



Indrayani Biotech
Inclusive Growth

Indrayani Biotech Limited

Annual Report 2020-21



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CORPORATE INFORMATION

CHAIRMAN	Mr. N. M. Ranganathan (DIN: 06377402)
MANAGING DIRECTOR	Mr. Kasiraman Sayee Sundar (DIN: 01295584)
DIRECTORS	Mr. Singarababu Indirakumkar (DIN: 00892351) Mr. G. Swaminathan (DIN: 02481041) Mr. Muthukrishnan Ramesh (DIN: 01016291) Mr. K S Vaidyanathan (DIN: 01122393) Mrs. Lakshmiprabha Kasiraman (DIN: 02885912) Dr. B. N. Padmaja Priyadarshini (DIN: 06416242)
CHIEF FINANCIAL OFFICER	Mr. Seenuvasan Meghanathan - upto 03.01.2021 Mr. Vinayaka Bodala - w.e.f 04.01.2021
COMPANY SECRETARY	Mrs. Roopa Ravikumar - w.e.f 01.06.2020
STATUTORY AUDITORS	M/s. Venkatesh & Co., Chartered Accountants, Chennai
SECRETARIAL AUDITOR	Mrs. N. Aishwarya – upto 03.01.2021 Mr. Krishnamurthi Ravichandran - w.e.f 04.01.2021
BANKERS	ICICI Bank Ltd, Guindy Branch, Chennai-600032
SHARE TRANSFER AGENT	M/s. Link Intime India Pvt. Ltd Surya 35, Mayflower Avenue Behind Senthil Nagar, Sowripalayam Road Coimbatore – 641028 Phone: 0422-2314792 Email: coimbatore@linkintime.co.in
REGISTERED OFFICE	Module No. 32-33, Block I, SIDCO Electronic Complex, Thiru-vi-ka Industrial Estate, Guindy, Chennai- 600032 Phone : +91-44-22502146 Email : info@indrayani.com www.indrayani.com

Contents

CORPORATE INFORMATION	1
1 NOTICE OF THE 29 TH ANNUAL GENERAL MEETING.....	4
1.1 NOTICE	4
1.2 EXPLANATORY STATEMENT	6
1.3 NOTES.....	9
1.4 INSTRUCTIONS FOR SHAREHOLDERS TO VOTE ELECTRONICALLY	12
2 DIRECTORS' REPORT	19
2.1 BUSINESS OVERVIEW	19
2.2 MANAGEMENT DISCUSSION AND ANALYSIS	24
2.2.1 OVERVIEW.....	24
2.2.2 DIVISIONS OF IBL.....	26
2.2.3 FUTURE OUTLOOK	29
2.3 GOVERNANCE.....	30
2.4 ADDENDUM TO THE DIRECTOR'S REPORT	33
2.5 ANNEXURE-I: Criteria for selection of Non-Executive Directors	33
2.6 ANNEXURE-II: Nomination and remuneration policy	34
2.7 ANNEXURE-III: RELATED PARTY TRANSACTIONS.....	37
2.8 ANNEXURE-IV: Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo	38
2.9 ANNEXURE-V: SECRETARIAL AUDIT REPORT.....	39
2.9.1 ANNEXURE-A: ANNEXURE TO THE SECRETARIAL AUDIT REPORT	41
2.10 ANNEXURE-VI: DIRECTOR REMUNERATION.....	42
2.11 ANNEXURE-VII: CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS	43
3 REPORT ON CORPORATE GOVERNANCE.....	44
3.1 ANNEXURE-I: CERTIFICATE OF WTD / CFO	59
3.2 ANNEXURE-II: Auditors' Certificate on Corporate Governance	60
4 FINANCIAL STATEMENTS	62
4.1 STANDALONE	62
4.1.1 INDEPENDENT AUDITOR'S REPORT	62
4.1.2 BALANCE SHEET	70
4.1.3 STATEMENT OF PROFIT & LOSS	71
4.1.4 STATEMENT OF CHANGES IN EQUITY	72
4.1.5 STATEMENT OF CASH FLOWS	73
4.1.6 NOTES ON ACCOUNTS	74
4.2 CONSOLIDATED	89
4.2.1 INDEPENDENT AUDITOR'S REPORT	89
4.2.2 BALANCE SHEET	95
4.2.3 STATEMENT OF PROFIT & LOSS	96
4.2.4 STATEMENT OF CHANGES IN EQUITY	97
4.2.5 STATEMENT OF CASH FLOWS	98
4.2.6 NOTES ON ACCOUNTS	99

REBOUND

“No one can possibly overstate the impact of the Covid-19 pandemic upon business in 2020-21. The impact on individual and collective behaviour is far-reaching. Despite this global disorder and consequent uncertainty, some businesses were relatively faster on the rebound. Rather than being consumed with the prevailing negativity, they reposed their faith in a resurgent tomorrow.”

CHALLENGES

“The Pandemic induced Lockdown in India was absolutely sudden. The country and its people had minimal time to prepare for the unknown. It was a first time for most present day business leaders and managers.”

From the Chairman's desk

Dear Shareholders,

I am addressing you at a time when India which has registered a remarkable recovery from the economic and social abyss caused by the untamed spread of COVID-19 virus last year, is now faced with the onset of the second wave of the pandemic. While the situation is alarming, the development of multiple vaccines and a nation-wide vaccination drive has reinstated confidence in our minds. This has happened owing to the resilient fellow Indians across the country who has toiled relentlessly to fight such a formidable battle. I express my deepest respect for these gallant heroes. The journey of Indrayani Biotech Limited in FY 2020-21 was equally worthy and hard fought. COVID-19 and the resultant lockdown were not like any other crisis. It was an unknown space. The lack of any precedence to such an occurrence made it practically impossible to fathom the extent of the damage that could have been caused.

Regards,
N. M. Ranganathan
Chairman.

1 NOTICE OF THE 29TH ANNUAL GENERAL MEETING

1.1 NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY NINETH (29th) ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE INDRAYANI BIOTECH LIMITED WILL BE HELD ON THURSDAY, 30TH SEPTEMBER 2021 AT 02.30 PM THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

ITEM NO 1:

To receive, consider and adopt the Audited Financial Statements (standalone and consolidated Financial Statements) of the Company for the Financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Statutory Auditors thereon, including Annexures thereto;

ITEM NO 2:

To appoint a Director in place of Mrs. Lakshmiprabha Kasiraman (DIN: 02885912) who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS

ITEM NO 1: Appointment of Mr. Muthukrishnan Ramesh (DIN: 01016291) as Whole time Director of the Company

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions 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), the approval of the members of the Company be and are hereby accorded to appoint Mr. Muthukrishnan Ramesh (DIN: 01016291), who was appointed as Additional Director in the Board meeting held on 4th January 2021, as Whole Time Director of the Company for a period of five years, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Muthukrishnan Ramesh, subject to the same not exceeding the limit specified under Schedule V to the Companies act, 2013 or any statutory modifications or re- enactment thereof.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO: 2 - Appointment of Dr. B. N. Padmaja Priyadarshini (DIN:06416242) as an Independent Director

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to provision of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Dr. B. N. Padmaja Priyadarshini (DIN: 06416242), who was appointed as an Additional Director with effect from 26th March 2021, at the meeting of the Board of Directors held on April 4, 2021 in terms of Section 161(1) of Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company to hold office from 26th March 2021 for five (5) consecutive years for the period up to 25th March 2026.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By the order of Board of Directors
For Indrayani Biotech Limited

Sd/-
Kasiraman Sayee Sundar
Managing Director
DIN: 01295584

Date: September 3, 2021

Registered office:
Module No. 32-33, Block 1,
3rd Floor, SIDCO Electronic Complex,
Thiru-vi-ka Industrial estate,
Guindy, Chennai - 600032

1.2 EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO: 1

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned in the notice.

Mr. Muthukrishnan Ramesh was appointed as Additional Director of the Company with effect from 4th January 2021 in accordance with provisions of Section 161 of the Companies Act 2013 read with Articles of Association of the Company. Pursuant to Section 161 the above Director holds office up to the date of the ensuing Annual General meeting of the Company.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Muthukrishnan Ramesh as Whole time Director.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution set out at item No. 1 of the Notice.

The Board recommends the resolution set forth in item no.1 for the approval of the members.

BRIEF PROFILE OF Mr. MUTHUKRISHNAN RAMESH

Mr. Muthukrishnan Ramesh is Diploma in Hotel Management and Catering Technology from Delhi University and B.A Economics in Madras University. His knowledge and experience would help with the business operation of the Company especially to the Food Division. Being professionally qualified in Catering, he brings decades of culinary expertise to the company. He is passionate in Cookery and stands the driving force in encouraging the entire team to scale up to highest levels of professional standards in food quality and best services to our Clients. His present focus is in building professional team that is always ready to go the extra mile and deliver Trust to Clients. A result oriented professional with over 21 years of experience in Merchandising, Sales & Marketing, Business Development, Operations and Team Management. Proficient at managing & leading teams for running successful business process operations and experience of developing procedures & service standards for business excellence. A keen planner and strategist with proven track record of consistently increasing the sales and profitability of the company. An out of box thinker in implementing cost saving measures to achieve substantial reduction in terms of man days and materials. Proficient in developing, supervising logistics network as well as ensuring smooth material movement. An effective communicator with excellent relationship building & interpersonal skills, strong analytical, team leadership, problem solving & organizational abilities.

Expertise in:

- Strategic Planning
- Marketing Communication
- Merchandising
- Motivation / Feedback
- Budgetary Control
- Vendor Development
- Team Management
- Retail Operation

Details of Remuneration payable to Mr. Muthukrishnan Ramesh and terms and conditions of the appointment are given below:

Name of Director	Mr. Muthu Krishnan Ramesh
Date of Birth	08-02-1972
Date of Appointment on the Board	04-01-2021
Qualifications	Diploma in Hotel Management and Catering Technology from Delhi University and B.A Economics in Madras University
Experience	A result oriented professional with over 21 years of experience in Merchandising, Sales & Marketing, Business Development, Operations and Team Management
Terms and conditions of appointment along with details of remuneration sought to be paid	<p>Salary Salary shall be Rs. 1,35,000 /- (One Lakh Thirty Five Thousand) per month. Salary will be subject to the deduction of Income tax/professional tax at the applicable rates, under the Income Tax Act, 1961.</p> <p>Medical Reimbursement Reimbursement of medical expenses actually incurred for self and family, subject to the ceiling of one month's salary in a year with a right to carry forward.</p> <p>Leave and Leave Travel Concession Leave Travel Concession for self and family, subject to the ceiling of one month's salary. Earned privilege leaves on full pay and allowance as per the rules of the Company subject to the condition that leave accumulated but not availed of shall not be allowed to be encashed.</p>
Last drawn Remuneration if applicable	NA
Shareholding in the Company%	3.07%
Number of meeting of the Board attended for the financial year 2020 – 2021	01
Relation with KMP/directors	Nil
Other Directorships / memberships / chairmanships of Committees of Board	Nil

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Limits on Remuneration

The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013

Minimum Remuneration

In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mr. Muthukrishnan Ramesh

shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time

Schedule V of the Companies Act, 2013 determines the limit of payment of managerial remuneration by companies in case of loss or inadequacy of profit, in any financial year and inter alia requires approval of Members by way of Special Resolution. The Company does not envisage any loss or inadequate profits. However, challenging business environment may affect the profitability of the Company in future. The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution set out at item No. 1 of the Notice.

The Board recommends the resolution set forth in item no.1 for the approval of the members.

ITEM NO: 2

Dr. B. N. Padmaja Priyadarshini was appointed by the Board as an Additional Director and Non-executive Independent Director with effect from March 26, 2021 in terms of provisions of Section 161 and 149 of the Companies Act, 2013, rules made there under. Her appointment is hereby approved and appointed as the Independent Director of the Company. Dr. B. N. Padmaja Priyadarshini has also given a declaration to the company that she meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 2 of the Notice.

The Board recommends the resolution set forth in item no.2 for the approval of the members.

BRIEF PROFILE OF DR. PADMAJA PRIYADARSHINI

Dr. B. N. Padmaja Priyadarshini holds multiple post-graduation in the fields of statistics, Hindi literature & management along with a master of philosophy in international business and doctorate in the field of women entrepreneurship. She began her career as a professional in the banking sector and worked there for 10 years. She switched to B school thereafter for 3 years and focused in teaching before she became an entrepreneur herself. For the past 10 years, she is the Managing Director of M/s HomePlanGuru Civil Consultants Pvt Ltd.

She has graduated with a certificate course in women entrepreneurship (which is funded by Goldman Sachs) from the esteemed B School - Indian School of Business, Hyderabad. She is a corporate trainer and conducts marketing research workshops in R Studio, MATLAB, Python, SPSS & AMOS. She is one of the panel resource persons in the research methodology workshops conducted by Mizoram University, Aizwal. She is working as a tutor for Teaching Storm P Limited to tutor Statistics for students studying in USA.

She is handling Communication Skills training to military cadets at Officers Training Academy Chennai. She has secured ranks in the university examinations in both UG and PG. She has won "Emerging Entrepreneur Award 2015" from the Indian National Cultural Academy and "Outstanding Digital Startup Award 2015" from VIT University, "Senior Woman Entrepreneur Award 2017" and "Distinguished Woman Technopreneur Award 2017" on various occasions by National Foundation for Entrepreneurship Development, "Visionary Woman Award 2018" by Visionary Women Circle,