

**INDSOYA LIMITED**

Regd. Off : 1111A, Raheja Chambers, 213, Nariman Point, Mumbai – 400021

Tel No.:- (022) 22852796-97-99 E-mail: info@indsoya.in

**CIN: L67120MH1980PLC023332**

Date: 28<sup>th</sup> October, 2016

To,  
The Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400 023

Dear Sir,

**Ref: Re-Submission of Annual Report filed on 21/10/2016 as per Regulation 34 of SEBI (LODR) Regulations, 2015**

We request you to kindly take on record the re- submitted Annual Report for the financial year ended 2016.

Kindly take the note of the above and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

**For Indsoya Limited**

  
Kailash Dawda  
Director  
DIN: 01744419

**As on 31<sup>st</sup> March, 2016**

**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)

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

**Listed at:**

The Bombay Stock Exchange Ltd  
The Delhi Stock Exchange Ltd

## NOTICE

Notice is hereby given that the 35<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 **Friday 30<sup>th</sup> September, 2016** at 11.00 A.M., to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016, 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. Shankarlal Jain & Associates LLP**, Chartered Accountants bearing Firm Registration No. 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 i.e. for the financial year 2016-2017, at remuneration to be determined by the Board of Director of the Company.”

**RESOLVED FURTHER THAT** any one of the Board of Directors 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: **10<sup>th</sup> August, 2016**

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

|   |   |
|---|---|
| <b>Name</b>   | Sarita Mansingka  |
| <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>                            | <ol style="list-style-type: none"> <li>1. Bagban Abasan Private Limited</li> <li>2. Biscon Niketan Private Limited</li> <li>3. W W Trading Private Limited</li> </ol>   |
| <b>Member/Chairman of the Committee</b>                           | <p><b>Audit Committee:</b></p> <ol style="list-style-type: none"> <li>1. Indsoya Limited</li> </ol> <p><b>Nomination and Remuneration Committee:</b></p> <ol style="list-style-type: none"> <li>1. Indsoya Limited</li> </ol> <p><b>Stakeholders Relationship Committee:</b></p> <ol style="list-style-type: none"> <li>1. Indsoya Limited</li> </ol> |
| <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 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 **23<sup>rd</sup> September, 2016 to 30<sup>th</sup> September, 2016**(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 titled 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, Ballot Paper 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 2016 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)
16. 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.
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, 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.MartinhoFerraao& 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 Wednesday, September 28, 2016 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.
18. 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

19. The E-voting period for all items of business contained in this Notice shall commence from **Monday the 26<sup>th</sup> September, 2016 at 9.00 a.m.** and will end on **Thursday, the 29<sup>th</sup> September, 2016 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 23, 2016**, 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 23, 2016**.

20. 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**, Practicing Company Secretary (Membership No. **ACS 45528**) or **Ms. Sherlyn Rebello**, Practicing Company Secretary (Membership No. **ACS 41541**), an Independent Professional 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.
21. The Results of E-voting shall be declared at the AGM 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.
22. 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 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.
23. 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.
24. 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 the 26<sup>th</sup> September, 2016 at 9.00 a.m.** and will end on **Thursday, the 29<sup>th</sup> September, 2016 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 23, 2016** 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](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (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](http://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:

| <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<br><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 demat 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</li> </ul>  |



- (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](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Sd/-  
Kailash Dawda  
Director

DIN: 01744419

Place: **Mumbai**

Date: 10<sup>th</sup> August, 2016

### Director's Report

To the Members,

Your Directors are pleased to present the Annual Report on the Business and operations of the Company together with the Audited Statement of Accounts for the year ended **31<sup>st</sup> March, 2016**.

#### Financial Results

The financial performance of your Company for the year ended **March 31, 2016** is summarized below:

(Rupees in Lacs)

| Particulars  | 2015-2016 | 2014-2015 |
|--|-----------|-----------|
| Net Sales/ Income from Operations  | -         | 40.45     |
| Other Income   | 12.42     | 18.85     |
| Total Income   | 12.42     | 59.30     |
| Total Expenses   | 17.18     | 60.05     |
| Profit/(Loss) from operations before other incomes, finance cost and exceptional items       | (4.76)    | (0.75)    |
| Other Incomes  | -         | -         |
| Profit/(Loss) from operations after other incomes, finance cost but before exceptional items | (4.76)    | (0.75)    |
| (-) Exceptional Items  | -         | -         |
| Profit/(Loss) Before Tax   | (4.76)    | (0.75)    |
| Tax  |           |           |
| - Current Tax  | -         | -         |
| -(Provision for earlier years)   | (0.25)    | -         |
| Net Profit After Tax   | (4.50)    | (0.75)    |
| (-) Extraordinary Items  | -         | -         |
| Net Profit / (Loss)  | (4.50)    | (0.75)    |

The Company has recorded a total income of Rs. 12.42 lacs as against Rs.59.30 lacs in the previous year. There are no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial year 2015-16 and the date of this report.

#### Dividend

The Board of Directors does not recommend any Dividend for the year under review

### **Share Capital**

The Share Capital of the Company is Rs. 20 lacs. There were no changes in share capital of the Company during the period under review. The Company did not issue any differential class shares during the period under review.

### **Subsidiaries, Joint Ventures and Associates Companies:**

The Company does not have any subsidiary, joint venture or associate Company.

### **Acceptance of Fixed Deposits**

The Company has not accepted any Fixed Deposits from general public within the purview of Section 73 of the Companies Act, 2013, during the year under review.

### **Reserves**

Loss of Rs.4.50 lacshas been transferred to the Profit & Loss account.

### **Related Party Transactions**

The company has not entered into any transactions falling under the purview of section 188 of the Companies Act, 2013. Accordingly, the company is not required to obtain any approval(s) from requisite authority(ies). The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: [www.indsoya.in](http://www.indsoya.in).

### **Loans, Investment and Guarantees by the Company**

There is no loan given, investment made, guarantee given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013. Particulars of Investment made/loan given under section 186 of the Companies Act, 2013 are provided in the financial statement.

### **Internal Financial Controls**

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observations has been received from the Auditor of the Company for inefficiency or inadequacy of such controls.

### **Financial Statement**

The audited financial statement of the Company prepared in accordance with relevant Accounting Standards (AS) issued by the Institute of Chartered Accountants of India forms part of this Annual Report. The Compliance Officer will make these documents available upon receipt of a request from any member of the Company interested in obtaining the same. These documents will also be available for inspection at the Registered Office of your Company during working hours up to the date of the Annual General Meeting.

### Disclosures under Section 134(3) (l) of the Companies Act, 2013

No material changes and commitments which could affect the Company financial position have occurred between the end of the financial year of the Company and the date of this report, except as disclosed elsewhere in this report.

### Directors and Key Managerial Personnel

Mrs. Sarita Mansingka (DIN 01788320), who retires by rotation and, being eligible, offers herself for re-appointment. If re-appointed, her term would be in accordance with the policy for directors of the Company.

During the year under review, Mr. Kailash Dawda (DIN:01744419), Mr. Prahlad Maheshwari (DIN: 01931420) and Mr. Gopal Khandelwal (DIN: 01931435) have been appointed as Independent Directors of the Company on 11<sup>th</sup> May, 2015.

Mrs. Sarita Mansingka is re-appointed as the Managing Director of the Company. The Company is in the process to appoint a Company Secretary. Mr. Sanjay Kaushik is the Chief Financial Officer of the Company.

### Number of Meeting of Board of Directors

The Board of Directors have met 5 times during the year ended **31<sup>st</sup> March, 2016** in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. All the Directors actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

### Declarations by Independent Director

Pursuant to the provisions of Sub-Section (7) of Section 149 of the Companies Act 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act 2013. As per Section 149 of the Companies Act, 2013, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

### Auditor:

#### Statutory Auditor

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, the current auditors of the Company, **M/s. Shankarlal Jain & Associates LLP**, Chartered Accountants, Mumbai have been re-appointed to hold office up to the conclusion

of **35<sup>th</sup> Annual General Meeting** of the Company. However, their appointment as Statutory Auditors of the Company is subject to ratification by the members at every Annual General Meeting. The Company has received a certificate from the said Auditors that they are eligible to hold office as the Auditors of the Company and are not disqualified for being so appointed. Necessary resolution for re-appointment of the said Auditor is included in the Notice.

#### *Auditors Report*

The observations and comments furnished by the Auditors in their report read together with the notes to Accounts are self-explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

#### *Secretarial Auditor*

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s. Martinho Ferrao and Associates, Practicing Company Secretaries to conduct the Secretarial Audit of the Company.

#### *Secretarial Audit Report*

A Secretarial Audit Report for the year ended **31<sup>st</sup> March, 2016** in prescribed form duly audited by the Practicing Company Secretary Firm **M/s. Martinho Ferrao & Associates** is annexed herewith and forming part of the report.

As per the comments mentioned in the secretarial audit report we hereby clarify that the company is in process to appoint the Company Secretary as per section 203 of the companies Act, 2013.

#### *Directors Responsibility Statement*

In terms of Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that:

- i. In the preparation of the annual accounts for the financial year ended **31<sup>st</sup> March, 2016** the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year ended **31<sup>st</sup> March, 2016**.
- iii. The Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities.
- iv. The Directors have prepared the Annual Accounts on a going concern basis.

- v. There are proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- vi. That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during Financial Year **2015-16**.

#### *Annual Evaluation by the Board of Its Own Performance, Its Committees and Individual Directors*

The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committees and individual directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company.

#### *Details of Committee of Directors*

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stakeholders Relationship/Grievance Committee of Directors, number of meetings held of each Committee during the financial year **2015-16** and meetings attended by each member of the Committee is as per the requirements under the Companies Act, 2013

The recommendation by the Audit Committee as and when made to Board has been accepted by it.

#### *Risk Management*

During the year, Management of the Company evaluated the existing Risk Management Policy of the Company to make it more focused in identifying and prioritizing the risks, role of various executives in monitoring & mitigation of risk and reporting process. Its aim is to enhance shareholders value and provide an optimum risk-reward tradeoff. The Risk Management Policy has been reviewed and found adequate to the requirements of the Company, and approved by the Board.

The Management evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

#### *Whistle Blower Mechanism/Vigil Mechanism*

The Company has put in place Whistle Blower Mechanism. The detailed mechanism is given

in Corporate Governance Report forming part of this report.

### Corporate Governance

As per SEBI Listing Regulations, corporate governance is not applicable to the Company.

### Managing Director's Certificate

A Certificate from the Managing Director in respect of the Financial Statements forms part of the Annual Report.

### Conservation of Energy, Technology Absorptions and Foreign Exchange Earnings and Outgo:

As information relating to the conservation of energy, technology absorption foreign exchange earnings and outgo under provisions of 134(3)(m) of the Companies Act, 2013, the Company uses the latest technologies for improving the productivity and quality of the services. Further the Company has not earned nor spends foreign exchange during the year under review.

### Particulars of Employees:

The prescribed particulars of the employees required under Rule 5 (1) of the Companies (Appointment and Remuneration) Rules, 2014, are attached as Annexure - 5 and forms part of this report.

None of the employees of the Company are in receipt of remuneration prescribed under Section 197 (12) of the Companies Act, 2013, read with rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014. Thus furnishing of particulars under the Companies (Appointment and Remuneration) Rules, 2014 does not arise.

### Extract of Annual Return

Pursuant to Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules 2014, the extract of annual return is annexed herewith and forming part of the report. (Annexure – 7)

### Corporate social Responsibility

The Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility Committee is not applicable to the Company as the Net Profit of the Company is below the threshold limit prescribed by the Companies Act, 2013.

### Significant and material orders passed by the regulators or courts

There were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future.

### Presentation of Financial Statements

The financial statements of the Company for the year ended **31<sup>st</sup> March, 2016** have been disclosed as per Schedule III to the Companies Act, 2013.



**Statutory Disclosures**

A copy of audited financial statements of the said Companies will be made available to the members of the Company, seeking such information at any point of time. A cash flow statement for the year **2015-2016** is attached to the Balance Sheet. Pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013' introduced by the Government of India, the Company has a policy on Prevention of Sexual Harassment at workplace. There was no case reported during the year under review under the said policy.

**Acknowledgement:**

Yours Directors take this opportunity to thank the Financial Institutions, Banks, Business Associates, Central and State Government authorities, Regulatory authorities, Stock Exchanges and all the various stakeholders for their continued co-operation and support to the Company and look forward to their continued support in future.

We very warmly thank all of our employees for their contribution to your Company's performance.

We applaud them for their superior levels of competence, dedication and commitment to your Company.

By Order of the Board  
For **Indsoya Limited**  
Sd/-                      Sd/-

Kailash Dawda Sarita Mansingka  
Director                  Director  
DIN: 01744419      DIN: 01788320

Place: **Mumbai**  
Date: 10<sup>th</sup>**August, 2016**

## ANNEXURE 1

### TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2016:

#### POLICY ON APPOINTMENT OF DIRECTORS AND SENIOR MANAGEMENT

##### **Appointment of Directors**

The Nomination and Remuneration Committee (NRC) of the Board of Directors (Board) of the Company reviews and assesses Board composition and recommends the appointment of new Directors. In evaluating the suitability of individual Board member, the NRC shall take into account the following criteria regarding qualifications, positive attributes and also independence of director when Independent Director is to be appointed:

1. All Board appointments will be based on merit, in the context of the skills, experience, diversity, and knowledge, for the Board as a whole to be effective;
2. Ability of the candidates to devote sufficient time and attention to his / her professional obligations as Director for informed and balanced decision making;
3. Adherence to the applicable Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Directors;

Based on the recommendations of the NRC the board will evaluate the candidates and decide on the selection the appropriate member. The Board through the Chairman or the Managing Director & CEO will interact with the new member to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of the Companies Act, 2013 and Rules made there under.

##### **Removal of Directors**

If a Director is attracted with any disqualification as mentioned in any of the applicable Act, rules and regulations there under or due to non - adherence to the applicable policies of the Company, the NRC may recommend to the Board with reasons recorded in writing, removal of a Director subject to the compliance of the applicable statutory provisions.

##### **Senior Management Personnel**

The NRC shall identify persons based on merit, experience and knowledge who may be appointed in senior management team.

Senior Management personnel are appointed or promoted and removed/relieved with the authority of Managing Director & CEO based on the business need and the suitability of the candidate. The details of the appointment made and the personnel removed one level below the Key Managerial Personnel during a quarter shall be presented to the Board.

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

Sd/-  
Kailash Dawda  
Director

Place: **Mumbai** DIN: 01744419

Date: **10th August, 2016**

**ANNEXURE 2**  
**TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2016**

**POLICY FOR REMUNERATION OF THE DIRECTORS**

**General**

This Policy sets out the approach to Compensation/remuneration/commission etc. will be determined by Committee and Recommended to the Board of Directors, for approval. Also remuneration to be paid to the Managing Director, other executive directors in accordance with provisions of Companies Act, 2013, and other statutory provisions if any, would require to complying for time being of appointment of such person.

**Policy Statement**

The Company has a well-defined Compensation policy for Directors, including the Chairman of the Company. The overall compensation philosophy which guides us to focus on enhancing the value, to attract, to retain and motivate Directors for achieving objectives of Company and to become a major player in market, to be the most trusted brand in the business we operate in and focus on customer serenity through transparency, quality and on time delivery to be a thought leader and establish industry benchmarks in sustainable development.

In order to effectively implement this, the Company has built a Compensation structure by a regular annual benchmarking over the years with relevant players across the industry the Company operates in.

**Non-Executive Including Independent Directors**

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, both fixed and variable, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchanges and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolutions.

**Managing Director & Chief Executive Officer (MD & CEO) and Executive Director**

Remuneration of the MD / CEO and Executive Directors reflects the overall remuneration philosophy and guiding principle of the Company. While considering the appointment and remuneration of Managing Director and Executive Directors, the NRC shall consider the industry benchmarks, merit and seniority of the person and shall ensure that the

remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. The policy aims at a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The remuneration to the MD / CEO shall be recommended by NRC to the Board. The remuneration consists of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as per the policy of the Company from time to time and as approved by the Board and within the overall limits specified in the Shareholders resolution. While the fixed compensation is determined at the time of appointment, the variable compensation will be determined annually by the NRC based on the performance of MD / CEO.

The term of office and remuneration of MD / CEO is subject to the approval of the Board of Directors, shareholders, and Central Government, as may be required and within the statutory limits laid down in this regard from time to time.

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay, subject to the requisite approvals, remuneration to its MD / CEO in accordance with the provisions of Schedule V to the Companies Act, 2013

If a MD & CEO draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recover y of such sum refundable to it unless permitted by the Central Government of the Company.

Remuneration for MD / CEO is designed subject to the limits laid down under the Companies Act, 2013 to remunerate him / her fairly and responsibly. The remuneration to the MD / CEO comprises of salary, perquisites and benefits as per policy of the Company and performance based incentive apart from retirement benefits like P.F., Superannuation, Gratuity, Leave Encashment, etc. as per Rules Salary is paid within the range approved by the Shareholders. Increments are effective annually, as recommended /approved by the NRC / Board. The MD / CEO is entitled for grant of Stock Options as per the approved Stock Options Schemes of the Company from time to time

## **Directors**

The MD / CEO is an executive of the Company and draws remuneration from the Company. The Non-Executive Independent Directors receive sitting fees for attending the meeting of the Board and Committee thereof, as fixed by the Board of Directors from time to time subject to statutory provisions. The Non-Executive Independent Directors would be entitled

to the remuneration under the Companies Act, 2013. In addition to the above, the Directors are entitled for reimbursement of expenses incurred in discharge of their duties.

The Company may also grant Stock Options to the eligible employees and Directors (other than Independent Directors) in accordance with the ESOP Schemes of the Company from time to time and subject to the compliance statutes and regulations.

### **Disclosures**

Information on the total remuneration of members of the Company's Board of Directors, Managing Director and Executive Directors and KMP/senior management personnel may be disclosed in the Board's report and the Company's annual report / website as per statutory requirements in this regard.

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

Sd/-  
Kailash Dawda  
Director  
DIN: 01744419

Place: **Mumbai**  
Date: 10<sup>th</sup>**August, 2016**

**ANNEXURE 3**  
**TO THE DIRECTORS REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**  
**POLICY ON REMUNERATION OF KEY MANAGERIAL PERSONNEL AND**  
**EMPLOYEES**

**Objective**

To establish guidelines of remuneration/ compensation/ commission etc. to be paid for employees by way of fairly and in keeping with Statutes, it will be determined by the Nomination & Remuneration committee (NRC) and the NRC will recommend to the Board for approval.

**Standards**

1. All employees, irrespective of contract, are to be paid remuneration fairly and the remuneration is to be externally competitive and internally equitable. The remuneration will be paid in accordance with the laid down Statutes.
2. Remuneration for on-roll employees will include a fixed or guaranteed component payable monthly; and a variable component which is based on performance and paid annually.
3. The fixed component of remuneration will have a flexible component with a bouquet of allowances to enable an employee to choose the allowances as well as the quantum based on laid down limits as per Company policy. The flexible component can be varied only once annually in the month of July, after the salary increment exercise.
4. The variable component of the remuneration will be a function of the employee's grade.
5. The actual pay-out of variable component of the remuneration will be function of individual performance as well as business performance. Business performance is evaluated using a Balance Score Card (BSC) while individual performance is evaluated on Key Result Areas (KRA). Both the BSC & KRAs are evaluated at the end of the fiscal to arrive at the BSC rating of the business and PPS rating of the individual.
6. An Annual compensation survey is carried out to ensure that the Company's compensation is externally competitive. Based on the findings of the survey and the business performance, the committee decides:
  - (i) The increment that needs to be paid for different performance ratings as well as grades.
  - (ii) The increment for promotions and the total maximum increment.
  - (iii) The maximum increase in compensation cost in % and absolute.
  - (iv) Compensation corrections are made in a few cases where it is outside the band or to keep it tune with the market.

By Order of the Board  
For **Indsoya Limited**  
Sd/-  
Kailash Dawda  
Director  
DIN: 01744419

Place: **Mumbai**  
Date: 10<sup>th</sup> **August, 2016**

**ANNEXURE-4**

TO THE DIRECTOR REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

FORM MR-3  
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**Indsoya Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Indsoya Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Indsoya Limited ("the Company") for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - **Not applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are applicable to the Company: -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 2014 Guidelines; **Not applicable as the Company has not issued under ESOP**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not applicable as the Company has not listed its Debt Securities**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review.**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not applicable as the Company has not delisted any of its securities during the financial year under review and,**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not applicable as the Company has not bought back any of its securities during the financial year under review.**

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with Stock Exchanges.

*(a) The shareholding of the Promoters is yet to Dematerialized.*

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and its authorized representatives during the conduct of Secretarial Audit we hereby report that in our opinion during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned.

*1. The Company is yet to appoint a Company Secretary as per section 203 (1) (ii) of the Companies Act, 2013, as explained by the management the Company is making all efforts to appoint a suitable Company Secretary.*

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Martinho Ferrao & Associates**  
Company secretaries

Martinho Ferrao  
Proprietor  
FCS No.: 6221  
C P. No.: 5676

Place: Mumbai

Dated: **10<sup>th</sup>August, 2016**

**ANNEXURE- 5**  
**TO THE DIRECTOR'S REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

Additional Information as per section 197 of the Companies Act, 2013, Rule 5(1) of chapter xiii, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

| <b>Name of the Employees</b> | <b>Designation</b> | <b>Remuneration (subject to Income-tax)</b> | <b>% increase in Remuneration in the F.Y 2015-2016</b> | <b>Ratio of remuneration of each Director/ to median remuneration of employees</b> | <b>Qualifications</b> | <b>Age (years)</b> | <b>Experience (years)</b> | <b>Date of Commencement of employment</b> | <b>Last employment and Designation</b> |
|------------------------------|--------------------|---|--|--|-----------------------|--------------------|---------------------------|---|--|
| <b>NIL</b>                   |                    |   |  |  |                       |                    |                           |   |  |

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

Sd/-  
Kailash Dawda  
Director  
DIN: 01744419

Place: **Mumbai**  
Date: **10<sup>th</sup>August, 2016**

**ANNEXURE-6**  
**TO THE DIRECTOR'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2016**  
**FORM AOC-2**

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

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

**Details of Contracts or arrangement or transactions not at arm's length basis**

There were no contracts or arrangements or transactions entered into during the year end 31<sup>st</sup> March, 2016, which were not at arm's length basis.

**Details of Contracts or arrangement or transactions at arm's length basis:**

| <b>Name of the parties</b> | <b>Nature of Relationship</b> | <b>Silent Terms of Transactions</b> | <b>Nature of Transaction</b> | <b>During of Transactions</b> | <b>Amount (Rs. in Lacs)</b> |
|----------------------------|-------------------------------|-------------------------------------|------------------------------|-------------------------------|-----------------------------|
| NIL                        |                               |                                     |                              |                               |                             |

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

Sd/-  
Kailash Dawda  
Director  
DIN: 01744419

Place: **Mumbai**  
Date: 10<sup>th</sup> August, 2016

**ANNEXURE TO DIRECTORS' REPORT**

**ANNEXURE – 7**

**FORM NO. MGT-9**

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31<sup>st</sup> March, 2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

|       |   |   |
|-------|---|---|
| (i)   | CIN   | L67120MH1980PLC023332   |
| (ii)  | Registration Date   | 24/10/1980  |
| (iii) | Name of the Company   | <b>Indsoya Limited</b>  |
| (iv)  | Category / Sub-Category of the Company                                    | <b>Company limited by shares / Indian Non-Government Company</b>  |
| (v)   | Address of the Registered Office and contact details                      | <b>1111-A, Raheja Chambers, 213 Nariman Point, Mumbai – 400021</b><br><b>Tel No.: (022) - 22852796/97/99</b><br><b>Email Id: <a href="mailto:info@indsoya.in">info@indsoya.in</a></b>   |
| (vi)  | Whether listed company Yes / No   | <b>Yes</b>  |
| (vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any | <b>Sharex Dynamic (India) Pvt. Ltd</b><br><b>Unit 1, Luthra Ind Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400072, Maharashtra</b><br><b>Tel. No.: (022) - 28515606, 28515644</b><br><b>E-mail id: <a href="mailto:sharexindia@vsnl.com">sharexindia@vsnl.com</a></b> |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated: -

| Sl. No.               | Name and Description of main products/ services | NIC Code of the Product/ service | % to total turnover of the Company |
|-----------------------|---|----------------------------------|------------------------------------|
| <b>NOT APPLICABLE</b> |   |                                  |                                    |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

| Sl. No. | Name and address of the Company | CIN / GLN | Holding / Subsidiary / Associate | % of shares held | Applicable Section |
|---------|---------------------------------|-----------|----------------------------------|------------------|--------------------|
| NIL     |                                 |           |                                  |                  |                    |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

| Category of Shareholders | No. of shares held at the beginning of the year 01.04.2015 |              |               |                   | No. of shares held at the end of the year 31.03.2016 |              |               |                   | % Change During the year |
|--------------------------|--|--------------|---------------|-------------------|--|--------------|---------------|-------------------|--------------------------|
|                          | Demat  | Physical     | Total         | % of Total Shares | Demat  | Physical     | Total         | % of Total Shares |                          |
| <b>A. Promoters</b>      |  |              |               |                   |  |              |               |                   |                          |
| <b>(1) Indian</b>        |  |              |               |                   |  |              |               |                   |                          |
| (a) Individual/HUF       | 73740  | 60700        | 134440        | 67.22             | 73740  | 60700        | 134440        | 67.22             | 0                        |
| (b) Central Govt.        | -  | -            | -             | -                 | -  | -            | -             | -                 | -                        |
| (c) State Govt.          | -  | -            | -             | -                 | -  | -            | -             | -                 | -                        |
| (s)                      |  |              |               |                   |  |              |               |                   |                          |
| (d) Bodies Corp.         | -  | -            | -             | -                 | -  | -            | -             | -                 | -                        |
| (e) Banks/FI             | -  | -            | -             | -                 | -  | -            | -             | -                 | -                        |
| (f) Any Other            | -  | -            | -             | -                 | -  | -            | -             | -                 | -                        |
| <b>Sub-Total(A)(1):</b>  | <b>73740</b>   | <b>60700</b> | <b>134440</b> | <b>67.22</b>      | <b>73740</b>   | <b>60700</b> | <b>134440</b> | <b>67.22</b>      | <b>0</b>                 |
| <b>(2) Foreign</b>       |  |              |               |                   |  |              |               |                   |                          |
| (a) NRIs/Individuals     | -  | -            | -             | -                 | -  | -            | -             | -                 | -                        |
| (b) Other-Individuals    | -  | -            | -             | -                 | -  | -            | -             | -                 | -                        |

|   |              |              |               |              |              |              |               |              |          |
|---|--------------|--------------|---------------|--------------|--------------|--------------|---------------|--------------|----------|
| (c) Bodies Corp.  | -            | -            | -             | -            | -            | -            | -             | -            | -        |
| (d) Banks / FI  | -            | -            | -             | -            | -            | -            | -             | -            | -        |
| (e) Any Other   | -            | -            | -             | -            | -            | -            | -             | -            | -        |
| <b>Sub-Total(A)(2):</b>                                   | -            | -            | -             | -            | -            | -            | -             | -            | -        |
| <b>Total Shareholding of Promoter (A)=(A)(1) + (A)(2)</b> | <b>73740</b> | <b>60700</b> | <b>134440</b> | <b>67.22</b> | <b>73740</b> | <b>60700</b> | <b>134440</b> | <b>67.22</b> | <b>0</b> |
| <b>B. Public Shareholding</b>                             |              |              |               |              |              |              |               |              |          |
| <b>(1) Institutions</b>                                   |              |              |               |              |              |              |               |              |          |
| (a) Mutual Funds  | -            | -            | -             | -            | -            | -            | -             | -            | -        |
| (b) Banks/FI  | -            | -            | -             | -            | -            | -            | -             | -            | -        |
| (c) Central Govt.   | -            | -            | -             | -            | -            | -            | -             | -            | -        |
| (d) State Govt. (s)                                       | -            | -            | -             | -            | -            | -            | -             | -            | -        |
| (e) Venture Capital Funds                                 | -            | -            | -             | -            | -            | -            | -             | -            | -        |
| (f) Insurance Companies                                   | -            | -            | -             | -            | -            | -            | -             | -            | -        |
| (g) FIIs  | -            | -            | -             | -            | -            | -            | -             | -            | -        |
| (h) Foreign Venture Capital Funds                         | -            | -            | -             | -            | -            | -            | -             | -            | -        |
| (i) Others (specify)                                      | -            | -            | -             | -            | -            | -            | -             | -            | -        |
| <b>Sub-Total(B)(1):</b>                                   | -            | -            | -             | -            | -            | -            | -             | -            | -        |

|  |              |               |               |             |              |               |               |             |          |
|--|--------------|---------------|---------------|-------------|--------------|---------------|---------------|-------------|----------|
| <b>(2) Non-Institutions</b>  |              |               |               |             |              |               |               |             |          |
| (a) Bodies Corp.   |              |               |               |             |              |               |               |             |          |
| (i) Indian   |              |               |               |             |              |               |               |             |          |
| (ii) Overseas  | -            | -             | -             | -           |              |               |               |             |          |
| (b) Individuals  |              |               |               |             |              |               |               |             |          |
| (i) Individual Shareholders holding nominal share capital upto Rs. 2lakhs          | -            | 65560         | 65560         | 32.78       | -            | 65560         | 65560         | 32.78       | 0        |
| (ii) Individual Shareholders holding nominal share capital in excess of Rs. 2lakhs | -            | -             | -             | -           | -            | -             | -             | -           | -        |
| (c) Others Clearing Members  | -            | -             | -             | -           | -            | -             | -             | -           | -        |
| <b>Sub-Total(B)(2):</b>  | -            | 65560         | 65560         | 32.78       | -            | 65560         | 65560         | 32.78       | 0        |
| <b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>                                 | -            | 65560         | 65560         | 32.78       | -            | 65560         | 65560         | 32.78       | 0        |
| C. Shares held by custodian for GDRs & ADRs  | -            | -             | -             | -           | -            | -             | -             | -           | -        |
| <b>Grand Total (A+B+C)</b>   | <b>73740</b> | <b>126260</b> | <b>200000</b> | <b>100%</b> | <b>73790</b> | <b>126210</b> | <b>200000</b> | <b>100%</b> | <b>-</b> |

**(ii) Shareholding of Promoters**

| Sl. No. | Shareholder's Name       | Shareholding at the beginning of the year 01.04.2015 |                                  |  | Shareholding at the end of the year 31.03.2016 |                                  |  | % change in shareholding during the year |
|---------|--------------------------|--|----------------------------------|--|--|----------------------------------|--|--|
|         |                          | No. of Shares  | % of total shares of the company | % of shares Pledged / encumbered to total shares | No. of Shares                                  | % of total shares of the company | % of shares Pledged/encumbered to total shares |  |
| 1       | Saritadevi Mansingka     | 88,580   | 44.28                            | Nil  | 88,580   | 44.28                            | Nil  | Nil                                      |
| 2       | Divansh Mansingka        | 26,290   | 13.15                            | Nil  | 26,290   | 13.15                            | Nil  | Nil                                      |
| 3       | Mahavir Prasad Mansingka | 7,350  | 3.67                             | Nil  | 7,350  | 3.67                             | Nil  | Nil                                      |
| 4       | Kamladevi Mansingka      | 7,490  | 3.75                             | Nil  | 7,490  | 3.75                             | Nil  | Nil                                      |
| 5       | Neha Mittal              | 4,730  | 2.37                             | Nil  | 4,730  | 2.37                             | Nil  | Nil                                      |
|         | <b>Total</b>             | <b>1,34,440</b>                                      | <b>67.22</b>                     | <b>Nil</b>                                       | <b>1,34,440</b>                                | <b>67.22</b>                     | <b>Nil</b>                                     | <b>9.66</b>                              |

**(iii) Change in Promoters' Shareholding (Please specify, if there is no change)**

| Sr. No.                          |  | Shareholding at the beginning of the year 01.04.2015 |                                  | Cumulative Shareholding during the year |                                  |
|----------------------------------|--|--|----------------------------------|---|----------------------------------|
|                                  |  | No. of shares  | % of total shares of the company | No. of Shares                           | % of total shares of the company |
| <b>NO CHANGE DURING THE YEAR</b> |  |  |                                  |   |                                  |

**iii) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**



| Sr. No     | Particulars  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|------------|--|---|----------------------------------|---|----------------------------------|
|            |  | No. of shares                             | % of Total Shares of the company | No. of shares                           | % of Total Shares of the company |
| <b>01.</b> | <b>Rajesh Rathi</b>                                  |   |                                  |   |                                  |
|            | - At the beginning of the year                       | 4950                                      | 2.48                             | 4950                                    | 2.48                             |
|            | - Increase/ decrease in shareholding during the year | ---                                       | ---                              | ---                                     | ---                              |
|            | - At the end of the year                             | 4950                                      | 2.48                             | 4950                                    | 2.48                             |
|            |  |   |                                  |   |                                  |
| <b>02.</b> | <b>Govind Mittal</b>                                 |   |                                  |   |                                  |
|            | - At the beginning of the year                       | 4900                                      | 2.45                             | 4900                                    | 2.45                             |
|            | - Increase/ decrease in shareholding during the year | ---                                       | ---                              | ---                                     | ---                              |
|            | - At the end of the year                             | 4900                                      | 2.45                             | 4900                                    | 2.45                             |
|            |  |   |                                  |   |                                  |
| <b>03.</b> | <b>Dilip Bhavsar</b>                                 |   |                                  |   |                                  |
|            | - At the beginning of the year                       | 4750                                      | 2.38                             | 4750                                    | 2.38                             |
|            | - Increase/ decrease in shareholding during the year | ---                                       | ---                              | ---                                     | ---                              |
|            | - At the end of the year                             | 4750                                      | 2.38                             | 4750                                    | 2.38                             |
|            |  |   |                                  |   |                                  |
| <b>04.</b> | <b>Guruswamy Vasu</b>                                |   |                                  |   |                                  |
|            | - At the beginning of the year                       | 4550                                      | 2.28                             | 4550                                    | 2.28                             |
|            | - Increase/ decrease in shareholding during the year | ---                                       | ---                              | ---                                     | ---                              |
|            | - At the end of the year                             | 4550                                      | 2.28                             | 4550                                    | 2.28                             |
|            |  |   |                                  |   |                                  |
| <b>05.</b> | <b>Ramesh Chandra Jain</b>                           |   |                                  |   |                                  |
|            | - At the beginning of the year                       | 4300                                      | 2.15                             | 4300                                    | 2.15                             |
|            | - Increase/ decrease in shareholding during the year | ---                                       | ---                              | ---                                     | ---                              |
|            | - At the end of the year                             | 4300                                      | 2.15                             | 4300                                    | 2.15                             |
| <b>06.</b> | <b>Sanjay Kumar Kaushik</b>                          |   |                                  |   |                                  |

|            |  |      |      |      |      |
|------------|--|------|------|------|------|
|            | - At the beginning of the year                       | 4950 | 2.48 | 4950 | 2.48 |
|            | - Increase/ decrease in shareholding during the year | --   | --   | --   | --   |
|            | - At the end of the year                             | 4950 | 2.48 | 4950 | 2.48 |
| <b>07.</b> | <b>Ashok Namedeo Chaudhari</b>                       |      |      |      |      |
|            | - At the beginning of the year                       | 3900 | 1.95 | 3900 | 1.95 |
|            | - Increase/ decrease in shareholding during the year | --   | --   | --   | --   |
|            | - At the end of the year                             | 3900 | 1.95 | 3900 | 1.95 |
| <b>08.</b> | <b>Rajani Ashok Chaudhary</b>                        |      |      |      |      |
|            | - At the beginning of the year                       | 3900 | 1.95 | 3900 | 1.95 |
|            | - Increase/ decrease in shareholding during the year | --   | --   | --   | --   |
|            | - At the end of the year                             | 3900 | 1.95 | 3900 | 1.95 |
| <b>09.</b> | <b>Suganchand Sharma</b>                             |      |      |      |      |
|            | - At the beginning of the year                       | 3950 | 1.98 | 3950 | 1.98 |
|            | - Increase/ decrease in shareholding during the year | --   | --   | --   | --   |
|            | - At the end of the year                             | 3950 | 1.98 | 3950 | 1.98 |
| <b>10</b>  | <b>M. Jagdamba</b>                                   |      |      |      |      |
|            | - At the beginning of the year                       | 3950 | 1.98 | 3950 | 1.98 |
|            | - Increase/ decrease in shareholding during the year | --   | --   | --   | --   |
|            | - At the end of the year                             | 3950 | 1.98 | 3950 | 1.98 |

(v) Shareholding of Directors and Key Managerial Personnel:

| Sr. No. | Name   | Shareholding at the beginning of the year 01.04.2015                     |                                  | Cumulative Shareholding during at the end of the year 31.03.2016 |                                  |
|---------|--|--|----------------------------------|--|----------------------------------|
|         |  | No. of shares at the beginning (01.04.2015) / end of the year 31.03.2016 | % of total Shares of the Company | No. of shares  | % of total Shares of the Company |
| 1.      | <b>Saritadevi Mansingka</b>                        |  |                                  |  |                                  |
|         | At the beginning of the year                       | 88,580   | 44.29                            | 88,580   | 44.29                            |
|         | Increase/ decrease in shareholding during the year | ---  | ---                              | (19,330)   | (9.67)                           |
|         | At the end of the year                             | 88,580   | 44.29                            | 69,250   | 34.62                            |
|         |  |  |                                  |  |                                  |
| 2.      | <b>Sanjay Kumar Kaushik</b>                        |  |                                  |  |                                  |
|         | At the beginning of the year                       | 3950   | 1.98                             | 3950   | 1.98                             |
|         | Increase/ decrease in shareholding during the year | ---  | ---                              | ---  | ---                              |
|         | At the end of the year                             | 3950   | 1.98                             | 3950   | 1.98                             |
|         |  |  |                                  |  |                                  |
| 3.      | <b>Kailash Dawada</b>                              |  |                                  |  |                                  |
|         | At the beginning of                                | 2000   | 1.00                             | 2000   | 1.00                             |

|  |   |      |      |      |      |
|--|---|------|------|------|------|
|  | the year  |      |      |      |      |
|  | Increase/<br>decrease in<br>shareholding<br>during the year | ---  | ---  | ---  | ---  |
|  | At the end of<br>the year                                   | 2000 | 1.00 | 2000 | 1.00 |

## I) INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment (Rs. in Lacs)

| Particulars  | Secured Loans<br>Excluding<br>Deposits | Unsecured<br>Loans | Deposits    | Total<br>Indebtedness |
|--|--|--------------------|-------------|-----------------------|
| <b>Indebtedness at the beginning of<br/>the financial year</b> |  |                    |             |                       |
| i) Principal Amount  | N.A.                                   | N.A.               | N.A.        | N.A.                  |
| ii) Interest due but not paid                                  | N.A.                                   | N.A.               | N.A.        | N.A.                  |
| iii) Interest accrued but not due                              | N.A.                                   | N.A.               | N.A.        | N.A.                  |
| <b>Total (i+ii+iii)</b>  | <b>N.A.</b>                            | <b>N.A.</b>        | <b>N.A.</b> | <b>N.A.</b>           |
| <b>Change in Indebtedness during the<br/>financial year</b>    |  |                    |             |                       |
| Addition   | N.A.                                   | N.A.               | N.A.        | N.A.                  |
| Reduction  | N.A.                                   | N.A.               | N.A.        | N.A.                  |
| <b>Net Change</b>  | <b>N.A.</b>                            | <b>N.A.</b>        | <b>N.A.</b> | <b>N.A.</b>           |
| <b>Indebtedness at the end of the<br/>financial year</b>       |  |                    |             |                       |
| i) Principal Amount  | N.A.                                   | N.A.               | N.A.        | N.A.                  |
| ii) Interest due but not paid                                  | N.A.                                   | N.A.               | N.A.        | N.A.                  |
| iii) Interest accrued but not due                              | N.A.                                   | N.A.               | N.A.        | N.A.                  |
| <b>Total (i+ii+iii)</b>  | <b>N.A.</b>                            | <b>N.A.</b>        | <b>N.A.</b> | <b>N.A.</b>           |

## II) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs. In Lacs)

| Sr. No. | Particulars of Remuneration   | Name of MD/ WTD/Manager | Total Amount |
|---------|---|-------------------------|--------------|
| 1       | Gross Salary  | -                       | -            |
|         | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | NIL                     | NIL          |
|         | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | NIL                     | NIL          |
|         | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | NIL                     | NIL          |
| 2       | Stock Option related perquisites  | NIL                     | NIL          |
| 3       | Sweat Equity  | NIL                     | NIL          |
| 4       | Commission  | NIL                     | NIL          |
|         | - as % of profit  | NIL                     | NIL          |
|         | - Others, specify...  | NIL                     | NIL          |
| 5       | Others, please specify  | NIL                     | NIL          |
|         | <b>Total (A)</b>  | NIL                     | NIL          |
|         | Ceiling as per the Act  |                         |              |

B. Remuneration to other directors:

(Rs. In Lacs)

| Sl. No. | Particulars of Remuneration                    |                   |              |
|---------|--|-------------------|--------------|
|         |  | Name of Directors | Total Amount |
| 1       | <b>Independent Directors</b>                   |                   |              |
|         | • Fee for attending board / committee meetings | NIL               | NIL          |
|         | • Commission                                   | NIL               | NIL          |
|         | • Others, please specify                       | NIL               | NIL          |
|         | <b>Total (1)</b>                               | <b>NIL</b>        | <b>NIL</b>   |
| 2       | <b>Other Non-Executive Directors</b>           |                   |              |

|  |  |            |            |
|--|--|------------|------------|
|  | • Fee for attending board / committee meetings | NIL        | NIL        |
|  | • Commission                                   | NIL        | NIL        |
|  | • Others, please specify                       | NIL        | NIL        |
|  | <b>Total (2)</b>                               | <b>NIL</b> | <b>NIL</b> |
|  | <b>Total (B)= (1+2)</b>                        | <b>NIL</b> | <b>NIL</b> |
|  | <b>Total (A)</b>                               | <b>NIL</b> | <b>NIL</b> |
|  | <b>Total Managerial Remuneration</b>           | <b>NIL</b> | <b>NIL</b> |
|  | Overall Ceiling as per the Act                 |            |            |

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

(Rs. In Lakhs)

| Sr. No. | Particulars of Remuneration   | Key Managerial Personnel |                   |            |            |
|---------|---|--------------------------|-------------------|------------|------------|
|         |   | CEO                      | Company Secretary | CFO        | Total      |
| 1       | Gross Salary  | NIL                      | NIL               | NIL        | NIL        |
|         | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | NIL                      | NIL               | NIL        | NIL        |
|         | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | NIL                      | NIL               | NIL        | NIL        |
|         | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | NIL                      | NIL               | NIL        | NIL        |
| 2       | Stock Option related perquisites  | NIL                      | NIL               | NIL        | NIL        |
| 3       | Sweat Equity  | NIL                      | NIL               | NIL        | NIL        |
| 4       | Commission  | NIL                      | NIL               | NIL        | NIL        |
|         | - as % of profit  | NIL                      | NIL               | NIL        | NIL        |
|         | - others, specify...  | NIL                      | NIL               | NIL        | NIL        |
| 5       | Others, please specify  | NIL                      | NIL               | NIL        | NIL        |
|         | <b>Total</b>  | <b>NIL</b>               | <b>NIL</b>        | <b>NIL</b> | <b>NIL</b> |

### III) Penalties / Punishment / Compounding of Offences:

| Type        | Section of the Companies Act | Brief Description | Details of Penalty / Punishment / Compounding fees imposed | Authority [RD / NCLT / COURT] | Appeal made, if any (give Details) |
|-------------|------------------------------|-------------------|--|-------------------------------|------------------------------------|
| Penalty     | NONE                         |                   |  |                               |                                    |
| Punishment  |                              |                   |  |                               |                                    |
| Compounding |                              |                   |  |                               |                                    |

### Other Officers in Default

| Type        | Section of the Companies Act | Brief Description | Details of Penalty / Punishment / Compounding fees imposed | Authority [RD / NCLT / COURT] | Appeal made, if any (give Details) |
|-------------|------------------------------|-------------------|--|-------------------------------|------------------------------------|
| Penalty     | NONE                         |                   |  |                               |                                    |
| Punishment  |                              |                   |  |                               |                                    |
| Compounding |                              |                   |  |                               |                                    |

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

Sd/-

Sd/-

Kailash Dawda  
Director  
DIN: 01744419

Sarita Mansingka  
Director  
DIN: 01788320

Place: **Mumbai**

Date: 10<sup>th</sup> August, 2016



### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INDSOYA LIMITED

#### Report on the Financial Statements:

We have audited the accompanying standalone financial statements of **INDSOYA LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information as required for fair present of financial statements.

#### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

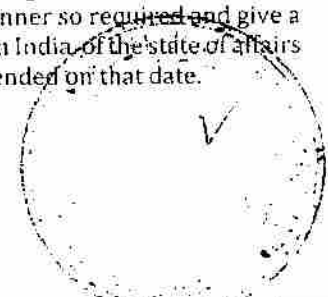
We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the standalone financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at 31<sup>st</sup> March 2016, and its **Loss** and its cash flows for the year ended on that date.





## Report on Other Legal and Regulatory Requirements

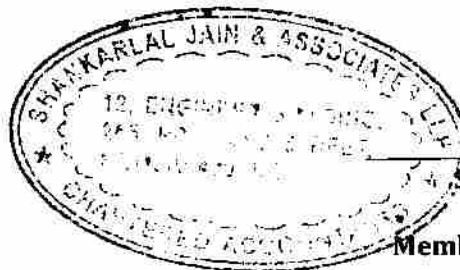
As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure to Auditors' Report.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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For SHANKARLAL JAIN & ASSOCIATES LLP  
Chartered Accountants  
Firm's Registration No. 109901 W / W100082

Place : Mumbai  
Date : 30/05/2016

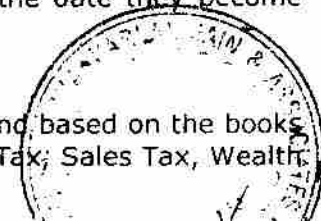


S. L. Agrawal  
(Partner)  
Membership No. 72184

## ANNEXURE "A" TO AUDITORS REPORT

### INDSOYA LIMITED For the year ended 31<sup>st</sup> March 2016

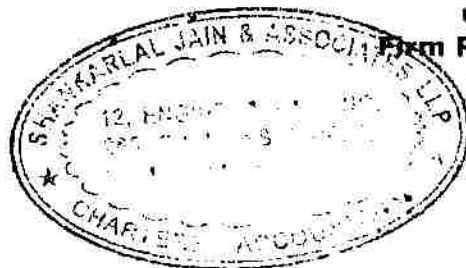
1. a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
b) The Company has a regular program of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with the program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodically of physical verification is reasonable having regards to the size of the company and the nature of its assets.  
c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deed of immovable of property are held in the name of the company. .
2. Since the company has no inventory, the para regarding physical verification of inventory is not applicable.
3. As per the information and explanations given to us, the company has granted loans to associate companies/ parties Covered in the register maintained under Section 189 of the Companies Act. In our opinion the terms and condition on which said advance given is not prima facie prejudicial to the interest of the company.
4. In our opinion According to the information and explanation given to us, the company has complied with the provision of section 185 and 186 of the Act, with respect to the loan and investments made.
5. As per the information and explanations given to us, the company has not accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under
6. The Central government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act & as informed to us, the same has also not been maintained.
7. a) According to the information and explanation given to us and based on the books and records examined by us the Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other statutory dues, wherever applicable, have been generally deposited regularly during the year with appropriate authorities. There are no outstanding statutory dues as on 31<sup>st</sup> March, 2016 for a period of more than six months from the date they become payable.  
b) According to the information and explanation given to us and based on the books and records examined by us, there are no dues of Income Tax, Sales Tax, Wealth



Tax, Service Tax, Custom Duty, Excise Duty, cess and other statutory dues, wherever applicable, which have not been deposited on account of any dispute.

8. The Company does not have any loans or borrowings from any financial institution, banks, governments and debenture holders during the year. Accordingly, this para is not applicable.
9. The Company did not raised any money by way of initial public offer or further public offer (including debt instruments) and term loan during the year, Accordingly, this para is not applicable.
10. According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year.
11. As per the information and explanations given to us and based our examination of the record of the company, the company has paid/provide for managerial remuneration in accordance with the provision of section 197 read with schedule V to the Act,
12. In our opinion and according to the information and explanation given to us, the Company is not a nidhi company. Accordingly, this para is not applicable.
13. According to the information and explanation given to us and based on our examination of the record of the company, transaction with the related parties are in accordance with the section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statement as required by the applicable accounting standards.
14. According to the information and explanation given to us and based on our examination of the record of the company, the Company has not made any preferential allotment or private placement of share or fully or partly convertible during the year.
15. According to the information and explanation given to us and based on our examination of the record of the company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, this para is not applicable.
16. The Company is not required to be registered under section 45-IA of reserve bank of India Act,1934.

For **SHANKARLAL JAIN & ASSOCIATES LLP**  
**Chartered Accountants**  
Firm Reg. No. 109901W/ W100082



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

**Place: Mumbai**  
**Dated: 30/05/2016**

**Annexure B To The Independent Auditor's Report Of Even Date On The Financial Statements of.**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

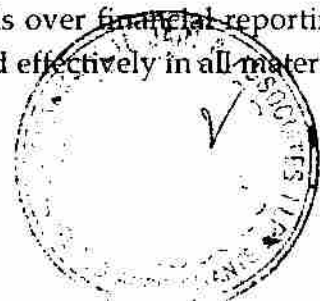
We have audited the Internal Financial Controls over financial reporting of ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the criteria established by the Company considering the size of company and essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

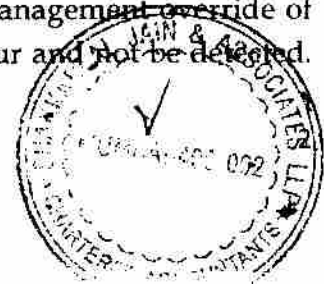
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.



Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls were operating effectively as at March 31, 2016, based on the assessment of essential components of internal controls over financial reporting stated in the Guidance Note carried out by the Company and representation to that effect is made available to us by the Company.

For **SHANKARLAL JAIN & ASSOCIATES LLP**  
**Chartered Accountants**  
Firm Registration No. 109901W/W100082



  
\_\_\_\_\_  
**(S. L. AGRAWAL)**  
**PARTNER**  
**Membership No.72184**

**Place: Mumbai**  
**Dated: 30/05/2016**

**INDSOYA LIMITED**

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2016**

|   | Note No. | As at 31.03.2016  | As at 31.03.2015  |
|---|----------|-------------------|-------------------|
| <b>EQUITY AND LIABILITIES</b>                             |          |                   |                   |
| <b>Shareholder's Funds</b>                                |          |                   |                   |
| (a) Share Capital   | 2        | 2,000,000         | 2,000,000         |
| (b) Reserves & Surplus                                    | 3        | 9,509,198         | 9,959,585         |
| Sub-Total of Shareholder's Funds                          |          | 11,509,198        | 11,959,585        |
| <b>Non -Current Liabilities</b>                           |          |                   |                   |
| <b>Current Liabilities</b>                                |          |                   |                   |
| (a) Trade Payables(Other than SSI)                        |          | 53,798            | 63,089            |
| (b) Other Current Liabilities(TDS)                        |          | 5,600             | 4,808             |
| (c) Short-Term Provisions -For tax                        |          | -                 | 1,975,000         |
| Sub-Total of Current Liabilities                          |          | 59,398            | 2,042,897         |
| <b>TOTAL</b>  |          | <b>11,568,596</b> | <b>14,002,482</b> |
| <b>ASSETS</b>   |          |                   |                   |
| <b>Non-current asset</b>                                  |          |                   |                   |
| (a) Fixed Assets  | 4        | 2,533             | 2,533             |
| (i) Tangible Assets                                       | 5        | 2,089,166         | 2,089,166         |
| (b) Non-Current Investment                                |          | -                 | -                 |
| Sub-Total of Non-Current Assets                           |          | 2,091,699         | 2,091,699         |
| <b>Current Assets</b>                                     |          |                   |                   |
| Cash And Cash Equivalents                                 | 6        | 199,038           | 116,512           |
| Short-Term Loans And Advances                             | 7        | 9,277,859         | 11,794,271        |
| Sub-Total of Current Assets                               |          | 9,476,897         | 11,910,783        |
| <b>TOTAL</b>  |          | <b>11,568,596</b> | <b>14,002,482</b> |
| <b>See accompanying notes to the financial statements</b> | 1        |                   |                   |

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

As per our report of even date  
For Shankarlal Jain & Associates LLP  
Chartered Accountants  
FRN-109901W/W100082

(S L Agrawal)  
Partner  
M NO :72184  
Place : Mumbai  
Date : 30/05/2016



For INDSOYA LTD.

*(Signature)*  
Group Chartered  
Directors *(Signature)*

**INDSOYA LIMITED**

**STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2016**

|   | Note No. | For the year ended 31.03.2016 | For the year ended 31.03.2015 |
|---|----------|-------------------------------|-------------------------------|
| Revenue From Operations - Sales of Soyabean Extraction    |          | -                             | 4,044,631                     |
| Other Income  | 8        | 1,242,094                     | 1,885,318                     |
| <b>Total Revenue</b>                                      |          | <b>1,242,094</b>              | <b>5,929,949</b>              |
| Expenses :  |          |                               |                               |
| Purchases of Stock in Trade-Soyabean Extraction           |          | -                             | 3,998,140                     |
| Employee Benefits Expenses                                |          | 1,235,884                     | 641,285                       |
| Finance Costs (To Bank)                                   |          | -                             | 736,884                       |
| Depreciation & Amortisation Expenses                      | 4        | -                             | 2,979                         |
| Other Expenses  | 9        | 482,023                       | 625,984                       |
| <b>Total Expenses</b>                                     |          | <b>1,717,907</b>              | <b>6,005,272</b>              |
| <b>Profit Before Exceptional and Extraordinary items</b>  |          | <b>(475,813)</b>              | <b>(75,323)</b>               |
| Exceptional Items   |          | -                             | -                             |
| <b>Profit Before Extraordinary Items and Tax</b>          |          | <b>(475,813)</b>              | <b>(75,323)</b>               |
| Extraordinary Items                                       |          | -                             | -                             |
| <b>Profit Before Tax</b>                                  |          | <b>(475,813)</b>              | <b>(75,323)</b>               |
| <b>Tax Expenses :</b>                                     |          |                               |                               |
| (1) Provision For Current Tax                             |          | -                             | -                             |
| (2) Provision For earlier years                           |          | (25,426)                      | -                             |
|   |          | (25,426)                      | -                             |
| <b>Profit(Loss) before Appropriations</b>                 |          | <b>(450,387)</b>              | <b>(75,323)</b>               |
| <b>Appropriations :</b>                                   |          |                               |                               |
| <b>Profit(Loss) for the period</b>                        |          | <b>(450,387)</b>              | <b>(75,323)</b>               |
| <b>Profit Carried Forward to Balance Sheet</b>            |          | <b>(450,387)</b>              | <b>(75,323)</b>               |
| <b>See accompanying notes to the financial statements</b> | <b>1</b> |                               |                               |

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 LLP  
Chartered Accountants  
FRN-109901W/W100082

(S L Agrawal)  
Partner  
M NO :72184  
Place : Mumbai  
Date : 30/05/2016



For INDSOYA LTD.

*Sanjay Manojkumar*  
*(S L Agrawal)*  
Group Chartered A/c  
Directors *Khyashwan*



**NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**  
**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 II of Companies Act, 2013.

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.

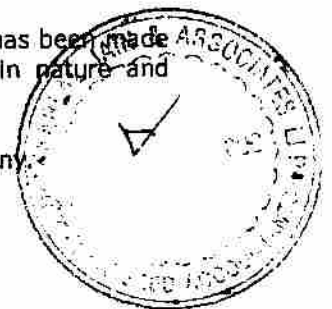
1.4 In view of applicability of AS – 22, company does not have material deferred liability. Therefore the same is not recognized in the accounts.

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                | 1242094<br>(1885318) |
|         |                            |               | Purchases                        | -<br>(3998140)       |
|         |                            |               | Advances outstanding<br>31/03/16 | 8767856<br>(9458903) |

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>2015-2016</u> | <u>2014-2015</u> |
|--|------------------|------------------|
| a) Net Profit available after tax (In Rupees)    | (-)450387        | (-)75323         |
| b) Weighted average number of Equity Shares      | 200000           | 200000           |
| c) Basic & Diluted Earning per Share (In Rupees) | (-)2.25          | (-)0.38          |

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.



**NOTE `2`****SHARE CAPITAL  
AUTHORISED**

500000 Equity Shares of Rs.10/- each

|  | As at<br>31.03.2016<br>Rs. | As at<br>31.03.2015<br>Rs. |
|--|----------------------------|----------------------------|
|--|----------------------------|----------------------------|

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 | 88580        | 44.29 |
| 2. Divansh Mansingka    | 26290        | 13.15 | 26290        | 13.15 |

**NOTE `3`****RESERVE & SURPLUS  
GENERAL RESERVE**

As per last Balance Sheet

424770

424770

**Surplus in the statement of Profit and Loss**

Surplus at the beginning of the year

9534815

9610138

Less: Loss current year

-450387

-75323

**9084428****9534815**

9509198

9959585



**NOTE '4'****FIXED ASSETS ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH,2016**

| SR. NO. | PARTICULAR           | GROSS BLOCK    |                          |                | DEPRECIATION  |                   |                             |               | NET BLOCK      |                |
|---------|----------------------|----------------|--------------------------|----------------|---------------|-------------------|-----------------------------|---------------|----------------|----------------|
|         |                      | AS AT 31/03/15 | ADDITION DURING THE YEAR | AS AT 31/03/16 | UPTO 31/03/15 | Adjusted for sale | WRITTEN OFF DURING THE YEAR | UPTO 31/03/15 | AS AT 31/03/16 | AS AT 31/03/15 |
| 1       | Furniture            | 11089          | 0                        | 11089          | 10996         | 0                 | 0                           | 10996         | 93             | 93             |
| 2       | Computer             | 48800          | 0                        | 48800          | 46360         | 0                 | 0                           | 46360         | 2440           | 2440           |
|         | <b>TOTAL</b>         | <b>59889</b>   | <b>0</b>                 | <b>59889</b>   | <b>57356</b>  | <b>0</b>          | <b>0</b>                    | <b>57356</b>  | <b>2533</b>    | <b>2533</b>    |
|         | <b>PREVIOUS YEAR</b> | <b>59889</b>   | <b>0</b>                 | <b>59889</b>   | <b>54377</b>  | <b>0</b>          | <b>2979</b>                 | <b>57356</b>  | <b>2533</b>    | <b>5512</b>    |

As on  
31<sup>ST</sup> March,16As on  
31<sup>ST</sup> March,15**NOTE 5****Non-Current Investment**

| Name of the company                          | No. of Shares | Cost Rs.              | No. of Shares | Cost Rs.              |
|--|---------------|-----------------------|---------------|-----------------------|
| <b>I. QUOTED</b>                             |               |                       |               |                       |
| 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                 |
| <b>TOTAL</b>                                 |               | <u><b>2089166</b></u> |               | <u><b>2089166</b></u> |
| Aggregate market value of quoted investments |               | 149182                |               | 149182                |

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



**As at**                      **As at**  
**31.03.2016**                      **31.03.2015**

**NOTE `6`**

|                               |               |               |
|-------------------------------|---------------|---------------|
| Cash And Cash Equivalents     |               |               |
| Cash in hand                  | 100689        | 73041         |
| Balance with scheduled banks: |               |               |
| In Current Account            | 98349         | 43471         |
|                               | <u>199038</u> | <u>116512</u> |

**NOTE `7`**

|   |                |                 |
|---|----------------|-----------------|
| Short-Term Loans And Advances<br>(Unsecured , considered good ) |                |                 |
| Loan to Associate company                                       | 8767856        | 9458903         |
| Advance - tax and tax deducted at source                        | 510003         | 2335368         |
|   | <u>9277859</u> | <u>11794271</u> |

**NOTE `8`**

|   |                |                |
|---|----------------|----------------|
| Other Income  |                |                |
| Interest -TDS Rs 124210/- previous year Rs.<br>188533/- | 1242094        | 1885318        |
|   | <u>1242094</u> | <u>1885318</u> |

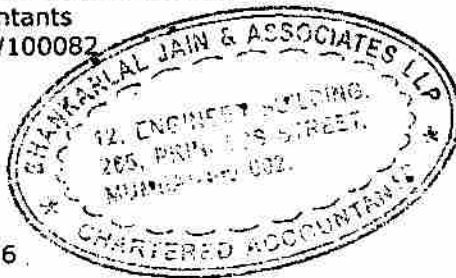
**NOTE `9`**

|                                  |               |               |
|----------------------------------|---------------|---------------|
| Other Expenses                   |               |               |
| Listing fees                     | 240725        | 119101        |
| Professional Charges             | 145745        | 118924        |
| Rates & taxes                    | 3940          | 2500          |
| Telephone expenses               | 23575         | 20649         |
| Travelling & conveyance expenses | 0             | 11788         |
| Brokerage & commission           | 0             | 2609          |
| Auditor 's remuneration :-       |               |               |
| - Audit fees                     | 28625         | 28090         |
| - Tax Audit fees                 | 0             | 11236         |
| - Tax matter                     | 17849         | 93540         |
| Bank charges                     | 514           | 187960        |
| Miscellaneous expenses           | 21050         | 29587         |
|                                  | <u>482023</u> | <u>625984</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 LLP  
Chartered Accountants  
FRN-109901W/W100082

(S L Agrawal)  
Partner  
M NO :72184  
Place : Mumbai  
Date :30/05/2016



For INDSOYA LTD.


*Sanjay Mansingh*  
*(S L Agrawal)*  
Group Chartered w/d  
Directors *Prakash Kumar*

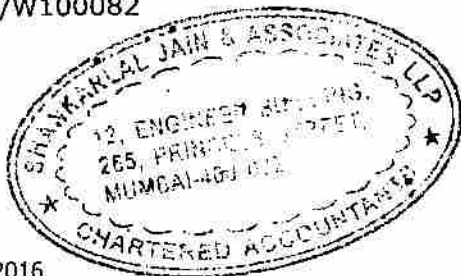
**INDSOYA LIMITED**

**Cash Flow Statement Annexed to the Balance Sheet for the period April 2015-March 2016.**

|   | <u>2015-2016</u> | <u>2014-2015</u> |
|---|------------------|------------------|
|   | Rs.              | Rs.              |
| A. Cash Flow from Operating Activities                  |                  |                  |
| Net Profit before tax and extraordinary items           | -475813          | -75323           |
| Adjusted for :-   |                  |                  |
| Depreciation  | <u>0</u>         | <u>2979</u>      |
| Operating Profit before working Capital changes         | -475813          | -72344           |
| Adjusted for :-   |                  |                  |
| Sundry Debtors  | 0                | 0                |
| Loans & Advances  | 2516412          | 268018           |
| Current Liabilities                                     | <u>-1983499</u>  | <u>-317046</u>   |
| Cash generated from operations                          | 57100            | -121372          |
| Less:- Direct tax paid                                  | <u>-25426</u>    | <u>0</u>         |
| Cash Flow before extraordinary items                    | 82526            | -121372          |
| Net Cash inflow /(used) from Operating Activities ( A ) | 82526            | -121372          |
| 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)    | 82526            | -121372          |
| Opening Balance of Cash and Cash Equivalents            | 116512           | 237884           |
| Closing Balance of Cash and Cash Equivalents            | 199038           | 116512           |


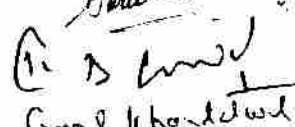
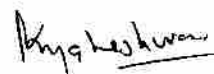
As per our report of even date  
For Shankarlal Jain & Associates LLP  
Chartered Accountants  
FRN-109901W/W100082

  
(S L Agrawal)  
Partner



Mumbai :  
Dated : 30/05/2016

FOR AND ON BEHALF OF THE BOARD

  
  
DIRECTORS 

**ANNUAL CERTIFICATE UNDER CLAUSE 26 OF SEBI (LODR) OF THE LISTING  
AGREEMENT WITH THE STOCK EXCHANGES**

I, Sarita Mansingka, Managing Director of Indsoya Limited declare that all Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct during the year ended 31st March 2016.

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

Sd/-  
Sarita Mansingka  
Managing Director  
DIN: 01788320

Place: **Mumbai**  
Date: **10<sup>th</sup>August, 2016**

**INDEPENDENT AUDITOR'S REPORT  
to the Members of Indsoya Limited**





**Form No. MGT-11 Proxy form**

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

**INDSOYA LIMITED**

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

**CIN:** L67120MH1980PLC023332

*35<sup>th</sup> Annual General Meeting-September 30, 2016*

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

Name of the member (s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail 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:

E-mail Id:

Signature:....., or failing him

2.Name: .....

Address: E-mail Id:

Signature:....., or failing him

3.Name: .....

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting of the company, to be held on the Friday of September 30, 2016 at 11 a.m. at 1111A, Raheja Chambers, 213, Nariman Point, Mumbai - 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016, 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 Ms. Sarita Mansingka as Director, liable to retire by rotation and being eligible for re-appointment.
3. Appointment of M/s. Shankarlal Jain & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company.

Signed this..... day of.....2016.

|   |
|---|
| Affix<br>Revenue<br>Stamp of<br>not less<br>than Re.1 |
|---|

.....  
Signature of the Member

.....  
Signature of the proxy holders

Note: 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.)

**Attendance Slip:**

**INDSOYA LIMITED**

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

CIN:L45208MH1982PLC264042

Website:www.indsoya.in

***35<sup>th</sup> Annual General Meeting – 30 September, 2016***

Registered Folio Number/DP Id/Client ID

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|

Number of Shares Held

|  |  |  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|--|
|  |  |  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|--|

I certify that I am a member /proxy/ authorized representative of the member of the Company.

I hereby record my presence at the 35<sup>th</sup>Annual General Meeting of the Company at the 1111A, Raheja Chambers, 213, Nariman Point, Mumbai - 400 021on the Friday of September 30, 2016 At 11 a.m.

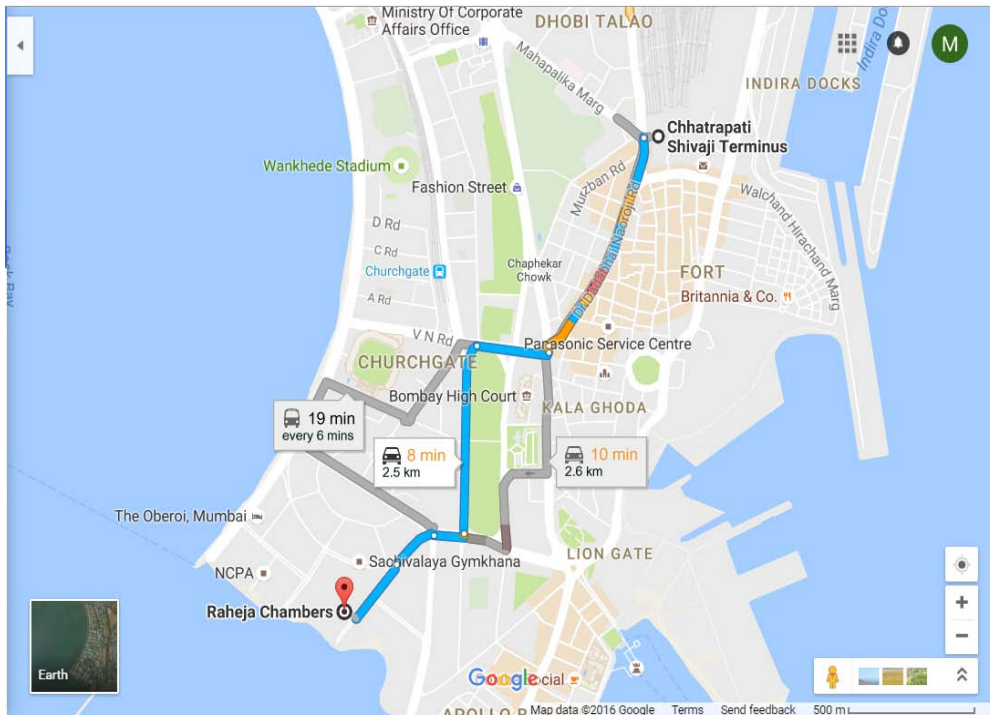
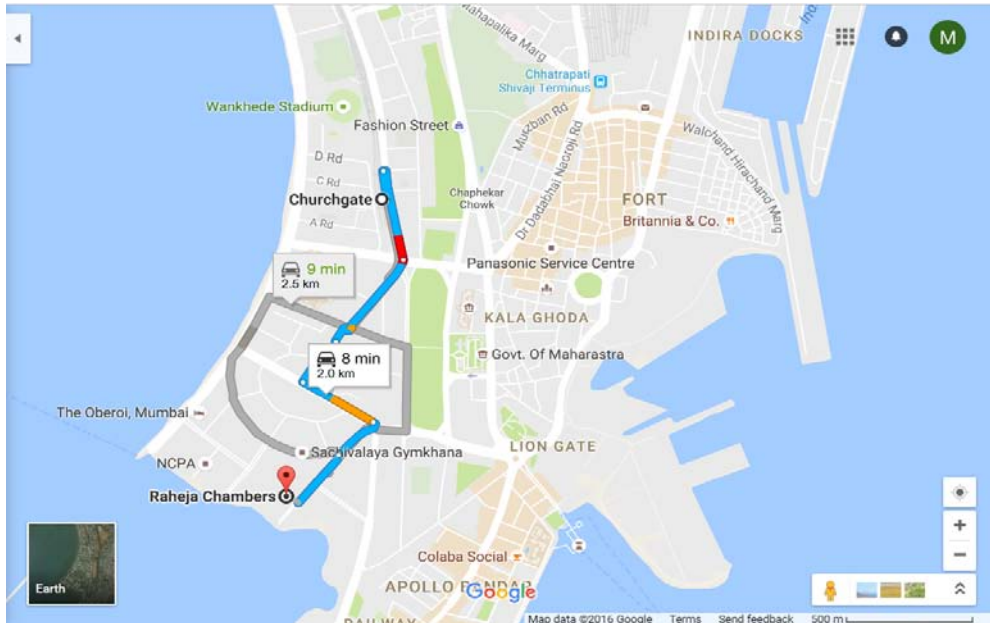
.....  
Name of the Member/proxy  
(In Block Letters)

.....  
Signature of Member/Proxy

*Note: please fill up this attendance slip and hand over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.*

## Route Map

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



**Form No. MGT-12**

**Polling Paper**

**Ballot Form**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

**INDSOYA LIMITED**

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

CIN: L45208MH1982PLC264042

**Ballot Form**

- 1 Name of the First Named Shareholder :  
(In block letters)
- 2 Name of the Joint Holder(s) if any :
- 3 Registered address of the sole/first named :  
Shareholder
- 4 Registered Folio No./ DP No./ Client ID No. :
- 5 Class of shares & No. of shares held :

I/We hereby exercise my/our vote in respect of **Resolutions** enumerated below by recording my assent or dissent to the said resolutions in the following manner:

| Item No.                        | Items  | No. of shares | I/We assent to the Resolution | I/We dissent to the Resolution |
|---------------------------------|--|---------------|-------------------------------|--------------------------------|
| <b><u>Ordinary Business</u></b> |  |               |                               |                                |
| 1.                              | To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016, 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 Ms. Sarita Mansingka as Director, liable to retire by rotation and being eligible for re-appointment.   |               |                               |                                |
| 3.                              | Appointment of M/s. Shankarlal Jain & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company.  |               |                               |                                |

Place: Mumbai

Date:

**Signature of the Shareholder**

**Note:**

1. Please read carefully the instructions overleaf before exercising your vote.
2. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
3. Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is on or before Wednesday, September 28, 2016 by 5.00 p.m.

## INSTRUCTIONS

### **1. General Instructions:**

- a. There will be one Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Ballot Form or through e-voting. If a member has opted for Physical Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.
- c. Voting in the ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.
- d. The Scrutinizer's decision on the validity of a Ballot/E-voting shall be final and binding.

### **2. Instructions for voting physically by Postal Ballot Form:**

- a. A member desirous of exercising his/her Vote by Ballot may complete this Ballot Form and send it to the Scrutinizer, Mr. **Martinho Ferrao**, Practicing Company Secretary, at Level 3, Office # 301, Dhun Building, 23/25 Janmabhoomi Marg, Fort, Mumbai - 400 001. Tel.: 022-22024549, Email: mferraocs@gmail.com, in the attached self-addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing postal ballot, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
- b. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- c. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- d. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot 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.
- e. 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 Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours by 5.00 p.m. on Wednesday, September 28, 2016. All Ballot Forms

received after this date will be strictly treated as if no reply has been received from the Member.

- h. A Member may request for a duplicate Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.2 (g) above.
- i. Members are requested not to send any other paper along with the Ballot Form. They are also requested not to write anything in the Ballot 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.
- j. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
- k. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e voting period unblock the votes in the presence of at least two (2) witness 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. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the AGM of the Company and shall be communicated to the Stock Exchange, where its securities are listed.

**3. Process for Members opting for E-Voting:**

- m. If you are already registered with CDSL for e-voting then you can use existing user ID and password for Login to cast your vote.
- n. In case of any queries, e-voting user manual for shareholders available at the Downloads section on CDSL E-voting website: [www.evotingindia.com](http://www.evotingindia.com). you can also send your queries/ grievances relating to e-voting to the e-mail id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- o. The period for e-voting starts on Monday the 26<sup>th</sup> September, 2016 at 9.00 a.m. and will end on Thursday, the 29<sup>th</sup> September, 2016 at 5.00 p.m.