

INDSOYA LIMITED

L67120MH1980PLC023332

42ND ANNUAL REPORT

2021-2022

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AS ON 22ND JUNE, 2022

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:

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

STATUTORY AUDITORS:

Bhatter & Associates,

(Chartered Accountants)

302, 3rd Floor, Kapadia Chambers, Near Maheshwari Bhavan, 599, J.S.S. Road, Chira Bazar,
Marine Lines, Mumbai – 400002.

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 Mahai, 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

NOTICE

NOTICE is hereby given that the 42nd (Forty Second) Annual General Meeting ("AGM") of the Members of **Indsoya Limited ("the Company")** will be held on **Friday, 23rd September, 2022** 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:

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

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2022 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 2022 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."

3. Appointment of Auditor M/s. DMKH & Co. Firm Registration No.: 116886W:

"RESOLVED THAT pursuant to the provisions of Section 139 read with The Companies [Audit and Auditors] Rules, 2014 and other applicable provisions [including any modification or re-enactment thereof] if any, of the Companies Act, 2013, M/s. DMKH & Co. Firm Registration No.: 116886W, be and is hereby appointed as the Statutory Auditors of the Company to hold the office for the term of five years beginning from the conclusion of the ensuing Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the year 2027 on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company".

FURTHER RESOLVED THAT any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolutions."

SPECIAL BUSINESS:

4. To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 2,00,00,000 (Rupees Two Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Directors of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

For Indsoya Limited

Sd/-

Sarita Mansingka

Managing Director

DIN: 01788320

Place: Mumbai

Date: 18th August, 2022

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	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 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	05 th May 2010
11	Directorship on other public companies/others as on 31 st March, 2022.	1. Indsoya Limited 2. W W Trading Private Limited 3. Bagban Abasan Private Limited 4. Biscon Niketan Private Limited 5. Tania Industries Private Limited
12	Membership of Audit / Shareholders / Investors Grievances Committees of other Public Limited Companies	NIL
13	Shareholding in the Company	Nil
14	Number of Board Meetings attended	07 (Seven)

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: 18th August, 2022

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 42nd Annual General Meeting ("AGM") of the Company shall be held on Friday, 23rd September, 2022.
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.
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), 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 42nd Annual Report 2022 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 42nd Annual Report 2022 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. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special business under Item No. 4 of the accompanying Notice is given.

10. 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.

11. 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.

12. 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.

13. 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.

14. 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).

15. 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.

16. 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.