

Dr. M. Soy Proteins Limited

Board of Directors & KMP:-

Mr. Prem Prakash - Managing Director
Mr. Pankaj Gupta - Director
Ms. Ruchi Gupta - Director
Mr. Rama Krishnan - Independent Director
Mr. Pavan Kumar Gupta - Independent Director
Ms. Richa Chawla - Independent Director
Ms. Pooja Gupta - Chief Financial Officer

Audit Committee:-

Ms. Richa Chawla - Chairperson
Mr. Prem Prakash - Member
Mr. Rama Krishnan - Member

Stakeholders Relationship Committee:-

Ms. Richa Chawla - Chairperson
Mr. Prem Prakash - Member
Mr. Rama Krishnan - Member

Nomination and Remuneration Committee:-

Ms. Richa Chawla - Chairperson
Mr. Prem Prakash - Member
Mr. Rama Krishnan - Member

Internal Complaints Committee:-

Ms. Richa Chawla - Chairperson
Mr. Prem Prakash - Member
Mr. Rama Krishnan - Member

Statutory Auditor:-

M/s. Punit Goel and Company

Internal Auditor:-

M/s. Oswal Jain & Associates

Secretarial Auditor:-

M/s. A. K. Nandwani & Associates

Registered Office:-

Dr. M. Soy Proteins Limited
25/12A, Gali no. 8, Anand Parbat
New Rohtak Road, New Delhi – 110005

Registrar and Transfer Agents:-

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

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NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the members of **M/s. DR. M. SOY PROTEINS LIMITED** will be held at **25/12A, Gali No. 8, Anand Parbat, New Rohtak Road, New Delhi-110005** on Saturday, 30th day of September, 2017 at 10:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ending March 31, 2017 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.
3. To appoint M/s. Nitin Rajnish & Associates, Chartered Accountants, as the Statutory Auditors of the Company:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Nitin Rajnish & Associates, Chartered Accountants (Firm Registration No. 031499N), be and is hereby appointed as Auditors of the company in place of the retiring auditors Punit Goel & Company, Chartered Accountants (Firm Registration No. 024499N), to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the this 36th AGM to be held in the year 2022-23 (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from **“DR. M. SOY PROTEINS LIMITED”** to **“DR. M. INDUSCORP LIMITED”**.

RESOLVED FURTHER THAT Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is **DR. M. INDUSCORP LIMITED”**.

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things as may be required for the above purpose."

Place: New Delhi
Dated: 04.09.2017

By order of the Board

**Managing Director
DIN: 00289179
Name: Prem Prakash
Address;18B/1, Desh
Bandhu Gupta Road
Dev Nagar, Karol
Bagh, 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 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 24th September, 2017 to 30th September, 2017 (Both days inclusive).
4. 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.
5. Members/Proxies should bring Attendance Slips duly filled and signed in for attending the meeting.
6. 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.
7. 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.
8. 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.
9. 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.

10. Copies of the Annual Report 2017 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 2017 including Attendance Slip and Proxy Form are being sent by the permitted mode.

11. Voting through electronic means:

i. 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 **22nd September, 2017** (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:

The voting period begins on 27th September, 2017 at 10:00 A.M. and ends on 29th September, 2017 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 22nd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders".
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 OR Date of Birth	<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"> • 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

(DOB)	instruction (iv).
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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Dr. M. Soy Proteins Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) 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.
- (xviii) 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.
- (ii) 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. 22nd September, 2017 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.
- (iii) **The Remote e-voting period commences on 27th September, 2017 (10:00 A.M.) and ends on 29th September, 2017 (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 23rd September, 2017 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.
- (iv) 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.
- (v) 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.
- (vi) Mr. Anil Kumar Nandwani of M/s. A. K. Nandwani & Associates, Company Secretaries in Practice (Membership No. FCS 4754) & failing him Ms. Kavita of M/s. A. K. Nandwani & Associates, Company Secretaries in Practice (Membership No FCS 9115), 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.
- (vii) 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.
- (viii) 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 atleast 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.

12. The Results declared along with the Scrutinizer's Report(s) shall be placed on the website of the Company viz. **www.mssoyproteins.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.
13. 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.
14. 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 are as under:

PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING (31ST) AGM
(Refer Item No. 2 of the Notice for 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	Mr. Pankaj Gupta has over 10 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	Relating to promoter group

*61,100 equity shares has been acquired on 02.09.2017.

Date: 04.09.2017
Place: New Delhi

By order of the Board

Managing Director
DIN: 00289179
Name: Prem Prakash
Address: 18 B/1, Desh
Bandhu Gupta Road, Dev
Nagar, Karol Bagh,
Delhi - 110005

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

Item No. :

The Board of Directors of the Company has decided to change the name of the Company from "**DR. M. SOY PROTIENS LIMITED**" with name as may be approved by the Registrar of Companies NCT of Delhi & Haryana. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused. The name "**DR. M. INDUSCORP LIMITED**" has been duly approved and made available for changing the name by the Registrar of Companies, National Capital Territory of Delhi and Haryana vide its name approval letter dated 01.09.2017.

As per the provisions of Sections 13 of the Companies Act, 2015, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

Date: 04.09.2017
Place: New Delhi

By order of the Board

Managing Director
DIN: 00289179
Name: Prem Prakash
Address:18 B/1, Desh
Bandhu Gupta Road, Dev
Nagar, Karol Bagh,
Delhi - 110005

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, 2017.

FINANCIAL SUMMARY

Particulars	Amount (in Rs. lakhs)	
	For the Year ended 2017	For the Year ended 2016
Total Income	60.33	47.85
Total Expenses	51.48	40.61
Profit (Loss) before Depreciation	09.60	10.39
Less: Depreciation & Amortization	00.75	(3.15)
Profit (Loss) after depreciation	08.85	7.24
Less: Current Income Tax	(1.68)	-
Less: Previous year adjustment of Income Tax	-	-
Less: Deferred Tax	(0.08)	(0.20)
Net Profit after Tax	7.25	7.44
Balance carried to Balance Sheet	7.25	7.44

TRANSFER TO RESERVES

No Amount has been transferred to Reserve.

DIVIDEND

In view of future Requirements of the funds, 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 have 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, 2017

Particulars	Amount (In Rs.)
Loans Given	1,00,00,000/-
Guarantee given	Nil
Investment made	9,41,650/-

Loans, Guarantees given or Investments made during the Financial Year 2016-17

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 period under review Mr. Pankaj Gupta was appointed as Director in Annual General Meeting held on 30.09.2016.

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.

RE-APPOINTMENT OF MANAGING DIRECTOR

During the period under review Mr. Prem Prakash was appointed as Managing Director in Annual General Meeting held on 30.09.2016.

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 3 employees out of which 2 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.:
Nil

Sr. No.	Name	Category	Remuneration (Rs. In lakhs)		Increase
			2016-17	2015-16	
1.	Mr. Prem Prakash	Managing Director	3.00	3.00	NIL
2.	Ms. Pooja Gupta	CFO/KMP	1.75	*1.20	NIL
3.	Ms. Jyoti	Employee	-	1.20	NIL

*Remuneration was for the part of the year.

(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 3 employee out of which 2 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

OTHER ORDERS PASSED BY REGULATORS/COURTS/ TRIBUNALS

The adjudicating Officer, SEBI vide his order dated 18 December, 2015 imposed a penalty of Rs. 2,00,000/- (Rupees two lakhs) on the Company. The said penalty was contested by the Company before the Securities Appellate Tribunal, Mumbai, (SAT). On April 05, 2016 the counsel of SEBI withdrew the impugned orders passed by Adjudication Office. However, SEBI immediately filed a review application in the said matter which the SAT vide its order dated May 06, 2016 dismissed.

BOARD MEETINGS

During the year 4 Board Meetings were held on 14.05.2016, 13.08.2016, 14.11.2016 & 14.02.2017 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	4
2.	Mr. Pankaj Gupta	4
3.	Ms. Ruchi Gupta	4
4.	Mr. Rama Krishnan	4
5.	Mr. Pavan Kumar Gupta	3
6.	Ms. Richa Chawla	3

AUDIT COMMITTEE MEETINGS

During the year 4 Audit Committees Meetings were held on 14.05.2016, 13.08.2016, 14.11.2016 & 14.02.2017 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 2 Stakeholders Relationship Committees Meetings were held on 14.05.2016 & 14.02.2017 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

RESOLUTION PASSED BY WAY POSTAL BALLOT

No resolution was passed by postal ballot during the financial year 2016-17

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 fulfills 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 devote 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 2017 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 2016-17.

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 2016-17 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, 2017.

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

AUDITORS

M/s. Punit Goel and Company, Chartered Accountants, Statutory Auditors of the Company, hold office till the conclusion 31st Annual General Meeting of the Company. The Board has recommended the appointment of M/s Nitin Rajnish & Associates, Chartered Accountants as Statutory Auditors of the Company for period commencing from the conclusion of this Annual General Meeting of the Company till the conclusion of Sixth Annual General Meeting from hereof. The proposed Auditor have given their written consent for appointment and a certificate that the appointment, if made, shall be in accordance with the conditions as prescribed under the provisions of the Companies Act, 2013.

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.

EXTRACT OF ANNUAL RETURN

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

SHARES

There was no change in the share capital of the Company during the year.

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 networth 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: 04.09.2017

Chairman
DIN: 00289179
Name: Prem Prakash
Address: 18 B/1, Desh
Bandhu Gupta
Road, Dev
Nagar, Karol
Bagh, New
Delhi-110005

MANAGEMENT DISCUSSIONS & ANALYSIS

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. The Company altered its Memorandum of Association to enable it to expand its business activities.

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 31.03.2017

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. Soy Proteins Limited
4.	Category/Sub-category of the Company	Public Company Limited By Shares
5.	Address of the Registered office & contact details	25/12A, Gali No. 8, Anand Parbat, New Rohtak Road, New Delhi-110005 E-MAIL: drmsoy@gmail.com PHONE: 011-28716806
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	Trading of Atta Flouring	469	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. 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-2016]				No. of Shares held at the end of the year[As on 3.1-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1491985	946639	2438624	31.67	1491985	946639	2438624	31.67	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-Total(A)(1):-	1491985	946639	2438624	31.67	1491985	946639	2438624	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)	1491985	946639	2438624	31.67	1491985	946639	2438624	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) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	96135	143200	239335	3.11	88400	143200	231600	3.01	-0.10
i) Indian									
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	633960	3101289	3735249	48.51	643595	3099389	3742984	48.61	0.10
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	39900	1173900	1213800	15.76	39900	1173900	1213800	15.76	-
c) NRIs	12100	55600	67700	0.88	12100	55600	67700	0.88	-
d)HUF	5500	-	5500	0.07	5500	-	5500	0.07	-

Sub-total (B)(2):-	787595	4473989	5261584	68.33	789495	4472089	5261584	68.33	
Total Public Shareholding (B)=(B)(1)+(B)(2)	787595	4473989	5261584	68.33	789495	4472089	5261584	68.33	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2279580	5420628	7700208	100	2281480	5418728	7700208	100	-

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	Mr. Ashok Kumar Tulsian	61,100	0.79	-	61,100	0.79	-	-
2	Ms. Mona Gupta	53,047	0.69	-	53,047	0.69	-	-
3	Ms. Manju Rani	5,86,725	7.62	-	5,86,725	7.62	-	-
4	Mr. Prem Prakash	6,36,481	8.27	-	636,481	8.27	-	-
5	Mr. Pankaj Gupta	61,594	0.80	-	61,594	0.80	-	-
6	Ms. Ruchi Gupta	3,96,047	5.15	-	3,96,047	5.15	-	-
7	Ms. Anuradha Gupta	2,47,847	3.22	-	2,47,847	3.22	-	-
8	Prem Prakash HUF	3,95,783	5.14	-	3,95,783	5.14	-	-
	TOTAL	24,38,624	31.68	-	24,38,624	31.68	-	-

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.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	NIL	-	-
ii) Interest due but not paid	-	NIL	-	-
iii) Interest accrued but not due	-	NIL	-	-
Total (i+ii+iii)		NIL		
Change in Indebtedness during the financial year				
* Addition	-	1,02,450.00	-	1,02,450.00
* Reduction	-	-	-	-
Net Change	-	1,02,450.00	-	1,02,450.00
Indebtedness at the end of the financial year				
i) Principal Amount	-	1,02,450.00	-	1,02,450.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1,02,450.00	-	1,02,450.00

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	300,000/-	-			300,000/-
	(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)	3,00,000/-				3,00,000/-
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

SN	Particulars of Remuneration	Amount (in Rs.)			
		Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary			Ms. Pooja Gupta	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	1,75,000/-	1,75,000/-
	(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	-	-	1,75,000/-	1,75,000/-

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: 04.09.2017

Chairman
DIN: 00289179
NAME: Prem Prakash
ADDRESS: 18 B/1, Desh Bandhu Gupta Road, Dev Nagar, 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
					NIL			
1	Mr. Ashok Kumar Tulsian	61,100	0.79				Mr. Ashok Kumar Tulsian	61,100
2	Ms. Mona Gupta	53,047	0.69				Ms. Mona Gupta	53,047
3	Ms. Manju Rani	5,86,725	7.62				Ms. Manju Rani	5,86,725
4	Mr. Prem Prakash	636,481	8.27				Mr. Prem Prakash	636,481
5	Mr. Pankaj Gupta	61,594	0.80				Mr. Pankaj Gupta	61,594
6	Ms. Ruchi Gupta	3,96,047	5.15				Ms. Ruchi Gupta	3,96,047
7	Ms. Anuradha Gupta	2,47,847	3.22				Ms. Anuradha Gupta	2,47,847
8	Prem Prakash HUF	3,95,783	5.14				Prem Prakash HUF	3,95,783

List B

S. No.	Name of Shareholders	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
					NIL			
1.	Mona Verma	2,00,000	2.60				2,00,000	2.60
2.	M.L. Tulsian	62,000	0.81				62,000	0.81
3.	Meera Tulsian	59,000	0.77				59,000	0.77
4.	Kamla Tulsian	58,000	0.75				58,000	0.75
5.	Archana Tibrewal	50,000	0.65				50,000	0.65
6.	Rajat Tibrewal	50,000	0.65				50,000	0.65
7.	Madhu Tibrewal	50,000	0.65				50,000	0.65
8.	Anil Tibrewal	50,000	0.65				50,000	0.65

9.	Anuradha Jain	2,00,000	2.60		Anuradha Jain	2,00,000
10.	Dr. M. Global Finance Limited	66,400	0.86		Dr. M. Global Finance Limited	66,400

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
					NIL			
1	Mr. Pankaj Gupta	61,594	0.80				61,594	0.80
2	Mr. Prem Prakash	636,481	8.27				636,481	8.27
3	Ms. Ruchi Gupta	3,96,047	5.15				3,96,047	5.15

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

For the financial year ended 31.03.2017

[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. Soy Proteins Limited
25/12A, Gali No. 8, Anand Parbat,
New Rohtak Road,
Delhi-110005

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **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 31.03.2017 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 31.03.2017 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 specially except provisions of Companies Act relating to appointment of Company Secretary.

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.

Place: New Delhi
Date: 04.09.2017

For A.K. Nandwani & Associates
Company Secretaries

Anil Kumar Nandwani
Partner
FCS 4754
C P No.: 3107

'Annexure A'

To,
The Members,
Dr. M. Soy Proteins Limited
25/12A, Gali No. 8, Anand Parbat,
New Rohtak Road,
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: 04.09.2017

Anil Kumar Nandwani
Partner
FCS 4754
C P No.: 3107

INDEPENDENT AUDITORS' REPORT

TO,

THE MEMBERS OF DR M SOY PROTEINS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **DR M SOY PROTEINS LIMITED** ("the Company"), which comprise the Balance Sheet as at **31/03/2017**, the Statement of Profit and Loss, Cash flow statements for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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 **31/03/2017**, and its **Profit** for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India, in terms of sub section 11 of section 143 of the companies Act, 2013, we given in the "**Annexure-B**" a statement on the matter specified in paragraph 3 and 4 of the Order to the extent applicable.

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 dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on **31/03/2017** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2017** from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure A**".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or

accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management.

In terms of our report attached.
Punit Goel and Company
Firm Reg. No : 024499N

CA. Punit Goel
Partner
Membership No : 521434

Place : Delhi
Date : 23/05/2017

**Reports under The Companies (Auditor's Report) Order, 2016 (CARO 2016)
for the year ended on 31st March 2017**

To,

The Members of DR M SOY PROTEINS LIMITED

(i) In Respect of Fixed Assets

(a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.

(c) The company has no immoveable property as such there is no title deed.

(ii) In Respect of Inventories

Physical verification of inventory, even though it is NIL, has been conducted at reasonable intervals by the management.

(iii) Compliance under section 189 of The Companies Act, 2013

The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act-2013.

(a) The company has not granted any fresh loan so we cannot comment upon the terms and conditions.

(b) The company has been regularly getting interest at the stipulated rates from the loan advanced in the last year.

(c) No amount is over due.

(iv) Compliance under section 185 and 186 of The Companies Act , 2013

The company has not granted any loan to any directors. The company has complied with the provisions of section 186 while making fresh investment during the year.

(v) Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed thereunder while accepting Deposits

The company has not accepted any Deposits.

(vi) Maintenance of cost records

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

(vii) Deposit of Statutory Dues

(a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it.

(b) There is no dispute with the revenue authorities regarding any duty or tax payable.

(viii) Repayment of Loans and Borrowings

The company has not defaulted in repayment of dues to financial institution, bank or debenture holders.

(ix) Utilization of Money Raised by Public Offers and Term Loan For which they Raised

The company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans. Hence this clause is not applicable.

(x) Reporting of Fraud During the Year

Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.

(xi) Managerial Remuneration

Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

(xii) Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio

As per information and records available with us The company is not Nidhi Company.

(xiii) Related party compliance with Section 177 and 188 of companies Act – 2013

Yes, All transactions with the related parties are in compliance with section 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) Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures

The company has not made any preferential allotment of any share, debenture , fully paid up or partly paid up during the year.

(xv) Compliance under section 192 of Companies Act – 2013

The company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934

In our opinion the company is not required to be registered under section 45-IA of the Reserve Bank of India Act.

Place : New Delhi
Date : May 23, 2017

**Reports under The Companies (Auditor's Report) Order, 2016 (CARO 2016)
for the year ended on 31st March 2017**

To,

The Members of DR M SOY PROTEINS LIMITED

(i) In Respect of Fixed Assets

(a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.

(c) The company has no immoveable property as such there is no title deed.

(ii) In Respect of Inventories

Physical verification of inventory, even though it is NIL, has been conducted at reasonable intervals by the management.

(iii) Compliance under section 189 of The Companies Act, 2013

The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act-2013.

(a) The company has not granted any fresh loan so we cannot comment upon the terms and conditions.

(b) The company has been regularly getting interest at the stipulated rates from the loan advanced in the last year.

(c) No amount is over due.

(iv) Compliance under section 185 and 186 of The Companies Act , 2013

The company has not granted any loan to any directors. The company has complied with the provisions of section 186 while making fresh investment during the year.

(v) Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed thereunder while accepting Deposits

The company has not accepted any Deposits.

(vi) Maintenance of cost records

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

(vii) Deposit of Statutory Dues

(a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it.

(b) There is no dispute with the revenue authorities regarding any duty or tax payable.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, 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 issues by the Institute of Chartered Accountants of India.

In terms of our report attached.

Punit Goel and Company
Firm Reg. No : 024499N

CA. Punit Goel
Partner
Membership No : 521434

Place : Delhi
Date : 23/05/2017

DR. M SOY PROTEINS LIMITED

Balance Sheet as at 31st March, 2017

Particulars		Note No.	As At 31st March, 2017	As At 31st March, 2016
			Amount (Rs)	Amount (Rs)
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	1	76,301,580.00	76,301,580.00
	(b) Reserves and surplus	2	(48,423,300.25)	(48,228,378.08)
			27,878,279.75	28,073,201.92
2	Share application money pending allotment		-	-
3	Non-current liabilities		-	-
4	Current liabilities			
	(a) Short-term borrowings	3	102,450.00	-
	(b) Trade Payables	4	69,280.00	96,184.00
	(c) Short-term provisions	5	329,770.00	60,078.00
			501,500.00	156,262.00
	TOTAL		28,379,779.75	28,229,463.92
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets	6		
	Tangible assets		122,104.00	197,266.00
	Intangible Assets		566,005.66	566,005.66
	(b) Non-current investments	7	941,650.00	1,152,000.00
	(c) Deferred Tax Assets (Net)		28,976.00	20,407.00
	(d) Long-term loans and advances	8	10,000,000.00	10,300,000.00
	(e) Other non-current assets	9	1,145,977.00	1,432,471.00
			12,804,712.66	13,668,149.66
2	Current assets			
	(a) Cash and cash equivalents	10	15,347,764.80	13,641,660.26
	(b) Other current assets	11	227,302.29	919,654.00
			15,575,067.09	14,561,314.26
	TOTAL		28,379,779.75	28,229,463.92
			-	-

In terms of our report attached.

Punit Goel And Company

Chartered Accountants

Firm Reg. No: 024499N

By Order of the Board

for and on behalf of

CA. Punit Goel

Partner

Membership No.: 521434

AVMPM6183B

Pooja Gupta

CFO

00289145

Prem Prakash

Managing Director

06932865

Rama Krishnan

Director

Place : Delhi

Date : 23/05/2017

DR. M SOY PROTEINS LIMITED

Statement of Profit and Loss for the year ended 31st March, 2017

Particulars		Note No.	For the year ended 31st March, 2017	For the year ended 31st March, 2016
			Amount (Rs)	Amount (Rs)
A	CONTINUING OPERATIONS			
1	Revenue from operations Less: Excise duty, Service Tax, VAT, etc	12	2,860,450.00	1,057,900.00
	Revenue from operations (net)		2,860,450.00	1,057,900.00
2	Other income	13	3,172,671.22	3,727,224.98
3	Total revenue (1+2)		6,033,121.22	4,785,124.98
4	Expenses			
	(a) Purchases of stock-in-trade	14	2,650,850.00	962,450.00
	(b) Employee benefits expense	15	652,870.00	640,220.00
	(c) Finance costs	16	3,392.24	1,777.50
	(d) Depreciation and amortisation expense	7	75,162.00	315,155.00
	(e) Other expenses	17	1,766,094.15	2,141,093.35
			5,148,368.39	4,060,695.85
5	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		884,752.83	724,429.13
6	Exceptional items		-	-
7	Profit / (Loss) before extraordinary items and tax (5 + 6)		884,752.83	724,429.13
8	Extraordinary items		-	-
9	Profit / (Loss) before tax (3 + 4)		884,752.83	724,429.13
10	Tax expense:			
	(a) Current tax expense for current year		168,590.00	-
	(b) Deferred Tax		(8,569.00)	-20,407.00
	(c) MAT Credit Adjustment		0.00	
			160,021.00	(20,407.00)
11	Profit / (Loss) for the year after tax (5 + 6)		724,731.83	744,836.13
12	Earnings per share (of ` Rs. 10/- each):			
	(a) Basic		0.09	0.10
	(b) Diluted		0.10	0.10
See accompanying notes forming part of the financial statements				

In terms of our report attached.

Punit Goel And Company

Chartered Accountants

Firm Reg. No: 024499N

By Order of the Board

for and on behalf of

CA. Punit Goel

Partner

M. No. 521434

Place : Delhi

Date : 23/05/2017

AVMPM6183B

Pooja Gupta

CFO

00289145

Prem Prakash
Managing Director

06932865

Rama Krishnan
Director

DR. M SOY PROTEINS LIMITED

Notes forming part of the financial statements

Note : 1 Share capital

	AS AT	
	31-Mar-17	31-Mar-16
Authorised 15000000 Equity Shares of Re. 10/- each	150000000.00	150000000.00
	150000000.00	150000000.00
Issued 7700208 Equity Shares of Re. 10/- each	77002080.00	77002080.00
Subscribed and Paid Up Share Capital 7700208 Equity Shares of Re. 10/- each Less: Unpaid allotment/Call Money by Order	77002080.00 -700500.00	77002080.00 -700500.00
	76301580.00	76301580.00

Reconciliation of number of shares

	AS AT	
	31-Mar-17	31-Mar-16
Equity Shares:		
Balance at the beginning of the year	7700208.00	7700208.00
Add: Shares issued during the year	0.00	0.00
Balance at the end of the year	7700208.00	7700208.00

Details of shareholders holding more than 5% shares

Equity Shares:	7700208			
	31-Mar-17		31-Mar-16	
	No. of shares	% Held	No. of shares	% Held
Name				
Prem Prakash HUF	395,783	5.14%	395,783	5.14%
Manju Rani	586,725	7.62%	586,725	7.62%
Prem Prakash	636,481	8.27%	636,481	8.27%
Ms. Ruchi Gupta	396,047	5.15%	396,047	5.15%

Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:

Class of shares / Name of shareholder	31-Mar-17		31-Mar-16	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Holding Company				
(i)	-	-	-	-
Subsidiaries Company				
(i)	-	-	-	-

Details of Unpaid Calls

	AS AT	
	31-Mar-17	31-Mar-16
By Directors and Officers	0.00	0.00
By Others	700500.00	700500.00
	700500.00	700500.00

Note 2 Reserves and surplus		
Particulars	AS AT	
	31-Mar-17	31-Mar-16
Profit & Loss Account		
Balance at the beginning of the year	(48228378.08)	(48860730.55)
Add:		
(i) Transfer of Surplus from the Statement of Profit & Loss	724731.83	744836.13
(ii) Transfer from any reserves	(919654.00)	(112483.66)
Balance at the end of the year (A)	(48423300.25)	(48228378.08)
Securities Premium Account		
Balance at the beginning of the year	0.00	0.00
Add: Received during the year		0.00
Balance at the end of the year (B)	0.00	0.00
TOTAL (A+B)	(48423300.25)	(48228378.08)
Note 3 Short-term borrowings		
Particulars	AS AT	
	31-Mar-17	31-Mar-16
(a) Secured		
From Banks	0.00	0.00
	0.00	0.00
(b) Unsecured		
Loans and advances from related parties	102450.00	0.00
Loans and advances from others	0.00	0.00
	102450.00	0.00
	0.00	0.00
Total	102450.00	0.00
Note 4 Trade Payables		
Note		
Particulars	AS AT	
	31-Mar-17	31-Mar-16
for goods		
i) Micro Small & Midium Enterprises	0.00	0.00
ii) Others	69280.00	96184.00
Total	69280.00	96184.00
Note 5 Short-term provisions		
Particulars	AS AT	
	31-Mar-17	31-Mar-16
Other provisions:		
TDS Payable	12055.00	2003.00
Provision for income tax	168590.00	
for expenses	149125.00	58075.00
Total	329770.00	60078.00

Depreciation Chart for the F. Y. 2016-17 as per Schedule II of the Companies Act, 2013

31/03/2016 Note 6 Fixed assets

Date of Purchase / Put to use	Particular	Original Cost (Rs)	Dep. charged upto 31.03.2016	WDV as on 01.04.2016	Life as per Co. Act, 2013 in Years	Life as per Co. Act, 2013 in Days	Life Used till 31.03.2016 in days	Life Used till 31.03.2016 in years	Remaining Life	Salvaged value	Rate of Depreciation	Dep for the Year 2016-17	WDV as on 31.03.2017
24/07/2012	Plant & Machinery	0.00	0.00	0.00	8.00	2920.00	1346.00	3.69	4.31	23116.05	37.77	67616.00	111405.00
12/09/2014	CAR	462321.00	283300.00	179021.00	5.00	1825.00	567.00	1.55	3.45	300.00	42.29	845.00	1153.00
06/08/2015	INVERTAR	6000.00	4002.00	1998.00	3.00	1095.00	239.00	0.65	2.35	2205.00	63.16	6701.00	9546.00
	Computer	44100.00	27853.00	16247.00									
	TOTAL	512421.00	315155.00	197266.00								75162.00	122104.00
	Previous Year Figure	512421.00	177169.00	335252.00								137986.00	197266.00

Note 7 Non-current investments		
Particulars	AS AT	
	31-Mar-17	31-Mar-16
Investment in unquoted share	941650.00	1152000.00
	941650.00	1152000.00
Note 8 Long-term loans and advances		
Particulars	AS AT	
	31-Mar-17	31-Mar-16
Security Deposit	0.00	300000.00
Loan & Advances to related parties	10,000,000.00	10,000,000.00
	10000000.00	10300000.00
Note 9 Other non-current assets		
Particulars	AS AT	
	31-Mar-17	31-Mar-16
Preliminary Expenses to the extent not written off	1145977.00	1432471.00
	1145977.00	1432471.00
Note 10 Cash and cash equivalents		
Particulars	AS AT	
	31-Mar-17	31-Mar-16
Cash on hand	383145.89	775774.89
Balance in current accounts with scheduled banks	2210398.30	11966961.37
Fixed deposit with banks	12754220.61	898924.00
	15347764.80	13641660.26
Note 11 Other current assets		
Particulars	AS AT	
	31-Mar-17	31-Mar-16
TDS Receivable	227302.29	919654.00
Accrued Interest	0.00	0.00
	227302.29	919654.00

DR. M SOY PROTEINS LIMITED

Note 12 Revenue from operations

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Amount (Rs)	Amount (Rs)
Sale of products	2,860,450.00	1,057,900.00
Income from services		
Total	2,860,450.00	1,057,900.00

Note 13 Other income

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Amount (Rs)	Amount (Rs)
Other non operating income		
Interest on FDR	974,086.22	371,320.98
Misc. Income	-	2,441,322.00
Income Tax Refund	650,033.00	-
Capital Gain	175,455.00	-
Dividend	32,500.00	-
Interest received	1,340,597.00	914,582.00
Total	3,172,671.22	3,727,224.98

Note 14 Purchases of stock-in-trade

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Amount (Rs)	Amount (Rs)
Purchase of Products	2,650,850.00	962,450.00
Total	2,650,850.00	962,450.00

Note 15 Employee benefits expense

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Amount (Rs)	Amount (Rs)
Salaries and wages	643,000.00	637,350.00
Staff Welfare Expenses	9,870.00	2,870.00
Total	652,870.00	640,220.00

Note 16 Finance costs		
Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Amount (Rs)	Amount (Rs)
Bank charges and interest	3,392.24	1,777.50
Total	3,392.24	1,777.50

Note 17 Other expenses

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Amount (Rs)	Amount (Rs)
Payments to auditors	8,625.00	20,037.00
Accounting Charges	18000.00	36000.00
Advertisement Exp.	8348.00	23368.00
Brokrage	284.77	
Car Insurance	9033.00	0.00
Conveyance	3940.00	3760.00
Courier Expenses	37615.58	70867.00
Depository Fees	68701.00	71758.74
Electricity Expenses	153620.00	168300.00
Fine on listing fee	15525.00	
Interest on Tds Payable	110.00	19.00
Internet Exp	0.00	5,000.00
Legal Charges	0.00	140,000.00
Listing Fee	28625.00	487,188.61
Mics. Expenses	854.00	9,000.00
Printing Charges	114829.00	105,500.00
Preliminary expense W/off	286494.00	-
Postage & Telegram	282.00	-
Professional Expenses	244112.00	136,638.00
Rent Paid	612000.00	612,000.00
ROC Fees	7800.00	124,051.00
Roc Secretarial Exp	71274.00	94,556.00
Stationary Exp.	4980.00	4,250.00
Short & Exess	899.80	
Telephone Expenses	8519.00	
Vehicle Running & Repair	58673.00	26,400.00
WEBSITE EXPENSES	2950.00	2,400.00
Total	1,766,094.15	2,141,093.35

CASH FLOW STATEMENT (AS PER AS-3 INDIRECT METHOD)**DR. M SOY PROTEINS LIMITED
FOR THE FINANCIAL YEAR YEAR 2016-2017**

S.No.	Particulars	31.03.2016 Amount (Rs.)	31.03.2017 Amount (Rs.)
A	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
	Net Profit as per Profit and Loss A/c	724,429.13	884,752.83
	Less :- Interest Income	(1,285,902.98)	(2,314,683.22)
	Less: Dividend Income		(32,500.00)
	Add :- Interest Expenses to others		286,494.00
	Add:- Preliminary Expenses Written Off		75,162.00
	Add: Depreciation charged in Profit and Loss A/c	315,155.00	(175,455.00)
	Less: Profit on sale of investments		
	Less: Profit on Sale of Fixed Asset		
	Add: Loss on Sale of Fixed Asset		
	Less: Transfer from reserve	(112,483.66)	(919,654.00)
		(358,802.51)	(2,195,883.39)
	ADJUSTMENT FOR CHANGES IN WORKING CAPITAL		
	Add :- Increase in Trade Payable	8,061.00	0
	Add: Decrease in Trade Receivables	10,816,000.00	-
	Add: Decrease in Other Current Assets		692,351.71
	Add: Increase in Provision	37,606.00	101,102.00
	Add: Increase in Current Maturities of Long Term Debt		
		10,861,667.00	793,453.71
	Less: Decrease in Current Maturities of Long Term Debt		
	Less: Increase in Other Current Asset	803,786.57	-
	Less: Decrease in Expenses Payable	-	-
	Less: Decrease in Trade Payables	-	26,904.00
	Less: Decrease in Other Payables	-	-
	Less: Decrease in current maturities of Long Term Debt	-	-
	Less: Decrease in Advance from Customers	-	-
	Less: Increase in Short Term Loans And Advance		
		803,786.57	26,904.00
		10,057,880.43	766,549.71
	Less: Income Tax Paid		
	Previous Year	-	-
	Current Year	-	-
	Earlier Years	-	-
	Net Cash Flow From Operations	9,699,077.92	(1,429,333.68)
B	<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
	Interest Income	1,285,902.98	2,314,683.22
	Dividend Income		32,500.00
	Sale of Shares	-	-
	Increase in Advances Received Against Assets		
	Increase in Advance Received Against Investment		
	Short Term Loans & Advances	10,000,000.00	
	Purchase of Intangible Assets	44,100.00	
	Purchase of Investment		
	Purchase of Intangible Assets		
	Sale of Investments	889,919.00	385,805.00
		(7,868,278.02)	2,732,988.22
C	<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
	Increase in Share Capital	-	
	Share Application Money Refunded		
	Short Term Loan and Advance	(5,313.00)	
	Long Term Liability	442,062.00	
	Decrease in Secured Loans		
	Increase in Unsecured Loans	447,375.00	102,450.00
	NET INFLOW/ (OUTFLOW) DURING THE YEAR	1,383,424.90	1,406,104.54
	Add: Opening Balance of Cash and Bank	12,258,235.36	13,641,660.26
	Closing Balance of Cash and Bank	13,641,660.26	15,047,764.80

This is the Cash Flow Statement referred to in our report of even date.

In terms of our report attached.

Punit Goel And Company

Chartered Accountants

Firm Reg. No: 024499N

CA. Punit Goel

Proprietor

Membership No.: 521434

Place : Delhi

Date: May 23, 2017

For Dr. M. Soy Proteins Limited

DIN: 00289179

Name: Prem Prakash

M.Director

06932865

Name: Rama Krishnan

Director

PAN: AVMPM6183B

Name: Pooja Gupta

CFO

SCHEDULES FORMING PART OF BALANCE SHEET AND PROFIT & LOSS ACCOUNT

1. NATURE OF OPERATIONS:

The company, during the Financial Year 2016-17, like the earlier year, was in the business of purchase and sale of Atta (Flour).

2. ACCOUNTING POLICIES

I) Basis of Preparation of Accounts:

The Financial statements are prepared on accrual basis of accounting under the historical cost convention and in accordance with generally accepted accounting principles and applicable Accounting Standards in India.

II) Revenue Recognition

- Revenue from Sale of goods is recognised when the substantial risks and rewards of ownership are transferred to the buyer under the terms of contract.
- Escalation and other claims, which are not ascertainable or not acknowledged by the customer, are not taken into account.
- Other operational income, represent income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

III) Fixed Assets

- Fixed assets are stated at cost of acquisition less accumulated depreciation/amortization and impairment, if any. "Cost of Acquisition" comprises of purchase price inclusive of duties, taxes, incidental expenses, erection and commissioning expenses etc. up to the date the asset is ready for its intended use.

IV) Intangible assets

- Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise.

V) Depreciation

- Till the financial year ended 31st March, 2015, company had not charged depreciation on fixed assets.
- However wef 01/04/2015 the company has charged depreciation as per provisions of Companies Act, 2013. Accordingly the company has charged depreciation on WDB basis at the following rates:

Car	37.77%
Inverter	42.29%
Computer	63.16%

VI) Inventories:

- There were no inventories during the financial year 2016-17.

VII) Earning per Share:

- Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

VIII) Investments:

- The Investments are recorded at cost of investment, i.e. purchase price plus acquisition charges like brokerage, fee duties etc.

IX) Provision for Tax:

- Provision for current tax has been made as per the provisions of Income Tax Act, 1961.

X) Employees Benefits:

- Provident Fund and Employee State Insurance
No provision is made for Provident Fund and Employee state Insurance related benefits to the employees.
- Gratuity Fund
As a matter of Policy the company follows cash system of accounting and that no provision is made for accrued outstanding gratuity liability.
- Leave Encashment
Leave Encashment (Defined Benefit Scheme) is provided annually based in accordance with the policies of the company and are charged to the Profit Loss Account on accrual basis.

XI) Foreign currency transactions:

- The company is not dealing in any Foreign Exchange Transactions.

3. NOTES ON ACCOUNTS

1. The accounts pertain to the period 01/04/2016 to 31/03/2017.
2. Previous year figures have been re grouped wherever deemed necessary.
3. During the year under audit the company has carried out all its business activities in cash, hence, besides the old debtors and creditors, there are neither any trade debtor nor any trade creditor.
4. Balance of creditors is subject to confirmation.
5. We are informed by the management that since the company is not in the manufacturing activities the maintenance of cost record is not applicable.
6. Micro small & medium Enterprises Development Act, 2006
Disclosures of payable to suppliers as defined under the "Micro, Small & Medium Enterprises Act, 2006, is based on the information available with the company regarding the status of

registration of such vendors under the said Act. The company is in the process of obtaining of information from vendors and has not yet received any confirmation. Accordingly, disclosures required under the "Micro, Small & Medium Development Act, 2006" cannot be quantified in the absence of the proper record.

7. Company management has certified that suitable and adequate provisions have been made for all known liabilities and that as on the balance sheet date the company was involved in NIL suits for and against.

8. RELATED PARTY & KMP DISCLOSURES

- I) Following have been the related parties:

-Dr M Global Finance Limited; Delhi

-M/s Vividh Media

- Jyoti Krishnan

- Mahabir Pershad & Sons

- II) Following were the Key Managerial Persons (KMP's)/Directors:

a) Mr. Prem Prakash

b) Ms. Pooja Gupta

c) Mr. Rama Krishnan

d) Ms. Ruchi Gupta

e) Ms. Richa Chawla

f) Mr. Pavan Kumar Gupta

g) Ms Pooja Gupta

- III) Transactional disclosures with the Related Parties and with Key Managerial Personnel (KMP), both domestic and foreign, as the case may be, have been reported on a separate sheet enclosed hereto.

9. Information about SBN has been enclosed in the appropriate format in a separate sheet enclosed hereto.

For Punit Goel & Company

Chartered Accountants

**CA PunitGoel
Proprietor
Membership No. 521434**

**Managing Director
Prem Prakash
00289179**

**Director
Rama Krishnan
06932865**

**CFO
Pooja Gupta
AVMPM6183B**

TRANSACTIONAL DETAIL WITH REALTED PARTIES AND KMP

S. No.	NAME OF THE PARTY	PURCHASES	SALES	RENT	ROYALTY	SALARY
A)	KEY MANAGERIAL PERSONNEL/DIRECTORS					
i)	Prem Prakash	Nil	Nil	6,00,000	Nil	3,00,000
ii)	Pankaj Gupta	Nil	Nil	12000	Nil	Nil
iii)	Pooja Gupta	Nil	Nil	Nil	Nil	175,000

DETAIL OF SPECIFIED BANK NOTES OF DT M SOY PROTEINS LIMITED

	SBNs				Other Denomination Notes				Total	
	Denomination	Numbers	Amount	Denomination	Numbers	Amount	Denomination	Amount	Denomination	Amount
Closing Balance as on 08.11.2016	1000 500	650 300	650000 150000	100 50	500 300	50000 15000				867200
Add: Withdrawals from Bank	N.A	N.A.	Nil	2000	150	300000				300000
Add: Receipts for permitted transactions				100 50	2075 800	207500 40000				247500
Add: Receipts for Non- permitted transactions										
Less: Paid for Permitted Transactions				100 50	2100 288	210000 14400				224400
Less: Paid for Non-Permitted Transactions										
Less ; Deposited in Banks	1000 500	650 300	650000 150000							800000
Closing Balance as on 30.12.2016				2000 100 50 10	150 475 812 220	300000 47500 40600 2200				390300

DR. M. SOY PROTEINS LIMITED
25/12A, Gali No. 8, Anand Parbat, New Rohtak Road, 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 him R/o

as my / our proxy to attend and vote for me / us and on my / our behalf at the 31st Annual General meeting of the company, to be held on the, 30th Day of September, 2017 at 10:00 A.M. at AF 25/12A Gali No 8 Anand Parbat, New Rohtak Road, New Delhi -110005 and at any adjournment thereof.

Signed this..... Day of..... 2017

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 AF 25/12A Gali No. 8 Anand Parbat New Rohtak Road New Delhi -110005 not less than forty eight hours before the commencement of the Meeting.

ATTENDANCE SLIP

31th Annual General Meeting, Saturday, 30th September, 2017 at 10:00 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 31st Annual General Meeting of the Company on Friday, 30th September, 2017 at 10:00 A.M.at 25/12A, Gali No 8, Anandparbat New Rohtak, Road 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



