

INDSOYA LIMITED

35TH ANNUAL REPORT 2014 – 2015

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As on 31st March, 2015

BOARD OF DIRECTORS

Mrs. Sarita Mansingka

Managing Director / Chairperson

Mr. Kailash Chandra Dawda

Director

Mr. Prahlad Kumar Maheshwari

Director

Mr. Sanjay Kumar Kaushik

CFO

AUDITORS

Shankarlal Jain and Associates LLP

Chartered Accountants

BANKERS

HDFC Bank

REGISTERAR & SHARE TRANSFER AGENT

Sharex Dynamic (India) Pvt. Ltd.

Unit-1, Luthra Ind. Premises,
1st Flr, 44-E, M Vasanti Marg,
Andheri-Kurla Rd., Safed pool,
Andheri(E), Mumbai 400072

REGISTERED OFFICE

1111A, Raheja Chambers,
213, Nariman Point,
Mumbai - 400 021

LISTED ON

The Bombay Stock Exchange Ltd
The Delhi Stock Exchange Ltd

Day & Date of A.G.M.

Wednesday, September 30, 2015

Time

11.00 A.M.

NOTICE

THE 35TH ANNUAL GENERAL MEETING OF INDSOYA LIMITED, WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1111-A, RAHEJA CHAMBERS, 213 NARIMAN POINT, MUMBAI – 400 021 ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2015 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1. To Receive, consider and adopt the audited Financial Statement of the Company for the year ended 31st March, 2015 and the Reports of the Directors' and the Auditor's thereon;
2. To appoint Ms. Sarita Mansingka as Director, liable to retire by rotation and being eligible for re-appointment.

3. Appointment of and fixing of remuneration of Auditors

To ratify the appointment of M/s. Shankarlal Jain & Associates LLP, Chartered Accountants, Mumbai (ICAI Registration Number-109901W/W100082) as Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration as may be mutually agreed with the Auditors, in addition to reimbursement of Service Tax and all out of pocket expenses incurred in connection with the audit of accounts of the Company, and for the purpose, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made thereunder, the appointment of Statutory Auditors i.e., M/s. Shankarlal Jain & Associates LLP, Chartered Accountants, Mumbai (ICAI Registration Number-109901W/W100082) for the financial year 2015-2016, be and is hereby ratified by the Members till the conclusion of the 36th Annual General Meeting of the Company on such remuneration as may be agreed upon between the Board of Directors and the Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.”

SPECIAL BUSINESS:

4. To regularize the appointment of Managing Director

“RESOLVED THAT in pursuance of the provisions of Sections 196,197,203 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act and subject to such other approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for the appointment of Mrs. Sarita Mansingka (DIN: 01788320), as a Managing Director of the Company for a period of 5 (Five) years from 13th March , 2015 to 12th March, 2020 with Nil Salary.

RESOLVED FURTHER THAT in the event of no profit or the profits being inadequate in any financial year of the Company during the currency of tenure of Mrs. Sarita Mansingka (DIN: 01788320), as a Managing Director of the Company for a period of 5 (Five) years from 13th March , 2015 to 12th March, 2020 with Nil Salary, she shall be paid salary, allowances and perquisites not exceeding limits as set out in Schedule V to the Companies Act, 2013 or any modification thereof.

Place: Mumbai
Date: 07th September, 2015

For and or behalf of the Board



KAILASH CHANDRA DAWDA
Director
DIN: 01744419

Notes:

- A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint proxies to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective must be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the Meeting.
- A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy for any other person or shareholder.
- Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- Members / proxies are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- In case of joint holder attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote at the meeting.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- The Register of Members and Share Transfer Books of the Company will remain close from 24.09.2015 to 30.09.2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
- Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
- Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agents, Sharex Dynamic (India) Pvt. Ltd.
- The Company is concerned about the environment and utilizes natural resources in a sustainable way, we request you to update your email address with your Depository Participant to enable us to send you the quarterly reports and other communications via email.
- Copy of the Annual Report 2015 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 2015 are being sent by the permitted mode.
- Members may also note that the Notice convening Annual General Meeting and Annual Report 2014 will be available on the Company’s website www.indsoya.in
- Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchange in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting are furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
- Members are requested to notify immediately any change of address.
- All documents referred to in the accompanying notice are open for inspection at the registered office of the company on all working days except Saturday, between 3.00 P.M. and 5.00 P.M. upto the date of annual general meeting.

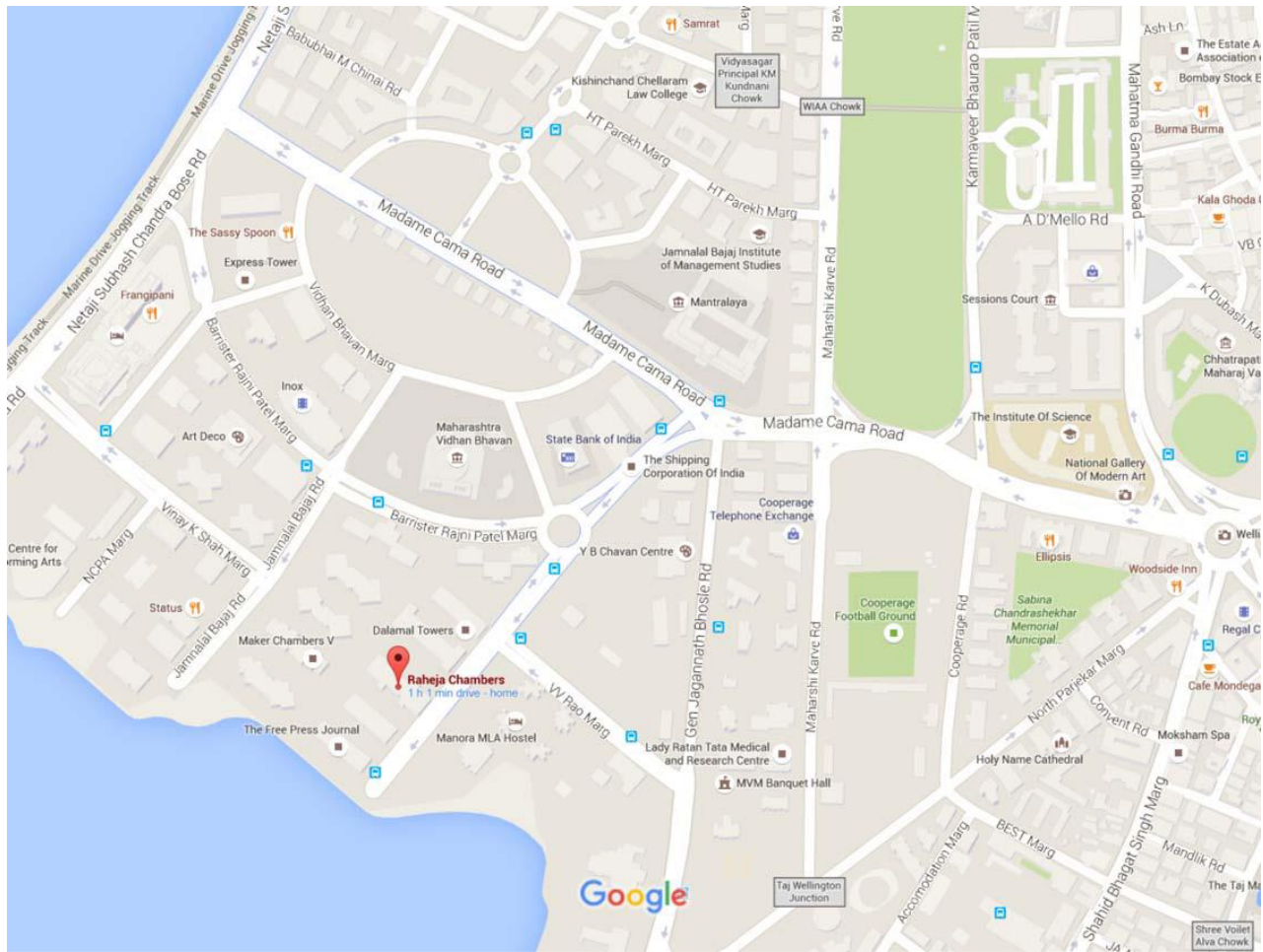
The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on and ends on pm 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 23th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</p>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Indsoya Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.

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



Google Map for Attending the towards the AGM of Indsoya Limited

DIRECTORS' REPORT

Dear Member,

Your directors have pleasure in presenting their 35th Annual Report on the Audited Financial Statement of the Company for the financial year ended March 31, 2015.

PRINCIPAL ACTIVITY

The principal activity of the Company is 'Misc.Commercial Services'. It also operates in the Infrastructure segment. There have been no significant changes in the nature of the principal activities during the financial year. The Company is trying to make the optimum use of the place so available.

FINANCIAL RESULTS FOR THE YEAR ENDED

	Year Ended 31-Mar-15	Year Ended 31-Mar-14
	Rupees	Rupees
Total income	5929949	57861276
Expenditure	6005272	56176851
Profit/ (Loss) before exceptional and Extraordinary items		
Exceptional Items	(75,323)	,1,684,425
Profit before extraordinary items and Tax	(75,323)	1,684,425
Profit/ (Loss) before taxation	(75,323)	1,684,425
Tax Expense	-	503449
Profit (Loss) for the period	(75,323)	1,180,976
Profit Brought Forward from last Balance Sheet	9610138	8429162
Profit Carried Forward to Balance Sheet	9534815	9610138

BUSINESS REVIEW, RESULTS AND PERFORMANCE BUSINESS REVIEW

Your Company has a great presence in Commercial Services segment. Your Company is positioned well for the future on account of its financial strength and proven business strategy that has helped your company to succeed in strong and weak economic environment and most importantly a dedicated and well trained team of people working together to achieve company's business goals.

FINANCIAL SNAPSHOT

The Company has recorded a total income of Rs. 5929949/- as against Rs 57861276/- in the previous year. There are no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial year 2014-15 and the date of this report.

DIVIDEND

The Board of Directors have not recommended dividend for the year ended 31st March, 2015

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

A detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

RISK MANAGEMENT POLICY:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations.

SHARE CAPITAL:

There were no changes in share capital of the Company during the period under review.

DEPOSITS:

The Company has not entered into any transactions falling under the ambit of section 73 of the Companies Act, 2013.

DETAILS OF SUBSIDIARIES/ASSOCIATES/JOINT VENTURES:

The Company have only one subsidiary i.e. Tania Industries Limited.

BOARD AND BOARD COMMITTEES:

The details of Board Meetings held during the year, attendance of the directors at the meetings and constitution of various Committees of the Board are included separately in the Corporate Governance Report.

NUMBER OF MEETINGS OF THE BOARD:

A calendar of meeting is prepared and circulated in advance.

During the year under review, Five meeting of the board of Directors were conveyed. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

PERFORMANCE EVALUATION OF THE BOARD, COMMITTEES AND DIRECTOR:

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an evaluation of its own performance, performance of Individual Directors and the working of its Committees.

The Director made a self-assessment of their effectiveness in terms of attendance, contribution at Meetings and guidance/support extended to the Management outside Board/ Committee Meetings. The feedback received from the Directors was discussed and reviewed by the Independent Directors and also shared with Nomination and Remuneration Committee.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTOR AND EMPLOYEES:

The Company is not required to constitute the Vigil Mechanism Committee as required under Section 177(9) of the Companies Act, 2013

PARTICULARS OF EMPLOYEES:

During the year under review, there are no employees who comes within the purview of Section 134 (3)(q) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

in the preparation of the annual accounts for the financial year ended March 31, 2015, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;

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 your company as at March 31, 2015 and of the profit and loss of the company for financial year ended March 31, 2015;

proper and sufficient care has been taken 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;

the annual accounts have been prepared on a 'going concern' basis;

Proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and

proper systems to ensure compliance with the provisions of all applicable laws in place and that such systems were adequate and operating effectively.