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# INDSOYA LIMITED

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**29<sup>TH</sup> ANNUAL REPORT 2008-2009**

# **INDSOYA LIMITED**

## **29<sup>TH</sup> ANNUAL REPORT 2008 – 2009**

### **BOARD OF DIRECTORS**

Mr. Kailash Chandra Dawda	Chairman & Director
Mr. Arjan Newandram Rajani	Director
Mr. Ramchand Narayandas	Director

### **AUDITORS**

SHANKARLAL JAIN AND ASSOCIATES,  
Chartered Accountants

### **Bankers**

HDFC Bank,  
Tulsiani Chambers, Nariman Point,  
Mumbai - 400021

### **Registered Office**

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

### **Equity shares are listed on**

The Bombay Stock Exchange Ltd.  
The Delhi Stock Exchange Ltd.

### **Day & Date of A.G.M.**

Wednesday, September 30, 2009

### **Time**

11.00 A.M.

## **NOTICE**

The 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-21 on Wednesday the 30<sup>th</sup> day of September, 2009 at 11.00 a.m. to transact the following business.

1. To receive and adopt the Directors Report and Audited Balance Sheet and Profit and Loss Account for the year ended 31<sup>st</sup> March 2009.
2. To Appoint Mr. A. N. Rajani 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 :**

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.

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

Sd/-  
**K.C. Dawda**  
Director

**Registered office:**

1111A, Raheja Chambers,  
213, Nariman Point,  
Mumbai-21

Place : Mumbai

Dated: July 31, 2009

## **DIRECTORS REPORT**

Your Directors have pleasure in presenting their 29th Annual Report with the audited accounts for the financial year ended March 31, 2009.

### **OPERATIONS :**

The operations of the company have resulted in a Profit After Tax of Rs.5,87,660/- during the year ended March 31, 2009 as shown below

### **Financial data results**

*(Amount in Rupees.)*

	<b><u>Year ended</u></b> <b><u>31st March 2009</u></b>	<b><u>Year ended</u></b> <b><u>31st March 2008</u></b>
Profit / (Loss) Before Tax	9,26,660	5,88,298
Less: Provision for Tax	3,35,000	1,85,000
Less: Provision for Fringe Benefit Tax	4,000	3,500
Net Profit / (Loss) After Tax	5,87,660	3,99,798
Surplus brought from the previous year	8,95,746	4,95,948
Surplus / (Deficit) Carried to Balance Sheet	14,83,406	8,95,746

### **DIVIDEND :**

In order to conserve the resources the Directors have not recommended any dividend for the financial year ended March 31, 2009.

### **DIRECTOR :**

Mr. A.N. Rajani retires by rotation and being eligible offers himself for re-appointment.

### **DIRECTORS RESPONSIBILITY STATEMENT :**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Directors Responsibility Statement, it is hereby confirmed:

- i) that in the preparation of the Annual Accounts for the year ended March 31, 2009, the applicable Accounting Standards have been followed alongwith 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, 2009 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, 2009 on a going concern basis.

**TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT :**

Since the company is not carrying any manufacturing activity, the information as required under section 217(1)(e) of the Companies Act, 1956 is not furnished. Like wise the question of environment and pollution control does not arise.

**FOREIGN EXCHANGE :**

There were neither Foreign exchange earnings nor any foreign exchange outgoing as such during the year under report.

**PARTICULARS OF EMPLOYEES :**

The Company had no employee of the category specified under section 217 (2A) of the Companies Act, 1956.

**AUDITORS :**

The Auditors M/s Shankarlal Jain & Associates retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

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

**Sd/-**  
**Chairman**

Place : Mumbai  
Dated: July 31, 2009

## AUDITORS' REPORT

### TO THE MEMBERS OF INDSOYA LTD

We have audited the attached Balance Sheet of **INDSOYA LTD**, as at 31st March, 2009, the Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

- i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those;
- iii) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of;
- iv) In our opinion, the Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- v) On the basis of written representations received from the directors, as on 31<sup>st</sup> March, 2009, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- vi) In our opinion and to the best of our information and according to the explanation given to us, the said accounts subject to note No.7 in respect non-provision of fall in market value of investments of Rs.1967133/- and read together with other notes thereon given in schedule '8' gives the information required by the Companies Act, 1956, in the matter so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. in the case of Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2009; 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

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

Place : Mumbai  
Date : 31/07/2009

## ANNEXURE "A" TO THE AUDITORS' REPORT

(Referred to in Paragraph 3 of the Auditors' Report of even date to the members of **INDSOYA LTD.** on the financial statements for the year ended 31<sup>st</sup> March 2009)

1. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. We are informed that fixed assets were verified by the management at the end of the year and no material discrepancy was noticed on such verification by the management. No assets have been disposed off during the year.
2.
  - a. As informed, the Stock of finished/traded goods of the Company (excepting those lying with third party etc.) have been physically verified by the management during the year, which in our opinion is reasonable.
  - b. According to the information and explanations given to us, the procedures of physical verification of inventories followed by the Company are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c. The Company is maintaining proper records of inventory and according to the information and explanations given to us, the discrepancies noticed on physical verification were not material and the same have been properly dealt with in the books of account.
3. The company has not taken unsecured loans from a company listed in the register maintained under section 301 of the Companies Act, 1956,. The company has not granted unsecured loans to companies listed in the register maintained under section 301 of the Companies Act, 1956 except advance against purchases of Rs 205.36 lacs to a company .Therefore , other relevant clauses are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of goods, securities and for the sale of goods , securities.
5. The company has transactions in pursuance of contracts or arrangements duly entered in the register maintained under section 301 of the Companies Act, 1956 in respect of each party have been made.
6. The company has not accepted deposit from public.
7. 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 31<sup>st</sup> March, 2009 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.

8. In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues to Banks or Debentures Holders.
9. 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.
10. As the company is not Chit fund, Nidhi or mutual benefit society, the question of application of special statute does not arise.
11. 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 .
12. During the checks carried out by us, any frauds on or by company has not been noticed or reported during the year under report.
13. In our opinion, provisions of Para 4A (vii),(viii), (x) , (xv) to (xx) are not applicable to the company.

For SHANKARLAL JAIN & ASSOCIATES  
CHARTERED ACCOUNTANTS

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

Place : Mumbai  
Date : 31/07/2009

**INDSOYA LIMITED**

**BALANCE SHEET AS ON 31ST MARCH,2009**

PARTICULARS	Schedule	As at	As at
		<u>31<sup>ST</sup></u> <u>March,2009</u>	<u>31<sup>ST</sup></u> <u>March,2008</u>
<b>SOURCES OF FUND</b>			
<b>SHAREHOLDER'S FUNDS</b>			
Share capital	1	2000000	2000000
Reserve & Surplus	2	1908176	1320516
		3908176	3320516
Secured loan from HDFC Bank (Secured against Book Debts and advances against stocks)		19330682	0
<b>TOTAL</b>		<b>23238858</b>	<b>3320516</b>
<b>APPLICATION OF FUND</b>			
Fixed assets-Gross Block	3	11089	11089
Less:-Depreciation		10953	10923
Net Block		136	166
<b>INVESTMENTS</b>	4	<b>2218328</b>	<b>2218328</b>
<b>CURRENT ASSETS,LOANS &amp; ADVANCES</b>			
Cash & Bank Balances	5	290354	406668
Sundry debtors (Unsecured , considered good and less than six months)		112537	0
Loans & Advances	6	21327827	1200760
		21730718	1607428
<b>Less:CURRENT LIABILITIES &amp; PROVISIONS</b>			
Sundry creditors(other than SSI)		54574	198881
Other liabilities		3500	2175
Provision for tax		644750	309750
Provision for fringe benefit tax		7500	3500
		710324	514306
Net Current Assets		21020394	1093122
<b>MISCELLLENEOUS EXPENDITURES:</b>			
(To the extent not written off or provided for)			
Authorised Share Capital Increase Expenses		0	8900
<b>TOTAL</b>		<b>23238858</b>	<b>3320516</b>
Notes on the Accounts	7		

As per our report of even date  
For Shankarlal Jain & Associates  
Chartered Accountants

Sd/-  
(S L Agrawal)  
Partner  
Place : Mumbai  
Date : 31/07/2009

For INDSOYA LTD.  
Sd/-  
Ramchand Naraindas  
K C Dawda

Directors

**INDSOYA LIMITED**

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH,2009**

PARTICULARS		For the year ended	For the year ended
		31 <sup>ST</sup> March,2009	31 <sup>ST</sup> March,2008
<b>INCOME:</b>		<u>Rs.</u>	<u>Rs.</u>
Sales		39074327	76636139
Interest -TDS Rs Nil previous year Rs.4879/-)		0	23414
Profit on dealing in commodites futures		501925	0
TOTAL		39576252	76659553
<b>EXPENDITURE:</b>			
Purchases		37711698	75416312
Salary		375455	102632
Annual listing fees		11084	10000
Professional Charges		38236	15500
Loss on dealing in commodites futures		0	297791
Rates & taxes		8690	5400
Telephone expenses		36063	35070
Travelling & conveyance expenses		33391	47337
Brokerage & commission		35183	14855
Auditor 's remuneration :-			
- Audit fees		16545	6742
- Tax matter		10103	5748
Bank charges		79972	40107
Miscellaneous expenses		79260	64824
Authorised Share Capital Increase Expenses written off		8900	8900
Interest paid		204982	0
Depreciation		30	37
TOTAL		38649592	76071255
Profit before tax		926660	588298
Less:Provision for tax		335000	185000
Less:Provision for fringe benefit tax		4000	3500
Net profit for the year		587660	399798
Add:Surplus brought from previous year		895746	495948
Surplus carried to Balance Sheet		1483406	895746
Basic & diluted earning per share		2.94	2.00
NOTES ON THE ACCOUNTS	7		

As per our report of even date  
For Shankarlal Jain & Associates  
Chartered Accountants

Sd/-  
(S L Agrawal)  
Partner  
Place : Mumbai  
Date : 31/07/2009

For INDSOYA LTD.  
Sd/-  
Ramchand Naraindas  
K C Dawda

Directors

**INDSOYA LIMITED**  
**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH,2009**

PARTICULARS	As on <u>31<sup>ST</sup></u> <u>March,2009</u>	As on <u>31<sup>ST</sup></u> <u>March,2008</u>
	<u>Rs.</u>	<u>Rs.</u>
<b>SCHEDULE `1`</b>		
SHARE CAPITAL		
AUTHORISED		
500000 Equity Shares of Rs.10/- each	5000000	5000000
<hr/>		
ISSUED,SUBSCRIBED & PAID UP		
200000 Equity Shares of Rs.10/- each	2000000	2000000
<hr/>		
<b>SCHEDULE `2`</b>		
RESERVE & SURPLUS		
GENERAL RESERVE		
As per last Balance Sheet	424770	424770
Profit & Loss Account	1483406	895746
	<hr/>	<hr/>
	1908176	1320516

**SCHEDULE '3'**

**FIXED ASSETS ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH,2009**

SR. NO.	PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK	
		AS AT 31/03/08	ADDITION DURING THE YEAR	AS AT 31/03/09	UPTO 31/03/08	Adjusted for sale	WRITTEN OFF DURING THE YEAR	UPTO 31/03/09	AS AT 31/03/09	AS AT 3/31/2008
1	Furniture	11089	0	11089	10923	0	30	10953	136	166
	TOTAL	11089	0	11089	10923	0	30	10953	136	166
PREVIOUS YEAR		11089	0	11089	10886	0	37	10923	166	203

As on  
31<sup>ST</sup>  
March,09                      As on  
31<sup>ST</sup>  
March,08

**SCHEDULE 4**

INVESTMENTS(At cost)  
LONG TERM

Name of the company	No. of Shares	Cost Rs.	No. of Shares	Cost Rs.
<b>I. QUOTED</b>				
Equity shares of Rs.10/-each fully paid up:				
Shree Salasar Investments Ltd.	19000	70299	19000	70299
Tri- Star Soya Products Ltd.	133600	2073862	133600	2073862
Vegetable Products Ltd. *	1475	15119	1475	15119
WW Technology Holdings Ltd	24100	59048	24100	59048
TOTAL		<hr/> <u>2218328</u>		<hr/> <u>2218328</u>

Aggregate market value of quoted investments                      251195                      251195

\* Since market value is not available, hence cost is considered market value.

	As on <u>31<sup>ST</sup></u> <u>March,2009</u>	As on <u>31<sup>ST</sup></u> <u>March,2008</u>
	<u>Rs.</u>	<u>Rs.</u>
<b>SCHEDULE 5</b>		
CASH & BANK BALANCES		
Cash in hand	83145	19758
Balance with scheduled banks:		
In Current Account	207209	386910
	<u>290354</u>	<u>406668</u>

#### **SCHEDULE 6**

LOANS & ADVANCES		
(Unsecured , considered good )		
Advances recoverable in cash or kind	20535613	816046
Advance payment of Fringe Benefit Tax	14570	7070
Advance - tax and tax deducted at source	777644	377644
	<u>21327827</u>	<u>1200760</u>

#### **SCHEDULE '7'**

#### **NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2009**

1. Statement on significant Accounting Policies:
  - i) Basis of accounting:  
Generally mercantile system of accounting is followed.
  - ii) Investments:
    - a) Investments being long term in nature are valued at cost of acquisition and related expenses such as brokerage and stamp duties.
    - b) Temporary fall in market value of investment are not provided for
  - iii) Revenue recognition:
    - a) Interest income is recognised on a time proportion basis depending upon amount outstanding and the rate applicable.
    - b) Dividend Income is treated on receipt basis.
    - c) Sales of shares and debentures are recognised on execution of date of order and Profit/Loss on Sale is considered on identification method basis.
    - d) Income of commodities derivatives is recognised on completion of contract.
    - e) Sales is recognized on bill to customers.
  - iv) a) Fixed Assets are stated at cost of acquisition less depreciation.  
b) The depreciation on fixed assets is charged on Written Down Value basis as per rates prescribed in Schedule XIV of Companies Act, 1956.
2. In the opinion of the Board, Current Assets, Loans and Advances are approximately of the value stated if realized in the ordinary course of business.
3. The Company has mainly activity of trading in commodities except long term investments in shares. Hence income from them and Assets & Liabilities are considered only one segment therefore, Disclosure of segment reporting pursuant to AS – 17 issued by the ICAI is not required.

4. In view of applicability of AS – 22, company does not have material deferred liability. Therefore the same is not recognized in the accounts.
5. Pursuant to requirement of AS – 18 issued by ICAI the details of transactions carried out during the year with the related parties are disclosed as under

Sr. No.	Name of Party	Relationship	Nature of Transaction	Amount (Rs.)
i)	Tania Industries Pvt. Ltd.	Associate Co.	Interest Received	- (23414)
			Purchases	37711698 (75416312)
			Advances outstanding 31/03/09	20535613 (816046)
ii)	WW Technology Holdings Ltd.	Associate Co.	Investment in shares	59,048 (59,048)
iii)	Shree Salasar Investments Ltd.	Associate Co.	Investment in shares	70,299 (70,299)

6. No provision for diminutions in market value of investments of Rs. 1967133/-has been made during the year.

7. Trading in shares of the company with Stock Exchange, Mumbai is remained suspended and the company is making efforts to revoke the same.

8. Sundry debits/credit balances are subject to confirmation and reconciliation if any.

9. Accounting Standard by ICAI Earning per Share is calculated as follows:

	<u>2008--2009</u>	<u>2007-2008</u>
a) Net Profit available after tax (In Rupees)	587660	399798
b) Weighted average number of Equity Shares	200000	200000
c) Basic & Diluted Earning per Share (In Rupees)	2.94	2.00

10. Quantity details of sales & purchases:-

a) Sales:-	Current Year		Previous Year	
	Qty(MT)	Rs	Qty(MT)	Rs
Soyabean Extraction	2169	39074327	6954	76636139
b) Purchases:-				
Soyabean Extraction	2169	37711698	6954	75416312

(There is no stock at the end of the year)

11. Additional Information to be given pursuant to para 3 & 4 of the part II of Schedule VI of the Companies Act, 1956, are not applicable.

12. Figures of the previous year have been rearranged and/or regrouped wherever necessary to conform to current year's presentation.

13. Balance Sheet abstract and Company's general business profile:

1. Registration Details:

Registration No.	23332
State Code	11
Balance Sheet Date	31.03.2009

2. Capital raised during the year (Amount in Rs. Thousands)

Public Issue	}	Nil
Right Issue		
Bonus Issue		
Private Placement		

3. Position of Mobilisation and Deployment of Funds

(Amount in Rs. Thousands)

Total Liabilities	23239
Total Assets	23239

**Sources of Funds:**

Paid-up Capital	2000
Reserves & Surplus	1908
Secured Loans	19331
Unsecured Loans	NIL

**Application of Funds:**

Net Fixed Assets	-
Investments	2218
Net Current Assets	21021
Misc. Expenditure	NIL
Accumulated Losses	NIL

4. Performance of Company (Amount in Rs. Thousand)

Turnover	39576
Total Expenditure	38650
Profit Before Tax	927
Profit after Tax	588
Earning per share (Basic & diluted) in Rs.	2.94
Dividend rate %	NIL

6. Generic Names of Principal Product, Services of Company:

Item Code No.	}	Soyabean Extraction
Product Description		

SIGNATURE TO SCHEDULE '1' TO '7' FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT

As per our report of even date

For SHANKARLAL JAIN & ASSOCIATES  
CHARTERED ACCOUNTANT

Sd/-  
(S.L. Agrawal)

PARTNER

Place : Mumbai

Date : 31/07/2009

For INDSOYA LTD

Sd-

Ramchand Naraindas

K C Dawda

DIRECTORS

**INDSOYA LIMITED**

**Cash Flow Statement Annexed to the Balance Sheet for the period April 2008-March 2009.**

	<u>2008--</u> <u>2009</u>	<u>2007--</u> <u>2008</u>
	Rs.	Rs.
A. Cash Flow from Operating Activities		
Net Profit before tax and extraordinary items	926660	588298
Adjusted for :-		
Authorised Share Capital Increase Expenses written off	8900	8900
Depreciation	30	37
Operating Profit before working Capital changes	935590	597235
Adjusted for :-		
Sundry Debtors	-112537	141025
Loans & Advances	20127067	622947
Current Liabilities	<u>196018</u>	<u>269247</u>
Cash generated from operations	19107996	384560
Less:- Direct tax paid	<u>339000</u>	<u>188500</u>
Cash Flow before extraordinary items	19446996	196060
Net Cash inflow /(used) from Operating Activities ( A )	19446996	196060
B. Cash Flow from Investing Activities		
Purchase / Sale of Investments (net)	0	0
Purchase / Sale of assets	0	0
Net Cash inflow /(used) in Investing Activities ( B )	0	0
C. Cash Flow from Financing Activities		
Short term loans	19330682	0
Net Cash inflow / (used) in Financing Activities ( C )	19330682	0
D. NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	-116314	196060
Opening Balance of Cash and Cash Equivalents	406668	210608
Closing Balance of Cash and Cash Equivalents	290354	406668

As per our report of even date  
For Shankarlal Jain & Associates  
Chartered Accountants

Sd/-  
(S L Agrawal)  
Partner

Mumbai :  
Dated : 31/07/2009

FOR AND ON BEHALF OF THE BOARD

Sd/-  
Ramchand Naraindas  
K C Dawda

DIRECTORS