



AJANTA SOYA LIMITED

CIN: L15494RJ1992PLC016617

REGISTERED OFFICE: SP-916, PHASE III, INDUSTRIAL AREA, BHIWADI, 301019,
DISTT. ALWAR, RAJASTHAN

TELEPHONE: (01493) 511017, 511034 FAX: (01493)-511023

CORPORATE OFFICE: 12TH FLOOR, BIGJOS TOWER, A-8, NETAJI SUBHASH PLACE,
WAZIRPUR DISTRICT CENTRE, DELHI-110 034; PH. NO.91-11-42515151 FAX: 91-11-42515100

WEBSITE: WWW.AJANTASOYA.COM, E-MAIL: CS@AJANTASOYA.COM.

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of M/s Ajanta Soya Limited will be held on Friday, 30th September, 2016 at 12.30 P.M. at the Registered Office and Factory Premises of the Company at SP-916, Phase III, Industrial Area, Bhiwadi, 301019, Distt. Alwar, Rajasthan to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the Financial Year ended on 31st March, 2016 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr Abhey Goyal (DIN 02321262), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s Tas Associates, Chartered Accountants (Firm Registration No.10520N) as approved by Members at the Twenty third Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Twenty sixth Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2017.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
“**Resolved That** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s K.G. Goyal & Associates, Cost Accountants, having Firm Registration No. 000024, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2016-17, amounting to Rs. 50,000 (Rupees Fifty Thousand Only) per annum plus service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.”
5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:
“**Resolved that** pursuant to the provisions of sections 196, 197, 198 & 203 read with schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr Abhey Goyal, Director be and is hereby re-appointed as Whole time Director of the Company for a period of 3 years with effect from 1st January 2017 on the following terms and conditions:

Terms and Conditions:

Remuneration: Gross monthly remuneration not exceeding Rs. 1,00,000 (Rupees One Lac only) whether paid as salary, allowance(s), perquisites or a combination thereof w.e.f. 1st January, 2017.

Provided that the following perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave at the end of tenure.

Provided further that payment/ re-imbusement of telephone and/ or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration.

Resolved further that in the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.

Resolved further that the Board of Directors of the Company (including any committee/sub-committee of the Board)



be and is hereby authorised to assign and delegate, from time to time, such work, duties, power and authorities to the Whole Time Director as it may deem fit and proper.

Resolved further that the Board of Directors and the Nomination and Remuneration Committee of the Company be and are hereby severally authorised to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above.

Resolved further that the Board of Directors of the Company (including any committee/sub-committee of the Board) be and is hereby authorised to take all necessary steps to give effect to the aforesaid resolution.”

Regd. Office:
SP-916, Phase III,
Industrial Area, Bhiwadi, 301019,
Distt. Alwar, Rajasthan

By order of the board
For Ajanta Soya Limited

Sushil Goyal
DIN: 00125275
Managing Director
Address:

House No. 42-A,
Road No. 78, West Punjabi Bagh,
New Delhi - 110 026

Date: 13th August, 2016

Place: New Delhi

NOTES

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 4 & 5 of the notice set out above is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF ANNUAL GENERAL MEETING.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.
5. The Share Transfer Books and Register of Members of the Company will remain closed from Saturday, 24th September, 2016 to Friday, 30th September, 2016 (both days inclusive).
6. A. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company M/s Skyline Financial Services Pvt Ltd., D-153/A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi- 110 020; Phone No. 011-26812682-83:-
 - i) their bank account details in order to receive payment of dividend through electronic mode,
 - ii) **their email id**, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,
 - iii) any change in their address/e-mail id/ECS mandate/ bank details, share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.
- B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:
 - i) their email id.
 - ii) all changes with respect to their address, email id, ECS mandate and bank details.
- C. Kindly note that as per SEBI Circular CIR/MRD/DP/10/2013 dated March 21, 2013 it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/update your correct bank account details with the Company/RTA/Depository Participant, as the case may be.

7. The Securities and Exchange Board of India has notified that the shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferee of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
8. The shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose.
9. In accordance with section 20 of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report for the year ended March 31, 2016 has been sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in terms of SEBI Circular No. CIR/CFD/DIL/7/2011 dated 05.10.2011 the hard copies of Annual Report have been sent to all other members who have not registered their email address(es). Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest by submitting duly filled in "e-Communication Registration Form" (available on our website "www.ajantasoya.com" in Investor Relation) to the Company/RTA. Members can also submit their form along with Attendance Slip at the Registration Counter at AGM. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost. The Notice of the 25th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.ajantasoya.com for download by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.
10. The Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall. However, in case of non-receipt of Notice of Annual General Meeting, members are requested to write to the Company at its registered office for issuing the duplicate of the same or download the same from Company's website www.ajantasoya.com.
11. In case you have any query relating to the enclosed Annual Accounts you are requested to send the same to the Company Secretary at the Registered Office of the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready for replying at the meeting.
12. The information required to be provided under the Listing Regulations entered into by the Company with the Stock Exchanges regarding the Directors proposed to be reappointed are provided in the Report on Corporate Governance forming part of the Annual Report.
13. As required under Listing Regulations and Secretarial Standards-2 on General Meetings, details in respect of directors seeking re-appointment at the AGM, is separately annexed hereto. Directors seeking reappointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.
14. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 am to 1.00 pm up to the date of Annual General Meeting. The Register of Directors' and Key Managerial Personnel & their Shareholding and the Register of Contracts & Arrangements in which directors are interested shall be open for inspection at the meeting to any person having right to attend the meeting.
15. Voting through electronic means:
 - i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
 - ii) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited as the Authorised Agency to provide e-voting facilities.
 - iii) The Board of Directors have appointed Mr Debabrata Deb Nath, Company Secretary in Whole Time Practice, 785, Pocket-E, Mayur Vihar-II, Delhi-110 091 as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.

- iv) Members are requested to carefully read the instructions for e-voting before casting their vote.
- v) The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting :

Commencement of e-voting	From 9.00 a.m. (IST) on Tuesday, 27 th September, 2016
End of e-voting	Upto 5.00 p.m. (IST) on Thursday, 29 th September, 2016

- vi) The cut-off date (i.e. the record date) for the purpose of e-voting is 23th September, 2016.
- vii) Declaration of Result of e-voting:
 - a) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date).
 - b) The Scrutinizer shall immediately after the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - c) The Scrutinizer's decision on the validity of the vote shall be final and binding.
 - d) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
 - e) The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.ajantasoya.com) within 3 (three) days of passing of the resolutions at the AGM and communicated to the Stock Exchanges where the Company shares are listed.
- viii) The procedure and instructions for e-voting are given separately with this Annual Report.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s K.G. Goyal & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2017. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2016-17 as set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommend the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the members.

Item No.5

Mr. Abhey Goyal was re-appointed as a Whole Time Director of the Company for a period of 5 years w.e.f. 1st January, 2012 on the remuneration and other terms and conditions as approved by the members of the Company in the Annual General Meeting held on 30th September, 2011.

As the existing tenure of Mr. Abhey Goyal as Whole Time Director of the Company will expire on 31st December 2016 the Board of Directors of the Company in its meeting held on 13th August, 2016 has decided and recommended for his re-appointment for a further period of Three years w.e.f. 1st January, 2017.

The Nomination and Remuneration Committee of the Board in its meeting held on 13th August, 2016 has considered and approved the aforesaid re-appointment and remuneration of Mr. Abhey Goyal.

I. GENERAL INFORMATION

(1)	Nature of Industry	Ajanta Soya Limited is engaged in the business of manufacturing of Vanaspati Oil and Refined Oil
(2)	Date or expected date of commencement of commercial production	The Company is already in existence and is in operation since February, 1992
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

(4) Financial Performance of the Company for last 2 years is given below:		
Particulars	Financial Year ended	
	31.03.2016	31.03.2015
	(Amount in Rs. lacs)	
Total Income	58249.27	55,456.93
Total Expenditure	57541.37	55232.19
Profit before tax	707.90	224.74
Provision for tax	198.92	(29.88)
Profit after tax	508.98	254.62
Paid-up Share Capital	1,550.00	1,550.00
Reserves and Surplus (excluding revaluation reserve)	1,628.52	1,119.54
(5) Export performance and net foreign exchange collaborations	The Company is not in exports business.	
(6) Foreign investments or collaborators, if any	Nil	

II. INFORMATION ABOUT THE APPOINTEE

(1)	Background details	Mr Abhey Goyal has been the Whole time Director of the Company for more than Seven years. He is instrumental in the growth of our Company over the years. He is having more than 7 years of experience in trading of oil, real estate and administration.
(2)	Past remuneration	Monthly Salary: Rs.1,00,000/- (Rupees One Lakh) only whether paid as Salary, allowance(s) perquisites or a combination thereof. Provided that the following perquisites will not be included in the aforesaid remuneration: a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961; b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and c. Encashment of leave at the end of tenure. Provided further that payment/ re-imbursment of telephone and/ or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration. In the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.
(3)	Recognition or awards	Mr Abhey Goyal is a man of rich experience in trading of oil, real estate and administration.
(4)	Job profile and his suitability	Mr Abhey Goyal, being the whole time Director of the Company is entrusted with substantial powers in relation to normal business matters. He is having rich experience of over 7 years of experience in trading of oil, real estate and administration.

(5)	Remuneration proposed	<p>Monthly Salary: Rs. 1,00,000/- (Rupees One Lakh) only whether paid as Salary, allowance(s) perquisites or a combination thereof.</p> <p>Provided that the following perquisites will not be included in the aforesaid remuneration:</p> <ol style="list-style-type: none"> Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961; Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and Encashment of leave at the end of tenure. <p>Provided further that payment/ re-imburement of telephone and/ or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration.</p> <p>In the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.</p>
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The exact figures are not readily available. However, the proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications and experience.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	The appointee is the promoter of the Company. Save as the managerial remuneration he does not have any other material pecuniary relationship with the Company.

III. OTHER INFORMATION

(1)	Reasons for loss or inadequate profits	The Company is in profit. However fixed remuneration is proposed to be paid as minimum remuneration in the event of loss/absence/ inadequacy of profits due to unavoidable circumstances.
(2)	Steps taken or proposed to be taken for improvement	The Company is taking cost cutting measures and exploring new avenues of business to improve profitability.
(3)	Expected increase in productivity and profits in measurable terms	The company is expected to have improved sales and profitability figures in the next financial years.

The members' approval is required by way of a Special resolution for re-appointment of Mr Abhey Goyal as Whole time Director and fixing his remuneration. The Board recommends the proposed resolution for adoption in the larger interest of the Company.

The aforesaid explanatory statement for item no. 5 should also be deemed to be notice of the abstract for terms of appointment and payment of remuneration to Mr Abhey Goyal as Whole time Director.

In term of the provision of Schedule V of the Companies Act, 2013, additional disclosure is also given under appropriate head(s) in the Corporate Governance report annexed to the director's report.

Except Mr Abhey Goyal and Mr Sushil Goyal and their relatives, None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

Regd. Office:

SP-916, Phase III, Industrial Area,
Bhiwadi, 301019, Distt. Alwar, Rajasthan

By order of the board
For Ajanta Soya Limited

Sushil Goyal
DIN: 00125275
Managing Director

Address: House No. 42-A, Road No. 78,
West Punjabi Bagh, New Delhi - 110 026

Date: 13th August, 2016

Place: New Delhi

DISCLOSURE REGARDING APPOINTMENT & RE-APPOINTMENT OF DIRECTORS IN THE ENSUING AGM

Brief particulars of Directors who are appointed/re-appointed in this AGM are as follows:

Particulars	Mr Abhey Goyal
DIN	02321262
Father's Name	Mr Sushil Goyal
Date of Birth	31 st March, 1987
Address	House No. 42-A, Road No. 78, West Punjabi Bagh, New Delhi – 110026
Designation	Whole time Director
Education	Post Graduate in International Business and Finance
Experience	He is having more than 7 years of experience in trading of oil, real estate and administration.
Companies in which holds Directorship*	Polo Textiles Private Limited R.M.S. Traders Private Limited DG Estates Pvt Ltd Goyal Infratech Private Limited Space Realty Infratech Private Limited
Companies in which holds membership of committees*	NIL
Shareholding in the Company (No. & %)	540101 3.49%

*excludes Directorships in Associations, Foreign and Section 25/8 Companies.



AJANTA SOYA LIMITED

Regd. Office : SP-916, RIICO Industrial Area Phase - III, Bhiwadi - 301 019, Distt. - Alwar (Rajasthan)

CIN: L15494RJ1992PLC016617

ATTENDANCE SLIP

L.F. No. _____ No. of Shares held _____

D.P. ID* _____ Client ID* _____

Name(s) in full Father's/Husband's Name Address as Regd. with the Company

1. _____

2. _____

3. _____

I hereby record my presence at the 25th Annual General Meeting of the Company at SP-916, RIICO Industrial Area, Phase III, Bhiwadi, Distt. Alwar, Rajasthan on Friday, 30th September, 2016 at 12.30 P.M.

Signature of the shareholder(s)/proxy**

1. _____ 2. _____ 3. _____

*Applicable for inverstors holding shares in electronic form. **Strike out whichever is not applicable.

Note: Attendance slip is original should be complete in all respects.

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

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

CIN:	L15494RJ1992PLC016617
Name of the company:	Ajanta Soya Ltd
Registered office:	SP-916, Phase -III, Industrial Area,Bhiwadi-301019 , Rajasthan
Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) of shares of the above named company, hereby appoint

- Name:
Address:
E-mail Id:
Signature:....., or failing him
- Name:
Address:
E-mail Id:
Signature:....., or failing him
- Name:
Address:
E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual general meeting of the company, to be held on the Friday, 30th September, 2016 at 12.30 P.M. at SP-916, Phase -III, Industrial Area, Bhiwadi-301 019, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- Adoption of Annual Audited Financial Statements for the financial year ended 31st March, 2016.
- To appoint a Director in place of Mr Abhey Goyal (DIN 02321262) who retires by rotation and, being eligible, offers himself for re-appointment.
- To ratify the appointment M/s Tas Associates Statutory Auditors of the Company and to fix their remuneration for the financial year ended 31st March, 2017.
- To ratify the remuneration of M/s K.G. Goyal & Associates as Cost Auditors for the financial year 2016-17.
- To re-appoint Mr Abhey Goyal (DIN:02321262) as a Whole time Director of the Company for a period of Three years.

Signed this day of20....

Signature of Shareholder.....

Signature of Proxy holder(s).....



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Ajanta Soya Limited

25th Annual General Meeting at SP-916 Phase III, Industrial Area Bhiwadi, Distt-Alwar, Rajasthan - 301019

Route Map to the venue of the 25th AGM

