
Content

CORPORATE INFORMATION.....	2
NOTICE OF ANNUAL GENERAL MEETING.....	3
INSTRUCTIONS FOR E- VOTING.....	7
DIRECTOR'S REPORT & MANAGEMENT DISCUSSION & ANALYSIS.....	14
REPORT ON CORPORATE GOVERNANCE.....	44
COMPLIANCE CERTIFICATE.....	57
CEO/CFO CERTIFICATION TO THE BOARD.....	58
INDEPENDENT AUDITORS' REPORT.....	59
BALANCE SHEET.....	65
STATEMENT OF PROFIT AND LOSS ACCOUNT.....	67
CASH FLOW STATEMENT.....	69
NOTES.....	71
ROUTE MAP.....	101
PROXY FORM.....	102
ATTENDANCE SLIP.....	103
POLLING PAPER.....	104

CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mrs. Disha A. Mehta	Managing Director & CFO
Mr. Bhavesh R. Vora	Independent /Non-Executive Director
Mr. Dattatreya Gurav	Independent /Non-Executive Director
Mr. Kishor Bamble	Independent /Non-Executive Director
Mr. Shivang Vora	Independent /Non-Executive Director

COMPLIANCE OFFICER

Ms.Swati Dhanuka
Imax Lohia Square, Office No. 4B, 4th Floor, Premises No. 23,
Gangadhar Babu Lane, Kolkata - 700012, West Bengal
Tel No. 022 28020017/18
Email Id: igcfoils@gmail.com

AUDITORS

M/s. Motilal & Associates
Chartered Accountants
304, Orchid Plaza, Behind Gokul Shopping Centre, Next to Platform No 8,
Off S V Road, Borivali (West), Mumbai- 400 092

BANKER

Oriental Bank of Commerce
Fort Branch
Mumbai

REGISTERED OFFICE

Imax Lohia Square, Office No. 4B, 4th Floor, Premises No. 23,
Gangadhar Babu Lane, Kolkata - 700012, West Bengal
Tel No. 022 28020017/18
Email ID : igcfoils@gmail.com, investor.relations@igcfoils.com, support@igcfoils.com

REGISTRAR & SHARE TRANSFER AGENT

Satellite Corporate Services Pvt. Ltd.

Unit No. 49, Bldg. No. 13-AB, 2nd Floor,
Samhita Commercial Co. Op. Soc. Ltd., Opp. Andheri Kurla Lane,
MTNL Lane, Saki Naka, Mumbai-400072.
Tel : 022 28520461
Fax : 022-28511809
Email-ID : service@satellitecorporate.com
Website: www.satellitecorporate.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 37TH ANNUAL GENERAL MEETING OF MEMBERS OF IGC INDUSTRIES LIMITED (FORMERLY KNOWN AS IGC FOILS LIMITED) WILL BE HELD AT IMAX LOHIA SQUARE, OFFICE NO. 4B, 4TH FLOOR, PREMISES NO. 23, GANGADHAR BABU LANE, KOLKATA - 700012, WEST BENGAL ON TUESDAY, SEPTEMBER 18, 2018 AT 10.00 A.M., TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts of the Company for the year ended on 31st March, 2018 along with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Disha Mehta (Din: 02982773), who retires from the office of Managing Director by rotation and being eligible, offers herself for re-appointment.
3. To Reappoint M/s. Motilal & Associates, Chartered Accountants, as Statutory Auditor of the Company and in this connection, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Motilal & Associates, Chartered Accountants (FRN:106584W) be and are hereby re-appointed as Statutory Auditors of the Company who shall hold office for a period of 5 years (Five years), from the conclusion of this Annual general meeting until the conclusion of the Forty Second Annual General Meeting of the Company subject to ratification by shareholders at each annual general meeting to be held hereafter at such remuneration as may be decided by the Board of Director in consultation with the Auditor’s.”

SPECIAL BUSINESS:**4. APPOINTMENT OF MR. DATTATREYA GURAV (DIN NO.: 08013612) AS INDEPENDENT DIRECTOR**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dattatreya Gurav (DIN NO.: 08013612), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective from December 13, 2017 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Dattatreya Gurav (DIN NO.: 08013612) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from December 13, 2017 and the term shall not be subject to retirement by rotation.”

5. APPOINTMENT OF MR. KISHOR BAMBLE (DIN NO.: 08082109) AS INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kishor Bamble (DIN NO.: 08082109), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective from March 9, 2018 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Kishor Bamble (DIN NO.: 08082109) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from March 9, 2018 and the term shall not be subject to retirement by rotation.”

6. APPOINTMENT OF MR. SHIVANG VORA (DIN NO.: 08082144) AS INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shivang Vora (DIN NO.: 08082144), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective from March 9, 2018 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Shivang Vora (DIN NO.: 08082144) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from March 9, 2018 and the term shall not be subject to retirement by rotation.”

7. BORROWING POWERS

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

“RESOLVED THAT in supersession of earlier resolution passed with approval of members in general meeting and pursuant to Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the “Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) or its Committee as may be authorized by the Board of Directors to borrow for the purpose of the business of Company any sum or sums of moneys for and on behalf of the Company in Indian Rupees and/or in any foreign currency by way of availing of long/short term loans, commercial papers, by way of issue of bonds/notes and all kinds of financial assistance, secured/unsecured from banking companies, financial institutions, bodies corporate, by way

of issue of redeemable non-convertible debentures, subordinated debentures or any other security or instrument(s) on private placement basis as well as by way of public issue by all permissible methods including shelf-disclosure documents, prospectus, shelf-prospectus, information memorandum, offering circular or otherwise, from persons, institutional investors, foreign institutional investors, qualified institutional buyers, resident public financial institutions, statutory corporations, provident funds, pension funds, superannuation funds, gratuity funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and/or industrial research organizations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Networth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors, by way of acceptance of deposits from public, shareholders, Directors, relatives of Directors, HUF, resident individuals, Non-resident Indians (through NRO accounts), trusts, firms, corporates or issuance of commercial papers, bonds, any other permissible instruments or methods of borrowing whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge or otherwise of the Company's assets and properties, whether movable or immovable notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), provided that the total amount borrowed and outstanding at any point of time shall not exceed Rs. 150 Crores (Rupees One Hundred & Fifty Crores Only).

RESOLVED FURTHER THAT the Board or such Committee/ or person/(s) as authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the Members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

8. APPROVAL OF RELATED PARTY TRANSACTION:

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) and Rules made there under and subject to such approvals, consents, sanctions and permissions as maybe necessary, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contracts and/or agreements with parties with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property or appointment of such parties to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature for a period of 5 years."

FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorised to determine the actual sums to be involved in the transaction, to increase the value of the transactions (upto 10%) and to finalize the terms and conditions including the period of transactions and all other matters arising out of or incidental to the proposed transactions and generally to do all acts deeds and things that may be necessary proper, desirable or

expedient and to execute alldocuments, agreements and writings as may be necessary,proper, desirable or expedient to give effect to this resolution.”

Date: 31st July, 2018

Registered Office:

**Imax Lohia Square, Office No. 4B,
4th Floor, Premises No. 23,GangadharBabu Lane,
Kolkata - 700012, West Bengal.**

**By Order of the Board of Directors
For IGC Industries Limited
(Formerly Known as IGC Foils Limited)
Sd/-**

**Ms. Swati Dhanuka
Company Secretary**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meetings annexed hereto.

A member entitled to attend and to vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the Company. The Register of Members and Share Transfer Books will remain close from 12th September, 2018 to 18th September, 2018 (both days inclusive) for the purpose of Annual General Meeting. A person cannot act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of total share capital of the Company. The Instrument of proxy, in order to be effective, must be completed, stamped, signed and deposited at the Company's Registered Office not less than forty-eight hours before the commencement of the ensuing Annual General Meeting (AGM).

2. The Register of Member and the Share Transfer Books of the Company will remain closed from 12th September, 2018 to 18th September, 2018 (both days inclusive).
3. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days between 11:00 am to 2:00 pm except holidays up to the date of AGM and at AGM.
4. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.

Members are requested to intimate change in their address immediately to **Satellite Corporate Services Pvt. Ltd.** At Unit No. 49, Bldg. No. 13-A-B, 2nd Floor, Samhita Commercial Co-Op. Soc.Ltd. Off. Andheri Kurla Lane, MTNL Lane, Sakinaka, Mumbai - 400072.

5. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to **Satellite Corporate Services Pvt. Ltd.**, Registrar and Share Transfer Agents of the Company, at their address given above.
6. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
7. Members are requested to bring copies of Annual Report to the Annual General Meeting.
8. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
9. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Transfer Agent.
11. Electronic copies of the Annual Report for the FY 2017-18 are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018 are being sent in the permitted mode.

12. For members who have not registered their e-mail address, physical copies of the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of 37th Annual General Meeting and Annual Report for 2017-18 will be available on Company's website www.igcfoils.com for their download.
13. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the Company electronically.
14. Members are requested to bring their copy of Annual Report at the time of Meeting.

15. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 13th September, 2018 (9:00 am) and ends on 17th September, 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:

a. For Members who hold shares in demat account with NSDL 8 Character DP ID followed by 8 Digit Client ID

For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b. For Members who hold shares in demat account with CDSL 16 Digit Beneficiary ID

For example, if your Beneficiary ID is 12***** then your user ID is 12*****

c. For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the Company

For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

i. If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

ii. If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

a. Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of Company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholder (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to namita.verma99@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.