

INDSOYA LIMITED

L67120MH1980PLC023332

40th ANNUAL REPORT

2019-2020

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As on 31st March, 2020

BOARD OF DIRECTOR

Mrs. Sarita Mansingka	: Managing Director / Chairperson
Mr. Kailash Chandra Dawda	: Independent Director
Mr. Prahlad Kumar Maheshwari	: Independent Director
Mr. Gopal Ramotar Khandelwal	: Independent Director

BOARD COMMITTEES

Audit Committee:

Ms. Sarita Mansingka	: Chairperson
Mr. Prahlad Kumar Maheshwari	: Member
Mr. Kailash Chandra Dawda	: Member

Stakeholders Relationship Committee:

Mr. Kailash Dawda	: Chairman
Mr. Prahlad Kumar Maheshwari	: Member
Mr. Gopal Khandelwal	: Member

Nomination & Remuneration Committee:

Mr. Kailash Chandra Dawda	: Chairman
Mr. Prahlad Kumar Maheshwari	: Member
Mr. Gopal Ramotar Khandelwal	: Member

COMPANY SECRETARY & COMPLIANCE OFFICER:

Mr. Shivkumar Vaishy

CHIEF FINANCIAL OFFICER:

Mr. Sanjay Kumar Kaushik

STATUTORY AUDITORS:

M/s Bhatler & Paliwal

(Chartered Accountants)

212, 2nd Flr, Kimatrai bldg, 77-79, Maharshi Karve Marg, Marine Lines, Mumbai – 40002.

SECRETARIAL AUDITORS:

Ferrao MSR & Associates

301, 3rd floor, Dhun Bldg, Opp- Janmabhoomi Bhavan, Janmabhoomi Marg, Fort, Mumbai – 400001

SHARE TRANSFER AGENTS:

Sharex Dynamic (India) Pvt. Ltd.

C 101, 247 Park, LBS Marg, Vikhroli (W), Mumbai – 400083

BANKERS:

HDFC Bank,
143, Ground floor, Soona Mahal, Marine Drive, Mumbai- 400020.

OTHER COMPANY DETAILS:

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

CIN: L67120MH1980PLC023332

Tel:(022)-22852796/97/99

E-mail: -info@indsoya.in

Website: www.indsoya.com

Listed at:
The Bombay Stock Exchange Ltd & The Delhi Stock Exchange Ltd.

NOTICE

NOTICE is hereby given that the 40th Annual General Meeting of the Members of the **Indsoya Limited** will be held on Friday, 25th September, 2020 at 1111-A, Raheja Chambers, 213 Nariman Point, Mumbai 400021 at 11:00 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Directors and Auditors thereon and in this regard to pass the following resolution as an ordinary resolution:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2020 together with the reports of the Directors and Auditors thereon be and are hereby received, considered, approved and adopted.”

2. To re-appoint the retiring Director Ms. Sarita Mansingka (DIN: 01788320), who retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an ordinary resolution:

“RESOLVED THAT Ms. Sarita Mansingka (DIN: 01788320) who retires by rotation in accordance with section 152 of the Companies Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation.”

For Indsoya Limited

Sd/-

Sarita Mansingka

Managing Director

DIN: 01788320

Place: Mumbai

Date: 24th August, 2020

Registered Office:

1111-A, Raheja Chambers, 213,

Nariman Point, Mumbai – 400021.

Annexure to the Notice

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard-2).

Details of Directors seeking re-appointment at the Annual General Meeting:

Sr. No.	Particulars	Name of Director
1	Name	Sarita Mansingka
2	DIN	01788320
3	Father's Name	Badridass Modi
4	Date of Birth	05 th March 1960
5	Qualification	Graduate
6	Experience in specific functional area	Finance and Operations
7	Brief resume	Ms. Sarita Mansingka is a builder of teams, businesses and Companies, and is highly entrepreneurial
8	Nature of appointment	Retires by rotation and offers himself for re-appointment.
9	Terms and condition of appointment	Appointment as a director subject to retirement by rotation.
10	Date of first appointment on board	05 th May 2010
11	Directorship on other public companies	NIL
12	Membership of Audit / Shareholders / Investors Grievances Committees of other Public Limited Companies	NIL
13	Shareholding in the Company	88530 Equity Shares held in own name.

Indsoya Limited

14	Number of Board Meetings attended	4
15	Details of remuneration last drawn	NIL
16	Inter-se relationship with other directors, Managers Other Key managerial Personnel of the company	NIL

For Indsoya Limited

Sd/-

Sarita Mansingka

Managing Director

DIN: 01788320

Place: Mumbai

Date: 24th August, 2020

NOTES :-

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted holding of the Annual General Meeting of Companies through VC/OAVM, but since your Company is having folios below 50 and there is no much trading in the Company, the management has decided to take this Annual General Meeting in physical with all the possible precautions as directed by Central Government, State Government and other Local Authorities to conduct the event.

2. In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 40th Annual General Meeting of the Company shall be held on Friday, 25th September, 2020.

3. The members who want to attend the 40th Annual General Meeting of the Company shall follow all the guidelines issued by the respective local authority where the registered office of the company is situated since the registered office of the company is the venue of the meeting. They shall follow all the precautionary measures and any other guidelines as issued by State Government of Maharashtra and its local authorities where the registered office is situated.

4. Members may also reach out to Mr. Shivkumar Vaishy, Company Secretary of the Company, in case they need any assistance or facing any difficulty relating to attending the 40th Annual General Meeting. They can contact on 022-22852796/87/99 or can also write us at info@indsoya.in.

5. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not to be the member of the company. Proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the registered office of the company not less than 48 hours before the commencement of the Meeting and the proxy shall also have to follow the guideline issued relating to COVID-19 pandemic.

6. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Shareholders holding shares in physical mode are requested to file a Nomination Form in respect of their shareholdings. Any shareholder wishing to avail of this facility may submit to the Company’s Registrar & Share Transfer Agent

Sharex Dynamic (India) Pvt. Ltd. C101, 247 Park, LBS Marg, Vikroli West, Mumbai – 400083, in the prescribed statutory form SH-13. For any assistance, shareholders should get in touch with M/s. Sharex Dynamic (India) Pvt. Ltd.

7. Shareholders are requested to notify immediately any change in their addresses to the Company's Registrar & Share Transfer Agent.

8. Copies of the Annual Report 2020 are being sent by electronic mode only to those members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes. For members who have not registered their email addresses, physical copies of the Annual Report 2020 are being sent by the permitted mode. However such members are requested to register their respective e-mail address with the Company / Depository Participant.

9. Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors appointment or re-appointment at the Annual General Meeting is furnished and forms part of the Notice.

10. Mr. Martinho Ferrao of M/s. Martinho Ferrao & Associates, Practicing Company Secretaries (Membership No: FCS 6221) failing which Sherlyn Rebello, Practicing Company Secretary (Membership No. ACS 41541) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

11. 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 Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

12. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

13. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.indsoya.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and Delhi Stock Exchange.

14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.indsoya.com. The Notice can also be accessed from

the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility for AGM) i.e. www.evotingindia.com.

15. In compliance with provisions of Section 108 of the Companies Act, 2013, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

16. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

17. 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.

18. The process and manner for remote e-voting are as under:

19. In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ("the Rules"), (as amended from time to time), Regulation 44 of SEBI LODR and Clause 8 of Secretarial Standards – 2 (SS - 2) of the Institute of Company Secretaries of India, the Company is providing e-voting facility to the members who are the members as on **Friday, 18th September, 2020** (end of Day) being the "cut-off Date" fixed for the purpose, to exercise their right to vote at the 40th AGM by electronic means through the e-voting platform provided by Central Depository Services (India) Limited (CDSL). Members may transact the business through voting by electronic means. A person who is not a member as on the cut-off date should treat this Notice for information purposes only;

20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

21. The e-voting period commences **Monday the 21st September, 2020** at 9.00 a.m. and will end on **Thursday, 24th September, 2020** at 5.00 p.m. During the e-voting period, members of the Company, holding shares either in physical form or in dematerialized form, may cast their votes electronically. The e-voting module