
INDSOYA LIMITED

32ND ANNUAL REPORT 2011-2012

NOTICE

The 32nd Annual General Meeting of **INDSOYA LIMITED**, will be held at the Registered office of the Company situated at 1111A, Raheja Chambers, 213, Nariman Point, Mumbai- 400 021 on Saturday the 29th day of September, 2012 at 10.00 a.m. to transact the following business.

ORDINARY BUSINESS

1. To receive and adopt the Directors Report and Audited Balance Sheet and Profit and Loss Account for the year ended 31st March 2012.
2. To Appoint Mr. Prahlad Kumar Maheshwari as Director, liable to retire by rotation and being eligible for re-appointment.
3. To appoint auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Note:

- 1] A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THAT PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY-EIGHTY HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

- 2] The register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 26th September, 2012 to Saturday, 29th September, 2012 [both days inclusive].

For and on behalf of the Board of Directors of
INDSOYA LIMITED

Sd/-
Sarita Mansingka
Chairperson

PLACE: MUMBAI
DATED: MAY 21, 2012

Registered office:

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

- i) that in the preparation of the annual accounts for the year ended March 31, 2012, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a fair view of the state of affairs of the Company at the year ended March 31, 2012 and of the profit of the Company for that period.
- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 1956 for safeguarding the assets of the Company and for preventing fraud and other irregularities.
- iv) that the Directors had prepared the annual accounts for the year ended March 31, 2012 on a going concern basis.

PARTICULARS OF EMPLOYEES:

The particulars of the employees under the provision of section 217(2A) of the Companies Act, 1956 are not given, as no employees was in receipt of remuneration exceeding Rs.60,00,000/- p.a., if employed for the full year or Rs. 5,00,000/- p.m. if employed for part of the year.

INFORMATION PURSUANT TO SECTION 217(1)(a):

The Company does not carry out any manufacturing activity therefore Rule 2 of the Companies (Disclosure of particulars in the report of the Board of Directors) Rules 1988, pursuant to Section 217(1)(a) of the Companies Act, 1956 is not applicable.

PARTICULARS ON CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

This information is required as per Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended March 31, 2012.

Since the Company's operations involve low consumption of energy, the Company has no comments to offer as far as (a) conservation of energy and (b) Technology absorptions are concerned.

FOREIGN EXCHANGE:

The foreign exchange earnings and foreign exchange expenditure during the period under consideration was NIL.

For and on behalf of the Board of Directors of
INDSOYA LIMITED

Sd/-
Sarita Mansingka
Director

Sd/-
K.C. Dawda
Director

PLACE: MUMBAI
DATED: MAY 21, 2012

10. The company has made the necessary entries, if any in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act during the year under review, the company was not required to obtain any approvals from the Board of Directors, Members or the Central Government in respect of the aforesaid section.
12. The Board of Directors has not issued duplicate share certificates during the financial year under review.
13. The Company has:
 - i) not made any allotments during the year. However the Company has delivered all certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provision of the Act.
 - ii) not declared any dividend during the year and hence the Company was not required to deposit any amount as unpaid in a separate bank account.
 - iii) not paid /posted warrants for dividends to any members, since no dividend was declared during the year under review.
 - iv) not transferred any amounts to the Investors Education and Protection Fund since there were no unpaid dividends, application money due for refund, matured deposits, matured debentures and the interest accrued thereon, outstanding for a period of seven years.
 - v) has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the company is duly constituted. There was no appointment of directors, additional directors, alternate directors and directors to fill casual vacancies during the financial year.
15. The Company has not appointed any Managing Director / Whole Time Director / Manager during the financial year under review.
16. The Company has not appointed any sole-selling agents during the financial year under review.
17. As explained to me, the Company was not required to obtain any approvals from the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such other authorities as may be prescribed under the various provisions of the Act.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The company has not issued and allotted any shares and securities during the financial year under review.
20. The company has not bought back any shares during the financial year under review.
21. Since the company has no preference shares/debentures, the company was therefore not required to redeem any preference share/debentures during the year under review.

ANNEXURE ' A '*(Refer Para 1 of report)*

No.	Registers as maintained by the Company	Under Section
1	Register of Members	150
2	Minutes Books of proceedings of a) General Meeting b) Board of Directors	193 193
3	Register of Contracts, Companies & Firms in which directors are interested	301
4	Register of Directors	303
5	Register of Director Shareholding	307
6	Register of charges	143
7	Register of Transfer of shares	108
8	Register of Fixed Asset	

ANNEXURE ' B '*(Refer Para 2 of report dated May 30, 2011)*

Returns filed by the Company with the Registrar of Companies, Maharashtra, Mumbai, during the Financial Year Ended on March 31, 2012

No	Form No.	Under Section	Purpose	When Filed with ROC
1	Form 20B (Annual Return as on 25 th June, 2011)	159	As prescribed in the section	September 26, 2011
2	Form 23AC/ACA (Balance Sheet & P/L as on March 31, 2010)	220	As prescribed in the section	December 14, 2011
3	Form 66 (Compliance Certificate for the year ended March 31, 2010)	383A	As prescribed in the section	October 20, 2011
4	Form32	303	Resignation of Mr. A.N. Rajani as Director	July 20, 2011

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- a. in the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2012; and
- b. in case of the Profit and Loss Account, of the profit for the year ended on that date.
- c. in case of the Cash Flow Statement , of the cash flow for the year ended on that date

For **SHANKARLAL JAIN & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN -109901W

Sd/-
S.L. Agrawal
PARTNER
M NO 72184

Place : Mumbai
Date : 21/05/2012

8. According to the information and explanation given to us, maintenance of cost records have not been prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956 with regard to the nature of business of the company.
9. According to the information and explanations given to us, there are no undisputed amounts payable in respect of Income-tax, Wealth-tax, Sales Tax, Service tax, Customs duty and Excise duty were outstanding, as at 31st March, 2012 for a period of six months from the date they became payable. We have been informed that there is no disputed statutory liability pending at the end of the year.
10. The company does not have any accumulated losses as at financial year and it has not incurred cash loss in the financial year or in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to Banks or Debentures holders.
12. The company has not granted any loans or advances on the basis of security by way of pledge of shares, debenture and other securities. Hence, there is no need to maintain the records regarding security of loans.
13. As the company is not Chit fund, Nidhi or mutual benefit society, the question of application of special statute does not arise.
14. The company has maintained proper records of the transactions and contracts of investments in shares and has also made timely entries therein. The shares held by the company at the end of the year are in its own name.
15. The Company has not given any guarantees for loans taken by others from banks or financial institutions.
16. The Company has not obtained any term loan during the year.
17. The Company has not raised any fund during the year.
18. The Company has not made any preferential allotment of shares during the year.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by public issue during the year.
21. During the checks carried out by us, any frauds on or by company has not been noticed or reported during the year under report.

For **SHANKARLAL JAIN & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN -109901W

Sd/-
S.L. Agrawal
PARTNER
M NO 72184

Place : Mumbai
Date : May 21, 2012

INDSOYA LIMITED

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2012

	Note No.	For the year ended 31.03.2012	For the year ended 31.03.2011
Revenue From Operations - Sales	9	71,995,294	98,565,149
Other Income		4,553,263	3,319,598
Total Revenue		76,548,557	101,884,747
Expenses :	5		
Purchases of Stock in Trade		70,075,102	96,365,122
Employee Benefits Expenses		411,650	330,458
Finance Costs		2,299,290	1,921,205
Depreciation & Amortisation Expenses		10,034	16,744
Other Expenses		2,020,989	573,140
Total Expenses		74,817,065	99,206,669
Profit Before Exceptional and Extraordinary items		1,731,492	2,678,078
Exceptional Items		-	-
Profit Before Extraordinary Items and Tax		1,731,492	2,678,078
Extraordinary Items		-	-
Profit Before Tax		1,731,492	2,678,078
Tax Expenses :			
(1) Provision For Current Tax		500,000	800,000
(2) Provision For earlier years		(70,695)	(37,043)
		429,305	762,957
Profit(Loss) before Appropriations		1,302,187	1,915,121
Appropriations :		-	-
Profit(Loss) for the period		1,302,187	1,915,121
Profit Brought Forward from last Balance Sheet		4,165,123	2,250,002
Profit Carried Forward to Balance Sheet		5,467,310	4,165,123
See accompanying notes to the financial statements	1		

The notes referred to above are form an integral part of the Profit & Loss Account.

As per our report of even date
For **Shankarlal Jain & Associates**
Chartered Accountants
FRN-109901W

Sd/-
(S L Agrawal)
Partner
M NO :72184
Place : Mumbai
Date : 21/05/2012

For **INDSOYA LIMITED**

Sd/- Sarita Mansingka
Director

Sd/- K C Dawda
Director