	Others :				
I.	NRIs	1565	0.00	1565	0.00
II.	Incorporated Non-Resident entity Frontline Strategy Limited (Proposed Allottee)				
III.	Clearing Members	317780	0.11	317780	0.11
IV.	Trust				
	Sub-total (B)	77760000	26.64	77760000	26.35
	GRAND TOTAL	291870000	100	295120000	100

9. LOCK- in :

The Equity Shares to be allotted to the Proposed Allottee mentioned above, who are part of the promoters, shall be locked in for a period of three year from the date of trading approval.



#### 10. Change in management .

The issue of Equity Shares under consideration will not result in any change in management or control of the Company or change in the composition of the Board of Directors of the Company.

#### 11. Undertakings

The price of Equity Shares computed in terms of Chapter VII of the SEBI ICDR Regulations, shall be re-computed where it is required to do so;

If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked- in till the time such amount is paid by the allottees

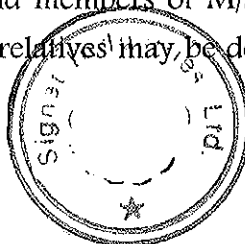
#### 12. The Auditor's Certificate .

A certificate from M/s Ashok Khasgiwala & Co., Chartered Accountants, statutory Auditors of the Company certifying that the issue of shares by way of proposed preferential allotment is being made in accordance with the requirement of Chapter VII of the SEBI ICDR Regulations shall be placed before the shareholders at the Extra-ordinary General Meeting.

In order to authorise to the Board for taking further action, it is necessary to pass the aforesaid special resolution for issue of preference shares as set out in the Item No. 2 of the Notice.

Your directors recommend passing the aforesaid special resolution as set out in Item No. 2 of the notice, in the best interest of the Company.

Mr. Mukesh Sangla, Managing Director and Mr. Saurabh Sangla, Director of Signet Industries Limited, being the director and members of M/s Adroit Industries (India) Limited the proposed allottees and their relatives may be deemed to be considered as



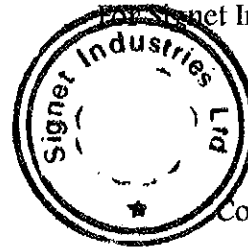
interested financially or otherwise to the extent of the shares as may be offered and allotted by the Company. Except that none of the Directors or Key Managerial Personnel's or their relatives are concerned or interested in this resolution in any manner

Place. Indore

Date. 16<sup>th</sup> February, 2016

By Orders of the Board

Signet Industries Limited



*P. Singh*  
Preeti Singh

Company Secretary

FORM NO. MGT-11  
PROXY FORM

Corporate Identity Number	L51900MH1985PLC035202
Name of the Company	Signet Industries Limited
Registered office	308, Acme Plaza, Opp. Sangam Cinema, AndheriKurla Road, Andheri (East) Mumbai-400059, Maharashtra.

Full Name of the Member attending (in Block Letters)

.....

Full Name of the first joint-holder

.....

Name of the Proxy

.....

I/We, being the member (s) of .....shares of above named company, hereby appoint

Name:  Address:	Name:  Address:	Name:  Address:
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E-mail id.  Signature. or failing him	E-mail id.  Signature. or failing him	E-mail id.  Signature. or failing him
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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **EXTRA ORDINARY GENERAL MEETING** of the Company to be held on 18<sup>th</sup> March, 2016 at 11.00 A.M. at 314/3, SDA Compound, Lasudia Mori, Dewas Naka, Indore-452010 and at any adjournment thereof in respect of such resolutions as are indicated below.

Sr.No	Resolutions :
<b>Special Business :</b>	
	Special Resolution:
1.	To acquire "Engineering Business" of Adroit Industries (India) Limited
2.	To issue up to 325,0000Equity Shares on a Preferential basis.

Signed this .....day of .....2016

Signature of Shareholder: .....

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

Affix Re.1/-  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.