PUDUMJEE

**PUDUMJEE INDUSTRIES LTD.**
**Registered Office**

JWP:- 110

29th July, 2017

The Manager,
Listing Department,
**BSE Limited,**
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 516092

The Manager,
Listing Department,
**National Stock Exchange of India Ltd.,**
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051.

Scrip Code: PDUMJEIND

Dear Sir,

Sub: Submission of Annual Report for 2016-17.

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the Company for the Financial Year 2016-17 duly approved and adopted by the Members of the Company at the Annual General Meeting held on 24th July, 2017.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For PUDUMJEE INDUSTRIES LTD.,

(J. W. Patil)
Company Secretary.
Encl: A/a.

**Registered Office:**
Thergaon, Chinchwad, Pune-411033 Tel: +91-20-30613333, Fax : +91-20-3061 3388
E-Mail : sk@pudumjee.com. CIN L74999MH1999PLC013394

PUDUMJEE

**PUDUMJEE INDUSTRIES LTD.**
Registered Office

**Form 'A'**

Format of covering letter of the Annual audit Report to be filed with Stock Exchange.

| | | | |
|---|---|---|---|
| 1. | Name of the Company | : | Pudumjee Industries Limited |
| 2. | Annual Financial statements for the year ended | : | 31st March, 2017 |
| 3. | Type of Audit Observation | : | Unqualified Report |
| 4. | Frequency of Observation | : | Not Applicable |
| 5. | To be signed by | | |
| | Chairman & Executive Director<br>Mr. G. N. Jajodia | : | |
| | Chief Financial Officer (CFO)<br>Mr. J. W. Patil | | |
| | Auditor of the Company<br>Mr. Y. P. Shukla<br>For Khare & Co. | | Khare & Co. Pune Chartered Accountants |
| | Audit Committee Chairman<br>Mr. R. C. Saraf | | |

**Registered Office:**
Thergaon, Chinchwad, Pune-411033 Tel: +91-20-30613333, Fax : +91-20-3061 3388
E-Mail : sk@pudumjee.com. CIN L74999MH1999PLC013394
**Corporate Office:**
Jatia Chambers, 60, Dr. V.B.Gandhi Marg, Kalaghoda. Mumbai-400001 India.
Tel: +91-22-30213333, 22674485, 66339300, Fax: +91-22-22658316.
E-Mail: pudumjee@pudumjee.com Web Site : www.pudumjeeindustries.com.

# PUDUMJEE INDUSTRIES LIMITED

PUDUMJEE

# Annual Report
# 2016 - 2017

# PUDUMJEE INDUSTRIES LIMITED

**DIRECTORS** :

G N JAJODIA (Chairman & Executive Director)
VINOD KUMAR JATIA (upto 16.08.2016)
A . S. DAYAL
R. C. SARAF
A. K. SOMANY
R. P. SHROFF
VASUDHA JATIA

**BANKERS :**

STATE BANK OF INDIA
IDBI BANK LIMITED
BANK OF INDIA
AXIS BANK LIMITED

**SOLICITORS :**

KANGA & COMPANY

**AUDITORS :**

KHARE & COMPANY

**REGISTERED OFFICE :**

THERGAON, PUNE – 411 033

**REGISTRAR & SHARE TRASNFER AGENTS:**

SATELLITE CORPORATE SERVICES PRIVATE LTD.
B-302, SONY APARTMENT,
OPP. ST. JUDE HIGH SCHOOL,
OFF ANDHERI KURLA ROAD,
JARIMARI, SAKINAKA,
MUMBAI - 400 072

**Demat Stock code : INE105C01023**

**EQUITY SHARES ARE LISTED ON :**

BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED

# NOTICE

The Fifty Second Annual General Meeting of the Shareholders of PUDUMJEE INDUSTRIES LIMITED will be held at the Registered Office of the Company at Thergaon, Pune 411 033 on Monday, the 24th day of July, 2017 at 10.00 a.m. (ST) to transact the following business:

**Ordinary Business.**

**1.** To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, namely the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and the Reports of the Board of Directors and Auditors thereon.

**2.** To appoint a Director in place of Mr. G. N. Jajodia (DIN: 00064611), who retires by rotation and being eligible, offers himself for re-appointment.

**3.** To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. J. M. Agrawal & Company, Chartered Accountants (Firm Registration No. 100130W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of 5 years from the conclusion of this Annual General Meeting till the conclusion of 57th Annual General Meeting of the Company, subject to ratification of their appointment by the Members at every Annual General Meeting till the 57th Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company on recommendation of Audit Committee."

**SPECIAL BUSINESS**

**4.** To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the provisions of Regulation 23 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to the undernoted subsisting contracts already entered into or to be entered into and further authorized to deal in related party transaction(s) as under:

| Name of the Related Party | Nature of Transactions | Aggregate Amount | Duration of Agreement |
|---|---|---|---|
| Pudumjee Paper Products Limited | Arrangement/Contract Agreement Providing and accepting Inter Corporate Deposits | Amount remaining outstanding during any financial year shall not exceeding Rupees 6,000 Lacs Rate of Interest: Upto 12.50% p.a. but not less than 10.00% p.a. | Repayable On Demand<br>Continuous Arrangement |
| | Arrangement for accepting Common Services | About Rupees 5.00 Lacs for each financial year on cost basis | Continuous Arrangement |
| Pudumjee Pulp & Paper Mills Limited | Arrangement/Contract Agreement Providing and accepting Inter Corporate Deposits | An amount remaining outstanding during any financial year not exceeding Rupees 2,500 Lacs. Rate of Interest: Upto 12.50% p.a. but not less than 10.00% p.a. | Repayable On Demand<br>Continuous Arrangement |

| Name of the Related Party | Nature of Transactions | Aggregate Amount | Duration of Agreement |
|---|---|---|---|
| Thacker And Co. Ltd. | Arrangement/Contract Agreement Providing and accepting Inter Corporate Deposits | An amount remaining outstanding during any financial year not exceeding Rupees 2,500 Lacs. Rate of Interest: Upto 12.50% p.a. but not less than 10.00% p.a. | Repayable On Demand<br>Continuous Arrangement |
| Pudumjee Plant Laboratories Limited | Arrangement/Contract Agreement Providing and accepting Inter Corporate Deposits | An amount remaining outstanding during any financial year not exceeding Rupees 2,500 Lacs. Rate of Interest: Upto 12.50% p.a. but not less than 10.00% p.a. | Repayable On Demand<br>Continuous Arrangement |
| Pudumjee Holding Ltd. | Arrangement/Contract Agreement Providing and accepting Inter Corporate Deposits | An amount remaining outstanding during any financial year not exceeding Rupees 2,500 Lacs. Rate of Interest: Upto 12.50% p.a. but not less than 10.00% p.a. | Repayable On Demand<br>Continuous Arrangement |

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, deem necessary, and to execute all necessary documents".

**5** To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution.

"RSOLVED THAT subject to the approval of the Central Government, under Section 13 of the Companies Act, 2013, and such other consents, approvals under any other law, if required, the name of the Company be changed from 'PUDUMJEE INDUSTRIES LIMITED' to '3P LAND HOLDINGS LIMITED' or such other available name(s) which Board of Directors consider suitable.

RESOLVED FURTHER THAT relevant clause in Memorandum of Association and Articles of Association of the Company be changed accordingly".

**Notes:**

The Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of item No. 4 and 5 is annexed herewith.

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

The proxy in order to be effective, must be deposited at the Registered office of the Company not less than 48 hours before commencement of the meeting.

The Register of Members and share Transfer Books of the Company will be closed from Wednesday, the 12th day of July, 2017 to Monday, the 24th day of July, 2017, both days inclusive.

Mr. G. N. Jajodia, whose appointment is to be considered by Annual General Meeting as mentioned above do not held any shares in the Company.

Messrs. A. S. Dayal, R. C. Saraf, A. K. Somany and R. P. Shroff were appointed as Independent Directors and the appointment is valid upto 14th September, 2019. Messrs. A. S. Dayal, R. C. Saraf, A. K. Somany and R. P. Shroff do not hold any shares in the company.

Members holding shares in dematerialised form are requested to intimate any change in their address, bank details etc. to their respective DPs and those holding shares in physical form are to intimate the above said changes to the Registrar and Share Transfer Agents of the Company.

The Company's Memorandum and Articles of Association are open for inspection at the Registered Office

of the Company on any working day during business hours.

Pursuant to Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Company to send the Notice, Annual Report electronically on the e-mail addresses as obtained from the Company/ Depositories/ Registrar and Share Transfer Agent to the members.

If you are holding the shares of the Company in dematerialized form and already registered your e-mail id, you would be receiving the Notices of General Meeting/Postal Ballot, Annual Report and other shareholders communication by electronic mode.

The members who hold shares in physical mode and have not got their email id recorded or to update a fresh email can request the Company to receive Notices of General Meeting/Postal Ballot, Annual Report and other shareholders communication by electronic mode for which the requisite/separate form to be filled up and handover the same at the venue of meeting.

In case a Member does not wish to avail the service of documents through electronic mode, such Member may send a request for obtaining the Notice, Annual Report from the Company, in physical mode, by sending a request to the Company at its registered office address or through company's e-mail at sk@pudumjee.com and accordingly the Company will send the same, free of cost, upon receipt of such request from the member.

Members are requested to support this Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Satellite corporate Services Pvt. Ltd. Mumbai, Company's Registrar and Share Transfer Agents (in case of Shares held in physical form).

Members who hold shares in dematerialized form are requested to bring their CLIENT ID and DP ID numbers for easy identification of attendance at the meeting.

Members holding shares in physical form are requested to get them dematerialized, as the shares of the company are under Compulsory Demat System.

The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. Satellite Corporate Services Pvt. Ltd., B-302, Sony Apartment , Opp St. Jude High School, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400072.

Members are requested to write/intimate to Company's Registrar and Transfer Agents for the purpose of changes, in their registered addresses, profile details for sending future communication(s), any query in connection with claiming the unclaimed and unpaid dividends, etc.

Members who have not encashed their dividend warrants pertaining the year to 2009-10 may approach the Company / its Registrar, for obtaining payment thereof. If not claimed before August, 2017 will be transferred to Investor Education and Protection Fund on completion of seven years, as provided in the Companies Act, 2013.

The unclaimed dividend for the year 2009-10 will be deposited to IEPF on or before 4th October, 2017. THe details of unclaimed dividend lying with the company as on 19th September, 2016(date of last annual general meeting) has been uploaded on website of the company, www.pudumjeeindustries.com and also on the website of the ministry of Corporate Affairs.

Those shareholders who do not have access to e-voting facility may write to Registrar and Transfer Agents, Satellite Corporate Services Pvt. Ltd. or to the Company for ballot paper, which after filling up should reach to the scrutinizer Mr. P. N. Parikh, Mr. Mitesh Dhabliwala of Parikh & Associates, 111, 11th Floor Sai Dwar CHS Ltd. Opp Laxmi Industrial Estate, Off Link Road, Andheri (West), Mumbai 400053 on or before 20th July, 2017.

Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Name of Director: Mr. G. N. Jajodia**

| | | |
|---|---|---|
| Brief Resume of Director | : | Nil |
| Brief Resume of Director | : | Nil |
| Nature of his/her expertise in specific functional area | : | He is bachelor of Commerce and Master in Business Administration and have varied experience in business administration. |
| Disclosure of Directorships between Directors inter-se | : | Nil |
| Names of Listed entities in (other than Pudumjee Industries Ltd.) which the person holds the directorship and membership of the Committee of the Board | : | Nil |
| Shareholding in the company | : | Nil |

In compliance with the provisions of section 108 of the Act and the Rules framed there under, the Company is pleased to provide the Members facility to cast their votes electronically, through the e-voting services provided by Central Depository Services (India) Ltd. (CDSL), on all resolutions set forth in this Notice.

**Voting through electronic means.**

In compliance with provisions of Section 108 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, and any amendment thereto, the Company is pleased to provide members, a facility to exercise their right to vote at the Annual General Meeting (AGM) on items as mentioned in the Notice by electronic means (remote e-voting) and the business may be transacted through remote e-voting services provided by Central Depository (Services) India Limited ("CDSL").

Since the company is providing the facility of remote e voting to the shareholders, there shall be no voting by show of hands at the said meeting. The facility for voting through polling paper 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 polling paper. The shareholder can opt for only one mode of voting i.e remote e voting or physical polling at the meeting. In case of voting by both modes, votes casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

**Steps for remote e-voting**

I The remote e-voting period begins on Friday, 21st July, 2017 at 9.00 a.m. and will end on Sunday, 23rd July, 2017 at 5.00 p.m. During this period shareholders of the Company , holding shares either in physical form or dematerialized form , as on the Cut-off date i.e 17th July, 2017 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. The members are requested to note that once vote on a resolution is cast electronically, he shall not be allowed to change it subsequently.

ii Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue

iii The shareholders should log on to the remote e-voting website www.evotingindia.com.

iv Click on shareholders.

v Now enter your User Id

a. For CDSL: 16 digit beneficiary ID

b. For NSDL: 8 Character of DP ID followed by 8 digits of Client ID

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

vi Next enter the image verification as displayed and Click on Login.

vii If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier remote e-voting of any other Company, then your existing password is to be used

viii If you are first time user follow the steps given below.

| | For members holding shares in Demat Form and Physical Form |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders)<br>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field<br>In case the sequence number is less than 8 digits, enter the applicable number after the first two characters of the name in CAPITAL letters e.g. If your name is Ramesh Kumar with sequence number 1, then enter RA00000001 in the PAN field. |
| Dividend Bank Details **Or** Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in you de-mat account or in the company records in order to login.<br>* If both the details are not recorded with the Depository or Company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction(v) |

ix After entering these details appropriately, click on "SUBMIT" tab.

x Members holding share in physical form will then directly reach the Company selection screen. However, members holding shares in de-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the de-mat holders for remote e-voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xi For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

xii **Click on the Company i.e. Pudumjee Industries Limited/Electronic Voting Sequence Number** of Pudumjee Industries Limited

xiii On the voting page you will see "RESOLTUIONS DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiv Click on the "RESOLTIONS FILE LINK" if you wish to view the entire Resolution details.

xv After selecting the resolution you have decided to vote on , click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xvi Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvii You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

xviii If de-mat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix Shareholders can also cast their votes using CDSL's mobile app m-voting available for android base mobiles. The m-voting app can be downloaded from Google Play Store. iphone and Windows Phone users can download the app from the App Store and the Windows phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xx Note for Non Individual shareholders and Custodians

- Non individual shareholders (i.e other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helphesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xxi Any person who acquires shares of the Company and become member of the company after dispatch of the Notice and holding shares as on the Cut-off date i.e 16th June, 2017, may follow the same instructions as mentioned above for remote e-voting. The voting rights of the members shall be in proportion to their shares in the paid up capital of the company as on cut-off date i.e. 16th June, 2017. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, only shall be entitled to avail the facility of remote e-voting as well as voting at the said meeting. A person who is not a member as on cut off date should treat this Notice for information purpose only.

xxii In case of any queries or issues regarding e-voting, members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

xxiii The Board of Directors has appointed Mr. P. N. Parikh and failing him Mr. Mitesh Dhabliwala of , Practicing Company Secretary of Parikh & Associates, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. They have communicated their willingness to be appointed and will be available for same purpose.

xxiv The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment in the company and make not later than forty eight hours of conclusion of the meeting a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

xxv The Chairman or the person authorized by him in writing, shall forthwith on receipt of the Consolidated Scrutinizer's Report declare the results of voting within 48 hours of the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pudumjeeindustries.com and on the website of CDSL. Immediately after the result is declared by the Chairman, shall also be communicated to the BSE Limited (BSE), National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.

Subject to the receipt of requisite number of Votes, the resolutions shall be deemed to be passed on the date of Annual General Meeting i.e. 24th July, 2017.

By Order of the Board of Directors,

**J. W. Patil**
Company Secretary

**Registered Office:**
Thergaon, Pune - 411 033
Tel: +91-20-40773333, Fax : +91-20-4077 3388
CIN: L74999MH1999PLC013394
Web Site: www.pudumjeeindustries.com.
Email: sk@pudumjee.com

Dated: 23rd May, 2017

## ANNEXURE TO NOTICE

**Explanatory statement under Section 102 of the Companies Act, 2013**

The following Explanatory statement sets out all material facts relating to item No. 4 to 6 of the Special Business mentioned in accompanying Notice.

**Resolution No. 4**

The provisions of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 provide that, all material related party transactions shall require approval of the shareholders.

In compliance with the above provisions the agreements already entered into, the transactions to be continued with the parties as specified in the proposed special resolution and proposed agreements/arrangements to be entered into are placed for your approval. It may be noted that, related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

Pudumjee Paper Products Limited (PPPL), Thacker and Co. Limited (TCL) and Pudumjee Pulp & Paper Mills Ltd.(PPPM) and Pudumjee Plant Laboratories Ltd. (PPLL) are related parties by virtue of below mentioned criteria:

| Name of the Company | Interested Director |
|---|---|
| Pudumjee Paper Products Limited | Mr. A. K. Jatia Promoter alongwith his relatives holds more than 2% of paid share capital of the Company |
| Thacker and Co. Limited | Mr. A. K. Jatia Promoter alongwith his relatives holds more than 2% of paid share capital of the Company |
| Pudumjee Pulp & Paper Mills Limited | Mr. A. K. Jatia Promoter alongwith his relatives holds more than 2% of paid share capital of the Company |
| Pudumjee Plant Laboratories Ltd. | Mr. A. K. Jatia Promoter alongwith his relatives holds more than 2% of paid share capital of the Company |

None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed special resolution.

The Resolution is recommended by the Board to be passed as an ordinary Resolution.

**Resolution No. 5**

Pursuant to the Scheme of Arrangement and Reconstruction (Demerger) the paper manufacturing business of the Company stood transferred to Pudumjee Paper Products Limited and henceforth the Company would continue the business of Real Estate. Pursuant to the provisions Companies Act, 2013 (including applicable Rules thereof) and Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is required to change the name of the Company in line with its remaining continuing business.

It may be noted that the Company will be applying to the Registrar of Companies, Pune and such other necessary approval of government authorities for confirming the availability of proposed name, which will reflect the remaining business activity of the Company.

The Company is seeking the approval of shareholders for proposed change in name and the consequently alteration of name clause of the Memorandum and Articles of Association. The change in name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company.

Last year the proposed name i.e. 3P LAND HOLDINGS LIMITED was not approved by SEBI/Stock Exchanges, hence the proposed resolution is being moved.

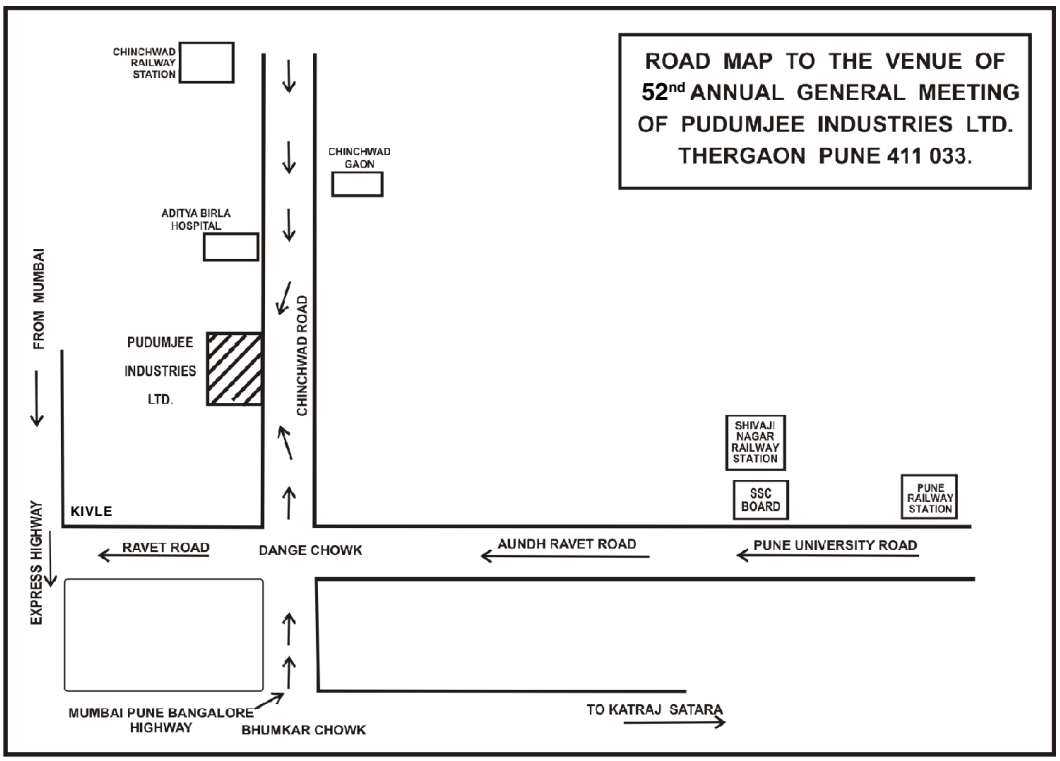
None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Special Resoluton.

The Resolution is recommended by the Directors to be passed as a Special Resolution.

By Order of the Board of Directors,

**J. W. Patil**
Company Secretary

**Registered Office:**
Thergaon, Pune - 411 033
Tel: +91-20-40773333, Fax : +91-20-4077 3388
CIN: L74999MH1999PLC013394
Web Site: www.pudumjeeindustries.com. Email: sk@pudumjee.com
Dated: 23rd May, 2017



# DIRECTORS' REPORT

To the Members,

The Directors have pleasure in presenting the 52nd Annual Report of the Company together with the Audited Financial Statements of Accounts for the year ended 31st March, 2017

## FINANCIAL RESULTS

| | | (₹ In Lacs) |
|---|---|---|
| | **2016-2017** | 2015-2016 |
| The gross profit /(losss) before interest and Depreciation (including from discontinuing operations) | **194.69** | 195.86 |
| Adjusting therefrom Finance cost of | **199.38** | 164.57 |
| And Depreciation of | **6.91** | 6.77 |
| The net profit /( Loss) | **(11.60)** | 24.52 |
| The balance of Profit brought forward from last year | **1,225.06** | 1,362.03 |
| Less: Transfer of Profit on Demerger | | (160.85) |
| Total | **1,213.46** | 1,225.57 |
| Less: Provision for Current Taxation of | **–** | – |
| Provision for Deferred Tax expense of | **1.20** | 0.64 |
| Totaling to | **1.20** | 0.64 |
| There remains a balance of | **1212.26** | 1,225.06 |

Which the Directors propose carry-forward to next year's accounts.

## CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Section 129, 134 of the Companies Act 2013 (the Act), the Consolidated Financial Statement of the Company, and its subsidiaries prepared, in accordance with schedule III of the Act and Accounting Standard AS 21 forms part of this Annual Report.

## OPERATIONS

The Company's land holding comprises of about 20 acres of land in aggregate at Pune in Maharashtra and Narsinghpur in Madhya Pradesh. The land at Pune, however, will be available for development only after its vacation by Pudumjee Paper Products Ltd who have been allowed to use it under the terms of Leave & License Agreement pursuant to the Scheme of Demerger as sanctioned by the Mumbai High Court. The land at Narsinghpur is ideally located on the outskirts of the city of Narsinghpur and can be planned for development at an appropriate time depending upon the prevailing scenario of Real Estate business in the city. Meanwhile the Company also invests funds in the Group Companies, the income from which is recognized as other income in the accounts.

Pudumjee Hygiene Products Ltd (PHPL) is engaged in the business of providing machinery on lease. The accounts of PHPL show a net profit of Rs.3.00 lacs on account of interest. Pudumjee Holding Ltd (PHL) is another wholly owned subsidiary Company, which mainly holds investment in the Group Companies. Its accounts shows a loss of Rs. 5.81 lacs mainly on account of interests.

Pudumjee Hygiene Products Ltd (PHPL) the Company's wholly owned subsidiary is in the business of machinery leasing to tissue converters. The accounts of PHPL shows a net profit of ₹ 3.00 Lacs

Pudumjee Holding Ltd.(PHL) another wholly owned subsidiary is engaged in the investment activity. The accounts of PHL shows a loss of ₹ 5.81 Lacs

## SUBSIDIARIES

As at 31st March 2017, the Company has two subsidiaries namely, Pudumjee Hygiene Products Limited (PHPL) and Pudumjee Holding Limited (PHL). No subsidiaries were added or liquidated or sold during the financial year.

**PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:**

Pursuant to Rule 8 of the Companies (Accounts) Rules, 2014, the detailed information on the performance and financial position of each of the subsidiaries, associates, joint venture companies, etc. as included in the consolidated financial statement is provided in Annexure-I attached hereto.

## TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 (corresponding to section 205A of Companies Act 1956), the unclaimed dividend for the year 2009-10, which remains unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 19th September, 2016 (date of last Annual General Meeting) on the website of the Company (www.pudumjeeindustries.com), as also on the website of the Ministry of Corporate Affairs.

After completion of seven years, no claims shall lie against the said Fund or against the Company for the amounts of Dividend so transferred nor shall any payment be made in respect of such claims under the Companies Act, 1956. The Companies Act, 2013 provides for claiming such Dividends from the Central Government.

## AUDITORS

**Statutory Auditors:**

M/s. Khare & Company, Chartered Accountants (Firm Registration No. 105100W2) were appointed as auditors of the Company for more than ten years and currently, they are holding office of the auditors up to the conclusion of 52nd Annual General Meeting. As per second proviso to Section 139(2) of the Companies Act, 2013, (the Act), a transition period of three years from the commencement of the Act is provided to appoint a new auditor if the existing auditor's firm has completed two terms of five consecutive years.

Accordingly, as per the said requirements of the Act, M/s. J. M. Agrawal & Company, Chartered Accountants (Firm Registration No. 100130W) are proposed to be appointed as auditors for a period of 5 years commencing from the conclusion of 52nd Annual General Meeting till the conclusion of the 57th Annual General Meeting, subject to ratification by shareholders every year, as may be applicable, in place of M/s. Khare & Company, Chartered Accountants. M/s. J. M Agrawal & Company, Chartered Accountants, have consented to the said appointment, and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Audit Committee and the Board of Directors recommend the appointment of M/s. J. M. Agrawal & Company, Chartered Accountants, as statutory auditors of the Company from the conclusion of the 52nd Annual General Meeting till the conclusion of 57th Annual General Meeting. M/s. J. M. Agrawal & Company currently has two partners and office at Jalgaon, Maharashtra. M/s. J. M. Agrawal & Company has over 31years of experience in various Audits, Certification and other Consultancy assignments.

**Secretarial Auditor.**

Pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, M/s. Parikh & Associates, Practicing Company Secretary were appointed to conduct the secretarial audit of the Company for Financial Year 2016-17. The Secretarial Auditor's report for the financial year 2016-17 is annexed hereto and marked as Annexure III.

**Cost Auditor**

The Company is not subjected to cost audit and hence the Company has not appointed the Cost Auditor.

## DIRECTORS

The Company has Board of Directors with total six directors out of which four directors are Non-Executive Independent Directors, one promoter director and one Executive Director. By virtue of Section 149 of the Companies Act, 2013 and rules made there under, the Independent Directors are not liable to retirement by rotation.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed in subsection (6) of Section 149 of the Companies Act, 2013 and also in Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Mr. G. N. Jajodia, Director, retires by rotation at the ensuing Annual General Meeting, and being eligible, offer himself for re-appointment.

## SUBSIDIARY

A statement containing brief financial details of the company's wholly owned subsidiaries, Pudumjee Hygiene Products Limited and Pudumjee Holding Limited for the financial year ended 31st March, 2017 is included in the Annual Report. The annual accounts of the wholly owned subsidiaries and the related detailed information will be made available to any member of the company seeking such information at any point of time. The annual accounts of the wholly owned subsidiary company(s) shall also be available for inspection by any member at the registered office of the company on any working day during business hours.

In accordance with Section 136 of the Act, the separate accounts in respect of each of the Subsidiaries are uploaded on the website of the Company

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Corporate Social Responsibility (CSR) are not applicable to the Company for the financial year 2016-17.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has given loans, guarantees or investments made are within the limits under Section 186 of the Companies Act, 2013 and as approved by shareholders vide special resolution passed at 49th Annual General Meeting of the Company. A statement on this is annexed under Annexure II.

## SECRETARIAL AUDITOR'S REPORT

The provisions of Section 204 read with Section 134(3) of the Companies Act, 2013 mandates Secretarial Audit of the Company to be done by a Company Secretary in Practice. The Secretarial Auditors' Report for the financial year 2016-17 is annexed to the Boards' Report in Annexure III.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the Financial Year were on an arm's length basis and were in the ordinary course of business, accordingly, the disclosures pursuant to Section 134(3) (h) read with Rule 8(2) of the Companies (Accounts) Rules, 2014, in Form AOC-2 is not applicable.

The Company has not made any loans and advances in the in which directors are interested. Hence disclosure pursuant to Regulation 34(3) read with Part A of Schedule V of the Listing Regulations is not required.

The Company has formulated an Policy on materiality of and dealing with Related Party Transactions and the same has been uploaded on the website of the Company at www.pudumjeeindustries.com.

## PERFORMANCE EVALUAITON OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the performance of individual directors as well as the evaluation of the working of its Committees.

The Company has formulated a Policy for performance evaluation of the Board as a whole, Individual Directors, Committees which also includes feedback to the Chairman.

A questionnaire, based on criteria approved by the Nomination and Remuneration Committee, for evaluation of performance of Board, Committees of Board and Individual director was prepared. The Board on recommendation of the Nomination and Remuneration Committee, approved to obtain the feedback of all the Directors on the said Questionnaire.

The Board Members provided their feedback on the standard questionnaire. The members were also able to give qualitative feedback apart from the standard questionnaire.

The reports of feedback received from all Directors on performance evaluation of individual directors were shared with respective Directors and Chairman of the Nomination Committee. Nomination and Remuneration Committee evaluated the performance of all individual directors based on the feedback so received.

The report of the feedback received from all the Directors on performance evaluation of Board and Committees of Board were shared with the Chairman of the Company. The Board on the basis of feedback so received evaluated performance of its own and Committees of Board. Performance Evaluation of the Chairman of the Company was carried out by the Independent Directors of the Company, taking into account feedback of all the Directors including the Executive and Non-executive Directors.

**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are given in the Report on Corporate Governance. The Familarisation programme and other disclosures as specified under Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is available on the website of the Company www.pudumjeeindustreis.com

**REMUNERATION POLICY**

A Nomination and Remuneration Policy has been formulated pursuant to the provisions of Section 178 and other applicable provisions of the Companies Act, 2013 and Rules thereto stating therein the Company's policy on Directors' appointment and remuneration by the Nomination and Remuneration Committee and approved by the Board of Directors at its meeting held on 3rd November, 2014. The said policy may be referred to, at the Company's official website www.pudumjeeindustries.com.

**RISK MANAGEMENT POLICY**

During the year the board of directors at its meeting held on 17th May, 2014 adopted Risk Management Policy, containing elements identifying risk to the existence of the company, procedures to inform Board members about the risk assessment & minimization procedures, monitoring the risk management plan, etc.

**WHISTLE BLOWER MECHANISM**

The Company has a Whistle Blower Policy in place for vigil mechanism. The said policy has been made keeping in view of the amendments in the Companies Act, 2013. The said policy is available at the company's website www.pudumjeeindustries.com.

**PARTICULARS OF EMPLOYEES**

During the year under review no employee had drawn the remuneration in excess of limits specified in section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 as amended todate.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

There was no complaint reported under the prevention of Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Company's entire manufacturing business was demerged with Pudumjee Paper Products Limited and there is no manufacturing activity being conducted by the Company.

In view of above the provisions of Section 134(3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the information relating to Conservation of Energy, Technology Absorption and Foreign Exchange earnings & outgo are not applicable to the Company.

Duing the year under review, no foreign exchange was earned and used.

## EXTRACT OF ANNUAL RETURN

The Extract of Annual return of the Company in Form MGT-9 is annexed herewith as Annexure IV.

## SIGNIFICANT AND MATERIAL ORDERS:

There is no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## CHANGE IN NAME:

Pursuant to the Scheme of Arrangement and Reconstruction (Demerger), the Company's paper manufacturing business has been de-merged and henceforth the company would continue the business of Realty/Real Estate. Accordingly the name of the Company is proposed to be changed subject to the approval of Central Government, Stock Exchanges and Shareholders. Last year till date the proposed name was not made available by SEBI/ Stock Exchanges and hence name as suggested in the accompanying Notice as proposed.

## DIRECTORS' RESPONSIBILITY STATEMENT

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) 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 true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## ACKNOWLEDGEMENTS

Your Directors wish to express their appreciation of the continued support and co-operation received from the all the stakeholders and Employees of the Company.

On behalf of the Board of Directors,

Date : 23rd May, 2017
Place: Mumbai

**G. N. Jajodia**
Chairman

## Annexure I

Performance And Financial Position Of Each Of The Subsidiaries, Associates And Joint Venture Companies
[Pursuant to Rule 8 of Companies (Accounts) Rules, 2014]

***(₹ In Lacs)***

| **Name of the Company (Subsidiary, Associate, JV, etc.)** | **Pudumjee Hygeine Products Ltd.** | **Pudumjee Holding Ltd.** | **Pudumjee Plant Laboratories Ltd.** |
|---|---|---|---|
| Nature of the Company (Subsidiary, Associate, JV, etc.) | Subsidiary | Subsidiary | Associate |
| Ownership Interest of the Company | 100% | 100% | 27.11% |
| ***Summery of Financial Position*** | | | |
| Sales | 12.36 | 0.23 | 3.63 |
| Profit/(Loss) after tax | 2.40 | (5.81) | (219.90) |
| Net Current Assets | 6.72 | 0.57 | 32.90 |
| Loans & Borrowings | – | 56.06 | 1713.45 |
| Current Liabilities | 0.75 | 0.67 | 25.72 |
| Net Fixed Assets | 63.19 | – | 1691.93 |
| Non Current Assets (Investments) | 4.00 | – | 1.00 |
| Paid up Share Capital | 3,000.00 | 5.00 | 849.00 |
| Reserves and Surplus | (2,905.53) | (16.14) | (897.52) |
| Earnings - Rs. per Equity Share | – | (11.62) | (8.83) |
| Dividend - Rs. per Equity Share | – | – | – |

On behalf of the Board of Directors,

Date : 23rd May, 2017
Place: Mumbai

G. N. Jajodia
Chairman

## Annexure II

Particulars of loans given, guarantees/ investments made during the Financial Year 2016-17

| Nature of transaction (whether loan/ guarantee/ security/ acquisition) | Name of the person or body corporate to whom it is made or given or whose securities have been acquired (Listed/Unlisted entities) | Amount of loan/ security/ acquisition/ guarantee (in ₹ in lacs) | Rate of interest For loan | For Acquisitions | | | |
|---|---|---|---|---|---|---|---|
| | | | | Number and kind of securities | Nature of Securities | Cost of acquisition, If any (In ₹ Per Share/ Units) | Selling price, Per Unit If any (In ₹ Per Share /Units) |
| ICD Given (Loan) | Pudumjee Plant Laboratories Ltd. | 204.55 (817.20) | 11.25 | NA | NA | NA | NA |
| | Pudumjee Paper Product Ltd. | 1751.84 (567.17) | 11.25 | NA | NA | NA | NA |
| | Pudumjee Holding Ltd. | 6.00 (0.00) | 11.25 | NA | NA | NA | NA |

*Figures in bracket indicates Balance as on 31.03.2017*

On behalf of the Board of Directors,

Date : 23rd May, 2017
Place: Mumbai

G. N. Jajodia
Chairman

## Annexure III

## FORM No. MR-3

## SECRETARIAL AUDIT REPORT
## FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

(Pursuant to section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
PUDUMJEE INDUSTRIES LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Pudumjee Industries Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company, the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time;

  (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India ( Share Based Employee Benefits) Regulations, 2014;(Not applicable to the Company during the audit period)

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;(Not applicable to the Company during the audit period)

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)

(vi) Other laws applicable specifically to the Company, namely:

1. Transfer of Property Act, 1882
2. Indian Contract Act, 1872
3. Real Estate (Regulation & Development ) Act, 2016
4. The India Stamp Act 1899/Bombay Stamp Act
5. Municipal Local Laws

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For Parikh & Associates
Company Secretaries
Signature:

Place : Mumbai
Date : 23th May, 2017

P. N. Parikh
Partner
FCS No: 327 CP No: 1228

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

## 'Annexure 'A'

To,
The Members
Pudumjee Industries Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Parikh & Associates
Company Secretaries
Signature

Place : Mumbai
Date : 23rd May, 2017

P. N. Parikh
Partner
FCS No: 327 CP No: 1228

## Annexure-IV

**Form No. MGT-9**

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March 2017
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS:

| | | |
|---|---|---|
| i) | CIN:- | L74999MH1999PLC013394 |
| ii) | Registration Date | 31/12/1965 |
| iii) | Name of the Company | PUDUMJEE INDUSTRIES LIMITED |
| iv) | Category / Sub-Category of the Company | Company limited by shares<br>Non Indian Govt. Company |
| v) | Address of the Registered office and contact details | Thergaon, Pune- 411033, |
| vi) | Whether listed company | Listed |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any | Satellite Corporate Services Pvt. Ltd.<br>B-302, Sony Apartment, Opp. St. Jude High School, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400072<br>Tel. : 022-28520461/62<br>Fax : 022-28511809<br>E-mail: service@satellitecorporate.com |

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:

| Sr. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the Company |
|---|---|---|---|
| 1 | Real Estate | 70 | |

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| SR. NO. | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
|---|---|---|---|---|---|
| 1 | Pudumjee Hygeine Products Ltd., Thergaon, Pune- 411033 | U21010PN2004PLC021212 | Wholly Owned Subsidiary | 100 | 2(87) |
| 2 | Pudumjee Holding Ltd., Thergaon, Pune- 411033 | U65993PN2011PLC141027 | Wholly Owned Subsidiary | 100 | 2(87) |
| 3 | Pudumjee Plant Laboratories Limited, Thergaon, Pune- 411033 | U01122PN1994PLC021609 | Associate | 27.11 | 2(6) |

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### (i) Category-wise Share Holding

| Category of Shareholders | | No. of Shares held at the beginning of the year (01-04-2016) | | | | No. of Shares held at the end of the year 31-03-2017 | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| **A.** | **Promoters** | | | | | | | | | |
| **(1)** | **Indian** | | | | | | | | | |
| a) | Individual/HUF | 2500962 | 0 | 2500962 | 13.89 | 2500962 | 0 | 2500962 | 13.89 | 0.00 |
| b) | Central Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) | State Govt (s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) | Bodies Corp. | 10208380 | 0 | 10208380 | 56.71 | 10208380 | 0 | 10208380 | 56.71 | 0.00 |
| e) | Banks / FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f) | Any Other | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | **Sub-total (A) (1):-** | **12709342** | **0** | **12709342** | **70.60** | **12709342** | **0** | **12709342** | **70.60** | |
| **(2)** | **Foreign** | | | | | | | | | |
| a) | NRIs - Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) | Other - Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) | Bodies Corp. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) | Banks / FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) | Any Other (NRI Repatriable) | 300000 | 0 | 300000 | 1.67 | 300000 | 0 | 300000 | 1.67 | 0.00 |
| | **Sub-total (A) (2):-** | **300000** | **0** | **300000** | **1.67** | **300000** | **0** | **300000** | **1.67** | |
| | **Total shareholding of Promoter (A) = (A)(1)+(A)(2)** | **13009342** | **0** | **13009342** | **72.27** | **13009342** | **0** | **13009342** | **72.27** | **0.00** |
| **B.** | **Public Shareholding** | | | | | | | | | |
| **1)** | **Institutions** | | | | | | | | | 0.00 |
| a) | Mutual Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) | Banks / FI | 0 | 500 | 500 | 0.00 | 0 | 500 | 500 | 0.00 | 0.00 |
| c) | Central Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) | State Govt(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) | Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f) | Insurance Companies | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| g) | FIIs | 150000 | 0 | 150000 | 0.83 | 20000 | 0 | 20000 | 0.11 | -0.72 |
| h) | Foreign Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| i) | Others (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | **Sub-total (B)(1):-** | **150000** | **500** | **150500** | **0.83** | **20000** | **500** | **20500** | **0.11** | |
| **2)** | **Non-Institutions** | | | | | | | | | |
| a) | Bodies Corp. | | | | | | | | | 0.00 |
| | i) Indian | 574808 | 23500 | 598308 | 3.32 | 419691 | 23500 | 443191 | 2.46 | -0.86 |
| | ii) Overseas | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) | Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | i) Individual shareholders holding nominal share capital upto ₹ 2 lacs | 2167228 | 550840 | 2718068 | 15.10 | 2636448 | 535840 | 3172288 | 17.61 | 2.51 |
| | ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lacs | 1215360 | 0 | 1215360 | 6.75 | 999995 | 0 | 999995 | 5.56 | - 1.19 |

## (i) Category-wise Share Holding

| Category of Shareholders | | No. of Shares held at the beginning of the year (01-04-2016) | | | | No. of Shares held at the end of the year 31-03-2017 | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| c) | Others (specify) Non Resident Indians | | | | 0.00 | | | | 0 | 0.00 |
| | Non Resident Indians | 27791 | 0 | 27791 | 0.15 | 30815 | 0 | 30815 | 0.17 | 0.02 |
| | Hindu Undivided Families | 256437 | 0 | 256437 | 1.42 | 301777 | 3000 | 304777 | 1.69 | 0.27 |
| | Clearing Members | 14194 | 0 | 14194 | 0.08 | 9092 | 0 | 9092 | 0.05 | -0.03 |
| | Directors | 10000 | 0 | 10000 | 0.06 | 10000 | 0 | 10000 | 0.06 | 0.00 |
| | **Sub-total (B)(2):-** | **4265818** | **574340** | **4840158** | **26.88** | **4407818** | **562340** | **4970158** | **26.88** | |
| | **Total Public Shareholding (B)=(B)(1)+ (B)(2)** | **4415818** | **574840** | **4990658** | **27.73** | **4427818** | **542840** | **4990658** | **27.73** | **0.00** |
| **C.** | Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | **Grand Total (A+B+C)** | **17425160** | **574840** | **18000000** | **100.00** | **17437160** | **562840** | **18000000** | **100.00** | |

### (ii) Shareholding of Promoters

| Sr. No. | Shareholder's Name | Shareholding at the beginning of the year 1.04.2016 | | | Shareholding at the end of the year 31.03.2017 | | | % change in share holding during the year |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % of Total Shares of the Company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of Total Shares of the Company | % of Shares Pledged / encumbered to total shares | |
| 1 | Arun Kumar Mahabir Prasad Jatia | 929000 | 5.16 | 0 | 929000 | 5.16 | 0 | NIL |
| 2 | Arun Kumar Mahabir Prasad Jatia* | 899000* | 4.99 | 0 | 0 | 0 | 0 | -4.99 |
| 3 | Arunkumar Mahabir prasad Jatia ** | 0 | 0 | 0 | 1571862 | 8.73 | 0 | 8.73 |
| 4 | Vrinda Jatia | 150000 | 0.83 | 0 | 150000 | 0.83 | 0 | NIL |
| 5 | Vasudha Jatia | 150000 | 0.83 | 0 | 150000 | 0.83 | 0 | NIL |
| 6 | Yashvardhan Jatia | 5,500 | 0.03 | 0 | 100 | 0.00 | 0 | -0.03 |
| 7 | Arun Mahabir Prasad Jatia/ Basant Kumar Khaitan @ | 667462 | 3.71 | 0 | 0 | 0 | 0 | -3.71 |
| 8 | Thacker And Co Ltd | 2520210 | 14.00 | 0 | 2520210 | 14.00 | 0 | NIL |
| 9 | Pudumjee Investment Finance Company Ltd | 3945790 | 21.92 | 0 | 3945790 | 21.92 | 0 | NIL |
| 10 | Fujisan Technologies Ltd | 875680 | 4.86 | 0 | 875680 | 4.86 | 0 | NIL |
| 11 | Suma Commercial Pvt Ltd | 1848525 | 10.26 | 0 | 1848525 | 10.26 | 0 | NIL |
| 12 | Chem Mach Pvt Ltd | 61,450 | 0.34 | 0 | 61,450 | 0.34 | 0 | NIL |
| 13 | Pudumjee Pulp Paper Mills Ltd | 956725 | 5.32 | 0 | 956725 | 5.32 | 0 | NIL |

*'@ Shares are held by Mr. A. K. Jatia as Executer of will of Mr. Mahabir Prasad Jatia*
** Shares are held by Mr. A. K. Jatia as Executer of will of Ms. Poonam Jatia*

**Shares held by Mr. Arunkumar Jatia on behalf of Yashvardhan Jatia Trust Trustees Arunkumar Jatia and Gautam Jajodia

### (iii) Change in Promoters' Shareholding (please specify, if there is no change)

Name of the Promoter

| Name of the Promoter Share Holder | No of Shares held as on 01/04/2016 | % of Shares held as on 01/04/2016 | Reasons for change | Nature of change Increase / Decrease | Change in Share-holding | Date of change in share-holding D/M/Y | No. of shares in respect of change, if any | Cumulative Holding | date of separation/ Entry in promoters category during the year | No of Shares Held As on 31/03/2017 | % of Shares held as on 31/03/2017 |
|---|---|---|---|---|---|---|---|---|---|---|---|
| – | Nil | Nil | N.A. | N.A. | 0 | N.A. | 0 | 0 | – | 0 | 0 |

During the year, there were no change(s) in the Shareholding of promoter's.

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

| Sr. No. | Name of the Share Holder | No of Shares held as on 01/04/2016 | % of Shares held as on 01/04/2016 | Reasons for change | Nature of change Increase / Decrease | Change in Share holding | Date of change in share holding D/M/Y | No. of shares in respect of change, if any | Cumulative Holding | date of separation/ Entry in Top 10 (Non Promoters), during the year | No of Shares Held As on 31/03/2017 | % of Shares held as on 31/03/2017 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Sanjay M Jatia | 999995 | 5.56 | ------ | ------- | ----- | ---- | ------ | ---- | ----- | 999995 | 5.56 |
| 2 | Pudumjee Industries Limited Unclaimed Suspense Account | 102500 | 0.57 | ------ | ------- | ----- | ---- | ------ | ---- | ----- | 102500 | 0.57 |
| 3 | Halan Properties Private Limited | 100000 | 0.56 | ------ | ------- | ----- | ---- | ------ | ---- | ----- | 100000 | 0.56 |
| 4 | Sarwan kumar Devidutt Saraf | 93479 | 0.52 | ------ | ------- | ----- | ---- | ------ | ---- | ----- | 93479 | 0.52 |
| 5 | G Shankar | ---- | --- | Transfer | Increase | | Changes in Shareholding are as under | | | --------- | 68008 | 0.38 |
| | | | | | | | 29.04.2016 | 14447 | 14447 | ----- | | |
| | | | | | | | 06.05.2016 | 8220 | 22667 | ------ | | |
| | | | | | | | 20.05.2016 | 10717 | 33384 | ----- | | |
| | | | | | | | 03.06.2016 | 19794 | 53178 | ---- | | |
| | | | | | | | 10.06.2016 | 5000 | 58178 | ---- | | |
| | | | | | | | 17.06.2016 | 9000 | 67178 | ---- | | |
| | | | | | | | 24.06.2016 | 5540 | 72718 | ---- | | |
| | | | | | | | 30.06.2016 | 7749 | 80467 | --- | | |
| | | | | | | | 08.07.2016 | (6350) | 74117 | ---- | | |
| | | | | | | | 22.07.2016 | (58) | 74059 | ---- | | |
| | | | | | | | 29.07.2016 | (12) | 74047 | ---- | | |
| | | | | | | | 05.08.2016 | (1757) | 72290 | ---- | | |
| | | | | | | | 02.09.2016 | 2510 | 74800 | ---- | | |
| | | | | | | | 09.09.2016 | 5400 | 80200 | ---- | | |
| | | | | | | | 16.09.2016 | 10252 | 90452 | --- | | |
| | | | | | | | 23.09.2016 | 23600 | 114052 | --- | | |
| | | | | | | | 30.09.2016 | 4000 | 118052 | ---- | | |
| | | | | | | | 07.10.2016 | (8800) | 109252 | ---- | | |
| | | | | | | | 14.10.2016 | (19440) | 89812 | ---- | | |
| | | | | | | | 21.10.2016 | (43680) | 46132 | ---- | | |
| | | | | | | | 28.10.2016 | (35436) | 10696 | ---- | | |
| | | | | | | | 03.03.2017 | (9196) | 1500 | ---- | | |
| | | | | | | | 10.03.2017 | 15146 | 16646 | ---- | | |
| | | | | | | | 17.03.2017 | 15387 | 32033 | ---- | | |
| | | | | | | | 24.03.2017 | 13092 | 45125 | ---- | | |
| | | | | | | | 31.03.2017 | 22883 | 68008 | ---- | | |
| 6 | Priti Milan Doshi | 62500 | 0.35 | ---- | ----- | ------ | ---- | ---- | --------- | --------- | 62500 | 0.35 |
| 7 | Nand kishore Agarwal | 58375 | 0.32 | ---- | ----- | ------ | ---- | ---- | --------- | --------- | 58375 | 0.32 |
| 8 | PSE Securities | ---- | ----- | Transfer | Increase | ---------- | Changes in Shareholding are as under | | | ------- | 57757 | 0.32 |
| | | | | | | | 08.07.2016 | 300 | 300 | ---- | | |
| | | | | | | | 29.07.2016 | 200 | 500 | ---- | | |
| | | | | | | | 27.01.2017 | 4300 | 4800 | ---- | | |
| | | | | | | | 10.02.2017 | 52957 | 57757 | ---- | | |
| | | | | | | | 24.02.2017 | 301 | 58058 | ---- | | |
| | | | | | | | 03.03.2017 | (301) | 57757 | ---- | | |
| 9 | Krishna Vishwanath | 50000 | 0.28 | --------- | --------- | --------- | --------- | --------- | --------- | --------- | 50000 | 0.28 |
| 10 | Krishna Murari Agrawal | ---- | ---- | Transfer | Increase | ----- | Changes in shareholding as under | | | --------- | 38505 | 0.21 |
| | | | | | | | 03.06.2016 | 39250 | 39250 | | | |
| | | | | | | | 08.07.2016 | (745) | 38505 | | | |

*Figures in bracket indicates sale transaction of shares*

**(v) Shareholding of Directors and Key Managerial Personnel:**

| Sr. No. | Name of the Each Directors and Key Managerial Personnel | Shareholding at the beginning of the year 01.04.2016 | | Cumulative Shareholding during the year | | Shareholding At the End of the year 31.03.2017 | |
|---|---|---|---|---|---|---|---|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| 1 | Mr. G.N. Jajodia | NIL | NIL | NIL | NIL | NIL | NIL |
| 2 | Mr. R.C. Saraf | NIL | NIL | NIL | NIL | NIL | NIL |
| 3 | Mr. V.K.Jatia | | | | | | |
| | [Resigned w.e.f. 16.08.2016] | 10000 | 0.06 | 10000 | 0.06 | 10000 | 0.06 |
| 4 | Mr. R. P . Shroff | NIL | NIL | NIL | NIL | NIL | NIL |
| 5 | Mr. Atul Dayal | NIL | NIL | NIL | NIL | NIL | NIL |
| 6 | Mr. A.K.Somay | NIL | NIL | NIL | NIL | NIL | NIL |
| 7 | Ms. Vasudha Jatia | 1,50,000 | 0.83 | 1,50,000 | 0.83 | 1,50,000 | 0.83 |
| 9 | Mr.Jagadish Waman Patil | 1 | 0.000 | 1 | 0.000 | 1 | 0.000 |

**ii) INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment; (In ₹)

| | | Secured Loans excluding deposits | | Unsecured Loans | Fixed Deposit Accepted | Total Indebtedness |
|---|---|---|---|---|---|---|
| | | Cash credit | Term Loan | | | |
| | | **Indebtedness at the beginning of the financial year** | | | | |
| i) | Principal Amount | | | 33,000 | 0 | 33,000 |
| ii) | Interest due but not paid | 0 | 0 | 0 | 0 | |
| iii) | Interest accrued but not due | 0 | 0 | 0 | 0 | 0 |
| | **Total (i+ii+iii) (A)** | **0** | **00** | **33,000** | **0** | **33,000** |
| | | Change in Indebtedness during the financial year | | | | |
| | Addition | 0 | 0 | 0 | 0 | |
| | Reduction | 0 | 0 | 0 | 0 | 0 |
| | **Net Change (B)** | 0 | 0 | 0 | 0 | 0 |
| | | Indebtedness at the End of the financial year | | | | |
| i) | Principal Amount | 0 | 0 | 0 | 0 | 0 |
| ii) | Interest due but not paid | 0 | 0 | 0 | 0 | |
| iii) | Interest accrued but not due | 0 | 0 | 0 | 0 | 0 |
| | Total (i+ii+iii) (C) | 0 | 0 | 0 | 0 | 0 |
| | **Grand Total (A+B+C)** | **0** | **0** | **33,000** | **0** | **33,000** |

**iii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

a) Remuneration to Managing Director, Whole-time Directors and/or Manager:

(in ₹)

| Sr. No. | Name of the Directors and Particulars of Remuneration | Name of MD/WTD/ Manager | Total Amount |
|---|---|---|---|
| | | Mr. Gautam Nandkishore Jajodia | |
| 1 | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | NIL | NIL |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | NIL | NIL |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act,1961 | NIL | NIL |
| 2 | Stock Option | NIL | NIL |
| 3 | Sweat Equity | NIL | NIL |
| 4 | Commission as % of profit others, specify... | NIL | NIL |
| 5 | Others, please specify (Insurance Premium, PF and Superannuation contribution, Sitting fees paid, if any)) | NIL | NIL |
| | **Total (A)*** | NIL | NIL |
| | **Ceiling as per the Act (I)** | **4200,000** | **4200,000** |

**b) Remuneration to other directors:**

(in ₹)

| Particulars of Remuneration and Name of the Directors | Name of other Directors | | | | | | Total Amount |
|---|---|---|---|---|---|---|---|
| | Mr. R.C. Saraf | Mr. R. P . Shroff | Mr. Atul Dayal | Mr. A. K. Somany | Mr. V. K. Jatia | Ms.Vasudha Jatia | |
| Independent Directors : | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Fee for attending board / committee meetings | 13,500 | 13,500 | 3,000 | 2,000 | 6,000 | 5,500 | 43,500 |
| Commission | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Others, please specify | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| **Total (1)** | **13,500** | **13,500** | **3,000** | **2,000** | **6,000** | **5,500** | **43,500** |
| Other Non-Executive Directors: | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Fee for attending board / committee meetings | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Commission | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Others, please specify | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| **Total (2)** | **NIL** | **NIL** | **NIL** | **NIL** | **NIL** | **NIL** | **NIL** |
| **Total (B)=(1+2)** | **13,500** | **13,500** | **3,000** | **2,000** | **6,000** | **5,500** | **43,500** |
| **Total Managerial Remuneration** | **13,500** | **13,500** | **3,000** | **2,000** | **6,000** | **5,500** | **43,500** |
| **Overall Ceiling as per the Act** | **1600000** | **1600000** | **300000** | **200000** | **600000** | **600000** | **4900000** |

**Overall ceiling Limits for managerial remuneration**

(in ₹)

| Name of the Directors | Remuneration/sitting fees paid to directors during Financial Year 2016-17 | Overall Ceiling limit for managerial remuneration as per the Act |
|---|---|---|
| Mr. G.N. Jajodia | – | 4,200,000 |
| Mr. R.C. Saraf | 13,500 | 16,00,000 |
| Mr. V.K.Jatia | 6,000 | 6,00,000 |
| Mr. R. P . Shroff | 13,500 | 16,00,000 |
| Ms. Vasudha Jatia | 5,500 | 600,000 |
| Mr. Atul Dayal | 3,000 | 300,000 |
| Mr. A. K. Somay | 2,000 | 200,000 |
| **Total (A+B)** | 43,500 | (I+II) 91, 00,000 |

**c) REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(in ₹)

| Particulars of Remuneration and Name of the KMP | | CEO | Company Secretary & CFO |
|---|---|---|---|
| | | | Mr. Jagadish Waman Patil |
| (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | NA | 7,87,570 |
| (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | NA | 3,71,606 |
| (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | NIL | NIL |
| Stock Option | | NIL | NIL |
| Sweat Equity | | NIL | NIL |
| Commission as % of profit others, specify… | | NIL | NIL |
| Others, please specify | | NIL | NIL |
| **Total** | | **NIL** | **1159176** |

**iv) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :**

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|---|---|---|---|---|---|
| | | | | | |
| Penalty | – | – | – | – | – |
| Punishment | – | – | – | – | – |
| Compounding | – | – | – | – | – |
| **C. OTHER OFFICERS IN DEFAULT** | | | | | |
| Penalty | – | – | – | – | – |
| Punishment | – | – | – | – | – |
| Compounding | – | – | – | – | – |

On behalf of the Board of Directors,

Date : 23rd May, 2017
Place: Mumbai

G. N. Jajodia
Chairman

## REPORT ON CORPORATE GOVERNANCE

The Directors present their Report on Corporate Governance as required by Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) :

**Company's Philosophy on Code of Governance:**

The Company's philosophy on Corporate Governance envisages transparency with integrity in all its dealings with its stakeholders including shareholders, employees, lenders and others.

**Code of Conduct:**

In tune with the corporate philosophy stated in the preceding para, the Board of Directors of the Company in its meeting held on 29th October, 2005 laid down a Code of Conduct for all the Board Members and Senior Management personnel of the Company in terms of the requirement of clause 49 of the listing agreement and the SEBI Listing obligations and Disclosure Requirements Regulations, 2015. The Code of Conduct is displayed at the Company's website www.pudumjeeindustries.com. Affirmation regarding compliance with the Code of Conduct has been received from all Board members and senior management personnel of the Company. As required, a declaration duly signed by the Managing Director to the effect is appended.

**BOARD PROCEDURE:**

Board Meetings are held about four-five times a year. Detailed Agenda is sent to each Director well in advance of the meetings. The Directors are briefed at each Board Meeting regarding performance and working by the functional heads. In addition to matters statutorily requiring Board's approval, all major decisions of policy, strategic formulations, capital expenditure, new investments, major accounting policies are considered by the Board.

**MANAGEMENT DISCUSSION AND ANALYSIS:**

After the Demerger of paper manufacturing business the Company's main focus is on Real Estate business for development of land at Pune and Narsinghpur which are ideally located for such a business.

Currently the Real Estate market is going through a lean phase which will further be aggravated albeit temporarily, by new regulatory framework (Real Estate Regulations Act 2016). The Management believes that such a regulatory framework is essential for healthy development of business and would fit into the Company's principles of transparency in dealing with the stake holders.

The existing internal controls of the Company are periodically reviewed by the Audit Committee and are seems to the adequate.

The Company currently employs one employee and the relations are cordial.

**Board of Directors:**

The Board of Directors is composed of a Promoter Director, one Executive Director, and four Non Executive Independent Directors. The Executive Director conducts the day to day management of the Company subject to the supervision and control of the Board of Directors.

Non-executive director's are entitled to regular sitting fees and re-imbursement of expenses incurred for attending each meeting of Board or Committee thereof.

The composition of the Board as on 31st March, 2017 is as under:

| Directors | Category | Number of outside Directorships in Public Companies as on 31st March, 2017.* | Number of outside Membership of Committees of as on 31st March, 2017. + | Number of outside Chairmanships of Committees as on 31st March, 2017. + | Shareholding as on 31.03.2017 |
|---|---|---|---|---|---|
| **Executive Directors** | | | | | |
| Mr. G. N. Jajodia [DIN00064611] | Chairman & Executive Director | 3 | Nil | Nil | Nil |
| **Non- Executive Directors** | | | | | |
| Mr. R. C. Saraf [DIN00161412] | Independent Director | 4 | 4 | 1 | Nil |
| Mr. A. S. Dayal [DIN00005021] | Independent Director | 2 | 1 | Nil | Nil |
| Mr. A. K. Somany [DIN00024903] | Independent Director | 1 | Nil | Nil | Nil |
| Mr. R. P. Shroff [DIN03324242] | Independent Director | 5 | 1 | Nil | Nil |
| Ms. Vasudha Jatia [DIN06725426] | Promoter Director | Nil | Nil | Nil | 150000 |
| Mr.Vinodkumar Jatia (Resigned from 16-8-2016) [DIN00091115] | Chairman & Independent Director | Nil | Nil | Nil | 10000 |

* Excludes Directorships/membership in Private Companies, Foreign Companies, Companies registered under Section 8 of the Companies Act, 2013 and Government Bodies.

\+ Committees considered are Audit Committee and Stakeholders relationship Committee or Shareholders/ Investors' Grievance Committee.

\+ Total number of committee membership includes the Chairmanship also.

All the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Act and on the Committee positions held by them in other companies. None of the Directors of the Company is a Member of more than 10 Committees and Chairman of more than 5 Committees across all the public limited Companies in which he/she is a Director. None of the Directors of the Company are related to each other.

All the Independent Directors have confirmed that they meet the 'Independence' criteria as mentioned under Regulation 16(1) (b) of the Listing Regulations and Section 149 of the Act. The Independent Directors of the Company are acting as Independent Director in not more than seven listed Companies. Independent Director who is Whole Director in other Company acts as Independent Director in not more than three listed Companies.

The Whole Time Directors of the Company are not Independent Directors in more than three Companies.

The required information, including information as enumerated in Regulation 17 (7) read together with Part A of Schedule II of the Listing Regulations is made available to the Board of Directors, for discussions and consideration at Board Meetings. The Board reviews the quarterly compliance reports on the compliance of all laws applicable to the Company as also steps taken to remediate instances of non-compliance, if any.

Pursuant to Regulation 27 (2) of the SEBI Listing Regulations, the Company also submits a quartely compliance report on Corporate Governance to the Indian Stock Exchanges including details on all material transactions with related parties, within 15 days from the close of every quarter.

During the year 2016-2017, Five Board Meetings were held on the following dates :

| | | |
|---|---|---|
| 23-04-2016 | 30-05-2016 | 02-08-2016 |
| 05-11-2016 | 06-02-2017 | |

The Fifty first Annual General Meeting (AGM) of the Company was held on 19th September, 2016. The attendance of the Directors at these Meetings was as under:

| Name of the Director | Number of Board Meetings Attended | Attendance at the last AGM |
|---|---|---|
| Mr. Gautam Nandkishore Jajodia | 4 | Yes |
| Mr. Vinod Kumar Jatia (Resigned w.e.f. 16.08.2016) | 3 | – |
| Mr. Rajendra Chiranjilal Saraf | 5 | – |
| Mr. Atul Shatikumar Dayal | 1 | – |
| Mr. Arvind Kumar Somany | 1 | – |
| Mr. Rushabh Pradeep Shroff | 5 | – |
| Ms. Vasudha Arun Kumar Jatia | 5 | – |

**Details of Sitting fees & Remuneration paid to Directors during the year ended 31st March, 2017.**

**[Amount in ₹]**

| Name | Sitting fees | Salaries | Perquisites | Commission | Total |
|---|---|---|---|---|---|
| Mr.G. N. Jajodia | -- | -- | -- | -- | ---- |
| Mr. V. K. Jatia | 6,000 | -- | -- | -- | 6,000 |
| Mr. R. C. Saraf | 13,500 | -- | -- | -- | 13,500 |
| Mr. A. S. Dayal | 3,000 | -- | -- | -- | 3,000 |
| Mr. A. K. Somany | 2,000 | -- | -- | -- | 2,000 |
| Mr. R. P. Shroff | 13,500 | -- | -- | -- | 13,500 |
| Ms. Vasudha Jatia | 5,500 | -- | -- | -- | 5,500 |

- Mr. G. N. Jajodia- No remuneration was drawn by Mr. Jajodia during the year.
- Severance fees, stock options and notice period are not applicable in case of Executive Directors.
- Non Executive Directors draw no remuneration except by way of sitting fees and re-imbursement of expenses incurred for attending each meeting of Board or Committee thereof attended by him, within the limits prescribed by law in this regard.

The details of shares held by directos as on 31-03-2017 are as under -
Ms. Vasudha Jatia - 150,000 Shares, Mr. V K Jatia - 10,000 Shares (Resigned on 16-08-2016)

**Meeting of Independent Directors**

The Independent Directors met once during the Financial Year under review. The Meeting was conducted in an informal manner without the presence of the Non-Independent Directors and members of management.

**Appointment of Directors:**

Pursuant to provision of Section 152(6) of the Companies Act 2013 Independent Directors are not liable to retire by rotation and pursuant to section 149 their appointment has been approved by shareholders for five years. Mr. G. N. Jajodia, Director, retire by rotation at the ensuing Annual General Meeting, and being eligible, offer himself for re-appointment.

**Brief Resume of Director**

| | |
|---|---|
| Name of Director | : Mr. Gautam Nandkishore Jajodia |
| Nature of his expertise in specific functional area | : Mr. Jajodia is Bachelor of Commerce and Master in Business Administration and has varied business experience. |
| Disclosure of Directorships between Directors inter-se | : Nil |
| Name of Listed Companies(other than Pudumjee Industries Ltd) in which the person holds the Directorship and membership of the committee of the Board | : Nil |
| Shareholding in the company | : Nil |
| Date of first appointment | : 07-06-2001 |

There is no inter-se relationship with after personnel Manager and after Key managerial Personnel of the Company.

**Board Effectiveness Evaluation :**

Pursuant to provisions of Regulation 17(10) of the Listing Regulations and the provisions of the Act, Board evalation involving evaluation of the Board of Directors, its Committees and individual Directors, including the role of the Board Chariman, was conducted during the year. For details pertaining to the same kindly refer to the Board Report.

**Familiarisation Programme :**

Kindly refer to the Company's website for details of the familiarisation programme for Independent Directos on their roles, rights, responsibilities in the Company, nature of the industry in which Company operates, business model of the Company and related matters.

**COMMITTEE OF DIRECTORS:**

The following committees are constituted as required under Companies Act, 2013 read with applicable Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**a) Audit Committee**

The Audit Committee consists of three Independent non Executive Directors. They have vast experience and knowledge of corporate affairs and financial management and possess strong accounting and financial management expertise. Five meetings were held during the year on 23.04.2016, 30.05.2016, 02.08.2016, 05.11.2016 and 06.02.2017.

The composition and attendance at the meetings of Committee are as under.

| Sr. No. | Name of the Directors | Designation | No of Meetings held | No. of Meetings attended |
|---|---|---|---|---|
| 1 | Mr. Rajendra Chiranjilal Saraf | Chairman | 5 | 5 |
| 2 | Mr. Atul Shantikumar Dayal | Member | 5 | 1 |
| 3 | Mr. Rushabh Pradeep Shroff | Member | 5 | 5 |
| 4 | Mr. Vinod Kumar Jatia [Resigned w.e.f. 16.08.2016] | Member | 5 | 3 |

The composition of committee meets with requirements of section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company Secretary is the Secretary to the Committee.

Generally the Meetings of the Audit Committee are also attended by the Executive Director, Chief Financial Officer, the Statutory Auditors and the Internal Auditors.

All the recommendations of the Audit Committee were accepted by the Board during the financial year.

The terms of reference of this Committee are in accordance with the Section 177 of the Companies Act, 2013 and the Listing Regulations. Besides having access to all the required information from within the Company, the Committee can obtain external professional advice whenever required. The Committee acts as a link between the Statutory Auditors, the Internal Auditors and the Board of Directors of the Company. It is authorised to select and establish accounting policies, review reports of the Statutory and the Internal Auditors and meet them to discuss their findings, suggestions, review report of the statutory and the internal auditor.

The committee is empowered, inter alia, to monitor and review auditor's independence and performance, effectiveness of audit process, oversight of company's financial reporting process and the disclosures of financial information, reviewing with the management the quarterly and annual financial statements before submission to Board for approval examination of financial statements and the Auditors Report thereon, approval of transactions of the company with related parties , grant omnibus approval, scrutiny of inter corporate loans and investments, evaluation of internal financial controls, risk management system, review the functioning of Whistle Blower Mechanism, Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate etc.

It is also empowered to review financial statements of unlisted subsidiary companies, Management Discussion and Analysis Report.

**b) Nomination and Remuneration Committee**

The Nomination & Remuneration Committee comprises of Mr. Rajendra Chiranjilal Saraf (Chairman), Mr. Rushabh Predeep Shroff (Member) and Ms. Vasudha Jatia (Member).

The Committee adopted terms of reference stating role and scope of activities of the committee as prescribed under section 178 of Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

The Company secretary is the Secretary to the Committee.

**Brief Description of terms of reference :**

i) formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;

ii) formulation of criteria for evaluation of performance of independent directors and the Board.

iii) devising a policy on diversity of board of directors;

iv) identifying persons who are qualified to become directors and persons who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.

The Company Secretary is the Secretary to the Committee.

One Committee meetings was held on 6th February, 2017. The attendances at the meeting was as under:

| Sr. No. | Name of the Directors | Designation | No of Meetings held | No. of Meetings attended |
|---|---|---|---|---|
| 1 | Mr. Rajendra Chiranjilal Saraf | Chairman | 1 | 1 |
| 2 | Mr. Rushabh Pradeep Shroff | Member | 1 | 1 |
| 3 | Ms. Vasudha Jatia [Appointed w.e.f. 05.11.2016] | Member | 1 | 1 |

The policy of the Company on Directors' appointment and remuneration including criteria for deremining qualifications, of a Director and other matters and policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees can be viewed at company's website at www.pudumjeeindustries.com

**c) Stakeholders Relationship Committee :**

The Stakeholders Relationship Committee comprises of Mr. Rajendra Chiraljilal Saraf (Chairman), Mr. Rushabh Pradeep Shroff (Member) and Mr. Gautam Nandkishore Jajodia (Member). Mr. J. W. Patil, Company secretary is the Compliance Officer of the Company.

Its terms of reference include review of complaints of shareholders/investors, the Company's performance on redressal of complaints and to look into the correspondence with Securities & Exchange Board of India (SEBI) and the Stock Exchanges concerning Investor's Complaints.

During the year 2016-2017, No complaint was received from investor, through Securities and Exchange Board of India (SEBI) or Stock Exchanges. No complaints are pending for resolution.

The status on the total number of investors' complaints received and resolved during FY 2016-17 is as follows:

| Type | Nos. |
|---|---|
| Complaints regarding non-receipt of dividend, shares lodged for transfer | Nil |
| Complaints received from the shareholders through SEBI and other statutory bodies and resolved | Nil |
| Complaints redressed out of the above | Nil |
| Pending complaints as on 31-03-2017 | |

During the year 2016-17 Four Committee meetings were held on 30th May, 2016, 2nd August, 2016, 5th November, 2016 and on 6th February, 2017. The attendances at these meetings was as under:

| Sr. No. | Name of the Directors | Designation | No of Meetings held | No. of Meetings attended |
|---|---|---|---|---|
| 1 | Mr. Rajendra Chiranjilal Saraf | Chairman | 4 | 4 |
| 2 | Mr. Rushabh Pradeep Shroff | Member | 4 | 4 |
| 3 | Mr. G. N. Jaodia | Member | 4 | 4 |

**Compliance Officer :**

Mr. J.W.Patil, Company Secretory, who is the compliance officer can be contacted at Tel. 020-40773333 fax : 020-40773388, e-mail : jagdish.patil@pudumjee.com.

**Other Committees:**

Details of other committees are given in the Directors Report.

**d) General Body Meetings:**

i) Annual General Meetings during the past three years were held at Thergaon, Pune 411 033 at 9.00 a.m. (ST)., The following Special Resolutions were passed in the previous three Annual General Meetings:

| Financial Year | Date of Meeting | Special Resolutions passed |
|---|---|---|
| 2013-14 | 15th September, 2014 | Special Resolution<br>i) for appointment, remuneration and other terms of Mr.Gautam Nanadkishore Jajodia as Executive Director from 1st September, 2013.<br>ii) to borrow monies from time to time from any one or more bodies corporate or financial institutions, banks or any entity or any person or persons not exceed to Rs. 1000 crores<br>iii) to invite and accept deposits from the members of the Company, not exceeding the limits laid down under the Companies (Acceptance of Deposits) Rules, 2014. |
| 2014-15 | 21st September, 2015 | Special Resolution<br>i) for appointment, remuneration and other terms of Mr. Gautam Nanadkishore Jajodia as Executive Director from 1st April, 2015.<br>ii) Special Resolution for acceptance of Fixed Deposits from members. |
| 2015-16 | 19th September, 2016 | Special Resolution<br>i) for approval of shareholders for material related party transactions.<br>ii) For change of name of the Company. |

**ii) Extra Ordinary General Meeting (EGM)**

During the year no Extra Ordinary General Meeting was held.

**iii) Postal Ballot**

No resolution had been passed in previous year by way of post ballot.

No business is proposed to be transacted in the ensuing Annual General Meeting requiring by way of Postal Ballot.

**COMPANY POLICIES:**

The following policies are hosted on website of the Company www.pudumjeeindustries.com.

Policy for determining 'Material' Subsidiaries.

Policy on Evaluation of Performance of Directors and the Board

Policy on Related Party Transactions

Policy on Board Diversity

Criteria for selection of candidate for Senior Management and Members on the Board of Directors.

Vigil Mechanism

Whistle Blower Policy

Remuneration Policy

**Other Policies under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Determination of materiality Policy**

In accordance with the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has framed Policy for determination of Materiality for disclosure of events or information. The same has been hosted on the website of the company www.pudumjeeindustries.com

**Further the Company has also framed**

i) Policy for preservation of documents

ii) Archival Policy

iii) Policy on determination of Materiality for Disclosures

which are available on the website of the company www.pudumjeeindustries.com.

As required under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated the policy on Related Party Transactions, Policy on Materiality and the same are hosted on company's website www.pudumjeeindustries.com.

The Company has formulated the policy for determining 'material' subsidiaries as defined under Listing Regulations. The policy is also available on company's website www.pudumjeeindustries.com.

The Company does not have any material unlisted subsidiary. The minutes of the subsidiary companies are placed before the Board of Directors of the Company and the attention of directors is drawn to significant transactions and arrangements entered into by subsidiary companies. The performance of its subsidiaries is also reviewed by the Board periodically.

**CEO/CFO Certification:**

As required under Regulation 17(8) of the Listing Regulations the Executive Director and Chief Financial Officer have certified to the Board that Audited Financial statements for the financial year ended 31st March, 2017 do not contain any untrue statement and that these statements represent a true and fair view of the company's affairs and other matters as specified there under.

**Disclosures:**

a) As disclosed in the accompanying accounts, wherever required, full provision has been made relating to transactions with subsidiary and associate Companies. There are no material significant related party transactions during the year.

b) There were no instances of non compliance by the Company, nor were any penalties or strictures imposed on the Company by Stock Exchanges, SEBI or any statutory authority on any matter relating to capital markets during the last three years.

c) As per the Whistle Blower Policy implemented by the Company. The Directors, employees and other stakeholders are free to report illegal or unethical behavior, actual or suspected fraud to the Chairman of the Audit Committee of the Company. No personnel has been denied access to the Audit Committee. The said policy may be referred at the company's webstde www.pudumjee.industries.com.

All the Mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with as detailed in this annexure. The non mandatory requirements have been complied with wherever required e.g. unmodified audit opinion.

d) In terms of SEBI LODR 2015 the Company has its "Risk Management Policy and Mitigation measures" and is adopted by the Board. The Board/Audit Committee periodically reviews the risks and the measures to mitigate the same.

e) The Company has complied with the Corporate Governance requirements as specified in Reg. 17 to 27 and Clause (b) to (i) of sub regulation 2 of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

f) Disclosure of Commodity price risk and commodity hedging activities-Not Applicable.

g) Foreign Exchange risk and hedging activities- The company usually takes short term cover again foreign exchange rates moving upwards and guard itself from probable losses.

**Means of Communication**

a) The Company has published its quarterly and half yearly results giving the required particulars in the "Financial Express" and "Loksatta" (Regional Language).

b) These results are also posted on Company's website www.pudumjeeindustries.com.

c) The Company has created a dedicated E-mail ID for investor's complaints viz. inv_compl_pail@pune.pudumjee.com

d) The Code of conduct adopted by the Board of Directors is also posted on Company's aforesaid website.

**Disclosure of Shares lying in Unclaimed Suspense Account.**

Pursuant to Regulation 34(3) and item 'F' of Schedule V to SEBI (listing Obligations and Disclosure Requirement) Regulations, 2015, the details in respect of shares lying in the unclaimed suspense account as on 31st March, 2017 is as under.

| Particulars | No. of Shareholders | No. of Shares |
|---|---|---|
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year, 1st April, 2016. | 172 | 1,02,500 |
| Number of shareholders who approached the company for transfer of shares from suspense account during the year. | Nil | Nil |
| Number of shareholders/legal heirs to whom shares were transferred from suspense account upon receipt and verification of necessary documents during the year. | Nil | Nil |
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year, 31st March, 2017. | 172 | 1,02,500 |

There were no requests pending for want of necessary documents from the shareholders/legal heirs. Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Shareholders may get in touch with the Company/RTA for any further information in this matter.

**General Information for Shareholders:**

**Annual General Meeting**

| | | |
|---|---|---|
| 1. | Date & Time | Monday, 24th July, 2017 at 10.00 a.m. |
| 2. | Venue of AGM | Registered Office of the Company at Thergaon, Pune 411 033 |
| 3. | Financial Year | 1st April to 31st March |
| | **Financial Calendar (Tentative)** | |
| 1. | Date of Book Closure | Wednesday 12th July, 2017 to Monday, 24th July, 2017 |
| 2. | Last date for receipt of Proxy Form | 22nd July, 2017 (Before 10.00 a.m.) |
| 3. | Board Meeting for Consideration of unaudited results for first three quarters | Within 45 days from the end of the each quarter |
| **4.** | **Listing on Stock Exchanges and Scrip code:** | |
| | BSE Limited<br>Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street, Mumbai 400 001. | 516092 |
| | The National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI 400 051. | PDUMJEIND |
| | NSDL and CDSL Demat Stock Code | INE105C01023 |
| 5 | E-mail ID for Investor Complaints | inv_compl_pail@pune.pudumjee.com |
| 6 | Registrars & Share Transfer Agents: | Satellite Corporate Services Pvt. Ltd.<br>B-302, Sony Apartment, Opp. St. Jude High School,<br>Off Andheri Kurla Road, Jarimari, Sakinaka,<br>Mumbai 400072<br>Tel. : 022-28520461/62<br>Fax : 022-28511809<br>E-mail: service@satellitecorporate.com |

This is a Common Agency looking after all the work related to share registry in terms of both physical and electronic connectivity (as per directions of SEBI).

Note: Shareholders holding shares in Electronic Mode should address all correspondence to their respective Depository Participants.

| | | |
|---|---|---|
| 7 | Any other inquiry: | Company Secretary,<br>Pudumjee Industries Ltd.,<br>Thergaon, Pune 411 033.<br>Tel. : 91-20-40773333<br>Fax : 91-20-40773388<br>E-mail : jagdish.patil@pudumjee.com<br>sk@pune.pudumjee.com<br>Dedicated email id for investor complaints.<br>Inv_compl_pail@pune.pudumjee.com |
| 8 | Plant Location | Thergaon, Pune 411 033. |

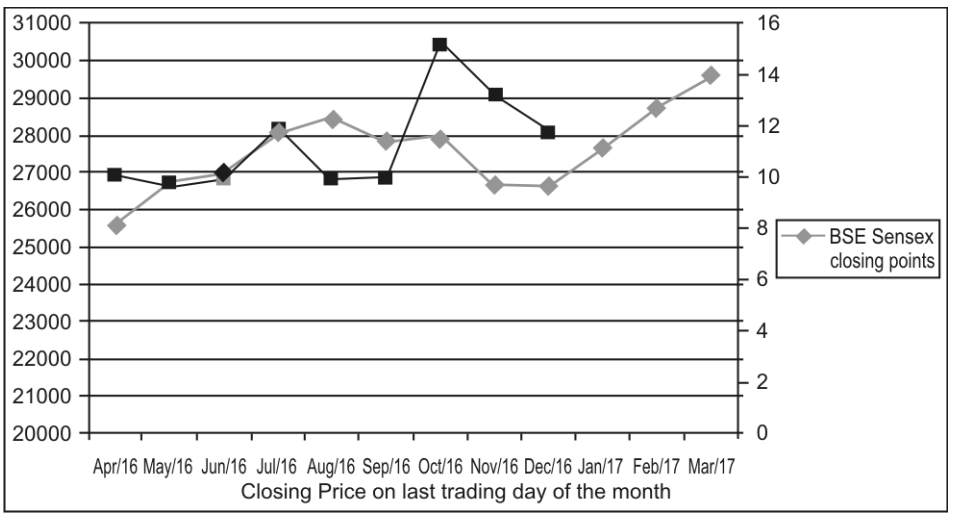
**Market share Price Data: (In ₹)**

| Month | BSE Limited | | | National Stock Exchange of India Ltd. | | |
|---|---|---|---|---|---|---|
| Month | High Price | Low Price | Close Price | High Price | Low Price | Close Price |
| Apr-16 | 10.50 | 9.06 | 10.05 | 10.80 | 9.00 | 9.85 |
| May-16 | 10.97 | 9.35 | 9.71 | 10.85 | 9.05 | 9.90 |
| Jun-16 | 11.40 | 9.00 | 9.99 | 11.00 | 9.00 | 10.05 |
| Jul-16 | 13.64 | 9.60 | 11.84 | 13.65 | 9.90 | 11.45 |
| Aug-16 | 13.98 | 9.50 | 9.99 | 13.70 | 9.95 | 10.20 |
| Sep-16 | 10.44 | 9.47 | 9.96 | 11.00 | 9.30 | 9.55 |
| Oct-16 | 20.00 | 9.61 | 15.19 | 19.90 | 9.55 | 15.10 |
| Nov-16 | 15.94 | 10.66 | 13.18 | 15.80 | 10.45 | 13.35 |
| Dec-16 | 13.75 | 10.66 | 11.79 | 14.00 | 10.60 | 11.20 |
| Jan-17 | 12.71 | 11.15 | 11.60 | 12.70 | 11.15 | 11.25 |
| Feb-17 | 13.19 | 10.05 | 10.73 | 13.50 | 10.20 | 10.60 |
| Mar-17 | 12.65 | 10.05 | 10.90 | 12.60 | 10.00 | 10.80 |

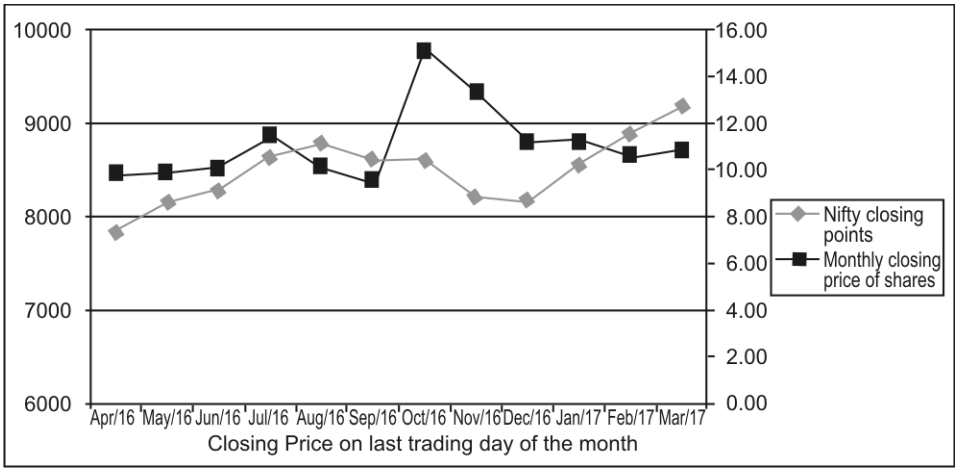
**Performance in comparison to broad based indexes viz. BSE SENSEX and NSE NIFTY**

**Pudumjee Industries share price movement v/s BSE SENSEX**

**April, 2016 to March, 2017**



**Pudumjee Industries share price movement v/s NSE Nifty**
**April, 2016 to March, 2017**




**Shareholding pattern and distribution pattern of shares as at 31st March, 2017:**

| SHAREHOLDING PATTERN | | |
|---|---|---|
| **Category of shareholder** | **No. of shares** | **% of shares held** |
| **PROMOTER AND PROMOTER GROUP** | | |
| Individual /Hindu Undivided Family | 25,00,962 | 13.89 |
| Bodies Corporate | 102,08,380 | 56.71 |
| Individuals (Non-Resident Individuals /Foreign Individuals) | 3,00,000 | 1.67 |
| **PUBLIC SHAREHOLDING** | | |
| Financial Institutions /Banks | 500 | 0.00 |
| Foreign Institutional Investors | 20,000 | 0.11 |
| Bodies Corporate | 4,43,191 | 2.46 |
| Others : Clearing Members, HUF, Directors and Relatives | 3,23,869 | 1.80 |
| Individuals | 41,72,283 | 23.19 |
| Non resident Indians | 30,815 | 0.17 |
| **GRAND TOTAL** | **180,00,000** | **100.00** |

**DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2017.**

| No. of shares | No. of shareholders | No. of Shares held | Percentage of Capital |
|---|---|---|---|
| 1-2500 | 3,768 | 18,68,978 | 10.38 |
| 2501- 5000 | 102 | 3,94,685 | 2.19 |
| 5001- 10000 | 38 | 2,94,855 | 1.64 |
| 10001-20000 | 24 | 3,42,399 | 1.90 |
| 20001 & Above | 37 | 150,99,083 | 83.89 |
| **GRAND TOTAL** | **3969** | **180,00,000** | **100.00** |

**Dematerialization of Shares and Liquidity**

The electronic holding of shares as on 31st March 2017 through NSDL and CDSL are as under.

| Particulars | Equity Shares % | |
|---|---|---|
| | **2017** | 2016 |
| NSDL | **90.11** | 91.30 |
| CDSL | **6.74** | 5.51 |
| **Total** | **96.85** | 96.81 |

For details on the Shareholding pattern, kindly refer Form MGT-9 appended to the Boards' Report of this Annual Report.

Trading in equity shares of the Company is permitted in dematerialized form only as per the notification issued by Securities and Exchange Board of India (SEBI). Non-promoters'' share holding is 27.73% and the liquidity of the stock is fairly good.

The Company has not issued any GDR/ADR etc. and also is not dealing in Commodities, foreign exchange and hedging activities.

**Listing fees**

Listing fees for the year 2017-2018 have been paid in full to both Stock Exchanges viz. BSE Limited, and National Stock Exchange of India Limited.

**Share Transfer System:**

The Share transfers in physical form are presently processed and the Share Certificates returned within a period of 45 days from the date of receipt subject to the documents being in order in all respects.

**Certificate of Compliance:**

The certificate of Compliance with requirements of Corporate Governance by the Company, issued by Parikh & Associates, Company Secretaries is annexed.

On behalf of the Board of Directors,

Date : 23rd May, 2017
Place: Mumbai

**(G. N. Jajodia)**
Chairman

## DECLARATION UNDER REGULATION 26(3) READ WITH PARA D OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT

Pursuant to Regulation 26(3) read with Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management personnel of the Company have affirmed compliance to their respective Codes of Conduct, as applicable to them for the Financial Year ended March 31, 2017.

**For Pudumjee Industries Limited**

Place : Mumbai
Dated : 23rd May, 2017

**G. N. Jajodia**
Chairman

## PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of
Pudumjee Industries Ltd.,

We have examined the compliance of the conditions of Corporate Governance by Pudumjee Industries Limited (the Company) for the year ended on March 31, 2017, as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement and the Listing Regulations applicable for the respective periods as mentioned above.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Parikh & Associates**
Practising Company Secretaries

**P. N. PARIKH**
Partner
FCS:327 CP:1228

Mumbai,
Dated : 23rd May, 2017

## Form AOC-2

**Particulars of Contract, or Arrangements with Related Parties**

Pursuant to clause (h) of sub-section 3 of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.

**Details of Contracts or arrangements or Transactions not at arm's length basis :**

(a) Name(s) of related party and nature of relationship : Pudumjee Paper Products Limited (PPPL) a related party under section 2 (76) (v)

(b) Nature of the contract/arrangement/transactions : To avail the Common services, telephone, electricity, computer etc. at cost basis from PPPL.

(c) Duration of the contract/arrangement/transactions : Continuous Arrangement

(d) Salient terms of the contract or arrangement or transactions including value, if any :

1. Monetary Value : about ₹ 5 Lacs for each financial year.

2. Nature, material terms and particulars of arrangement : to avail Common Services such as telehpone, electricity, computer etc on cost basis.

(e) Justification for entering into such contract or arrangement or transactions :

To avail common services from PPPL in mutual interest for continuance of day to day commercial operations of the Company.

(f) Date(s) of approval by the Board : 23rd May, 2017

(g) Amount paid as advance(s), if any : Nil

(h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188 : The approval of shareholders will be obtained in the 52nd Annual General Meeting of the Company to be held on 24th July, 2017

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

(a) Name(s) of related party and nature of relationship : Not Applicable

(b) Nature of contract/arrangement/transactions: Not Applicable

(c) Duration of the contract/arrangement/transactions : Not Applicable

(d) Salient terms of the contract or arrangement or transactions including value, if any : Not Applicable

(e) Justification for entering into such contract or arrangement or transactions : Not Applicable

(f) Date(s) of approval by the Board : Not Applicable

(f) Amount paid as advance(s), if any : Not Applicable

(g) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188 : Not Applicable

Note: The above disclosures on material transactions are based on the principle that transactions with wholly owned subsidiaries are exempt for the purpose of section 188(1) of the Act.

On behalf of the Board of Directors,

Date : 23rd May, 2017
Place: Mumbai

**G. N. Jajodia**
Chairman

## INDEPENDENT AUDITOR'S REPORT

To
The Members of
Pudumjee Industries Ltd.,

We have audited the accompanying standalone financial statements of Pudumjee Industries Ltd ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its Loss and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016(" the Order") issued by the Central Government of India in terms of sub section (11) of Section 143 of the Act , We give in the Annexure 'A' statement on the matters specified in paragraph 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act,

   (a) We have sought and obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) With respect to the adequacy of the internal financial controls our financial reporting of the company and operating effectiveness of such controls, refer to our separate report in Annexure 'B' and

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the pending litigations in its financial statements, which may impact its financial position [Refer Note 21.06 (a) (ii)];

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.

      iv The Company has provided requisite disclosures to its standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company [Refer Note 21.14].

For **Khare and Company**
Chartered Accountants
FRN 105100W

Place of Signature : Pune
Date : 23rd May, 2017.

**Y. P. SHUKLA**
Proprietor
Membership No. 16203

## ANNEXURE 'A' TO INDEPENDENT AUDITORS' REPORT

Referred to in Paragraph 1 under the heading of "report on other legal and regulatory requirements" of our report of even date of the financial statements for the year ended 31st March 2017

i. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;

b) As explained to us, the fixed assets have been physically verified by the Management at the end of the year. It has been reported to us that, no material discrepancies have been noticed on such verification. In our opinion the periodicity of verification is reasonable;

c) According to the information and explanations given to us, the title deeds of immovable property are in the name of the Company;

ii The Company has no Inventories;

iii. The Company has given unsecured loans to a three companies covered in the register maintained under Section 189 of the Companies Act, 2013,

a) In our opinion, the terms and conditions of the loans given are not prima facie prejudicial to the interest of the company;

b) The company to whom loans have been given by the Company are regularly repaying the principal amounts and interest thereon wherever applicable as stipulated;

c) There are no overdue amounts in respect of the loans given by the Company;

iv. In our opinion, and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 with respect to the loans and investments made;

v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 and rules framed there under;

vi. The Central Government has not prescribed the maintenance of Cost Records under section 148(1) of the Companies Act, 2013 for any of the services rendered by the Company;

vii. a) According to the information and explanations given to us and on the basis of the records of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues have been regularly deposited during the year with the appropriate authorities.

According to the information and explanations given to us there are no undisputed statutory dues referred above as on 31st March, 2017 outstanding for a period of more than six months from the date they became payable;

b) According to the information and explanations given to us, the disputed statutory dues aggregating to ₹.179.31 lacs that have not been deposited on account of disputes and matters pending before appropriate authorities are as under:

| S. No | Nature of the Dues | Forum where the dispute is Pending | Amount ₹ in lacs |
|---|---|---|---|
| 1 | Sales Tax | High Court Madhya Pradesh | 179.31 |

viii. According to the information and explanations given to us, the Company has not made any default in repayment of loans or borrowings to financial institutions, banks or to Government. The Company does not have any outstanding debentures;

ix. The Company has not raised money by way of initial public offer or further public offer and term loans;

x. To the best of our knowledge and belief, and according to the information and explanations given to us by the management, no fraud on or by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit;

xi. The Company has not paid the managerial remuneration during the year except directors fees;

xii. Since the Company does not fall into the category of a Nidhi Company, this clause is not applicable to the Company;

xiii. According to the information and explanations given to us, all transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and have been disclosed in the financial statement as required by the applicable accounting standards;

xiv. According to the information and explanations given to us and based on our examinations of records of the company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review;

xv. According to the information and explanations given to us and based on our examinations of records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him during the year;

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For KHARE & CO.**
Chartered Accountants
FRN 105100W

**Y P SHUKLA**
Proprietor
Membership No. 16203

Place of Signature : Pune
Dated : 23rd May, 2017.

## ANNEXURE 'B' TO INDEPENDENT AUDITORS' REPORT

Referred to in Paragraph 2 ( f ) under the heading of "report on other legal and regulatory requirements" of our report of even date of the financial statements for the year ended 31st March 2017.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Pudumjee Industries Ltd ('the Company') as of 31st March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over

financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by The Institute of Chartered Accountants of India.

**For KHARE & CO.**
Chartered Accountants
FRN 105100W

**Y P SHUKLA**
Proprietor
Membership No. 16203

Place of Signature : Pune
Dated 23rd May 2017

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## BALANCE SHEET AS AT 31ST MARCH, 2017

| Particulars | Note No. | As at 31/03/2017 | As at 31/03/2016 |
|---|---|---|---|
| | | **( ₹. in lacs)** | ( ₹. in lacs) |
| **I. EQUITY AND LIABILITIES** | | | |
| **(1) Shareholders' Funds** | | | |
| (a) Share Capital | 1 | **360.00** | 360.00 |
| (b) Reserves and Surplus | 2 | **3,033.05** | 3,045.85 |
| **(2) Non-Current Liabilities** | | | |
| (a) Long-term borrowings | 3 | **1,801.16** | 1,637.82 |
| (b) Deferred tax liabilities (Net) | | **10.20** | 9.00 |
| (c) Other Long-term Liabilities | 4 | **25.00** | 25.13 |
| (d) Long term provisions | 5 | **–** | 4.50 |
| **(3) Current Liabilities** | | | |
| (a) Short-term borrowings | 6 | **0.33** | 0.33 |
| (b) Trade payables | 7 | **23.03** | 8.28 |
| (c) Other current liabilities | 8 | **4.71** | 0.78 |
| (d) Short-term provisions | 9 | **–** | 1.10 |
| **Total** | | **5,257.48** | 5,092.79 |
| **II. Assets** | | | |
| **(1) Non-current assets** | | | |
| (a) Fixed assets | | | |
| Tangible assets | 10 | **69.10** | 72.09 |
| (b) Non-current investments | 11 | **3,272.16** | 3,272.16 |
| (c) Long term loans and advances | 12 | **1,873.92** | 1,666.07 |
| **(2) Current assets** | | | |
| (a) Trade receivables | 13 | **8.45** | 45.81 |
| (b) Cash and Bank Balances | 14 | **10.24** | 13.14 |
| (c) Short Term Loans & Advances | 15 | **23.61** | 23.52 |
| **Total** | | **5,257.48** | 5,092.79 |

OTHER NOTES AS PER NOTE 21

As per our Report of date attached

For **KHARE & CO.,**
Chartered Accountants

**Y. P. SHUKLA**
Proprietor

Place : Mumbai
Dated : 23rd May,2017

On behalf of the Board

**G. N. JAJODIA**
Chairman & Executive Director

**J. W. PATIL**
Company Secretary & C.F.O.

**R. C. SARAF**
Director

Place : Mumbai
Dated : 23rd May,2017

## PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2017

| Particulars | | Note No. | Year Ended 31.03.2017 ( ₹. in lacs) | Year Ended 31.03.2016 ( ₹. in lacs) |
|---|---|---|---|---|
| I. | Revenue from operations | 16 | **14.80** | 8.86 |
| II. | Other Income | 17 | **227.35** | 240.94 |
| III. | **Total Revenue (I + II)** | | **242.15** | 249.80 |
| IV. | Expenses: | | | |
| | (1) Employees' Cost | 18 | **10.63** | 11.28 |
| | (2) Finance Cost | 19 | **199.38** | 164.57 |
| | (3) Depreciation | 10 | **6.91** | 6.77 |
| | (4) Other Expenses | 20 | **36.83** | 42.66 |
| | **Total Expenses** | | **253.75** | 225.28 |
| V. | Exceptional items/Extraordinary Items | | **–** | – |
| VI. | **Profit/(Loss) before tax of continuing operations (IX-X)** | | **(11.60)** | 24.52 |
| VII. | Tax expense: | | | |
| | (1) Current tax | | – | – |
| | (2) Deferred tax | | **1.20** | 0.64 |
| VIII. | **Profit/(Loss) for the Year** | | **(12.80)** | 23.88 |
| IX. | Earning per equity share : | | | |
| | Basic & Diluted | | **(0.07)** | 0.13 |

OTHER NOTES AS PER NOTE 21

As per our Report of date attached

For **KHARE & CO.,**
Chartered Accountants

**Y. P. SHUKLA**
Proprietor

Place : Mumbai
Dated : 23rd May,2017

On behalf of the Board

**G. N. JAJODIA**
Chairman & Executive Director

**J. W. PATIL**
Company Secretary & C.F.O.

**R. C. SARAF**
Director

Place : Mumbai
Dated : 23rd May,2017

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

| | Particulars | | 2016-2017 (₹ In lacs) | | 2015-2016 (₹ In lacs) |
|---|---|---|---|---|---|
| **A.** | **CASH FLOW FROM OPERATING ACTIVITIES:** | | | | |
| | **Net Profit before Taxation & Extraordinay items** | | **(11.60)** | | 24.52 |
| | Adjustments For : | | | | |
| | Depreciation | **6.91** | | 6.77 | |
| | Interest & Financial Charges | **199.38** | | 164.57 | |
| | Loss on sale of Fixed Assets | **0.01** | | – | |
| | Other Income | **(226.88)** | | (184.07) | |
| | | | **(20.58)** | | (12.73) |
| | **Operating Profit before Working Capital Changes** | | **(32.18)** | | 11.79 |
| | (Increase )/Decrease in Debtors | **37.36** | | (45.81) | |
| | (Increase )/Decrease in Advances | **3.27** | | (6.02) | |
| | Increase /(Decrease) in Liabilities | **12.95** | | 13.85 | |
| | | | **53.58** | | (37.98) |
| | **Cash Generated from operations** | | **21.40** | | (26.19) |
| | Income Tax (paid) / Refund Received (Net) | | **(22.03)** | | (13.17) |
| | **Cash Flow before Extraordinary Items** | | **(0.63)** | | (39.36) |
| | Extra ordinary items | | **–** | | – |
| | Net cash from Operating Activities | | **(0.63)** | | (39.36) |
| **B.** | **CASH FLOW FROM INVESTING ACTIVITIES** | | | | |
| | Purchase of Fixed Assets | | **(3.93)** | | – |
| | Change in Loans & Advances | | **(189.18)** | | (352.35) |
| | Interest Received | | **203.24** | | 173.83 |
| | Dividend Received | | **23.64** | | 10.24 |
| | **Net cash from / (used) in Investing Activities** | | **33.77** | | (168.28) |
| **C.** | **CASH FLOW FROM FINANCING ACTIVITIES** | | | | |
| | Receipt / (Repayment) of Long Term Borrowings | | **163.34** | | 381.18 |
| | Payment of Interest | | **(199.38)** | | (164.57) |
| | Net cash from / (used) in Financing Activities | | **(36.04)** | | 216.61 |
| | Net change in Cash & Cash Equivalents (A+B+C) | | **(2.90)** | | 8.97 |
| | Cash & Cash Equivalents (Opening Balance) | | **13.14** | | 59.34 |
| | Add : Amount adjusted pursuant to Scheme of Arrangement (with reference to Provisional Balance Sheet as at 31st March, 2015) | | **–** | | (55.17) |
| | Cash & Cash Equivalents (Closing Balance) | | **10.24** | | 13.14 |

Note: Figures in brackets represent cash outflows.

NOTES AS PER NOTE 21

As per our Report of date attached

For **KHARE & CO.,**
Chartered Accountants

**Y. P. SHUKLA**
Proprietor

Place : Mumbai
Dated : 23rd May,2017

On behalf of the Board

**G. N. JAJODIA**
Chairman & Executive Director

**J. W. PATIL**
Company Secretary & C.F.O.

**R. C. SARAF**
Director

Place : Mumbai
Dated : 23rd May,2017

## NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2017

| NOTE '1' - SHARE CAPITAL | AS AT 31.03.2017 | AS AT 31.03.2016 |
|---|---|---|
| **AUTHORISED** | **( ₹. in lacs)** | ( ₹. in lacs) |
| 12,50,00,000 Equity Shares of ₹ 2/- each | **2,500.00** | 2,500.00 |
| | **2,500.00** | 2,500.00 |
| **ISSUED, SUBSCRIBED AND FULLY PAID UP** | | |
| 1,80,00,000 Equity Shares of ₹ 2/- each | **360.00** | 360.00 |

**1.1 The reconciliation of the number of Equity shares outstanding :**

| Particulars | AS AT 31.03.2017 | AS AT 31.03.2016 |
|---|---|---|
| | No. of Shares | No. of Shares |
| Equity Shares at the beginning and end of the year | **18,000,000** | 18,000,000 |

**1.2 The details of Shareholders holding more than 5% shares**

| | AS AT 31.03.2017 | | AS AT 31.03.2016 | |
|---|---|---|---|---|
| Name of the Shareholder | **No. of Shares** | **% held** | No. of Shares | % held |
| Pudumjee Investment & Finance Co.Ltd. | **3,945,790** | **21.92** | 3,945,790 | 21.92 |
| Thacker & Co.Ltd. | **2,520,210** | **14.00** | 2,520,210 | 14.00 |
| Mr.Sanjay M.Jatia | **999,995** | **5.56** | 9,99,995 | 5.56 |
| Mr.Arunkumar M.Jatia | **929,000** | **5.16** | 9,29,000 | 5.16 |
| Suma Commercial Pvt.Ltd. | **1,848,525** | **10.27** | 18,48,525 | 10.27 |
| Pudumjee Pulp & Paper Mills Ltd. | **956,725** | **5.32** | 956,725 | 5.32 |
| Yashowardhan Jatia Trust | **1,571,862** | **8.73** | – | – |
| (Mr.Arunkumar M.Jatia,Mr.Gautam N.Jajodia Trusties of Trust) | | **–** | | – |

| NOTE '2' - RESERVES & SURPLUS | | AS AT 31.03.2017 | | AS AT 31.03.2016 |
|---|---|---|---|---|
| | | **( ₹. in lacs)** | | ( ₹. in lacs) |
| **GENERAL RESERVE** | | | | |
| As per last Balance Sheet | **622.87** | | 1,400.00 | |
| Less:Reduction on Demerger | **–** | **622.87** | (777.13) | 622.87 |
| **SHARE PREMIUM ACCOUNT** | | | | |
| As per last Balance sheet | | **1,197.48** | | 1,197.48 |
| **CAPITAL RESERVE** | | | | |
| On Reissue of forfeited shares | | **0.44** | | 0.44 |
| **SURPLUS IN PROFIT & LOSS ACCOUNT** | | | | |
| Balance in Profit & Loss Account | **1,225.06** | | 1,362.03 | |
| Less:Reduction on Demerger | **–** | | (160.85) | |
| Add: Profit/(Loss) for the period | **(12.80)** | | 23.88 | |
| | | **1,212.26** | | 1,225.06 |
| | | **3,033.05** | | 3,045.85 |

## NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2017 (Contd.)

| | | | AS AT 31.03.2017 | AS AT 31.03.2016 |
|---|---|---|---|---|
| | | | ( ₹. in lacs) | ( ₹. in lacs) |
| **NOTE '3' - LONG TERM BORROWINGS** | | | | |
| **Unsecured Borrowings** | | | | |
| Deposits from Associates | | | **1,801.16** | 1,637.82 |
| Total | | | **1,801.16** | 1,637.82 |
| **NOTE '4' - OTHER LONG TERM LIABILITIES** | | | | |
| Sundry Creditors | | | **25.00** | 25.13 |
| | | | **25.00** | 25.13 |
| **NOTE '5' - LONG TERM PROVISIONS** | | | | |
| Provision for Diminution in value of Long term Investments | | | | |
| As per Last Balance Sheet | | | **60.00** | 60.00 |
| | | | **60.00** | 60.00 |
| Less : Deducted per contra from Investment | | | **60.00** | 60.00 |
| | | | **–** | – |
| Provision for Doubtful Debts & Advances | | | | |
| As per last Balance Sheet | **9.35** | | | 79.86 | |
| Less : Transfer on Demerger | **–** | | | 70.51 | |
| Less : Doubtful per contra | **9.35** | | | 9.35 | |
| | | | **–** | – |
| Provision for Gratuity | | | **–** | 4.50 |
| | | | **–** | 4.50 |

## NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2017 (Contd.)

| | AS AT 31.03.2017 ( ₹. in lacs) | AS AT 31.03.2016 ( ₹. in lacs) |
|---|---|---|
| **NOTE '6' - SHORT TERM BORROWINGS** | | |
| **Unsecured Borrowings** | | |
| Other Deposits | **0.33** | 0.33 |
| Total | **0.33** | 0.33 |

Note (a) : There has been no default in repayment of Loan & Payment of Interest in respect of any of aforesaid borrowings.

| | | |
|---|---|---|
| **NOTE '7' - TRADE PAYABLE** | | |
| Sundry Creditors | **23.03** | 8.28 |
| | **23.03** | 8.28 |
| **NOTE '8' - OTHER CURRENT LIABILITIES** | | |
| Unclaimed dividend | **0.78** | 0.78 |
| Other Liabilities | **3.93** | – |
| | **4.71** | 0.78 |
| **NOTE '9' - SHORT TERM PROVISIONS** | | |
| Provision for Taxation (Less Advance Tax etc) | **–** | – |
| Provision for Leave Encashment | **–** | 1.10 |
| | **–** | 1.10 |

## NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2017 (Contd.)

**NOTE '10' - TANGIBLE FIXED ASSETS (At Cost)** (₹. in lacs)

| TYPE OF ASSETS | Cost upto 31.3.2016 | Additions/ Transfers during the Year | Deductions/ Transfers during the Year | Balance Cost upto 31.03.2017 | Depreciation upto 31.3.2016 | Depreciation for the year | Depreciation on sold Assets and on deductions written back | Depreciation Balance as on 31.03.2017 | Net Book Value as on 31.03.2017 | Net Book Value as on 31.3.2016 |
|---|---|---|---|---|---|---|---|---|---|---|
| **TANGIBLE ASSETS** | | | | | | | | | | |
| Land - Freehold - Leased | 7.10 | - | - | 7.10 | - | - | - | - | 7.10 | 7.10 |
| Building | 5.79 | - | - | 5.79 | 2.75 | 0.09 | - | 2.84 | 2.95 | 3.04 |
| Building-Leased | 255.35 | 3.93 | - | 259.28 | 193.41 | 6.82 | - | 200.23 | 59.05 | 61.94 |
| Furniture & Fixtures | 1.40 | - | 1.40 | - | 1.39 | - | 1.39 | - | - | 0.01 |
| Total | 269.64 | 3.93 | 1.40 | 272.17 | 197.55 | 6.91 | 1.39 | 203.07 | 69.10 | 72.09 |
| Previous year | 4,335.76 | - | 4,066.12 * | 269.64 | 2,269.65 | 6.77 | 2,078.87 * | 197.55 | 72.09 | 2,066.11 |

## NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2017 (Contd.)

| | | AS AT 31.03.2017 (₹. in lacs) | AS AT 31.03.2016 ( ₹. in lacs) |
|---|---|---|---|
| **NOTE '11' - NON CURRENT INVESTMENTS** | | | |
| LONG TERM INVESTMENTS (AT COST) | | | |
| TRADE INVESTMENTS : | | | |
| **Investment in Subsidiary Companies :** | | | |
| 300,00,000 | Equity Shares of Pudumjee Hygiene Products Ltd. of Rs. 10/- each fully paid up. (unquoted) | **315.30** | 315.30 |
| 50,000 | Equity Shares of Pudumjee Holding Ltd. Shares of Rs. 10/- each fully paid up (unquoted) | **5.00** | 5.00 |
| **Investments In Associates:** | | | |
| 34,12,850 | Equity shares of Pudumjee Pulp & Paper Mills Ltd. of Rs. 2/- each fully paid (quoted) | **90.70** | 90.70 |
| 168,13,769 | Equity Shares of Pudumjee Paper Products Ltd. of Re.1/- each fully paid up. (quoted) | **2,861.16** | 2,861.16 |
| 6,75,000 | Equity shares of Pudumjee Plant Laboratories Ltd. of Rs. 10/- each. fully paid (unquoted) | **60.00** | 60.00 |
| | | **3,332.16** | 3,332.16 |
| Less : | Provision for Diminution in value of Long term Investments, deducted per contra | **60.00** | 60.00 |
| | | **3,272.16** | 3,272.16 |
| Aggregate amount of quoted investments | | | |
| | Cost | **2,951.86** | 2,951.86 |
| | Market Value | **5,047.32** | 3,648.12 |
| Aggregate amount of unquoted investments | | | |
| | Cost | **380.30** | 380.30 |

## NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2017 (Contd.)

| | | | AS AT 31.03.2017 | | AS AT 31.03.2016 |
|---|---|---|---|---|---|
| | | | (₹. in lacs) | | (₹. in lacs) |
| **NOTE '12' - LONG TERM LOANS & ADVANCES** | | | | | |
| (Unsecured, considered good, unless otherwise stated) | | | | | |
| Security Deposits | | | **0.03** | | 0.32 |
| Loans & Advances to Subsidiary/Associates | | | **1,769.37** | | 1,580.19 |
| Advance Income Tax | | | **50.28** | | 31.32 |
| (Less Provision for Tax) | | | | | |
| Advances recoverable in cash or in kind | | | | | |
| Considered Good | | | **54.24** | | 54.24 |
| | | | **1,873.92** | | 1,666.07 |
| **NOTE '13' - TRADE RECEIVABLES (Unsecured)** | | | | | |
| Debts outstanding for a period exceeding six months from due date | | | | | |
| Considered Good | **6.84** | | | 44.21 | |
| Considered Doubtful | **9.35** | | | 9.35 | |
| | **16.19** | | | 53.56 | |
| Other Debts | | | | | |
| Considered Good | **1.61** | | | 1.60 | |
| | **17.80** | | | 55.16 | |
| Less : Provision for Doubtful Debts deducted per contra | **9.35** | | | 9.35 | |
| | | | **8.45** | | 45.81 |
| | | | **8.45** | | 45.81 |
| **NOTE '14' - CASH & BANK BALANCES** | | | | | |
| Cash on hand as per books | | | **0.02** | | 0.04 |
| On other accounts with Banks | | | **9.44** | | 12.32 |
| Unpaid Dividends with Banks | | | **0.78** | | 0.78 |
| | | | **10.24** | | 13.14 |
| **NOTE '15' - SHORT TERM LOANS & ADVANCES** | | | | | |
| (Unsecured, Considered Good) | | | | | |
| Advance Income Tax | | | **20.60** | | 17.53 |
| Advances to employees of the Company | | | **–** | | 0.11 |
| Balance with Government Authorities | | | **3.01** | | 5.88 |
| | | | **23.61** | | 23.52 |

## NOTES ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2017

| | | YEAR ENDED 31.03.2017 (₹. in lacs) | | YEAR ENDED 31.03.2016 (₹. in lacs) |
|---|---|---|---|---|
| **NOTE '16' - REVENUE FROM OPERATIONS** | | | | |
| OTHER OPERATING REVENUE | | **14.80** | | 8.86 |
| NET REVENUE FROM OPERATIOS | | **14.80** | | 8.86 |
| **NOTE '17' - OTHER INCOME** | | | | |
| DIVIDENDS | | | | |
| Others | | **23.64** | | 10.24 |
| DOUBTFUL DEBTS PROVISION WRITTEN BACK | | **–** | | 56.87 |
| PROVISION FOR GRATUITY WRITTEN BACK | | **0.47** | | – |
| INTEREST RECEIVED FROM OTHERS | | **203.24** | | 173.83 |
| | | **227.35** | | 240.94 |
| **NOTE '18' - EMPLOYEES' COST** | | | | |
| SALARIES, WAGES, BONUS etc. | | | | |
| Salaries,Wages,Gratuity & Bonus | | **10.15** | | 9.93 |
| Contribution to Provident & Other Funds(Including Administrative Charges) | | **0.31** | | 0.97 |
| Workmen & Staff Welfare Expenses | | **0.17** | | 0.38 |
| | | **10.63** | | 11.28 |
| **NOTE '19' - INTEREST & FINANCIAL COST** | | | | |
| INTEREST ON BORROWINGS | **199.35** | | 164.56 | |
| OTHER FINANCIAL CHARGES | **0.03** | | 0.01 | |
| | | **199.38** | | 164.57 |
| | | **199.38** | | 164.57 |
| **NOTE '20' - OTHER EXPENSES** | | | | |
| RENT | | – | | 0.24 |
| DIRECTORS' FEES | | **0.44** | | 0.63 |
| LOSS ON DISCARD OF FIXED ASSET | | **0.01** | | – |
| BAD DEBTS | | **–** | | 16.87 |
| ADVERTISEMENT | | **2.55** | | 3.39 |
| PROFESSIONAL FEES | | **10.54** | | 10.23 |
| TRAVELLING EXPENSES | | **2.71** | | 0.02 |
| PRINTING & STATIONERY | | **1.95** | | 0.41 |
| SECURITY EXPENSES | | **2.28** | | 2.28 |
| VAT FOR EARLIER YEAR | | **4.67** | | – |
| SHARE TRANSFER PROCESSING FEES | | **2.14** | | 1.42 |
| SERVICE TAX EXPENSES | | **2.72** | | 0.04 |
| LISTING FEES | | **4.00** | | 2.90 |
| AUDIT FEES | | **0.50** | | 2.75 |
| OFFICE & MISCELLANEOUS EXPENSES | | **2.32** | | 1.48 |
| | | **36.83** | | 42.66 |

## NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2017

**Note '21'**

**21.1 Payments made to Auditors:**

| | **2016-2017** | 2015-2016 |
|---|---|---|
| | **(₹. in lacs)** | (₹. in lacs) |
| Audit fees | **0.50** | 2.75 |
| Taxation matters | **0.10** | 0.60 |
| Others | **0.50** | 2.15 |
| | **1.10** | 5.50 |

**21.2** To the best of knowledge of the company, none of the creditors are 'Small enterprise' within its meaning under clause (m) of section 2 of the Micro, Small and Medium Enterprises Development Act, 2006 & therefore principal amount, interest paid/payable or accrued is NIL.

**21.3** Long term Investments in the share capital of companies have been shown at cost although there has been diminution in their value

In view of the long term prospects of these companies no permanent diminution in value is envisaged by the management except to the extent provided for.

**21.4** Land admeasuring about 1,400 Sq. Meters has been acquired by Municipal Corporation for road widening purpose in the earlier years. The Company is entitled to TDR with an out side chance of cash compensation, which is yet to be determined and as such this will be included when finally decided since the relevant documentation is yet to be finalised and executed.

**21.5** Rates & Taxes and professional fees Capitalised to Fixed Assets ₹ 3.93 lacs (last year Nil)

**21.6** (a) Contingent Liabilities not provided for in respect of:

| | **AS AT 31.03.2017** | AS AT 31.03.2016 |
|---|---|---|
| | **(₹.in lacs)** | (₹.in lacs) |
| 1) Guarantee for other Companies * | **617.87** | – |
| ii) Claims against the Company not acknowledged as debts for excise duty, property tax and commercial claims etc. ** | **183.11** | 183.11 |

* Will not affect the future Profitability.

** May affect the future profitability to the extent indicated, if such liabilities crystallise.

(b) Commitments not provided for in respect of:

| | | |
|---|---|---|
| i) Estimate of contracts remaining to be executed on capital accounts | **–** | – |

**NOTE '21' -** (Contd.)

**21.7** Following significant accounting policies have been adopted in preparation and presentation of the financial statements:

a) Fixed Assets are valued at cost.

b) Borrowing costs comprising interest etc. relating to projects are capitalised up to the date of its completion and other borrowing costs are charged to Profit & Loss Account in the year of their accrual.

c) Depreciation on Building has been provided on Straight Line Method and on all other Assets on Written Down Value Method till 31.03.2014. The depreciation is provided on all assets based on the usefull lives of the assets on streight line method w.e.f.01.04.2014, in accordance with Schedule II of the Companies Act, 2013.

d) Investments are classified into current and long term investments. Current investments are stated at lower of cost or fair value. Long term investments are stated at cost, less provision for permanent diminution in value ,if any.

e) (i) Contributions to defined contribution schemes,namely,Provident Fund and Supernnuation Fund is made at a pre-determined rates and are charged to the Profit & Loss Account.

(ii) Contributions to the defined benefit scheme, namely, Gratuity Fund & provision for the remaining Gratuity and for Leave encashment are made on the basis of actuarial valuations made in accordance with the revised Accounting Standard (AS) 15 at the end of each Financial Year and are charged to the Profit & Loss Account of the year.

(iii) Actuarial gains & losses are recognized immediately in the Profit & Loss Account.

f) Lease arrangement where the risks and rewards to ownership of assets substantially vest with the leasor,are recognied as operating leaseres, Lease rentals under opertating leases are recognised in the statement of Profit & Loss.

g) Revenue recognition is postponed to a later year only when it is not possible to estimate it with reasonable accuracy.

h) Factors giving rise to any indication of any impairment of the carrying amount of the company's assets are appraised at each balance sheet date to determine and provide /revert an impairment loss following accounting standard AS 28 for impairment of assets.

**NOTE '21' - (Contd.)**

**21.8 Computation of basic and diluted Earning Per Share (EPS)**

| | | | AS AT 31.03.2017 | | AS AT 31.03.2016 |
|---|---|---|---|---|---|
| (a) | Net Profit after tax as per Profit & Loss Account : | | | | |
| | After current and deferred Tax | ₹ | **(12.80) lacs** | ₹ | 23.88 lacs |
| (b) | No. of Equity shares of ₹.2/- each : | | **180.00 lacs** | | 180.00 lacs |
| (c) | Basic EPS | | | | |
| | After current and deferred Tax (a / b) | ₹ | **(0.07)** | ₹ | 0.13 |

**21.9 (a) The Deferred Tax Liabilities / (Deferred Tax Assets) into major components is as under :**

| | AS AT 31.03.2017 (₹. in lacs) | AS AT 31.03.2016 (₹. in lacs) |
|---|---|---|
| In respect of Depreciation | **10.20** | 11.00 |
| In respect of allowances and disallowances under various provisions of Income Tax Act. | **–** | (2.00) |
| Net Deferred Tax Liability | **10.20** | 9.00 |

(b) The Deferred Tax Asset in respect of carry forward of losses and tax credit has been worked out on the basis of assessment orders,returns of income filed for subsequent assessment years and estimate of the taxable income for the year ending 31st March, 2017, considering effects of demerger.

**21.10 Related party disclosures (Accounting Standard 18) :**

**A) Subsidiary Company**

Pudumjee Hygiene Products Ltd.

Pudumjee Holding Ltd.

**B) Associate Firms/ Companies**

a) Pudumjee Pulp & Paper Mills Ltd.

b) Pudumjee Plant Laboratories Limited.

c) Pudumjee Investments and Finance Co.Ltd.

d) Pudumjee Paper Products Ltd.

**C) Key Management personnel**

1) Mr.G.N.Jajodia
Executive Director

2) Mr. J. W. Patil
Company Secretary & C.F.O.

**NOTE '21' -** (Contd.)

**D) Transactions with related Parties** **(₹. in lacs)**

| | | 2016-2017 (2015-2016) | | | |
|---|---|---|---|---|---|
| | | **Subsidiary Companies** | **Associate Companies/ Firm** | **Maximum during the year** | **Key Management Personnel** |
| a) | i) Interest bearing Inter Corporate Deposits etc.obtained during the year | | **629.95** (844.81) | | |
| | ii) Interest bearing Inter Corporate Deposits etc.given during the year | **6.00** – | **1961.38** (1384.37) | | |
| b) | i) Interest paid during the year | | **171.28** (161.92) | | |
| | ii) Interest charged during the year | **5.62** (5.63) | **186.76** (163.62) | | |
| c) | Inter Corporate Deposits obtained outstanding including interest Pudumjee Pulp and Paper Mills Ltd. | | **1,801.15** (1,361.20) | **1,885.00** | |
| | Pudumjee Paper Products Ltd | | **–** (275.85) | | |
| d) | Intercorporate Deposits Given outstanding including interest. | | | | |
| | Pudumjee Holding Ltd. | **56.06** (50.06) | | **50.06** (46.05) | |
| | Pudumjee Plant Laboratories Ltd. | | **1,713.31** (1,496.74) | **1,713.31** (1,256.64) | |
| | Pudumjee Paper Products Ltd. | | **–** | **1082.54** | **(–)** |
| e) | Sales made during the year | **–** | **–** | | |
| f) | Dividend Received | | **23.64** (10.24) | | |
| g) | Purchases/Processing Charges of goods made during the year | | **–** (-) | | |
| h) | Reimbursement of common services and purchase of utilities during the year. | | **0.76** (0.28) | | |
| i) | Rent Receicved | | **12.00** (2.29) | | |
| j) | Remuneration paid | **–** (–) | **–** (–) | | **13.66** (11.29) |
| k) | Outstanding as creditor as on 31.03.2017 | | **3.93** (-) | | |
| l) | Counter Guarantee given to Pudumjee Paper Products Ltd. for loans. | **–** (–) | **617.87** (–) | | |

(Figures in brackets relate to previous year)

**NOTE '21' - (Contd.)**

**21.11** The Company has no reportable segments.

**21.12** The Company had entered into leave & license agreements (including leave & license agreement pursuant to the scheme) for commercial use on terms and conditions as specified in their agreements for period ranging from 11 months to 5 years . In respect of this agreement the future minimum lease/ rental payments receivable is as under :

| Particulars | **31-Mar-17** | 31-Mar-16 |
|---|---|---|
| i) not later than one year | Rs. 12.00 Lacs | Rs. 14.56 Lacs |
| ii) later than one year and not later than five years | Rs. 34.00 Lacs | Rs. 46.00 Lacs |
| iii) later than five years | Nil | Nil |

All such lease payments for the year are recognized in Profit & Loss Account as rent received.

**21.13** The following are the disclosures required under revised Accounting Standards (AS) 15 in respect of Employee Benefits :

a) An amount of ₹ 0.31 (Last year ₹ 0.80 lacs) has been recognized as an expenses for defined contribution plans by way of Company's contribution to Provident Funds & Super annuation Fund.

b) The defined benefits plans comprise of Gratuity Plan and Leave Encashment Plan.The Gratuity Plan is partly funded with Life Insurance Corporation of India under its Cash Accumulation Plan.

c) Expenses recognized during the year and reconciliation of the Assets & Liabilities recognized in Balance Sheet as at 31.03.2017:

| | **Gratuity** (Partly funded) (₹. in lacs) | | **Leave Encashment** (Unfunded) (₹. in lacs) | |
|---|---|---|---|---|
| | **31.03.2017** | 31.03.2016 | **31.03.2017** | 31.03.2016 |
| I) The present value of defined benefit obligations at the commencement of the Year | **11.76** | 9.33 | **1.10** | 31.14 |
| ii) Current Service cost | **–** | 0.31 | **–** | – |
| iii) Interest cost | **–** | 0.72 | **–** | 0.07 |
| iv) Actuarial (Gain)/Loss | **–** | 1.40 | **–** | 0.62 |
| v) Benefits (Paid) | **11.76** | – | **1.10** | (0.48) |
| vi) Past Service Cost | **–** | – | **–** | – |
| vii) The present value of defined benefit obligations at the close of the Year | **–** | 11.76 | **–** | 1.10 |
| viii) The fair value of plan assets at the close of the year | **–** | 7.26 | **–** | – |
| ix) The Past service cost not yet recognized | **–** | – | **–** | – |
| x) Expected Return on plan assets | **–** | (0.57) | | |
| xi) Written back in profit & Loss Account | **–** | – | | |

**NOTE '21' - (Contd.)**

Expenses aggregating ₹ 12.86 lacs ( Last year ₹ 2.55 lacs) covered under items (ii),(iii),(iv),(vi) and (x) above have been debited to the Profit & Loss Account under the Head "Salaries, Wages, Bonus, etc.

| | | | | | |
|---|---|---|---|---|---|
| d) | Actuarial assumptions | **31.03.2017** | 31.03.2016 | **31.03.2017** | 31.03.2016 |
| I) | Rate of interest (per annum) | – | 7.75% | – | 7.75% |
| ii) | Salary growth (per annum) | – | 7.00% | – | 7.00% |
| iii) | Withdrawal rate (Per annum) | – | 1.00% | – | 1.00% |
| iv) | Expected return on Plan Assets | – | 8.50% | – | – |
| v) | Mortality rates [Indian Assured Lives (2006-08) | | – | – | – |

**21.14** Disclosure of the details of specified Bank Notes (SBN) held and transacted during the period from 8th November,2016 to 30th December,2016, required as per Notification G.S.R.308 (E) dated 30th March 2017 issued by the Ministry of Corporate Affairs.

| Particulars | Specified Bank Notes (SBN) | Other Demonetisation Notes | Total |
|---|---|---|---|
| Closing cash in hand as on 08.11.2016 | | | |
| (+) Permitted receipts | – | 8957 | 8957 |
| (-) Permitted payments | – | – | – |
| (-) Amount deposited in Banks | – | 5933 | 5933 |
| Closing cash in hand as on 30.12.2016 | – | 3024 | 3024 |

**21.15** The items and figures for the previous year have been recast and regrouped wherever necessary to conform to this year's presentation.

SIGNATURES TO NOTES 1 TO 21

As per our Report of date attached

For **KHARE & CO.,**
Chartered Accountants

**Y. P. SHUKLA**
Proprietor

Place : Pune
Dated : 23rd May, 2017

On behalf of the Board

**G. N. JAJODIA**
Chairman & Executive Director

**J. W. PATIL**
Company Secretary & C.F.O.

**R. C. SARAF**
Director

Place : Mumbai
Dated : 23rd May, 2017

## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
PUDUMJEE INDUSTRIES LIMITED

**Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of PUDUMJEE INDUSTRIES LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

**Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act")that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2017, and their consolidated Loss and their consolidated cash flows for the year ended on that date.

**Other Matters**

(a) We have audited the financial statements of Pudumjee Holding Ltd. a subsidiary, whose financial statements reflect total assets of ₹ 45.59 lakh as at 31st March, 2017, total revenues of ₹ 0.23 lakh and net cash flows amounting to ₹ 0.18 lakh for the year ended on that date, as considered in the consolidated financial statements.

(b) We did not audit the financial statements of Pudumjee Hygiene Products Ltd another subsidiary company whose financial statements reflect total assets ₹ 95.23 lakh as at 31st March, 2017, total Revenue ₹ 26.54 lakh and net cash flows ₹ -13.18 lakh for the year ended on that date as appropriately considered in the consolidated financial statements.

(c) We have relied on the financial statements of another subsidiary. These financial statements have been audited by other auditor, whose report have been furnished to us by the management and our opinion on the statement, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, is based solely on the reports of the other auditor.

d) Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements.

**Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditor.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary company, incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. - Refer Note 21.10(a)(ii) to the consolidated financial statements.

ii. The group, did not have any material foreseeable losses on long term contracts including derivative contracts.

iii. There were no amounts which were required to be transferred during the year to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies.

**For Khare and Company**
Chartered Accountants
(FRN 105100W.)

Signature
**(Y. P. Shukla)**
(Proprietor)
(Membership No. 16203)

Place of Signature : Pune
Date : 23rd May, 2017.

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

| Particulars | Note No. | As at 31/03/2017 | As at 31/03/2016 |
|---|---|---|---|
| | | **( ₹. in lacs)** | ( ₹. in lacs) |
| **I. EQUITY AND LIABILITIES** | | | |
| **(1) Shareholders' Funds** | | | |
| (a) Share Capital | 1 | **360.00** | 360.00 |
| (b) Reserves and Surplus | 2 | **111.38** | 128.19 |
| **(2) Non-Current Liabilities** | | | |
| (a) Long-term borrowings | 3 | **1,801.16** | 1,637.82 |
| (b) Deferred tax liabilities (Net) | | **10.20** | 9.00 |
| (c) Other Long-term Liabilities | 4 | **25.00** | 25.13 |
| (d) Long term provisions | 5 | **–** | 4.50 |
| **(3) Current Liabilities** | | | |
| (a) Short-term borrowings | 6 | **0.33** | 0.33 |
| (b) Trade payables | 7 | **24.30** | 19.08 |
| (c) Other current liabilities | 8 | **4.71** | 0.78 |
| (d) Short-term provisions | 9 | **–** | 1.10 |
| **Total** | | **2,337.08** | 2,185.93 |
| **II. Assets** | | | |
| **(1) Non-current assets** | | | |
| (a) Fixed assets | | | |
| Tangible assets | 10 | **132.29** | 143.91 |
| (b) Non-current investments | 11 | **316.16** | 316.16 |
| (c) Long term loans and advances | 12 | **1,839.17** | 1,624.14 |
| **(2) Current assets** | | | |
| (a) Trade receivables | 13 | **8.45** | 57.06 |
| (b) Cash and Bank Balances | 14 | **17.29** | 20.80 |
| (c) Short Term Loans & Advances | 15 | **23.72** | 23.86 |
| **Total** | | **2,337.08** | 2,185.93 |

OTHER NOTES AS PER NOTE 21

As per our report of date attached

On behalf of the Board

For **KHARE & CO.,**
Chartered Accountants

**G. N. JAJODIA**
Chairman &
Executive Director

**Y. P. SHUKLA**
Proprietor

**J. W. PATIL**
Company Secretary & C.F.O.

**R. C. SARAF**
Director

Place : Pune
Dated : 23rd May,2017

Place : Mumbai
Dated : 23rd May,2017

## CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2017

| Particulars | | Note No. | Year Ended 31.03.2017 ( ₹. in lacs) | Year Ended 31.03.2016 ( ₹. in lacs) |
|---|---|---|---|---|
| I. | Revenue from operations | 16 | **39.72** | 44.16 |
| II. | Other Income | 17 | **223.58** | 235.61 |
| III. | **Total Revenue (I + II)** | | **263.30** | 279.77 |
| VI. | Expenses: | | | |
| | (1) Trade Purchases | | **12.36** | 22.74 |
| | (2) Employees' Cost | 18 | **12.49** | 12.99 |
| | (3) Finance Cost | 19 | **199.38** | 165.16 |
| | (4) Depreciation | 10 | **15.53** | 15.39 |
| | (5) Other Expenses | 20 | **37.96** | 44.77 |
| | **Total Expenses** | | **277.72** | 261.05 |
| IX. | **Profit/(Loss) before exceptional and extraordinary items and tax** | | **(14.42)** | 18.72 |
| X. | Exceptional items/Extraordinary Items | | **–** | – |
| | Prior Period Expenses | | **(0.59)** | |
| XI. | **Profit/(Loss) before tax** | | **(15.01)** | 18.72 |
| XII. | Tax expense: | | | |
| | (1) Current tax | | **0.60** | 0.03 |
| | (2) Deferred tax | | **1.20** | 0.64 |
| XIII. | Profit/(Loss) for the year (A+B) | | **(16.81)** | 18.05 |
| XIX. | Earning per equity share:(Face Value Rs.2/- per Share) Basic & Diluted (See note No.21.2) | | **(0.09)** | 0.10 |

OTHER NOTES AS PER NOTE 21

As per our report of date attached

On behalf of the Board

For **KHARE & CO.,**
Chartered Accountants

**G. N. JAJODIA**
Chairman &
Executive Director

**Y. P. SHUKLA**
Proprietor

**J. W. PATIL**
Company Secretary & C.F.O.

**R. C. SARAF**
Director

Place : Pune
Dated : 23rd May,2017

Place : Mumbai
Dated : 23rd May,2017

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

| | Particulars | | 2016-2017 (₹ In lacs) | | 2015-2016 (₹ In lacs) |
|---|---|---|---|---|---|
| **A}** | **CASH FLOW FROM OPERATING ACTIVITIES:** | | | | |
| | **Net Profit / (Loss) before Taxation & Prior Period items** | | **(14.42)** | | 18.72 |
| | Adjustments For : | | | | |
| | Depreciation | **15.53** | | 15.39 | |
| | Interest & Financial Charges | **199.38** | | 165.16 | |
| | Loss on sale of Fixed Assets | **0.01** | | – | |
| | Provision for Bad & Doubtful Debts | **–** | | (56.87) | |
| | Other Income | **(223.11)** | | (178.74) | |
| | | | **(8.19)** | | (55.06) |
| | **Operating Profit before Working Capital Changes** | | **(22.61)** | | (36.34) |
| | (Increase )/Decrease in Debtors | **48.61** | | (0.42) | |
| | (Increase )/Decrease in Advances | **3.03** | | (6.02) | |
| | Increase /(Decrease) in Liabilities | **3.42** | | 24.42 | |
| | | | **55.06** | | 17.98 |
| | **Cash Generated from operations** | | **32.45** | | (18.36) |
| | Income Tax (paid) / Refund Received (Net) | | **(22.16)** | | (9.51) |
| | **Cash flow before Extraordinary items** | | **10.29** | | (27.87) |
| | (Expenses) /Income of earlier years | | **(0.59)** | | – |
| | **Net Cash from Operating Activities** | | **9.70** | | (27.87) |
| **B}** | **CASH FLOW FROM INVESTING ACTIVITIES** | | | | |
| | Purchase of Fixed Assets | | **(3.93)** | | – |
| | Sale Proceeds of Fixed Assets etc. | | **0.01** | | – |
| | Change in Loans & Advances | | **(196.36)** | | (352.49) |
| | Interest Received | | **199.22** | | 168.50 |
| | Dividend Received | | **23.89** | | 10.24 |
| | **Net Cash from / (used) in Investing Activities** | | **22.83** | | (173.75) |
| **C}** | **CASH FLOW FROM FINANCING ACTIVITIES** | | | | |
| | Receipt / (Repayment) of Long Term Borrowings | | **163.34** | | 381.18 |
| | Payment of Interest | | **(199.38)** | | (165.16) |
| | **Net cash from / (used) in Financing Activities** | | **(36.04)** | | 216.02 |
| | **Net change in cash & Cash Equivalents (A+B+C)** | | **(3.51)** | | 14.40 |
| | **Cash & Cash Equivalents (Opening Balance)** | | **20.80** | | 98.42 |
| | Add : Amount adjusted pursuant to Scheme of Arrangement (with reference to Provisional Balance Sheet as at 31st March, 2015) | | – | | (92.02) |
| | **Cash & Cash Equivalents (Closing Balance)** | | **17.29** | | 20.80 |

Note: Figures in brackets represent Cash Outflows.

As per our report of date attached

On behalf of the Board

For **KHARE & CO.,**
Chartered Accountants

**G. N. JAJODIA**
Chairman &
Executive Director

**Y. P. SHUKLA**
Proprietor

**J. W. PATIL**
Company Secretary & C.F.O.

**R. C. SARAF**
Director

Pune, Dated : 23rd May,2017

Pune, Dated : 23rd May,2017

# NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

| NOTE '1' - SHARE CAPITAL | AS AT 31.03.2017 | AS AT 31.03.2016 |
|---|---|---|
| **AUTHORISED** | **( ₹. in lacs)** | ( ₹. in lacs) |
| 12,50,00,000 Equity Shares of ₹ 2/- each | **2,500.00** | 2,500.00 |
| | **2,500.00** | 2,500.00 |
| **ISSUED, SUBSCRIBED AND FULLY PAID UP** | | |
| 1,80,00,000 Equity Shares of ₹ 2/- each | **360.00** | 360.00 |

**1.1 The reconciliation of the number of Equity shares outstanding :**

| Particulars | AS AT 31.03.2017 | AS AT 31.03.2016 |
|---|---|---|
| | No. of Shares | No. of Shares |
| Equity Shares at the beginning and end of the year | **18,000,000** | 18,000,000 |

**1.2 The details of Shareholders holding more than 5% shares**

| | AS AT 31.03.2017 | | AS AT 31.03.2016 | |
|---|---|---|---|---|
| Name of the Shareholder | **No. of Shares** | **% held** | No. of Shares | % held |
| Pudumjee Investment & Finance Co.Ltd. | **3,945,790** | **21.92** | 3,945,790 | 21.92 |
| Thacker & Co.Ltd. | **2,520,210** | **14.00** | 2,520,210 | 14.00 |
| Mr.Sanjay M.Jatia | **999,995** | **5.56** | 999,995 | 5.56 |
| Mr.Arunkumar M.Jatia | **929,000** | **5.16** | 929,000 | 5.16 |
| Suma Commercial Pvt.Ltd. | **1,848,525** | **10.27** | 1,848,525 | 10.27 |
| Pudumjee Pulp & Paper Mills Ltd. | **956,725** | **5.32** | 956,725 | 5.32 |
| Yashovardhan Jatia Trust (Mr.Arunkumar M.Jatia,Mr.Gautam N Jajodia Trusties of Trust) | **1,571,862** | **8.73** | – | – |

| NOTE '2' - RESERVES & SURPLUS | | AS AT 31.03.2017 ( ₹. in lacs) | | AS AT 31.03.2016 ( ₹. in lacs) |
|---|---|---|---|---|
| **GENERAL RESERVE** | | | | |
| As per last Balance Sheet | **622.87** | | 1,400.00 | |
| Less:Transfer on Demerger | – | **622.87** | 777.13 | 622.87 |
| **SHARE PREMIUM ACCOUNT** | | | | |
| As per last Balance sheet | | **1,197.48** | | 1,197.48 |
| **CAPITAL RESERVE (I)** | | | | |
| On Reissue of forfeited shares | | **0.44** | | 0.44 |
| **SURPLUS IN PROFIT & LOSS ACCOUNT** | | | | |
| Balance in Profit & Loss Account | **(1,692.60)** | | (1,038.38) | |
| Less:Transfer of Loss on Demerger | – | | (86.11) | |
| Add : Profit/(Loss) for the year | **(16.81)** | | 18.05 | |
| | **(1,709.41)** | | (934.22) | |
| Provision for Impairment of Goodwill generated for demerged Business | – | | (758.38) | |
| | | **(1,709.41)** | | (1,692.60) |
| | | **111.38** | | 128.19 |

## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017 (Contd.)

| | | | AS AT 31.03.2017 (₹. in lacs) | | AS AT 31.03.2016 (₹. in lacs) |
|---|---|---|---|---|---|
| **NOTE '3' - LONG TERM BORROWINGS** | | | | | |
| **Unsecured Borrowings** | | | | | |
| Deposits from Associates | | | **1,801.16** | | 1,637.82 |
| Total | | | **1,801.16** | | 1,637.82 |
| **NOTE '4' - OTHER LONG TERM LIABILITIES** | | | | | |
| Sundry Creditors | | | **25.00** | | 25.13 |
| | | | **25.00** | | 25.13 |
| **NOTE '5' - LONG TERM PROVISIONS** | | | | | |
| Provision for Diminution in value of Long term Investments | | | | | |
| As per Last Balance Sheet | | | **60.00** | | 60.00 |
| | | | **60.00** | | 60.00 |
| Less : Deducted per contra from Investment | | | **60.00** | | 60.00 |
| | | | **–** | | – |
| Provision for Doubtful Debts & Advances | | | | | |
| As per last Balance Sheet | **9.35** | | | 237.86 | |
| Less:Transfer on Demerger | – | | | 228.51 | |
| Add: Provided During the Year | **–** | | | – | |
| | **9.35** | | | 9.35 | |
| Less : Debts & Advances considered Doubtful per contra | **9.35** | | | 9.35 | |
| | **–** | | | – | |
| Provision for Gratuity | | | **–** | | 4.50 |
| | | | **–** | | 4.50 |

## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017 (Contd.)

| | AS AT 31.03.2017 ( ₹. in lacs) | AS AT 31.03.2016 ( ₹. in lacs) |
|---|---|---|
| **NOTE '6' - SHORT TERM BORROWINGS** | | |
| **Unsecured Borrowings from Others** | | |
| Other Deposits | **0.33** | 0.33 |
| Total | **0.33** | 0.33 |
| **NOTE '7' - TRADE PAYABLE** | | |
| Sundry Creditors | **24.30** | 19.08 |
| | **24.30** | 19.08 |
| **NOTE '8' - OTHER CURRENT LIABILITIES** | | |
| Current Maturities of : | | |
| Unclaimed dividend | **0.78** | 0.78 |
| Other Liabilities | **3.93** | – |
| | **4.71** | 0.78 |
| **NOTE '9' - SHORT TERM PROVISIONS** | | |
| Provision for Leave Encashment | **–** | 1.10 |
| | **–** | 1.10 |

## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017 (Contd.)

**NOTE '10' - FIXED ASSETS (At Cost)** (₹. in lacs)

| TYPE OF ASSETS | Cost upto 31.3.2016 | Additions/ Transfers during the Year | Deductions/ Transfers during the Year | **Balance Cost upto 31.03.2017** | Depreciation upto 31.3.2016 | **Depreciation for the year** | Provision for impairment in Goodwill | **Depreciation Balance as on 31.03.2017** | **Net Book Value as on 31.03.2017** | Net Book value as on 31.3.2016 |
|---|---|---|---|---|---|---|---|---|---|---|
| **TANGIBLE ASSETS** | | | | | | | | | | |
| OWN ASSETS : | | | | | | | | | | |
| Building | 5.79 | - | - | **5.79** | 2.75 | **0.09** | - | **2.84** | **2.95** | 3.04 |
| Furniture & Fixtures | 1.41 | - | 1.41 | **-** | 1.39 | **-** | 1.39 | **-** | **-** | 0.02 |
| Sub-Total (A) | 7.20 | - | 1.41 | **5.79** | 4.14 | **0.09** | 1.39 | **2.84** | **2.95** | 3.06 |
| LEASED ASSETS : (Given on lease) | | | | | | | | | | |
| Land - Freehold | 7.10 | - | - | **7.10** | - | **-** | - | **-** | **7.10** | 7.10 |
| Building-Leased | 255.34 | 3.93 | - | **259.27** | 193.41 | **6.82** | - | **200.23** | **59.04** | 61.93 |
| Machinery | 147.62 | - | - | **147.62** | 75.80 | **8.62** | - | **84.42** | **63.20** | 71.82 |
| Sub total (B) | 410.06 | 3.93 | - | **413.99** | 269.21 | **15.44** | - | **284.65** | **129.34** | 140.85 |
| Total (A) + (B) | 417.26 | 3.93 | 1.41 | **419.78** | 273.35 | **15.53** | 1.39 | **287.49** | **132.29** | 143.91 |
| Previous year | 4,784.32 | 758.38 | 5,125.44 | **417.26** | 2,512.65 | **15.39** | 2,254.69 | **273.35** | **143.91** | 2,271.67 |

## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017 (Contd.)

| | | AS AT 31.03.2017 (₹. in lacs) | AS AT 31.03.2016 ( ₹. in lacs) |
|---|---|---|---|
| **NOTE '11' - NON CURRENT INVESTMENTS** | | | |
| LONG TERM INVESTMENTS (AT COST) | | | |
| TRADE INVESTMENTS : (Equity) | | | |
| **Investments In Associates;** | | | |
| 34,12,850 | Equity shares of Pudumjee Pulp & Paper Mills Ltd.* of ₹ 2/- each fully paid (quoted) | **90.70** | 90.70 |
| 6,75,000 | Equity shares of Pudumjee Plant Laboratories Ltd. of ₹ 10/- each. fully paid (unquoted) | **60.00** | 60.00 |
| 1,70,58,769 | Equity Shares of Pudumjee Paper* Products Ltd. of Re.1/- each fully paid (quoted) | **225.46** | 225.46 |
| | | **376.16** | 376.16 |
| Less : | Provision for Diminution in value of Long term Investments, deducted per contra | **60.00** | 60.00 |
| | | **316.16** | 316.16 |
| Aggregate amount of quoted investments | | | |
| | Cost | **316.16** | 316.16 |
| | Market Value | **5,111.02** | 3,691.73 |
| Aggregate amount of unquoted investments | | | |
| | Cost | **60.00** | 60.00 |

## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017 (Contd.)

| | AS AT 31.03.2017 (₹. in lacs) | AS AT 31.03.2016 (₹. in lacs) |
|---|---|---|
| **NOTE '12' - LONG TERM LOANS & ADVANCES** | | |
| (Unsecured, considered good, unless otherwise stated) | | |
| Security Deposits | **0.03** | 0.32 |
| Loans & Advances to Associates | **1,734.62** | 1,538.26 |
| Advance Income Tax | **50.28** | 31.32 |
| (Less Provision for Tax) | | |
| Others Advances | **54.24** | 54.24 |
| | **1,839.17** | 1,624.14 |
| **NOTE '13' - TRADE RECEIVABLES (Unsecured)** | | |
| Debts outstanding for a period exceeding six months from due date | | |
| Considered Good | **6.84** | 44.21 |
| Considered Doubtful | **9.35** | 9.35 |
| | **16.19** | 53.56 |
| Other Debts | | |
| Considered Good | **1.61** | 12.85 |
| | **17.80** | 66.41 |
| Less : Provision for Doubtful Debts deducted per contra | **9.35** | 9.35 |
| | **8.45** | 57.06 |
| | **8.45** | 57.06 |
| **NOTE '14' - CASH & BANK BALANCES** | | |
| Cash on hand as per books | **0.04** | 0.08 |
| On other accounts with Banks | **16.47** | 19.94 |
| Unpaid Dividends with Banks | **0.78** | 0.78 |
| | **17.29** | 20.80 |
| **NOTE '15' - SHORT TERM LOANS & ADVANCES** | | |
| (Unsecured, Considered Good Other than Related parties) | | |
| Prepaid Expenses | 0.24 | – |
| Advance Income Tax (Less Provision for Tax) | **20.47** | 17.87 |
| Advances to employees of the Company | **–** | 0.11 |
| Balance with Government Authorities | **3.01** | 5.88 |
| | **23.72** | 23.86 |

## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2017

| | | YEAR ENDED 31.03.2017 (₹. in lacs) | | YEAR ENDED 31.03.2016 (₹. in lacs) |
|---|---|---|---|---|
| **NOTE '16' - REVENUE FROM OPERATIONS** | | | | |
| Trade Sale | | **12.36** | | 22.74 |
| Other Operating Revenue | | **27.36** | | 21.42 |
| Net Revenue From Operatios | | **39.72** | | 44.16 |
| **NOTE '17' - OTHER INCOME** | | | | |
| Dividends | | | | |
| Others | | **23.89** | | 10.24 |
| Gratuity Provision w/ Back | | **0.47** | | – |
| Doubtful Debts Provision w/Back | | – | | 56.87 |
| Interest Received From Others | | **199.22** | | 168.50 |
| | | **223.58** | | 235.61 |
| **NOTE '18' - EMPLOYEES' COST** | | | | |
| SALARIES, WAGES, BONUS etc. | | | | |
| Salaries, Wages, Gratuity & Bonus | | **12.01** | | 11.64 |
| Contribution to Provident & Other Funds | | | | |
| (Including Administrative Charges) | | **0.31** | | 0.97 |
| Workmen & Staff Welfare Expenses | | **0.17** | | 0.38 |
| | | **12.49** | | 12.99 |
| **NOTE '19' - INTEREST & FINANCIAL COST** | | | | |
| Interest on Borrowings | **199.35** | | 164.56 | |
| Other Financial Charges | **0.03** | | 0.60 | |
| | | **199.38** | | 165.16 |
| | | **199.38** | | 165.16 |
| **NOTE `20' - OTHER EXPENSES** | | | | |
| Rent | | **–** | | 0.24 |
| Insurance | | **0.05** | | **–** |
| Loss on Discard of Asset | | **0.01** | | **–** |
| Bad Debts & Advances Written Off | | **–** | | 16.87 |
| Directors' Fees | | **0.44** | | 0.63 |
| Advertisement | | **2.55** | | 3.39 |
| Professional Fees | | **10.64** | | 10.23 |
| Listing Fees | | **4.00** | | 2.90 |
| Audit Fees | | **0.81** | | 3.01 |
| Office & Miscellaneous Expenses | | **19.46** | | 7.50 |
| | | **37.96** | | 44.77 |

## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2017.

**NOTE '21'**

**21.1** Following significant accounting policies have been adopted in preparation and presentation of the financial statements :

a) Investments are classified into current and long term investments. Current Investments are stated at lower of cost and fair value. Long Term Investments are stated at cost, less provision for permanent diminution in value, if any.

b) Fixed Assets are valued at cost.

c) Borrowing costs comprising interest etc. relating to project are capitalised up to the date of its completion and other borrowing costs are charged to profit and loss account in the year of their accrual.

d) Depreciation on Machinery & Building has been provided on Straight Line Method and on all other assets on Written Down Value method till 31.03.2014. The depreciation is provided on all assets based on the usefull lives of the assets on streight line method w.e.f 01.04.2014, in accordance with Schedule II of the Companies Act, 2013

e) (i) Contributions to defined contribution schemes,namely,Provident Fund and Supernnuation Fund is made at a pre-determined rates and are charged to the Profit & Loss Account.

(ii) Contributions to the defined benefit scheme,namely,Gratuity Fund & provision for the remaining Gratuity and for Leave encashment are made on the basis of actuarial valuations made in accordance with the revised Accounting Standard (AS) 15 at the end of each Financial Year and are charged to the Profit & Loss Account of the year.

(iii) Actuarial gains & losses are recognized immediately in the Profit & Loss Account.

f) Revenue recognition is postponed to a later year only when it is not possible to estimate it with reasonable accuracy.

g) Lease arrangement where the risks and rewards to ownership an assets substantially vest with the leasor,are recognied as operating leaseres,Lease rentals under opertating leases are recognised in the statement of Profit & Loss.

h) Factors giving rise to any indication of any impairment of the carrying amount of the assets are appraised at each balance sheet date to determine and provide /revert an impairment loss following accounting standard AS-28 for impairment of assets.

| | | **AS AT 31.03.2017** | AS AT 31.03.2016 |
|---|---|---|---|
| **21.2** | Basic & Diluted EPS: | | |
| a) | Net profit/(Loss) after tax as per Profit & Loss Account After current and deferred Tax | **₹ (16.81) Lacs** | ₹ 18.05 Lacs |
| b) | Number of Equity Shares outstanding during the year | **180 Lacs** | 180 Lacs |
| c) | Basic & Diluted EPS: After current and deferred Tax (a / b) | **₹ (0.09)** | ₹ 0.10 |

**NOTE '21'** (Contd.)

**21.3** a) Break up of Deferred Tax Liabilities/ (Deferred Tax Assets ) into major components is as under:

| | **AS AT 31.03.2017 (₹ in lacs)** | AS AT 31.03.2016 (₹ in lacs) |
|---|---|---|
| In respect of Depreciation | **10.20** | 11.00 |
| In respect of allowances and disallowances under various provisions of Income Tax Act. | **–** | (2.00) |
| Net Deferred Tax Liability | **10.20** | 9.00 |

b) The Deferred Tax Asset in respect of carry forward of losses has been worked out on the basis of assessment orders,returns of income filed for subsequent assessment years and estimate of the taxable income for the year ending 31st March, 2016

c) No Deferred Tax Asset has been recognised in respect of losses of subsidiary companies in view of prevailing circumstances.

**21.4** Related Party Disclosures (Accounting Standard 18)

**a) Associate Companies / Firms**

Pudumjee Pulp & Paper Mills Ltd.

Pudumjee Plant Laboratories Ltd.

Pudumjee Investments and Finance Co. Ltd.

Pudumjee - G. Corp. Developers

Pudumjee Paper Products Ltd.

**b) Key Management Personnel**

1) Mr. G.N.Jajodia
   Executive Director
2) Mr. J. W. Patil
   Company Secretary & C.F.O.

**NOTE '21'** (Contd.)

| **c) Transactions with related Parties** | **2016-2017**<br>(2015-2016)<br>**Associate Companies/Firm** | **Maximum during the year** | **(₹ in lacs)**<br>**Key Management personnel** |
|---|---|---|---|
| a) i) Interest bearing Inter Corporate Deposits etc. obtained during the year | **629.95**<br>(844.81) | | |
| ii) Interest bearing Inter Corporate Deposits etc. given during the year | **1,984.48**<br>(1,392.50) | | |
| b) i) Interest paid during the year | **171.28**<br>(161.92) | | |
| ii) Interest charged during the year | **188.35**<br>(163.87) | | |
| c) Inter corporate deposits etc. payable including interest. | | | |
| Pudumjee Pulp & Paper Mills Ltd. | **1,801.15**<br>(1,361.20) | **1,885.00** | |
| Pudumjee Paper Products Ltd. | **–**<br>(275.86) | | |
| d) Inter corporate deposits Given outstanding including interest | | | |
| Pudumjee Plant Laboratories Ltd. | **1,713.31**<br>(1,496.74) | **1,713.31**<br>(1,934.65) | |
| Pudumjee Paper Products Ltd. | **21.31**<br>(8.13) | **20.20**<br>(13.81) | |
| e) Sales made during the year | **12.36**<br>(22.74) | | |
| f) Dividend Received | **23.89**<br>(10.24) | | |
| g) Purchases/Processing charges of goods made during the year | **–**<br>(–) | | |
| h) Reimbursement of common services and purchase of utilities during the year. | **0.76**<br>(0.28) | | |
| i) Rent Received | **12.00**<br>(2.29) | | |
| j) Remuneration paid | **–**<br>(–) | | **13.66**<br>(11.29) |
| k) Outstanding as Creditor as on 31.3.17 Pudumjee Pulp and Paper Mills Ltd. | **3.93**<br>(–) | | |
| l) Counter Guarantee Given to Pudumjee Paper-Products Ltd. For loans. | **617.87**<br>(–) | | |

(Figures in brackets relate to previous year)

**NOTE '21' -** (Contd.)

**21.5** Following are the disclosures required under revised Accounting Standards (AS) 19 in respect of Operating Lease :-

**a** 1. The Company & Subsidiary company had entered into Lease Agreement and leave & license agreements (including leave & license agreement pursuant to the Scheme) for commercial use on terms and conditions as specified in their agreements for period ranging from 11 months to 5 years . In respect of this agreement the future minimum lease/ rental payments receivable is as under :

| | Particulars | **31-Mar-2017** | 31-Mar-2016 |
|---|---|---|---|
| i) | not later than one year | **₹ 24.56 Lacs** | ₹ 27.12 Lacs |
| ii) | later than one year and not later than five years | **₹ 65.19 Lacs** | ₹ 89.76 lacs |
| iii) | later than five years | **Nil** | Nil |

2. All such lease payments for the year are recognized in Profit & Loss Account as rent received/ Lease Income

**21.6** Office & Miscellaneous expenses includes remuneration of all satututory auditors.

| | **2016-2017** | 2015-2016 |
|---|---|---|
| | **(₹ In lacs)** | (₹ In lacs) |
| Audit fees | **0.76** | 3.01 |
| Taxation matters | **0.10** | 0.60 |
| Others | **0.50** | 2.15 |
| | **1.36** | 5.76 |

**21.7** a) Land admeasuring about 1,400 sq.Meters has been acquired by Municipal Corporation for Road Widening purpose in the earlier years. The Parent Company is entitled to TDR with an outside chance of cash compensation, which is yet to be determined and as such this will be included when finally decided since the relevent documentation is yet to be finalised and executed.

b) Rates & Taxes and Professional fees Capitalised to Fixed Assets Rs.3.93 lacs (Last year Rs.Nil)

**21.8** The investment in Pudumjee Pulp & Paper Mills Ltd. Is accounted for in accordance with AS-13 and not under equity method under AS 23 in view of extent and nature of holding.

**NOTE '21' -** (Contd.)

**21.9** **a** Details of Subsidiary / Associate Companies:

| | Name of the Company | Country of Incorporation | Proportion of Ownership interest | Minority Interest | Financial Accounting Year ended |
|---|---|---|---|---|---|
| **I)** | **Subsidiary Companies** | | | | |
| a) | Pudumjee Hygiene Products Ltd. | India | 100 % | Nil | 31.03.2017 |
| b) | Pudumjee Holding Ltd. | India | 100 % | Nil | 31.03.2017 |
| **II)** | **Associate Companies / Firms** | | | | |
| a) | Pudumjee Pulp & Paper Mills Ltd. | India | 8.32 % | N.A. | 31.03.2017 |
| b) | Pudumjee Plant Laboratories Ltd. | India | 27.11 % | N.A. | 31.03.2017 |
| c) | Pudumjee Investments and Finance Co.Ltd. | India | Nil | N.A. | 31.03.2017 |
| d) | Pudumjee Paper Products Ltd. | India | 17.97 % | N.A. | 31.03.2017 |
| e) | Pudumjee - G.Corp.Developers. | India | Nil | N.A. | 31.03.2017 |

**b** i) Subdiary Company Pudumjee Hygiene Products Ltd.have incurred profit of Rs.2.40 lacs (Previous year profit of Rs.0.11 lac) & Pudumjee Holding Ltd.loss of Rs.5.81 lacs (Previous year Rs.5.95 lacs) for the year ending 31st March, 2017 which has been appropriately dealt with in these consolidated financial statements.

ii) Since the parent company has made full provision for its investment in Pudumjee Plant Laboratories Ltd the loss suffered by latter has been ignored while consolidating the accounts in accordance with the accounting standard AS- 23.

**c** Financial information of subsidiary companies of the parent company

| | | **Pudumjee Hygiene Products Ltd.** | | **Pudumjee Holding Ltd.** | |
|---|---|---|---|---|---|
| | | **31.3.2017** | 31.3.2016 | **31.3.2017** | 31.3.2016 |
| | | **(₹ in lacs)** | (₹ in lacs) | **(₹ in lacs)** | (₹ in lacs) |
| i) | Share Capital | **3,000.00** | 3,000.00 | **5.00** | 5.00 |
| ii) | Reserves | **(2,905.53)** | (2,907.34) | **(16.14)** | (10.33) |
| iii) | Total Assets | **95.23** | 102.78 | **45.59** | 45.41 |
| iv) | Total Liabilities | **95.23** | 102.78 | **45.59** | 45.41 |
| v) | Investments | **4.00** | 4.00 | **45.00** | 45.00 |
| vi) | Turnover | **26.54** | 35.57 | **—** | — |
| vii) | Profit/(Loss) Before Taxation | **3.00** | 0.14 | **(5.81)** | (5.95) |
| viii) | Provision for Taxation | **0.60** | 0.03 | **—** | — |
| ix) | Profit/(Loss) After Taxation | **2.40** | 0.11 | **(5.81)** | (5.95) |
| x) | Proposed Dividend | **—** | — | **—** | — |

**NOTE '21' -** (Contd.)

**d** Minority Interests in all subsidiaries,Associates.(Investments as per the equity method)

| Name of the entity in the | Net Assets i.e. total Assets minus total Liabilities | | Share in Profit or Loss | |
|---|---|---|---|---|
| | As % of Consolidated Net Assets | Amount (₹ in lacs) | As % of Consolidated profit or loss | Amount (₹ in lacs) |
| 1 | 2 | 3 | 4 | 5 |
| Parent Subsidiaries (Indian) | | | | |
| 1) Pudumjee Hygiene Products Ltd. | 18.99% | 92.69 | 0.61% | 0.11 |
| 2) Pudumjee Holding Ltd. | -1.09% | (5.33) | -32.96% | (5.95) |
| Foreign | N.A. | N.A. | N.A. | N.A. |
| Associates (Investment as per the equity method) (Indian) | | | | |
| Foreign | N.A. | N.A. | N.A. | N.A. |
| Minority Interests in all subsidiaries | N.A. | N.A. | N.A. | N.A. |
| Joint Ventures (as per proportionate consolidation/ investment as per the equity method) | N.A. | N.A. | N.A. | N.A. |
| TOTAL | | 87.36 | | (5.84) |

**21.10** (a) Contingent Liabilities not provided for in respect of :

| | **AS AT 31.03.2017 (₹ In lacs)** | AS AT 31.03.2016 (₹ In lacs) |
|---|---|---|
| (i) Bank Gurantees given to Pudumjee Paper Products Ltd.* for loans. | **617.87** | – |
| (ii) Claims against the Companies not acknowledged as debts for excise duty, property tax,and commercial claims etc.** | **183.11** | 183.11 |

* Will not affect the future profitability.

** May affect the future profitability to the extent indicated if such liabilities crystallize.

(b) Commitments not provided for in respect of:

| | | |
|---|---|---|
| Estimate of contracts remaining to be executed on Capital A/cs. | **–** | – |

**21.11** The following are the disclosures required under revised Accounting Standards (AS) 15 in respect of Employee Benefits :

a) An amount of Rs.0.31 lac (last year Rs.0.80 lac) has been recognized as an expenses for defined contribution plans by way of Company's contribution to Provident Funds & Super annuation Fund.

b) The defined benefits plans comprise of Gratuity Plan and Leave Encashment Plan.The Gratuity Plan is partly funded with Life Insurance Corporation of India under its Cash Accumulation Plan.

c) Expenses recognized during the year and reconciliation of the Assets & Liabilities recognized in Balance Sheet as at 31.03.2017

**NOTE '21' -** (Contd.)

| | | 2016-2017 | | 2015-2016 | |
|---|---|---|---|---|---|
| | | **Gratuity Partly funded (₹ in lacs)** | **Leave Encashment (Unfunded) (₹ in lacs)** | Gratuity Partly funded (₹ in lacs) | Leave Encashment (Unfunded) (₹ in lacs) |
| I) | The present value of defined benefit obligations at the commencement of the Year | **11.76** | **1.10** | 9.33 | 0.89 |
| ii) | Current Service cost | — | — | 0.31 | — |
| iii) | Interest cost | — | — | 0.72 | 0.07 |
| iv) | Actuarial (Gain)/Loss | — | — | 1.40 | 0.62 |
| v) | Benefits Paid | **11.76** | **1.10** | — | (0.48) |
| vi) | Past Service Cost | — | — | — | — |
| vii) | The present value of defined benefit obligations at the close of the Year | — | — | 11.76 | 1.10 |
| viii) | The fair value of plan assets at the close of the year | — | — | 7.26 | — |
| ix) | The Past service cost not yet recognized | — | — | — | — |
| x) | Expected Return of Plan Assets | — | — | (0.57) | — |
| xi) | Written back in Profit & Loss Account | — | — | — | — |

Expenses aggregating ₹ 12.86 lacs (last year ₹ 2.55 lacs) under items (ii),(iii),(iv),(vi) and (x) above have been debited to the Profit & Loss Account under the Head "Salaries,Wages,Bonus etc."

d) Actuarial assumptions

| | | 2016-2017 | | 2015-2016 | |
|---|---|---|---|---|---|
| | | **Gratuity** | **Leave Encashment** | Gratuity | Leave Encashment |
| I) | Rate of interest (per annum) Parent Co. | — | — | 7.75% | 7.75% |
| | Subsidiary Co- | — | — | | — |
| ii) | Salary growth (per annum) Parent Co- | — | — | 7.00% | 7.00% |
| | Subsidiary Co- | — | — | | — |
| iii) | Withdrawal rate (Per annum) | — | — | 1.00% | 1.00% |
| iv) | Expected return on Plan Assets | — | — | 8.50% | — |
| v) | Mortality rates [LIC(1994.96) ultimate] | — | — | — | — |

**21.12** The items and figures for the previous year have been recast and regrouped wherever necessary to conform to this years presentation.

As per our report of date attached

On behalf of the Board

For **KHARE & CO.,**
Chartered Accountants

**G. N. JAJODIA**
Chairman &
Executive Director

**Y. P. SHUKLA**
Proprietor

**J. W. PATIL**
Company Secretary & C.F.O.

**R. C. SARAF**
Director

Pune, Dated : 23rd May, 2017

Pune, Dated : 23rd May, 2017

## Form AOC-1

**Statement containing salient features of the financial statement of subsidiaries/ associate companies/joint ventures.**

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

**Part "A" - Subsidiaries**

| Name of the Subsidiary | Pudumjee Hygiene Products Limited | Pudumjee Holding Limited |
|---|---|---|
| Reporting period for the subsidiary concerned, if different from the holding company's reporting period | 01.04.2016 to 31.03.2017 | 01.04.2016 to 31.03.2017 |
| Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | ₹ in Lacs | ₹ in Lacs |
| Share Capital | 3000.00 | 5.00 |
| Reserves and Surplus | (2,905.53) | (16.14) |
| Total Assets | 95.22 | 45.59 |
| Total Liabilities | 95.22 | 45.59 |
| Investments | 4.00 | 45.00 |
| Turnover | 26.54 | 0.23 |
| Profit before taxation | 3.00 | (5.81) |
| Provision for taxation | 0.60 | -- |
| Profit after taxation | 2.40 | (5.81) |
| Proposed dividend | -- | -- |
| % of shareholding | 100 | 100 |
| Name(s) of subsidiaries which are yet to commence operations | N. A. | N. A. |
| Name(s) of subsidiaries which have been liquidated or sold during the year. | N. A. | N. A. |

**Part "B" - Associates and Joint ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

| Name of associates/Joint Ventures | Pudumjee Plant Laboratories Limited |
|---|---|
| Latest Audited Balance sheet date | 31st March, 2017 |
| i. Number of shares | 6,75,000 |
| ii. Amount of investment in Associate/Joint Venture at cost | ₹ 60.00 Lacs |
| iii. Extent of Holding | 27.11% |
| Description of how there is significant influence | The Company holds more than 20% shareholding in associate companies directly and through its subsidiaries. |
| Reasons why the associate/joint venture is not consolidated | The Company has made full provision for its investment in Pudumjee Plant Laboratories Limited and the loss suffered has been ignored while consolidating the accounts in accordance with Accounting Standard AS 23 |
| Net worth attributable to shareholding/ Partner as per latest audited Balance Sheet | ₹ (594.36) Lacs |
| Profit/Loss for the year | |
| i. Considered in consolidation | -- |
| ii. Not considered in Consolidation | ₹ (59.62) Lacs |

As per our Report of date attached

For **KHARE & CO.,**
Chartered Accountants

**Y. P. SHUKLA**
Proprietor
Place : Mumbai
Dated : 23rd May, 2017

**J. W. PATIL**
Company Secretary & C.F.O.

On behalf of the Board

**G. N. JAJODIA**
Chairman & Executive Director

**R. C. SARAF**
Director
Place : Mumbai
Dated : 23rd May, 2017

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## PROXY FORM

**[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration), Rules, 2014]**

Name of the Company : **PUDUMJEE INDUSTRIES LIMITED**
CIN:L74999MH1999PLC013394

Registered office : **THERGAON, PUNE 411 033.**

| | |
|---|---|
| Name of the member (s) | : |
| Registered address | : |
| E-mail Id | : |
| Folio No./ Client Id/DPID | : |

I/We being the member (s) of ..... Shareholder of above named company, hereby appoint,

1. Name : .....
   Address : .....
   E-mail Id :
   Signature : ..... or failing him
2. Name : .....
   Address : .....
   E-mail Id :
   Signature : ..... or failing him
3. Name : .....
   Address : .....
   E-mail Id :
   Signature : ..... or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on our behalf at the 52nd Annual General Meeting of the company, to be held on Monday, the 24th July, 2017 at 10.00 a.m. (ST) at the Registered Office of the Company at Thergaon, Pune 411 033 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No(s).** (Please ✓ at appropriate ☐ below )

1. Adoption of Accounts & Reports of Directors and Auditors ☐
2. Appointment of Director retiring by rotation ☐
3. Appointment of Auditors ☐
4. Consent to the subsisting contracts already entered/to be entered into with Related Parties. ☐
5. Approval of Change of name of the Company. ☐

Signed this.....day of ....., 2017

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

**Note: This form of proxy, in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**




## PUDUMJEE INDUSTRIES LIMITED

Registered Office : Thergaon, Pune 411033
Tel. : +91 40773333, Fax : +91 40773388
CIN : L74999MH1999PLC013394
Website : www.pudumjeeindustries.com, E-mail : sk@pudumjee.com

### ATTENDANCE SLIP

Please complete and sign this attendance slip and hand over at the entrance of the meeting hall.

1) Name and Registered Address of the sole / first named Shareholder :

2) Name(s) of the Joint Shareholder(s) if any :

3) Name of Proxy (if any) :

4) Registered Folio No./DPID & Client ID No. :

5) Number of Shares held :

I hereby record my presence at the 52nd Annual General Meeting of the Company at its Registered Office at Thergaon, Pune 411 033, at 10.00 a.m. (ST) on Monday, the 24th day of July, 2017.

_____
Signature of the Member/Proxy

**COURIER / REGD. POST**

**If undelivered, please return to :**

**Pudumjee Industries Ltd.,**
Thergaon, Pune – 411 033.

PRABODH
2447503