

# DR. M. INDUSCORP LIMITED

(Formerly known as DR. M SOY PROTEINS LIMITED)

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

CIN No. : L01119DL1986PLC023698

E-mail: drmsoy@gmail.com | Ph.: 011-28716806

## NOTICE

NOTICE is hereby given that the 33<sup>rd</sup> 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, 28<sup>th</sup> 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

x *Hein Anand*

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**

X *Prem Prakash*

**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 21<sup>st</sup> September, 2019 to 28<sup>th</sup> 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:

X *Pravin Prakash*

**SKYLINE FINANCIAL SERVICES PVT. LTD.**  
**D-153A, 1<sup>ST</sup> 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 **20<sup>th</sup> 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](http://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.

X *Arjun Bahaman*

- 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 25<sup>th</sup> September, 2019 at 10:00 A.M. and ends on 27<sup>th</sup> 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 20<sup>th</sup> 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](http://www.evotingindia.com).
- (iv) Click on "Shareholders".
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their</li> </ul>

*X Prem Baham*



	<p>name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant 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.

*X. Hari Anand*

- (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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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. 20<sup>th</sup> September, 2019 may obtain login ID and password by sending a request at [www.evotingindia.com](http://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 25<sup>th</sup> September, 2019 (10:00 A.M.) and ends on 27<sup>th</sup> 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 20<sup>th</sup> 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.

X *Neeraj Kumar*

- (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](http://www.drminduscorp.com) and on CDSL's website viz. [www.evotingindia.com](http://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.

X *Arjun Bahadur*



**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

*X* *Pravin Kishan*

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.

X *Pavan Kumar*

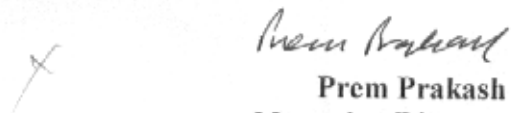
Ms. Richa Chawla has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations. Further, in the opinion of the Board, Ms. Richa Chawla fulfills the conditions specified in the Act and the Rules 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**



*Prem Prakash*

**Prem Prakash  
Managing Director  
DIN: 00289179**

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

**Date: 31.08.2019  
Place: New Delhi**