

# **PUDUMJEE INDUSTRIES LIMITED**



**PUDUMJEE**

**Annual Report  
2015 - 2016**



## **PUDUMJEE INDUSTRIES LIMITED**

### **DIRECTORS :**

VINOD KUMAR JATIA (Chairman)  
A. S. DAYAL  
R. C. SARAF  
A. K. SOMANY  
G. N. JAJODIA (Executive Director)  
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 & TRANSFER 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 AT :**

BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED.,  
MUMBAI.



## NOTICE

The Fifty First 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 19<sup>th</sup> day of September, 2016 at 9.00 a.m. (ST) to transact the following business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016, namely the Audited Balance Sheet as at 31<sup>st</sup> March, 2016, 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 Ms. Vasudha Jatia (DIN: 06725426), who retires by rotation and being eligible, offers herself 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 section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, Messrs Khare & Co., Chartered Accountants (FRN 105100W), be and hereby appointed as Auditors of the Company from the conclusion of this meeting till the conclusion of 52<sup>nd</sup> Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the 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/Agreement Providing Inter Corporate Deposits	Amount remaining outstanding during any financial year shall not exceed ₹ 6,000 Lacs Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable On Demand  Continuous Arrangement
Pudumjee Pulp & Paper Mills Limited	To provide and accept ICDs	An amount remaining outstanding during any financial year not exceed ₹ 2,500 Lacs. Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable On Demand  Continuous Arrangement
Thacker And Co. Ltd.	To provide and accept ICDs	An amount remaining outstanding during any financial year not exceed ₹ 2,500 Lacs. Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable On Demand  Continuous Arrangement

## PUDUMJEE INDUSTRIES LIMITED

Name of the Related Party	Nature of Transactions	Aggregate Amount	Duration of Agreement
Pudumjee Plant Laboratories Limited	To provide and accept ICDs	An amount remaining outstanding during any financial year not exceed ₹ 2,500 Lacs. Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable On Demand  Continuous Arrangement
Pudumjee Holding Ltd.	To provide and accept ICDs	An amount remaining outstanding during any financial year not exceed ₹ 2,500 Lacs. Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable On Demand  Continuous Arrangement
Pudumjee Hygiene Products Ltd.	To provide and accept ICDs	An amount remaining outstanding during any financial year not exceed ₹ 2,500 Lacs. Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable On Demand  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:

"RESOLVED 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 HOLIDNG LIMITED such other available name(s) which Board of Directors consider suitable.

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

6. 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 provisions of Section 20 of the Companies Act, 2013, for delivery of any documents through a particular mode of delivery, the fees to be charged to the shareholder(s) who request for such specific delivery be and are hereby fixed at the actual cost of each such delivery or such fees as may be decided by the Board of Directors from time to time."

**Notes:**

The Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of item No. 4 to 6 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 Tuesday, the 13<sup>th</sup> day of September, 2016 to Monday, the 19<sup>th</sup> day of September, 2016, both days inclusive.

Ms. Vasudha Jatia, whose appointment is to be considered by Annual General Meeting as mentioned above holds 1,50,000 shares in the Company.

Messrs. Vinod Kumar Jatia, A. S. Dayal, R. C. Saraf, A. K. Somany and R. P. Shroff were appointed as Independent Directors and the appointment is valid upto 14<sup>th</sup> September, 2019. Mr. Vinod Kumar Jatia holds 10,000 shares in the Company. 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.

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@pudimjee.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.

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, Parikh & Associates, 111, 11<sup>th</sup> Floor Sai Dwar CHS Ltd. Opp Laxmi Industrial Estate, Off Link Road, Andheri (West), Mumbai 400053 on or before 13<sup>th</sup> September, 2016.

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

## PUDUMJEE INDUSTRIES LIMITED

### Brief Resume of Director

Name of Director	: Ms. Vasudha Jatia
Nature of his/her expertise in specific functional area	: She is Bachelor in Architecture and belongs to a business family. She has experience and expertise in general business administration and management
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	: 150,000 equity shares of ₹ 2/- each

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, 16<sup>th</sup> September, 2016 at 9.00 a.m. and will end on Sunday, 18<sup>th</sup> September, 2016 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 12<sup>th</sup> September, 2016 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](http://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](http://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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders)</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use first two letters of their name and 8 digits of the sequence number which is printed on Attendance Slip indicated in the PAN field</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the 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.</p>
Dividend Bank Details Or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>* 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(iv)</p>

- 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 "RESOLUTIONS 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 "RESOLUTIONS 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 vote using CDSL's mobile app m-voting available for android based 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 on or

## PUDUMJEE INDUSTRIES LIMITED

after 30<sup>th</sup> June 2016. 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](http://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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.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](mailto: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 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xxii Any person who acquires shares of the Company and becomes member of the company after dispatch of the Notice and holding shares as on the Cut-off date i.e 12<sup>th</sup> September 2016, 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.12<sup>th</sup> September 2016. 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.
- xxiii The Board of Directors has appointed Mr. P. N. Parikh, Practicing Company Secretary (Membership No FCS-327 and C. P. No. 1228 ) of Parikh & Associated, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. He has communicated his 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 Consolidate 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](http://www.pudumjeeindustries.com) and on the website of CDSL. Immediately after the result is declared by the Chairman and 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 AGM i.e. 19<sup>th</sup> September, 2016.

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](http://www.pudumjeeindustries.com).

Email: [sk@pudumjee.com](mailto:sk@pudumjee.com)

Dated: 2<sup>nd</sup> August, 2016

**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:

<b>Name of the Company</b>	<b>Interested Director</b>
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**

According to Regulation 45 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, which came in to effect from 1<sup>st</sup> December, 2016, the Company needs to change its name, if changed activity of the company do not reflect in its name or at least 50% of the total revenue in the preceding one year has been accounted for by the new activity or the amount invested in new activity is atleast 50% of the assets of the listed entity. In such circumstances the company shall change its name in line with its activities within a period of six months from the change of activities.

As the members are aware that the entire manufacturing business of the company is de-merged to Pudumjee Paper Products Limited and currently the Company has leased out its land to the Pudumjee Paper Products Limited. In the near future the Company may take up the Real Estate activities.

This requires change of name of the Company from its exiting name, Pudumjee Industries Limited to some other name reflecting the business of Real Estate.

It may be noted that the Company will be applying to the Register 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 te Company.

The Company is seeking the approval of shareholders for proposed change in name and the consequently

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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.

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

The resolution is recommended by the Board of Directors to be passed as a Special Resolution

### Resolution No. 6

Pursuant to the Section 20 of the Companies Act, 2013, the Company can decide the fees/charges to be charged to/ recovered from the Shareholders for sending the documents, notices, Annual Reports, correspondence related to Company through a particular mode as may be requested by the Shareholders. The proposed Ordinary Resolution is put up for the approval of Shareholders to enable the Company to Charge/recover the costs of sending the documents through a particular mode of delivery requested by any shareholder.

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

By Order of the Board of Directors,

**J. W. Patil**  
Company Secretary

### Registered Office:

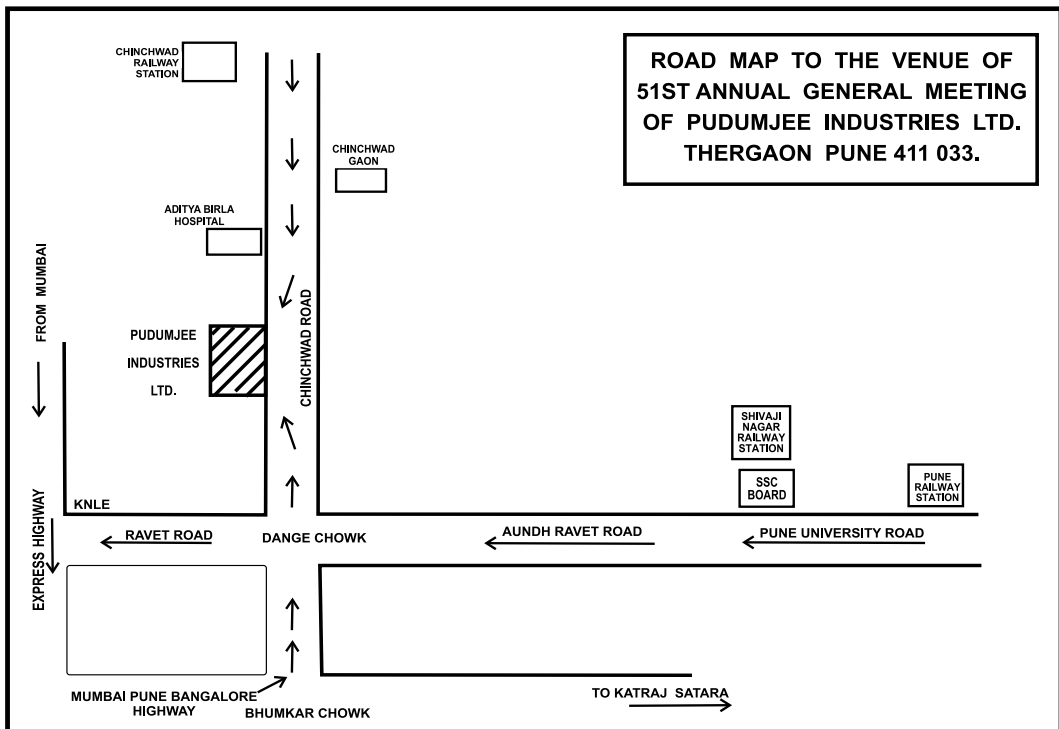
Thergaon, Pune - 411 033

Tel: +91-20-40773333, Fax : +91-20-4077 3388

CIN: L74999MH1999PLC013394

Web Site: [www.pudumjeeindustries.com](http://www.pudumjeeindustries.com). Email: [sk@pudumjee.com](mailto:sk@pudumjee.com)

Dated: 2<sup>nd</sup> August, 2016



## DIRECTORS' REPORT

To the Members,

The Directors have pleasure in presenting the 51<sup>st</sup> Annual Report of the Company together with the Audited Financial Statements of Accounts for the year ended 31<sup>st</sup> March, 2016

### FINANCIAL RESULTS

	<b>(₹ In Lacs)</b> <b>2015-2016</b>	<b>(₹ In Lacs)</b> <b>2014-2015</b>
The gross profit before Interest and Depreciation (including from discontinuing operations)	<b>195.86</b>	1127.90
Adjusting therefrom Finance cost of	<b>164.57</b>	725.84
And Depreciation of	<b>6.77</b>	125.04
The net profit	<b>24.52</b>	277.02
The balance of Profit brought forward from last year	<b>1,362.03</b>	1,196.01
Less: Transfer of Profit on Demerger	<b>(160.85)</b>	–
Total	<b>1,225.70</b>	<b>1,473.03</b>
Less: Provision for Current Taxation of	–	108.15
Provision for Deferred Tax expenses of	<b>0.64</b>	2.85
Totaling to	<b>0.64</b>	111.00
There remains a balance of	<b>1,225.06</b>	1,362.03

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

As you are aware, that the shareholders had approved a scheme for demerging Paper manufacturing activity of the Company into Pudumjee Paper Products Ltd. (PPPL) with effect from the appointed date 1.4.2014. Directors are pleased to inform that the Bombay High Court has sanctioned the scheme on 8.1.2016 which, after necessary compliances, has become effective on 1.2.2016. Accordingly all the assets and liabilities and the employees of the demerged paper manufacturing business have been transferred and in consideration, the shareholders of our Company have been allotted in aggregate 81,00,000 equity shares of Pudumjee Paper Products Ltd., without payment. These shares have been listed for trading on 30.3.2016. As provided by the scheme, the Company has also allowed PPPL to use its site at Pune under Leave and License agreement for a period of 5 years to enable them to relocate their expanded manufacturing operations at Mahad. All the provisions of the scheme have been given effect to in the accounts.

After having demerged, the paper manufacturing business the company will be planning to develop about 20 acres of land which it has at Pune as well as at Narsingpur - Madhya Pradesh. The land at Pune after its vacation by PPPL can be taken up for development. The land at Narsingpur which is very close to the upcoming NSEW golden quadrangle highway on the outskirts of City of Narsingpur can also be simultaneously planned for development. Additionally, the company also invests funds in the group companies on commercial terms, the income therefrom has been shown as Other Income in the accounts.

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After demerger, and on allotment of shares by PPPL, the company has become the single largest shareholder of PPPL holding more than 1.7 crores shares or about 18%, both directly and through subsidiary companies. This holding is likely to benefit the company over a period of time.

Pudumjee Hygiene Products Ltd (PHPL) the Company's wholly owned subsidiary who was also party to the aforesaid scheme of demerger has demerged its business of hygiene products to PPPL and is currently continuing its business of machinery leasing to tissue converters. The company as a sole shareholder has been allotted shares by PPPL. The accounts of PHPL shows a loss of ₹ 7.58 crores primarily because of provision for impairment of goodwill generated (being excess of assets over liabilities transferred to PPPL) on demerger.

Pudumjee Hygiene Products Ltd and Pudumjee Holding Ltd. another wholly owned subsidiary engaged in the investment activity and holds 19,600 and 2,25,000 equity shares in PPPL respectively, originally subscriber to Memorandum of Association.

### SUBSIDIARIES

As at 31<sup>st</sup> March 2016, 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), there are no amounts of nature like unclaimed dividend, interest on Fixed Deposits, etc. which remained unpaid or unclaimed for a period of seven years or more and therefore the question of deposit/transfer to the Investor Education and Protection Fund does not arise.

### AUDITORS

#### Statutory Auditors:

M/s. Khare and Co., Chartered Accountants, have been appointed as Statutory Auditors of the Company at the 49<sup>th</sup> Annual General Meeting to hold office up to the conclusion of 51<sup>th</sup> Annual General Meeting. M/s. Khare and Company, have given their consent to act as the Auditors of the Company till conclusion of 52<sup>nd</sup> Annual General Meeting. The Company has received a Certificate from M/s. Khare and Company, to the effect that their appointment, would be within the prescribed limits under section 141 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and that they are not disqualified for appointment. The Shareholders will be required to appoint the auditors and fix their remuneration at the ensuing Annual General Meeting.

There is no adverse remark or qualification in the Statutory Auditor's Report annexed elsewhere in this Annual Report.

#### Secretarial Auditor.

The Board has appointed Mr. P. N. Parikh of Parikh & Associates, (Membership No. 327, C. P. No. 1228), Practising Company Secretary to conduct the Secretarial Audit of the Company for the financial year 2015-16. Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and in their independence and arm's length relationship with the Company.

#### 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 seven directors out of which five 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.

Ms. Vasudha Jatia, Director, retires by rotation at the ensuing Annual General Meeting, and being eligible, offer herself 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 31<sup>st</sup> March, 2016 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 2015-16.

#### **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 49<sup>th</sup> 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 2015-16 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](http://www.pudumjeeindustries.com).

#### **PERFORMANCE EVALUATION 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

## **PUDUMJEE INDUSTRIES LIMITED**

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 Familiarisation 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.pudumjeeindustries.com](http://www.pudumjeeindustries.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 3<sup>rd</sup> November, 2014. The said policy may be referred to, at the Company's official website [www.pudumjeeindustries.com](http://www.pudumjeeindustries.com).

### **RISK MANAGEMENT POLICY**

During the year the board of directors at its meeting held on 17<sup>th</sup> 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 and Clause 49 of the Listing Agreement. The said policy is available at the company's website [www.pudumjeeindustries.com](http://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 to date.

### **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 are not applicable to the Company. During 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.



**DIRECTORS' RESPONSIBILITY STATEMENT**

Directors Confirm that :

- (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 profit and 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 Companies Act, 2013 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 : 30<sup>th</sup> May, 2016  
Place: Mumbai

Vinod kumar Jatia  
Chairman

## PUDUMJEE INDUSTRIES LIMITED

### 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%
<b>Summery of Financial Position</b>			
Sales	22.74	0.02	7.18
Profit/(Loss) after tax	(758.27)	(5.95)	(242.40)
Net Current Assets	18.84	0.39	628.77
Loans & Borrowings	-	50.06	1,496.88
Current Liabilities	10.12	0.68	23.25
Net Fixed Assets	71.81	-	1,695.96
Equity Share Capital	3,000.00	5.00	249.00
Reserves and Surplus	(2,907.33)	(10.33)	(677.62)
Earnings - Rs. per Equity Share	(2.52)	(11.90)	(9.74)
Dividend - Rs. per Equity Share	-	-	-

On behalf of the Board of Directors,

Date : 30<sup>th</sup> May, 2016  
Place: Mumbai

Vinod kumar Jatia  
Chairman

**Annexure II**

Particulars of loans given, guarantees/ investments made during the Financial Year 2015-16

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 ₹)	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.	<u>817.20</u> (1,351.25)	12.50%	NA	NA	NA	NA
	Pudumjee Paper Product Ltd.	<u>567.17</u> (277.64)	12.50%	NA	NA	NA	NA
	Pudumjee Holding Ltd.	<u>0.00</u> (45.00)	12.50%	NA	NA	NA	NA
	Pudumjee Hygiene Products Ltd.	<u>85.00</u> (0.00)	12.50%	NA	NA	NA	NA

*Figures in bracket indicates Balance as on 31.03.2016*

On behalf of the Board of Directors,

Date : 30<sup>th</sup> May, 2016  
Place: MumbaiVinod kumar Jatia  
Chairman

**Annexure III**  
**FORM No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

(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 31<sup>st</sup> March, 2016 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 31<sup>st</sup> March, 2016 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 there under 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, 1992 and 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 Clients; (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)
- (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 specifically applicable to the Company, namely:
  1. The Air (Prevention & Control of Pollution) Act, 1981 and Rules.
  2. The Hazardous Wastes (Management & Handling) Rules, 1989.
  3. The Factories Act, 1948.
  4. Industries (Development and Regulation) Act, 1951.
  5. Environmental Protection Act, 1986

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 generally 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent 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 the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

The Scheme of Arrangement and Reconstruction (Demerger) between Pudumjee Pulp & Paper Mills limited, Pudumjee industries Limited, Pudumjee Hygiene Products Limited and their respective Shareholders and Creditors under Section 391 to 394 of the Companies Act, 1956 has been approved by the Hon'ble High Court of Judicature at Bombay on 8<sup>th</sup> January, 2016.

For Parikh & Associates  
Company Secretaries  
Signature:

Place : Mumbai  
Date : 30<sup>th</sup> May, 2016

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 : 30<sup>th</sup> May, 2016

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 31<sup>st</sup> March 2016  
[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 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. B-302, Sony Apartment, Opp. St. Jude High School, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400072 Tel. : 022-28520461/62 Fax : 022-28511809 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)

# PUDUMJEE INDUSTRIES LIMITED

## 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 (01-04-2015)				No. of Shares held at the end of the year 31-03-2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
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
<b>Sub-total (A) (1):-</b>	<b>12709342</b>	<b>0</b>	<b>12709342</b>	<b>70.60</b>	<b>12709342</b>	<b>0</b>	<b>12709342</b>	<b>70.60</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0.00	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
<b>Sub-total (A) (2):-</b>	<b>300000</b>	<b>0</b>	<b>300000</b>	<b>1.67</b>	<b>300000</b>	<b>0</b>	<b>300000</b>	<b>1.67</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>13009342</b>	<b>0</b>	<b>13009342</b>	<b>72.27</b>	<b>13009342</b>	<b>0</b>	<b>13009342</b>	<b>72.27</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1) Institutions</b>									
a) Mutual Funds	1000	5000	6000	0.04	0	0	0	0.00	-0.04
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) FIs	150000	0	150000	0.83	150000	0	150000	0.83	0.00
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
<b>Sub-total (B)(1):-</b>	<b>151000</b>	<b>5500</b>	<b>156500</b>	<b>0.87</b>	<b>150000</b>	<b>500</b>	<b>150500</b>	<b>0.83</b>	<b>-0.04</b>
<b>2) Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	1500230	32500	1532730	8.52	574808	23500	598308	3.32	-5.20
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 ₹ 1 lacs	1836306	687380	2523686	14.02	2167228	550840	2718068	15.10	1.08
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lacs	506269	0	506269	2.81	1215360	0	1215360	6.75	3.94



## (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01-04-2015)				No. of Shares held at the end of the year 31-03-2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify) Non Resident				0.00				0	0.00
Non Resident Indians	26799	0	26799	0.15	27791	0	27791	0.15	0
Hindu Undivided Families	234014	0	234014	1.30	256437	0	256437	1.42	0.12
Clearing Members	660	0	660	0.00	14194	0	14194	0.08	0.08
Directors	10000	0	10000	0.06	10000	0	10000	0.06	0.06
<b>Sub-total (B)(2):-</b>	<b>4114278</b>	<b>719880</b>	<b>4834158</b>	<b>26.86</b>	<b>4265818</b>	<b>574340</b>	<b>4840158</b>	<b>26.86</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>4265278</b>	<b>725380</b>	<b>4990658</b>	<b>27.73</b>	<b>4415818</b>	<b>574840</b>	<b>4990658</b>	<b>27.73</b>	<b>0.00</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
<b>Grand Total (A+B+C)</b>	<b>17274620</b>	<b>725380</b>	<b>18000000</b>	<b>100.00</b>	<b>17425160</b>	<b>574840</b>	<b>18000000</b>	<b>100.00</b>	<b>0</b>

## (ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1.04.2015			Shareholding at the end of the year 31.03.2016			% 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	899000*	4.99	0	NIL
3	Vrinda Jatia	150000	0.83	0	150000	0.83	0	NIL
4	Vasudha Jatia	150000	0.83	0	150000	0.83	0	NIL
5	Yashvardhan Jatia	5,500	0.03	0	5,500	0.03	0	NIL
6	Arun Mahabir Prasad Jatia / Basant Kumar Khaista@	667462	3.71	0	667462	3.71	0	NIL
7	Thacker And Co. Ltd.	2520210	14.00	0	2520210	14.00	0	NIL
8	Pudumjee Investment Finance Company Ltd.	3945790	21.92	0	3945790	21.92	0	NIL
9	Fujisan Technologies Ltd.	875680	4.86	0	875680	4.86	0	NIL
10	Gelid Commercial Pvt. Ltd.	493575	2.74	0	0	0	0	-2.74
11	Ubiquitous Trading Pvt. Ltd.	321000	1.78	0	0	0	0	-1.78
12	Suma Commercial Pvt. Ltd.	642950	3.57	0	1848525	10.26	0	6.69
13	Chem Mach Pvt. Ltd.	61,450	0.34	0	61,450	0.34	0	NIL
14	Pudumjee Pulp Paper Mills Ltd.	956725	5.32	0	956725	5.32	0	NIL
15	Winterpak Investment & Finance Ltd.	391000	2.17	0	0	0	0	-2.17

\* Shares are held by Mr. A. K. Jatia as Executer of will of Ms. Poonam Jatia

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

## (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 01/04/2015	% of Shares held as on 01/04/2015	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 31/03/2016	% of Shares held as on 31/03/2016
-	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 promoters.

## PUDUMJEE INDUSTRIES LIMITED

### (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 01/04/2015	% of Shares held as on 01/04/2015	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 31/03/2016	% of Shares held as on 31/03/2016
1	Sanjay M. Jatia	0	0	Transfer	Increase	999995	04.12.2015	999995	999995	-	999995	5.56
2	Santosh S Goenka	215365	1.20	-	-	-	-	-	-	-	215365	1.20
3	Orange Mauritius Investments Limited	150000	0.83	-	-	-	-	-	-	-	150000	0.83
4	Pudumjee Industries Limited Unclaimed Suspense Account	-	-	Transfer	Increase	102500	18.03.2016	102500	102500	-	102500	0.57
5	Halan Properties Private Limited.	100000	0.56	-	-	-	-	-	-	-	100000	0.56
6	Sarwankumar Devidutt Saraf Huf.	0	0	Transfer	Increase	93479	17.07.2015	93479	93479	-	93479	0.52
7	Padmakshi Financial Services Pvt Ltd	71219	0.40	Transfer	Increase	20185	Changes in shareholding as under			-	91404	0.51
							1050	26.06.2015	72669			
							121	10.07.2015	72390			
							(1370)	17.07.2015	71020			
							(1857)	24.07.2015	69163			
							(100)	07.08.2015	69063			
							605	27.11.2015	69668			
							627	04.12.2015	70295			
							(15766)	18.12.2015	54529			
							(25300)	25.12.2015	51999			
							(2000)	31.12.2015	49999			
							(26170)	08.01.2016	47382			
							(9946)	15.01.2016	37436			
							(999)	22.01.2016	36437			
							(1791)	29.01.2016	34646			
							7773	12.02.2016	42419			
							500	26.02.2016	41919			
							49800	04.03.2016	91719			
							(315)	18.03.2016	91404			
8	Krishna Vishwanath	100555	0.56	-	-	-	(10055)	18.03.2016	0	-	0	-
9	Priti Milan Doshi	62500	0.35	-	-	-	-	-	-	-	62500	0.35
10	Nandkishore Aganwal	58375	0.32	-	-	-	-	-	-	-	58375	0.32

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 01.04.2015		Cumulative Shareholding during the year		Shareholding At the End of the year 31.03.2016	
		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	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.Somany	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
8	Mr. Sudhir Vithalrao Duppalwar	1	0.00	1	0.00	1	0.00
9	Mr. Jagadish Waman Patil	1	0.00	1	0.00	1	0.00

V. 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			
<b>Indebtedness at the beginning of the financial year</b>						
i)	Principal Amount	106922505	0	5314000	0	112236505
ii)	Interest due but not paid	0	0	0	0	0
iii)	Interest accrued but not due	0	0	0	0	10553
<b>Total (i+ii+iii) (A)</b>		<b>106922505</b>	<b>0</b>	<b>5314000</b>	<b>0</b>	<b>112236505</b>
<b>Change in Indebtedness during the financial year</b>						
	Addition	0	0	0	0	
	Reduction	106922505	0	5281000	0	112203505
<b>Net Change (B)</b>		<b>(106922505)</b>	<b>0</b>	<b>(5281000)</b>	<b>0</b>	<b>(112203505)</b>
<b>Indebtedness at the End of the financial year</b>						
i)	Principal Amount	0	0	33000	0	33000
ii)	Interest due but not paid	0	0	0	0	0
iii)	Interest accrued but not due	0	0	0	0	0
<b>Total (i+ii+iii) (C)</b>		<b>0</b>	<b>0</b>	<b>33000</b>	<b>0</b>	<b>33000</b>
<b>Grand Total (A+B+C)</b>		<b>0</b>	<b>0</b>	<b>33000</b>	<b>0</b>	<b>33000</b>

VI. 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	31,00,000		31,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0		0
	(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))	3,72,000		3,72,000
<b>Total (A)*</b>		<b>34,72,000</b>		<b>34,72,000</b>
<b>Ceiling as per the Act (I)</b>		<b>4200,000</b>		<b>4200,000</b>

Note- Gratuity Payment not considered. No Remuneration was drawn by Mr. G. N. Jajodia from 1<sup>st</sup> February, 2016 onwards.

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### b) Remuneration to other directors:

(in ₹)

Particulars of Remuneration and Name of the Directors	Name of other Directors						Total Amount
	Mr. R. P . Shroff	Mr. R.C. Saraf	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	17,500	14,500	9,000	2,000	15,500	4,000	62,500
Commission	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total (1)</b>	<b>17,500</b>	<b>14,500</b>	<b>9,000</b>	<b>2,000</b>	<b>15,500</b>	<b>4,000</b>	<b>62,500</b>
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
<b>Total (2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Total (B)=(1+2)</b>	<b>17,500</b>	<b>14,500</b>	<b>9,000</b>	<b>2,000</b>	<b>15,500</b>	<b>4,000</b>	<b>62,500</b>
<b>Total Managerial Remuneration</b>	<b>17,500</b>	<b>14,500</b>	<b>9,000</b>	<b>2,000</b>	<b>15,500</b>	<b>4,000</b>	<b>62,500</b>
<b>Overall Ceiling as per the Act</b>	<b>2100000</b>	<b>1800000</b>	<b>900000</b>	<b>200000</b>	<b>1700000</b>	<b>400000</b>	<b>7100000</b>

### Overall ceiling Limits for managerial remuneration

(in ₹)

Name of the Directors	Remuneration/sitting fees paid to directors during Financial Year 2015-16	Overall Ceiling limit for managerial remuneration as per the Act
Mr. G.N. Jajodia	34,72,000	4,200,000
Mr. R.C. Saraf	14,500	18,00,000
Mr. V.K.Jatia	15,500	17,00,000
Mr. R. P . Shroff	17,500	2,100,000
Ms. Vasudha Jatia	4,000	400,000
Mr. Atul Dayal	9,000	900,000
Mr. A. K. Somay	2,000	200,000
<b>Total (A+B)</b>	<b>35,34,500</b>	<b>(I+II) 113, 00,000</b>

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

(in ₹)

Particulars of Remuneration and Name of the KMP	Key Managerial Personnel			Total
	CEO	Company Secretary	CFO	
		Mr. Jagadish Waman Patil	Mr. Sudhir Vithalrao Duppaliwar	
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA	737,190	13,91,773	21,28,963
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA	105,210	50,000	1,55,210
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	-
Stock Option	NIL	NIL	NIL	-
Sweat Equity	NIL	NIL	NIL	-
Commission as % of profit others, specify...	NIL	NIL	NIL	-
Others, please specify	NIL	NIL	NIL	-
<b>Total</b>	<b>NIL</b>	<b>842,400</b>	<b>14,41,773</b>	<b>2,284,173</b>

VII. 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	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

On behalf of the Board of Directors,

Date : 30<sup>th</sup> May, 2016  
Place: Mumbai

Vinod kumar Jatia  
Chairman

**REPORT ON CORPORATE GOVERNANCE**

The Directors present their Report on Corporate Governance as required by SEBI guidelines and listing Agreements:

**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 29<sup>th</sup> 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. The Code of Conduct is displayed at the Company's website [www.pudumjeeindustries.com](http://www.pudumjeeindustries.com). Affirmation regarding compliance with the Code of Conduct had been obtained 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. The minimum information as mentioned in Schedule II Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration.

**MANAGEMENT DISCUSSION AND ANALYSIS:**

After its demerger the company will be concentrating its operations in the real estate development for which purpose, it has about 4 acres of land at Thergaon, Pune which is currently occupied for a period of 5 years by Pudumjee Paper Products Limited [PPPL]. Another piece of land with the Company has is located on the outskirts of the city of Narsinghpur.

The real estate market currently is going through mild recessionary trend and is also affected by the trend of economic slowdown. The company expects that by the time the land development is launched, the real estate market would show its revival.

The new TDR policy recently announced by Maharashtra Govt. would immensely benefit the company as its land is situated by the side of the main road thereby allowing it maximum buildable potential.

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

The Company currently employs one employee and its relations to be cordial.

**Board of Directors:**

The Board of Directors is composed of a Promoter Director, one Executive Director, and five 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-imbusement of expenses incurred for attending each meeting of Board or Committee thereof.

The composition of the Board as on 31<sup>st</sup> March, 2016 is as under:

Directors	Category	Number of outside Directorships in Public Companies as on 31 <sup>st</sup> March, 2016.*	Number of outside Membership of Committees of as on 31 <sup>st</sup> March, 2016. +	Number of outside Chairmanships of Committees as on 31 <sup>st</sup> March, 2016. +	Shareholding as on 31.03.2016
<b>Executive Directors</b>					
Mr. G. N. Jajodia [DIN00064611]	Executive Director	3	Nil	Nil	Nil
<b>Non- Executive Directors</b>					
Mr. V. K. Jatia [DIN00091115]	Chairman & Independent Director	3	Nil	Nil	10000
Mr. R. C. Saraf [DIN00161412]	Independent Director	4	4	Nil	Nil
Mr. A. S. Dayal [DIN00005021]	Independent Director	2	2	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

\* 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.

None of the Directors of the Company is a member of more than 10 committees and Chairman of more than 5 committees in public limited companies where he/she is a director.

The independent directors of the company are acting as independent director for in not more than 7 listed companies. The Executive Directors of the company is not independent director in more than 3 listed companies.

The directors has no inter se relationship with each other.

Mr. Vinod kumar Jatia holds 10,000 shares in the Company and Ms. Vasudha Jatia holds 150,000 shares in the company. Other directors hold Nil shares in the company.

The company, from time to time familiarises its directors about corporate governance and weblink to Familiarisation programme is [www.pudumjeeindustries.com/policydetails/PIL/](http://www.pudumjeeindustries.com/policydetails/PIL/) familiarisationProgramme.

The company periodically update the Board about compliance under applicable laws

During the year 2015-2016, Five Board Meetings were held on the following dates :

18-05-2015	31-07-2015	05-11-2015
10-12-2015	09-02-2015	

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The Fiftieth Annual General Meeting (AGM) of the Company was held on 21<sup>st</sup> September, 2015. 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. Gautm Nandkishore Jajodia	5	Yes
Mr. Vinod Kumar Jatia	5	–
Mr. Rajendra Chiranjilal Saraf	5	–
Mr. Atul Shatikuamr Dayal	4	–
Mr. Arvind Kumar Somany	1	–
Mr. Rushabh Pradeep Shroff	5	–
Ms. Vasudha Arun Kumar Jatia	4	–

**Details of Sitting fees & Remuneration paid to Directors during the year ended 31<sup>st</sup> March, 2016.**

[Amount in ₹]

Name	Sitting fees	Salaries	Perquisites	Commission	Total
Mr. G. N. Jajodia	--	31,00,000	3,72,000	--	34,72,000
Mr. V. K. Jatia	15,500	--	--	--	15,500
Mr. R. C. Saraf	14,500	--	--	--	14,500
Mr. A. S. Dayal	9,000	--	--	--	9,000
Mr. A. K. Somany	2,000	--	--	--	2,000
Mr. R. P. Shroff	17,500	--	--	--	17,500
Ms. Vasudha Jatia	4,000	--	--	--	4,000

- Mr. G. N. Jajodia-Perquisites includes contribution to provident and Superannuation fund etc., but exclude provision for gratuity. No remuneration was drawn by Mr. Jajodia from February, 2016.
- 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-imburement of expenses incurred for attending each meeting of Board or Committee thereof attended by him, within the limits prescribed by law in this regard.
- Mr. Vinod Kumar Jatia holds 10,000 shares and Ms. Vasudha Jatia hold 150,000 shares of Rupees 2/- each. No other director holds any shares in the company.

### 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. Ms. Vasudha Jatia, who was appointed as Director on 17<sup>th</sup> January, 2015, retire by rotation at the ensuing Annual General Meeting, and being eligible, offer herself for re-appointment. During the year she had attended four Board meetings out of five Board Meetings held. The brief profile of appointee is as under.

### Brief Resume of Director

Name of Director : Mr. Vasudha Jatia

Nature of his/her expertise in specific functional area : She is bachelor in Architecture and belongs to a business family. She has experience and expertise in general business administration and management

Disclosure of Directorships between Directors inter-se : Nil

Name of Listed entities in (other than Pudmjee Industries Ltd.) which the person holds the directorship and membership of the Committee of the Board : Nil

Shareholding in the company : 150,000 equity shares of ₹ 2/- each



**COMMITTEE OF DIRECTORS:**

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

**a) Audit Committee**

The Audit Committee consists of four Independent non Executive Directors. They have vast experience and knowledge of corporate affairs and financial management and possess strong accounting and financial management expertise. The composition of Committee is as under;

Sr. No.	Name of the Directors	Designation
1	Mr. Rajendra Chiranjilal Saraf	Chairman
2	Mr. Atul Shantikumar Dayal	Member
3	Mr. Rushabh Pradeep Shroff	Member
4	Mr. Vinod Kumar Jatia	Member

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.

During the year five Audit Committee meetings were held on 18<sup>th</sup> May, 2015, 31<sup>st</sup> July, 2015, 5<sup>th</sup> November, 2015, 10<sup>th</sup> December, 2015 and 9<sup>th</sup> February, 2016.

Sr. No.	Name of the Directors	Meeting attended
1	Mr. Rajendra Chiranjilal Saraf	5
2	Mr. Atul Shantikumar Dayal	4
3	Mr. Rushabh Pradeep Shroff	5
4	Mr. Vinod Kumar Jatia	5

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 auditors 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.

## PUDUMJEE INDUSTRIES LIMITED

### b) Nomination and Remuneration Committee

The Constitution and the terms of reference of Nomination and Remuneration Committee are in compliance with the provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

The Nomination & Remuneration Committee comprises of Mr. Rajendra Chiranjilal Saraf (Chairman), Mr. Rushabh Pradeep Shroff (Member) and Mr. Vinod Kumar Jatia (Member).

The Company secretary is the Secretary to the Committee.

Three Committee meetings were held on 18<sup>th</sup> May, 2015, 31<sup>st</sup> July, 2015 and 9<sup>th</sup> February, 2016, during the year 2015-16. The attendances at these meetings were as under:

Sr. No.	Members	Meetings Attended
1.	Mr. Rajendra Chiranjilal Saraf	3
2.	Mr. Rushabh Pradeep Shroff	3
3.	Mr. Vinod Kumar Jatia	3

The detailed policy of the company on Directors' appointment and remuneration including criteria for determining qualifications, of a director and other matters and policy relating to the remuneration for the directors, key managerial personnel and others, Board Diversity Policy can be viewed at company's website i.e. [www.pudumjeeindustries.com](http://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 2015-2016, No complaint was received from investor, through Securities and Exchange Board of India (SEBI) or Stock Exchanges. No complaints are pending for resolution. Contact details are provided this report under General information for shareholders.

Four Committee meetings were held on 18<sup>th</sup> May, 2015, 31<sup>st</sup> July, 2015, 5<sup>th</sup> November, 2015 and 9<sup>th</sup> February, 2016, during the year 2015-16. The attendances at these meetings were as under:

Sr. No.	Members	Meetings Attended
1.	Mr. Rajendra Chiranjilal Saraf	4
2.	Mr. Gautam Nandkishore Jajodia	4
3.	Mr. Rushabh Pradeep Shroff	4

### Other Committees:

Details of other Committees are given in the Directors Report

### d) General Body Meetings:

- i) Annual General Meetings held during the past three years 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
2012-13	26 <sup>th</sup> August, 2013	No Special Resolution was passed.
2013-14	15 <sup>th</sup> September, 2014	i) Special Resolution for appointment, remuneration and other terms of Mr. Gautam Nanadkishore Jajodia as Executive Director from 1 <sup>st</sup> September, 2013. 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 ₹ 1000 crores 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	21 <sup>st</sup> September, 2015	i) Special Resolution for appointment, remuneration and other terms of Mr. Gautam Nanadkishore Jajodia as Executive Director from 1 <sup>st</sup> April, 2015. ii) Special Resolution for acceptance of Fixed Deposits from members.

#### ii) Extra Ordinary General Meeting (EGM)/Court Convened Meeting

During the year no Extra Ordinary General Meeting was held. A Court convened Meeting of the Equity Shareholders was held on 20<sup>th</sup> July, 2015 for consideration of the Scheme of Arrangement and Reconstruction (De-merger). The meeting was held for approval of the Scheme of Arrangement and Reconstruction (Demerger) between Pudumjee Pulp & Paper Mills Limited and Pudumjee Industries Limited and Pudumjee Hygiene Products Limited and Pudumjee Paper Products Limited and their respective shareholders and creditors.

#### iii) Postal Ballot

During the year under review, the Company has not passed special resolution by way of Postal Ballot process.

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

#### COMPANY POLICIES:

The following policies are hosted on website of the Company [www.pudumjeeindustries.com/policies](http://www.pudumjeeindustries.com/policies)

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](http://www.pudumjeeindustries.com)

## PUDUMJEE INDUSTRIES LIMITED

### 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](http://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](http://www.pudumjeeindustries.com).

The company has formulated a policy for determining 'material' subsidiaries as defined under Listing Regulations. This policy is also available on company's website [www.pudumjeeindustries.com](http://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 the Directors is drawn to significant transactions and arrangements entered into by the subsidiary companies. The performance of its subsidiaries is also reviewed by the Board periodically.

### 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. The independent directors, reviewed the performance of non independent directors, Chairman of the Company and the Board as a whole.

### Annual Evaluation of Board, its Committees and Directors:

As required under Companies Act, 2013 and Listing Regulations, the Board has carried out an annual evaluation of its own performance, the directors individually as well as the evaluation of working of the committee.

### CEO/CFO Certification:

As required under Regulation 17(8) of the Listing Regulations the Executive have certified to the board that Audited Financial statements for the financial year ended 31<sup>st</sup> March, 2016 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 thereunder.

### 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 website [www.pudumjeeindustries.com](http://www.pudumjeeindustries.com).
- d) 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.
- e) In terms of Listing Agreement, 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.
- f) 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.
- g) Subsidiary Company- Regulation 16 of Listing Regulations defines a "Material Subsidiary" as subsidiary,

whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the said entity and its Subsidiaries in the immediately preceding accounting year. In view of above, the company did not have any "Material non listed Indian Subsidiary" during the year under review.

- h) Disclosure of Commodity price risk and commodity hedging activities-Not Applicable.
- i) Foreign Exchange risk and hedging activities- The company usually takes short term cover against 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](http://www.pudumjeeindustries.com).
- c) The Company has created a dedicated E-mail ID for investor's complaints viz. [inv\\_compl\\_pail@pune.pudumjee.com](mailto: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 31<sup>st</sup> March, 2016 is as under.

<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Shares</b>
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year, 1 <sup>st</sup> April, 2015.	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, 31 <sup>st</sup> March, 2016.	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.

## PUDUMJEE INDUSTRIES LIMITED

### General Information for Shareholders:

#### Annual General Meeting

1.	Date & Time	Monday, 19 <sup>th</sup> September, 2016 at 9.00 a.m.
2.	Venue of AGM	Registered Office of the Company at Thergaon, Pune 411 033
3.	Financial Year	1 <sup>st</sup> April to 31 <sup>st</sup> March
	<b>Financial Calendar (Tentative)</b>	
1.	Date of Book Closure	13 <sup>th</sup> September, 2016 to 19 <sup>th</sup> September, 2016
2.	Last date for receipt of Proxy Form	17 <sup>th</sup> September, 2016 (Before 9.00 a.m.)
3.	Board Meeting for Consideration of unaudited results for first three quarters	Within 45 days from the end of the each quarter
<b>4.</b>	<b>Listing on Stock Exchanges and Scrip code:</b>	
	BSE Limited Phiroze Jeejibhoy Towers 25 <sup>th</sup> 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. B-302, Sony Apartment, Opp. St. Jude High School, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400072 Tel. : 022-28520461/62 Fax : 022-28511809 E-mail: <a href="mailto:service@satellitecorporate.com">service@satellitecorporate.com</a>

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).

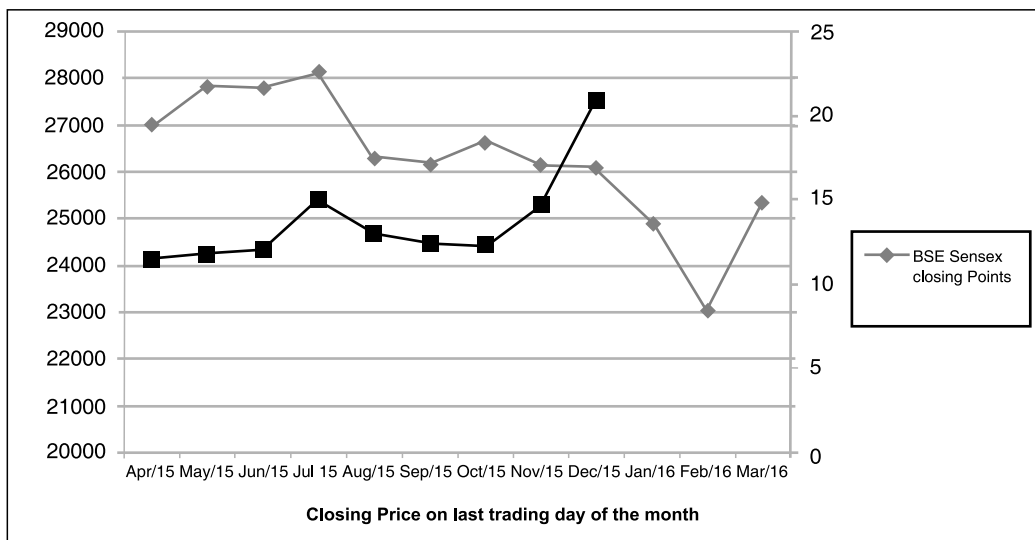
Note: Shareholders holding shares in Electronic Mode should address all correspondence to their respective Depository Participants).

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

Market share Price Data: (In ₹)

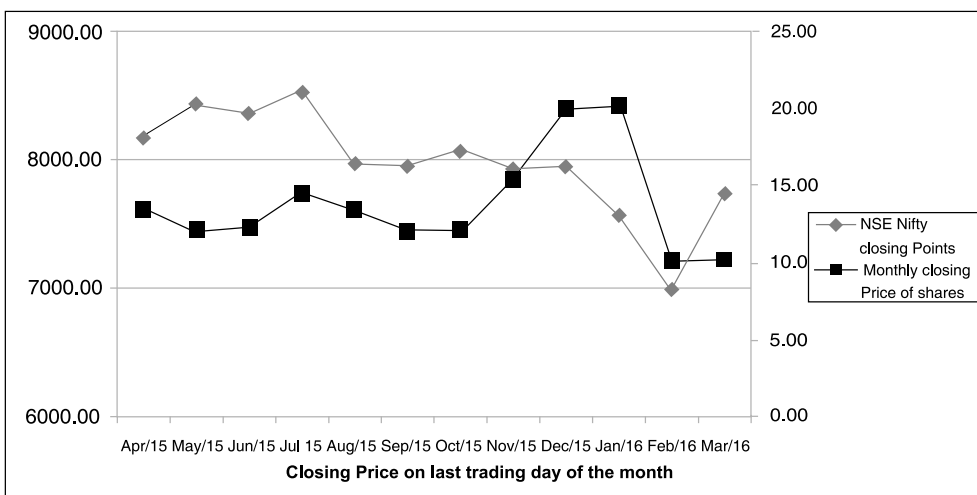
Month/Index	BSE Limited			National Stock Exchange of India Ltd.		
Month	High Price	Low Price	Close Price	High Price	Low Price	Close Price
Apr-15	13.25	11.35	11.37	13.95	11.00	13.40
May-15	13.30	10.89	11.77	13.30	11.20	12.10
Jun-15	12.96	11.56	12.02	12.25	11.00	12.25
Jul-15	15.64	11.61	15.00	15.30	12.00	14.55
Aug-15	15.75	11.65	13.00	16.00	12.35	13.40
Sep-15	13.65	11.80	12.38	13.60	12.00	12.00
Oct-15	13.65	11.40	12.36	13.20	11.05	12.05
Nov-15	14.68	11.72	14.68	15.40	11.80	15.40
Dec-15	21.90	15.41	20.89	22.15	16.00	20.00
Jan-16	26.15	19.10	20.80	25.40	18.65	20.20
Feb-16	22.25	9.50	10.95	21.50	9.35	10.10
Mar-16	15.95	9.80	9.86	16.30	9.45	10.15

Performance in comparison to broad based indexes viz. BSE SENSEX and NSE NIFTY  
 Pudumjee Industries share price movement v/s BSE SENSEX  
 April, 2015 to March, 2016



## PUDUMJEE INDUSTRIES LIMITED

**Pudumjee Industries share price movement v/s NSE Nifty  
April, 2015 to March, 2016**



### Shareholding pattern and distribution pattern of shares as at 31<sup>st</sup> March, 2016:

SHAREHOLDING PATTERN		
Category of shareholder	No. of shares	% of shares held
<b>PROMOTER AND PROMOTER GROUP</b>		
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
<b>PUBLIC SHAREHOLDING</b>		
Financial Institutions /Banks	500	0.00
Foreign Institutional Investors	1,50,000	0.83
Bodies Corporate	5,98,308	3.32
Individuals	42,14,059	23.43
Non resident Indians	27,791	0.15
<b>GRAND TOTAL</b>	<b>180,00,000</b>	<b>100.00</b>

### DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH, 2016.

No. of shares	No. of shareholders	No. of Shares held
1-2500	3,434	16,50,249
2501- 5000	81	3,13,672
5001- 10000	35	2,70,929
10001- 20000	13	1,85,264
20001 & Above	41	155,79,886
<b>GRAND TOTAL</b>	<b>3604</b>	<b>180,00,000</b>

### Dematerialization of Shares and Liquidity as on 31<sup>st</sup> March, 2016

Physical Form : 3.19%  
Dematerialized Form : 96.81%



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.

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

Pursuant to 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 31<sup>st</sup> March, 2016 is as under.

**Listing fees**

Listing fees for the year 2016-2017 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 15 days from the date of receipt subject to the documents being in order in all respects. The Board has constituted a Share Transfer Committee for expediting the process of transfer of shares.

**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 : 30<sup>th</sup> May, 2016  
Place: Mumbai

Vinod kumar Jatia  
Chairman

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**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT.**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Directors, Non-Executive Directors and Independent Directors. This Code is available on the Company's website [www.pudumjeeindustries.com](http://www.pudumjeeindustries.com).

I confirm that the Company has in respect of the year ended March 31, 2016, received from the Members of the Board and Senior Management Personnel a declaration of compliance with the Code of Conduct as applicable to them.

Place : Mumbai  
Dated : 30<sup>th</sup> May, 2016

**G.N. JAJODIA**  
Executive Director

**PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE**

To The Members,  
Pudumjee Industries Ltd.,  
Thergaon, Pune 411033.

We have examined the compliance of the conditions of Corporate Governance by Pudumjee Industries Limited ('the Company') for the year ended on March 31, 2016, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges ("Listing Agreement") for the period April 1, 2015 to November 30, 2015 and 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") for the period December 1, 2015 to March 31, 2016.

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**  
FCS:327 CP:1228

Place : Mumbai,  
Dated : 30<sup>th</sup> May, 2016

**Form No. AOC-2**

(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)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

**Details of contracts or arrangements or transactions not at arm's length basis: Pudumjee Industries Limited** (the Company) has not entered into any contract/arrangement/transaction with its related parties which is not in ordinary course of business or at arm's length during FY 2015-16. The Company has laid down policies and processes/procedures so as to ensure compliance to the subject section in the Companies Act, 2013 ("Act") and the corresponding Rules. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

- (a) Name(s) of the related party and nature of relationship: Not Applicable
- (b) Nature of contracts/arrangements/transactions: Not Applicable
- (c) Duration of the contracts / arrangements/transactions: Not Applicable
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- (e) Justification for entering into such contracts or arrangements or transactions: Not Applicable
- (f) Date(s) of approval by the Board: Not Applicable
- (g) Amount paid as advances, if any: Not Applicable
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: Not Applicable

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

- a. Name(s) of the related party and nature of relationship: Not Applicable
- b. Nature of contracts / arrangements / transactions: Not Applicable
- c. Duration of the contracts / arrangements / transactions: Not Applicable
- d. Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- e. Date(s) of approval by the Board, if any: Not Applicable
- f. Amount paid as advances, if any: None

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

On behalf of the Board of Directors,

Date: 30<sup>th</sup> May, 2016  
Place: Mumbai

Vinod Kumar Jatia  
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 31<sup>st</sup> March, 2016, 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 31<sup>st</sup> March, 2016, and its profit and its cash flows for the year ended on that date.

We draw attention to Note No.24.08 which describes the effect of the Scheme of Arrangement on the Company

and charges, mortgages and encumbrances on the assets of the Company and of Pudumjee Paper Products Ltd. respectively.

**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 31<sup>st</sup> March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016 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 24.13(a)(iii)]
    - 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.

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

Place of Signature : Mumbai  
Date : 30<sup>th</sup> May 2016

**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 31<sup>st</sup> March 2016.

- 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 It is reported that, the company does not have any inventories at the end of the year, however, the inventories have been physically verified by the management during the year and as explained to us there were no material discrepancies noticed on physical verification of inventory as compared to the book records;
- iii. The Company has given unsecured loans to a four 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 31<sup>st</sup> March 2016 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 : Mumbai

Dated : 30<sup>th</sup> May, 2016.

**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 31<sup>st</sup> March 2016.

Report in 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 31<sup>st</sup> March 2016 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 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 ail material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2016, 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 : Mumbai  
Dated 30<sup>th</sup> May, 2016.

**PUDUMJEE INDUSTRIES LIMITED**

**BALANCE SHEET AS AT 31ST MARCH, 2016**

Particulars	Note No.	As at	As at
		31/03/2016	31/03/2015
		( ₹. in lacs)	( ₹. in lacs)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	360.00	360.00
(b) Reserves and Surplus	2	3,045.85	3,960.18
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	3	1,637.82	6,163.53
(b) Deferred tax liabilities (Net)		9.00	219.00
(c) Other Long-term Liabilities	4	25.13	52.59
(d) Long term provisions	5	4.50	160.77
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	6	0.33	1,122.37
(b) Trade payables	7	8.28	1,393.31
(c) Other current liabilities	8	0.78	5.24
(d) Short-term provisions	9	1.10	33.99
<b>Total</b>		<b>5,092.79</b>	<b>13,470.98</b>
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
<b>(a) Fixed assets</b>			
(i) Tangible assets	10	72.09	2,060.92
(ii) Intangible assets		–	5.19
(iii) Capital work-in-progress		–	–
(b) Non-current investments	11	3,272.16	3,272.16
(c) Long term loans and advances	12	1,666.07	1,550.88
<b>(2) Current assets</b>			
(a) Inventories	13	–	4,027.60
(b) Trade receivables	14	45.81	2,209.80
(c) Cash and Bank Balances	15	13.14	59.34
(d) Short Term Loans & Advances	16	23.52	285.09
<b>Total</b>		<b>5,092.79</b>	<b>13,470.98</b>

OTHER NOTES AS PER NOTE 24

As per our Report of date attached

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

**Y. P. SHUKLA**  
Proprietor

Place : Mumbai  
Dated : 30<sup>th</sup> May, 2016

On behalf of the Board

**G. N. JAJODIA**  
Executive Director

**R. C. SARAF**  
Director

Place : Mumbai  
Dated : 30<sup>th</sup> May, 2016

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Note No.	Year Ended	Year Ended
		31.03.2016 ( ₹. in lacs)	31.03.2015 ( ₹. in lacs)
I. Revenue from operations	17	–	16,658.14
Less : Excise Duty		–	952.99
Net Revenue from Operations		–	15,705.15
II. Other Income	18	<b>249.80</b>	302.74
III. <b>Total Revenue (I + II)</b>		<b>249.80</b>	16,007.89
IV. Less: Revenue of Discontinuing Operation		–	15,844.06
V. Revenue from Continuing Operations (III-IV)		<b>249.80</b>	163.83
VI. <b>Expenses:</b>			
(1) Cost Of Materials Consumed	19	–	9,846.70
(2) Trade Purchases		–	113.58
(3) Changes in Inventories of Finished Goods, Work-in-Process and Stock in Trade	20	–	65.70
(4) Employees' Cost	21	<b>11.28</b>	657.64
(5) Finance Cost	22	<b>164.57</b>	725.84
(6) Foreign Exchange Loss/(Gain)		–	38.17
(7) Depreciation	10	<b>6.77</b>	125.04
(8) Other Expenses	23	<b>42.66</b>	4,158.20
<b>Total Expenses</b>		<b>225.28</b>	15,730.87
VII. Less: Expenses of Discontinued Operations		–	15,581.67
VIII. Expenses of Continued Operations (VI-VII)		<b>225.28</b>	149.20
IX. <b>Profit/(Loss) before exceptional and extraordinary items and tax of Continuing Operations (V-VIII)</b>		<b>24.52</b>	14.63
X. Exceptional items/Extraordinary Items		–	–
XI. <b>Profit/(Loss) before tax of continuing operations (IX-X)</b>		<b>24.52</b>	14.63
XII. Tax expense:			
(1) Current tax		–	6.61
(2) Deferred tax		<b>0.64</b>	2.85
XIII. <b>Profit/(Loss) for the Year of Continuing Operations (XI-XII) (A)</b>		<b>23.88</b>	5.17
XIV. Profit before tax for the period from discontinuing operation		–	262.39
XV. Tax Expense of discontinuing operation (See Note 24.8)		–	101.54
XVI. Profit for the year from discontinuing operation (B)		–	160.85
XVII. Profit for the year (A+B)		<b>23.88</b>	166.02
XVIII. Earning per equity share:(Face Value Rs.2/- per Share)			
Basic & Diluted		<b>0.13</b>	0.92
(See note No.24.15)			

## OTHER NOTES AS PER NOTE 24

As per our Report of date attached

On behalf of the Board

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

**G. N. JAJODIA**  
Executive Director

**Y. P. SHUKLA**  
Proprietor

**J. W. PATIL**  
Company Secretary

**R. C. SARAF**  
Director

Place : Mumbai  
Dated : 30<sup>th</sup> May, 2016

Place : Mumbai  
Dated : 30<sup>th</sup> May, 2016

**PUDUMJEE INDUSTRIES LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	<u>2015-2016</u> (₹ In lacs)	<u>2014-2015</u> (₹ In lacs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Net Profit before Taxation &amp; Extraordinary items</b>	24.52	277.02
Adjustments For :		
Depreciation	6.77	125.04
Interest and Financial Charges	164.57	768.81
Other Income	(184.07)	(286.53)
	<u>(12.73)</u>	<u>607.32</u>
	11.79	884.34
<b>Operating Profit before Working Capital Changes</b>		
(Increase )/Decrease in Inventories	-	(1538.77)
(Increase )/Decrease in Debtors	(45.81)	(252.38)
(Increase )/Decrease in Advances	(6.02)	1,220.24
Increase /(Decrease) in Liabilities	13.85	(314.83)
	<u>(37.98)</u>	<u>(885.74)</u>
<b>Cash Generated from operations</b>	(26.19)	(1.40)
Income Tax (paid) / Refund Received (Net)	(13.17)	28.37
<b>Cash Flow before Extraordinary Items</b>	(39.36)	26.96
Extra ordinary items	-	-
<b>Net cash from Operating Activities</b>	<u>(39.36)</u>	<u>26.96</u>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	-	2.52
Change in Loans & Advances	(352.35)	-
Interest Received	173.83	247.98
Dividend Received	10.24	10.24
Investment in Pudumjee Hygiene Products Ltd.	-	(1,500.00)
<b>Net cash from / (used) in Investing Activities</b>	<u>(168.28)</u>	<u>(1,239.26)</u>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Receipt / (Repayment) of Long Term Borrowings	381.18	1,233.68
Receipt / (Repayment) of Short Term Borrowings	-	739.75
Payment of Interest	(164.57)	(768.81)
<b>Net cash from / (used) in Financing Activities</b>	<u>216.61</u>	<u>1,204.62</u>
<b>Net change in Cash &amp; Cash Equivalents (A+B+C)</b>	8.97	(7.68)
Cash & Cash Equivalents (Opening Balance)	59.34	-
Add : Amount adjusted pursuant to Scheme of Arrangement (with reference to Provisional Balance Sheet as at 31 <sup>st</sup> Mar 2015)	(55.17)	67.02
<b>Cash &amp; Cash Equivalents (Closing Balance)</b>	<u>13.14</u>	<u>59.34</u>

Note: Figures in brackets represent cash outflows.

Current year Cash Flow is based on Continuing Activities.

NOTES AS PER NOTE "24"

As per our Report of date attached

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

**Y. P. SHUKLA**  
Proprietor

Place : Mumbai  
Dated : 30<sup>th</sup> May, 2016

**G. N. JAJODIA**  
Executive Director

**J. W. PATIL**  
Company Secretary

**R. C. SARAF**  
Director

Place : Mumbai  
Dated : 30<sup>th</sup> May, 2016

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT  
31ST MARCH, 2016**

<b>NOTE '1' - SHARE CAPITAL</b>	<b>AS AT 31.03.2016</b>	<b>AS AT 31.03.2015</b>
<b>AUTHORISED</b>	<b>( ₹. in lacs)</b>	<b>( ₹. in lacs)</b>
12,50,00,000 Equity Shares of ₹ 2/- each	<u>2,500.00</u>	<u>2,500.00</u>
	<u>2,500.00</u>	<u>2,500.00</u>

**ISSUED, SUBSCRIBED AND FULLY PAID UP**

1,80,00,000 Equity Shares of ₹ 2/- each	<u>360.00</u>	<u>360.00</u>
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**1.1 The reconciliation of the number of Equity shares outstanding :**

<b>Particulars</b>	<b>AS AT 31.03.2016</b>	<b>AS AT 31.03.2015</b>
	No. of Shares	No. of Shares
Equity Shares at the beginning and end of the year	<u>18,000,000</u>	<u>18,000,000</u>

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

<b>Name of the Shareholder</b>	<b>AS AT 31.03.2016</b>		<b>AS AT 31.03.2015</b>	
	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
Pragya Reality Developers Pvt.Ltd.	–	–	999,995	5.55
Mr.Sanjay M.Jatia	999,995	5.55	–	–
Mr.Arunkumar M.Jatia	929,000	5.16	929,000	5.16
Suma Commercial Pvt.Ltd.	1,848,525	10.27	–	–
Pudumjee Pulp & Paper Mills Ltd.	956,725	5.32	956,725	5.32

<b>NOTE '2' - RESERVES &amp; SURPLUS</b>	<b>AS AT 31.03.2016</b>	<b>AS AT 31.03.2015</b>
	<b>( ₹. in lacs)</b>	<b>( ₹. in lacs)</b>
<b>GENERAL RESERVE</b>		
As per last Balance Sheet	1,400.00	1,400.00
Add: Transfer from Capital Subsidy Reserve	<u>(777.13)</u>	<u>–</u>
	622.87	1,400.00
<b>SHARE PREMIUM ACCOUNT</b>		
As per last Balance sheet	1,197.48	1,197.48
<b>CAPITAL RESERVE</b>		
On Reissue of forfeited shares	0.44	0.44
<b>RESERVE FOR DOUBTFUL DEBTS</b>	–	0.23
(see Note 5)		
<b>SURPLUS IN PROFIT &amp; LOSS ACCOUNT</b>		
Balance in Profit & Loss Account	1,362.03	1,196.01
Less:Reduction on Demerger	<u>(160.85)</u>	–
Add: Profit/(Loss) for the year	<u>23.88</u>	<u>166.02</u>
	<u>1,225.06</u>	<u>1,362.03</u>
	<u>3,045.85</u>	<u>3,960.18</u>

**PUDUMJEE INDUSTRIES LIMITED**

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT  
31ST MARCH, 2016 (Contd.)**

	<u>AS AT</u> <u>31.03.2016</u> ( ₹. in lacs)	<u>AS AT</u> <u>31.03.2015</u> ( ₹. in lacs)
<b>NOTE '3' - LONG TERM BORROWINGS</b>		
<b>Unsecured Borrowings</b>		
Deposits from Associates	<u>1,637.82</u>	<u>6,163.53</u>
Total	<u>1,637.82</u>	<u>6,163.53</u>
<b>NOTE '4' - OTHER LONG TERM LIABILITIES</b>		
Sundry Creditors	<u>25.13</u>	<u>52.59</u>
	<u>25.13</u>	<u>52.59</u>
<b>NOTE '5' - LONG TERM PROVISIONS</b>		
Provision for Diminution in value of Long term Investments		
As per Last Balance Sheet	<u>60.00</u>	<u>60.00</u>
	<u>60.00</u>	<u>60.00</u>
Less : Deducted per contra from Investment	<u>60.00</u>	<u>60.00</u>
	-	-
Provision for Doubtful Debts & Advances		
As per last Balance Sheet	79.86	79.86
Less :Transfer on Demerger	70.51	-
Less : Debts & Advances considered Doubtful per contra	<u>9.35</u>	<u>79.63</u>
	-	0.23
Less : Surplus provision shown under Reserves & Surplus	<u>-</u>	<u>0.23</u>
	-	-
Provision for Gratuity	<u>4.50</u>	<u>160.77</u>
	<u>4.50</u>	<u>160.77</u>

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT  
31ST MARCH, 2016 (Contd.)**

	AS AT <u>31.03.2016</u> ( ₹. in lacs)	AS AT <u>31.03.2015</u> ( ₹. in lacs)
<b>NOTE '6' - SHORT TERM BORROWINGS</b>		
<b>A) Secured Borrowings from Bank</b>		
Cash Credit repayable on demand (Secured by hypothecation of stock, stores and book debts and second charge on fixed assets of the company ranking pari passu among the consortium banks.)	-	1,069.23
<b>B) Unsecured Borrowings from Others</b>		
Other Deposits	<u>0.33</u>	<u>53.14</u>
Total	<u><u>0.33</u></u>	<u><u>1,122.37</u></u>
Note : There has been no default in repayment of Loan & Payment of Interest in respect of any of aforesaid borrowings.		
<b>NOTE '7' - TRADE PAYABLE</b>		
Acceptances	-	631.89
Sundry Creditors	<u>8.28</u>	<u>761.42</u>
	<u><u>8.28</u></u>	<u><u>1,393.31</u></u>
<b>NOTE '8' - OTHER CURRENT LIABILITIES</b>		
Current Maturities of :		
Long Term Secured Debts	-	-
Unclaimed dividend	0.78	0.78
Interest on Loans accrued but not due on Borrowings	-	0.80
Advances from Customers	-	3.66
	<u>0.78</u>	<u>5.24</u>
<b>NOTE '9' - SHORT TERM PROVISIONS</b>		
Provision for Taxation (Less Advance Tax etc)	-	2.85
Provision for Leave Encashment	1.10	31.14
	<u>1.10</u>	<u>33.99</u>

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016 (Contd.)**

**NOTE '10' - FIXED ASSETS (At Cost)**

(₹. in lacs)

TYPE OF ASSETS	Cost upto 31.3.2015	Additions/ Transfers during the Year	Deductions/ Transfers during the Year	Assets * Transferred on Demerger	Balance Cost upto 31.03.2016	Depreciation upto 31.3.2015	Depreciation for the year	Depreciation on sold Assets and on deductions written back	Depreciation * Transferred on Demerger	Depreciation Balance as on 31.03.2016	Net Book Value as on 31.03.2016	Net Book Value as on 31.3.2015
<b>TANGIBLE ASSETS</b>												
Land-Freehold-Leased	7.10	-	-	-	7.10	-	-	-	-	-	7.10	7.10
Building	5.79	-	-	-	5.79	2.66	0.09	-	-	2.75	3.04	3.13
Building-Leased	255.35	-	-	-	255.35	186.73	6.68	-	-	193.41	61.94	68.62
Machinery	3,906.56	-	-	3,906.56	-	1,952.02	-	1,952.02	-	-	-	1,954.54
Furniture & Fixtures	117.94	-	-	116.54	1.40	102.43	-	-	101.04	1.39	0.01	15.51
Vehicles	15.03	-	-	15.03	-	3.01	-	-	3.01	-	-	12.02
Total (A)	4,307.77	-	-	4,038.13	269.64	2,246.85	6.77	-	2,056.07	197.55	72.09	2,060.92
<b>INTANGIBLE ASSETS</b>												
Computer Software	27.99	-	-	27.99	-	22.80	-	-	22.80	-	-	5.19
Total (B)	27.99	-	-	27.99	-	22.80	-	-	22.80	-	-	5.19
Total (A)+(B)	4,335.76	-	-	4,066.12	269.64	2,269.65	6.77	-	2,078.87	197.55	72.09	2,066.11
Previous year	4,334.40	1.36	-	-	4,335.76	2,144.61	125.04	-	-	2,269.65	2,066.11	2,189.79

\* After considering transactions of 2014-15.



**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET  
AS AT 31ST MARCH, 2016 (Contd.)**

	<u>AS AT</u> <u>31.03.2016</u>	<u>AS AT</u> <u>31.03.2015</u>
	(₹. in lacs)	( ₹. in lacs)
<b>NOTE '11' - NON CURRENT INVESTMENTS</b>		
LONG TERM INVESTMENTS (AT COST)		
TRADE INVESTMENTS : (Equity)		
<b>Investment in Subsidiary Companies :</b>		
300,00,000 (Last Year 300,00,000) Equity Shares of Pudumjee Hygiene* Products Ltd. of Rs. 10/- each fully paid up. (unquoted)	<b>315.30</b>	3,000.00
50,000 Equity Shares of Pudumjee Holding Ltd. Shares of Rs. 10/- each fully paid up (unquoted)	<b>5.00</b>	5.00
<b>Investments In Associates:</b>		
34,12,850 (Last year 34,12,850) Equity shares of Pudumjee Pulp & Paper* Mills Ltd. of Rs. 2/- each fully paid (quoted)	<b>90.70</b>	267.16
168,13,769 (Last Year Nil) Equity Shares of Pudumjee Paper * Products Ltd.of Re.1/-each fully paid up. (quoted)	<b>2,861.16</b>	-
6,75,000 Equity shares of Pudumjee Plant Laboratories Ltd. of Rs. 10/- each. fully paid (unquoted)	<b>60.00</b>	60.00
	<b>3,332.16</b>	3,332.16
Less : Provision for Diminution in value of Long term Investments, deducted per contra	<b>60.00</b>	60.00
	<b>3,272.16</b>	3,272.16
*The cost of Pudumjee Paper Products Ltd. shares has been arrived at as per section 49 (2 C) & (2D) of the Income Tax Act on demerger and reduced from the cost of investee Companies.		
Aggregate amount of quoted investments		
Cost	<b>2,951.86</b>	267.16
Market Value	<b>3,648.12</b>	761.07
Aggregate amount of unquoted investments		
Cost	<b>380.30</b>	3,065.00

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET  
AS AT 31ST MARCH, 2016 (Contd.)

	AS AT 31.03.2016 (₹. in lacs)	AS AT 31.03.2015 (₹. in lacs)
<b>NOTE '12' - LONG TERM LOANS &amp; ADVANCES</b>		
(Unsecured, considered good, unless otherwise stated)		
Prepaid Expenses	-	2.84
Security Deposits	0.32	14.49
Loans & Advances to Subsidiaries/Associates	1,580.19	1,424.28
Advance Income Tax (Less Provision for Tax)	31.32	29.95
Advances recoverable in cash or in kind		
Considered Good	<u>54.24</u>	<u>83.24</u>
Considered Doubtful deducted per contra	-	3.92
	<u>54.24</u>	79.32
	<u>1,666.07</u>	<u>1,550.88</u>
<b>NOTE '13' - INVENTORIES</b>		
Raw material (At cost)	-	2,486.34
Raw material in Transit (At Cost)	-	20.69
Work-in-process (At cost)	-	155.96
Finished Paper (At lower of cost or market value.)	-	784.65
Finished Paper in Transit (At lower of cost or market value.)	-	-
Stores, Spare Parts Etc.(At Cost)	-	579.94
Stores, Spare Parts Etc. in Transit (At Cost)	-	-
Loose Tools (At Cost)	-	0.02
	<u>-</u>	<u>4,027.60</u>
	<u>-</u>	<u>-</u>
<b>NOTE '14' - TRADE RECEIVABLES (Unsecured)</b>		
Debts outstanding for a period exceeding six months from due date		
Considered Good	44.21	11.95
Considered Doubtful	9.35	75.71
	<u>53.56</u>	87.66
Other Debts		
Considered Good	1.60	2,197.85
	<u>55.16</u>	2,285.51
Less : Provision for Doubtful Debts deducted per contra	9.35	75.71
	<u>45.81</u>	<u>2,209.80</u>
	<u>45.81</u>	<u>2,209.80</u>

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET  
AS AT 31ST MARCH, 2016 (Contd.)**

	<b>AS AT</b>	<b>AS AT</b>
	<b>31.03.2016</b>	<b>31.03.2015</b>
	<b>(₹. in lacs)</b>	<b>(₹. in lacs)</b>
<b>NOTE '15' - CASH &amp; BANK BALANCES</b>		
Cash on hand as per books	<b>0.04</b>	5.71
On other accounts with Banks	<b>12.32</b>	21.51
Deposit with Bank for Margin Money (With Maturity beyond 12 months)	–	8.16
Cheques on hand	–	23.18
Unpaid Dividends with Banks	<b>0.78</b>	0.78
	<b>13.14</b>	59.34
	<b>=====</b>	<b>=====</b>
<b>NOTE '16' - SHORT TERM LOANS &amp; ADVANCES</b>		
(Unsecured, Considered Good, Other than Related parties)		
Prepaid Expenses	–	7.80
Advance Income Tax	<b>17.53</b>	–
Advances to employees of the Company	<b>0.11</b>	2.06
Balance with Government Authorities	<b>5.88</b>	164.32
Advances to Suppliers	–	40.76
Sundry Advances	–	70.15
	<b>23.52</b>	285.09
	<b>=====</b>	<b>=====</b>

**NOTES ANNEXED TO AND FORMING PART OF THE  
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016**

	<b>YEAR ENDED</b>	<b>YEAR ENDED</b>
	<b>31.03.2016</b>	<b>31.03.2015</b>
	<b>(₹. in lacs)</b>	<b>(₹. in lacs)</b>
<b>NOTE '17' - REVENUE FROM OPERATIONS</b>		
PAPER	-	16,472.84
Less : Excise Duty	-	952.77
TRADE SALE	-	119.68
MISCELLANEOUS SALES	-	26.82
Less : Excise Duty	-	0.22
OTHER OPERATING REVENUE	-	38.80
NET REVENUE FROM OPERATIONS	-	15,705.15
DISCONTINUING OPERATIONS	-	15,705.15
(Included in above) (Refer Note No.24.8vi)		
<b>NOTE '18' - OTHER INCOME</b>		
DIVIDENDS		
Others	10.24	10.24
MISCELLANEOUS INCOME	8.86	16.21
DOUBTFUL DEBTS PROVISION WRITTEN BACK	56.87	-
INTEREST RECEIVED FROM OTHERS	173.83	276.29
	249.80	302.74
DISCONTINUING OPERATIONS	-	138.91
(Included in above) (Refer Note No.24.8vi)		
<b>NOTE '19' - COST OF MATERIAL CONSUMED</b>		
CONSUMPTION OF RAW MATERIALS	-	8,971.49
CONSUMPTION OF STORES COLOURS, CHEMICALS etc.	-	875.21
	-	9,846.70
DISCONTINUING OPERATIONS	-	9,846.70
(Included in above) (Refer Note No.24.8vi)		
<b>NOTE '20' - CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROCESS AND STOCK-IN-TRADE</b>		
<b>STOCK AT COMMENCEMENT</b>		
Finished Paper	-	773.17
Work-in-Process		
- Pulp	-	23.02
- Paper	-	210.12
	-	1,006.31
<b>STOCK AT CLOSE</b>		
Finished Paper	-	784.65
Work-in-Process		
- Pulp	-	29.55
- Paper	-	126.41
	-	940.61
DISCONTINUING OPERATIONS	-	65.70
(Included in above Refer Note No.24.8 vi)		

**NOTES ANNEXED TO AND FORMING PART OF THE  
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016 (Contd.)**

	<b>YEARENDED</b>	<b>YEAR ENDED</b>
	<b>31.03.2016</b>	<b>31.03.2015</b>
	<b>(₹. in lacs)</b>	<b>(₹. in lacs)</b>
<b>NOTE '21' - EMPLOYEES' COST</b>		
SALARIES, WAGES, BONUS etc.		
Salaries,Wages,Gratuity & Bonus	9.93	586.87
Contribution to Provident & Other Funds(Including Administrative Charges)	0.97	49.97
Employees State Insurance	-	0.16
Workmen & Staff Welfare Expenses	0.38	20.64
	<u>11.28</u>	<u>657.64</u>
DISCONTINUING OPERATIONS	<u>-</u>	<u>657.64</u>
(Included in above Refer Note No.24.8 vi)		
<b>NOTE '22' - INTEREST &amp; FINANCIAL COST</b>		
INTEREST ON BORROWINGS	164.56	719.12
OTHER FINANCIAL CHARGES	0.01	49.69
	<u>164.57</u>	<u>768.81</u>
LESS : INTEREST RECEIVED ON TRADE DEBTS	<u>-</u>	<u>42.97</u>
	<u>164.57</u>	<u>725.84</u>
DISCONTINUING OPERATIONS	<u>-</u>	<u>589.63</u>
(Included in above Refer Note No.24.8 vi)		
<b>NOTE '23' - OTHER EXPENSES</b>		
PROCESSING CHARGES	-	365.86
FUEL, POWER & WATER	-	2790.52
RENT	0.24	5.02
RATES & TAXES	-	12.27
REPAIRS & MAINTENANCE		
Machinery	-	370.02
Buildings	-	3.23
Others	-	0.56
INSURANCE	-	10.47
PACKING,CARTAGE,CUTTING,BALING,FREIGHT ETC.	-	404.30
DEVELOPMENT & RESEARCH EXPENSES	-	7.52
COMMISSION ON SALES	-	69.14
DIRECTORS' FEES	0.63	0.60
EXCISE DUTY ON STOCK	-	5.20
BAD DEBTS	16.87	1.10
ADVERTISEMENT	3.39	5.93
PROFESSIONAL FEES	10.23	16.08
LISTING FEES	2.90	1.90
AUDIT FEES	2.75	2.75
OFFICE & MISCELLANEOUS EXPENSES	5.65	85.73
	<u>42.66</u>	<u>4,158.20</u>
DISCONTINUING OPERATIONS	<u>-</u>	<u>4,151.98</u>
(Included in above Refer Note No.24.8 vi)		

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016

NOTE `24' -

24.1 The value of raw materials consumed

	<u>2015-2016</u> Value (₹. in lacs)	<u>2014-2015</u> Value (₹. in lacs)
Pulp	-	4,487.21
Waste Paper	-	4,484.28

24.2 Trade Purchases

Pulp	-	98.80
Waste Paper	-	-
Others	-	14.78

24.3 Value of Direct imports calculated on CIF basis during the financial year

Raw Material	-	6,874.06
Components & Spare Parts	-	157.39
Goods for resale	-	98.80

24.4 Expenditure in foreign currency during the financial year on account of

Royalty, know-how, interest, professional consultation, travelling, subscription and periodicals etc.	-	44.12
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24.5 Value of raw materials, spares parts and components consumed during the financial year and the percentage thereof

	<u>Value</u> (₹. in lacs)	<u>%</u>	<u>Value</u> (₹. in lacs)	<u>%</u>
Raw Materials:				
Direct Imports	-	-	7,292.45	81.28
Others	-	-	1,679.04	18.72
Total:	<u>-</u>	<u>-</u>	<u>8,971.49</u>	<u>100.00</u>
Spare Parts & Components:				
Direct Imports	-	-	182.26	15.75
Others	-	-	975.13	84.25
Total:	<u>-</u>	<u>-</u>	<u>1,157.39</u>	<u>100.00</u>
	<u>(₹. in lacs)</u>		<u>(₹. in lacs)</u>	

24.6 Remittance In Foreign Currency On Account Of Dividend

Amount Remitted during the year in foreign currencies on account of Dividend to NRI share holders.	Nil	Nil
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## NOTE '24' - (Contd.)

	<u>2015-2016</u> (₹. in lacs)	<u>2014-2015</u> (₹. in lacs)
<b>24.7 Export of goods calculated on FOB basis</b>		
Export of goods calculated on FOB basis (Earning in foreign Exchange)	-	1,254.25
Deemed Exports	-	-
	<u>-</u>	<u>1,254.25</u>

**24.8 Note on Scheme of Arrangement & Demerger**

- i Pursuant to the Scheme of Arrangement ("the Scheme") between the company, Pudumjee Pulp & Paper Mills Ltd (PPPML), Pudumjee Hygiene Products Ltd (PHPL), Pudumjee Paper Products Ltd (PPPL) and their respective shareholders and creditors as approved by the High Court of Mumbai vide its order dated 8<sup>th</sup> January, 2016, which became effective on 1<sup>st</sup> February, 2016 (effective date) on filling with the Registrar of Companies, all the assets and liabilities of the Paper Manufacturing Business of the Company have been transferred to the PPPL (Transferee Company) at their respective book values on a going concern basis with effect from the appointed date (i.e 1<sup>st</sup> April, 2014). Accordingly, the Scheme of Arrangement has been given effect to in these accounts. The details of Assets & Liabilities transferred, as on 1<sup>st</sup> April, 2014 and also corresponding reduction of Reserves & Surplus are as under :

Particulars	Amount (₹ In Lacs)
Total Assets Transferred (including fixed assets at cost of ₹4064.76 lacs Less accumulated depreciation of ₹ 1960. 62 lacs plus Capital Work in Progress ₹.3.88 Lacs)	7085.13
Total Liabilities Transferred	6308.00
<b>Net Assets Transferred</b>	<b>777.13</b>
<b>Adjusted to -</b>	
General Reserves	777.13

- ii The net profit AFTER TAX of the demerged paper manufacturing business of the company for the period from appointed date i.e. 1<sup>st</sup> April ,2014 to 31<sup>st</sup> March, 2015 of ₹160.85 lacs is adjusted in surplus i.e. balance in the Profit & Loss Account.
- iii The transactions pertaining to Paper Manufacturing business from the appointed date (i.e. 1<sup>st</sup> April, 2014) upto the effective date (i.e. 1<sup>st</sup> February, 2016) of the Scheme of arrangement, have been deemed to have been made by Pudumjee Paper Products Ltd..
- iv As per the Scheme, each share holder of the Company, as on record date, has received 9 equity shares of Re 1 each in Pudumjee Paper Products Ltd. for every 20 Equity Shares of ₹ 2 each in the company.
- v Consequent to the Demerger of the Paper Manufacturing business of the Company in terms of the Scheme, the Financial Statements of the Company for the year ended March 31, 2016, do not include operations of the Demerged paper manufacturing business and therefore are not comparable with the figures of the Previous Year ended March 31, 2015.

## PUDUMJEE INDUSTRIES LIMITED

vi The revenue and expense in respect of the ordinary activities attributable to the Discontinuing Operations:

(₹ In Lacs)

	Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
I.	Revenue from operations		15705.15
II.	Other Income		138.91
III.	<b>Total Revenue</b>	—	15844.06
IV.	Expenses:		
	Cost of Materials consumed	—	9846.70
	purchases of Stock - in - trade	—	113.58
	Changes in Inventories of finished goods, work-in-progress and Stock-in-Trade		65.70
	Employee Benefit Expenses	—	657.64
	Financial Costs	—	589.63
	Foreign Exchange Loss / (Gain)		38.17
	Depreciation and amortization expenses	—	118.27
	Other expenses	—	4151.98
	<b>Total Expenses</b>	—	15581.67
V.	<b>Profit before exceptional and extra ordinary items</b>	—	262.39
VI.	Tax Expenses:		
	1. Current Tax	—	48.39
	2. Deferred Tax	—	53.15
VII.	Profit	—	160.85

vii Carrying Value of Assets and Liabilities of Discontinued Paper Manufacturing Business

(₹ In Lacs)

	Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
	Total Assets	NIL	8,802.66
	Total Liabilities	NIL	7,865.27
	<b>Net Assets</b>	<b>NIL</b>	<b>937.39</b>

viii Details of Cash Flow relating to Discontinued Paper Manufacturing Business.

(₹ In Lacs)

	Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
	Net Cash flow from Operating Activities	NIL	(1,222.54)
	Net Cash flow from Investing Activities	NIL	126.86
	Net Cash flow from Financing Activities	NIL	1,086.36
	Net Cash Inflows / (Outflows)	NIL	(9.32)

ix Pursuant to the Scheme of Arrangement, working capital facilities concerning the demerged business stand transferred to Pudumjee Paper Products Ltd. along with the Security created therfor on the assets transferred. However the security, whether by way of first charge or second charge on other assets i.e. Land and Buildings at Pune which have not been transferred by the Company, continues to subsist in favour of the lenders for their loans (as per the agreements initially executed



by the Company in favour of the lenders while availing the loans), till their release, until appropriate documents are executed.

- x Pursuant to the Scheme, Land & Buildings at Pune, belonging to the Company have been given on Leave & License basis to Pudumjee Paper Products Ltd (PPPL), for 5 years from the effective date, i.e. 1<sup>st</sup> February, 2016, to enable PPPL to relocate and expand its operations, in due course of time, to the Industrial Area of Mahad District -Raigad.

<b>24.9 Payments made to Auditors:</b>	<b>2015-2016</b>	<b>2014-2015</b>
	<b>(₹. in lacs)</b>	<b>(₹. in lacs)</b>
Audit fees	<b>2.75</b>	2.75
Taxation matters	<b>0.60</b>	0.60
Others	<b>2.15</b>	1.95
	<b>5.50</b>	5.30

**24.10** 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.

**24.11** 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.

**24.12** 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.

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

	<b>AS AT</b>	<b>AS AT</b>
	<b>31.03.2016</b>	<b>31.03.2015</b>
	<b>(₹.in lacs)</b>	<b>(₹.in lacs)</b>
i) Bank Guarantees and Letters of Credit in favour of suppliers of raw materials, spares etc.*	–	190.97
ii) Guarantee for other Companies *	–	131.62
iii) Claims against the Company not acknowledged as debts for excise duty, property tax and commercial claims etc. **	<b>183.11</b>	490.94

\* 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	–	–
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**NOTE '24' - (Contd.)**

**24.14** 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 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 useful lives of the assets on straight line method w.e.f.01.04.2014, in accordance with Schedule II of the Companies Act, 2013.
- d) Finished Goods stock is valued at lower of cost or market value. All other inventories are valued at lower of cost on first in first out Method or realisable value.
- e) 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.
- f)
  - (i) Contributions to defined contribution schemes, namely, Provident Fund and Superannuation 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.
- g) Foreign Exchange Transactions are recorded at the then prevailing rate. Closing balances of Assets & Liabilities relating to foreign currency transactions are converted into rupees at the rates prevailing on the date of the Balance Sheet.  
The difference for transactions are dealt with in the Profit & Loss Account.
- h) Lease arrangement where the risks and rewards to ownership of assets substantially vest with the lessor, are recognized as operating leases, Lease rentals under operating leases are recognized in the statement of Profit & Loss.
- i) Revenue recognition is postponed to a later year only when it is not possible to estimate it with reasonable accuracy.
- j) 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 '24' - (Contd.)

## 24.15 Computation of basic and diluted Earning Per Share (EPS)

	AS AT <u>31.03.2016</u>	AS AT <u>31.03.2015</u>
(a) Net Profit after tax as per Profit & Loss Account :		
After current and deferred Tax	₹ 23.88 lacs	₹ 166.02 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)	₹ 0.13	₹ 0.92

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

	AS AT <u>31.03.2016</u> (₹. in lacs)	AS AT <u>31.03.2015</u> (₹. in lacs)
In respect of Depreciation	11	360
In respect of allowances and disallowances under various provisions of Income Tax Act.	(2)	(141)
Net Deferred Tax Liability	<u>9</u>	<u>219</u>

(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 31<sup>st</sup> March, 2016, considering effects of demerger.

## 24.17 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

## PUDUMJEE INDUSTRIES LIMITED

### NOTE '24' - (Contd.)

D) Transactions with related Parties		(₹. in lacs)		
		2015-2016 (2014-2015)		
	Subsidiary Companies	Associate Companies/ Firm	Maximum during the year	Key Management Personnel
a) i) Interest bearing Inter Corporate Deposits etc.obtained during the year		<b>844.81</b> (5,373.00)		
ii) Interest bearing Inter Corporate Deposits etc.given during the year	– (365.00)	<b>1384.37</b> (163.80)		
b) i) Interest paid during the year		<b>161.92</b> (649.52)		
ii) Interest charged during the year	<b>5.63</b> (136.27)	<b>163.62</b> (136.20)		
c) Inter Corporate Deposits obtained outstanding including interest Pudumjee Pulp and Paper Mills Ltd.		<b>1,361.20</b> (6,018.04)		
Pudumjee Paper Products Ltd		<b>275.86</b> (96.84)		
d) Intercorporate Deposits Given outstanding including interest. Pudumjee Hygiene Products Ltd.	– (121.59)		– (1,630.33)	
Pudumjee Holding Ltd.	<b>50.06</b> (46.05)		<b>50.06</b> (46.05)	
Pudumjee Plant Laboratories Ltd.		<b>1,496.74</b> (1,256.64)	<b>1,934.55</b> (1,256.64)	
e) Sales made during the year	–	– (16.14)		
f) Dividend Received		<b>10.24</b> (10.24)		
g) Purchases/Processing Charges of goods made during the year		– (1,622.48)		
h) Reimbursement of common services and purchase of utilities during the year.		<b>0.28</b> (335.85)		
i) Rent Received		<b>2.29</b> (–)		
j) Remuneration paid	– (–)	– (–)		<b>11.29</b> (46.93)
k) Outstanding as creditor as on 31.03.2016		– (68.19)		
l) Counter Guarantee given to banks for loans to	– (131.62)	– (–)		

(Figures in brackets relate to previous year)

**NOTE '24' - (Contd.)**

**24.18** The Company by itself operates only in one reportable segment i.e.'other' including investments etc.since paper manufacturing business has been demerged.

**24.19** 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-16	31-Mar-15
i) not later than one year	Rs. 14.56 Lacs	Nil
ii) later than one year and not later than five years	Rs. 46.00 Lacs	Nil
iii) later than five years	Nil	Nil

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

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

- An amount of ₹ 0.80 lac (Last year ₹ 39.44 lacs) has been recognized as an expenses for defined contribution plans by way of Company's contribution to Provident Funds & Super annuation Fund.
- 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.
- Expenses recognized during the year and reconciliation of the Assets & Liabilities recognized in Balance Sheet as at 31.03.2016:

	Gratuity (Partly funded) (₹. in lacs)		Leave Encashment (Unfunded) (₹. in lacs)	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015
i) The present value of defined benefit obligations at the commencement of the Year	<b>256.69</b>	222.79	<b>31.14</b>	23.18
Less: Transferred Pursuant to the Scheme of Demerger	<b>(247.36)</b>	-	<b>(30.25)</b>	-
Balance	<b>9.33</b>	222.79	<b>0.89</b>	23.18
ii) Current Service cost	<b>0.31</b>	13.54	-	4.44
iii) Interest cost	<b>0.72</b>	20.05	<b>0.07</b>	2.09
iv) Actuarial (Gain)/Loss	<b>1.40</b>	13.52	<b>0.62</b>	5.29
v) Benefits (Paid)	-	(13.21)	<b>(0.48)</b>	(3.86)
vi) Past Service Cost	-	-	-	-
vii) The present value of defined benefit obligations at the close of the Year	<b>11.76</b>	256.69	<b>1.10</b>	31.14
viii) The fair value of plan assets at the close of the year	<b>7.26</b>	95.93	-	-
ix) The Past service cost not yet recognized	-	-	-	-
x) Expected Return on plan assets	<b>(0.57)</b>	(7.41)	-	-
xi) Written back in profit & Loss Account	-	-	-	-

## PUDUMJEE INDUSTRIES LIMITED

Expenses aggregating ₹ 2.55 lacs ( Last year ₹ 51.11 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	<b>31.03.2016</b>	31.03.2015	<b>31.03.2016</b>	31.03.2015
l) Rate of interest (per annum)	<b>7.75%</b>	7.75%	<b>7.75%</b>	7.75%
ii) Salary growth (per annum)	<b>7.00%</b>	7.00%	<b>7.00%</b>	7.00%
iii) Withdrawal rate (Per annum)	<b>1.00%</b>	1.00%	<b>1.00%</b>	1.00%
iv) Expected return on Plan Assets	<b>8.50%</b>	7.75%	-	-
v) Mortality rates [Indian Assured Lives (2006-08)	Ultimate	-	-	-

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

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### SIGNATURES TO NOTES 1 TO 24

As per our Report of date attached

On behalf of the Board

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

**G. N. JAJODIA**  
Executive Director

**Y. P. SHUKLA**  
Proprietor

**J. W. PATIL**  
Company Secretary

**R. C. SARAF**  
Director

Place : Mumbai  
Dated : 30<sup>th</sup> May, 2016

Place : Mumbai  
Dated : 30<sup>th</sup> May, 2016

**AOC-1**

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

<b>Name of the Company (Subsidiary Associate, JV, etc.)</b>	<b>Pudumjee Hygiene Products Ltd.</b>	<b>Pudumjee Holding Ltd.</b>	<b>Pudumjee Plant Laboratories Ltd.</b>
Nature of the Company (Subsidiary, Associate, JV, etc.)	Subsidiary	Subsidiary	Associate
Ownership Interest of the Company	100%	100%	27.11%
<b><i>Summary of Financial Position</i></b>			
Sale	22.74	0.02	7.18
Profit/(loss) after tax	(758.27)	(5.95)	(242.40)
Net Current Assets	18.84	0.39	628.77
Loan & Borrowings	–	50.06	1,496.88
Current liabilities	10.12	0.68	23.25
Net Fixed Assets	71.81	–	1,695.96
Equity Share Capital	3,000.00	5.00	249.00
Reserves and Surplus	(2,907.33)	(10.33)	(677.62)
Earning - ₹ per Equity Share	(2.52)	(11.90)	(9.74)
Dividend ₹ per Equity Share	–	–	–

On Behalf of the Board of Directors

**G. N. JAJODIA**  
Executive Director

Place: Mumbai  
Date: 30<sup>th</sup> May, 2016

**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 31<sup>st</sup> March, 2016, 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 31<sup>st</sup> March, 2016, and their consolidated Loss and their consolidated cash flows for the year ended on that date.

We draw attention to Note No.24.1 which describes the effect of the Scheme of Arrangement on the Company and charges, mortgages and encumbrances on the assets of the Company and of Pudumjee Paper Products Ltd. respectively.



**Other Matters**

- (a) We have audited the financial statements of Pudumjee Holding Ltd. a subsidiary, whose financial statements reflect total assets of ₹ 45.41 lacs as at 31<sup>st</sup> March, 2016, total revenues of ₹ 0.02 lac and net cash flows amounting to ₹ 1.48 lacs 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 ₹102.78 lacs as at 31<sup>st</sup> March, 2016, total Revenue ₹ 35.57 lacs and net cash flows ₹ -0.51 Lac 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 31<sup>st</sup> March, 2016 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 31<sup>st</sup> March, 2016 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 24.12(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. 016203)

Place of Signature : Mumbai

Date : 30<sup>th</sup> May 2016

**PUDUMJEE INDUSTRIES LIMITED**

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016**

Particulars	Note No.	As at	As at
		31/03/2016	31/03/2015
		( ₹. in lacs)	( ₹. in lacs)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	360.00	360.00
(b) Reserves and Surplus	2	128.19	1,560.28
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	3	1,637.82	6,163.53
(b) Deferred tax liabilities (Net)		9.00	219.00
(c) Other Long-term Liabilities	4	25.13	52.59
(d) Long term provisions	5	4.50	175.73
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	6	0.33	1,253.99
(b) Trade payables	7	19.08	1,851.92
(c) Other current liabilities	8	0.78	5.24
(d) Short-term provisions	9	1.10	33.99
<b>Total</b>		<b>2,185.93</b>	<b>11,676.27</b>
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
<b>(a) Fixed assets</b>			
(i) Tangible assets	10	143.91	2,159.42
(ii) Intangible assets		–	112.25
(iii) Capital work-in-progress		–	3.99
(b) Non-current investments	11	316.16	316.67
(c) Long term loans and advances	12	1,624.14	1,634.03
<b>(2) Current assets</b>			
(a) Inventories	13	–	4,438.11
(b) Trade receivables	14	57.06	2,616.95
(c) Cash and Bank Balances	15	20.80	98.42
(d) Short Term Loans & Advances	16	23.86	296.43
<b>Total</b>		<b>2,185.93</b>	<b>11,676.27</b>

OTHER NOTES AS PER NOTE 24

As per our report of date attached

On behalf of the Board

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

**Y. P. SHUKLA**  
Proprietor

Place : Mumbai  
Dated : 30<sup>th</sup> May, 2016

**J. W. PATIL**  
Company Secretary

**G. N. JAJODIA**  
Executive Director

**R. C. SARAF**  
Director

Place : Mumbai  
Dated : 30<sup>th</sup> May, 2016

## CONSOLIDATED PROFIT &amp; LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Note No.	Year Ended	Year Ended
		31.03.2016 ( ₹. in lacs)	31.03.2015 ( ₹. in lacs)
I. Revenue from operations	17	22.74	21,478.04
Less : Excise Duty		—	952.99
Net Revenue from Operations		22.74	20,525.05
II. Other Income	18	257.03	182.96
III. <b>Total Revenue (I + II)</b>		<b>279.77</b>	<b>20,708.01</b>
IV. Less: Revenue of Discontinued Operation		—	20,532.12
V. Revenue from Continuing Operations (III-IV)		279.77	175.89
VI. <b>Expenses:</b>			
(1) Cost Of Materials Consumed	19	—	9,846.70
(2) Trade Purchases		22.74	4,381.67
(3) Changes in Inventories of Finished Goods, Work-in-Process and Stock in Trade	20	—	86.43
(4) Employees' Cost	21	12.99	860.23
(5) Finance Cost	22	165.16	762.71
(6) Foreign Exchange Loss		—	38.17
(7) Depreciation	10	15.39	169.03
(8) Share of Loss/(Profit) in a Partnership Firm		—	—
(9) Other Expenses	23	44.77	4,529.92
<b>Total Expenses</b>		<b>261.05</b>	<b>20,674.86</b>
VII. Less: Expenses of Discontinued Operations		—	20,516.70
VIII. Expenses of Countinued Operations (VI-VII)		261.05	158.16
IX. <b>Profit/(Loss) before exceptional and extraordinary items and tax of Continuing Operations (V-VIII)</b>		<b>18.72</b>	<b>17.73</b>
X. Exceptional items/Extraordinary Items		—	—
XI. <b>Profit/(Loss) before tax of continuing operations (IX-X)</b>		<b>18.72</b>	<b>17.73</b>
XII. Tax expense:			
(1) Current tax		0.03	6.61
(2) Deferred tax		0.64	2.85
XIII. <b>Profit/(Loss) for the Year of Continuing Opertations (XI-XII) - (A)</b>		<b>18.05</b>	<b>8.27</b>
XIV. Profit before tax for the period from discontinuing operations (See Note 24.1)		—	15.42
XV. Prior Period Income of Discontinued Operations		—	(0.43)
XVI. Tax Expense of discontinued operations			
1) Current Tax		—	48.39
2) Deferred Tax		—	53.15
XVII. Profit/(Loss) for the year from Discontinued Operations (XIV + XV - XVI) - (B)		—	(86.55)
XVIII. Profit/(Loss) for the year (A+B)		18.05	(78.28)
XIX. Earning per equity share:(Face Value Rs.2/- per Share)			
Basic & Diluted		0.10	(0.43)
(See note No.24.3)			

## OTHER NOTES AS PER NOTE 24

As per our report of date attached

On behalf of the Board

For **KHARE & CO.**,  
Chartered Accountants**Y. P. SHUKLA**  
Proprietor**J. W. PATIL**  
Company Secretary**G. N. JAJODIA**  
Executive Director**R. C. SARAF**  
DirectorPlace : Mumbai  
Dated : 30<sup>th</sup> May, 2016Place : Mumbai  
Dated : 30<sup>th</sup> May, 2016

**PUDUMJEE INDUSTRIES LIMITED**

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	2015-2016 (₹ In lacs)	2014-2015 (₹ In lacs)
<b>A) CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit / (Loss) before Taxation & Prior Period items	18.72	33.15
Adjustments For :		
Depreciation	15.39	169.03
Interest & Financial Charges	165.16	810.74
Provision for Bad & Doubtful Debts	(56.87)	27.00
Other Income	(178.74)	(154.14)
	<u>(55.06)</u>	<u>852.63</u>
	<u>(36.34)</u>	<u>885.78</u>
<b>Operating Profit before Working Capital Changes</b>		
(Increase )/Decrease in Inventories	-	(1,518.04)
(Increase )/Decrease in Debtors	(0.42)	(227.97)
(Increase )/Decrease in Advances	(6.02)	(238.04)
Increase /(Decrease) in Liabilities	24.42	(172.60)
	<u>17.98</u>	<u>(2,156.65)</u>
<b>Cash Generated from operations</b>	<u>(18.36)</u>	<u>(1,270.87)</u>
Income Tax (paid) / Refund Received (Net)	(9.51)	28.68
<b>Cash flow before Extraordinary items</b>	<u>(27.87)</u>	<u>(1,242.19)</u>
(Expenses) /Income of earlier years	-	(0.43)
<b>Net Cash from Operating Activities</b>	<u>(27.87)</u>	<u>(1,242.62)</u>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	-	(7.30)
Change in Loans & Advances	(352.49)	-
Interest Received	168.50	115.08
Dividend Received	10.24	10.24
Investment in Pudumjee Paper Products Ltd.	-	(49.51)
Share in profit of Associate Company	-	0.51
<b>Net Cash from / used in Investing Activities</b>	<u>(173.75)</u>	<u>69.02</u>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Receipt / (Repayment) of Long Term Borrowings	381.18	1,233.68
Receipt / (Repayment) of Short Term Borrowings	-	759.42
Payment of Interest	(165.16)	(810.74)
Income tax provision	-	-
<b>Net cash from / (used) in Financing Activities</b>	<u>216.02</u>	<u>1,182.36</u>
<b>Net change in cash &amp; Cash Equivalents (A+B+C)</b>	<u>14.40</u>	<u>8.76</u>
<b>Cash &amp; Cash Equivalents (Opening Balance)</b>	<u>98.42</u>	<u>89.66</u>
Add : Amount adjusted pursuant to Scheme of Arrangement (with reference to Provisional Balance Sheet as at 31st Mar 2015)	<u>(92.02)</u>	<u>-</u>
<b>Cash &amp; Cash Equivalents (Closing Balance)</b>	<u>20.80</u>	<u>98.42</u>
	<u>20.80</u>	<u>98.42</u>
	-	(0.00)

Note: Figures in brackets represent Cash Outflows.  
Current year Cash Flow is based on Continuing Activities.

As per our report of date attached

On behalf of the Board

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

**G. N. JAJODIA**  
Executive Director

**Y. P. SHUKLA**  
Proprietor

**J. W. PATIL**  
Company Secretary

**R. C. SARAF**  
Director

Place : Mumbai  
Dated : 30th May, 2016

Place : Mumbai  
Dated : 30th May, 2016

**NOTES ANNEXED TO AND FORMING PART OF THE  
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016**

<b>NOTE '1' - SHARE CAPITAL</b>	<b>AS AT</b>	<b>AS AT</b>
	<b>31.03.2016</b>	<b>31.03.2015</b>
<b>AUTHORISED</b>	<b>( ₹. in lacs)</b>	<b>( ₹. in lacs)</b>
12,50,00,000 Equity Shares of ₹ 2/- each	<u>2,500.00</u>	<u>2,500.00</u>
	<u>2,500.00</u>	<u>2,500.00</u>
<b>ISSUED, SUBSCRIBED AND FULLY PAID UP</b>		
1,80,00,000 Equity Shares of ₹ 2/- each	<u>360.00</u>	<u>360.00</u>

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

<b>Particulars</b>	<b>AS AT</b>	<b>AS AT</b>
	<b>31.03.2016</b>	<b>31.03.2015</b>
	<b>No. of Shares</b>	<b>No. of Shares</b>
Equity Shares at the beginning and end of the year	<u>18,000,000</u>	<u>18,000,000</u>

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

<b>Name of the Shareholder</b>	<b>AS AT 31.03.2016</b>		<b>AS AT 31.03.2015</b>	
	<b>No. of Shares</b>	<b>% held</b>	<b>No. of Shares</b>	<b>% held</b>
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
Pragya Reality Developers	-	-	999,995	5.55
Mr.Sanjay M.Jatia	999,995	5.55	-	-
Mr.Arunkumar M.Jatia	929,000	5.16	929,000	5.16
Suma Commercial Pvt.Ltd.	1,848,525	10.27	-	-
Pudumjee Pulp & Paper Mills Ltd.	956,725	5.32	956,725	5.32

**NOTE '2' - RESERVES & SURPLUS**

	<b>AS AT</b>	<b>AS AT</b>
	<b>31.03.2016</b>	<b>31.03.2015</b>
	<b>( ₹. in lacs)</b>	<b>( ₹. in lacs)</b>
<b>GENERAL RESERVE</b>		
As per last Balance Sheet	1,400.00	1,400.00
Less:Transfer on Demerger	<u>777.13</u>	<u>-</u>
	622.87	1,400.00
<b>SHARE PREMIUM ACCOUNT</b>		
As per last Balance sheet	1,197.48	1,197.48
<b>CAPITAL RESERVE (I)</b>		
On Reissue of forfeited shares	0.44	0.44
<b>CAPITAL RESERVE (II)</b>		
On Consolidation Profit Share of Associate Company.	-	0.51
<b>RESERVE FOR DOUBTFUL DEBTS</b>	-	0.23
(see Note 5)		
<b>SURPLUS IN PROFIT &amp; LOSS ACCOUNT</b>		
Balance in Profit & Loss Account	(1,038.38)	(959.59)
Less:Transfer of Loss on Demerger	(86.11)	-
Add : Profit/(Loss) for the year	<u>18.05</u>	<u>(78.28)</u>
	<u>(934.22)</u>	<u>(1,037.87)</u>
Provision for Impairment of Goodwill generated for demerged Business	(758.38)	-
Transferred to Capital Reserve (II)	-	(0.51)
	<u>(1,692.60)</u>	<u>(1,038.38)</u>
	<u>128.19</u>	<u>1,560.28</u>

NOTES ANNEXED TO AND FORMING PART OF THE  
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016 (Contd.)

	AS AT 31.03.2016 ( ₹. in lacs)	AS AT 31.03.2015 ( ₹. in lacs)
<b>NOTE '3' - LONG TERM BORROWINGS</b>		
<b>Unsecured Borrowings</b>		
Deposits from Associates	<u>1,637.82</u>	<u>6,163.53</u>
Total	<u>1,637.82</u>	<u>6,163.53</u>
<b>NOTE '4' - OTHER LONG TERM LIABILITIES</b>		
Sundry Creditors	<u>25.13</u>	<u>52.59</u>
	<u>25.13</u>	<u>52.59</u>
<b>NOTE '5' - LONG TERM PROVISIONS</b>		
Provision for Diminution in value of Long term Investments		
As per Last Balance Sheet	<u>60.00</u>	<u>60.00</u>
	<u>60.00</u>	<u>60.00</u>
Less : Deducted per contra from Investment	<u>60.00</u>	<u>60.00</u>
	-	-
Provision for Doubtful Debts & Advances		
As per last Balance Sheet	237.86	210.86
Less: Transfer on Demerger	228.51	-
Add: Provided During the Year	-	27.00
	<u>9.35</u>	<u>237.86</u>
Less : Debts & Advances considered Doubtful per contra	<u>9.35</u>	<u>237.63</u>
	-	0.23
Less : Surplus provision shown under Reserves & Surplus	-	0.23
	-	-
Provision for Gratuity	<u>4.50</u>	<u>175.73</u>
	<u>4.50</u>	<u>175.73</u>

**NOTES ANNEXED TO AND FORMING PART OF THE  
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016 (Contd.)**

	AS AT <u>31.03.2016</u> ( ₹. in lacs)	AS AT <u>31.03.2015</u> ( ₹. in lacs)
<b>NOTE '6' - SHORT TERM BORROWINGS</b>		
<b>A) Secured Borrowings from Bank</b>		
Cash Credit repayable on demand (Secured by hypothecation of stock, stores and book debts and second charge on fixed assets of the company ranking pari passu among the consortium banks.)	-	1,200.85
<b>B) Unsecured Borrowings from Others</b>		
Other Deposits	<u>0.33</u>	<u>53.14</u>
Total	<u><u>0.33</u></u>	<u><u>1253.99</u></u>
Note (a) : There has been no default in repayment of Loan & Payment of Interest in respect of any of aforesaid borrowings.		
<b>NOTE '7' - TRADE PAYABLE</b>		
Acceptances	-	631.89
Sundry Creditors	<u>19.08</u>	<u>1,220.03</u>
	<u><u>19.08</u></u>	<u><u>1,851.92</u></u>
<b>NOTE '8' - OTHER CURRENT LIABILITIES</b>		
Current Maturities of :		
Long Term Secured Debts	-	-
Unclaimed dividend	0.78	0.78
Interest on Loans accrued but not due on Borrowings	-	0.80
Advances from Customers	-	3.66
	<u>0.78</u>	<u>5.24</u>
<b>NOTE '9' - SHORT TERM PROVISIONS</b>		
Provision for Tax (Advance Tax)	-	2.85
Provision for Leave Encashment	1.10	31.14
	<u>1.10</u>	<u>33.99</u>

**NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016 (Contd.)**

**NOTE '10' - FIXED ASSETS (At Cost)**

(₹. in lacs)

TYPE OF ASSETS	Cost upto 31.3.2015	Additions/ Transfers during the Year	Deductions/ Transfers during the Year	Assets* Transferred on 31.03.2016	Balance Cost upto 31.03.2016	Depreciation upto 31.3.2015	Depreciation for the year	Provision for impairment in Goodwill	Depreciation on Transferred	Depreciation Balance as on 31.03.2016	Net Book Value as on 31.03.2016	Net Book Value as on 31.3.2015
<b>TANGIBLE ASSETS</b>												
<b>OWN ASSETS :</b>												
Building	5.79	-	-	-	5.79	2.66	0.09	-	-	2.75	3.04	3.13
Machinery	3,940.28	-	-	3,940.28	-	1,977.17	-	-	1,977.17	-	-	1,963.11
Furniture & Fixtures	159.57	-	-	158.16	1.41	137.19	-	-	135.80	1.39	0.02	22.38
Vehicles	15.03	-	-	15.03	-	3.01	-	-	3.01	-	-	12.02
Sub-Total	4,120.67	-	-	4,113.47	7.20	2,120.03	0.09	-	2,115.98	4.14	3.06	2,000.64
<b>LEASED ASSETS : (Given on lease)</b>												
Land - Freehold	7.10	-	-	-	7.10	-	-	-	-	-	7.10	7.10
Building-Leased	262.18	-	-	6.84	255.34	190.94	6.68	-	4.21	193.41	61.93	71.24
Machinery	147.62	-	-	-	147.62	67.18	8.62	-	-	75.80	71.82	80.44
Sub total	416.90	-	-	6.84	410.06	258.12	15.30	-	4.21	269.21	140.85	158.78
Total (A)	4,537.57	-	-	4,120.31	417.26	2,378.15	15.39	-	2,120.19	273.35	143.91	2,159.42
<b>INTANGIBLE ASSETS</b>												
Goodwill (Generated on Demerger)	-	758.38	-	-	758.38	-	-	758.38	-	758.38	-	-
Computer Software	53.60	-	-	53.60	-	38.92	-	-	38.92	-	-	14.68
Trade Mark	13.40	-	-	13.40	-	5.70	-	-	5.70	-	-	7.70
Product Branding	179.75	-	-	179.75	-	89.88	-	-	89.88	-	-	89.87
Total (B)	246.75	758.38	-	246.75	758.38	134.50	-	758.38	134.50	758.38	-	112.25
Total (A) + (B)	4,784.32	758.38	-	4,367.06	1,175.64	2,512.65	15.39	758.38	2,254.69	1,031.73	143.91	2,271.67
Previous year	4,775.77	10.48	1.93	-	4,784.32	2,345.55	169.03	1.93	-	2,512.65	2,271.67	2,430.22

Note-Provision for impairment in Goodwill generated on demerger Rs.758.38 lacs is charged to Reserves & Surplus.

\*After considering transactions of 2014-15



**NOTES ANNEXED TO AND FORMING PART OF THE  
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016 (Contd.)**

	<b>AS AT 31.03.2016</b>	<b>AS AT 31.03.2015</b>
	<b>(₹. in lacs)</b>	<b>( ₹. in lacs)</b>
<b>NOTE '11' - NON CURRENT INVESTMENTS</b>		
LONG TERM INVESTMENTS (AT COST)		
TRADE INVESTMENTS : (Equity)		
<b>Investments In Associates;</b>		
34,12,850	Equity shares of Pudumjee Pulp & Paper Mills Ltd.* of ₹ 2/- each fully paid (quoted)	267.16
	<b>90.70</b>	
6,75,000	Equity shares of Pudumjee Plant Laboratories Ltd. of ₹ 10/- each. fully paid (unquoted)	60.00
	<b>60.00</b>	
1,70,58,769	(Last Year 2,45,000) Equity Shares of Pudumjee Paper* Products Ltd. of Re.1/- each fully paid (quoted)	49.51
	<b>225.46</b>	
	<b>376.16</b>	<b>376.67</b>
Less :	Provision for Diminution in value of Long term Investments, deducted per contra	60.00
	<b>60.00</b>	<b>60.00</b>
	<b>316.16</b>	<b>316.67</b>
*The cost of Pudumjee Paper Products Ltd.shares have been arrived at as per section 49 (2 C) & (2D) of the Income Tax Act on demerger and reduced from the cost of investee Companies.		
Aggregate amount of quoted investments		
	Cost	267.16
	Market Value	761.07
	<b>316.16</b>	
Aggregate amount of unquoted investments		
	Cost	109.00
	<b>60.00</b>	

NOTES ANNEXED TO AND FORMING PART OF THE  
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016 (Contd.)

	AS AT 31.03.2016 (₹. in lacs)	AS AT 31.03.2015 (₹. in lacs)
<b>NOTE '12' - LONG TERM LOANS &amp; ADVANCES</b>		
(Unsecured, considered good, unless otherwise stated)		
Prepaid Expenses	-	3.32
Security Deposits	0.32	39.94
Loans & Advances to Associates	1,538.26	1,256.64
Advance Income Tax (Less Provision for Tax)	31.32	33.98
Others Advances	54.24	304.07
Less: Provision for Doubtful Advances deducted per contra	-	3.92
	<u>54.24</u>	<u>300.15</u>
	<u>1,624.14</u>	<u>1,634.03</u>
<b>NOTE '13' - INVENTORIES</b>		
Raw material (At cost)	-	2,486.34
Raw material in Transit (At Cost)	-	20.69
Work-in-process (At cost)	-	155.96
Finished Paper (At lower of cost or market value.)	-	784.65
Trade Goods (At Cost)	-	410.51
Stores, Spare Parts Etc. (At Cost)	-	579.94
Loose Tools (At Cost)	-	0.02
	<u>-</u>	<u>4,438.11</u>
	<u>-</u>	<u>4,438.11</u>
<b>NOTE '14' - TRADE RECEIVABLES (Unsecured)</b>		
Debts outstanding for a period exceeding six months from due date		
Considered Good	44.21	12.71
Considered Doubtful	9.35	233.71
	<u>53.56</u>	<u>246.42</u>
Other Debts		
Considered Good	12.85	2,604.24
	<u>66.41</u>	<u>2,850.66</u>
Less : Provision for Doubtful Debts deducted per contra	9.35	233.71
	<u>57.06</u>	<u>2,616.95</u>
	<u>57.06</u>	<u>2,616.95</u>

**NOTES ANNEXED TO AND FORMING PART OF THE  
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016 (Contd.)**

	AS AT 31.03.2016 <u>(₹. in lacs)</u>	AS AT 31.03.2015 <u>(₹. in lacs)</u>
<b>NOTE '15' - CASH &amp; BANK BALANCES</b>		
Cash on hand as per books	0.08	5.83
On other accounts with Banks	19.94	43.10
Cheques on hand	-	23.18
Deposit with Bank for Margin Money	-	15.26
On other Deposit Account with Bank	-	10.27
Unpaid Dividends with Banks	0.78	0.78
	<u>20.80</u>	<u>98.42</u>
<b>NOTE '16' - SHORT TERM LOANS &amp; ADVANCES</b>		
(Unsecured, Considered Good Other than Related parties)		
Prepaid Expenses	-	11.27
Advance Income Tax	17.87	-
Advances to employees of the Company	0.11	2.06
Balance with Government Authorities	5.88	164.32
Advances to Suppliers	-	48.63
Sundry Advances	-	70.15
	<u>23.86</u>	<u>296.43</u>

**PUDUMJEE INDUSTRIES LIMITED**

**NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED  
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016**

	<b>YEAR ENDED</b>	<b>YEAR ENDED</b>
	<b>31.03.2016</b>	<b>31.03.2015</b>
	<b>(₹. in lacs)</b>	<b>(₹. in lacs)</b>
<b>NOTE '17' - REVENUE FROM OPERATIONS</b>		
PAPER	-	16,472.84
Less : Excise Duty	-	952.77
TRADE SALE	<b>22.74</b>	4,939.58
MISCELLANEOUS SALES	-	26.82
Less : Excise Duty	-	0.22
OTHER OPERATING REVENUE	-	38.80
NET REVENUE FROM OPERATIONS	<b>22.74</b>	<b>20,525.05</b>
DISCONTINUED OPERATIONS	-	20,525.05
(Included in above) (Refer Note No.24.1 vi)	-	-
<b>NOTE '18' - OTHER INCOME</b>		
DIVIDENDS		
Others	<b>10.24</b>	10.24
SHARE OF PROFIT IN ASSOCIATE COMPANY	-	0.51
MISCELLANEOUS INCOME	<b>21.42</b>	28.82
DOUBTFUL DEBTS PROVISION W/BACK	<b>56.87</b>	-
INTEREST RECEIVED FROM OTHERS	<b>168.50</b>	143.39
	<b>257.03</b>	182.96
DISCONTINUED OPERATIONS	-	7.07
(Included in above) (Refer Note No.24.1 vi)	-	-
<b>NOTE '19' - COST OF MATERIAL CONSUMED</b>		
CONSUMPTION OF RAW MATERIALS	-	8,971.49
CONSUMPTION OF STORES COLOURS, CHEMICALS etc.	-	875.21
	-	9,846.70
DISCONTINUED OPERATIONS	-	9,846.70
(Included in above) (Refer Note No.24.1 vi)	-	-
<b>NOTE '20' - CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROCESS AND STOCK-IN-TRADE</b>		
STOCK AT COMMENCEMENT		
Finished Paper	-	773.17
Trade Goods (At Cost)	-	431.24
Work-in-Process	-	-
- Pulp	-	23.02
- Paper	-	210.12
	-	1,437.55
STOCK AT CLOSE		
Finished Paper	-	784.65
Trade Goods (At Cost)	-	410.51
Work-in-Process	-	-
- Pulp	-	29.55
- Paper	-	126.41
	-	1,351.12
DISCONTINUED OPERATIONS	-	86.43
(Included in above) (Refer Note No.24.1 vi)	-	86.43

**NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED  
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016 (Contd.)**

	YEAR ENDED <u>31.03.2016</u> (₹. in lacs)	YEAR ENDED <u>31.03.2015</u> (₹. in lacs)
<b>NOTE '21' - EMPLOYEES' COST</b>		
SALARIES, WAGES, BONUS etc.		
Salaries, Wages, Gratuity & Bonus	11.64	789.46
Contribution to Provident & Other Funds (Including Administrative Charges)	0.97	49.97
Employees State Insurance	-	0.16
Workmen & Staff Welfare Expenses	0.38	20.64
	<u>12.99</u>	<u>860.23</u>
	<u>          </u>	<u>          </u>
DISCONTINUED OPERATIONS	-	860.23
(Included in above) (Refer Note No.24.1 vi)	<u>          </u>	<u>          </u>
<b>NOTE '22' - INTEREST &amp; FINANCIAL COST</b>		
INTEREST ON BORROWINGS	164.56	759.04
OTHER FINANCIAL CHARGES	0.60	51.70
	<u>165.16</u>	<u>810.74</u>
LESS : INTEREST RECEIVED ON TRADE DEBTS	-	48.03
	<u>165.16</u>	<u>762.71</u>
	<u>          </u>	<u>          </u>
DISCONTINUED OPERATIONS	-	626.48
(Included in above) (Refer Note No.24.1 vi)	<u>          </u>	<u>          </u>
<b>NOTE '23' - OTHER EXPENSES</b>		
PROCESSING CHARGES	-	365.86
FUEL, POWER & WATER	-	2790.52
RENT	0.24	78.66
RATES & TAXES	-	12.27
REPAIRS & MAINTENANCE		
Machinery	-	370.02
Buildings	-	3.23
Others	-	1.82
INSURANCE	-	14.89
PACKING,CARTAGE,CUTTING,BALING,FREIGHT ETC.	-	478.82
DEVELOPMENT & RESEARCH EXPENSES	-	7.52
COMMISSION ON SALES	-	69.19
BAD DEBTS & ADVANCES WRITTEN OFF	16.87	1.10
DIRECTORS' FEES	0.63	0.60
EXCISE DUTY ON STOCK	-	5.20
PROVISION FOR DOUBTFUL DEBTS	-	27.00
ADVERTISEMENT	3.39	5.93
PROFESSIONAL FEES	10.23	16.08
LISTING FEES	2.90	1.90
AUDIT FEES	3.01	2.86
OFFICE & MISCELLANEOUS EXPENSES	7.50	276.45
	<u>44.77</u>	<u>4,529.92</u>
	<u>          </u>	<u>          </u>
DISCONTINUED OPERATIONS	-	4,523.38
(Included in above) (Refer Note No.24.1 vi)	<u>          </u>	<u>          </u>

**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, 2016.**

**24.1 Note on Scheme of Arrangement & Demerger**

- i Pursuant to the Scheme of Arrangement (“the Scheme”) between the company, Pudumjee Pulp & Paper Mills Ltd (PPPML), Pudumjee Hygiene Products Ltd (PHPL-wholly owned subsidiary of the company), Pudumjee Paper Products Ltd (PPPL) and their respective shareholders and creditors as approved by the High Court of Mumbai vide its order dated 8<sup>th</sup> January, 2016, which became effective on 1<sup>st</sup> February, 2016 (effective date) on filing with the Registrar of Companies, all the assets and liabilities of the Paper Manufacturing Business of the Company have been transferred to the PPPL (Transferee Company) at their respective book values on a going concern basis with effect from the appointed date (i.e 1<sup>st</sup> April, 2014). Accordingly, the Scheme of Arrangement has been given effect to in these accounts. The details of Assets & Liabilities transferred by the demerged business of the company & subsidiary (PHPL) , as on 1<sup>st</sup> April, 2014 and also corresponding reduction of Reserves & Surplus are as under :

Particulars	Amount (₹ In Lacs)
Total Assets Transferred (including fixed assets at cost of ₹ 4064.76 lacs Less accumulated depreciation of ₹ 1960.62 lacs plus Capital Work in Progress ₹ 3.88 Lacs)	8417.02
Total Liabilities Transferred	6881.52
Net Assets Transferred	1535.50
Adjusted to –	
General Reserves in the company	777.13
Goodwill Account in PHPL*	758.37

\* A provision for impairment has been deducted from Reserves & Surplus since the goodwill has been generated in respect of demerged business in the books of PHPL and consequently incorporated in the consolidated accounts.

- ii As per the Scheme, each share holder of the Company , as on record date, has received 9 equity shares of Re 1 each in the Pudumjee Paper Products Ltd. for every 20 Equity Shares of ₹ 2 each held in the company. Further the Company, being sole share holder of PHPL, has received 7 Shares of Re.1 each in the Pudumjee Paper Products Ltd for every 20 Equity Shares of ₹10 each held in the PHPL.
- iii Consolidated net loss of the demerged paper manufacturing of the Company and hygiene business of PHPL of the company for the period from appointed date i.e. 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2015 of ₹ 86.11 lacs is adjusted in surplus i.e. balance in the Profit & Loss Account.
- iv The transactions pertaining to Paper Manufacturing business and hygiene business from the appointed date (i.e. 1<sup>st</sup> April,2014) upto the effective date (i.e. 1<sup>st</sup> February, 2016) of the Scheme of arrangement, have been deemed to be made by Pudumjee Paper Products Ltd..
- v Consequent to the Demerger of the Paper Manufacturing business of the Company and hygiene business of the PHPL, in terms of the Scheme, the Consolidated Financial Statements of the Company for the year ended March 31, 2016, do not include operations of the Demerged business and therefore are not comparable with the figures of the Previous Year ended March 31, 2015.
- vi The revenue and expense in respect of the ordinary activities attributable to the Discontinuing Operations:

**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, 2016.**

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
I. Revenue from operations	–	20525.05
II. Other Income	–	7.07
III. Total Revenue	–	20532.12
IV. Expenses:		
Cost of Materials consumed	–	9846.70
Purchases of Stock – in – trade	–	4381.67
Changes in Inventories of finished goods, work-in-progress and Stock-in-trade		86.43
Employee Benefit Expenses	–	860.23
Financial Costs	–	626.48
Foreign Exchange Loss / (Gain)	–	38.17
Depreciation and amortization expenses	–	153.64
Other expenses	–	4523.38
Total Expenses	–	20516.70
V. Profit before exceptional and extra ordinary items	–	15.42
VI. Tax Expenses:		
1. Current Tax	–	48.39
2. Deferred Tax	–	53.15
VII. Profit	–	(86.12)
Prior period income		(0.43)
Profit /(Loss) from Discontinuing operations.		(86.55)

## vii Carrying Value of Assets and Liabilities of Discontinued Paper Manufacturing Business

	(₹ in lacs)	
	As at 31st March, 2016	As at 31st March, 2015
Total Assets	NIL	10044.74
Total Liabilities	NIL	8595.95
Net Assets	NIL	1448.79

## viii Details of Cash Flows relating to Discontinued Paper Manufacturing Business

	(₹ in lacs)	
	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Net Cash flow from Operating Activities	NIL	(1,050.65)
Net Cash flow from Investing Activities	NIL	(14.97)
Net Cash flow from Financing Activities	NIL	1,072.81
Net Cash Inflows / (Outflows)	NIL	7.19

**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, 2016.**

**NOTE '24' (Contd.)**

- ix Pursuant to the Scheme of Arrangement, working capital facilities concerning the demerged business transferred to the Pudumjee Paper Products Ltd. along with the Security created therfor on the assets transferred. However the security, whether by way of first charge or second charge on other assets i.e. Land and Buildings at Pune which have not been transferred by the Company, continues to subsist in favour of the lenders for their loans (as per the agreements initially executed by the Company in favour of the lenders while availing the loans), till their release, untill appropriate documents are executed.
- x Pursuant to the Scheme, Land & Buildings at Pune, belonging to the Company have been given on Leave & License basis to Pudumjee Paper Products(PPPL), on terms for 5 years from the effective date, i.e.1<sup>st</sup> February, 2016, to enable PPPL to shifts its operations, in due course of time, to the Industrial Area of Mahad District–Raigad.
- 24.2 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) Finished goods are valued at lower of cost or market value. All other inventories are valued at cost based on First In, First Out method.
  - c) Fixed Assets are valued at cost.
  - d) 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.
  - e) 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
  - f) (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.
  - g) Revenue recognition is postponed to a later year only when it is not possible to estimate it with reasonable accuracy.
  - h) Foreign currency transactions are recorded at the then prevailing rate. Closing balances of assets and liabilities relating to foreign currency transactions are converted into Rupees at the rates prevailing on the date of the Balance Sheet. The difference for transactions are dealt with in the Profit and Loss Account of the year.
  - i) Lease arrangement where the risks and rewards to ownership an assets substantially vest with the leasor,are recogriend as operating leaseres,Lease rentals under opertating leases are recognised in the statement of Profit & Loss.
  - j) 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.



## NOTE '24' (Contd.)

	<u>AS AT</u> <u>31.03.2016</u>	<u>AS AT</u> <u>31.03.2015</u>
24.3 Basic & Diluted EPS:		
a) Net profit/(Loss) after tax as per Profit & Loss Account After current and deferred Tax	₹ 18.05 Lacs	(77.85) 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)	₹ 0.10	(0.43)
24.4 a) Break up of Deferred Tax Liabilities / (Deferred Tax Assets ) into major components is as under:		
	<u>AS AT</u> <u>31.03.2016</u> (₹ in lacs)	<u>AS AT</u> <u>31.03.2015</u> (₹ in lacs)
In respect of Depreciation	11	360
In respect of allowances and disallowances under various provisions of Income Tax Act.	(2)	(141)
Net Deferred Tax Liability	<u>9</u>	<u>219</u>
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 31 <sup>st</sup> March, 2016		
c) No Deferred Tax Asset has been recognised in respect of losses of subsidiary companies in view of prevailing circumstances.		
24.5 Related Party Disclosures (Accounting Standard 18)		
a) <b>Associate Companies / Firms</b>		
Pudumjee Pulp & Paper Mills Ltd.		
Pudumjee Plant Laboratories Ltd.		
Pudumjee Investments and Finance Co.Ltd.		
Pudumjee - G. Corp. Developers		
Pudumjee Paper Products Ltd.		
b) <b>Key Management Personnel</b>		
1) Mr. G.N.Jajodia Executive Director		
2) Mr. J. W. Patil Company Secretary		

## PUDUMJEE INDUSTRIES LIMITED

### NOTE '24' (Contd.)

c) Transactions with related Parties	<u>2015-2016</u> (2014-2015)	<u>Maximum</u> <u>during</u> <u>the year</u>	<u>Key</u> <u>Management</u> <u>personnel</u>
	<u>Associate</u> <u>Companies/Firm</u>		
a) i) Interest bearing Inter Corporate Deposits etc. obtained during the year	<b>844.81</b> (5,373.00)		
ii) Interest bearing Inter Corporate Deposits etc. given during the year	<b>1,392.50</b> (163.80)		
b) i) Interest paid during the year	<b>161.92</b> (649.52)		
ii) Interest charged during the year	<b>163.87</b> (136.20)		
c) Inter corporate deposits etc. payable including interest.			
Pudumjee Pulp & Paper Mills Ltd.	<b>1,361.20</b> (6,018.04)		
Pudumjee Paper Products Ltd.	<b>275.86</b> (96.84)		
d) Inter corporate deposits Given outstanding including interest			
Pudumjee Plant Laboratories Ltd.	<b>1,496.74</b> (1,256.64)	<b>1,934.65</b> (1,256.64)	
Pudumjee Paper Products Ltd.	<b>8.13</b> (-)	<b>13.81</b> (-)	
e) Sales made during the year	<b>22.74</b> (16.14)		
f) Dividend Received	<b>10.24</b> (10.24)		
g) Purchases/Processing charges of goods made during the year	- (1,622.48)		
h) Reimbursement of common services and purchase of utilities during the year.	<b>0.28</b> (335.85)		
i) Rent Received	<b>2.29</b> (-)		
j) Remuneration paid	- (-)		<b>11.29</b> (46.93)
k) Outstanding as Creditor as on 31.3.16	-		
Pudumjee Pulp and Paper Mills Ltd.	(68.19)		

(Figures in brackets relate to previous year)

## NOTE '24' - (Contd.)

## 24.6 Segment Reporting (Accounting Standard 17)

Information about business segments.	PAPER MANU- FACTURING	HYGIENE AND OTHER PRODUCTS	OTHERS	2015-2016
				(2014-2015) (₹ in Lacs) TOTAL
<b>SEGMENT REVENUE</b>	-	-	<b>22.74</b>	<b>22.74</b>
	(15,705.15)	(4,819.90)	(28.77)	(20,553.82)
<b>SEGMENT RESULTS</b>	-	-	<b>5.14</b>	<b>5.14</b>
	(663.42)	(-80.22)	(7.33)	(590.53)
Unallocated corporate expenses				-
Operating Profit				(-)
Interest Expenses				(590.53)
Interest Income				<b>165.16</b>
Dividend Income				(759.04)
Income Taxes including Deferred Tax				<b>168.50</b>
Profit from ordinary activities				(191.42)
Extra Ordinary Income				<b>10.24</b>
Net Profit /(Loss) as per Profit & Loss Account				(10.24)
<b>OTHER INFORMATION</b>				<b>0.67</b>
Total carrying amount of Segment Assets	-	-	<b>282.32</b>	<b>282.32</b>
Add: Unallocated Corporate Assets	(8,606.22)	(1,242.08)	(1,827.97)	(11,676.27)
Total Assets as per Balance Sheet				<b>1,903.61</b>
Total carrying amount of Segment Liabilities	-	-	<b>50.92</b>	<b>50.92</b>
Add: Unallocated Corporate Liabilities	(7,865.26)	(604.96)	(1,285.76)	(9,755.98)
Total Liabilities as per Balance Sheet				<b>2,135.01</b>
				(1,920.28)
				<b>2,185.93</b>
				(11,676.27)

## PUDUMJEE INDUSTRIES LIMITED

### NOTE '24' - (Contd.)

#### 24.6 Segment Reporting (Accounting Standard 17)

Information about business segments.	PAPER MANU- FACTURING	HYGIENE AND OTHER PRODUCTS	OTHERS	2015-2016
				(2014-2015) (₹ in Lacs) TOTAL
<b>Capital Expenditure incurred during the year</b>	-	-	-	-
	(1.36)	(9.82)	(-)	(11.18)
Depreciation for the Year	-	-	<b>15.39</b>	<b>15.39</b>
	(118.27)	(35.37)	(15.39)	(169.03)
Other Non Cash Expenditure	-	-	-	-
	(-)	(-)	(-)	(-)
<b>Sales Revenue by Geographical Segments</b>				-
WITHIN INDIA	-	-	<b>22.74</b>	<b>22.74</b>
	(14,450.90)	(4,819.90)	(-)	(19,270.80)
OUTSIDE INDIA	-	-	-	-
	(1,254.25)	(-)	(-)	(1,254.25)
	-	-	<b>22.74</b>	<b>22.74</b>
	(15,705.15)	(4,819.90)	(-)	(20,525.05)

- (i) Paper manufacturing business and Hygiene & Other Products represents Discontinued Operations pursuant to Scheme of Arrangement . Others represent Continued Operations of Trading, Leasing etc.
- (ii) The figures in brackets relate to earlier year.

#### 24.7 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-2016	31-Mar-2015
i) not later than one year	₹ 27.12 Lacs	₹ 12.56 Lacs
ii) later than one year and not later than five years	₹ 89.76 Lacs	₹ 9.10 lacs
iii) later than five years	-	-

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

## NOTE '24' - (Contd.)

24.8 Office & Miscellaneous expenses includes remuneration of all statutory auditors.

	2015-2016	2014-2015
	(₹ In lacs)	(₹ In lacs)
Audit fees	3.01	3.24
Taxation matters	0.60	0.70
Others	2.15	2.03
	<b>5.76</b>	<b>5.97</b>

24.9 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.

24.10 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.

24.11 a Details of Subsidiary / Associate Companies:

Name of the Company	Country of Incorporation	Proportion of Ownership interest	Minority Interest	Financial Accounting Year ended
<b>I) Subsidiary Companies</b>				
a) Pudumjee Hygiene Products Ltd.	India	100 %	Nil	31.03.2016
b) Pudumjee Holding Ltd.	India	100 %	Nil	31.03.2016
<b>II) Associate Companies / Firms</b>				
a) Pudumjee Pulp & Paper Mills Ltd.	India	8.32 %	N.A.	31.03.2016
b) Pudumjee Plant Laboratories Ltd.	India	27.11 %	N.A.	31.03.2016
c) Pudumjee Investments and Finance Co.Ltd.	India	Nil	N.A.	31.03.2016
d) Pudumjee Paper Products Ltd.	India	17.97 %	N.A.	31.03.2016
e) Pudumjee - G.Corp.Developers.	India	Nil	N.A.	31.03.2016

b i) Subsidiary Company Pudumjee Hygiene Products Ltd.have incurred profit of ₹ 0.11 lacs (Previous year loss of ₹ 243.03 lacs) & Pudumjee Holding Ltd. Rs.5.95 Lacs (Loss) (Previous year loss of ₹ 1.35 lacs) for the year ending 31<sup>st</sup> March, 2016 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.

## PUDUMJEE INDUSTRIES LIMITED

### NOTE '24' - (Contd.)

c Financial information of subsidiary companies of the parent company

	<u>Pudumjee Hygiene Products Ltd.</u>		<u>Pudumjee Holding Ltd.</u>	
	<u>31.3.2016</u> (₹ in lacs)	<u>31.3.2015</u> (₹ in lacs)	<u>31.3.2016</u> (₹ in lacs)	<u>31.3.2015</u> (₹ in lacs)
i) Share Capital	3,000.00	3,000.00	5.00	5.00
ii) Reserves	(2,907.34)	(2,396.01)	(10.33)	(4.38)
iii) Total Assets	102.78	1,330.52	45.41	46.90
iv) Total Liabilities	102.78	1,330.52	45.41	46.90
v) Investments	4.00	4.00	45.00	45.00
vi) Turnover	22.74	4,819.90	—	—
vii) Profit/(Loss) Before Taxation	0.14	(243.03)	(5.95)	(1.35)
viii) Provision for Taxation	0.03	—	—	—
ix) Profit/(Loss) After Taxation	0.11	(243.03)	(5.95)	(1.35)
x) Proposed Dividend	—	—	—	—

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.
<b>TOTAL</b>		87.36		(5.84)

**NOTE '24' - (Contd.)**

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

	<b>AS AT</b>	AS AT
	<b>31.03.2016</b>	31.03.2015
	(₹ In lacs)	(₹ In lacs)
(i) Bank Gurantees and Letter of credit in favour of suppliers of raw materials, Spares etc.*	—	190.97
(ii) Claims against the Companies not acknowledged as debts for excise duty, property tax, and commercial claims etc.**	<b>183.11</b>	490.94
* Will not affect the future profitability.		
** May affect the future profitability to the extent indicated if such liabilities crystallize.		
(b) Cmmittments not provided for in respect of: Estimate of contracts remaining to be executed on Capital A/cs.	—	—

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

- a) An amount of ₹ 0.80 lac (last year ₹ 35.84 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 31.03.2016

	<b>2015-2016</b>		2014-2015	
	<b>Gratuity</b>	<b>Leave Encashment</b>	Gratuity	Leave Encashment
	<b>Partly funded</b>	<b>(Unfunded)</b>	Partly funded	(Unfunded)
	(₹ in lacs)	(₹ in lacs)	(₹ in lacs)	(₹ in lacs)
i) The present value of defined benefit obligations at the commencement of the Year	<b>9.33</b>	<b>0.89</b>	234.32	23.28
ii) Current Service cost	<b>0.31</b>	—	16.65	4.44
iii) Interest cost	<b>0.72</b>	<b>0.07</b>	21.09	2.09
iv) Actuarial (Gain)/Loss	<b>1.40</b>	<b>0.62</b>	15.78	5.29
v) Benefits Paid	—	<b>(0.48)</b>	(10.23)	(3.86)
vi) Past Service Cost	—	—	—	—
vii) The present value of defined benefit obligations at the close of the Year	<b>11.76</b>	<b>1.10</b>	271.65	31.14
viii) The fair value of plan assets at the close of the year	<b>7.26</b>	—	95.93	—
ix) The Past service cost not yet recognized	—	—	—	—
x) Expected Return of Plan Assets	<b>(0.57)</b>	—	(7.41)	—
ix) Written back in Profit & Loss Account	—	—	—	—

**NOTE '24' - (Contd.)**

Expenses aggregating ₹ 2.55 lacs(last year ₹.57.93 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

	<u>2015-2016</u>			<u>2014-2015</u>		
	Gratuity	Leave	Encashment	Gratuity	Leave	Encashment
I) Rate of interest (per annum) Parent Co.	<b>7.75%</b>	<b>7.75%</b>		7.75%	7.75%	
Subsidiary Co-		—		7.75	—	
ii) Salary growth (per annum) Parent Co-	<b>7.00%</b>	<b>7.00%</b>		7.00%	7.00%	
Subsidiary Co-		—		6.50%	—	
iii) Withdrawal rate (Per annum)	<b>1.00%</b>	<b>1.00%</b>		1.00%	1.00%	
iv) Expected return on Plan Assets	<b>8.50%</b>	—		7.75%	—	
v) Mortality rates [LIC(1994.96) ultimate]	—	—		—	—	

24.14 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

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

**Y. P. SHUKLA**  
Proprietor

Place : Mumbai  
Dated : 30th May, 2016

**J. W. PATIL**  
Company Secretary

On behalf of the Board

**G. N. JAJODIA**  
Executive Director

**R. C. SARAF**  
Director

Place : Mumbai  
Dated : 30th May, 2016



**PROXYFORM**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and 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 the 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 : .....

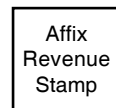
as my/ our proxy to attend and vote (on a poll) for me/ us and on our behalf at the 51<sup>st</sup> Annual General Meeting of the company, to be held on Monday, the 19<sup>th</sup> day of September, 2016 at 9.00 a.m. ST) at the Registered Office of the Company at Thergaon, Pune 411 033 and at any adjournment 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 <input type="checkbox"/> | 4. Consent to the subsisting contracts already entered/to be entered into with Related Parties. <input type="checkbox"/> |
| 2. Appointment of Director retiring by rotation <input type="checkbox"/>             | 5. Approval to the Change of name of Company. <input type="checkbox"/>   |
| 3. Appointment of Auditors <input type="checkbox"/>                                  | 6. Determination of fees/charges for service of documents in a particular mode. <input type="checkbox"/>                 |

Signed this.....day of .....2016.

Signature of shareholder



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.**





COURIER / REGD. POST

If undelivered, please return to :  
**Pudumjee Industries Ltd.,**  
Thergaon, Pune – 411 033.