

As on 06th September, 2017

BOARD OF DIRECTOR

Mrs. Sarita Mansingka	:	Managing Director / Chairperson
Mr. Kailash Chandra Dawda	:	Independent Director
Mr. Prahlad Kumar Maheshwari	:	Independent Director
Mr. Gopal Ramotar Khandelwal	:	Independent Director
Mr. Sanjay Kumar Kaushik	:	CFO

BOARD COMMITTEES:

1. Audit Committee

Mrs. Sarita Mansingka	:	Chairperson
Mr. Prahlad Kumar Maheshwari	:	Member
Mr. Kailash Chandra Dawda	:	Member

Auditors:

M/s Shankarlal Jain and
Associates LLP
(Chartered Accountants)

Ferrao MSR & Associates
(Secretarial Auditors)

Chief Financial Officer:

Mr. Sanjay Kumar Kaushik

**2. Nomination and
Remuneration Committee**

Mr. Kailash Chandra Dawda	:	Chairman
Mr. Prahlad Kumar Maheshwari	:	Member
Mr. Gopal Ramotar Khandelwal	:	Member

Share Transfer Agents:

Sharex Dynamic (India) Pvt. Ltd.
Unit-1, Luthra Ind. Premises,
1st Flr, 44-E, M Vasanti Marg,
Andheri-Kurla Rd., Safed pool,
Andheri(E), Mumbai 400072
Tel.: 022 - 28515606, 28515644

**3. Stakeholders Relationship
Committee**

Mr. Kailash Chandra Dawda	:	Chairman
Mr. Prahlad Kumar Maheshwari	:	Member
Mr. Gopal Ramotar Khandelwal	:	Member

Compliance Officer:

Ms. Meena Gupta

Bankers:

HDFC Bank,

Registered Office:

1111A, Raheja Chambers,
213, Nariman Point,
Mumbai - 400 021
Tel.:(022)-22852796/97/99
E-mail: -info@indsoya.in
Website: www.indsoya.in

Listed at:

The Bombay Stock Exchange Ltd
The Delhi Stock Exchange Ltd

NOTICE

Notice is hereby given that the 37th Annual General Meeting of **Indsoya Limited** will be held at the Registered office of the Company situated at 1111-A, Raheja Chambers, 213 Nariman Point, Mumbai – 400 021, on **Friday 29th September, 2017** at 11.00 A.M., to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2017, the Profit & Loss Account of the Company for the financial year ended on that date and the Reports of the Auditors and Directors thereon.
2. To appoint Mrs. Sarita Mansingka as Director, liable to retire by rotation and being eligible for re-appointment.

3. Appointment of Auditors:

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

“**RESOLVED THAT** pursuant to section 139, 141 and 142 and all other applicable provisions read with the Companies (Audit and Auditors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or amendment or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, **M/s. RBR & Associates**, Chartered Accountants bearing Firm Registration No. 138415W, be and are hereby appointed as Statutory Auditors of the Company in place of **M/s Shankarlal Jain & Associates LLP** (FRN 109901W / W100082), the retiring auditors of the Company whose tenure expires at this Annual General Meeting to hold office for a term of five consecutive years i.e. for the financial years 2017-2018 to 2021-2022 (subject to ratification of their appointment at every AGM by the shareholders), at remuneration to be determined by the Board of Directors.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution including fixation of their remuneration and reimbursement of out of pocket expenses incurred in the course of audit.”

By Order of the Board
For **Indsoya Limited**

Sd/-
Sarita Mansingka
Managing Director
& Chairperson
DIN: 01788320

Place: **Mumbai**

Date: **06th September, 2017**

Details of Director Seeking Re-appointment at the Annual General Meeting

Name	Sarita Mansingka
Fathers' Name	Badridass Modi
Date of Birth	05/03/1960
Date of Appointment	07/06/2010
Expertise in specific functional areas	Expertise in administration and finance
Years of Experience	More than 27 years
Qualification	Graduate
Directorship in Other Companies	1. Bagban Abasan Private Limited 2. Biscon Niketan Private Limited 3. W W Trading Private Limited
Disclosure of Relationships between Directors inter se	None
Member/Chairman of the Committee	Audit Committee: - Indsoya Limited
No. of shares held in own name or in the name of relatives	88,580 Equity Shares

Notes:

1. A Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting, duly stamped.
2. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
4. Relevant documents referred to in the accompanying Notice would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between **11.00 a.m. to 1.00 p.m.** up to the date of the Annual General Meeting.

5. The Register of Members and the Share Transfer Books of the Company will remain closed from **22nd September, 2017 to 29th September, 2017** (Both Days Inclusive) for the purpose of the Annual General Meeting.
6. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP IN in all correspondence, so as to enable the Company to address any future communication at their correct address.
7. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
8. Members desirous of seeking any information concerning the Accounts or operations of the Company is requested to address their queries in writing to the Company at an early date, so that the requested information can be made available at the time of the meeting.
9. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, **Sharex Dynamic (India) Private Limited**, for assistance in this regard.
10. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
11. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form with Depository Participants. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination in form may contact their depository Participant for recording nomination in respect of their shares.
12. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
13. 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 Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.

14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules thereunder, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participants(s)/Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the 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 to all members in the permitted mode.
15. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website www.indsoya.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: info@indsoya.in
16. Members can opt for one mode of voting i.e. either by poll paper or through e-voting. If Members opt for e-voting then they cannot vote by poll paper or vice versa. However, in case Members cast their vote both by poll paper and e-voting, then voting done through e-voting shall prevail and voting done by poll paper will be treated as invalid.
17. In terms of relevant provisions of SEBI (LODR) 2015, in order to enable its members, who do not have access to e-voting facility, poll paper will be available at the AGM.
18. The E-voting period for all items of business contained in this Notice shall commence from **Monday the 25th September, 2017 at 9.00 a.m.** and will end on **Thursday, the 28th September, 2017 at 5.00 p.m.** During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of **September 22, 2017**, may cast their vote electronically. The e-voting module shall be

disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on **September 22, 2017**.

19. The board of directors has appointed **Mr. Martinho Ferrao** of **M/s. Martinho Ferrao & Associates**, Practicing Company Secretaries (Membership No.: **FCS 6221**) and failing **Mr. Shivkumar Vaishy**, Company Secretary (Membership No.: **ACS 45528**), an Independent Professional as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner.
20. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
21. The Route Map of the venue of the Annual General Meeting forms part of this Notice and is published elsewhere in the Annual Report of the Company.
22. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Monday, 25th September, 2017 at 9.00 a.m.** and will end on **Thursday, 28th September, 2017 at 5.00 p.m.** 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 **September 22, 2017** 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 to the e-voting website www.evotingindia.com.

- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 on to 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"> 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. 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (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 Indsoya 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 Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
 - After receiving 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 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board
For **Indsoya Limited**

Sd/-
Sarita Mansingka
Managing Director
& Chairperson
DIN: 01788320

Place: **Mumbai**

Date: **06th September, 2017**