

# INDSOYA LIMITED

Regd. Off: 1111-A Raheja Chambers, 213, Nariman Point, Mumbai- 400021

Tel No.: (022) 22852796-97-99, E-mail: info@indsoya.com

Website: www.indsoya.com

CIN: L67120MH1980PLC023332

Date: 23<sup>rd</sup> September, 2022

Scrip Code: 503639

The Secretary, Listing Department

BSE Limited

P J Towers

Dalal Street

Mumbai - 400 001

Dear Sir,

Sub: Voting Results of the 42<sup>nd</sup> Annual General Meeting ('AGM') of Indsoya Limited ('Company'), under Regulation 44 of the SEBI (LODR) Regulations 2015 regarding.

We wish to inform you that the 42<sup>nd</sup> Annual General Meeting (AGM) of our Company, held and concluded on Friday, September 23, 2022 started at 10:00 AM and concluded at 11:00 AM, In terms of Companies Act, 2013. All the items of business contained in the Notice were transacted and passed by the Members unanimously who participated in the voting.

In this regard, please find enclosed the following:

1. Combined voting results of remote e-voting and poll conducted during the AGM, in relation to the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations, as amended – Annexure A.
2. The Scrutinizer's Report dated September 23, 2022, pursuant to Section 109 and 108 of the Act, read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, each as amended - Annexure B

The voting results along with the Scrutinizer's Report is available on the Company's website at [www.indsoya.com](http://www.indsoya.com) and is also being made available on the website of the Central Depository Services (India) Limited (CDSL) at <https://www.evotingindia.com/>. The same will also be forwarded to Delhi Stock exchange.

This is for your information and records.

Thanks and Regards,  
For **INDSOYA LIMITED**  
  
**Shivkumar Vaidya**  
Company Secretary



CC:  
To,  
DSE Estates Limited.  
DSE House, 3/1, Asaf Ali Rd.  
New Delhi – 110002

### Annexure - B

#### Report of Scrutinizer

(Pursuant to Section 108 of the Companies Act, 2013 read with rules 20 and 22 of Companies (Management and Administration) Rules, 2014 (as amended))

To,

The Chairperson of 42<sup>nd</sup> Annual General Meeting (“42<sup>nd</sup> AGM” or AGM”) of the Members Indsoya Limited (CIN: L67120MH1980PLC023332), held on Friday, 23<sup>rd</sup> September, 2022 at 10:00 A.M. at the Registered Office of the Company situated at 1111-A, Raheja Chambers, 213, Nariman Point, Mumbai 400021.

Dear Sir,

1. I, Martinho Ferrao, a Company Secretary in Practice and Proprietor of Martinho Ferrao & Associates, Company Secretaries (FCS: 6221 and C.P. No.: 5676), Mumbai, has been duly appointed as the Scrutinizer by the Board of Directors of Indsoya Limited (the “Company”) for the purpose of scrutinizing the process of voting through remote e-voting and voting during the AGM under the provisions of Section 108 of the Companies Act, 2013 (as amended) (the “Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) (the “Rules”) and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with the MCA General Circular No. 14/2020, 17/2020, 20/2020, 10/2021, 20/2021, 02/2022 and 03/ 2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 23rd June, 2021, 8th December, 2021, 05th May, 2022 and 05th May, 2022, respectively issued by the Ministry of Corporate Affairs (collectively referred to as the “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, on the proposed resolutions contained in the Notice of 42<sup>nd</sup> AGM of the Members of the Company dated 18<sup>th</sup> August, 2022 (the “Notice”).
2. The Management of the Company is responsible to ensure the compliance of the requirements of the Act and Rules relating to remote e-voting and voting during the 42<sup>nd</sup> AGM on the proposed resolutions contained in the Notice. My responsibility as a Scrutinizer for the process of voting through remote e-voting and voting during the 42<sup>nd</sup> AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer’s Report for the votes cast in “favour” or “against” on the resolutions proposed in the Notice,

based on the reports generated from the e-voting system provided by Central Depository Services (India) limited (CDSL) , the agency authorized under the Rules and engaged by the Company to provide platform for voting through remote e-voting during the 42<sup>nd</sup> AGM.

3. As confirmed by the Company, the Notice of the AGM along with the Annual Report was sent through electronic mode to the Members whose email addresses were registered and Physical copy of the same to the Members whose email address were not registered with the Company / RTA/Depository(s)/ Depository Participant(s) in compliance with the MCA Circulars and SEBI Circular(s) and holding shares of the Company as on Friday, 26<sup>th</sup> August, 2022 being the cut-off date for the purpose.
4. Post dispatch of the Notice and Annual Report 2021-2022, the requisite advertisement pursuant to the Rules and the MCA Circulars was published by the Company on 30<sup>th</sup> August, 2022 in “Active Times” (English) and “Mumbai Lakshadeep” (Marathi), inter alia, advising the members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.
5. In terms of the Notice, the remote e-voting facility was kept open from Tuesday, 20<sup>th</sup> September, 2022 at 9:00 A.M. (IST) and ended on Thursday 22<sup>nd</sup> September, 2022 at 5:00 P.M. (IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform provided by CDSL.
6. The Members of the Company as on the “cut-off” date, i.e. 16<sup>th</sup> September, 2022 (end of day) were entitled to avail the facility of remote e-voting or voting during the AGM on all the resolutions proposed in the Notice.
7. At the end of the remote e-voting period on 22<sup>nd</sup> September, 2022 at 5:00 P.M. (IST), the voting portal of the service provider i.e. CDSL was blocked forthwith.
8. At the AGM of the Company held on 23<sup>rd</sup> September, 2022, the Chairperson at the end of discussions on the resolutions announced that the facility for Poll is available for voting by the Members attending at the venue of the Meeting and who have not participated in the remote e-voting.

9. After the conclusion of the voting during the AGM on the 23<sup>rd</sup> September, 2022, the electronic votes cast were unblocked by me in the presence of two witnesses (who are not in employment of the Company). Subsequently, the votes cast were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
10. Thereafter, the information regarding list of the Members, who voted “for” or “against” or “abstained” and such other requisite details on each of the resolutions that were put to vote, were derived from the report generated from the e-voting website of CDSL, including votes cast by the Members during the AGM.
11. I submit my Consolidated Scrutinizer’s Report on the results of voting through remote e-voting and voting during the AGM as under: -

Item No. 1 - Ordinary Resolution

**Adoption the audited financial statements of the Company for the financial year ended 31<sup>st</sup> 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:**

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
Remote E-voting	247201	93.22	0	0	0
Voting at the AGM	17980	6.78	0	0	0
<b>TOTAL</b>	<b>265181</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

Item No. 2 - Ordinary Resolution

To re-appoint a Director in place of Ms. Sarita Mansingka (DIN: 01788320), who retires by rotation:

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
Remote E-voting	247201	98.80	0	0	0
Voting at the AGM	3000	1.2	0	0	14980
<b>TOTAL</b>	<b>250201</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>14980</b>

Item No. 3 - Ordinary Resolution

To appoint Auditor M/s. DMKH & Co. Firm Registration No.: 116886W:

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	
Remote E-voting	247201	93.22	0	0	0
Voting at the AGM	17980	6.78	0	0	0
<b>TOTAL</b>	<b>265181</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

Item No. 4 - Special Resolution

To approve Loan and Investment by Company under section 186 of the Companies Act, 2013:

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes/ Abstained
	Nos.	%	Nos.	%	Nos.
Remote E-voting	247201	93.22	0	0	0
Voting at the AGM	17980	6.78	0	0	0
<b>TOTAL</b>	<b>265181</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, the resolution no.(s) 1 to 4 as contained in the Notice have been passed with the requisite majority.

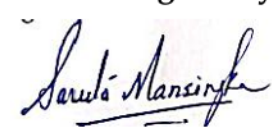
Thanking you,

For **Martinho Ferrao & Associates**



**Martinho Ferrao**  
**Scrutinizer**  
**Practicing Company Secretary**

Countersigned by



**Sarita Mansingka**  
**Chairperson**  
**Indsoya Limited**

UDIN: F006221D001028495

Date: 23<sup>rd</sup> September, 2022

Place: Mumbai



<b>Annexure - A</b>	
<b>General information about company</b>	
Scrip code	503639
NSE Symbol	
MSEI Symbol	
ISIN	INE314N01028
Name of the company	Indsoya Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	23-09-2022
Start time of the meeting	10:00 AM
End time of the meeting	11:00 AM



<b>Scrutinizer Details</b>	
Name of the Scrutinizer	Martinho Ferrao
Firms Name	Martinho Ferrao & Associates
Qualification	CS
Membership Number	6221
Date of Board Meeting in which appointed	18-08-2022
Date of Issuance of Report to the company	23-09-2022

<b>Voting results</b>	
Record date	16-09-2022
Total number of shareholders on record date	32
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	4
b) Public	1
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Adoption 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					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	276880	247200	89.2806	247200	0	100	0
	Poll		14980	5.4103	14980	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	276880	262180	94.6908	262180	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	123120	1	0.0008	1	0	100	0
	Poll		3000	2.4366	3000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	123120	3001	2.4375	3001	0	100	0
Total		400000	265181	66.2953	265181	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To re-appoint a Director in place of Ms. Sarita Mansingka (DIN: 01788320), who retires by rotation:				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	276880	247200	89.2806	247200	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		247200	89.2806	247200	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	123120	1	0.0008	1	0	100	0
	Poll		3000	2.4366	3000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3001	2.4375	3001	0	100	0
Total		400000	250201	62.5503	250201	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

**Text Block**

Textual Information(1)

This item no. 2 is not a related party transaction as per section 188 of the Companies Act, 2013. It's a appointment of Director eligible to get re-appointed under retire by rotation provisions. The only Promoter of the Company, Mr. Divansh Mansingka holding 14980 Equity Shares, is interested as son of re-appointed Director, hence his vote for item no. 2 is counted as Invalid by Scrutinizer.

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<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	14980
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Auditor M/s. DMKH & Co. Firm Registration No.: 116886W				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	276880	247200	89.2806	247200	0	100	0
	Poll		14980	5.4103	14980	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		276880	262180	94.6908	262180	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	123120	1	0.0008	1	0	100	0
	Poll		3000	2.4366	3000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		123120	3001	2.4375	3001	0	100
Total		400000	265181	66.2953	265181	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve Loan and Investment by Company under section 186 of the Companies Act, 2013:				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	276880	247200	89.2806	247200	0	100	0
	Poll		14980	5.4103	14980	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		276880	262180	94.6908	262180	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	123120	1	0.0008	1	0	100	0
	Poll		3000	2.4366	3000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		123120	3001	2.4375	3001	0	100
Total		400000	265181	66.2953	265181	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

