



INDRAYANI BIOTECH LIMITED

25th Annual Report

2016-17

INDRAYANI BIOTECH LIMITED

Board of Directors

Mr. Prakash Bang - Managing Director

Mr. Ruchir Bang - Director

Mr. Umesh Lahoti - Director

Mr. Sanjay Kaswa - Director

Mrs. Chanda Nemichand Bedmutha – Director

Company Secretary

Mr. Sandesh Khivasara

Company Secretary

Statutory Auditors

G V Madane & Co.

Chartered Accountants, Pune.

Bankers

ICICI Bank Ltd.

Mahesh Sahakari Bank Ltd.

Registrar & Share Transfer Agents

Link Intime India Pvt. Ltd.

Block No. 202, 2nd Floor, Akshay Complex,

Off Dhole Patil Road,

Pune - 411 001.

Ph. : 020-26160084

Registered Office

1133/5, F C Road,

Opp. Police Grounds, Shivajinagar,

Pune - 411 016.

**ANNUAL GENERAL MEETING ON WEDNESDAY, SEPTEMBER 27, 2017 AT 11.30 A.M.
AT THE REGISTERED OFFICE OF THE COMPANY.**

**Members are requested to inform their e-mail IDs to the company
on info@indrayani.com**

DIRECTOR'S REPORT :

To
The Members,

The Directors present the Twenty Fifth Annual Report and audited Financial Statements of the Company for the year ended March 31, 2017.

FINANCIAL RESULTS:

| PARTICULARS | (Rs. in Lacs) | |
|---|------------------------------|------------------------------|
| | Year ended March 31, 2016 | Year ended March 31, 2017 |
| Sales and other income | 0.00 | 0.00 |
| Gross Profit /(Loss) before Depreciation | (10.38) | (12.92) |
| Depreciation | 0.00 | 0.00 |
| Profit /(Loss) before Non operative items and Tax | (10.38) | (12.92) |
| Extraordinary items | 0.00 | 0.00 |
| Less : Provision for Taxation | 0.00 | 0.00 |
| Prior Period Items | 0.00 | 0.00 |
| Profit /(Loss) after Non operative items and Tax | (10.38) | (12.92) |

STATE OF THE COMPANY'S AFFAIRS

The members are aware that, the Company has entered into a Scheme of Arrangement between its Members & Unsecured Creditors, and pursuant to the Scheme of Arrangement, the equity share capital of the Company would be reduced by 88%, conversion of unsecured loan into the equity shares of the Company, demerging the entire business of the Company into Indrayani Tissue Culture Pvt. Ltd., merging the YoGoYo Division of Websource Technologies Ltd. into the Company.

Accordingly, the Company has completed all the procedures in compliance with the Scheme of Arrangement. The Company is non-operative Company. The Board of Directors is looking to develop the travel technology business.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDA):

Pursuant to the Listing Agreement, MDA forms part of this report and is as follows:

A. INDUSTRY STRUCTURE AND DEVELOPMENT:

The Company has discontinued its existing business of bio-technology and is in process to commence the new activity.

B. FUTURE OUTLOOK:**a) Sales & Marketing:**

The Company continues with its existing contacts to develop travel technology business and deals directly with corporates and institutions.

b) Service Terminals:

The Company shall provide the travel technology services from its registered office situated at 1133/5, F C Road, Shivajinagar, Pune – 411 016. The Company is having a full-fledged infrastructure to provide such services.

c) Cost Saving:

The Company continues to focus on reducing the cost.

C. Segment wise, Product wise Performance:

The Company continues to operate in a single business segment of Travel Technology and Solutions. Therefore, there are no reportable businesses or geographical segments.

D. Internal Control Systems and their adequacy:

The Company has adequate Internal Control system to safeguard all assets of the Company and detect fraud or irregularities, if any. The Internal Control systems are designed to ensure reliability in financial records and other records for preparing financial information.

E. Risk Management Policy:

The process of identification and evaluation of various risks inherent in the business environment and the operations of the Company and



DIRECTOR'S REPORT :

initiation of appropriate measures for prevention and/or mitigation of the same is dealt with by the concerned operational heads under the overall supervision of the Managing and Whole Time Directors of the Company.

F. Material Development in Human Resources:

During the year under report, only one employee on the rolls of the Company.

G. Financial & Operational Performance:

The Company has not achieved any income, due to divesting of its existing business of bio-technology. The Company is in process of commencing new business of Travel Technology and Solutions. Hence, during the year, the Company has not earned any income from operations. However, your directors are confident to achieve excellent results, with the commencement of new activity.

Corporate Tax: Since the Company has not generated any taxable income for the period, no provision for taxation has been made in the books of accounts.

AMOUNT TO BE TRANSFERRED TO RESERVE

No amount is proposed to be transferred to any reserve.

DIVIDEND:

In view of the losses of the Company, it is not possible for your Directors to recommend any dividend.

MATERIAL CHANGES AND COMMITMENTS AFTER THE DATE OF FINANCIAL STATEMENTS

The Board of Directors confirm that there are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year to which the Financial Statements relate and the date of this report.

FIXED DEPOSITS:

The Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013, and the Rules prescribed there under during the year under review.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provisions of Corporate Social Responsibility are not applicable to the Company, therefore the Company has not developed and implemented any initiatives for Corporate Social Responsibility.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The transactions with related parties were undertaken in the normal course of business and were at terms and conditions, which were not prejudicial to the interest of the Company. The particulars of contracts or arrangements with related parties are enclosed as *Annexure I* to the Board's report in Form AOC-2. The policy on related party transactions hosted on the official website of the Company:

www.indrayani.com

SUBSIDIARY COMPANY:

During the financial year the Company is not having any subsidiary company.

DIRECTORS:

Mr. Vivek Vishwanath Malpani and Mrs. Manjula Vivek Malpani have been resigned from the Board w.e.f. 20th August, 2016. Mr. Sanjay Popatlal Kaswa has been appointed as an Additional Directors w.e.f. 11th August, 2016. Mr. Sanjay Popatlal Kaswa and Mrs. Chanda Nemichand Bedmutha have been appointed as an Independent Directors of the Company for the period of 5 years w.e.f. 30th September, 2016.

Mr. Prakash Bang, Managing Director, is looking after entire functions of the Company. The term of office of Mr. Prakash Ramchandra Bang as Managing Director of the Company is due to expire on November 03, 2017. The Nomination and Remuneration Committee, in its meeting held on August 01, 2017 recommended the re-appointment of Mr. Prakash Ramchandra Bang as Managing Director of the Company and the Board of Directors, in its meeting held on August 12, 2017, approved the re-appointment as Managing Director of the Company with effect from November 03, 2017, for the period of five years subject to the approval of the shareholders in the General Meeting.



DIRECTOR'S REPORT :

According to provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Umesh Rambilas Lahoti (DIN 00361216), Director of the Company is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible have offered themselves for re-appointment as Director of the Company. The Board recommends their reappointment.

Brief resume of the Director proposed for re-appointment at the ensuing Annual General Meeting is provided in Annexure A to the Notice convening the Annual General Meeting.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is enclosed as *Annexure II* to the Board's report.

BOARD EVALUATION

The Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had 4 (Four) Board meetings during the financial year under review.

COMMITTEES OF THE BOARD

Currently, the Board has three committees:

1. Audit Committee.
2. Stakeholders Relationship Committee.
3. Nomination and Remuneration Committee.

The role and responsibilities and composition of the aforesaid committees are mentioned in the corporate governance report section in this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:—

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the directors had prepared the annual accounts on a going concern basis; and
- (v) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- (vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION OF INDEPENDENT DIRECTORS

The Company has appointed Mr. Sanjay Popatlal Kaswa and Mrs. Chanda Nemichand Bedmutha as an Independent Directors of the Company for the period of 5 years w.e.f. 30th September, 2016. The Company got the disclosures at the time of their appointment as Independent Directors, that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.



DIRECTOR'S REPORT :**AUDITORS:**

The Statutory Auditors of the company M/s. G V Madane & Co., Chartered Accountants, Pune, hold office until the conclusion of the forthcoming Annual General Meeting of the Company pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014. The Board of Directors recommends to appoint M/s. SSSS And Co., Chartered Accountants (Registration Number 132839W) as Statutory Auditors of the Company to hold office for a period of 5 years.

The Company has received the consent letter and eligibility certificate from M/s. SSSS And Co., Chartered Accountants, Pune that their appointment as Statutory Auditors, if made, would be within the limits prescribed under Section 139 of the Companies Act, 2013.

Members are requested to consider and appoint M/s. SSSS And Co., Chartered Accountants (Registration Number 132839W) as Statutory Auditors of the Company for the period of 5 years, subject to ratification of appointment by the members at every Annual General Meeting held till then.

AUDITORS' OBSERVATION:

The statutory Auditors M/s. G V Madane & Co., Chartered Accountants, Pune, has not made any qualification / adverse remarks in their Audit Report. The Company has complied with all the rules and regulations applicable to the Company.

INTERNAL FINANCIAL CONTROL

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Company is non-operative Company and has not yet started the business activities and not earned any Income during the F.Y. 2016-17. Further, there are no material financial activities in the Company. Therefore, at present the Company has not appointed Internal Auditors.

SECRETARIAL AUDITOR

M/s. Ravi Sabnis & Associates, Practicing Company Secretaries, was appointed to conduct the secretarial audit of the Company for the financial year 2016-17, as required under Section 204 of the Companies Act, 2013 and Rules there under. The secretarial audit report for FY 2016-17 forms part of the Annual Report as *Annexure III* to the Board's report.

OBSERVATIONS OF SECRETARIAL AUDITOR'S REPORT

The Secretarial Audit report are self-explanatory except the below:

1. In respect of appointment of Key Managerial Personnel viz. Chief Finance Officer, the Company has not appointed such managerial personnel.
2. The Company is having two (out of total five) directors as Independent Directors. However, the Chairman of the Board is Executive Director. The Company is having less than half of the directors as Independent Directors.
3. The Company is neither carrying out its business activities since last immediately two financial years nor has made application to the Registrar to obtain the status as Dormant Company.

EXPLANATION ON OBSERVATIONS OF SECRETARIAL AUDITOR'S REPORT

1. The Company is non-operative Company and has not yet started the business activities and not earned any Income during the F.Y. 2016-17. Further, there are no material financial activities in the Company. Therefore, at present the Company has not appointed the Chief Finance Officer.
2. In the Board Meeting of the Company dated 12th August, 2017, the Company has appointed Non-Executive Director as the Chairman of the Board. Therefore the Company needs to have only one third number of Directors as Independent Directors out of total five Directors. The Company already have two Independent Directors. Hence the company complied the provision of Regulation 17 of SEBI (LODR) Regulations, 2015.
3. The Board of Directors is looking to develop the travel technology business and start its business activities.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

Particulars regarding conservation of energy, technology absorption as required under section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014 are not applicable to the Company.



DIRECTOR'S REPORT :**FOREIGN EXCHANGE EARNINGS & OUTGO:**

| PARTICULARS | For the year ended as on 31 st March 2017 Rs. | For the year ended as on 31 st March 2016 Rs. |
|-----------------------------------|---|---|
| (A) Total Foreign Exchange earned | Nil | Nil |
| (B) Total Foreign Exchange used | Nil | Nil |

CORPORATE GOVERNANCE:

A separate section on Corporate Governance forming part of the Directors' Report and the certificate from the Company's Statutory Auditors confirming the Compliance of conditions on Corporate Governance as stipulated in the Listing Agreement is attached as *Annexure IV* to this report.

EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in *Annexure V* and is attached to this Report.

SCHEME OF ARRANGEMENT:

As the members are aware that the Company had obtained the Order of High Court of Judicature at Bombay sanctioning the Scheme of Arrangement which envisages the permission to reduce the equity share capital of the Company by 88%, conversion of unsecured loan into the equity shares, demerging the entire business into Indrayani Tissue Culture Pvt. Ltd., merging YoGoYo Division of Websource Technologies Ltd.

Accordingly, after complying with the requirements of Stock Exchanges, the Company had obtained the Listing Permission from Bombay Stock Exchange, Mumbai to list the reduced and newly allotted equity shares to the shareholders.

WHISTLE BLOWER POLICY (THE POLICY)

The Company not yet in the operations and there are only one employee working in the Company. The Company will formulate the Whistle Blower Policy once the operations will be started.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

LISTING

The shares of your Company are listed on the Bombay Stock Exchange, Mumbai and Pune Stock Exchange, Pune and the Company has complied with the provisions related to listing agreement with these Exchanges.

E-VOTING

To widen the participation of shareholders in company decisions, the Securities and Exchange Board of India has directed top 500 listed companies to provide e-voting facility to their shareholders from October, 2012 onwards, in respect of those businesses which are transacted through postal ballot.

Further, as per provision of Section 108 of the Companies Act, 2013 and the Listing Agreement also requires a listed Company to provide e-voting facility to its shareholders, in respect of all shareholders' resolutions, to be passed at General Meetings. The Company has made necessary arrangements for e-voting to its members in ensuing Annual General Meeting.

PARTICULARS OF EMPLOYEES

As required under the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, during the year under report, only one permanent employee (Company Secretary) on the rolls of the Company. The salary of the Company Secretary has been increased from Rs. 20,000/- p.m. to Rs. 30,000/- p.m. with effect from 01st January, 2017.

Due to the heavy losses suffered by the Company, Mr. Prakash Bang in consultation with the Board had offered his services as Chairman and Managing Director without payment of any salary.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

During the year under review, Company has not received any complaints or no cases has been filed/pending with the Company.



DIRECTOR'S REPORT :**UNSECURED LOANS FROM DIRECTORS**

During the year the Company has accepted the unsecured loans from Directors as below:

| Sr.No. | Name | Designation | Amount |
|--------|-----------------------------|-------------------|------------|
| 1. | Mr. Prakash Ramchandra Bang | Managing Director | 750,000.00 |

ACKNOWLEDGEMENT:

The Directors wish to place on record their appreciation for the positive co-operation received from its customers, suppliers, bankers and Government of India and look forward for their continuous support in coming years.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

Prakash Bang

Managing Director

DIN: 00088837

Date: August 12, 2017.

Place: Pune.



DIRECTOR'S REPORT : ANNEXURE - I**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

| | | |
|----|---|---|
| a) | Name(s) of the related party and nature of relationship | - |
| b) | Nature of contracts /arrangements /transactions | - |
| c) | Duration of the contracts / arrangements/ transactions | - |
| d) | Salient terms of the contracts or arrangements or transactions including the value, if any | - |
| e) | Justification for entering into such contracts or arrangements or transactions | - |
| f) | Date(s) of approval by the Board | - |
| g) | Amount paid as advances, if any | - |
| h) | Date on which the special resolution was passed in general meeting as required under first proviso to section 188 | - |

2. Details of material contracts or arrangement or transactions at arm's length basis

| | | | |
|----|--|------------------------|--|
| a) | Name(s) of the related party and nature of relationship | Quiksel Communications | Mr. Prakash Bang (Managing Director) |
| b) | Nature of contracts /arrangements / transactions | Service Agreement | Loan Agreement (Obtaining loan from MD) |
| c) | Duration of the contracts /arrangements/ transactions | Till Revocation | Till Revocation |
| d) | Salient terms of the contracts or arrangements or transactions including the value, if any | As per the agreement. | As per the agreement. |
| e) | Date(s) of approval by the Board | 30th September, 2010 | 30th September, 2010 |
| f) | Amount paid as advances, if any | - | - |

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

Prakash Bang
Managing Director
DIN: 00088837

Date: August 12, 2017.

Place: Pune.



DIRECTOR'S REPORT : ANNEXURE - II**INDRAYANI BIOTECH LIMITED
NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

"Key Managerial Personnel" means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed.

"Senior Managerial Personnel" mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

Objective:

The objective of the policy is to ensure that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Role of the Committee:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

