

INDSOYA LIMITED

34TH ANNUAL REPORT 2013 – 2014

BOARD OF DIRECTORS

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

AUDITORS

SHANKARLAL JAIN AND ASSOCIATES,
Chartered Accountants

BANKERS

HDFC Bank,

REGISTERED OFFICE

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

REGISTERAR & SHARE TRANSFER AGENT

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

LISTED ON

The Bombay Stock Exchange Ltd
The Delhi Stock Exchange Ltd

Day & Date of A.G.M.

Thursday, September 25, 2014

Time

11.00 A.M.

NOTICE

THE 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 THURSDAY, THE 25TH DAY OF SEPTEMBER, 2014 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1. To receive and adopt the Directors Report and Audited Balance Sheet and Profit and Loss Account for the year ended 31st March 2014.

2. To appoint Mr. Kailash Chandra Dawda as Director, liable to retire by rotation and being eligible for re-appointment.

3. Appointment of and fixing of remuneration of Auditors

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

“RESOLVED THAT pursuant to Section 139, 141 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, M/s. Shankarlal Jain & Associates, Chartered Accountants, Mumbai (ICAI Registration Number-109901W), the retiring Auditors of the Company, be re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Board in addition to out of pocket expenses as may be incurred by them during the course of the Audit.”

Note:

1. A Member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll, instead of himself and the proxy need not be a Member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the

Company not less than forty eight hours before the commencement of the Meeting.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

2. Members/Proxies should fill in the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four (24) hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than three (3) days in writing of the intension to inspect the proxies lodged shall be required to be provided to the Company.
5. The register of Members and the Share Transfer Books of the Company will remain closed from Monday, 22nd September, 2014 to Thursday, 25th September, 2014 [both days inclusive].
6. Members can avail of 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 (erstwhile section 109A of the Companies Act, 1956).
7. Members desiring to avail of this facility may send their nomination in the prescribed Form SH - 13 duly filled into Sharex Dynamix Services (I) Pvt. Limited.
8. Members are requested to: a) intimate to the Company's Registrar & Share Transfer Agents, Sharex Dynamix (India) Pvt. Ltd., changes, if any, in their registered addresses at an early date b) quote their folio numbers / client ID / DP ID in all correspondence.
9. 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 Agents, Sharex Dynamix (India) Pvt. Ltd.

10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. 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 by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participant/ the Company's Registrar & Share Transfer Agents 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 shall pay such fees as may be determined by the company in its annual general meeting. In cases where any member has not registered his/her e-mail address with the company, the service of documents etc. will be effected by other modes of service as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules thereunder. Those members, who desire to receive notice / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his/her Depository Participant / the Company's Registrar & Share Transfer Agents, M/s. Sharex Dynamix (India) Pvt. Ltd., as the case may be.

11. Printed copies of the Notice of the 34th 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. In addition, Notice of the 34th Annual General Meeting of the Company in electronic form inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is also being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes.

12. Voting through electronic means

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), the items of Business given in AGM Notice may be transacted through electronic voting system and the Company is providing e-voting facility to the members who are the members as on Monday, 01st September, 2014 (End of Day) being the "Record Date" fixed for the purpose, to exercise their right to vote at the 34th AGM by electronic means through the e-voting platform provided by Central Depository Services Ltd. (CDSL).

The e-voting period commences on 22nd September, 2014 (9:00 am) and ends on 23rd September, 2014 (5:30 pm). During the e-voting period, members' of the Company, holding shares either in physical form or in dematerialized form, may cast their votes electronically. The 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.

Instructions for e-voting

In compliance with the provisions of Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 and the rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice. The e-voting facility is available at the link.

Please read the instructions below before exercising your vote:

Steps for e-voting

Instructions for Voting:

In case of members receiving e-mail:

- I. Log on to the e-voting website www.evotingindia.com
- II. Click on "Shareholders" tab.
- III. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 digit client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- IV. Next enter the Image Verification as displayed and Click on Login.
- V. 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.
- VI. 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> <p>Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234</p>

	<p>then enter RA00001234 in the PAN field.</p> <p>Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: In case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is RA00001234.</p>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on September 01, 2014 in the Dividend Bank details field.</p>

- VII. After entering these details appropriately, click on "SUBMIT" tab.
- VIII. 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.
- IX. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- X. Click on the EVSN for **Indsoya Limited** on which you choose to vote.
- XI. 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.
- XII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XIII. 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.
- XIV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- XV. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- XVI. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- A. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - B. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - C. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - D. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - E. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

1. Please follow all steps from sl. no. (I) to sl. no. (XVI) above to cast vote.
2. The voting period begins on 22nd September 2014 at 09.00 AM and ends on 23rd September 2014 at 05.30 PM. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 01st September 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
3. 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.

In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

1. Initial password will be provided by CDSL, EVEN (E-Voting Event Number), user ID and password.
2. Please follow all steps from sl. no. (II) to sl. no. (XVI) above, to cast vote.

Other Instructions

1. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 01st September, 2014.
2. Mr. Martinho Ferrao, Practicing Company Secretary (Membership No. FCS 006221), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Assent / Dissent Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

INDSOYA LIMITED

CIN: L67120MH1980PLC023332

Email: info@indsoya.in

3. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
4. Members who do not have access to e-voting facility may send duly completed Assent / Dissent Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Martinho Ferrao, Practicing Company Secretary, (Membership No. FCS 006221), at the Registered Office of the Company not later than 23rd September 2014 (05:30 PM).

Members have the option to request for physical copy of the Assent / Dissent Form by sending an email to info@indsoya.in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Assent / Dissent Form should reach the Registered Office of the Company not later than 23rd September 2014 (05:30 PM).

Assent / Dissent Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Assent / Dissent Form. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Assent / Dissent Form shall be treated as invalid.

5. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.indsoya.com within two days of the passing of the resolutions at the 34th AGM of the Company on 25th September 2014 and communicated to the BSE Limited and Delhi Stock Exchange Limited where the shares of the Company are listed.

For INDSOYA LIMITED

Sd/-

**Mr. K. C. Dawda
DIRECTOR
DIN: 01744419**

Place: Mumbai

Date: 29 May, 2014

Registered office:

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

INDSOYA LIMITED

1111A, Raheja Chambers, 213 Nariman Point, Mumbai – 400021

CIN: L67120MH1980PLC023332

Tel No.:- (022) 22852796-97-99

E-mail: info@indsoya.in

DIRECTORS' REPORT

DIRECTORS REPORT TO THE SHAREHOLDERS

Your Directors have pleasure in submitting their 34th Annual Report with the audited accounts for the year ended March 31, 2014.

OPERATIONS:

The operations of the company have resulted in a Profit After Tax of **Rs. 11,80,976/-** during the year ended March 31, 2014 as shown below

Financial data results

	<i>(Amount in Rupees.)</i>	
	Year ended	Year ended
	<u>31st March 2014</u>	<u>31st March 2013</u>
Profit / (Loss) Before Tax	16,84,425	44,11,852
Less: Provision for Tax	5,25,000	14,50,000
Less: Provision for Tax (earlier years)	(21,551)	-
Net Profit / (Loss) After Tax	11,80,976	29,61,852
Surplus brought from the previous year	84,29,162	54,67,310
Surplus / (Deficit) Carried to Balance Sheet	96,10,138	84,29,162

DIVIDEND:

In order to conserve the resources the Directors have not recommended any dividend for the financial year ended March 31, 2014.

DIRECTOR:

Mr. Kailash Chandra Dawda, Director of the Company retires at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment as Director.

AUDITORS AND AUDITORS OBSERVATIONS:

M/s. Shankarlal Jain and Associates, Chartered Accountants, retires as auditors of the Company at the ensuing Annual General Meeting and offer themselves for reappointment.

With regard to the Auditors observations, the same have been duly explained in the notes, hence does not require any further clarifications.

SECRETARIAL COMPLIANCE CERTIFICATE:

The Secretarial Compliance Certificate issued by a practicing Company Secretary pursuant to Section 383A of the Companies Act 1956 read with Rule 3 of Companies (Compliance Certificate) Rule, 2001 is annexed to this Report.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Directors Responsibility Statement, it is hereby confirmed:

- i) that in the preparation of the Annual Accounts for the year ended March 31, 2014, the applicable Accounting Standards have been followed alongwith proper explanation relating to material departures.
- ii) that 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 fair view of the state of affairs of the Company at the year ended March 31, 2014 and of the profit of the Company for that period.
- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 1956 for safeguarding the assets of the Company and for preventing fraud and other irregularities.
- iv) that the Directors had prepared the Annual Accounts for the year ended March 31, 2014 on a going concern basis.

PARTICULARS OF EMPLOYEES:

The particulars of the employees under the provision of section 217 (2A) of the Companies Act, 1956 are not given as no employees was in receipt of remuneration exceeding Rs.60,00,000/- p.a., if employed for the full year or Rs. 5,00,000/-p.m. if employed for part of the year.

INFORMATION PURSUANT TO SECTION 217 (1) (a):

The Company does not carry out any manufacturing activity therefore Rule 2 of the Companies (Disclosure of particulars in the report of the Board of Directors) Rules 1988, pursuant to Section 217 (1) (a) of the Companies Act, 1956 is not applicable.

PARTICULARS ON CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

This information is required as per Section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended March 31, 2014.

Since the Company's operations involve low consumption of energy, the Company has no comments to offer as far as (a) conservation of energy and (b) Technology absorptions are concerned.

FOREIGN EXCHANGE:

The Foreign exchange earnings and foreign exchange expenditure during the period under consideration was NIL.

**For and on behalf of the Board of Directors of
INDSOYA LIMITED**

**Sd/-
Sarita Mansingka
Director**

**Sd/-
K. C. Dawda
Director**

PLACE: MUMBAI

DATED: MAY 29, 2014

SECRETARIAL COMPLIANCE CERTIFICATE

Registration No	Authorized Capital	Paid-up Capital
L67120MH1980PLC023332	50,00,000/-	20,00,000

The Members of
INDSOYA LIMITED
1111-A, Raheja Chambers,
213, Nariman Point,
Mumbai - 400 021

I have examined the registers, records, books and papers of **INDSOYA LIMITED** (*the Company*) as required to be maintained under the Companies Act, 1956, (*the Act*) and the rules made there under and applicable provisions of the Companies Act, 2013 and also the provisions contained in the Memorandum of Association and Articles of Association of the Company for the financial year ended on March 31, 2014.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in *Annexure 'A'* to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed forms and returns as stated in *Annexure 'B'* to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and rules made thereunder and *in case of delay by paying the prescribed additional fees.*
3. The company being a Public Limited company has the minimum prescribed paid up capital.



4. The Board of Directors duly met *four* times respectively on May 30th 2013, August 13th 2013, November 12th 2013, February 14th 2014, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The company has closed its Register of Members from 26th September 2013 to 30th September 2013 and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on March 31, 2013 was held on 30th September, 2013 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra ordinary general meetings were held during the financial year.
8. The company has advanced loan to its private company of which a director is a director and member, this company referred to under section 295 of the Act.
9. The company has entered into any contract falling within the purview of Section 297 of the Act in respect of contracts specified in that section. Necessary approvals have been taken by the company in this regard.
10. The company has made the necessary entries, if any in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act during the year under review, the company was not required to obtain any approvals from the Board of Directors, Members or the Central Government in respect of the aforesaid section.
12. The Board of Directors has not issued duplicate share certificates during the financial year under review.
13. The Company has:
 - i) not made any allotments during the year. However the Company has delivered all certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provision of the Act.



- ii) not declared any dividend during the year and hence the Company was not required to deposit any amount as unpaid in a separate bank account.
 - iii) not paid /posted warrants for dividends to any members, since no dividend was declared during the year under review.
 - iv) not transferred any amounts to the Investors Education and Protection Fund since there were no unpaid dividends, application money due for refund, matured deposits, matured debentures and the interest accrued thereon, outstanding for a period of seven years.
 - v) has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the company is duly constituted. There was no appointment of directors, additional directors, alternate directors and directors to fill casual vacancies during the financial year.
15. The Company has not appointed any Managing Director / Whole Time Director / Manager during the financial year under review.
16. The Company has not appointed any sole-selling agents during the financial year under review.
17. As explained to me, the Company has not obtain any approvals from the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such other authorities as may be prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued and allotted any shares and securities during the financial year under review.
20. The Company has not bought back any shares during the financial year under review.



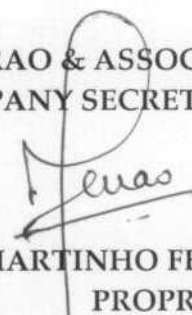
21. Since the company has no preference shares/debentures, the company was therefore not required to redeem any preference share/debentures during the year under review.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. According to the information and explanation given to us the Company has not invited/accepted any other deposits including any unsecured loans falling within the purview of the provisions of Section 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975 during the year under review.
24. The Company has not made any borrowings during the financial year under review.
25. The Company has made loans and advances to other bodies corporate in compliance with the provisions of the Act and as made necessary entries in the register kept for the purpose during the financial year under review. However, they have not made any investments, or given guarantees or provided securities to such bodies corporate.
26. The Company has not altered the provisions of the Memorandum of Association with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the Memorandum of Association with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the Memorandum of Association with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the Memorandum of Association with respect to share capital of the company during the year under scrutiny.
30. The company has not altered its Articles of Association during the year under scrutiny.



31. There were no prosecution initiated against or show cause notices received by the company for alleged offences under the Act and also no fines and penalties or any other punishment imposed on the company during the financial year under review.
32. The company has not received any money as security from its employees during the year under review.
33. According to the explanation given to us, the Provident Fund Act is not applicable to the company. Hence the company was not required to deduct and deposit Provident Fund with prescribed authorities pursuant to section 418 of the Act.

For **MARTINHO FERRAO & ASSOCIATES**
COMPANY SECRETARIES




MARTINHO FERRAO
PROPRIETOR
C P. No. 5676

Place: **Mumbai**

Dated: 29th May, 2014

ANNEXURE ' A ' (Refer Para 1 of report)		
No.	Registers as maintained by the Company	Under Section
1	Register of Members	150
2	Minutes Books of proceedings of a) General Meeting b) Board of Directors	193 193
3	Register of Contracts, Companies & Firms in which directors are interested	301
4	Register of Directors	303
5	Register of Director Shareholding	307
6	Register of charges	143
7	Register of Transfer of shares	108

ANNEXURE ' B '

(Refer Para 2 of report dated 29th May, 2014)

Returns filed by the Company with the Registrar of Companies, Maharashtra, Mumbai, during the Financial Year Ended on March 31, 2013

No	Form No.	Under Section	Purpose	When Filed with ROC
1	Form 20B (Annual Return as on 30 th September, 2013)	159	As prescribed in the section	November 29, 2013
2	Form 23AC/ACA (Balance Sheet & P/L as on March 31, 2013)	220	As prescribed in the section	October 22, 2013
3	Form 66 (Compliance Certificate for the year ended March 31, 2013)	383A	As prescribed in the section	October 2, 2013





AUDITOR'S REPORT **FOR THE YEAR ENDED 31 ST MARCH 2014**

To the Members of Indsoya Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Indsoya Ltd , which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 "the Act". This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

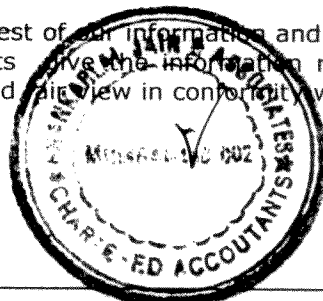
Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:



Branch Office : Shopper's Point, 5th Floor, H. B. Road, Fancy Bazar, Guwahati - 781 001, ASSAM.

Contact Partner : Bineet Bagaria, B. Com., F.C.A. ■ Tel. : 0361-2600471 ■ Mobile : 09864067403

(a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;

(b) In the case of the Profit and Loss Account, of the profit/ loss for the year ended on that date; and

(c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of matter:

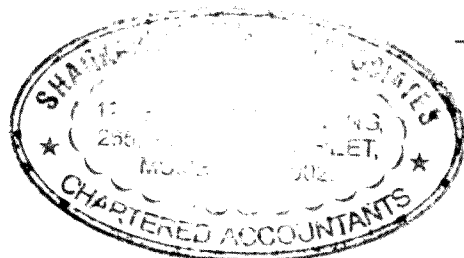
1. Fall in market value of Investment by Rs 19.40 lacs as in the opinion of management the same is considered as temporary in nature, hence no provision has been made.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from branches not visited by us;
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **SHANKARLAL JAIN & ASSOCIATES**
Chartered Accountants
Firm Reg. No.109901 W

Place: Mumbai
Date : 29/05/2014



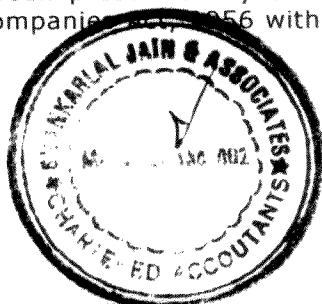


S.L. AGRAWAL
(PARTNER)
Membership No. 72184

ANNEXURE "A" TO THE AUDITORS' REPORT

(Referred to in Paragraph of the Auditors' Report of even date to the members of **INDSOYA LTD.** on the financial statements for the year ended 31st March 2014)

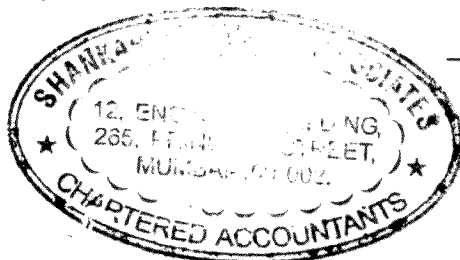
1. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. We are informed that fixed assets were verified by the management at the end of the year and no material discrepancy was noticed on such verification by the management. No assets have been disposed off during the year.
2.
 - a. As informed, the Stock of finished/traded goods of the Company (excepting those lying with third party etc.) have been physically verified by the management during the year, which in our opinion is reasonable.
 - b. According to the information and explanations given to us, the procedures of physical verification of inventories followed by the Company are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. The Company is maintaining proper records of inventory and according to the information and explanations given to us, the discrepancies noticed on physical verification were not material and the same have been properly dealt with in the books of account. However there is no stock at the end of the year.
3. a)The company has not taken unsecured loans from companies, firms listed in the register maintained under section 301 of the Companies Act, 1956. The company has granted unsecured loans to companies listed in the register maintained under section 301 of the Companies Act, 1956 Rs 73.45 lacs .
b)In our opinion the terms & conditions of loan granted is not prejudicial to the interest of the company.
c)Principal as well as interest are received regularly.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of goods, securities and for the sale of goods , securities.
5. As explained to us, in case of transactions exceeding the value of Rs 5 Lakhs in the financial year in respect of any party (a) the transaction need to be entered into a register in pursuance of Section 301 of the companies act,1956 have been so entered. (b) in our opinion these transaction have been made at the prices which are reasonable having regards to prevailing market price at relevant price
6. The company has not accepted deposit from public.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. According to the information and explanation given to us, maintenance of cost records have not been prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956 with regard to the nature of business of the company.




9. According to the information and explanations given to us, there are no undisputed amounts payable in respect of Income-tax, Wealth-tax, Sales Tax, Service tax, Customs duty and Excise duty were outstanding, as at 31st March, 2014 for a period of six months from the date they became payable. We have been informed that there is no disputed statutory liability pending at the end of the year.
10. The company does not have any accumulated losses as at financial year and it has not incurred cash loss in the financial year or in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to Banks or Debentures holders.
12. The company has not granted any loans or advances on the basis of security by way of pledge of shares, debenture and other securities. Hence, there is no need to maintain the records regarding security of loans.
13. As the company is not Chit fund, Nidhi or mutual benefit society, the question of application of special statute does not arise.
14. The company has maintained proper records of the transactions and contracts of investments in shares and has also made timely entries therein. The shares held by the company at the end of the year are in its own name.
15. The Company has not given any guarantees for loans taken by others from banks or financial institutions.
16. The Company has not obtained any term loan during the year.
17. The Company has not raised any fund during the year.
18. The Company has not made any preferential allotment of shares during the year.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by public issue during the year.
21. During the checks carried out by us, any frauds on or by company has not been noticed or reported during the year under report.

For **SHANKARLAL JAIN & ASSOCIATES**
Chartered Accountants
Firm Reg. No.109901 W

Place: Mumbai
Date : 29/05/2014





S.L. AGRAWAL
(PARTNER)
Membership No. 72184

INDSOYA LIMITED

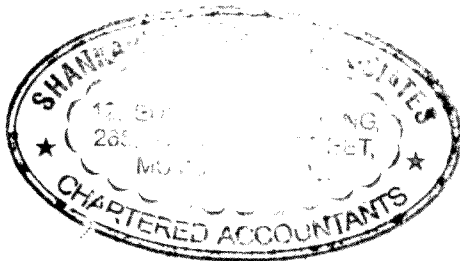
BALANCE SHEET AS AT 31ST MARCH 2014

	Note No.	As at 31.03.2014	As at 31.03.2013
EQUITY AND LIABILITIES			
Shareholder's Funds			
(a) Share Capital	2	2,000,000	2,000,000
(b) Reserves & Surplus	3	10,034,908	8,853,932
Sub-Total of Shareholder's Funds		12,034,908	10,853,932
Non -Current Liabilities			
Current Liabilities			
(a) Trade Payables(Other than SSI)		375,514	417,639
(b) Other Current Liabilities(TDS)		9,429	12,125
(c) Short-Term Provisions -For tax		1,975,000	1,950,000
Sub-Total of Current Liabilities		2,359,943	2,379,764
TOTAL		14,394,851	13,233,696
ASSETS			
Non-current asset			
(a) Fixed Assets			
(i) Tangible Assets	4	5,512	9,124
(b) Non-Current Investment	5	2,089,166	2,089,166
Sub-Total of Non-Current Assets		2,094,678	2,098,290
Current Assets			
Cash And Cash Equivalents	6	237,884	153,385
Short-Term Loans And Advances	7	12,062,289	10,982,021
Sub-Total of Current Assets		12,300,173	11,135,406
TOTAL		14,394,851	13,233,696
See accompanying notes to the financial statements	1		

The notes referred to above are form an integral part Balance Sheet.

As per our report of even date
For Shankarlal Jain & Associates
Chartered Accountants
FRN-109901W

(S L Agrawal)
Partner
M NO :72184
Place : Mumbai
Date : 29/05/2014



For INDSOYA LTD.

(Signature)
(Signature)
Directors

INDSOYA LIMITED

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2014

	Note No.	For the year ended 31.03.2014	For the year ended 31.03.2013
Revenue From Operations - Sales of Soyabean Extraction		55,452,752	66,005,226
Other Income	8	2,408,524	3,066,335
Total Revenue		57,861,276	69,071,561
Expenses :			
Purchases of Stock in Trade-Soyabean Extraction		53,768,952	61,398,163
Employee Benefits Expenses		581,300	659,394
Finance Costs (To Bank)		1,203,213	1,768,397
Depreciation & Amortisation Expenses	4	3,612	6,021
Other Expenses	9	619,774	827,734
Total Expenses		56,176,851	64,659,709
Profit Before Exceptional and Extraordinary items		1,684,425	4,411,852
Exceptional Items		-	-
Profit Before Extraordinary Items and Tax		1,684,425	4,411,852
Extraordinary Items		-	-
Profit Before Tax		1,684,425	4,411,852
Tax Expenses :			
(1) Provision For Current Tax		525,000	1,450,000
(2) Provision For earlier years		(21,551)	-
		503,449	1,450,000
Profit(Loss) before Appropriations		1,180,976	2,961,852
Appropriations :		-	-
Profit(Loss) for the period		1,180,976	2,961,852
Profit Brought Forward from last Balance Sheet		8,429,162	5,467,310
Profit Carried Forward to Balance Sheet		9,610,138	8,429,162
See accompanying notes to the financial statements	1		


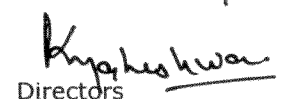
The notes referred to above are form an integral part of the Profit & Loss Account.

As per our report of even date
For Shankarlal Jain & Associates
Chartered Accountants
FRN-109901W


(S L Agrawal)
Partner
M NO : 72184
Place : Mumbai
Date : 29/05/2014



For INDSOYA LTD.



Directors

NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014
NOTE '1'

1.1 Statement on significant Accounting Policies:

- i) Basis of accounting:
Generally mercantile system of accounting is followed.
- ii) Investments:
 - a) Investments being long term in nature are valued at cost of acquisition and related expenses such as brokerage and stamp duties.
 - b) Temporary fall in market value of investment are not provided for
- iii) Revenue recognition:
 - a) Interest income is recognised on a time proportion basis depending upon amount outstanding and the rate applicable.
 - b) Dividend Income is treated on receipt basis.
 - c) Sales of shares and debentures are recognised on execution of date of order and Profit/Loss on Sale is considered on identification method basis.
 - d) Sales is recognized on bill to customers.
- iv) a) Fixed Assets are stated at cost of acquisition less depreciation.
 b) The depreciation on fixed assets is charged on Written Down Value basis as per rates prescribed in Schedule XIV of Companies Act, 1956.

1.2 In the opinion of the Board, Current Assets, Loans and Advances are approximately of the value stated if realized in the ordinary course of business.

1.3 The Company has mainly activity of trading in commodities except long term investments in shares. Hence income from them and Assets & Liabilities are considered only one segment therefore, Disclosure of segment reporting pursuant to AS – 17 issued by the ICAI is not required.

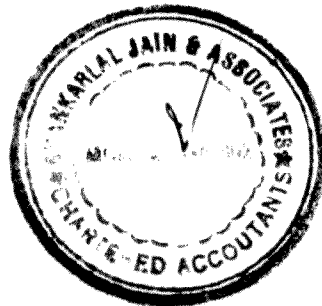
1.4 In view of applicability of AS – 22, company does not have material deferred liability. Therefore the same is not recognized in the accounts.

1.5 Pursuant to requirement of AS – 18 issued by ICAI the details of transactions carried out during the year with the related parties are disclosed as under

Sr. No.	Name of Party	Relationship	Nature of Transaction	Amount (Rs.)
i)	Tania Industries Pvt. Ltd.	Associate Co.	Interest Received	2394117 (3066333)
			Purchases	53768952 (61398163)
			Advances outstanding 31/03/14	9915454 (9356105)

1.6 No provision for diminutions in market value of investments of Rs. 1939984/--has been made during the year as management is of the opinion that the same is temporary in nature and Investment is considered as long term .Hence no provision is required .

1.7 Sundry debits/credit balances are subject to confirmation and reconciliation if any.

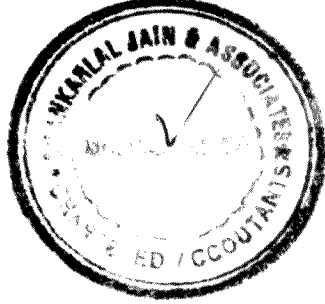


1.8 Accounting Standard by ICAI Earning per Share is calculated as follows:

	<u>2013-2014</u>	<u>2012-2013</u>
a) Net Profit available after tax (In Rupees)	1180976	2961852
b) Weighted average number of Equity Shares	200000	200000
c) Basic & Diluted Earning per Share (In Rupees)	5.90	14.81

1.9 Additional Information to be given pursuant to para 3 & 4 of the part II of Schedule VI of the Companies Act, 1956, are not applicable.

1.10 Figures of the previous year have been rearranged and/or regrouped wherever necessary to conform to current year's presentation.



	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
NOTE `2` SHARE CAPITAL AUTHORISED 500000 Equity Shares of Rs.10/- each	5000000	5000000
ISSUED, SUBSCRIBED & PAID UP 200000 Equity Shares of Rs.10/- each	2000000	2000000

a) The company has only one class of equity shares having par value of Rs 10/- per share.

b) The details of shareholders holding more than 5 % shares:-

Name of shareholders	No of shares	% No of shares		%
1. saritadevi Mansingka	88580	44.29	78630	39.32
2. Divansh Mansingka	26290	13.15	26290	13.15

NOTE `3` RESERVE & SURPLUS GENERAL RESERVE As per last Balance Sheet	424770	424770
Profit & Loss Account	9610138	8429162
	<u>10034908</u>	<u>8853932</u>

NOTE `4`

FIXED ASSETS ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2014

SR. NO.	PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK	
		AS AT 31/03/13	ADDITION DURING THE YEAR	AS AT 31/03/14	UPTO 31/03/13	Adjusted for sale	WRITTEN OFF DURING THE YEAR	UPTO 31/03/14	AS AT 31/03/14	AS AT 31/03/13
1	Furniture	11089	0	11089	10996	0	0	10996	93	93
2	Computer	48800	0	48800	39769	0	3612	43381	5419	9031
	TOTAL	59889	0	59889	50765	0	3612	54377	5512	9124
	PREVIOUS YEAR	59889	0	59889	44744	0	6021	50765	9124	15145

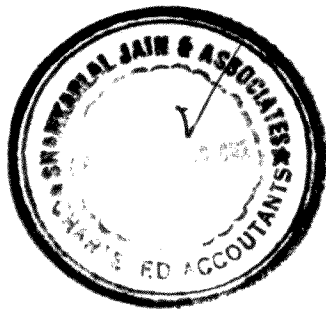


NOTE 5

Non-Current Investment

	As on <u>31ST March,14</u>		As on <u>31ST March,13</u>	
Name of the company	No. of Shares	Cost Rs.	No. of Shares	Cost Rs.
I. QUOTED				
Equity shares of Rs.10/-each fully paid up:				
Shree Salasar Investments Ltd.	50	185	50	185
Tri- Star Soya Products Ltd.	133600	2073862	133600	2073862
Vegetable Products Ltd. *	1475	15119	1475	15119
TOTAL		<u>2089166</u>		<u>2089166</u>
Aggregate market value of quoted investments		149182		149182

* Since market value is not available, hence cost is considered market value.



NOTE `6`

Cash And Cash Equivalents

Cash in hand

Balance with scheduled banks:

In Current Account

	As at 31.03.2014	As at 31.03.2013
Cash in hand	61219	123276
Balance with scheduled banks: In Current Account	176665	30109
	<u>237884</u>	<u>153385</u>

NOTE `7`

Short-Term Loans And Advances

(Unsecured , considered good)

Advances recoverable in cash or kind

Advance - tax and tax deducted at source

Advances recoverable in cash or kind	9915454	9356105
Advance - tax and tax deducted at source	2146835	1625916
	<u>12062289</u>	<u>10982021</u>

NOTE `8`

Other Income

Interest -TDS Rs 239411/- previous year Rs.

306634/-

Excess provision written back

Interest -TDS Rs 239411/- previous year Rs. 306634/-	2408524	3066333
Excess provision written back	0	2
	<u>2408524</u>	<u>3066335</u>

NOTE `9`

Other Expenses

Listing fees

Professional Charges

Rates & taxes

Telephone expenses

Travelling & conveyance expenses

Brokerage & commission

Auditor 's remuneration :-

- Audit fees

- Tax Audit fees

- Tax matter

Bank charges

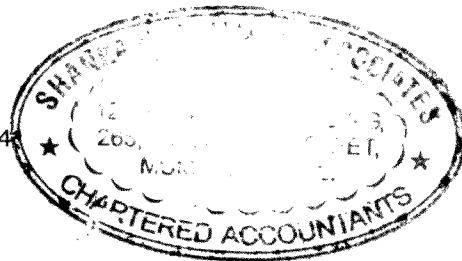
Miscellaneous expenses

Listing fees	28661	29213
Professional Charges	105619	96352
Rates & taxes	2500	7217
Telephone expenses	20839	19313
Travelling & conveyance expenses	22333	55701
Brokerage & commission	46217	54897
Auditor 's remuneration :-		
- Audit fees	28090	22472
- Tax Audit fees	11236	11236
- Tax matter	45506	43579
Bank charges	200597	394382
Miscellaneous expenses	108176	93372
	<u>619774</u>	<u>827734</u>

The notes referred to above are form an integral part of the Profit & Loss Account.

As per our report of even date
For Shankarlal Jain & Associates
Chartered Accountants
FRN-109901W


(S L Agrawal)
Partner
M NO :72184
Place : Mumbai
Date : 29/05/2014



For INDSOYA LTD.




Directors

INDSOYA LIMITED

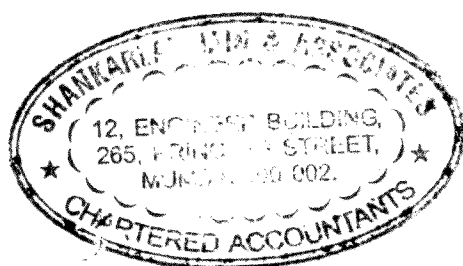
Cash Flow Statement Annexed to the Balance Sheet for the period April 2013-March 2014.

	<u>2013-2014</u>	<u>2012-2013</u>
	Rs.	Rs.
A. Cash Flow from Operating Activities		
Net Profit before tax and extraordinary items	1684425	4411852
Adjusted for :-		
Depreciation	3612	6021
Operating Profit before working Capital changes	<u>1688037</u>	<u>4417873</u>
Adjusted for :-		
Sundry Debtors	0	2824389
Loans & Advances	-1080268	-5439290
Current Liabilities	<u>-19821</u>	<u>-651620</u>
Cash generated from operations	587948	1151352
Less:- Direct tax paid	<u>503449</u>	<u>1450000</u>
Cash Flow before extraordinary items	84499	-298648
Net Cash inflow /(used) from Operating Activities (A)	84499	-298648
B. Cash Flow from Investing Activities		
Purchase / Sale of Investments (net)	0	0
Purchase / Sale of assets	0	0
Net Cash inflow /(used) in Investing Activities (B)	0	0
C. Cash Flow from Financing Activities		
Short term loans	0	0
Net Cash inflow / (used) in Financing Activities (C)	0	0
D. NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	84499	-298648
Opening Balance of Cash and Cash Equivalents	153385	452033
Closing Balance of Cash and Cash Equivalents	237884	153385

As per our report of even date
For Shankarlal Jain & Associates
Chartered Accountants
FRN-109901W

(S L Agrawal)
Partner

Mumbai :
Dated : 29/05/2014



FOR AND ON BEHALF OF THE BOARD

(Signature)

(Signature)
DIRECTORS

ATTENDANCE SLIP

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.
Joint shareholders may obtain additional slip on request.**

***Client ID No.** _____

***DP ID No.** _____

Ledger Folio No. _____

NAME AND ADDRESS OF THE MEMBERS IN FULL:

No. of Share(s) held: _____

I hereby record my presence at the 34th ANNUAL GENERAL MEETING of the Company held on Thursday, the 25th day of September, 2014 at 11:00 P.M., 1111-A, 11th Floor, Raheja Chambers, 213 Nariman Point, Churchgate, Mumbai – 400 021.

Signature of the shareholder or proxy

* Applicable for investors holding shares in electronic form

PROXY FORM

[Pursuant to section 105(6) of the Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered Address: _____

Email id: _____

Folio No/*Client ID: _____

*DP ID: _____

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1. Name: _____ Address: _____

Email Id: _____ Signature: _____

Or failing him

2. Name: _____ Address: _____

Emailid: _____ Signature: _____

Or failing him,

3. Name: _____ Address: _____

Emailid: _____ Signature: _____

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 34th Annual General Meeting of the Company, to be held on 11:00 P.M., 1111-A, 11th Floor, Raheja Chambers, 213 Nariman Point, Churchgate, Mumbai – 400 021, and at any adjournment thereof in respect of such resolutions as are indicated below:

INDSOYA LIMITED

CIN: L67120MH1980PLC023332

Email: info@indsoya.in

** I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions For/ Against Ordinary Business:

Resolutions	For	Against
Ordinary Business		
Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.		
Reappointment of Mr. Kailash Chandra Dawda as a director, who is liable to retire by rotation.		
Appointment of M/s. Shankarlal Jain & Associates, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company and fixing their remuneration.		

Signed this _____ day of _____ 2014.

Signature of the shareholder

Signature of 1st proxy holder Signature of 2nd proxy holder Signature of 3rd proxy holder

* Applicable for investors holding shares in electronic form

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. This is only optional. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

INDSOYA LIMITED

CIN: L67120MH1980PLC023332

Email: info@indsoya.in

ASSENT / DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

Name & Registered Address :
of the Sole / First Named :
Member :

Name of the joint holders :

Registered Folio No / :

DP ID No. / Client ID No :

Number of Shares held :

I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated 29th May, 2014, by conveying my / our assent or dissent to the resolutions by placing tick (√) mark in the appropriate box below:

Sr. No.	Resolutions	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
	Ordinary Business			
1	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.			
2	Reappointment of Mr. Kailash Chandra Dawda as a director, who is liable to retire by rotation.			
3	Appointment of M/s. Shankarlal Jain & Associates, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company and fixing their remuneration.			

Place:

Date:

 Signature of Member
 Or
 Authorized Representative

INSTRUCTIONS

General instructions:

1. Shareholders have option to vote either through E-voting i.e. electronic means or to convey Assent/Dissent in physical form. If a shareholder has opted for Physical Assent/Dissent Form, then he/she should not vote by E-voting and vice versa. However, in case shareholders cast their vote through both physical Assent/Dissent Form and E-voting, then vote cast through E-voting shall be considered and vote cast through physical Assent/Dissent Form shall be treated as invalid.
2. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 01st September 2014.
3. Voting through physical Assent/Dissent Form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent/Dissent Form:

1. A Member desiring to exercise vote by Assent/Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Martinho Ferrao, Practicing Company Secretary and send the same at their cost to reach the Scrutinizer at the Registered Office of the Company on or before the close of working hours i.e. 05:30 P.M. on 23rd September 2014. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Assent / Dissent Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/Dissent Form for every folio/Client ID irrespective of the number of joint holders.
7. A Member may request for a duplicate Assent/Dissent Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent/Dissent Form. They are also requested not to write anything in the Assent/Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of the Assent/Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/Dissent Forms will be rejected.