

33rd ANNUAL REPORT

[2018-19]

DR. M. INDUSCORP LIMITED

(Formerly known as Dr. M. Soy Proteins Limited)

CORPORATE INFORMATION

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONS:

- 1) Mr. Prem Prakash – Managing Director
- 2) Mr. Pankaj Gupta – Director
- 3) Ms. Ruchi Gupta - Director
- 4) Mr. Rama Krishnan – Independent Director
- 5) Mr. Pavan Kumar Gupta – Independent Director
- 6) Ms. Richa Chawla – Independent Director
- 7) Ms. Pooja Gupta – Chief Financial Officer (CFO)
- 8) Mr. Biswajeet Karar – Company Secretary (CS)

AUDIT COMMITTEE:

- 1) Ms. Richa Chawla – Chairman
- 2) Mr. Prem Prakash – Member
- 3) Mr. Rama Krishnan – Member

STAKEHOLDERS RELATIONSHIP COMMITTEE:

- 1) Ms. Richa Chawla – Chairman
- 2) Mr. Prem Prakash – Member
- 3) Mr. Rama Krishnan – Member

NOMINATION AND REMUNERATION COMMITTEE:

- 1) Ms. Richa Chhawla – Chairman
- 2) Mr. Prem Prakash – Member
- 3) Mr. Rama Krishnan – Member

INTERNAL COMPLAINTS COMMITTEE:

- 1) Ms. Richa Chhawla – Chairman
- 2) Mr. Prem Prakash – Member
- 3) Mr. Rama Krishnan – Member

STATUTORY AUDITORS:

M/s. Nitin Rajnish & Associates

INTERNAL AUDITORS:

M/s. Oswal Jain & Associates

SECRETARIAL AUDITORS:

M/s. A.K. Nandwani & Associates

REGISTERED OFFICE:

18B/1, Ground Floor, Dev Nagar,
D.B. Gupta Road, Karol Bagh,
New Delhi – 110005
Phone No. 011-28716806
Website: www.drminduscorp.com
E-mail: drmsoy@gmail.com

REGISTRAR AND TRANSFER AGENTS (RTA):

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
D- 153A, 1st Floor, Okhla Industrial Area,
Phase – I, New Delhi – 110020
Tel: 011-26812682/83; 011- 64732681 to 88
Fax: 011-26812682
E-mail: admin@skylinerta.com

INDEX

| | Page No. |
|---|-----------------|
| Notice..... | 01-13 |
| Directors' Report (with Annexures)..... | 14-34 |
| Auditors' Report..... | 35-42 |
| Financial Statements..... | 43-48 |
| Notes forming part of Financial Statements..... | 49-59 |
| Proxy Form..... | 60 |
| Attendance Slip..... | 61 |
| Route Map..... | 62 |

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the members of **DR. M. INDUSCORP LIMITED** (Formerly known as Dr. M. Soy Proteins Limited) will be held at **18B/1, Ground Floor, Dev Nagar, D.B. Gupta Road, Karol Bagh, New Delhi - 110005** on Saturday, 28th day of September, 2019 at 11:00 A.M. to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ending March 31, 2019 together with the reports of Auditors and Directors thereon.
2. To appoint a Director in place of **Mr. Pankaj Gupta (DIN 00289145)**, who retires by rotation and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS:

3. **Re-appointment of Mr. Rama Krishnan (DIN: 06932865) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Rama Krishnan (DIN: 06932865), who was appointed as an Independent Director of the Company for a term of five years up to August 13, 2019, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from August 14, 2019 up to August 13, 2024, whose office shall not be liable to retire by rotation.”

4. **Re-appointment of Mr. Pavan Kumar Gupta (DIN: 06937146) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Pavan Kumar Gupta (DIN: 06937146), who was appointed as an Independent Director of the Company for a term of five years up to August 13, 2019, in

terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from August 14, 2019 up to August 13, 2024, whose office shall not be liable to retire by rotation.”

5. Re-appointment of Ms. Richa Chawla (DIN: 06939421) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Richa Chawla (DIN: 06939421), who was appointed as an Independent Director of the Company for a term of five years up to August 13, 2019, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from August 14, 2019 up to August 13, 2024, whose office shall not be liable to retire by rotation.”

By order of the Board

Date: 31.08.2019

Place: New Delhi

**Prem Prakash
Managing Director
DIN: 00289179
Address: 18B/1, D. B. Gupta Road,
Karol Bagh, New Delhi-110005**

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself/ herself and the proxy need not be a member of the Company. A proxy in order to be effective must be lodged at the registered office of the Company at least forty years (48) hours before the time of the meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 21st September, 2019 to 28th September, 2019 (Both days inclusive).
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed herewith.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company's Registrar and Share Transfer Agent namely SKYLINE FINANCIAL SERVICES PVT. LTD.
6. Members/Proxies should bring Attendance Slips duly filled and signed in for attending the meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
9. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least Seven (7) days before the date of the meeting so as to enable the management to keep the information ready.
10. Members are requested to:
 - (a) Notify any change in their address to the Company including PIN CODE to the Registrar and Share Transfer Agent of the Company namely:

**SKYLINE FINANCIAL SERVICES PVT. LTD.
D-153A, 1ST FLOOR, OKHLA INDUSTRIAL AREA
PHASE-I, NEW DELHI- 110020**

PH. +91-11-64732681 to 88
E-mail: admin@skylinerta.com

Members whose shareholding is in electronic mode are requested to direct change of address notifications and bank particulars for receiving the dividend, if declared, through electronic credit under ECS, to their respective Depository Participants.

(b) Bring their copies of Annual Report with them to the meeting as the same will not be supplied again at the Meeting as a measure of economy.

11. Copies of the Annual Report 2018-19 are being sent by electronic mode only to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2019 including Attendance Slip and Proxy Form are being sent by the permitted mode.

12. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer facility of voting through electronic means to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying notice. The facility of casting the votes by the members using an electronic voting system from a place other than venue of Annual General Meeting (AGM) ("**remote e-voting**") will be provided by Central Depository Services (India) Limited (CDSL). The remote e-voting rights of the members /beneficial owners shall be reckoned in proportion to the equity shares held by them in the Company as on **20th September, 2019** (Cut-off date fixed for determining the eligibility to vote by electronic means or by ballot in the AGM). Detailed instructions for availing the e-voting facility indicating the process and manner of e-voting are given hereunder.

The e-Voting process to be followed by the shareholders to cast their votes:

- During the voting period, the shareholders can visit the e-Voting website www.evotingindia.com and select the relevant EVSN/ Company for voting.
- The shareholders having shares in the demat form can login to the e-voting system using their user-id (i.e. demat account number), PAN and password provided. The shareholders having shares in Physical form can log-in using the folio number of the shares, PAN and the password provided.
- After logging in, demat security holders will have to mandatorily change their password. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote. Physical security holders will be provided with a fresh password for every e-voting.
- Security holders can then cast their vote on the resolutions available for voting.
- Security holders can also view the resolution details on the e-voting website.

- Once the security holder casts the vote, the system will not allow modification of the same.
- During the voting period, security holders can login any number of times till they have voted on all the resolutions.

Instructions For E-Voting:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th September, 2019 at 10:00 A.M. and ends on 27th September, 2019 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 20th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders”.
- (v) Now Enter your User ID
 - 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 and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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

| | |
|----------------------------------|--|
| OR Date of Birth (DOB) | <ul style="list-style-type: none">• If both the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (v). |
|----------------------------------|--|

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Dr. M. Induscorp 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

- (xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> 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 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- i. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 20th September, 2019 may obtain login ID and password by sending a request at www.evotingindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
 - (ii) **The Remote e-voting period commences on 25th September, 2019 (10:00 A.M.) and ends on 27th September, 2019 (5:00 P.M.).** During this period, members of the Company holding shares either in physical or dematerialized form, as on the cut-off date of 20th September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - (iv) The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote through ballot paper at the meeting in terms of Companies (Management and Administration) Amendment Rules, 2015.
 - (v) Ms. Kavita of M/s. A. K. Nandwani & Associates, Company Secretaries in Practice (Membership No FCS 9115) failing her Ms. Meenu Sharma of M/s. A. K. Nandwani & Associates, Company Secretaries in Practice (Membership No ACS 32806), have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- (vi) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members present at the AGM but have not cast their vote by availing remote e-voting facility.
 - (vii) Immediately after the conclusion of voting at the AGM, the scrutinizer will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of company. The scrutinizer will prepare a consolidated scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM. This report shall be made to the Chairman or any other person authorized by the Chairman, who will then declare the result of the voting.
13. The Results declared along with the Scrutinizer's Report(s) shall be placed on the website of the Company viz. www.drminduscorp.com and on CDSL's website viz. www.evotingindia.com immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Shares of the Company are listed.
14. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 A.M to 5:30 P.M) on all working days up to and including the date of the Annual General Meeting of the Company.
15. Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting (pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been attached separately with this notice.

EXPLANATORY STATEMENT
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

Mr. Rama Krishnan was appointed as an Independent Director of the Company for a period of five years from 14.08.2014 to 13.08.2019.

The Board of Directors of the Company ('the Board') at their meeting held on 13.08.2019, on the recommendation of the Nomination & Remuneration Committee, proposed re-appointment of Mr. Rama Krishnan as an Independent Director of the Company with effect from 14.08.2019 to 13.08.2024, pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). As per the said provisions, Mr. Rama Krishnan, being an Independent Director, shall not be liable to retire by rotation.

The details including the qualification and the list of companies in which Mr. Rama Krishnan serves as Director and Member/ Chairman of various committees are stated in the annexure attached to the Notice.

Mr. Rama Krishnan has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations. Further, in the opinion of the Board, Mr. Rama Krishnan fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Non-Executive Director and he is independent of the management. Mr. Rama Krishnan does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

In compliance with the provisions of Sections 149, 150, 152 and 160 read with Schedule IV to the Act and Regulation 16(1) (b) of the Listing Regulations, the appointment of Mr. Rama Krishnan, as a Non-Executive Director and Independent Director is now being placed before the Members at this Annual General Meeting ("AGM") for their approval.

The Board recommends the special Resolution set out at Item No. 3 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Rama Krishnan, are in any way concerned or interested in passing of the resolution mentioned at Item No. 3 of the Notice.

ITEM NO. 4

Mr. Pavan Kumar Gupta was appointed as an Independent Director of the Company for a period of five years from 14.08.2014 to 13.08.2019.

The Board of Directors of the Company ('the Board') at their meeting held on 13.08.2019, on the recommendation of the Nomination & Remuneration Committee, proposed re-appointment of Mr. Pavan Kumar Gupta as an Independent Director of the Company with effect from 14.08.2019 to 13.08.2024, pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") and Securities Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). As per the said provisions, Mr. Pavan Kumar Gupta, being an Independent Director, shall not be liable to retire by rotation.

The details including the qualification and the list of companies in which Mr. Pavan Kumar Gupta serves as Director and Member/ Chairman of various committees are stated in the annexure attached to the Notice.

Mr. Pavan Kumar Gupta has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations. Further, in the opinion of the Board, Mr. Pavan Kumar Gupta fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Non-Executive Director and he is independent of the management. Mr. Pavan Kumar Gupta does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

In compliance with the provisions of Sections 149, 150, 152 and 160 read with Schedule IV to the Act and Regulation 16(1) (b) of the Listing Regulations, the appointment of Mr. Pavan Kumar Gupta, as a Non-Executive Director and Independent Director is now being placed before the Members at this Annual General Meeting (“AGM”) for their approval.

The Board recommends the special Resolution set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Pavan Kumar Gupta, are in any way concerned or interested in passing of the resolution mentioned at Item No. 4 of the Notice.

ITEM NO. 5

Ms. Richa Chawla was appointed as an Independent Director of the Company for a period of five years from 14.08.2014 to 13.08.2019.

The Board of Directors of the Company (‘the Board’) at their meeting held on 13.08.2019, on the recommendation of the Nomination & Remuneration Committee, proposed re-appointment of Ms. Richa Chawla as an Independent Director of the Company with effect from 14.08.2019 to 13.08.2024, pursuant to the provisions of Section 149 of the Companies Act, 2013 (“Act”) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). As per the said provisions, Ms. Richa Chawla, being an Independent Director, shall not be liable to retire by rotation.

The details including the qualification and the list of companies in which Mr. Richa Chawla serves as Director and Member/ Chairman of various committees are stated in the annexure attached to the Notice.

Ms. Richa Chawla has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations. Further, in the opinion of the Board, Ms. Richa Chawla fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Non-Executive Director and she is independent of the management. Ms. Richa Chawla does not

hold any share in the Company, either in her individual capacity or on a beneficial basis for any other person.

In compliance with the provisions of Sections 149, 150, 152 and 160 read with Schedule IV to the Act and Regulation 16(1) (b) of the Listing Regulations, the appointment of Ms. Richa Chawla, as a Non-Executive Director and Independent Director is now being placed before the Members at this Annual General Meeting (“AGM”) for their approval.

The Board recommends the special Resolution set out at Item No. 5 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives, except Ms. Richa Chawla, to the extent of her re-appointment, are in any way concerned or interested in passing of the resolution mentioned at Item No. 5 of the Notice.

By order of the Board

Date: 31.08.2019
Place: New Delhi

Prem Prakash
Managing Director
DIN: 00289179
Address: 18B/1, D. B. Gupta Road,
Karol Bagh, New Delhi-110005

PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (“AGM”)**Item No. 2**

| | |
|--|--|
| Particulars | Mr. Pankaj Gupta |
| Date of Birth | 05.09.1980 |
| Date of Appointment | 20.11.2015 |
| Qualifications | Graduate |
| Expertise in specific functional areas | He has more than 12 years of experience in managing business. He has also good knowledge of Finance. |
| Directorships held in other public companies (excluding foreign companies and section 8 companies) | NIL |
| Memberships/chairmanships of committee of other public companies (includes only Audit Committee and stakeholders’ relationship committee) | NIL |
| Number of shares held in the company | 1,22,694 |
| Relationship with the Company | Promoter |

Item No. 3

| | |
|--|---|
| Particulars | Mr. Rama Krishnan |
| Date of Birth | 27.10.1953 |
| Date of Appointment | 14.08.2014 |
| Qualifications | MBA from Punjab University |
| Expertise in specific functional areas | He has vast experience of over 40 years in sales, purchase and other commercial activities. |
| Directorships held in other public companies (excluding foreign companies and section 8 companies) | NIL |
| Memberships/chairmanships of committee of other public companies (includes only Audit Committee and stakeholders’ relationship committee) | NIL |
| Number of shares held in the company | NIL |
| Relationship with the Company | None |

Item No. 4

| | |
|--|--|
| Particulars | Mr. Pavan Kumar Gupta |
| Date of Birth | 22.12.1956 |
| Date of Appointment | 14.08.2014 |
| Qualifications | MBBS from Meerut University |
| Expertise in specific functional areas | He has wide range of knowledge about food and nutrition. |
| Directorships held in other public companies (excluding foreign companies and section 8 companies) | N.A |
| Memberships/chairmanships of committee of other public companies (includes only Audit Committee and stakeholders' relationship committee) | NIL |
| Number of shares held in the company | NIL |
| Relationship with the Company | None |

Item No. 5

| | |
|---|--|
| Particulars | Ms. Richa Chawla |
| Date of Birth | 05.08.1986 |
| Date of Appointment | 14.08.2014 |
| Qualifications | Graduate from Delhi University |
| Expertise in specific functional areas | She has 10 years of experience in banking industry and independently running and managing her business presently as an entrepreneur. |
| Directorships held in other public companies (excluding foreign companies and section 8 companies) | N.A |
| Memberships/ chairmanships of committee of other public companies (includes only Audit Committee and stakeholders' relationship committee) | NIL |
| Number of shares held in the company | NIL |
| Relationship with the Company | None |

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Directors' Report together with the Audited Accounts of the Company for the financial year ended 31st March, 2019.

FINANCIAL SUMMARY

Amount (in Rs. lakhs)

| Particulars | For the Year ended 2019 | For the Year ended 2018 |
|--|--------------------------------|--------------------------------|
| Total Income | 238.52 | 96.11 |
| Total Expenses | 243.75 | 93.40 |
| Profit (Loss) before Depreciation | (5.21) | 2.71 |
| Less: Depreciation & Amortization | 7.25 | 1.74 |
| Profit (Loss) after depreciation | (12.46) | 0.97 |
| Less: Current Income Tax | - | 0.35 |
| Less: Previous year adjustment of Income Tax | - | 0.12 |
| Less: Deferred Tax | - | - |
| Net Profit after Tax | (12.46) | 0.50 |
| Balance carried to Balance Sheet | (12.46) | 0.50 |

TRANSFER TO RESERVES

No Amount has been transferred to Reserve.

DIVIDEND

Due to the Business losses, the Board has not recommended any dividend for the period under report.

REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

Financial results have been summarized above under financial summary. The directors are working hard to secure better results in future.

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this report.

DEPOSITS

Your Company has neither invited nor accepted any deposits from the public so far.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143 (12)

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143 (12) of the Companies Act, 2013.

PARTICULARS OF LOANS AND INVESTMENTS MADE

Particulars of Loans, Guarantees or Investments in accordance with the provisions of Section 186 of the Act.

Amount Outstanding as at 31st March, 2019

| Particulars | Amount (In Rs.) |
|--------------------|------------------------|
| Loans Given | 1,00,00,000/- |
| Guarantee given | - |
| Investment made | 3,154/- |

Loans, Guarantees given or Investments made during the Financial Year 2018-19

| Name of the Entity | Relation | Amount (In Rs.) | Particulars of loans, guarantees given or investments made | Purpose for which the loans, guarantees and investments are proposed to be utilized |
|---------------------------|-----------------|------------------------|---|--|
| NIL | | | | |

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has an internal control system commensurate with the size, nature and complexity of its business activities.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

- a) Particulars relating to conservation of energy: Nil
- b) Particulars relating to technology absorption: Nil
- c) Foreign Exchange Earning & Outgo: Nil

RISK MANAGEMENT POLICY

Your Company has been following the principle of risk minimization as a significant norm in every industry which has now become mandatory under Section 134(3)(n) of the Companies Act, 2013. The Board of Directors has adopted a Risk Management Policy which emphasizes risk assessment and minimization procedures, steps for framing, implementing and monitoring the risk management plan for the company. The contents of the policy have been included in the "Management Discussion and Analysis" forming part of this report.

CORPORATE SOCIAL RESPONSIBILITY

The provisions relating to the development and implementation of Corporate Social Responsibility are not applicable to the Company.

DIRECTORS AND KMP

During the year under review, Ms. Bobby resigned from the post of Company Secretary of the Company. Ms. Somali Tiwari was appointed as the Company Secretary of the Company w.e.f. 01.10.2018 who resigned from the post of Company Secretary w.e.f. 01.07.2019. On resignation of Ms. Somali Tiwari, Mr. Biswajeet Karar has been appointed as Company Secretary of the Company w.e.f. 01.07.2019. There was no change in the Directorship of the Company during the FY 2018-2019.

Further, Mr. Rama Krishnan, Mr. Pavan Kumar Gupta and Ms. Richa Chawala were appointed as Independent Directors of the Company for a period of 5 years with effect from 14.08.2014 to 13.08.2019 at the Annual General Meeting held on 28.09.2014. Accordingly, the Board recommended re-appointment of Mr. Rama Krishnan, Mr. Pavan Kumar Gupta and Ms. Richa Chawala as Independent Non-Executive Directors for a second term of five consecutive years commencing from 14.08.2019 to 13.08.2024.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Pankaj Gupta (DIN: 00289145) Director shall retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

REMUNERATION OF THE DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP) AND PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors / Key Managerial Personnel (KMP) and Employees of the Company is furnished hereunder:

- (i) the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year: **The Company has only 4 employees out of which 3 are Key Managerial Personnel.**
- (ii) the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.:

| Sr. No. | Name | Category | Remuneration (Rs. In lakhs) | | Increase |
|---------|----------------------------------|-------------------|-----------------------------|---------|----------|
| | | | 2018-19 | 2017-18 | |
| 1. | Mr. Prem Prakash | Managing Director | 4.50 | 3.00 | 50% |
| 2. | Ms. Pooja Gupta | CFO/KMP | 1.80 | 1.75 | 2.86% |
| 3. | Ms. Jyoti | Employee | 1.80 | 0.75 | - |
| 4. | Ms. Bobby [^] | Company Secretary | 1.25 | 0.25 | - |
| 5. | Mrs. Somali Tiwari ^{**} | Company Secretary | 1.31 | 0 | - |

[^] Resigned w.e.f. 01/10/2018.

^{**} Appointed w.e.f. 01/10/2018

- (iii) The percent increase in the median remuneration of employees in the financial year: NIL
- (iv) the number of permanent employees on the rolls of Company: **The Company has only 4 employee out of which 3 are Key Managerial Personnel.**
- (v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration. NIL
- (vi) the key parameters for any variable component of remuneration availed by the Directors.
Nil
- (vii) The remuneration paid to the Directors/ Key Managerial Personnel (KMP) is in accordance with the remuneration policy of the Company.

The provisions of Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable, as there are no such employees who were drawing / in receipt of remuneration exceeding the prescribed amount during the period under review.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year, no material court orders was passed by any regulators, tribunals or courts which impact the going concern & company's operation in future.

BOARD MEETINGS

During the year, Nine (9) Board Meetings were held on 26.05.2018, 18.07.2018, 14.08.2018, 01.09.2018, 11.10.2018, 14.11.2018, 03.01.2019, 31.01.2019 and 13.02.2019 and the same were convened and held, in compliance with the provisions of the Act.

DETAILS OF MEETING ATTENDED BY EACH DIRECTOR

| S. No | Name of Director | Number of meeting attended |
|--------------|-------------------------|-----------------------------------|
| 1. | Mr. Prem Prakash | 9 |
| 2. | Mr. Pankaj Gupta | 9 |
| 3. | Ms. Ruchi Gupta | 9 |
| 4. | Mr. Rama Krishnan | 9 |
| 5. | Mr. Pavan Kumar Gupta | 5 |
| 6. | Ms. Richa Chawla | 5 |

AUDIT COMMITTEE MEETINGS

During the year, 4 Audit Committees Meetings were held on 26.05.2018, 14.08.2018, 14.11.2018 and 13.02.2019 and the same were convened and held, in compliance with the provisions of the Act.

| S. No | Name of Director | Designation | Number of meeting attended |
|--------------|-------------------------|--------------------|-----------------------------------|
| 1. | Ms. Richa Chawla | Chairperson | 4 |
| 2. | Mr. Prem Prakash | Member | 4 |
| 3. | Mr. Rama Krishnan | Member | 4 |

STAKEHOLDERS RELATIONSHIP COMMITTEE

During the year, 3 (three) Stakeholders Relationship Committees Meeting were held on 14.08.2018, 14.11.2018 and 31.01.2019 and the same were convened and held, in compliance with the provisions of the Act.

| S. No. | Name of Director | Designation | Number of meeting attended |
|---------------|-------------------------|--------------------|-----------------------------------|
| 1. | Ms. Richa Chawla | Chairperson | 3 |
| 2. | Mr. Prem Prakash | Member | 3 |
| 3. | Mr. Rama Krishnan | Member | 3 |

NOMINATION AND REMUNERATION COMMITTEE

During the year, only 1 (one) Nomination and Remuneration Committees Meeting was held on 11.10.2018 and the same was convened and held, in compliance with the provisions of the Act.

| S. No. | Name of Director | Designation | Number of meeting attended |
|---------------|-------------------------|--------------------|-----------------------------------|
| 1. | Ms. Richa Chawla | Chairperson | 1 |
| 2. | Mr. Pankaj Gupta | Member | 1 |
| 3. | Mr. Rama Krishnan | Member | 1 |

RESOLUTION PASSED BY WAY POSTAL BALLOT

No resolution was passed by postal ballot during the financial year 2018-2019

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and other applicable provisions if any, the Board of Directors has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy of the Company, inter-alia, includes the aims and objectives, principles of remuneration, criteria for identification of Board Members and senior management.

The Criteria for identification of the Board Members including for determining qualification, positive attributes, independence etc. are given hereunder:

- The Board Member shall possess appropriate skills, qualification and experience.
- Director should possess high level of personal and professional ethics and values. He should be able to manage the interests and concerns of the Company as well as the shareholders.

- Independent Director shall be a person with vast experience and expertise who fulfils the criteria of independence under Section 149 of the Companies Act, 2013 and could contribute to the growth of the Company.
- The Director must be willing to denote sufficient time and energy to carry out his duties and responsibilities effectively and properly.

BOARD EVALUATION

The board evaluated the effectiveness of its functioning and that of the Committees and individual Directors by seeking their inputs on various aspects of the Board/ Committees Governance.

The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long term strategic planning and the fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to active participation at the Board and Committees meetings.

The Chairman of the Board had one-on-one meeting with the Independent Directors and the Chairman of the Nomination and Remuneration Committee had one-on-one meeting with the Executive and Non-Executive Directors. These meetings were intended to obtain Directors' inputs on effectiveness of the Board/Committees.

The Board discussed and considered the inputs received from Directors.

Further, the Independent Directors at their meeting reviewed the performance of the Board, its Chairman and the Non-Executive Directors of the Board.

DIRECTORS' RESPONSIBILITY STATEMENT

As required in terms of Section 134(5) of the Companies Act, 2013, your Directors wish to state as under-

1. That in the preparation of the Annual Accounts, the applicable Accounting Standards had been followed and there were not material departures;
2. That 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 as at 31st March, 2019 and of the profit or loss of the Company for the year ended on that date;
3. The Directors have taken proper and sufficient 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 fraud and other irregularities;
4. The Directors have prepared the annual accounts of the Company on a 'going concern' basis;
5. The Directors have laid down internal financial controls in the company that are adequate and were operating effectively;
6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RELATED PARTY TRANSACTIONS PURSUANT TO CLAUSE (H) OF SUB-SECTION 134 OF THE ACT AND RULE 8(2) OF THE COMPANIES (ACCOUNTS) RULES, 2014

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.

1. Details of contracts or arrangements or transactions not at arm's length basis:

No such transactions were entered during the financial year 2018-2019.

2. Details of material contracts or arrangement or transactions at arm's length basis:

The contract or arrangement or transactions entered with the related parties during the financial year 2018-19 were not material and the same were disclosed in the notes to accounts forming part of the financial statements for the year ended 31st March, 2019.

Accordingly 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 along with the justification for entering into such contracts and arrangements in form AOC-2 does not form part of the report.

HOLDING/SUBSIDIARY COMPANY

The Company is not a subsidiary of any other company.

The Company does not have any subsidiaries, joint ventures or associate companies.

DECLARATION OF INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

AUDITORS OF THE COMPANY

a) STATUTORY AUDITORS

M/s NITIN RAJNISH & ASSOCIATES, Chartered Accountants, were appointed as the Statutory Auditors for a period of 5 years in accordance with the provisions of Sec. 139 of Companies Act, 2013 at the Annual General Meeting of the Company held on 30th September 2017. As per the provisions of Companies Act, 2013, their appointment is valid for 5 years, as the Statutory Auditors of the Company.

b) INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and Rules related thereto, **M/s. OSWAL JAIN & ASSOCIATES, Chartered Accountants**, New Delhi have been appointed as the Internal Auditors of the Company and their report is duly reviewed by the Audit Committee on quarterly basis.

c) SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed **M/s. A. K. Nandwani & Associates, Company Secretaries in Practice** to undertake the Secretarial Audit of the company. The Report of the Secretarial Auditor in Form **MR-3** is enclosed as a part of this report.

d) AUDITORS REPORT(S)

The reports of the Statutory Auditors and Secretarial Auditors have been duly considered by the Board. The said reports are self-explanatory.

AUDIT COMMITTEE

The Audit Committee of the Board has been duly constituted in accordance with the provisions of Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

VIGIL MECHANISM - WHISTLE BLOWER POLICY

In terms of the provisions of Sec 177(9) & (10) of the Companies Act, 2013 and pursuant to the provisions of Regulation 22 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors has duly approved a vigil mechanism for stakeholders, employees and Directors about illegal or unethical practices and for the Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics Policy.

INTERNAL COMPLAINTS COMMITTEE AND ITS POLICY AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Board has constituted an Internal Complaints Committee and adopted a policy on Sexual Harassment as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. The Internal Complaints Committee has not received any complaints on sexual harassment during the year under review.

MAINTENANCE OF COST RECORDS

The provisions related to maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 are not applicable to the Company.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company is in compliance with the applicable Secretarial Standards.

EXTRACT OF ANNUAL RETURN

The details forming part of the extracts of Annual Return are annexed hereto in form **MGT-9**.

SHARES

During the year under review, the Company has forfeited its 1,40,100 partly paid-up equity shares.

REPORT ON CORPORATE GOVERNANCE

In terms of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provision of Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company since the paid up capital of the Company is below Rs. 10 Crores and also the net worth of the Company is below Rs. 25 Crores. Thus, the Company is not required to attach the Corporate Governance report with the Report of the Board of Directors.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Clause 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Management Discussion and Analysis Report is enclosed as a part of this report.

ACKNOWLEDGEMENTS

Your Directors wish to thank and acknowledge the co-operation, assistance and support extended by the Banks, Company's Shareholders and Employees.

For and on behalf of the Board

Place: New Delhi

Date: 31.08.2019

**Prem Prakash
Chairman**

DIN: 00289179

**ADD: 18B/1, D.B. Gupta Road,
Karol Bagh, New Delhi-110005**

MANAGEMENT DISCUSSIONS & ANALYSIS REPORT

Industrial and business review

The Company has carrying trading activities during the financial year. The Company is exploring new avenues of business for its growth.

Human Relations

The relations between the Company and its employees remained cordial throughout the year.

Human Resources

The Company is providing an opportunity to all its employees to utilize their full potential and grow in the organization. There was no strike or labour unrest during the last financial year.

Internal Control Systems

The Company has a proper internal control system and qualified professionals are carrying out internal audit. The Internal Audit Reports are being submitted to the Board and Audit committee for required remedial action from time to time as per requirement.

Opportunity and Outlook

The Company is exploring new avenues in order to achieve overall improvement. Directors of the Company are doing their best.

Risk Management

The Board reviews the Risks Management policies of the Company from time to time.

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2019**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

| | | |
|----|---|--|
| 1. | CIN | L01119DL1986PLC023698 |
| 2. | Registration Date | 21/03/1986 |
| 3. | Name of the Company | Dr. M. Induscorp Limited (Formerly known as Dr. M Soy Proteins Limited) |
| 4. | Category/Sub-category of the Company | Public Company Limited By Shares |
| 5. | Address of the Registered office & contact details | 18B/1, Ground Floor, Dev Nagar, D.B. Gupta Road, Karol Bagh, New Delhi-110005 E-MAIL: drmsoy@gmail.com PHONE: 011-28716806 WEBSITE: www.drinduscorp.com |
| 6. | Whether listed company | YES |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020 Tel. : 011-26812682, 83, 011-64732681 to 88 Fax : 011-26812682 E-mail : admin@skylinerta.com |

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)

| S. No. | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|--------|--|---------------------------------|------------------------------------|
| 1 | Whole Sale Trade | 9961 | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

| S. No. | Name and Address of the Company | CIN/ GLN | Holding/ Subsidiary/ Associates | % of Shares held | Applicable Section |
|--------|---------------------------------|----------|---------------------------------|------------------|--------------------|
| NIL | | | | | |

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

Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 31-March-2018] | | | | No. of Shares held at the end of the year [As on 31-March-2019] | | | | % Change during the year |
|---|--|-----------------|------------------|-------------------|--|-----------------|------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 22,38,624 | 2,00,000 | 24,38,624 | 31.67 | 22,38,624 | 2,00,000 | 24,38,624 | 31.67 | - |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt(s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any other | - | - | - | - | - | - | - | - | - |
| Sub-Total (A)(1):- | 22,38,624 | 2,00,000 | 24,38,624 | 31.67 | 22,38,624 | 2,00,000 | 24,38,624 | 31.67 | - |
| (2) Foreign | - | - | - | - | - | - | - | - | - |
| (a) NRIs- Individual | - | - | - | - | - | - | - | - | - |
| (b) Other- Individuals | - | - | - | - | - | - | - | - | - |
| (c) Bodies Corporate | - | - | - | - | - | - | - | - | - |
| (d) Banks/FI | - | - | - | - | - | - | - | - | - |
| (e) Any Other | - | - | - | - | - | - | - | - | - |
| Sub-Total (A)(2):- | - | - | - | - | - | - | - | - | - |
| Total shareholding of Promoter (A) | 22,38,624 | 2,00,000 | 24,38,624 | 31.67 | 22,38,624 | 2,00,000 | 24,38,624 | 31.67 | - |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| 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) | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1):- | - | - | - | - | - | - | - | - | - |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | 88,000 | 1,43,200 | 2,31,200 | 3.00 | 87,000 | 58,200 | 1,45,200 | 1.88 | (1.12) |
| i) Indian | - | - | - | - | - | - | - | - | - |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | - | - | - | - | - | - | - | - | - |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 6,45,895 | 30,97,489 | 37,43,384 | 48.62 | 6,62,595 | 30,04,088 | 36,66,683 | 47.62 | (1.00) |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 39,900 | 11,73,900 | 12,13,800 | 15.76 | 39,900 | 13,36,801 | 13,76,701 | 17.88 | 2.12 |
| c) NRIs | 12,100 | 55,600 | 67,700 | 0.88 | 12,100 | 55,600 | 67,700 | 0.88 | - |
| d)HUF | 5,500 | - | 5,500 | 0.07 | 5,300 | - | 5,300 | 0.07 | - |
| Sub-total (B)(2):- | 7,91,395 | 44,70,189 | 52,61,584 | 68.33 | 8,06,895 | 44,54,689 | 52,61,584 | 68.33 | - |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 7,91,395 | 44,70,189 | 52,61,584 | 68.33 | 8,06,895 | 44,54,689 | 52,61,584 | 68.33 | - |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 30,30,019 | 46,70,189 | 77,00,208 | 100 | 30,45,519 | 46,54,689 | 77,00,208* | 100 | - |

*This includes 1,40,100 partly paid-up Equity Shares as forfeited by the Company during the year.

B) Shareholding of Promoter-

| SN | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % 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 | Ms. Mona Gupta | 53,047 | 0.69 | - | 53,047 | 0.69 | - | - |
| 2 | Ms. Manju Rani | 5,86,725 | 7.62 | - | 5,86,725 | 7.62 | - | - |
| 3 | Mr. Prem Prakash | 6,36,481 | 8.27 | - | 6,36,481 | 8.27 | - | - |
| 4 | Mr. Pankaj Gupta | 1,22,694 | 1.59 | - | 1,22,694 | 1.59 | - | - |
| 5 | Ms. Ruchi Gupta | 3,96,047 | 5.14 | - | 3,96,047 | 5.14 | - | - |
| 6 | Ms. Anuradha Jain | 2,47,847 | 3.22 | - | 2,47,847 | 3.22 | - | - |
| 7 | Prem Prakash HUF | 3,95,783 | 5.14 | - | 3,95,783 | 5.14 | - | - |
| | TOTAL | 24,38,624 | 31.67 | - | 24,38,624 | 31.67 | - | - |

C) Change in Promoters' Shareholding: As per List A

D) Shareholding Pattern of top ten Shareholders: As per List B

(Other than Directors, Promoters and Holders of GDRs and ADRs):

E) Shareholding of Directors and Key Managerial Personnel: As per List C

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/ accrued but not due for payment.

(Amount In Rs.)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|---------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 19,32,376/- | - | - | 19,32,376/- |
| ii) Interest due but not paid | - | | | |
| iii) Interest accrued but not due | - | | | |
| Total (i+ii+iii) | 19,32,376/- | - | - | 19,32,376/- |
| Change in Indebtedness during the financial year | | | | |
| * Addition | - | - | - | - |
| * Reduction | (3,40,591/-) | - | - | (3,40,591/-) |
| Net Change | (3,40,591/-) | - | - | (3,40,591/-) |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 15,91,785/- | - | - | 15,91,785/- |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 15,91,785/- | - | - | 15,91,785/- |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Amount (In Rs.)

| SN. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | Total Amount |
|-----|---|-------------------------|------|------|--------------|
| | | Mr. Prem Prakash (MD) | ---- | ---- | |
| 1 | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 4,50,000 | - | - | 4,50,000 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | - | - | - | - |
| 2 | Stock Option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission - as % of profit - others, specify... | - | - | - | - |
| 5 | Others, please specify | - | - | - | - |
| | Total (A) | 4,50,000 | - | - | 4,50,000 |
| | Ceiling as per the Act | - | - | - | - |

B. Remuneration to other directors

| SN. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|-----|--|-------------------|------|------|-----|--------------|
| | | ----- | ---- | ---- | --- | |
| 1 | Independent Directors | - | - | - | - | - |
| | Fee for attending board committee meetings | - | - | - | - | - |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (1) | - | - | - | - | - |
| 2 | Other Non-Executive Directors | - | - | - | - | - |
| | Fee for attending board committee meetings | - | - | - | - | - |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (2) | - | - | - | - | - |
| | Total (B)=(1+2) | - | - | - | - | - |
| | Total Managerial Remuneration | - | - | - | - | - |
| | Overall Ceiling as per the Act | - | - | - | - | - |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Amount (in Rs.)

| SN | Particulars of Remuneration | Key Managerial Personnel | | | | |
|----|---|--------------------------|---------------------|---------------------------------|---------------------------|----------|
| | | CEO | CS Ms. Bobby^ | CS Mrs. Somali Tiwari* | CFO Ms. Pooja Gupta | Total |
| 1 | Gross salary | | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | 1,25,000 | 1,31,000 | 1,80,000 | 4,36,000 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | - | - | - |
| 2 | Stock Option | - | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - | - |
| 4 | Commission | - | - | - | - | - |
| | - as % of profit | - | - | - | - | - |
| | others, specify... | - | - | - | - | - |
| 5 | Others, please specify | - | - | - | - | - |
| | Total | - | 1,25,000 | 1,31,000 | 1,80,000 | 4,36,000 |

^ Resigned w.e.f. 01/10/2018

* Appointed w.e.f. 01/10/2018

VII. 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) |
|-------------------------------------|------------------------------|-------------------|---|------------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| B. DIRECTORS | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

For and on behalf of the Board

Place: New Delhi

Date: 31.08.2019

Prem Prakash

Chairman

DIN: 00289179

Add: 18B/1, D.B. Gupta Road,
Karol Bagh, New Delhi-110005

List A

| S. No. | Name of promoter | Shareholding | | Date | Increase/ Decrease in shareholding | Reason | Cumulative shareholding during the year | |
|--------|--------------------|--------------------------------|----------------------------------|------|------------------------------------|--------|---|----------------------------------|
| | | No. of shares at the beginning | % of total shares of the company | | | | No. of shares | % of total shares of the company |
| 1 | Ms. Mona Gupta | 53,047 | 0.69 | - | - | - | 53,047 | 0.69 |
| 2 | Ms. Manju Rani | 5,86,725 | 7.62 | - | - | - | 5,86,725 | 7.62 |
| 3 | Mr. Prem Prakash | 6,36,481 | 8.27 | - | - | - | 6,36,481 | 8.27 |
| 4 | Mr. Pankaj Gupta | 1,22,694 | 1.59 | - | - | - | 1,22,694 | 1.59 |
| 5 | Ms. Ruchi Gupta | 3,96,047 | 5.14 | - | - | - | 3,96,047 | 5.14 |
| 6 | Ms. Anuradha Gupta | 2,47,847 | 3.22 | - | - | - | 2,47,847 | 3.22 |
| 7 | Prem Prakash HUF | 3,95,783 | 5.14 | - | - | - | 3,95,783 | 5.14 |

List B

(IV) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters & Holders of GDRs & ADRs):

| Sl No | Name | Shareholding at the beginning of the year | | Cumulative shareholding during the year Share | |
|----------|------------------------------|---|----------------------------------|---|----------------------------------|
| | | No of shares | % of total shares of the company | No of shares | % of total shares of the company |
| 1 | MONA VERMA | | | | |
| | At the beginning of the year | 200000 | 2.65 | 200000 | 2.65 |
| | At the end of the Year | - | - | 200000 | 2.65 |
| 2 | ANURADHA JAIN | | | | |
| | At the beginning of the year | 200000 | 2.65 | 200000 | 2.65 |
| | At the end of the Year | - | - | 200000 | 2.65 |
| 3 | KHUSHBU MITTAL | | | | |
| | At the beginning of the year | - | - | - | - |
| | At the end of the Year | - | - | 150500 | 1.99 |
| 4 | SAPNA MITTAL | | | | |
| | At the beginning of the year | - | - | - | - |
| | At the end of the Year | - | - | 138500 | 1.83 |
| 5 | VIKAS MITTAL | | | | |
| | At the beginning of the year | - | - | - | - |
| | At the end of the Year | - | - | 115000 | 1.52 |
| 6 | MONIKA GUPTA | | | | |
| | At the beginning of the year | - | - | - | - |
| | At the end of the Year | - | - | 77500 | 1.03 |

| | | | | | |
|-----------|------------------------------|-------|------|-------|------|
| 7 | A K NANDWANI (KARTA) | | | | |
| | At the beginning of the year | - | - | - | - |
| | At the end of the Year | - | - | 70600 | 0.93 |
| 8 | M L TULSIAN | | | | |
| | At the beginning of the year | 62000 | 0.82 | 62000 | 0.82 |
| | At the end of the Year | - | - | 62000 | 0.82 |
| 9 | PUNISH BATRA | | | | |
| | At the beginning of the year | - | - | - | - |
| | At the end of the Year | - | - | 55500 | 0.73 |
| 10 | EKTA BATRA | | | | |
| | At the beginning of the year | - | - | -- | - |
| | At the end of the Year | - | - | 50000 | 0.66 |

List C

| S. No. | Name of Directors/KMP | Shareholding | | Date | Increase/Decrease in shareholding | Reason | Cumulative shareholding during the year | |
|--------|-----------------------|--------------------------------|----------------------------------|------|-----------------------------------|--------|---|----------------------------------|
| | | No. of shares at the beginning | % of total shares of the company | | | | No. of shares | % of total shares of the company |
| 1 | Mr. Pankaj Gupta | 1,22,694 | 1.59 | - | - | - | 1,22,694 | 1.62 |
| 2 | Mr. Prem Prakash | 6,36,481 | 8.27 | - | - | - | 6,36,481 | 8.42 |
| 3 | Ms. Ruchi Gupta | 3,96,047 | 5.15 | - | - | - | 3,96,047 | 5.23 |

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2019

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

To,
The Members,
Dr. M. Induscorp Limited
(Dr. M. Soy Proteins Limited)
18B/1, Ground Floor, Dev Nagar,
D.B. Gupta Road, Karol Bagh, New Delhi-110005

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Dr. M. Induscorp Limited (Formerly Known as Dr. M. Soy Proteins Limited)** (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our 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, 2019 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 the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 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 there under;
- (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 to the Company during the Audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 & The Securities Exchange Board of India (Shares Based employee benefits) regulation 2014; (Not applicable to the Company during the Audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit period)

- (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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit period).

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 Agreement entered into by the Company with the Stock Exchange(s) read with the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above during the year.

We further report that:

1. As explained and undertaken by the management, the Board of Directors of the Company comprises of an optimum combination 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 within the stipulated time, 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. All the decisions at the Board Meetings and Committee Meetings were carried unanimously as recorded in the minutes of meeting the Board of Directors or the Committee of the Board as the case may be.

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.

We further report that, the compliance by the Company of applicable financial laws like direct & indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that during the audit period there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**For A.K. Nandwani & Associates
Company Secretaries**

**Place: New Delhi
Date: 31.08.2019**

**Kavita
Partner
FCS: 9115
C P No.: 10641**

'Annexure A'

To,

The Members,

Dr. M. Induscorp Limited

(Dr. M. Soy Proteins Limited)

18B/1, Ground Floor, Dev Nagar,

D.B. Gupta Road, Karol Bagh, New Delhi-110005

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which management has conducted the affairs of the company.

**For A.K. Nandwani & Associates
Company Secretaries**

Place: New Delhi

Date: 31.08.2019

**Kavita
Partner
FCS: 9115
C P No.: 10641**

Independent Auditor's Report

To the Members of **DR. M. INDUSCORP LIMITED**
(Formerly known as Dr. M. Soy Protiens Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the financial statements of DR. M INDUSCORP LIMITED (“the Company”), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31st March, 2019, its profit/loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Key Audit Matters

Key Audit matters are those matters that, in our professional judgement were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion these matters. For each

matter below, our description of how our audit addressed the matter is provided in this context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. .

Responsibilities of Management and Those Charged with Governance for the Standalone 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 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. 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are

also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the '**Annexure A**', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in '**Annexure B**'.
- g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us
- h) 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 does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

FOR NITIN RAJNISH & ASSOCIATES
Chartered Accountants
FRN: 031499N

PLACE: NEW DELHI
DATE: 29/05/2019

Sd/-
NITIN JAIN
(PROP)
Membership No. 500654

Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

- i.
 - a. The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - b. As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
 - c. The title deeds of immovable properties are held in the name of the company.
- ii. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b) and (c) of the order are not applicable to the Company.
- iv. In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- v. The company has not accepted any deposits from the public covered under sections 73 to 76 of the Companies Act, 2013.
- vi. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vii.
 - a. According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited. with the appropriate authorities except a sum of Rs.14894/- on account GST. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2019 for a period of more than six months from the date they became payable.
 - b. According to the information and explanations given to us, Except the amount reported above in point number Vii (b) , there is no amount payable in respect of income tax, service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes.
- viii. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders, as applicable to the company.
- ix. The company has not raised any money by way of initial public offer or further public offer (including debt instruments) or by way of term loans during the year.
- x. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us, we report that managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. The company is not a Nidhi Company. Therefore, clause (xii) of the order is not applicable to the company.

- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. The company has not entered into non-cash transactions with directors or persons connected with him.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

FOR NITIN RAJNISH & ASSOCIATES
Chartered Accountants
FRN: 031499N

PLACE: NEW DELHI
DATE: 29/05/2019

Sd/-
NITIN JAIN
(PROP)
Membership No. 500654

Report on Internal Financial Controls with reference to financial statements

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 DR. M INDUSCORP LIMITED ("the Company") as of March 31, 2019 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 internal control over financial reporting criteria established by the Company considering the 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. 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 judgement, 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 authorisations 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 over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the 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.

FOR NITIN RAJNISH & ASSOCIATES
Chartered Accountants
FRN: 031499N

PLACE: NEW DELHI
DATE: 29/05/2019

Sd/-
NITIN JAIN
(PROP)
Membership No. 500654

| DR. M INDUSCORP LIMITED | | | |
|---|--------------|--------------------------------|--------------------------------|
| 18B/1, Ground Floor, Dev Nagar, D.B. Gupta Road, Karol Bagh, New Delhi – 110005 | | | |
| BALANCE SHEET AS AT 31st MARCH 2019 | | | |
| (Amount in Rs.) | | | |
| Particulars | Notes | As at March 31,2019 | As at March 31,2018 |
| ASSETS | | | |
| Non Current Assets | | | |
| (a) Tangible Assets | 1 | 1,565,343.37 | 2,169,950.50 |
| (b) Intangible Assets | 1 | 566,006.00 | 566,005.66 |
| (C) Non-current Investment | 2 | 3,154.00 | 793,154.00 |
| (d) Long Term Loan & Advances | 5 | 10,300,000.00 | 10,300,000.00 |
| (e) Deffered Tax | 12 | 16,941.00 | 16,941.00 |
| (f) Other Non-Current Assets | | 572,989.00 | 859,483.00 |
| Total Non Current Assets | | 13,024,433.37 | 14,705,534.16 |
| Current assets | | | |
| (a) Financial Assets | 11 | | |
| Cash and cash equivalents | | | |
| Balance with scheduled banks | | | |
| In current accounts | | 6,105,941.32 | 11,193,769.28 |
| (b) Other Current Assets | 3 | 10,961,485.89 | 7,065,382.24 |
| Total Current Assets | | 17,067,427.21 | 18,259,151.52 |
| Total Assets | | 30,091,860.58 | 32,964,685.68 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share capital | 6 | 76,301,580.00 | 76,301,580 |
| (b) Other Equity | 7 | (49,835,217.39) | (48,372,949) |
| Total Equity | | 26,466,362.61 | 27,928,631 |
| LIABILITIES | | | |
| Non Current Liabilities | | | |
| (a) Long Term Borrowing | | 1,591,785.00 | 1,932,376 |
| Total Of Non Current Liabilities | | 1,591,785.00 | 1,932,376 |

| | | | |
|--|-----------|--|----------------------|
| Current liabilities | | | |
| (a) Financial Liabilities | 11 | | |
| Other financial liabilities-Expenses payable | | - | - |
| (b) Other current liabilities | 8 | 122,714.30 | 250,231 |
| © Trade Payable | 5 | 1,910,998.67 | 2,853,447.20 |
| Total Current Liabilities | | 2,033,712.97 | 3,103,678.40 |
| Total Equity and Liabilities | | 30,091,860.58 | 32,964,685.68 |
| Significant Accounting Policies | 1 | - | - |
| <p>The accompanying notes form an integral part of these Ind AS financial statements. As per our report of even date attached</p> | | | |
| <p>Nitin Rajnish & Associates Chartered Accountants Firm Registration No. 031499N</p> | | <p>For and on Behalf of the Board of Directors of Dr M Induscorp Ltd.</p> | |
| <p>s/d Prem Prakash Managing Director DIN:00289179</p> | | <p>s/d Ruchi Gupta Director DIN: 02448278</p> | |
| <p>CA NITIN JAIN Membership No.500654</p> | | <p>s/d Somali Tiwari Company Secretary M. No. A47631</p> | |
| <p>Place : Delhi Date : 29/05/2019</p> | | <p>s/d Pooja Gupta CFO</p> | |

| STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2019 | | | | |
|---|---|-------|-----------------------------------|-----------------------------------|
| (Amount in Rs.) | | | | |
| Particulars | | Notes | For the year ended March 31, 2019 | For the year ended March 31, 2018 |
| I. | Revenue from operations | | 22,175,200.27 | 6,909,169.55 |
| | Other operating revenues-commission income | | - | - |
| II. | Other income-interest | | 1,676,427.10 | 2,702,323.59 |
| III. | Total (I+II) | | 23,851,627.37 | 9,611,493.14 |
| | Cost of goods sold | | 20,776,713.00 | 6,479,419.00 |
| | Employee benefits, Director Remuneration | | 1,139,245.00 | 718,450.00 |
| | Other expenses | | | |
| | Bank charges | | 41,372.34 | 4,804.41 |
| | Depreciation | | 725,236.93 | 174,233.50 |
| | Conveyance | | - | 1,225.00 |
| | Director sitting fees | | - | - |
| | Legal and professional Expenses | | 222,200.00 | 229,708.00 |
| | Misc. Expenses | | 1,963.00 | 4,183.00 |
| | Payment to auditors | 7 | 60,000.00 | 50,000.00 |
| | Postage charges | | 173,258.00 | - |
| | Printing & stationery | | 180,911.00 | 109,655.00 |
| | Couier Expenses | | 30,709.00 | 31,300.50 |
| | Advertisement Expenses | | 97,224.00 | |
| | Cash Discount | | 3,207.00 | |
| | Custody, Depository & Listing Fee | | 108,500.00 | 133,119.20 |
| | E- Voting Charges | | 7,022.40 | 10,531.00 |
| | Electricity Expenses | | 74,245.00 | 139,110.00 |
| | Interest On TDS | | 928.00 | 457.00 |
| | MSE Processing fee | | | 29,500.00 |
| | Office Exp | | 1,065.00 | - |
| | Preliminary expenses W/Off | | 286,494.00 | 286,494.00 |
| | Previous Year Expenses | | | 16,800.00 |
| | Processing Fee | | 295.00 | |
| | Rent Paid | | 660,000.00 | 700,000.00 |
| | Freight | | 23,000.00 | |
| | Roc Fees | | 113,836.00 | 92,861.00 |
| | Sales Promotion Expenses | | 66,000.00 | - |
| | Short & Excess | | 1,514.37 | 440.00 |
| | Telephone Expenses | | 4,424.00 | 4,343.00 |
| | Travelling Expenses | | | 188,700.00 |
| | Vehicle (R&M) Expenses | | 296,647.00 | 108,933.00 |
| | Website Expenses | | 1,675.00 | - |

| | | | | |
|--|--|----------|-----------------------|---------------------|
| | | | | - |
| IV. | Total | | 25,097,685.04 | 9,514,266.61 |
| V. | Profit/(loss) before tax (III-IV) | | (1,246,057.67) | 97,226.53 |
| VI. | Tax expenses | | | |
| | Current tax | | - | 34,840.00 |
| | Deferred tax charge/(credit) | | - | 12,035.00 |
| | Total tax expenses | | - | 46,875.00 |
| VII. | Profit/(loss) after tax for the year(V-VI) | | (1,246,057.67) | |
| VIII | Other Comprehensive Income/(Loss) | | - | - |
| IX. | Total Comprehensive Income/(Loss) for the year (VII+VIII) | | (1,246,057.67) | 50,351.53 |
| X. | Earnings per equity share | | | |
| | Basic & Diluted earnings per share | 4 | - | - |
| | [Nominal value of Share Rs.10/- (Rs. 10/-) each] | | | |
| Significant Accounting Policies | | 1 | | |

The accompanying notes form an integral part of these Ind AS financial statements.

As per our report of even date attached

Nitin Rajnish & Associates
Chartered Accountants
Firm Registration No. 031499N

**For and on Behalf of the Board of Directors
of Dr M Induscorp Ltd.**

CA NITIN JAIN
Membership No.500654

s/d
Prem Prakash
Managing Director
DIN: 00289179

s/d
Ruchi Gupta
Director
DIN: 02448278

Place : Delhi
Date :29/05/2019

s/d
Somali Tiwari
Company Secretary
M. No. A47631

s/d
Pooja Gupta
CFO

| S. No. | Particulars | 31.03.2019 Amount (Rs.) | 31.03.2018 Amount (Rs.) |
|--------|--|-------------------------------|-------------------------------|
| | <u>CASH FLOW FROM OPERATING ACTIVITIES</u> | | |
| A | Net Profit as per Profit and Loss A/c | (1,246,058) | 97,227 |
| | Less :- Interest Income | (1,676,427) | (2,104,868) |
| | Less: Dividend Income | | (4,100) |
| | Add :- Interest Expenses to others | | (32,500.00) |
| | Add:- Preliminary Expenses Written Off | 286,494 | 286,494 |
| | Add: Depreciation charged in Profit and Loss A/c | 725,236 | 174,234 |
| | Less: Profit on sale of investments | | (591,274) |
| | Less: Profit on Sale of Fixed Asset | | (175,455.00) |
| | Add: Transfer to reserve | (216,211) | |
| | Add: Loss on Sale of Fixed Asset | | |
| | Less: Transfer from reserve | | (919,654.00) |
| | | (2,126,965) | (2,142,289) |
| | ADJUSTMENT FOR CHANGES IN WORKING CAPITAL | | |
| | Add : Increase in Trade Payable | | 2,784,167 |
| | Add: Decrease in Trade Receivables | | - |
| | Add: Decrease in Other Current Assets | - | 692,351.71 |
| | Add: Increase in Provision | | 101,102.00 |
| | Add: Decrease in non current assets | | - |
| | Add: Increase in Current Maturities of Long Term Debt | | - |
| | | - | 2,784,167 |
| | Less: Decrease in Current Maturities of Long Term Debt | | (102,450) |
| | Less: Increase in Other Current Asset | (3,896,104) | (99,348) |
| | Less: Increase in Trade Receivables | | (6,738,732) |
| | Less: Decrease in Expenses Payable | (127,517) | - |
| | Less: Decrease in Trade Payables | (942,449) | 26,904.00 |
| | Less: Decrease in Other Payables | | (114,379) |
| | Less: Decrease in current maturities of Long Term Debt | | - |
| | Less: Decrease in Advance from Customers | | - |
| | Less: Increase in Short Term Loans And Advance | | - |
| | | (4,966,069) | (7,054,909) |
| | | (4,966,069) | (4,270,742) |
| | | | 26,904.00 |

| | | | |
|---|---|-------------------------|--------------------|
| | Less: Income Tax Paid | | |
| | <hr/> | | |
| | Previous Year | | - |
| | Current Year | | - |
| | Earlier Years | | - |
| | Net Cash Flow From Operations | (4,966,069) (7,093,034) | (6,413,030) |
| B | <u>CASH FLOW FROM INVESTING ACTIVITIES</u> | | |
| | Interest Income | 1,676,427 | 2,104,868 |
| | Dividend Income | | 4,100 |
| | Sale of Shares | 790,000 | - |
| | Increase in Advances Received Against Assets | | |
| | Increase in Advance Received Against Investment | | |
| | Short Term Loans & Advances | | |
| | Purchase of Intangible Assets | | |
| | Purchase of Investment | | |
| | Purchase of Intangible Assets | | |
| | Sale of Investments | | 739,770 |
| | | 2,466,427 | 2,848,739 |
| C | <u>CASH FLOW FROM FINANCING ACTIVITIES</u> | | |
| | Increase in Share Capital | | - |
| | Share Application Money Refunded | | |
| | Short Term Loan and Advance | (340,591) | |
| | Long Term Liability | | 1,932,376 |
| | Decrease in Secured Loans | | |
| | Increase in Fixed Assets | (120,630) | (2,222,080) |
| | Increase in Unsecured Loans | (461,221) | (289,704) |
| | NET INFLOW/ (OUTFLOW) DURING THE YEAR | (5,087,828) | (3,853,996) |
| | Add: Opening Balance of Cash and Bank | 11,193,769 | 15,047,765 |
| | Closing Balance of Cash and Bank | 6,105,941 | 11,193,769 |
| This is the Cash Flow Statement referred to in our report of even date. In terms of our report attached. | | | |
| For Nitin Rajnish & Associates | | | |
| Chartered Accountants | | | |
| Firm Reg. No: 031499N | s/d | s/d | |
| | Prem Prakash | Ruchi Gupta | |
| | Managing Director | Director | |
| | DIN:00289179 | DIN: 02448278 | |
| CA. Nitin Jain | | | |
| Proprietor | s/d | s/d | |
| Membership No.: 500654 | Pooja Gupta | Somali Tiwari | |
| Place : Delhi | CFO | M. No. A47631 | |
| Date: May 29, 2019 | | | |

**DR. M INDUSCORP LIMITED
18B/1, GROUND FLOOR D.B GUPTA ROAD
DEV NAGAR KAROL BAGH - DELHI 110005**

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED ON 31st MARCH 2019

a. Equity Share Capital

| Particulars | No. of shares | Amount in Rs. |
|--|------------------|--------------------|
| Equity shares of Rs. 10/- each issued, subscribed and paid up | | |
| As at April 01,2017 | 7,700,208 | 77002080.00 |
| Add: issued during the year | - | 0.00 |
| As at March 31,2018 | 7,700,208 | 77002080.00 |
| Less : Share Forfieted | (140,100) | (700,500) |
| As at March 31,2019 | 7,560,108 | 76301580.00 |

b. Other Equity

(Amount in Rs.)

| Particulars | Reserves and Surplus | | | Other Comprehensive Income | Total Other Equity |
|------------------------------------|----------------------|-------------------|-------------|----------------------------|--------------------|
| | General Reserve | Retained Earnings | Total | | |
| Balance as of April 1, 2017 | | | | | |
| Comprehensive income for the year | | | | - | |
| Profit of the year | -48423300.25 | 50351.53 | 48372948.72 | - | -48372948.72 |
| Balance as of March 31,2018 | | | | | 0.00 |
| Comprehensive income for the year | | | | | |
| loss for the year | -48372948.72 | - | 49619006.39 | -216211.00 | -49835217.39 |
| Balance as of March 31,2019 | | | | | |
| | -49835217.39 | 0.00 | 0.00 | | 0.00 |

The purposes of each of above reserve within equity is as under:

1. **General reserve-** mainly includes amount received from government in earlier financial years.
2. **Retained earnings-** Retained earnings are the profits/(loss) that the Company has earned/incurred till date.

Significant Accounting Policies(Note 1)

The accompanying notes form an integral part of these Ind AS financial statements.

**DR. M INDUSCORP LIMITED
18B/1, GROUND FLOOR D.B GUPTA ROAD
DEV NAGAR KAROL BAGH - DELHI 110005**

Notes to Ind AS financial statements for the year ended March 31, 2019

1 Company Overview and Significant Accounting Policies

1.1 Company Overview

DR. M INDUSCORP Ltd. (Formerly known as Dr. M Soy Proteins Limited) ("the Company") is a public limited Company incorporated and domiciled in India and has its registered office at Delhi, India.

1.2 Basis of Preparation of Financial Statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values and the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with relevant rules issued there under. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.3 Use of Estimates

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the disclosures of contingent liabilities at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

1.4 Classification of Assets and Liabilities into Current/Non-current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current. A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalent, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classifications of assets and liabilities.

1.5 Financial Instruments

1.5.1 Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition.

1.5.2 Subsequent measurement

(i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

1.5.3. Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

1.6 Fair Value of Financial Instruments

In determining the fair value of its financial instruments, the Company uses assumptions that are based on market conditions and risks existing at each reporting date.

1.7 Impairment of Financial Assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

1.8 Provisions and Contingent Liabilities

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

Contingent liabilities are shown by way of Notes to Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.

1.9 Earnings Per Equity Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting dividend attributable taxes) by the 7560108 number of equity shares outstanding during the period.

Diluted earnings per equity share is calculated by dividing the net profit or loss attributable to the equity shareholders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted at the beginning of the period, unless they have been issued at a later date.

1.10 Income Tax

Income tax expense comprises current and deferred tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or recognized in other comprehensive income.

Current income tax for current and prior periods is recognized at the amount expected to be paid to the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized after considering the fact that tax law does not restricts the source of taxable profit against which it may make deductions on the reversal of that temporary differences.

1.11 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Cash and Cash Equivalents for the purposes of cash flow statement comprise cash at bank and in hand and bank deposit with banks where original maturity is three months or less.

1.12 Revenue recognition

The Company is currently deriving revenues primarily from providing services of procurements of orders.

Effective April 1, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers "using the modified retrospective approach. Under the modified retrospective approach, there were no significant adjustment required to the retained earnings as at 1 April, 2018.The effect on adoption of Ind AS 115 was insignificant.

Revenue is recognized upon transfer of control of promised services to customers in an amount that reflects the consideration we expect to receive in exchange of those services.

Revenues from services of procurements of orders are recognized as and when services are rendered.

1.13 Other Income

Other income is comprised primarily of interest income. Interest income is recognized using the effective interest method.

1.14 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of Directors of the Company has been identified as being the chief operating decision maker by the management of the Company.

| 2. Non Current Investment | | |
|--|---|---|
| Particulars | For the year ended March 31,2019 | For the year ended March 31,2018 |
| Unquoted Investment in other entities | 3154.00 | 793154.00 |
| Total | | |
| | 3154.00 | 793154.00 |
| 3. Other Current Assets | | |
| Particulars | For the year ended March 31,2019 | For the year ended March 31,2018 |
| Trade Receivable | 10330698.69 | 6738731.95 |
| TDS Receivable | 134852.20 | 225434.00 |
| Accrued Interest On FDR | 40739.00 | 0.00 |
| Income Tax Receivable | 0.00 | 58712.29 |
| TDS Receivable From Toyota | 14677.00 | 0.00 |
| Advance To Sahib Packaging | 15000.00 | 0.00 |
| Advance To Prem Prakash | 129745.00 | |
| Prepaid Expense | 295774.00 | 42504.00 |
| Total | | |
| | 10961485.89 | 7065382.24 |
| 4. Cash and cash equivalents | | |
| Particulars | For the year ended March 31,2019 | For the year ended March 31,2018 |
| Cash in hand | 506246.89 | 570192.89 |
| Cheques on hand | | |
| Fixed Deposit With Bank | 5061041.00 | 10417991.83 |
| Balance with bank | 538653.43 | 205584.56 |
| Total | | |
| | 6105941.32 | 11193769.28 |
| 5. Short/Long Term Loans & Advances | | |
| Particulars | For the year ended March 31,2019 | For the year ended March 31,2018 |
| Current | | |
| Fixed Deposit | | |
| Others | | |
| Security Deposit | 300000.00 | 300000.00 |
| Loan & Advances To related Parties | 1000000.00 | 1000000.00 |
| Total | | |
| | 1030000.00 | 1030000.00 |
| ___. Trade Payables | | |

| Particulars | For the year ended March 31,2019 | For the year ended March 31,2018 |
|---|-------------------------------------|-------------------------------------|
| Current | | |
| i. Acceptance | | |
| ii. Other than acceptance | | |
| Trade payables - Micro, small and medium enterprises | | |
| Trade payables - Other than micro, small and medium enterprises | | |
| Others | 1910998.67 | 2853447.20 |
| Total | | |
| | 1910998.67 | 2853447.20 |
| 8. Other Current Liabilities | | |
| Particulars | For the year ended March 31,2019 | For the year ended March 31,2018 |
| Current | | |
| a) Advances from Customers | | |
| b) Audit Fees Payable | | |
| c) Other Payable | 122714.30 | 250231.20 |
| Total | 122714.30 | 250231.20 |
| 9. Revenue from Operations | | |
| Particulars | For the year ended March 31,2019 | For the year ended March 31,2018 |
| Sale of Product | 22175200.27 | 6909169.55 |
| Total | | |
| 14. Earning Per Equity Share | | |
| Earnings Per Share (EPS) as per Ind AS-33 is calculated as under: | | |
| Particulars | For the year ended March 31,2019 | For the year ended March 31,2018 |
| Net Profit/(Loss) for calculation of basic and diluted EPS(Rs.) | -1246057.67 | 50351.53 |
| Total number of Equity Shares outstanding at the end of the year | 7560108.00 | 7700208.00 |
| Weighted average number of Equity Shares in calculating basic and diluted EPS | 0.00 | 0.00 |
| Basic and Diluted EPS (Rs.) | 0.00 | 0.00 |

5. Contingent Liabilities (not provided for)

(i) There is no other claim against the Company, which is to be acknowledged as a debt (Previous Year Nil)

6. Capital and Other Commitments

There is no outstanding capital and other commitments.

7. Payment to Auditors

(Amount in Rs.)

| Particulars | 2018-19 | 2017-18 |
|---------------------------|-----------------|-----------------|
| Statutory auditors | | |
| (a) as an auditor | | |
| Statutory audit fees | 60000.00 | 50000.00 |
| Internal audit fees | 0.00 | 0.00 |
| Reimbursement of expenses | 0.00 | 0.00 |
| (b) In other Capacity | | |
| Other Matters | 0.00 | 0.00 |
| Total | 60000.00 | 50000.00 |

8. There is no earning or expenditure in foreign exchange during the year. (Previous Year Nil).

9. Related Party Disclosures

List of key managerial personnel (KMP) of the Company

| | |
|-----------------------------------|--|
| Managing director of the Company: | PREM PRAKASH |
| Company Secretary | SOMALI TIWARI |
| Chief Financial Officer | POOJA GUPTA |
| Other directors of the Company | PANKAJ GUPTA RUCHI GUPTA PAVAN KUMAR GUPTA RICHHA CHAWLA RAMA KRISHNAN |

During the current year, the following transactions were carried out with the related parties in the ordinary course of business:

| Particulars | 2018-19 | 2017-18 |
|--------------------|----------------|----------------|
| RENT | 660000.00 | 700000.00 |
| SALARY | 810000.00 | 550000.00 |

10. Impairment of Assets

In the opinion of the management there is no reduction in value of any assets, hence no provision is required in terms of Ind AS-36 "Impairment of Assets".

11. Financial Instruments

The carrying value of financial instruments by categories were as follows:

(Amount in Rs.)

| Particulars | Amortised cost | Amortised cost |
|------------------------------|-------------------|--------------------|
| | 2018-19 | 2017-18 |
| Assets: | | |
| -Cash and cash equivalents | 506246.89 | 570192.89 |
| Fixed Deposit With Bank | 5061041.00 | 10417991.83 |
| Balance with scheduled banks | 538653.43 | 205584.56 |
| Total | 6105941.32 | 11193769.28 |
| Liabilities: | | |
| -Other financial liabilities | 3625497.97 | 5036054.40 |
| Total | 3625497.97 | 5036054.40 |

12. Deferred tax assets(net)

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities are as follows:

In View of very heavy losses being carried forward and very remote chance of setting off these losses the company management has not made the provision of deferred tax assets/liabilities as mandated by AS 12.

(Amount in Rs.)

| Particulars | 2018-19 | 2017-18 |
|----------------------------------|-----------------|-----------------|
| Deferred tax assets | | |
| -Property, plant and equipment | 16941.00 | 16941.00 |
| -Others-Unused tax losses | 0.00 | 0.00 |
| Total deferred tax assets | 16941.00 | 16941.00 |
| Deferred tax liabilities | 0.00 | 0.00 |
| Deferred tax assets (Net) | 16941.00 | 16941.00 |

13. Segment Reporting

The Company's Board of Directors have been identified as the Chief Operating Decision Maker ('CODM'). Board of Directors reviews the operating results at Company level, accordingly there is only one Reportable Segment for the Company which is "Providing services for procurements of orders", hence no specific disclosures have been made as per Ind AS 108.

14. During the year, the Company has continued to temporally suspend its main business operations, net worth of the Company stands almost eroded but the Company has no liabilities to outsiders to pay at the end of the year, other than payment for expenses payable and TDS liability.

15. Standards issued but not yet effective

In March 2019, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rule, 2019, notifying new Ind AS 116' Leases'. Further, some of the existing Ind AS are also amended/omitted. The amendments are effective from financial year beginning from 1st April, 2019. The Company intent to adopt these amendment from 1st April, 2019. The Company is evaluating the requirements of the amendments and their impact on the financial statements.

16. Figures in brackets pertains to previous year.

Note : 1**Depreciation Chart for the F. Y. 2018-19 as per Schedule II of the Companies Act, 2013**

| 31/03/2018 | | | | | | | | | | | | Note 6 Fixed assets | | |
|-------------------------------|------------------------------|--------------------|------------------------------|----------------------|------------------------------------|------------------------------------|-----------------------------------|-----------------------------------|------------------------------------|----------------|----------------|----------------------|--------------------------|----------------------|
| Date of Purchase / Put to use | Particular | Original Cost (Rs) | Dep. charged upto 31.03.2018 | WDV as on 01.04.2018 | additional during the year 2018-19 | Life as per Co. Act, 2013 in Years | Life as per Co. Act, 2013 in Days | Life Used till 31.03.2018 in days | Life Used till 31.03.2018 in years | Remaining Life | Salvaged value | Rate of Depreciation | Dep for the Year 2018-19 | WDV as on 31.03.2019 |
| | Plant & Machinery | 0.00 | 0.00 | 0.00 | 0.00 | | | | | | | | | |
| 24/07/2012 | CAR | 462321.00 | 385707.50 | 76613.50 | 0.00 | 8.00 | 2920.00 | 2076.00 | 5.69 | 2.31 | 23116.00 | 31.23 | 23926.40 | 52687.10 |
| 12/09/2014 | INVERTAR | 6000.00 | 5335.00 | 665.00 | 0.00 | 5.00 | 1825.00 | 1296.00 | 3.55 | 1.45 | 300.00 | 42.26 | 281.03 | 383.97 |
| 06/08/2015 | Computer | 44100.00 | 40583.00 | 3517.00 | 0.00 | 3.00 | 1095.00 | 968.00 | 2.65 | 0.35 | 2205.00 | 63.16 | 2221.34 | 1295.66 |
| 09/11/2017 | Website | 49150.00 | 12077.00 | 37073.00 | 0.00 | 3.00 | 1095.00 | 509.00 | 1.39 | 1.61 | 2458.00 | 63.16 | 23415.31 | 13657.69 |
| 25/01/2018 | CAR INNOVA | 2172930.00 | 120848.00 | 2052082.00 | 0.00 | 8.00 | 2920.00 | 431.00 | 1.18 | 6.82 | 108647.00 | 31.23 | 640865.21 | 1411216.79 |
| 02/01/2019 | HP PRINTER | 8474.00 | 0.00 | 0.00 | 8474.00 | 5.00 | 1825.00 | 59.00 | 0.00 | 5.00 | 424.00 | 45.07 | 617.00 | 7857.00 |
| 27/01/2019 | LAPTOP | 35593.00 | 0.00 | 0.00 | 35593.00 | 3.00 | 1095.00 | 63.00 | 0.00 | 3.00 | 1780.00 | 63.16 | 3942.00 | 31651.00 |
| 19/05/2018 | AIR CONDITIONER | 76562.00 | 0.00 | 0.00 | 76562.00 | 5.00 | 1825.00 | 0.00 | 0.00 | 5.00 | 3828.00 | 45.07 | 29968.65 | 46593.35 |
| | Total | 2855130.00 | 564550.50 | 2169950.50 | | | | | | | | | 725236.93 | 1565343.37 |
| | Previous Year Figure | 2734501.00 | 390317.00 | 2344184.00 | | | | | | | | | 174233.50 | 2169950.50 |
| | GOODWILL | 566006.00 | 0.00 | 0.00 | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 566006.00 |
| | TOTAL | | | | | | | | | | | | | |

TRANSACTIONAL DETAIL WITH RELATED PARTIES AND KMP (FY 2018-19)

(in Rs.)

| S. No. | NAME OF THE PARTY | PURCHASES (Inc GST) | SALES | RENT | ROYALTY | SALARY | Interest Received | Sale (including GST) |
|--------|--------------------|---------------------|-------|----------|---------|---------|-------------------|----------------------|
| A) | | | | | | | | |
| i) | Prem Prakash | Nil | Nil | 6,00,000 | Nil | 450,000 | Nil | Nil |
| ii) | Pankaj Gupta | Nil | Nil | 12,000 | Nil | Nil | Nil | Nil |
| iii) | Pooja Gupta | Nil | Nil | Nil | Nil | 180,000 | Nil | Nil |
| iv) | Jyothi Krishnan | Nil | Nil | Nil | Nil | 180,000 | Nil | Nil |
| Vi) | Vividh Media | Nil | Nil | Nil | Nil | Nil | 1,200,000 | Nil |
| Vii) | Vijay Mittal | Nil | Nil | 48,000 | Nil | Nil | Nil | Nil |
| VIII) | Khaitan Appliances | 17,140,722 | Nil | Nil | Nil | Nil | Nil | Nil |
| IX) | Balaji Sales Corp. | Nil | Nil | Nil | Nil | Nil | Nil | 23,280,598 |

DR. M. INDUSCORP LIMITED

18B/1, Ground Floor, D.B. Gupta Road, Dev Nagar, Karol Bagh, New Delhi-110005

CIN: L01119DL1986PLC023698

E-Mail Id: drmsoy@gmail.com Ph. No.: 011-28716806

**FORM NO. MGT -11
PROXY FORM**

Folio No / Client ID _____ DP ID _____

I/ We, being the member(s) of shares of the above named company, hereby appoint R/o or failing himR/o..... as my / our proxy to attend and vote for me / us and on my / our behalf at the 33rd Annual General Meeting of the Company, to be held on the, 28th Day of September, 2019 at 11:00 A.M. at 18B/1, Ground Floor, D.B. Gupta Road, Dev Nagar, Karol Bagh, New Delhi -110005 and at any adjournment thereof.

Signed this..... Day of..... 2019

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

Signature of the member(s).....

Signature of Proxy

NOTE : This form of proxy in order to be effective should be duly stamped, signed, completed and deposited at the Registered office of the Company at 18B/1, Ground Floor, D.B. Gupta Road, Dev Nagar, Karol Bagh, New Delhi -110005 not less than forty eight hours before the commencement of the Meeting.

DR. M. INDUSCORP LIMITED

18B/1, Ground Floor, D.B. Gupta Road, Dev Nagar, Karol Bagh, New Delhi-110005

CIN: L01119DL1986PLC023698

E-Mail Id: drmsoy@gmail.com Ph. No.: 011-28716806

ATTENDANCE SLIP

33rd Annual General Meeting 28th Day of September, 2019 at 11:00 A.M.

Regd. Folio No.____/ DP ID____ Client ID/Ben. A/C_____

No. of shares held_____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 33rd Annual General Meeting of the Company on Saturday, 28th September, 2019 at 11:00 A.M. at 18B/1, Ground Floor, Dev Nagar, D.B. Gupta Road, Karol Bagh, New Delhi -110005.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall

ROUTE MAP

