

**As on 30<sup>th</sup> May, 2018**

**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 Bhatte & Paliwal,  
(Chartered Accountants)

**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

**3. Stakeholders Relationship  
Committee**

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

**Compliance Officer:**

Ms. Meena Gupta

**Bankers:**

HDFC Bank,  
143, Ground floor, Soona  
Mahal, Marine Drive,  
Mumbai- 400020

**Registered Office:**

1111A, Raheja Chambers,  
213, Nariman Point,  
Mumbai - 400 021

**Listed at:**

The Bombay Stock Exchange Ltd  
The Delhi Stock Exchange Ltd

**Tel: (022)-22852796/97/99**

**E-mail: [info@indsoya.in](mailto:info@indsoya.in)**

**Website: [www.indsoya.in](http://www.indsoya.in)**

## CONTENTS

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.</b>
1.	Notice	3
2.	Directors Report	11
3.	Management Discussion and Analysis Report	19
4.	Policy On Appointment Of Directors And Senior Management	21
5.	Policy For Remuneration Of The Directors	23
6.	Policy On Remuneration Of Key Managerial Personnel And Employees	26
7.	Disclosure on Related Party pursuant to Para A of Schedule V of LODR	28
8.	Annexure as per section 197 of the Companies Act, 2013, Rule 5(1) of chapter xiii, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	29
11.	Form MGT-9	30
12.	Form MR-3 Secretarial Audit Report	42
13.	Auditors Report	46
14.	Balance Sheet as at 31 <sup>st</sup> March, 2018	53
15.	Statement of Profit and loss account for the year ended 31 <sup>st</sup> March, 2018	54
16.	Cash Flow Statement annexed to the Balance Sheet for the period April 2017- March 2018	55
17.	Statement of Change in Equity	56
18.	Notes forming a part of the Accounts for the period ended 31 <sup>st</sup> March, 2018	57
19.	Form MGT-11- Proxy Form	67
20.	Attendance Slip	69
21.	Route Map	70

## **NOTICE**

Notice is hereby given that the 38<sup>th</sup> 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 **Saturday, 29<sup>th</sup> September, 2018** at 03.00 P.M., to transact the following business:

### **ORDINARY BUSINESS:**

- 1.** To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018, 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 of the Companies Act, 2013 **M/s. Bhatte and Paliwal**, Chartered Accountants bearing Firm Registration No. 131411W, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of the Annual General Meeting of the Company to be held in the financial year 2021-2022, at a remuneration to be determined by the Board of Directors of the Company.”

**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 and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.”

By Order of the Board  
For **INDSOYA LIMITED**

Sd/-  
**Kailash Dawda**  
**Director**  
**DIN:01744419**

**Place:** Mumbai  
**Date:** 30.05.2018

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

<b>Name</b>	<b>Sarita Mansingka</b>
<b>Fathers' Name</b>	Badridass Modi
<b>Date of Birth</b>	05/03/1960
<b>Date of Appointment</b>	07/06/2010
<b>Expertise in specific functional areas</b>	Expertise in administration and finance
<b>Years of Experience</b>	More than 27 years
<b>Qualification</b>	Graduate
<b>Directorship in Other Companies</b>	1. BagbanAbasan Private Limited 2. Biscon Niketan Private Limited 3. W W Trading Private Limited 4. Tania Industries Private Limited
<b>Member/Chairman of the Committee</b>	<b>Audit Committee:</b> 1. Indsoya Limited <b>Nomination and Remuneration Committee:</b> 1. Indsoya Limited <b>Stakeholders Relationship Committee:</b> 1. Indsoya Limited
<b>No. of shares held in own name or in the name of relatives</b>	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 intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on its behalf at the Meeting;
3. Members/ proxies are requested to bring their duly filled attendance slips 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. 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.
6. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
7. Members desirous of seeking any information concerning the Accounts or operations of the Company are 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.
8. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to avoid inconvenience and 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.
9. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be titled to vote.
10. 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 can avail the facility of nomination in respect of shares held by them in physical form in accordance with the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH - 13 duly filled in to Sharex Dynamic (India) Private Limited;
11. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
12. 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.

13. 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 service or by leaving it 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, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.
14. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website [www.indsoya.in](http://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](mailto:info@indsoya.in)
15. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting, then they cannot vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
16. In terms of relevant provisions of SEBI (LODR) 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to

carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to **M/s. Martinho Ferrao and Associates**, Scrutinizer, Level 3, Office # 301, Dhun Building, 23/25 Janmabhoomi Marg, Fort, Mumbai - 400 001. Tel.: **022-22024366**, Email: [mferraocs@gmail.com](mailto:mferraocs@gmail.com) so as to reach him on or before 28<sup>th</sup> September, 2018 by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.

17. Members can request for a Ballot Form at **Indsoya Limited**, 1111-A Raheja Chambers, 213 Nariman Point, Mumbai - 400021 or they may also address their request through E-mail to: **info@indsoya.in**, Contact No.:(022)-22852796/97/99.

18. The E-voting period for all items of business contained in this Notice shall commence from **Tuesday, the 25<sup>th</sup> September, 2018 at 9.00 a.m.** and will end on **Friday, the 28<sup>th</sup> September, 2018 at 5.00 p.m.** During this period, the Equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of **22<sup>nd</sup> September, 2018**, 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 **22<sup>nd</sup> September, 2018**.

19. The Board of Directors has appointed **Mr. Martinho Ferrao** of **M/s. Martinho Ferrao & Associates**, Practicing Company Secretaries (Membership No: **FCS 6221**) as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.

20. The Results of E-voting shall be declared at the Annual General Meeting of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

21. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least (two) 2 witnesses not in the employment of the Company and make, not later than three (3) days 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.

22. 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.

**23. 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 **Tuesday, 25<sup>th</sup> September, 2018 at 9.00 a.m.** and will end on **Friday, 28<sup>th</sup> September, 2018 at 5.00 p.m.** During this period, the 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, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) That the facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting;
- (iii) Shareholders who have already voted prior to the meeting date may also attend the meeting but shall not be entitled to vote at the meeting venue.
- (iv) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (v) Click on Shareholders.
- (vi) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.



(viii) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(ix) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your de-mat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>• 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).</li></ul>

(x) After entering these details appropriately, click on "SUBMIT" tab.

(xi) 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.

(xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xiii) Click on the EVSN for the relevant '**Indsoya Limited**' on which you choose to vote.

(xiv) 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.

- (xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xix) 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.
- (xx) **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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

Sd/-  
**Kailash Dawda**  
**Director**  
**DIN: 01744419**

**Place:** Mumbai  
**Date:** 30.05.2018