

INDSOYA LIMITED

Regd. Off: 1111-A Raheja Chambers, 213, Nariman Point, Mumbai – 400021
Tel No.: (022) 22852796-97-99, E-mail: info@indsoya.com
Website: www.indsoya.com
CIN: L67120MH1980PLC023332

27th September 2019

To,

The Bombay Stock Exchange Limited Department of Corporate Services, P.J. Towers, Dalal Street, Mumbai- 400001	The Listing Department Delhi Stock Exchange Limited DSE House, 3/1 Asaf Ali Road, New Delhi-110002
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Dear Sirs,

Ref Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

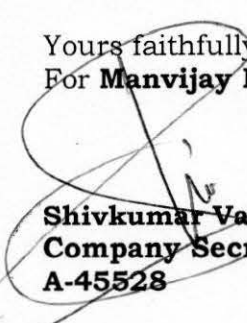
Sub: Proceedings of the 39th Annual General Meeting held on 29th September, 2019

In terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of the proceedings of the 39th Annual General Meeting of the Members of the Company **Indsoya Limited**, held on Friday, 27th September, 2019 at 1111-A, Raheja Chambers, 213 Nariman Point, Mumbai 400021 for your information and records.

You are requested to kindly take note of the above.

Thanking you,

Yours faithfully,
For **Manvijay Development Company Ltd**


Shivkumar Vaishya
Company Secretary
A-45528



Date: 27.09.2019

Place: Mumbai

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PROCEEDINGS OF THE 39TH ANNUAL GENERAL MEETING OF INDSOYA LIMITED HELD ON FRIDAY, SEPTEMBER 27TH 2019 WHICH COMMENCED AT 11:00 AM AND CONCLUDED AT 11:30 AM AT 1111-A, RAHEJA CHAMBERS, 213 NARIMAN POINT, MUMBAI 400021

As per the Notice dated 30th May 2019, the Thirty Ninth Annual General Meeting (AGM) of the Company was held on Friday, 27th September, 2019 at 11.00 AM at 1111-A, Raheja Chambers, 213 Nariman Point, Mumbai 400021.

Ms. Sarita Mansingka - Managing Director of the Company was elected as the Chairman and presided over the proceedings. She welcomed the Members to the Thirty Ninth AGM of the Company. A total of 05 Members attended the AGM. The requisite quorum was present at the AGM therefore Chairman preceded with the business of the meeting.

Then Ms. Sarita Mansingka, Chairman of the meeting confirmed that the meeting is called, convened, held and conducted as per the provisions of the Act, the rules and applicable secretarial standards.

The Chairman introduced the Board Members present on the dais to the Members of the Company and the items mentioned in the notice previously circulated were read one by one.

The Chairman then addressed the Members and gave an overview of the financial performance of the Company for the financial year ended 31st March, 2019 and its future outlook. The Chairman informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "SEBI LODR", the Company had extended the remote e-voting facility through Central Depository Services (India) Limited (CSDL) to enable the Members of the Company to cast / exercise their vote(s) electronically on the agenda items specified in the Notice of the 39th AGM. The remote voting period had commenced on Monday, September 23, 2019 (9.00 a.m. IST) and ended on Thursday, September 26, 2019 (5.00 p.m. IST). The Members were informed that the facility for voting by way of poll papers was made available at the AGM for the Members who had not cast their vote through remote e-voting.

The Chairman further informed that the Board of Directors had appointed Mr. Martinho Ferrao (FCS No. 6221), Proprietor of **Martinho Ferrao & Associates**, Practicing Company Secretaries, Mumbai, as the Scrutinizer for the purpose of



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scrutinizing the voting process (both Remote e-voting and voting process through poll papers at the AGM), for the resolutions included in the Notice of the 39th AGM.

The Chairman then invited participation of the Members of the Company for discussing the Standalone Financial Statements for the financial year ended 31st March 2019 along with Auditors and Board's Report thereon.

After reading the resolution from Item No. 1, Chairman requested the members to raise queries or seek clarification, if any on the Accounts. No queries or clarification was raised by any members present in a meeting on the said matter.

Then Ms. Sarita Mansingka, Chairman of the Company proposed item no 1, to be passed as an ordinary resolution, relating to Consideration and adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and Statutory Auditors thereon and it was seconded by Mr. Gopal Khandelwal.

Ms. Sarita Mansingka being interested in this item, stepped down as the Chairman of the Meeting and Mr. Kailash Dawda took over as the Chairman of the meeting.

Mr. Kailash Dawda -Chairman for this item, took Item No. 2 for discussion. Mr. Gopal Khandelwal, member of the Company proposed the resolution mentioned in item No. 2, to be passed as an ordinary resolution, relating to appointment of Director in place of Ms. Sarita Mansingka (DIN: 01788320), who retires by rotation and, being eligible, offers herself for re-appointment, and the same was seconded by Mr. P K Maheshwari. Ms Sarita Mansingka was re-appointed as a Director liable to retire by rotation.

Ms. Sarita Mansingka took over as the Chairman of the meeting from Mr. Kailash Dawda and and took Item No. 3 for discussion. Mr. Kailash Dawda, member of the Company then proposed item no. 3, to be passed as an ordinary resolution, relating to the ratification of appointment of M/s. Bhattar and Paliwal, Chartered Accountants (Firm Registration No. 131411W), as the Statutory Auditors of the Company from the conclusion of 39th Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2022, and the same was seconded by Mr. Sarita Mansingka.

Ms. Sarita Mansingka being interested in this item, stepped down as the Chairman of the Meeting and Mr. Kailash Dawda took over as the Chairman of the meeting.

Then the Chairman moved on to discuss Special Businesses. Item No 4 was taken up and it was proposed by Mr. P K Maheshwari, member of the Company, relating to appointment of Ms. Sarita Mansingka (DIN: 01788320) as Managing Director of the



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Company with effect from 12th March, 2020 to hold office for the second term of five consecutive years, for the approval of members to be passed as a special resolution and the same was seconded by Mr. Gopal Khandelwal.

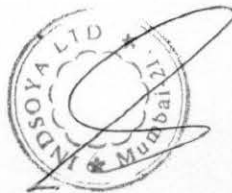
Ms. Sarita Mansingka took over as the Chairman of the meeting from Mr. Kailash Dawda and Item No 5 was taken up and it was proposed by Mr. Divansh Mansingka, member of the Company, relating to appointment of Mr. Kailash Dawda (DIN: 01744419), Independent Non-Executive Director of the Company of the Company to hold office for the second term of five consecutive years with effect from 11th May, 2020 to 10th May, 2025, for the approval of members to be passed as a special resolution and the same was seconded by Mr. P K Maheshwari.

Item No 6 was taken up and it was proposed by Ms. Sarita Mansingka, member of the Company, relating to appointment of Mr. Prahlad Kumar Maheshwari (DIN: 01931420), Independent Non-Executive Director of the Company of the Company to hold office for the second term of five consecutive years with effect from 11th May, 2020 to 10th May, 2025, for the approval of members to be passed as a special resolution and the same was seconded by Mr. Kailash Dawda.

Last item on the Notice i.e Item No 7 was taken up and it was proposed by Ms. Sarita Mansingka, member of the Company, relating to appointment of Mr. Gopal Ramotar Khandelwal (DIN: 01931435), Independent Non-Executive Director of the Company of the Company to hold office for the second term of five consecutive years with effect from 11th May, 2020 to 10th May, 2025, for the approval of members to be passed as a special resolution and the same was seconded by Mr. Divansh Mansingka.

The Chairman then ordered for poll on all the agenda items as stated in Notice of 39th AGM and requested the Members to cast their vote on each of the agenda items by putting a tick mark in the column of 'Assent' or 'Dissent', as the case may be, sign the Poll Paper and to drop it in the Ballot Box as kept inside the AGM Venue. She, then, requested Mr. Martinho Ferrao, Scrutinizer for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot boxes to the Members and locked and sealed it in the presence of the Members of the Company.

The Chairman announced that the results of voting i.e. remote e-voting results and results of the voting done at the AGM along with the consolidated scrutinizer's reports shall be announced on or before 29th September 2019 at the registered office of the Company and would be displayed on the website of the Company. He also informed that the results would also be intimated to BSE Ltd. (BSE) and Delhi Stock Exchange of India Ltd. (DSE) and would be available at the Registered Office of the Company.

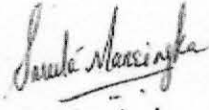


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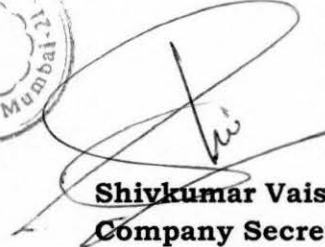
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The Chairman thanked all the Members for their presence and support and after the casting of the votes by all the Members present, the 39th AGM stood closed.

For Indsoya Limited



Sarita Mansingka
Chairman
DIN: 01788320



Shiykumar Vaishy
Company Secretary
A-45528

Date: 27.09.2019
Place: Mumbai