

SYMBIOX INVESTMENT TRADING CO LIMITED

44th

ANNUAL REPORT

2022-2023

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Mahavir Verma	-	Whole Time Director
Mrs. Mina Devi Agarwal	-	Director
Mr. Bappa Mitra	-	Director
Mr. Samit Ray	-	Director
Mrs. Rajkumari Naskar	-	Director
Mr. Nitesh Poddar	-	Director

KEY MANAGERIAL PERSONS

Mr. Mahavir Verma	-	Chief Financial Officer
Mrs. Neha Pansari	-	Company Secretary/Compliance Officer

BANKERS

Yes Bank Limited; Dalhousie Branch, Kolkata
IndusInd Bank, Brabourne Road Branch

AUDITORS

For SSRV& ASSOCIATES.

Chartered Accountants

ICAI Firm Registration: 135901W

**Office NO. 2015, 2nd Floor, Gundecha Ind. Estate. Akurli Road,
Kandivali (E.), Mumbai - 400101**

Email : ssrvandassociates@gmail.com

REGISTRAR & SHARE TRANSFER AGENT

M/s. ABS CONSULTANT PVT. LTD,
99 Stephen House, 6th Floor,
4, B.B.D Bagh (E),
Kolkata- 700001, W.B
Phone Nos. : (033) 2230-1043, 2243-0153,
Email Id: absconsultant@vsnl.net

(Corporate Identity Number: L65993WB1979PLC032012)
Registered Office: 221, Rabindra Sarani, 3rd Floor, Room No.1, Kolkata-700001

SYMBIOX INVESTMENT & TRADING COMPANY LTD.

CIN NO. L65993WB1979PLC032012

Regd. Office: 221, Rabindra Sarani, 3rd Floor

Room no. 1, Kolkata-700007

Website: www.symbioxinvestment.com; E-mail: symbioxinvestment100@gmail.com

Notice is hereby given that 44th Annual General Meeting of the members of the **SYMBIOX INVESTMENT TRADING CO LIMITED** will be held on Friday, 29th September, 2023 at the 01.30 P.M. Proxy form and attendance slip are not attached since the meeting is through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') To Transact the Following Businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Annual Financial Statements (Including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2023, the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. SAMIT RAY [DIN: 08406285] who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No 3: To consider and, if thought fit, to pass with or without modification(S), the following resolution as a **SPECIAL RESOLUTION:**

To appoint Mr. Swapan Sardar as an "Independent Director" of the Company for a period of 5 (Five) years commencing from September 29th, 2023, to consider and if thought fit, to pass the following resolution as

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV 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 Clause 49 of the Listing Agreement, Mr Swapan Sardar, (holding DIN: 08406285), has given the deposit of the requisite amount under section 160 of the Companies Act, 2013 proposing his candidature for the office to act as Non-Executive Director of the Company, and has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby recommended by the Nomination and Remuneration Committee to act as an Independent Director of the Company to hold office for 5 (five) consecutive years Commencing from the date of this Annual General Meeting and shall not be liable to retire by rotation"

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any Statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Swapan Sardar be paid such fees and commission as the Board may approve from time to time and Subject to such limits, prescribed or as may be prescribed from time to time."

Item No.4: Appointment of Mr. Samit Ray (DIN No. 08406285) as a Whole Time Director of the Company.

To Consider and if thought fit to pass with or without modification(S), following resolution as a **Special Resolution**

To consider and approve the following resolution with or without modification, as a Special Resolution: "RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory

modification or re-enactment thereof) read with Schedule - V 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] and subject to the approval of the Central Government, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if necessary, and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, on recommendation of the Nomination and remuneration committee, consent of the members be and is hereby accorded to the appointment of Mr. Samit Ray (Din No. 08406285) as Whole Time Director of the Company for a period of 3 (Three) years with effect from 05th September, 2023 upto and including 31st August, 2026 .

"RESOLVED FURTHER THAT the remuneration payable to Whole Time Director shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

Item No.5: Appointment of Mrs. Sunita Show (DIN No. 09673548) as a Executive Director of the Company.

To Consider and if thought fit to pass with or without modification(S), following resolution as a ***Special Resolution***

To consider and approve the following resolution with or without modification, as a Special Resolution: "RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V 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] and subject to the approval of the Central Government, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if necessary, and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, on recommendation of the Nomination and remuneration committee, consent of the members be and is hereby accorded to the appointment of Mrs. Sunita Show (Din No. 09673548) as Executive Director of the Company for a period of 3 (Three) years with effect from 05th September, 2023 upto and including 31st August, 2026 .

"RESOLVED FURTHER THAT the remuneration payable to Director shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

Date: 05/09/2023

**By order of the Board
Symbiox Investment & Trading Co. Limited**

Place: Kolkata

Sd/-

**Samit Ray
Director
DIN No. 08406285**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The AGM will be held through VC/OAVM, the route map of the venue of the Meeting and attendance slip is not annexed hereto

2. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2023 to 29th September, 2023 (Both days inclusive).
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. ABS Consultants Private Limited.)

9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the 44th Annual Report to the Meeting.
10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. ABS Consultants Private Limited., Share Transfer Agents of the Company for their doing the needful.
11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Electronic copy of the 44rd Annual Report for 2022-23 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2022-23 is being sent in the permitted mode.
15. Members may also note that the Notice of the 44th Annual General Meeting and the Annual Report for 2022-23 will also be available on the Company's website www.symbioxinvestment.com for their download. The physical copies of the aforesaid documents will also be available at the

Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: symbioxinvestment100@gmail.com.

16. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 22.09.2023, i.e., the date prior to the commencement of book closure date are entitled to vote on

the Resolutions set forth in this Notice. The remote e-voting period will commence at 09.00 a.m. on Tuesday 26th of September, 2023 and will end at 5.00 p.m. on Thursday 28th of September, 2023. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed Mr. Akhil Agarwal, Practising Company Secretary having Membership No. A35073 to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTEE-VOTING AND E-VOTING DURING AGM/EGM AND JOININGMEETING THROUGH VC/OAVMARE AS UNDER:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 the Circulars issued by the Ministry of Corporate Affairs 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 AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using

remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. 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 <http://symbioxinvestment.com> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 26th September, 2023 at 09:00 A.M. and ends on 28th September 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22.09.2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22.09. 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under

“Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play

