INDSOYA LIMITED

L67120MH1980PLC023332

41ST ANNUAL REPORT

2020-2021

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AS ON 14TH AUGUST, 2021

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 COMMITEES

Audit Committee:

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

Stakeholders Relationship Committee:

Mr. Kailash Chandra 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

INTERNAL AUDITORS:

Shankarlal Jain & Associates LLP

STATUTORY AUDITORS:

Bhatter & Paliwal
(Chartered Accountants)
212, 2nd Flr, Kimatrai bldg, 77-79, Maharshi Karve Marg, Marine Lines, Mumbai – 40002.

SECRETARIAL AUDITORS:

Ferrao MSR & Associates
(Practicing Company Secretaries)
301, 3rd floor, Dhun Bldg, Opp- Janmabhoomi Bhavan, Janmabhoomi Marg, Fort, Mumbai – 400001

SHARE TRANSFER AGENTS:
Link Intime 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.com

Website: www.indsoya.com

Listed at:
The Bombay Stock Exchange Ltd & DSE ESTATES LIMITED (Formerly known as Delhi Stock Exchange Limited)

NOTICE

NOTICE is hereby given that the **41st** (Forty First) Annual General Meeting ("AGM") of the Members of **Indsoya Limited ("the Company")** will be held on **Thursday , 30th September, 2021** at the registered office of the Company situated at 1111-A, Raheja Chambers, 213 Nariman Point, Mumbai 400021 **at 10:00 A.M.** (IST) 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, 2021 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 2021 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 herself 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, 2021

Registered Office:
1111-A, Raheja Chembers, 213,
Nariman Point, Mumbai – 400021.

Annexure to the Notice

DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE MEETING AS PER SECRETARIAL STANDARD-2 ON GENERAL MEETING AND REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

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

Sr. No.	Particulars	Details
1	Name	Sarita Mansingka
2	DIN	01788320
3	Father's Name	Badridass Modi
4	Date of Birth	05th 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 herself 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	05th May 2010
11	Directorship on other public companies/others as on 31st March, 2021.	1. W W Trading Private Limited 2. Bagban Abasan Private Limited 3. Biscon Niketan Private Limited 4. Tania Industries Private Limited

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.
14	Number of Board Meetings attended	06 (Six)
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, 2021

NOTES :-

1. 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 41st Annual General Meeting ("AGM") of the Company shall be held on Thursday, 30th September, 2021.

2. The members who want to attend the AGM 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 other guidelines accordingly as issued by State Government of Maharashtra and its local authorities where the registered office is situated.

3. 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 AGM . They can contact on 022-22852796/87/99 or can also write us at info@indsoya.com. Request that in case any queries relating to COVID-19 pandemic needs to be raised in advance of 15 days before AGM.

4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

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 M/s. Link Intime 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 Link Intime 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 41st Annual Report 2021 are being sent by electronic mode 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 41st Annual Report 2021 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) has been appointed as the Scrutinizer to scrutinize the voting at the annual general meeting and remote e-voting process in a fair and transparent manner.

11. The Chairperson 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 Poll 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 Chairperson or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and DSE ESTATES LIMITED (Formerly known as Delhi Stock Exchange Limited).

14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM 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 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. The facility for voting through poll 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.

16. 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.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTEE-VOTING ARE AS UNDER:

i. The voting period begins on IST 09.00 A.M. on Sunday, 26th September, 2021 and ends at IST 05.00 P.M. on Wednesday, 29rd September, 2021. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Thursday, 23rd September, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.