



INDRAYANI BIOTECH LIMITED

27TH ANNUAL GENERAL MEETING

FY 2018-2019

BOARD OF DIRECTORS

| | |
|--------------------------|-------------------------------------|
| K S Vaidyanathan | - Director (DIN: 01122393) |
| K Sayee Sundar | - Managing Director (DIN: 01295584) |
| Lakshmi Prabha Kasiraman | - Women Director (DIN: 02885912) |
| N M Ranganathan | - Director (DIN: 06377402) |

COMPANY SECRETARY & COMPLIANCE OFFICER

| | |
|--------------------------|--------------------------------------|
| SIVARAMAN S | - Company Secretary from 25.04.2019 |
| Sandesh Kumar A Khivsara | - Company Secretary up to 20.03.2019 |

CHIEF FINANCIAL OFFICER

| | |
|------------------------|---|
| Seenuvasan Meghanathan | - Chief Financial Officer from 03.04.2019 |
|------------------------|---|

AUDITORS

Venkatesh & Co., Chartered Accountants,
"Sri Ranga", New No.151
Mambalam High Road, T.Nagar
Chennai - 600028
Tel No.044 - 28144763
Email: venkateshandco@gmail.com

AUDIT COMMITTEE

- 1 K.S. Vaidyanathan - Independent Director
- 2 N M Ranganathan - Independent Director
- 3 Lakshmi Prabha - Non-Executive Director

BANKERS AGENT

ICICI Bank Ltd, Guindy Branch,
Chennai-6000032

REGISTRAR AND SHARE TRANSFER

M/s. Link Intime India Pvt. Ltd,
Block No. 202,
2nd Floor, Akshay Complex,
Near Ganesh Temple,
Off Dhole Patil Road,
Pune - 411001

REGISTERED OFFICE OF THE COMPANY: - shifted with effect from 20.03.2019

41(23) Parameswari Nagar First Street, Adyar Chennai-600020
CIN: L40100TN1992PLC129301

WEBSITE

www.indrayani.com

SECRETARIAL AUDITOR

Aishwarya. N
Practising Company Secretary
No.6A, New Colony, 10th Street
Adambakkam, Chennai-600088

Note: The Company has been allotted the ISIN INE007C01021 by National Securities Depository Limited (NSDL). Members are required to dematerialize shares held in physical form.

NOTICE

Notice is hereby given that the **TWENTY SEVENTH** Annual General Meeting of the members of the **INDRAYANI BIOTECH LIMITED** will be held at the Registered Office of the Company at 41/23, Parameswari Nagar 1st street Adyar, Chennai 600020 on Monday the 30th day of September, 2019 at 12:15 PM to transact the following business:

ORDINARY BUSINESS:

Item No.1:

To receive, consider and adopt the audited Balance Sheet and Profit & Loss Account for the Year Ended March 31, 2019 together with the Reports of Directors and Auditors thereon.

Item No.2:

To appoint a Director in place of Mrs. Lakshmiprabha Kasiraman (DIN 02885912), who retires at this meeting and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

Item No.3:

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

To invest in the shares of other entities to the extent of Rs. 100 crores [Rupees Hundred crores only]

“RESOLVED THAT pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and in terms of Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body corporate or other person / entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs.100 crores (Rupees One Hundred crores only), notwithstanding that such investment and acquisition together with the Company's existing investments in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3), of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto for the purpose of giving effects to this Resolution.

By order of the Board of Directors
For INDRAYANI BIOTECH LIMITED

Sd/-
Kasiraman Sayee Sundar
Managing Director
DIN: 01295584

Date: 31st August, 2019

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. The statement under Section 102(1) of the Companies Act, 2013 with respect to the Special Business is annexed.
3. The Register of Members and the Share Transfer books of the Company will remain closed from 23rd September 2019 to 29th September, 2019 (both days inclusive).
4. Members are requested to notify immediately change of address, if any, at the Registered Office of the Company.
5. Members / proxies attending the meeting should bring the duly filled Attendance slip enclosed herewith.
6. The register of contracts or Arrangement in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
8. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
9. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
10. Copies of the Annual Report 2019 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of Annual Report 2019 are being sent by the permitted mode.
11. The notice of the 27th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email address are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of Annual Report 2019 are being sent by the permitted mode.
12. All Documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company during working hours between 11.00 a.m. to 1.00 p.m. on all working days, for a period of twenty one days before the date of the meeting.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
14. The Members are requested to send their queries, if any, to the Registered Office of the Company located at 41/23, Parameswari Nagar, 1st street, Adyar, Chennai-600 020. marking the envelope super scribing "Queries relating to AGM 2019" to the attention of the Company Secretary.

Procedure for e-voting

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 the Company is pleased to provide Members facility to exercise their right to vote at the Twenty-Seventh Annual General Meeting (AGM) by electronic means and all the businesses 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):

I. The instructions for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participant(s)]:
 - (a) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for remote e-voting.
 - (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com>
 - (iii) Click on "Shareholder - Login"
 - (iv) Put User ID and password as initial password noted in step (i) above. Click Login. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits /characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of "remote e-voting" opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of INDRAYANI BIOTECH LIMITED. Members can cast their vote online from September 27, 2019 (10:00 am) till September 29, 2019 (06:00 pm).

Note: remote e-voting shall not be allowed beyond said time.

- (i) Now you are ready for remote e-voting as "Cast Vote" page opens.
- (ii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (iii) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (iv) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (v) Institutional shareholders (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csravisabnis@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy]:

(a) Initial password is provided at the bottom of the Attendance Slip for the AGM, as given below:

| EVEN (e voting event number) | User ID | Password/PIN |
|---|----------------|---------------------|
| | | |

(b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password / PIN for casting your vote.

IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

V. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date of Wednesday, 22nd September, 2019.

VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following tollfree no.: 1800-222-990.

VII. 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.

VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

X. The remote e-voting period commences on Friday, 27th September at 10.00 a.m. and ends on Sunday 29th September, 2019 at 06.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

XI. Mr. R Kannan, Practising Company Secretary (COP No. 3363) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XIV. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.indrayani.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Explanatory Statement to the Notice pursuant to section 102 of Companies Act, 2013:

Special Business

Item No. 3:

To invest in the shares of other entities to the extent of Rs.100 crores [Rupees Hundred crores only]

The Board of Directors at their meeting held on 31.08.2019 proposed to obtain the approval of the Shareholders to invest in the shares of other entities/provide guarantees or give loans to third parties/other entities/other bodies corporate to the extent of Rs.100 crores [Rupees Hundred crores only] and accordingly a resolution is set out in the notice. In this connection it is reported that the Audit Committee of the company has also recommended the proposal as detailed in the notice.

Memorandum of Interest

None of the Directors are concerned or interested in the proposed resolution except to the extent that they hold any shares in the Company.

By order of the Board of Directors
For INDRAYANI BIOTECH LIMITED

Sd/-
Kasirman Sayee Sundar
Additional Director
DIN: 01295584

Date: 31st August, 2019

INDRAYANI BIOTECH LIMITED

DIRECTORS' REPORT

To
The Members,

Your Company's Directors are pleased to present the 27th Annual Report of the Company, along with Audited Accounts, for the Financial Year ended 31st March 2019.

FINANCIAL RESULTS:

The Company's financial performance for the year ended 31st March 2019 is summarized below. Segment wise reporting as per Accounting Standards AS-17 is not applicable to your Company, since your Company is engaged in the activity of single segment only.

(in Rs.)

| PARTICULARS | Year ended March 31, 2019 | Year ended March 31, 2018 |
|---|------------------------------|------------------------------|
| Sales and other income | 16,11,054 | 0.00 |
| Gross Profit /(Loss) before Depreciation | (5,39,266) | (12,40,041) |
| Depreciation | 0.00 | 0.00 |
| Profit /(Loss) before Non operative items and Tax | (5,39,266) | (12,40,041) |
| 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 | (5,39,266) | (12,40,041) |

STATE OF THE COMPANY'S AFFAIRS

The Directors of your company explains in detail the state of current affairs of the company.

1.MERGER

The board of directors of Indrayani biotech limited -Transferee company, at its board meeting held on January 24, 2019 approved a draft scheme of arrangement for the proposed amalgamation of Helios Solutions Limited and A-Diet Express Hospitality Services Limited as a going concern with effect from April 1,2018 with our company. The transferor companies engaged in varied business segments.

Pursuant to the securities and exchange board of India (SEBI) circular CIR/CFD/CMD/16/2015 Read with clause 37 of the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIRMENTS),2015, the company has filed application with BSE Limited on 28.02.2019 and received suggestions upon verification of the documents submitted. The Management is making utmost efforts and logistics to obtain initial approvals from BSE/SEBI and then approach NCLT for final orders.

The amalgamated entity would attract new investors for the power electronics and hospitality business which will achieve better performance, financial stability and witness progress in all around improvement in the amalgamated entity.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDA):

Since there is no operation, MDA for the year ended 31st March, 2019 could not be furnished.

A. FUTURE OUTLOOK:

E-VEHICLE DIVISIONS

With the new policy and thrust of GOI to promote e-vehicles, there is an immense growth potential in this nascent and emerging market. The company has identified the necessary ventures and prospective buyers to venture into e-vehicle manufacturing and marketing. Your directors have immense pleasure in informing successful deliver of I batch of E-Vehicle.

Vadim infrastructure Private Limited is a company operating in Engineering, procurement and Commissioning (EPC). They have a longstanding credentials and navaratna and mini ratna companies as their key customers.

Your company has identified an opportunity to invest in the company and if required make it as a wholly owned subsidiary in the near future.

B. Segment wise, Product wise Performance:

Till date the Company is in a single business segment. Therefore, there are no reportable businesses or geographical segments.

C. Internal Control Systems and their adequacy:

The Company has adequate Internal Control system to safeguard 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.

D. Risk Management Policy:

The Board of Directors have identified the possible risks associated with its business and commits itself to put in place a Risk Management Framework to address the risks involved on an ongoing basis to ensure achievement of the business objectives without any interruptions. The company shall optimize the risks involved by managing their exposure and bringing them in line with the acceptable risk appetite of the company.

E. Material Development in Human Resources:

Due to non-operations there was no material change.

F. Financial & Operational Performance:

As the Company is the non-operative Company, therefore the Company has not achieved any income. However, your directors are confident to achieve better results, with the commencement of new activities in the coming years.

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

Mrs. Lakshmi Prabha Non-Executive Director retires at this AGM and offers herself for re-election as Director.

Mr. Prakash Bang, Mr. Ruchir Bang, Mr. Umesh Lahoti and Mr. Sanjay Kaswa resigned from the Board with effect from 19th September, 2018 also Mrs. Chandra Bedmutha resigned from the Board with effect from 20th August, 2018. The management comprises of 4 Directors including two Independent directors, 1 Managing Director and 1 Women Director.

Mr. Seenuvasan is appointed as the Chief Financial Officer with effect from 03rd April 2019.

Mr. Sivaraman is appointed as the Company Secretary with effect from 25th April, 2019 in place Mr. Sandesh Kumar who resigned from the position of Company Secretary on 20th March, 2019.

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