

PUDUMJEE INDUSTRIES LIMITED



PUDUMJEE

**Annual Report
2013 - 2014**

PUDUMJEE INDUSTRIES LIMITED

DIRECTORS :

SHYAM M. JATIA (Upto 31-08-2013)

VINOD KUMAR JATIA (w.e.f. 17.09.2013, Chairman w.e.f. 23.10.2013)

POONAM JATIA (w.e.f. 17.09.2013)

A. S. DAYAL

R. C. SARAF

A. K. SOMANY

G. N. JAJODIA (Executive Director)

R. P. SHROFF

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 LTD.,

MUMBAI.

NOTICE

The Forty Ninth 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 15th day of September, 2014 at 9.00 a.m. (ST) to transact the following business:

1. To receive and adopt the audited Balance Sheet as on 31st March, 2014, the Profit and Loss Account and the Cash flow Statement for the year ended on that date together with the Reports of the directors and the Auditors.
2. **To appoint a Director in place of Mr. G. N. Jajodia**, who retires by rotation and being eligible offers himself for re-appointment.
3. **To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.**

"RESOLVED THAT Messrs. Khare & Co., be and are hereby appointed Auditors of the Company for a period of Three years from conclusion of this meeting till the conclusion of 51st Annual General Meeting subject to shareholders further ratification of appointment every year in general meeting at such remuneration and on such other terms as may be fixed by the Board of Directors of the Company".

4. **Appointment of Mr. A. S. Dayal as an Independent Director of the Company.**

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time Mr. A. S. Dayal (DIN00005021), a non executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 15th September, 2014 upto 14th September, 2019.

5. **Appointment of Mr. R. C. Saraf as an Independent Director of the Company.**

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time Mr. R. C. Saraf (DIN00161412), a non executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 15th September, 2014 upto 14th September, 2019.

6. **Appointment of Mr. A. K. Somany as an Independent Director of the Company.**

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time Mr. A. K. Somany (DIN00024903), a non executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 15th September, 2014 upto 14th September, 2019.

7. **Appointment of Mr. R. P. Shroff as an Independent Director of the Company.**

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time Mr. R. P. Shroff (DIN03324242), a non executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 15th September, 2014 upto 14th September, 2019.

SPECIAL BUSINESS

8. **To appoint a Director in place of Mr. Vinod Kumar Jatia who was appointed as Additional Director of the Company** pursuant to Article 126 of the Articles of Association and holds office only up to the date of this Annual General Meeting by reason of the provisions of section 260 of the Companies Act, 1956/Section 161 of the Companies Act, 2013 and being eligible, offers himself for reappointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of director in accordance with the provisions of Section 160 of the Companies Act, 2013 and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies act, 2013 (Act) and the rules framed thereunder, read with schedule IV to the Act, as amended from time to time, Mr. Vinod Kumar Jatia (DIN00091115), a Non Executive Director of the company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed an independent director with effect from 15th September, 2014 to 14th September, 2019".

9. **To appoint a Director in place of Mrs. Poonam Jatia who was appointed as Additional Director of the Company** pursuant to Article 126 of the Articles of Association and holds office only up to the date of this Annual General Meeting by reason of the provisions of section 260 of the Companies Act, 1956/Section 161 of the Companies Act,

2013 and being eligible, offers herself for reappointment and in respect of whom the company has received a notice in writing from a member proposing her candidature for the office of director in accordance with the provisions of Section 160 of the Companies Act, 2013 and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs. Poonam Jatia (DIN01486507) who was appointed as an Additional Director of the Company with effect from 17th September, 2013 by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 (corresponding relevant provisions under Section 161 of the Companies Act, 2013) and who holds office upto the date of this Annual General Meeting pursuant to section 161 of the Companies Act, 2013, and in respect of whom the Company had received a notice from a member proposing her candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company, liable to retire by rotation".

10. 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, 1956 and subject to such approval(s), sanction(s) as may be necessary and subject to such modification(s) as may be required and which Mr. Gautam Nandkishore Jajodia may accept, Mr. Gautam Nandkishore Jajodia be and is hereby appointed as Executive Director of the Company for a period of five years with effect from 1st September, 2013 AND THAT consent be and is hereby accorded for initial three years to the following remuneration, payments, benefits and amenities and the terms of appointment of the said Mr. Gautam Nandkishore Jajodia with power to the Board of Directors to alter and vary from time to time at its discretion the remuneration and other terms so however that they do not exceed the permissible limits laid down under the Companies Act, 1956/2013 or any statutory modification(s) or re-enactment thereof for the time being in force, namely:

- (a) He shall, subject to the supervision and control of the Board of Directors, perform such services and duties and exercise such powers as from time to time, be entrusted to him by the Board of Directors.
- (b) Remuneration of ₹ 1,75,000/- per month including dearness allowance.
- (c) Rent free furnished residential accommodation, Company paying or reimbursing all rents, rates, taxes and other expenses for the upkeep and maintenance of his residential accommodation or an allowance in lieu thereof.
- (d) Expenses on electricity, gas, water and furnishing, of the residential accommodation.
- (e) Actual medical expenses including hospitalization, nursing home charges, surgical charges, insurance premium and traveling expenses incurred for himself and his family.
- (f) Leave travel assistance to cover air or first class air conditioned railway fare for himself, his wife and dependant children once in a year.
- (g) Membership including entrance and other fees for clubs.
- (h) Personal accident insurance premium.
- (i) Participation in the Provident Fund and Pension/Superannuation Schemes.
- (j) Gratuity as per the Company's rules applicable to its Executive Staff Members.
- (k) i) Annual leave with full pay and other benefits for a period of one month with benefit of encashment of unutilized leave.
ii) Sick and casual leave as per Company's rules applicable to its Executive Staff Members.
- (l) Maintenance of telephone at his place of residence at the entire cost of the Company.
- (m) Exclusive free use of a motor car for the business of the Company as well as for his personal use with full maintenance charges in respect thereof such as Chauffeur's salary, garage rent, fuel, repairs, insurance, taxes, overhauling charges, etc. at the entire cost of the Company.

PROVIDED THAT in the event of absence or inadequacy of profits in any year the said remuneration as stated in clause (b) above together with the payments, benefits and amenities shall nevertheless be paid or allowed as minimum remuneration for such year".

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

"RESOLVED THAT pursuant to Section 180(1)(c) and other enabling provisions, if any, of the Companies Act, 2013 and in supersession of the resolution passed at the General Meeting held on 9th February, 2008 the Directors of the Company be and are hereby authorized to borrow monies from time to time from one or more bodies corporate, Banks or any entity or any person or persons by way of credit, advance or other loans or deposits, whether unsecured or secured by mortgage, charge, hypothecation or pledge of the fixed assets and properties of the Company whether movable or immovable or stock in trade including raw materials, stores, spares or components installed or uninstalled or in transit or of goods in process and finished goods for the purpose of carrying on the business of the company, notwithstanding that such borrowings, together with moneys already borrowed by the Company (apart from temporary loans obtained, from Company's bankers in the ordinary course of business) may exceed the aggregate of paid up share capital and free reserves not set apart for any specific purpose for the time being and from time to time but so that the total amount of monies so borrowed by the Directors shall not exceed the sum of Rupees One Thousand Crores".

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

"RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company, pursuant to section 73(2) and 76 of the Companies Act, 2013 ("the Act" which term includes any

amendment or modification or re-enactment thereof) and other applicable provisions of the said Act or other laws and subject to conditions laid down in those provisions and the Companies (Acceptance of Deposit) Rules, 2014, to invite and accept deposits from the members of the Company on such terms and conditions as the Board may decide, so however that the borrowing by way of fixed deposits, as above, shall not exceed the limits laid down under the Companies (Acceptance of Deposits) Rules, 2014 in force and as amended from time to time".

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 Explanatory Statement setting our material facts and the reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 are annexed.

The Register of Members and share Transfer Books of the Company will be closed from Thursday, the 9th day of September, 2014 to Monday, the 15th day of September, 2014, both days inclusive.

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.

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

Mrs. Poonam Jatia, whose appointment is to be considered by Annual General Meeting as mentioned above holds 8,99,000 shares in the Company.

Messrs. Vinod Kumar Jatia, A. S. Dayal, R. C. Saraf, A. K. Somany and R. P. Shroff whose appointment as Independent Director is to be considered by annual General Meeting as mentioned above do not hold any shares in the Company. 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 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.

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 & Transfer Agent, 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, 11th floor, Sai Dwar CHS. Ltd., Opp. Laxmi Ind. Estate, Off Link Road, Andheri (W), Mumbai-400053 on or before 9th September 2014.

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 m provided by Central Depository Services (India) Ltd. (CDSL), on all resolutions set forth in this Notice.

The instructions for shareholders for e voting are as under:

A. In case of Members receiving email:

- 1 If you are holding shares in demat form and had logged on to <https://www.evotingindia.co.in> and casted your vote for earlier for EVSN of any Company, then your existing login id and password are to be used.
- 2 Log on to the e-voting website <https://www.evotingindia.co.in>
- 3 Click on the shareholders tab to cast your vote.
- 4 Now, select the electronic Sequence Number (EVSN) along with the Company's name from the drop down menu and click on "Submit"
- 5 Now, fill up the following details in the appropriate boxes:

User Id	For Members holding shares in demat form For NSDL: 8 character DP Id Followed by 8 digits Client Id For CDSL 16 digits beneficiary ID	"For Members holding shares in Physical Form Folio Number Registered with the company
PAN*	Enter your 10 digit alphanumeric PAN issued by the Income Tax Department when prompted by the system while e-voting (applicable for both demat and physical shareholders)	
DOB#	Enter the date of birth as recorded in your demat account or in the Company records for the said demat account for folio in dd/mm/yy format.	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field. 	

* Members who have not updated their PANB/DOB with the company / Depository Participant are requested to use the PIN number mentioned in the PAN/DOB field. (Please enter any one of the details in order to login)

- 6 After entering these details appropriately click on submit tab.
- 7 Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach Password Creation menu wherein they are required to mandatorily change their login password in the new password filed. The new password has to be minimum eight character consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character

PUDUMJEE INDUSTRIES LIMITED

(@#%&*). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided the company opts for 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.

- 8 Click on the relevant EVSN on which you choose to vote.
 - 9 On the voting page, you will see the Resolution 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 the option NO implies that you dissent to the Resolution.
 - 10 Click on the Resolution File link, if you wish to view the entire resolution.
 - 11 After selecting the resolution you have decided to cast your 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.
 - 12 Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
In case of Members receiving the physical copy of the Notice of AGM (for Members whose email ids are not registered with the Company / Depository Participant(s) or requesting physical copy)
- B Please follow all steps from Sr. No. 2 to sr. No. 12 above, to cast vote.
- C Institutional shareholders (i.e other than individuals, HUF, NRI etc.) are required to logon to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in pdf format in the system for the Scrutinizer to verify the vote.
- D The voting period begins on Tuesday, 9th September, 2014 at 9.30 a.m. and ends on Wednesday, 10th September, 2014 at 5.30 p.m. during the period shareholders of the Company, holding shares either in physical form or in dematerialized form as on 1st August, 2014, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- E In case you have any queries or issues regarding e-voting, you may refer the FAQ and e-voting manual available at <https://www.evotingindia.co.in>

Procedure to reset password.

After you select the EVSN, enter the user ID and CAPTCHA code and click on Forgot Password.

After you click on forgot password, enter your PAN and any one detail from email id, mobile number, date of birth or Date of incorporation. Please note if your email id, mobile number is uploaded by the company /RTA in the e-voting system, then you will be able to enter details in this field otherwise you would be unable to enter any information in the field. After entering the details click on Submit.

If you enter your email id, the reset password will be sent to the email id uploaded by the company.

If you enter your mobile number then an SMS will be sent to the mobile number uploaded by the company / RTA containing the new password. The email id and mobile number should match in both cases.

In case your email id and mobile are not editable then you can enter either your bank account number or date of birth / date of incorporation. Once you enter these details click on Submit. A dialogue box would be displayed. Click on OK.

You will be directed to the change password screen, enter the new password of your choice and confirm the same, then click on submit.

Login to your account using the revised /new password.

The Board of Directors has appointed Shri P. N. Parikh, for Parikh and Associates, Practicing Company Secretary, Mumbai as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and will make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting.

The results on the resolutions shall be declared at or after the Annual General Meeting of the company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions.

The results declared along with the scrutinizer's report(s) will be available on the website of the company (www.pudumjeeindustries.com) within two days of passing of the resolutions and communication of the same to Stock Exchange(s), where the shares of the Company are listed.

By Order of the Board of Directors,

J. W. Patil

Deputy Company Secretary

Registered Office:

Thergaon, Pune - 411 033

Dated: 26th July, 2014

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS AND REASONS CONCERNING THE BUSINESS AS MENTIONED IN NOTICE DATED 26th July, 2014 CONVENING 49TH ANNUAL GENERAL MEETING.

Resolution No. 8

Mr. Vinod Kumar Jatia was appointed as Additional Director of the company under Article 126 of the Articles of Association with effect from 17th September, 2013. Under the provisions of section 161 of the Companies Act, 2013 and the provisions of the said Article he holds office only upto the date of ensuing Annual General Meeting. Mr. Vinod Kumar Jatia, is a Commerce Graduate and has more than 15 years experience in diversified business activities.

A Notice proposing Mr. Vinod Kumar Jatia for appointment to the office of director at the ensuing Annual General Meeting together with a deposit of Rs. 1 Lac has been received by the Company as required by Section 160 of the Companies Act, 2013.

Except Mr. Vinod Kumar Jatia, no other director, Key Managerial Personnel or their relatives is concerned or interested in the resolution.

In the opinion of the Board Mr. Vinod Kumar Jatia fulfils the conditions specified under the Companies Act, 2013 for an appointment as independent Director. He will not be liable to retire by rotation under the provisions of Section 149 of the Act. The Ordinary resolution in this behalf is, therefore, commended for the approval of the members.

Resolution No. 9

Mrs. Poonam Jatia was appointed as Additional Director of the company under Article 126 of the Articles of Association with effect from 17th September, 2013. Under the provisions of section 161 of the Companies Act, 2013 and the provisions of the said Article she holds office only upto the date of ensuing Annual General Meeting. Mrs. Poonam Jatia, is a Commerce Graduate and is from a business family. She is relative of Mr. Gautam Jajodia. Mrs. Poonam Jatia is a promoter and holds together with her relatives 21,33,500 shares of the Company.

A Notice proposing Mrs. Poonam Jatia for appointment to the office of director at the ensuing Annual General Meeting together with a deposit of Rs. 1 Lac has been received by the Company as required by Section 160 of the Companies Act, 2013.

Except Mrs. Poonam Jatia, and Mr. G. N. Jajodia, being relative of Mrs. Poonam Jatia no other Director, Key Managerial Personnel is concerned or interested in this resolution.

The Directors commend the resolution for approval of members

Resolution No. 10

Mr. G. N. Jajodia was appointed a Director in the year 2001. Mr. Jajodia is a Bachelor of Commerce and Master in Business Administration and has a long business experience. The management proposes to appoint Mr. Jajodia as Executive director for a period of five years with effect from 1st September, 2013 on the terms and conditions contained in the accompanying resolution. The Board of directors and its Remuneration committee at their meeting held on 17th September, 2013 have recommended his appointment and remuneration. The Board of directors are of the opinion that it would be in the interest of the company to appoint him as a Executive Director.

Except Mr.G. N. Jajodia, and Mrs. Poonam Jatia (who is a promoter), being relative of Mr. G. N. Jajodia, no other Director, Key Managerial Personnel or their relatives is concerned or interested in this resolution.

The Directors commend the resolution for your approval.

Resolution No. 11

Section 180(1) (c) of the Companies Act, 2013 provides that the Company can not borrow money where the monies borrowed together with the monies already borrowed exceeds the aggregate of paid up share capital of the Company and its free reserves without the sanction of General Meeting. By a resolution passed at the General Meeting of the shareholders of the Company held on 9th February, 2008, the Directors were authorized to borrow moneys up to a limit of Rupees 1000 crores. To regularize the said authority to the Directors in terms of provisions of Companies Act, 2013 the Board of Directors commend for your approval the resolution mentioned in this item.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in this resolution.

The Directors commend the Resolution for the shareholder's approval.

Resolution No. 12

The Company proposes to accept the deposits from its members in compliance with provisions of Companies Act, 2013 subject to approval of shareholders in General Meeting. As per Balance Sheet as at 31st March, 2014, the Company can accept deposits aggregating to Rs. 400 Lacs.

None of the Directors of the Company or Key Managerial Personnel or their relatives are concerned or interested in this resolution.

The Directors commend the Resolution for the shareholders' approval

Resolution Nos. 4 to 7

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Messrs. A. S. Dayal, R. C. Saraf, A. K. Somany, R. P. Shroff and Vinod Kumar Jatia as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Companies Act 2013, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination Committee has recommended the appointment of these directors as Independent Directors from 15th September, 2014 to 14th September, 2019.

Messrs. A. S. Dayal, R. C. Saraf, A. K. Somany, R. P. Shroff and Vinod Kumar Jatia, the non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act, In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

PUDUMJEE INDUSTRIES LIMITED

In compliance with the provisions of section 149 read with schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

A brief profile of the Independent Directors to be appointed is given below:

Mr. A. S. Dayal was appointed as director in 1991. Mr. Dayal is practicing solicitor He does not hold any shares in the company.

Mr. R. C. Saraf was appointed as director in 1990. He is a businessman of repute and has experience in business and administration .He does not hold any shares in the company.

Mr. A. K. Somany was appointed as Director in 1991. He is a well known business man having over 38 years of experience in business and finance.

Mr. R. P. Shroff was appointed in 2011. He is Master in commerce and Master in software Application Computer Programming. He does not hold any share in the company.

Mr. Vinod Kumar Jatia was appointed on 17.09.2013. He was appointed Chairman of the Company w.e.f 23rd October, 2013.

Information pursuant to the requirements of paragraph B(ii) of section II of schedule V to the Companies Act, 2013 concerning remuneration payable to Mr. G. N. Jajodia, Executive Director is furnished herein below.

I GENERAL INFORMATION											
1 Nature of Industry	: Paper Manufacturing										
2 Date or expected date of commencement of commercial production	: In the year 1978										
3 In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	: Not Applicable										
4 Financial performance based on given indicators	: <table><thead><tr><th></th><th>Rs. In Lacs</th></tr></thead><tbody><tr><td>Turnover</td><td>13798</td></tr><tr><td>Profit before Tax</td><td>201</td></tr><tr><td>Profit after Tax</td><td>70</td></tr><tr><td>Reserves</td><td>3795</td></tr></tbody></table>		Rs. In Lacs	Turnover	13798	Profit before Tax	201	Profit after Tax	70	Reserves	3795
	Rs. In Lacs										
Turnover	13798										
Profit before Tax	201										
Profit after Tax	70										
Reserves	3795										
5 Foreign investment or collaboration if any	: Nil										
II INFORMATION ABOUT THE APPOINTEE.	: Mr. G. N. Jajodia is a Director of the Company since 2001 and was designated as Executive Director from 1st September, 2013. Mr. Jajodia is Bachelor of Commerce and Master in Business Administration and has a long business experience. Remuneration per month of Rs. 175000/- . He is also entitled to the benefit of contribution to Provident Fund, gratuity and other perquisites such as medical expenses, club fees, personal accident insurance, telephone, car etc. He was not drawing any remuneration in past, except sitting fees for attending Board/Committee meetings.										
Recognition of Awards	: Nil										
Job profile and his suitability	: Subject to the supervision and control of the Board of Directors, perform such services and duties and exercise such powers as from time to time, be entrusted to him by the Board of Directors. He is Bachelor of Commerce and Master in Business Administration and has a long business experience.										
Remuneration proposed	: Rs. 175000/- per month including Dearness allowance. He is also entitled to the benefit of contribution to Provident Fund, gratuity and other perquisites such as medical expenses, club fees, personal accident insurance, telephone, car etc.										
Comparative remuneration with respect to industry, size of the company, profile of the position and person.	: There exists no such comparison in terms of Company's size and nature of its operations. The remuneration proposed is in line with the remuneration of similar occupants in some of the industry and general trend in this regard.										
Pecuniary relationship directly or indirectly with the company or relationship with the management personnel if any.	: Nil										
III OTHER INFORMATION	:										
Reasons of loss or inadequate profits	: The company had adequate profits for payment of managerial remuneration in the last year.										
Steps taken or proposed to be taken for improvement	: The management emphasis on cost reduction, appropriate product mix and quality improvement for better profits.										
Expected increase in productivity and profits in measurable terms.	: With the aforesaid efforts the profits are targeted to be achieved to be adequate for managerial remuneration.										
IV DISCLOSURES	: As indicated above under II "INFORMATION ABOUT THE APPOINTEE"										

The Company's Memorandum and Articles of association are open for inspection at the Company's Registered Office on any working day during the business hours.

By Order of the Board of Directors,

J.W. Patil
Deputy Company Secretary

Registered Office:
Thergaon, Pune - 411 033
Dated: 26th July, 2014

Communication to Members

1. You are aware that the provisions of Companies Act, 2013 have been made effective now. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant rules issued there under, companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their email address with the Company or with the Depository.

Members who hold shares in physical form are requested to register their email id with Satellite Corporate Services Private Limited.

Please note that member will be entitled to be furnished, free of cost, with a copy of the Balance Sheet of the Company and all other documents required by law to be attached thereto upon receipt of a requisition from you, any time, as a member of the Company.

2. The annual accounts of the subsidiaries namely, Pudumjee Hygiene Products Ltd., and Pudumjee Holding Ltd., and the related detailed information shall be supplied to the shareholders of the Company on a requisition made in this regard. The Annual Accounts of the subsidiaries are available on Company's website-www.pudumjeeindustries.com and are open for inspection by shareholders at the Registered Office during office hours.
3. Mr. Y. R. Doshi & Co., Cost Accountants, are cost auditor, who have filed the cost audit report for the financial year 2012-13 on 27.09.2013 (Due date 30.09.2013)

DIRECTORS' REPORT

The Directors present the Forty Ninth Annual report on the working of the Company for the year ended 31st March, 2014, together with the Statement of Accounts for that year.

FINANCIAL RESULTS

	2013-2014	Previous Year
	₹ In Lacs	₹ In Lacs
Gross profit before interest and depreciation	1,057.24	813.40
Adjusting therefrom interest of	682.22	560.47
And Depreciation of	173.99	166.72
The net profit/(Loss) comes to	201.03	86.21
Adding thereto income for earlier year of	—	0.58
The balance of profit brought forward from last year of	1,125.98	1,055.19
The total comes to	1,327.01	1,141.98
Adjusting against this amount the following namely:		
Provision for current Taxation of	63.00	16.00
Provision for deferred tax expense/(saving) of	68.00	—
Totalling to	131.00	16.00
There remains a balance of	1,196.01	1,125.98

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

CONSOLIDATED FINANCIAL STATEMENTS

As required by Listing Agreements with the Stock Exchanges, the Consolidated Financial Statements prepared in accordance with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India are attached.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:-

- i. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. 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 on 31st March, 2014 and of the profit of the company for that period;
- iii. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities and;
- iv. the directors had prepared the annual accounts on a going concern basis.

OPERATIONS

The Company has achieved good performance for the year under review, improving upon the profitability despite prevailing recessionary and highly competitive conditions. This has been possible through continuous efforts in cost optimization and improved realization. The Management is conscious of the fact that this improvement needs to be sustained over the coming years through continued efforts towards higher value product mix and better capacity utilization.

The Company has made exit from the Partnership which was engaged in the Real Estate business at Tirupur so as to avoid possibility of losses which may have to be suffered in future in view of the ongoing litigation for tax demands. The accounts recognize a loss of about Rs.111 lacs suffered in this regard.

Pudumjee Hygiene Products Limited, the Company's wholly-owned subsidiary whilst continuing to concentrate on institutional business, has been able to improve its gross margins, which gains have been offset by the increased fixed and financing costs. The Company is identifying new market segments to reposition some of its products with the objective of increasing the volumes to improve upon the net margins.

Pudumjee Holdings Limited, the Company's wholly owned subsidiary which was incorporated about two years back for the purpose of engaging in activities relating to investment and finance is yet to undertake any significant activity.

The labour relations in the Company continue to remain cordial.

DIRECTORS

Mr. Shyam M. Jatia who was Chairman and Managing Director of the Company has resigned from the Board with effect from 31st August, 2013. Mr. Jatia was appointed in 1980 as director and subsequently he became Chairman and Managing Director of the Company. The management recognizes the services rendered by him during his tenure.

Mr. G. N. Jajodia will retire by rotation and being eligible, offers himself for re-appointment. Mr. G. N. Jajodia, who was non executive Director was appointed by the board as Executive Director with effect from 1st September, 2013.

Ordinary Resolution has been proposed for his appointment as Executive Director for a period of five years and payment of remuneration to him.

Messrs R. C. Saraf, A. K. Somany, R. P. Shroff, Vinod Kumar Jatia and A. S. Dayal are independent directors under Companies Act, 2013 and therefore are not liable for retirement by rotation,

Mrs. Poonam Jatia, who is a promoter, has been appointed as an Additional Director on the Board of the Company with effect from 17.09. 2013. According to the provisions of Section 161 of the companies Act, 2013 she will hold the office upto the date of ensuing Annual General Meeting. A Resolution has been proposed for her appointment.

Mr. Vinod Kuamr Jatia has been appointed as an Independent Additional Director on the Board of the Company with effect from 17.09. 2013. According to the provisions of Section 161 of the companies Act, 2013 he will cease to hold the office on the date of ensuing Annual General Meeting. A Resolution has been proposed for his appointment as an Independent director who will not be liable to retire by rotation. The Directors commend the resolution for your approval.

Mr. ViOND Kumar Jatia was appointed as Chairman of the Board with effect from 23rd October, 2013

These resolutions are commended for your approval.

AUDITORS

Members are requested to appoint Auditors to hold office from the conclusion of ensuing Annual General Meeting until the conclusion of the 51st Annual General Meeting and to fix their remuneration.

STATEMENTS UNDER SECTIONS 217(1)(e) AND 217(2A)

Statement giving details as required under the provisions of Section 217(1)(e) of the Companies Act, 1956 is attached and marked Annexure 'A'.

During the year under review no employee had drawn in excess of limits prescribed under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended to date.

REPORT ON CORPORATE GOVERNANCE

The Report on Corporate Governance, in accordance with the guidelines of the Securities & Exchange Board of India and Clause 49 of the Listing Agreements with the Stock Exchanges, is attached and marked Annexure 'B'.

On behalf of the Board of Directors,

Place : Mumbai
Dated : 17th May, 2014

VINOD KUMAR JATIA
Chairman

ANNEXURE “A” TO DIRECTORS’ REPORT

Information as per Section 217(1)(e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of Directors Report for the year ended 31st March, 2014.

I CONSERVATION OF ENERGY:

(a) Measures taken:

Continuous monitoring of electrical energy consumption and evaluation of operating parameters in following specific areas:

Optimization of refiners at paper making machines.

Optimization of centralized compressors.

(b) Proposals:

Replacement of suction press roll vacuum pump by energy efficient pump.

Energy efficient motors to be installed in place of old ones.

(c) Impact of measures at (a) and (b) above on reduction of energy consumption:

Impact of measures at (a) and (b) above would result in savings of ₹ 24 Lacs per annum

(d) Power and Fuel Consumption:

	2013-14	Previous Year
i) Electricity :		
(a) Purchased		
- Units (KWH in Lacs)	212.94	203.58
- Total Amount (₹ In Lacs)	1571.07	1582.19
- Average Rate/KWH (₹)	7.38	7.77
(b) Steam Coal used in Boiler		
(Medium heat value of about 5000GCV)		
Quantity (MT)	15570	15536
Total Cost (₹ In lacs)	750.09	755.31
Average Rate/MT (₹)	4818	4862
ii) Consumption per tonne of paper produced:		
- Electricity (KWH)	1013	998
- Steam Coal (MT)	0.741	0.761

As we are a specialty paper mill, the requirement of energy varies widely with the quality of paper being manufactured and this would fluctuate annually depending upon the product mix and the raw material mix being utilized for different grades and at different times.

II RESEARCH AND DEVELOPMENT:

- | | | |
|---|---|--|
| 1 | Specific Areas in which R & D carried out by the Company. | (a) Development of new grades of crepe tissue Papers, paper for pharma/food applications etc.
(b) implementation of enzyme treatment for effluent to improve water recycling quality and discharge effluent quality.
(c) Use of alternative raw materials for cost reduction, quality improvement in various grades. |
| 2 | Benefits derived as a result of above R & D | (a) Optimization of product cost.
(b) Improvement in quality of treated effluent for recycling and discharge effluent. |
| 3 | Future Plan of action | (a) Development of value added products like paper for medical, release applications etc.
(b) Emphasis on cost reduction by using low cost furnish, alternate chemicals etc.
(c) Water conservation through internal recirculation and reuse. |
| 4 | Expenditure on R & D | ₹ in Lacs |
| | (a) Capital | — |
| | (b) Recurring | negligible |
| | (c) Total | — |
| | (d) Total R & D expenditure as a percentage of Turnover | negligible |

III TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION:

- | | |
|--|--|
| (a) Efforts in brief made towards And innovation | (a) Replacement of QCS at paper machines.
(b) Installation of self cleaning filter in water supply.
(c) Provision for damping unit at rewinder.
(d) Upgradation of colour preparation and service system. |
| (b) Benefits derived as a result of the above efforts | (a) Consistent online measurement and control and weight and moisture of paper.
(b) Removal of dirt and scaling and supply of clean water to process.
(c) Damping of super calendar grade paper |
| (c) No new technology was imported in last five years. | |

IV FOREIGN EXCHANGE EARNINGS AND OUTGO:

- 1 During the year the Company has exported 1787 MT of paper valued at ₹ 1218.29 lacs compared to 1750 MT of paper valued at ₹ 1065.05 lacs during 2012-13. There are good prospects for export of paper. All out efforts are being made to improve export performance further to meet growing demand specialty grades to Middle Eastern and Mediterranean countries.
- 2 Foreign Exchange earned and used were ₹ 1218.29 lacs and ₹ 4633.51 lacs, respectively.

On Behalf of the Board of Directors,

VINODKUMAR JATIA
Chairman

Mumbai,
Dated : 17th May, 2014

ANNEXURE "B" TO DIRECTORS' REPORT CORPORATE GOVERNANCE DISCLOSURES

As required by Clause 49 of the Listing Agreements of the Stock Exchanges and guidelines issued by Securities & Exchange Board of India, the Company has complied with all the requirements of the Code of Corporate Governance.

The Company's Philosophy on Code of Governance.

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

Code of Conduct

In tune with the corporate philosophy stated in the preceding para, the Board of Directors of the Company in its meeting held on 29th October, 2005 laid down a Code of Conduct for all the Board Members and Senior Management Personnel of the Company in terms of the requirements of revised Clause 49. The Code of Conduct is displayed at the Company's website 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 Chairman and Managing Director to the effect is appended.

Board of Directors

The Board has a strength of seven directors. The Board consists of eminent persons with considerable professional expertise and experience.

All Directors, except Mr. G. N. Jajodia and Mrs. Poonam Jatia, are non executive independent directors on the Board.

Name	Category	Number of other directorships & Committee Memberships/Chairmanships held				Attendance Particulars (No. of Board meetings held in 2013-14- 5)
		Directorships in other companies incorporated in India		Committee Memberships	Committee Chairmanships	
		Public	Private			
Mr. Shyam M. Jatia **	CMD/PR	5	5	-	-	2
Mr. A. S. Dayal	NED/IND	3	8	2	-	4
Mr. R. C. Saraf *	NED/IND	4	1	2	-	5
Mr. A. K. Somany	NED/IND	1	1	-	-	-
Mr. G. N. Jajodia *	NED/IND	3	2	-	-	5
Mr. R. P. Shroff *	NED/IND	-	1	-	-	5
Mr. Vinod Kumar Jatia (Appointed on 17.09.2013)	Chairman	4	10	--	--	2
Mrs. Poonam Jatia (Appointed on 17.09.2013)	PR	--	5	--	--	3

* Attended the Annual General Meeting held on 26th August, 2013

** Resigned with effect from 31st August, 2013.

CMD: Chairman & Managing Director, NED: Non Executive Director, IND: Independent Director, PR: Promoter Director, WTD: Whole Time Director.

During the year 2013-14, Five Board Meetings were held on 23rd May, 2013, 10th August, 2013, 17th September, 2013, 23rd October, 2013 and 30th January, 2013.

Details of Sitting Fees and Remuneration paid to Directors during the year ended 31st March, 2014.

Amount in ₹

Name	Sitting fees	Salaries	Perquisites	Commission	Total
Mr. Shyam M. Jatia	-	3,75,000	79,909	-	4,54,909
Mr. A. S. Dayal	7,000	-	-	-	7,000
Mr. R. C. Saraf	11,500	-	-	-	11,500
Mr. A. K. Somany	-	-	-	-	-
Mr. G. N. Jajodia	5,000	12,25,000	1,47,000	-	13,77,000
Mr. R. P. Shroff	9,500	-	-	-	9,500
Mr. Vinod Kumar Jatia	4,000	-	-	-	4,000
Mrs. Poonam Jatia	4,000	-	-	-	4,000

Mr. Shyam M. Jatia was entitled to commission @ 4% of the profits of the Company. Perquisites includes housing with electricity, gas, etc., medical expenses, leave travel assistance, club fees, accident insurance premium, and contribution to provident fund etc., and Gratuity.

Mr. G. N. Jajodia is entitled to Perquisites including housing with electricity, gas, etc., medical expenses, leave travel assistance, club fees, accident insurance premium, and contribution to provident fund etc., and Gratuity.

There are no severance fees, Stock Options and notice period in case of the Managing or Executive Director.

Non Executive Directors draw no remuneration except by way of sitting fees for each meeting of Board or Committee thereof attended by them within the limits prescribed by law in this regard.

None of the Directors, except Promoter Director hold any shares in the Company.

Appointment of Directors :

Resolutions has been proposed for appointment of Mr. G. N. Jajodia as Director & Executive Director of the Company.

Mr. G. N. Jajodia

Mr. G. N. Jajodia was appointed in the year 2001 as Director of the company. Mr. Jajodia is a Bachelor of Commerce and Master in Business Management and is a well known businessman and has about 18 years of business experience. He has been appointed a Executive Director of the company from 1st September, 2014. He is not Chairman or Member of any other Company's Committee. He holds Nil shares in the Company. He is relative of Mrs. Poonam Jatia who joined the Board on 17.09.2013.

He is Director of Pudumjee Investment And Finance Co. Ltd., Pudumjee Hygiene Products Ltd, Pudumjee Holding Limited, Ubiquitous trading Pvt. Ltd. and Gelid Commercial Pvt. Ltd.

Board Procedure :

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

Management Discussion and Analysis :

The Company with its products like M.G. Papers, Crepe tissues for Personal Hygiene, besides specialty packaging paper is operating in a highly competitive market. The Crepe tissues due to their bulky nature are sensitive to freight cost element. This offers greater challenge to competitively distribute it throughout the country thus bringing focus to nearer markets and tap export market.

For M.G. Papers efforts continue to be made to increase exports which currently stand at about 10% of the turnover.

Similarly R&D efforts continue towards adding higher value products, better capacity utilization and cost reduction through substitution of inputs and quality improvement.

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

The Company employs about 145 employees and its relations with the labour have been cordial.

Pudumjee Hygiene Products Ltd., the wholly-owned subsidiary of the Company markets its products under the brand 'Greenlime' in the premium segment of hygiene products which, inspite of stiff competition from international players, are well received. The Company has also received Green Seal Certification for its products which will substantially enhance their reach to new and quality conscious customers. The other segment of hygiene products is very price sensitive and faces intense competition from unorganized sector and poses a stiff challenge before the Company and it has, therefore, become necessary for the Company to identify new market segments and development of suitable products to cater to those segments.

Committee of Directors :

The Board has constituted a Committee of Directors under the provisions of Section 292 of the Companies Act, 1956 consisting of Messrs R. C. Saraf, R. P. Shroff, G. N. Jajodia and Poonam Jatia.

Audit Committee :

The Audit Committee comprises of Mr. R. C. Saraf (Chairman), Mr. A. S. Dayal, Mr. R. P. Shroff and Mr. Vinod Kumar Jatia all of whom are non executive independent Directors.

The terms of reference of the Audit Committee include.

- Review of quarterly/half yearly and annual financial statements.
- Review of the Company's financial reporting system.
- Review of the internal control and audit system.
- Review of the Company's financial and risk management policies.
- To consider the matter of appointment/re-appointment etc. of Statutory Auditors and their remuneration.
- Reviewing with the management and external and internal auditors the adequacy of internal audit systems;
- Reviewing of internal audit function.

The Committee had held four meetings during the financial year 2013-2014 viz. the first for consideration of Annual Accounts for the year ending 31st March, 2013, the second for consideration for 1st quarter results for the period ending 30th June, 2013, the third for considering half yearly/quarterly results for the period ending 30th September, 2013 and the fourth to consider quarterly results for the quarter ended 31st December, 2013 respectively.

Mr. R. C. Saraf and Mr. R. P. Shroff attended all four meetings and Mr. A. S. Dayal attended three meetings and Mr. G. N. Jajodia and Mr. Vinod Kumar Jatia attended two meetings.

The Statutory and Internal Auditors had invariably attended all the Audit Committee Meetings.

Shareholders'/Investors' Grievance Committee:

The committee comprises of Mr. R. C. Saraf (Chairman), Mr. G. N. Jajodia and Mrs. Poonam Jatia. Mr. Shyam M Jatia resigned with effect from 31st August, 2013. 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 investors complaints.

Mr. J. W. Patil, Assistant Company Secretary is the compliance officer.

This committee specially looks into redressing of shareholders' and investors' complaints such as transfer of shares, non receipt of share certificates, non receipt of declared dividends etc.

No complaint was received from investors and also from Stock Exchanges during the year.

As on 31st March, 2014 there were no transfers pending to be executed.

Remuneration Committee :

The Committee presently consist of three non executive directors namely, Mr. R. C. Saraf, Mr. G. N. Jajodia and Mr. R. P. Shroff. One meeting of the committee was held on 17th September, 2013, during the financial year 2013-14 when all three members were present.

General Body Meetings :

The last three Annual General Meetings of the Company were held at the Registered Office of the Company at Thergaon, Pune - 411 033 on 29th August, 2011, 27th August, 2012 and 26th August, 2013 at 9.00 a.m. (ST).

No Special Resolution was proposed through Postal Ballot at the Annual General Meetings held on 29th August, 2011, 27th August, 2012 and 26th August, 2013.

Two Special Resolutions are proposed to be included at the ensuing Annual General Meeting through Postal Ballot.

Disclosures:

- a) There were no transactions of material nature with the promoters, the directors or the management, their subsidiaries that had any potential conflict with the interest of the Company at large.
- b) No penalties or strictures were imposed on the Company by any of the Stock Exchanges, Securities & Exchange Board of India or any Statutory Authority on any matter related to capital market, during the last three years.
- c) None of personnel has been denied access to the Audit Committee.
- d) All the mandatory requirements of the revised clause 49 of the Listing Agreement have been complied with as detailed in this Annexure "B". Non mandatory requirements have been complied with in so far as they relate to appointment of remuneration committee and having unqualified financial statements.
- 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.

Means of Communication :

- a) The quarterly and half yearly un-audited financial results were published in "Financial Express" and in "Loksatta" (in Marathi Language)
- b) These results are also posted on Company's website www.pudumjeeindustries.com and are also available on SEBI's website www.sebi.gov.in
- c) The Company has created a dedicated e mail for investor's complaints viz. Inv_compl_pail@pune.pudumjee.com

- d) The Management discussion and Analysis is part of the Annual report of the Directors to the shareholders of the Company.
- e) The code of conduct adopted by the Board of Directors is also posted on Company's aforesaid website.

General Information for Shareholders:

- a) Annual General Meeting :
- Date & Time : Monday, 15th day of September, 2014 at 9.00. a.m. (ST)
- Venue : Registered office of the Company at Thergaon, Pune - 411 033
- b) Financial Year : 1st April to 31st March
- c) Financial Calendar:
(Tentative)
- Date of Book Closure : Tuesday, the 9th September,2014 to Monday the 15th September,2014
- Last date for receipt of proxy forms : 13th September, 2014 (Before 9.00 a.m)
- Board Meeting for consideration of unaudited results for first three quarters : By last week of succeeding month
- Listing on Stock Exchanges : **Name of Stock Exchange** **Stock Code**
- BSE Limited** 516092
Phiroze Jeejeebhoy Towers, 25th Floor,
Dalal Street, Mumbai 400 001
- The National Stock Exchange of India Ltd.,** PDUMJEIND
Exchange Plaza, 5th Floor, Plot No. C/1. G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051
- Listing fees for the year 2014-15 for all above Stock Exchanges have been paid by the Company.
- Demat : NSDL and CDSL for Equity shares (Stock code INE105C01023)

d) Market Price Data and Share Price Performance:

Month	National Stock Exchange of India Ltd.		Bombay Stock Exchange Ltd.		BSE 500 Index (Closing)
	High (₹)	Low (₹)	High (₹)	Low (₹)	
April, 2013	9.90	9.00	11.21	8.07	7,385.25
May, 2013	9.95	9.95	8.85	7.50	7,441.89
June, 2013	No Trade	No Trade	7.45	6.45	7,164.06
July, 2013	9.95	9.05	7.62	6.20	6,985.56
August, 2013	9.05	8.20	6.94	5.84	6,673.96
September, 2013	7.80	6.75	6.45	5.71	7,019.96
October, 2013	7.00	6.45	7.46	5.50	7,656.62
November, 2013	7.15	6.60	8.00	6.50	7,598.21
December, 2013	7.00	6.80	7.73	6.63	7,828.34
January, 2014	8.25	6.70	8.90	6.70	7,499.02
February, 2014	7.00	6.90	8.25	7.00	7,709.75
March, 2014	7.75	7.00	8.89	7.01	8,295.26

e) Registrar & Share transfer Agents
(Share transfer and communication regarding share certificates, dividend and change of address)

: Satellite Corporate Services Pvt. Ltd.
Unit: Pudumjee Industries Ltd.
B-302, Sony Apartment, Opp. St. Jude High School,
Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai - 400 072
Tel: 022-28520461/28520462 Fax: 022-28511809
e-mail: service@satellitecorporate.com

This is a common Agency looking after the work related to Share Registry in terms of both, physical and electronic connectivity (as per directions of SEBI)

f) Share Transfer System

: The Company's shares, being in compulsory demat list are transferable through Depository System. However the share transfers in the physical form are being 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.

PUDUMJEE INDUSTRIES LIMITED

g) Shareholding pattern and distribution of shares as on 31st March, 2014 Face Value of shares of Rs. 2/- each

SHARE HOLDING PATTERN			DISTRIBUTION OF SHAREHOLDING		
Category	No. of Shares	%	No. of Shares	No. of Shareholders	Shares held in each class
Promoters	130,08,662	72.27	1 - 2,500	3,390	16,82,981
Banks/ Institutions	1,56,500	0.87	2,501 - 5,000	82	3,27,349
Bodies Corporate	14,95,739	8.31	5,001 - 10,000	35	2,75,059
Public	33,39,099	18.55	10,001 - 20,000	15	2,10,584
			20,001 & Above	44	155,04,027
Total	180,00,000	100.00		3,566	180,00,000

h) Dematerialisation of Shares : 95.85% of the shares were held in dematerialized form as on 31st March, 2014.

Your Company confirms that the Promoter's holdings were converted into electronic form and the same is in line with the circulars issued by SEBI.

The trading in equity shares of the Company by all investors is permitted only in dematerialized form.

On and from 1st February, 2005, for the convenience of the shareholders, the Company is required by SEBI to pay the custody charges to the Depositories viz. NSDL & CDSL and as such the shareholders are requested to take advantage by dematerialising their shares at the earliest.

i) Details of unclaimed shares as per amended listing Clause 5A II : Pursuant to the amendment to the Listing Agreement by inserting Clause 5A, the Company's Registrar and Transfer Agents have sent reminders to those shareholders whose share certificates have been returned undelivered and remained unclaimed so far. The company is in the process of initiating appropriate steps on unclaimed shares by transferring it to one folio in the name of "Unclaimed Suspense Account" if no reply is received from the shareholder(s), and the voting rights on such shares shall remain frozen till they are entered in the name of rightful owner of the shares.

j) Liquidity : The total number of shares transferred in the non demat segment during 2013-14 were 3,500

k) Plant Location : Thergaon, Pune - 411 033.

- l) Investors Correspondence
- a) For transfer/dematerialisation and any other enquiry relating to the shares of the Company. : Satellite Corporate Services Pvt. Ltd.
: Unit: Pudumjee industries Ltd.
B-302, Sony Apartment, Opp. St. Jude High School,
Off Andheri Kurla Road, Jarimari, Sakinaka Mumbai - 400 072
Tel: 022-28520461/28520462 Fax: 022-28511809
e-mail: service@satellitecorporate.com
(Note: Shareholders holding shares in Electronic Mode should address all correspondence concerning their holdings or transfers to their respective Depository Participants.)
- b) Any Other Enquiry : The Asst. Company Secretary
Pudumjee industries Ltd.,
Thergaon, Pune – 411 033
Tel: 91-020-30613333 Fax: 91-020-30613388/27273294
e-mail: sk@pune.pudumjee.com
Dedicated e mail id for Investors complaints:
Inv_compl_pail@pune.pudumjee.com
- m) Compliance Certificate : The certificate of compliance with the requirements of Corporate Governance by the Company issued by M/s. Khare & Company, the auditors of the Company, is annexed.
- n) Qualifications in Auditors' Report : The Auditors have not expressed any qualification/adverse remark in their Report.
- o) Transfer of unclaimed amounts to Investor Education and Protection Fund. : During the year there was no amount due to be credited with Investors' Education and Protection Fund.

On behalf of the Board of Directors,

Mumbai
Dated : 17th May, 2014.

VINOD KUMAR JATIA
Chairman

**CORPORATE GOVERNANCE REPORT OF
PUDUMJEE INDUSTRIES LIMITED**

Declaration regarding affirmation of Code of Conduct

In terms of the requirements of amended Clause 49 of the Listing Agreement, Code of Conduct, as approved by the Board of Directors of the Company in its meeting held on 29th October, 2005 has been displayed at Company's website www.pudumjeeindustries.com All the members of the Board and the Senior Management personnel have affirmed the compliance with the Code for the year ended 31st March, 2014.

Mumbai

Dated : 17th day of May, 2014

G. N. JAJODIA
Executive Director

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members,
Pudumjee Industries Ltd.,

We have examined the compliance of conditions of Corporate Governance by Pudumjee Industries Limited, for the year ended on 31st March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. 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 based on 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 Clause 49 of the above mentioned Listing Agreement.

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

For **KHARE & CO.**,
Chartered Accountants,
(FRN 105100W)

Place : Mumbai,
Dated : 17th May, 2014.

Y. P. SHUKLA
Proprietor
Membership No. 16203

INDEPENDENT AUDITOR'S REPORT

To the Members of
Pudumjee Industries Ltd.

Report on the Financial Statements:

We have audited the accompanying financial statements of Pudumjee Industries Ltd. ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

Management is responsible for the preparation of these 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 Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit. We have conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by Section 227(3) of the Act, we report that:

- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those 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 Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in section 211(3C) of the Act;
- e. On the basis of the written representations received from directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

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

Y. P. SHUKLA
Proprietor
Membership No. 16203

Place : Mumbai
Date : 17th May 2014

ANNEXURE 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.

As required by the Companies (Auditor's Report) Order 2003, issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956 and according to the information and explanations given to us during the course of the audit and on the basis of such checks as were considered appropriate, we further state that :-

- 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;
- c) In our opinion, the Company has not disposed of substantial part of fixed assets during the year;
- ii a) It is reported that, the inventories have been physically verified by the management at the end of the year;
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business;
- c) The Company has maintained proper records of inventories and as explained to us there were no material discrepancies noticed on physical verification of inventory as compared to the book records;
- iii a) The Company has taken unsecured loan aggregating ₹ 6691.55 lacs during the year from two companies covered in the register maintained under Section 301 of the Companies Act, 1956.
- b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions of such loan taken are not prima facie prejudicial to the interest of the Company;
- c) The payment of the principal amount and interest thereon is also regular;
- d) There are no overdue amounts in respect of loans taken by the Company;
- e) The Company has granted unsecured loan aggregating ₹ 534.60 lacs during the year to three companies, including two subsidiaries during the year covered in the register maintained under Section 301 of the Companies Act, 1956.
- f) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions of such loan given are not prima facie prejudicial to the interest of the Company;
- g) The payment of the principal amount and interest thereon is also regular;
- h) There are no overdue amounts in respect of loans given by the Company.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventories, fixed assets and also for the sale of goods and services. There are no continuing failure to correct major weaknesses in the internal control;
- v. a) According to the information and explanations given to us, the transactions that need to be entered in the register maintained U/s 301 of the Companies Act, 1956, have been so entered;
- b) According to the information and explanations given to us, these transactions have been made at prices which are reasonable having regard to prevailing market prices at the relevant time where such market prices are available;
- vi. The Company has not accepted any deposits from the public;
- vii The Company has appointed independent internal auditors and in our opinion the internal audit system is commensurate with the size and nature of its business ;
- viii. We have broadly reviewed the records maintained by the Company pursuant to the order made by the Central Government for the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However no detailed examination of such accounts and records have been carried out by us;

- ix a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other outstanding statutory dues have been regularly deposited during the year with the appropriate authorities.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Sales Tax, Custom Duty, Excise Duty and Cess were in arrears as on 31st March 2014 for a period of more than six months from the date they became payable;
- c) The disputed Statutory dues aggregating ₹ 406.11 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	Excise Duty	CESTAT Mumbai (Department's Appeal)	151.77
2	Service Tax	CESTAT	2.62
3	Service Tax	Dy. Commissioner (Central Excise)	0.25
4	Service tax	Assistant Commissioner (Central Excise)	43.47
5	Custom Duty	Supreme Court (Deptt. Appeal)	8.00
6	Sale Tax	High Court M. P.	200.00

- x. The Company has no accumulated losses and the Company has not incurred cash Loss during the year under report and the immediately preceding financial year also;
- xi. According to the information and explanations given to us, the Company has not made any default in repayment of dues to financial institutions or banks or debenture holders;
- xii. In our opinion and according to the information and explanations given to us, the Company has not granted any loans on the basis of security by way of pledge of shares, debentures and other securities;
- xiii The Company is not a nidhi, mutual benefit fund or a society;
- xiv The Company is not dealing or trading in shares, securities, debentures and other investments;
- xv The Company has given guarantees for loans and other credit facilities taken by others from banks and according to the information and explanations given to us, the terms and conditions of such guarantees are not prejudicial to the interest of the Company;
- xvi According to the information and explanations given to us, the term loans were applied for the purpose for which they were obtained;
- xvii In our opinion and according to the information and explanations given to us, and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short term basis have been used for long term investment;
- xviii According to the information and explanations given to us, during the year under report the Company has not made any preferential allotment of shares to any person;
- xix According to the information and explanations given to us the Company has not issued any debentures and hence the question of creating security or charge therefore does not arise;
- xx During the year under report, no public issue has been made by the Company;
- xxi To the best of our knowledge and belief, and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

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

Y P SHUKLA
Proprietor
Membership No. 16203

Mumbai,
Dated 17th May, 2014

PUDUMJEE INDUSTRIES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	As at	As at
		31/03/2014	31/03/2013
		(₹. in lacs)	(₹. in lacs)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	360.00	360.00
(b) Reserves and Surplus	2	3,794.75	3,723.90
(2) Non-Current Liabilities			
(a) Long-term borrowings	3	4,799.46	5,075.83
(b) Deferred tax liabilities (Net)		141.00	73.00
(c) Other Long-term Liabilities	4	58.62	52.66
(d) Long term provisions	5	134.70	135.23
(3) Current Liabilities			
(a) Short-term borrowings	6	382.61	222.00
(b) Trade payables	7	1,680.28	1,844.65
(c) Other current liabilities	8	191.50	221.69
(d) Short-term provisions	9	34.12	21.06
Total		11,577.04	11,730.02
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	2,180.39	2,273.56
(ii) Intangible assets		9.40	13.94
(iii) Capital work-in-progress		3.88	5.38
(b) Non-current investments	11	1,772.16	1,773.16
(c) Long term loans and advances	12	2,855.23	2,713.44
(2) Current assets			
(a) Inventories	13	2,488.83	2,065.86
(b) Trade receivables	14	1,958.01	2,345.81
(c) Cash and Bank Balances	15	67.02	86.84
(d) Short Term Loans & Advances	16	242.12	452.03
Total		11,577.04	11,730.02

OTHER NOTES AS PER NOTE 24

As per our Report of date attached

On behalf of the Board

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

VINOD KUMAR JATIA
Director

Y. P. SHUKLA
Proprietor

J. W. PATIL
Assistant Company Secretary

S. V. DUPPALIWAR
Chief Financial Officer

R. C. SARAF
Director

Place : Mumbai
Dated : 17th May, 2014

Place : Mumbai
Dated : 17th May, 2014

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Note No.	Year Ended	Year Ended
		<u>31.03.2014</u>	<u>31.03.2013</u>
		(₹. in lacs)	(₹. in lacs)
I. Revenue from operations	17	14,638.63	14,205.90
Less : Excise Duty		840.92	847.56
Net Revenue from Operations		13,797.71	13,358.34
II. Other Income	18	246.53	228.28
III. Total Revenue (I + II)		14,044.24	13,586.62
IV. <u>Expenses:</u>			
(1) Cost Of Materials Consumed	19	8,714.63	7,782.55
(2) Trade Purchases		385.04	62.06
(3) Changes in Inventories of Finished Goods, Work-in-Process and Stock in Trade	20	(552.49)	795.00
(4) Employees' Cost	21	566.26	538.46
(5) Finance Cost	22	682.25	560.47
(6) Foreign Exchange Loss/(Gain)		48.76	71.85
(7) Depreciation	10	173.99	166.72
(8) Share of Loss/(Profit) in a Partnership Firm		110.84	(1.07)
(9) Other Expenses	23	3,713.93	3,524.37
Total Expenses		13,843.21	13,500.41
V. Profit/(Loss) before exceptional and extraordinary items and tax (III-IV)		201.03	86.21
VI. Exceptional items/Extraordinary Items		-	-
VII. Profit/(Loss) before tax (V- VI)		201.03	86.21
VIII. Tax expense:			
(1) Current tax		63.00	16.00
(2) Deferred tax		68.00	-
IX. Profit/(Loss) for the Year (VII-VIII)		70.03	70.21
X. Prior Period Income		-	0.58
BALANCE CARRIED FORWARD TO BALANCE SHEET		70.03	70.79
XI. Earning per equity share:(Face Value Rs.2/- per Share)			
Basic & Diluted		0.39	0.39
(See note No.24.14)			

OTHER NOTES AS PER NOTE 24

As per our Report of date attached

For **KHARE & CO.,**
Chartered Accountants**Y. P. SHUKLA**
ProprietorPlace : Mumbai
Dated : 17th May, 2014**J. W. PATIL**
Assistant Company Secretary**S. V. DUPPALIWAR**
Chief Financial Officer

On behalf of the Board

VINOD KUMAR JATIA
Director**R. C. SARAF**
DirectorPlace : Mumbai
Dated : 17th May, 2014

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT
31ST MARCH, 2014**

NOTE '1' - SHARE CAPITAL AUTHORISED	AS AT	AS AT
	31.03.2014 (₹. in lacs)	31.03.2013 (₹. in lacs)
12,50,00,000 Equity Shares of Rs. 2/- each	2,500.00	2,500.00
	<u>2,500.00</u>	<u>2,500.00</u>
ISSUED, SUBSCRIBED AND FULLY PAID UP		
1,80,00,000 Equity Shares of Rs. 2/- each	360.00	360.00
	<u>360.00</u>	<u>360.00</u>

1.1 The reconciliation of the number of Equity shares outstanding :

Particulars	AS AT	AS AT
	31.03.2014	31.03.2013
	No. of Shares	No. of Shares
Equity Shares at the beginning and end of the year	18,000,000	18,000,000

1.2 The details of Shareholders holding more than 5% shares

Name of the Shareholder	No. of Shares	% held	AS AT	AS AT
			31.03.2014	31.03.2013
			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	2,509,837	13.94
Pragya Reality Developers Pvt. Ltd.	999,995	5.55	999,995	5.56
Mr.Shyam M Jatia	-	-	972,187	5.40
Pudumjee Pulp & Paper Mills Ltd.	956,725	5.32	956,725	5.32

NOTE '2' - RESERVES & SURPLUS

	AS AT	AS AT
	31.03.2014	31.03.2013
	(₹. in lacs)	(₹. in lacs)
GENERAL RESERVE		
As per last Balance Sheet	1,360.00	1,360.00
Add: Transfer from Capital Subsidy Reserve	40.00	-
	<u>1,400.00</u>	<u>1,360.00</u>
SHARE PREMIUM ACCOUNT		
As per last Balance sheet	1,197.48	1,197.48
CAPITAL RESERVE		
On Reissue of forfeited shares	0.44	0.44
CAPITAL SUBSIDY RESERVE		
As per last Balance Sheet	40.00	40.00
Less: Transferred to General Reserve	40.00	-
	<u>0.00</u>	<u>40.00</u>
RESERVE FOR DOUBTFUL DEBTS	0.82	-
(see Note 5)		
SURPLUS IN PROFIT & LOSS ACCOUNT		
Balance in Profit & Loss Account	1,125.98	1,055.19
Add :		
Profit/(Loss) for the year	70.03	70.79
	<u>1,196.01</u>	<u>1,125.98</u>
	<u>3,794.75</u>	<u>3,723.90</u>

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT
31ST MARCH, 2014 (Contd.)**

	AS AT 31.03.2014 (₹. in lacs)	AS AT 31.03.2013 (₹. in lacs)
NOTE '3' - LONG TERM BORROWINGS		
(A) Secured Borrowings		
FROM BANK		
TERM LOAN	-	130.39
(Secured by first charge on the Fixed Assets of the Company) (See Note (a) below)		
TERM LOAN	-	12.48
(Secured by vehicle purchased therefrom) (See Note (b) below)		
Total (A)	<u>-</u>	<u>142.87</u>
Notes (a) : Excluding Rs. 130.39 lacs (Last year Rs. 180.00 lacs) shown under "Current maturities of Long Term Debt" under Note 8. Repayable in 20 equal quarterly installments beginning with 30.9.2010		
(b) : Rs.Nil Lacs (Last Year Rs.5.79) shown under current maturities of Long Term Debts under note no.8 since repaid.		
(c) : There has been no default in repayment of loan and payment of interest.		
(B) Unsecured Borrowings		
Deposits from Associates	<u>4,799.46</u>	4,932.96
Total (B)	<u>4,799.46</u>	<u>4,932.96</u>
Total (A) +(B)	<u><u>4,799.46</u></u>	<u><u>5,075.83</u></u>
NOTE '4' - OTHER LONG TERM LIABILITIES		
Sundry Creditors	<u>58.62</u>	52.66
	<u>58.62</u>	<u>52.66</u>
NOTE '5' - LONG TERM PROVISIONS		
Provision for Diminution in value of Long term Investments		
As per Last Balance Sheet	<u>60.00</u>	60.00
	<u>60.00</u>	60.00
Less : Deducted per contra from Investment	<u>60.00</u>	60.00
	-	-
Provision for Doubtful Debts & Advances		
As per last Balance Sheet	79.86	78.32
Add : Provided during the year	-	<u>1.54</u>
	<u>79.86</u>	79.86
Less : Debts & Advances considered Doubtful per contra	<u>79.04</u>	<u>79.86</u>
	<u>0.82</u>	-
Less : Surplus provision shown under Reserves & Surplus	<u>0.82</u>	-
Provision for Gratuity	<u>134.70</u>	135.23
	<u>134.70</u>	<u>135.23</u>

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT
31ST MARCH, 2014 (Contd.)**

	AS AT <u>31.03.2014</u> (₹. in lacs)	AS AT <u>31.03.2013</u> (₹. in lacs)
NOTE `6' - SHORT TERM BORROWINGS		
A) Secured Borrowings from Bank		
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.)	320.72	162.07
B) Unsecured Borrowings from Others		
Other Deposits	61.89	59.93
Total	<u>382.61</u>	<u>222.00</u>

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

NOTE `7' - TRADE PAYABLE

Acceptances	955.22	1,218.94	
Sundry Creditors	<u>725.06</u>	<u>1,680.28</u>	<u>1,844.65</u>
	<u>1,680.28</u>		<u>1,844.65</u>

NOTE `8' - OTHER CURRENT LIABILITIES

Current Maturities of :			
Long Term Secured Debts	130.39		185.79
Unclaimed dividend	0.78		0.79
Interest on Loans accrued but not due on Borrowings	0.11		-
Advances from Customers	<u>60.22</u>		<u>35.11</u>
	<u>191.50</u>		<u>221.69</u>

NOTE `9' - SHORT TERM PROVISIONS

Provision for Taxation (Less Advance Tax etc)	10.95		-
Provision for Leave Encashment	<u>23.17</u>		<u>21.06</u>
	<u>34.12</u>		<u>21.06</u>

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2014 (Contd.)

NOTE '10' - FIXED ASSETS (At Cost)

(₹. in lacs)

TYPE OF ASSETS	Cost upto 31.3.2013	Additions/ Transfers during the Year	Deductions/ Transfers during the Year	Balance Cost upto 31.03.2014	Depreciation upto 31.3.2013	Depreciation for the year	Depreciation on sold Assets and on deductions written back	Depreciation Balance as on 31.03.2014	Net Book Value as on 31.03.2014	Net Book value as on 31.3.2013
TANGIBLE ASSETS										
Land - Freehold	7.10	-	-	7.10	-	-	-	-	7.10	7.10
Building	251.70	9.44	-	261.14	176.48	6.14	-	182.62	78.52	75.22
Machinery	3,826.74	79.47	-	3,906.21	1,698.89	153.36	-	1,852.25	2,053.96	2,127.85
Furniture & Fixtures	117.63	1.10	1.80	116.93	84.14	6.11	1.77	88.48	28.45	33.49
Vehicles	42.64	12.81	40.42	15.03	12.74	3.84	13.91	2.67	12.36	29.90
Total (A)	4,245.81	102.82	42.22	4,306.41	1,972.25	169.45	15.68	2,126.02	2,180.39	2,273.56
INTANGIBLE ASSETS										
Computer Software	27.99	-	-	27.99	14.05	4.54	-	18.59	9.40	13.94
Total (B)	27.99	-	-	27.99	14.05	4.54	-	18.59	9.40	13.94
Total (A) + (B)	4,273.80	102.82	42.22	4,334.40	1,986.30	173.99	15.68	2,144.61	2,189.79	2,287.50
Previous year	4,068.73	207.48	2.41	4,273.80	1,820.16	166.72	0.58	1,986.30	2,287.50	2,248.57

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31ST MARCH, 2014 (Contd.)

	AS AT 31.03.2014 (₹. in lacs)	AS AT 31.03.2013 (₹. in lacs)
NOTE '11' - NON CURRENT INVESTMENTS		
LONG TERM INVESTMENTS (AT COST)		
TRADE INVESTMENTS : (Equity)		
Investment in Subsidiary Companies :		
150,00,000 Equity Shares of Pudumjee Hygiene Products Ltd. of Rs. 10/- each fully paid up. (unquoted)	1,500.00	1,500.00
50,000 Equity Shares of Pudumjee Holding Ltd. Shares of Rs. 10/- each fully paid up (unquoted)	5.00	5.00
Investments In Associates;		
34,12,850 Equity shares of Pudumjee Pulp & Paper Mills Ltd. of Rs. 2/- each fully paid (quoted)	267.16	267.16
6,75,000 Equity shares of Pudumjee Plant Laboratories Ltd. of Rs. 10/- each. fully paid (unquoted)	60.00	60.00
Investment In Partnership firm :		
Investment in Capital of Prime Developers	-	1.00
	1,832.16	1,833.16
Less : Provision for Diminution in value of Long term Investments, deducted per contra	60.00	60.00
	1,772.16	1,773.16
Aggregate amount of quoted investments		
Cost	267.16	267.16
Market Value	387.36	380.53
Aggregate amount of unquoted investments		
Cost	1,565.00	1,566.00

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31ST MARCH, 2014 (Contd.)**

	AS AT		AS AT	
	31.03.2014		31.03.2013	
	(₹. in lacs)		(₹. in lacs)	
NOTE '12' - LONG TERM LOANS & ADVANCES				
(Unsecured, considered good, unless otherwise stated)				
Prepaid Expenses		3.49		0.42
Security Deposits		13.59		33.70
Loans & Advances to Subsidiary/Associates		2,706.46		2,566.48
Advance Income Tax		71.09		54.63
(Less Provision for Tax)				
Advances recoverable in cash or in kind				
Considered Good	63.61		61.60	
Considered Doubtful	3.01	60.60	3.39	58.21
deducted per contra				
		<u>2,855.23</u>		<u>2,713.44</u>
NOTE '13' - INVENTORIES				
Raw material (At cost)		959.99		1,179.23
Raw material in Transit (At Cost)		7.88		4.09
Work-in-process (At cost)		233.14		130.71
Finished Paper		759.15		323.11
(At lower of cost or market value.)				
Finished Paper in Transit		14.02		-
(At lower of cost or market value.)				
Stores, Spare Parts Etc.(At Cost)		514.56		415.27
Stores, Spare Parts Etc. in Transit (At Cost)		-		13.28
Loose Tools (At Cost)		0.09		0.17
		<u>2,488.83</u>		<u>2,065.86</u>
NOTE '14' - TRADE RECEIVABLES (Unsecured)				
Debts outstanding for a				
period exceeding six months from due date				
Considered Good	6.03		43.26	
Considered Doubtful	76.03		76.47	
	82.06		119.73	
Other Debts				
Considered Good	1,951.98		2,302.55	
	2,034.04		2,422.28	
Less : Provision for Doubtful				
Debts deducted per contra	76.03		76.47	
		<u>1,958.01</u>		<u>2,345.81</u>
		<u>1,958.01</u>		<u>2,345.81</u>

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31ST MARCH, 2014 (Contd.)**

	AS AT 31.03.2014	AS AT 31.03.2013
	(₹. in lacs)	(₹. in lacs)
NOTE '15' - CASH & BANK BALANCES		
Cash on hand as per books	3.85	2.15
On other accounts with Banks	14.41	36.63
Deposit with Bank for Margin Money (With Maturity beyond 12 months)	-	6.50
Cheques on hand	47.98	40.77
Unpaid Dividends with Banks	0.78	0.79
	<u>67.02</u>	<u>86.84</u>
NOTE '16' - SHORT TERM LOANS & ADVANCES		
(Unsecured, Considered Good, Other than Related parties)		
Prepaid Expenses	9.11	7.78
Security Deposit	1.00	0.43
Advance to/balance in current account with a firm in which the company is a partner	-	110.94
Advance Income Tax for Current year (Less Provision for Current year Tax)	-	11.41
Advances to employees of the Company	1.72	1.87
Balance with Government Authorities	105.91	67.40
Advances to Suppliers	45.59	223.26
Sundry Advances	78.79	28.94
	<u>242.12</u>	<u>452.03</u>

**NOTES ANNEXED TO AND FORMING PART OF THE
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2014**

	YEAR ENDED 31.03.2014		YEAR ENDED 31.03.2013	
	(₹. in lacs)		(₹. in lacs)	
NOTE '17' - REVENUE FROM OPERATIONS				
PAPER	14,170.03		14,123.08	
Less : Excise Duty	<u>839.70</u>	13,330.33	<u>847.35</u>	13,275.73
TRADE SALE		393.94		34.30
MISCELLANEOUS SALES	32.44		16.08	
Less : Excise Duty	<u>1.22</u>	31.22	<u>0.21</u>	15.87
OTHER OPERATING REVENUE		42.22		32.44
NET REVENUE FROM OPERATIONS		<u><u>13,797.71</u></u>		<u><u>13,358.34</u></u>
NOTE '18' - OTHER INCOME				
DIVIDENDS				
Others		10.24		10.24
MISCELLANEOUS INCOME		11.15		10.89
INTEREST RECEIVED FROM OTHERS		225.14		207.15
		<u><u>246.53</u></u>		<u><u>228.28</u></u>
NOTE '19' - COST OF MATERIAL CONSUMED				
CONSUMPTION OF RAW MATERIALS		7,970.23		7,119.54
CONSUMPTION OF STORES COLOURS, CHEMICALS etc.		744.40		663.01
		<u><u>8,714.63</u></u>		<u><u>7,782.55</u></u>
NOTE '20' - CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROCESS AND STOCK-IN-TRADE				
STOCK AT COMMENCEMENT				
Finished Paper	323.11		1,074.93	
Work-in-Process				
- Pulp	30.03		1.68	
- Paper	<u>100.68</u>	453.82	<u>172.21</u>	1,248.82
STOCK AT CLOSE				
Finished Paper	773.17		323.11	
Work-in-Process				
- Pulp	23.02		30.03	
- Paper	<u>210.12</u>	1,006.31	<u>100.68</u>	453.82
		<u><u>(552.49)</u></u>		<u><u>795.00</u></u>

**NOTES ANNEXED TO AND FORMING PART OF THE
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)**

	YEAR ENDED 31.03.2014	YEAR ENDED 31.03.2013
	(₹. in lacs)	(₹. in lacs)
NOTE '21' - EMPLOYEES' COST		
SALARIES, WAGES, BONUS etc.		
Salaries, Wages, Gratuity & Bonus	502.13	471.25
Contribution to Provident & Other Funds (Including Administrative Charges)	44.94	44.35
Employees State Insurance	0.47	1.76
Workmen & Staff Welfare Expenses	18.72	21.10
	<u>566.26</u>	<u>538.46</u>
NOTE '22' - INTEREST & FINANCIAL COST		
INTEREST ON BORROWINGS	654.46	569.83
OTHER FINANCIAL CHARGES	<u>62.68</u>	<u>52.20</u>
	717.14	622.03
LESS : INTEREST RECEIVED ON TRADE DEBTS	<u>34.89</u>	<u>61.56</u>
	<u>682.25</u>	<u>560.47</u>
NOTE '23' - OTHER EXPENSES		
PROCESSING CHARGES	285.72	317.65
FUEL, POWER & WATER	2492.39	2494.15
RENT	5.00	5.03
RATES & TAXES	12.27	11.17
REPAIRS & MAINTENANCE		
Machinery	292.99	248.12
Buildings	26.09	3.67
Others	<u>1.36</u>	<u>1.26</u>
	320.44	253.05
INSURANCE	5.58	4.18
PACKING,CARTAGE,CUTTING,BALING,FREIGHT ETC.	375.11	330.51
DEVELOPMENT & RESEARCH EXPENSES	6.41	5.98
COMMISSION ON SALES	80.20	46.33
DIRECTORS' FEES	0.41	0.32
EXCISE DUTY ON STOCK	29.89	(42.69)
PROVISION FOR DOUBTFUL DEBTS	-	1.54
BAD DEBTS	0.38	-
LOSS ON SALE /DISCARD OF ASSETS	0.03	-
OFFICE & MISCELLANEOUS EXPENSES	100.10	97.15
	<u>3,713.93</u>	<u>3,524.37</u>

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED
31ST MARCH, 2014**

NOTE '24' -**24.1 The value of raw materials consumed**

	<u>2013-2014</u>	<u>2012-2013</u>
	Value	Value
	(₹.in lacs)	(₹.in lacs)
Pulp	3,662.78	2,998.82
Waste Paper	4,307.45	4,120.72

24.2 Trade Purchases

Pulp	184.87	-
Waste Paper	133.20	-
Others	66.97	62.06

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

Raw Material	4,831.01	4,656.35
Components & Spare Parts	197.98	133.93
Capital Goods	-	14.49
Goods for resale	63.41	-

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

Royalty, know-how, interest, professional consultation, travelling, subscription and periodicals etc.	41.11	15.72
---	-------	-------

24.5 Value of raw materials, spares parts and components consumed during the financial year and the percentage thereof

	<u>Value</u>	<u>%</u>	<u>Value</u>	<u>%</u>
	(₹. in lacs)		(₹. in lacs)	
Raw Materials :				
Direct Imports	6,513.00	81.72	5,913.08	83.05
Others	1,457.23	18.28	1,206.46	16.95
Total:	<u>7,970.23</u>	<u>100.00</u>	<u>7,119.54</u>	<u>100.00</u>
Spare Parts & Components:				
Direct Imports	170.50	17.11	150.92	17.60
Others	826.24	82.89	706.70	82.40
Total:	<u>996.74</u>	<u>100.00</u>	<u>857.62</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
---	-----	-----

PUDUMJEE INDUSTRIES LIMITED

NOTE '24' - (Contd.)

	2013-2014	2012-2013
	(₹. in lacs)	(₹. in lacs)
24.7 Export of goods calculated on FOB basis		
Export of goods calculated on FOB basis (Earning in foreign Exchange)	1,218.29	1,065.05
Deemed Exports	<u>-</u>	<u>-</u>
	1,218.29	1,065.05

	2013-14	2012-2013
	(₹. in lacs)	(₹. in lacs)
24.8 Payments made to Auditors:		
Audit fees	2.75	2.75
Taxation matters	0.60	0.60
Others	2.45	1.95
	5.80	5.30

24.9 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.

24.10 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 prospect of these companies no permanent diminution in value is envisaged by the management except to the extent provided for.

24.11 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.

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

	AS AT	AS AT
	31.03.2014	31.03.2013
	(₹.in lacs)	(₹.in lacs)
i) Bank Guarantees and Letters of Credit in favour of suppliers of raw materials, spares etc.*	1,189.06	1,360.69
ii) Guarantee for other Companies *	111.96	126.92
iii) Claims against the Company not acknowledged as debts for excise duty, property tax and commercial claims etc. **	503.43	477.84
* 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	-	7.98
---	---	------

NOTE '24' - (Contd.)

24.13 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 that on the other Assets on Written Down Value method in accordance with Schedule XIV of the Companies Act, 1956 as in force as on the date of Balance Sheet.
- d) Finished paper 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) Revenue recognition is postponed to a later year only when it is not possible to estimate it with reasonable accuracy.
- i) 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.

24.14 Computation of basic and diluted Earning Per Share (EPS)

	AS AT		AS AT
	31.03.2014		31.03.2013
(a) Net Profit after tax as per Profit & Loss Account :			
After current and deferred Tax	₹ 70.03 lacs	₹	70.21 lacs
(b) No. of Equity shares of Rs.2/- each :	180.00 lacs		180.00 lacs
(c) Basic EPS			
After current and deferred Tax (a / b)	₹ 0.39	₹	0.39

PUDUMJEE INDUSTRIES LIMITED

NOTE '24' - (Contd.)

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

	AS AT <u>31.03.2014</u> (₹. in lacs)	AS AT <u>31.03.2013</u> (₹. in lacs)
In respect of Depreciation	347	324
In respect of allowances and disallowances under various provisions of Income Tax Act.	(182)	(120)
Business Loss	(24)	(131)
Net Deferred Tax Liability	<u>141</u>	<u>73</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 31st March ,2014

24.16 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.

C) Key Managerial Personnel

Mr. S. M. Jatia

Managing Director (Upto 31-08-2013)

Mr.G.N.Jajodia

Executive Director

NOTE '24' - (Contd.)

D) Transactions with related Parties

(₹. in lacs)

	2013-2014 (2012-2013)		Maximum during the year	Key Management Personnel
	Subsidiary Companies	Associate Companies/ Firm		
a) i) Interest bearing Inter Corporate Deposits etc.obtained during the year		5852.00 (3,135.00)		
ii) Interest bearing Inter Corporate Deposits etc.given during the year	397.25 (300.00)	137.35 (121.05)		
b) i) Interest paid during the year		580.09 (416.08)		
ii) Interest charged during the year	105.94 (107.28)	117.64 (98.52)		
c) Inter Corporate Deposits obtained outstanding including interest Pudumjee Pulp and Paper Mills Ltd.		4,703.79 (4,540.18)		
d) Intercorporate Deposits Given outstanding including interest. Pudumjee Hygiene Products Ltd.	1630.33 (1644.56)		1660.00 (1,644.56)	
Pudumjee Plant Laboratories Ltd.		1,076.13 (921.92)	921.92 (921.92)	
e) Sales made during the year	- (-)	408.90 (8.75)		
f) Dividend Received		10.24 (10.24)		
g) Share of Loss from Firm		110.84 (-)		
h) Purchases/Processing Charges of goods made during the year		1,660.45 (1652.07)		
i) Reimbursement of common services and purchase of utilities during the year.		114.69 (42.89)		
j) Remuneration paid	- (-)	- (-)		18.27 (11.87)
k) Outstanding as creditor as on 31.03.2014		169.42 (153.03)		
l) Counter Guarantee given to banks for loans to	111.96 (126.92)	- (-)		
m) Amount Receivable as on 31.03.14 Prime Developers (Partner's current A/c)		- (110.94)	- (110.94)	
n) Share of Profit from firm		- (1.07)		

(Figures in brackets relate to previous year)

PUDUMJEE INDUSTRIES LIMITED

NOTE '24' - (Contd.)

24.17 The details of the firm 'Prime Developers' in which the Company has invested are as under:

Name of the Partners	Capital		Sharing Ratio	
	2013-2014	2012-2013	Profit	Loss
	Rs. in lacs	Rs. in lacs		
Prime Textiles Ltd.	-	1.00	50.00%	66.66%
Pudumjee Industries Ltd.	-	1.00	12.50%	16.67%
Aristo Realty Developers Ltd.	-	-	25.00%	-
Suma Commercial Pvt.Ltd.	-	-	12.50%	16.67%
Share of Profit /(Loss) during the year	(110.84) Lacs	1.07 Lacs		-

(The company has retired from the firm as partner with effect from 1 st July,2013)

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

- An amount of Rs.35.84 lacs (Last year Rs.35.64 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 31.03.2013:

	Gratuity (Partly funded) (₹. in lacs)		Leave Encashment (Unfunded) (₹. in lacs)	
	2013-2014	2012-2013	2013-2014	2012-2013
	i) The present value of defined benefit obligations at the commencement of the Year	241.22	221.67	21.06
ii) Current Service cost	10.45	11.10	2.53	4.23
iii) Interest cost	17.62	18.84	1.68	1.39
iv) Actuarial (Gain)/Loss	3.69	23.64	4.06	2.39
v) Benefits (Paid)	(50.19)	(34.03)	(6.15)	(3.32)
vi) Past Service Cost	-	-	-	-
vii) The present value of defined benefit obligations at the close of the Year	222.79	241.22	23.18	21.06
viii) The fair value of plan assets at the close of the year	88.09	105.99	-	-
ix) The Past service cost not yet recognized	-	-	-	-
x) Expected Return on plan assets	(7.08)	(9.30)	-	-
xi) Written back in Profit & Loss Account	-	(0.17)	-	-

Expenses aggregating Rs.33.65 lacs (Last year Rs.54.56 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.

NOTE '24' - (Contd.)

d) Actuarial assumptions	2013-2014	2012-2013	2013-2014	2012-2013
i) Rate of interest (per annum)	9.00%	8.00%	9.00%	8.00%
ii) Salary growth (per annum)	7.00%	6.50%	7.00%	6.00%
iii) Withdrawal rate (Per annum)	1.00%	1.00%	1.00%	1.00%
iv) Expected return on Plan Assets	8.75%	9.15%	-	-
v) Mortality rates [LIC(1994.96) ultimate]	-	-	-	-

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

SIGNATURES TO NOTES 1 TO 24

As per our Report of date attached

On behalf of the Board

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

VINOD KUMAR JATIA
Director

Y. P. SHUKLA
Proprietor

J. W. PATIL
Assistant Company Secretary

S. V. DUPPALIWAR
Chief Financial Officer

R. C. SARAF
Director

Place : Mumbai
Dated : 17th May, 2014

Place : Mumbai
Dated : 17th May, 2014

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(Pursuant to clause 32 of the listing agreements with Stock Exchanges)

Particulars	2013-2014 (₹ In lacs)	2012-2013 (₹ In lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) before Taxation & Extraordinary items	201.03	86.21
Adjustments For :		
Depreciation	173.99	166.72
Interest and Financial Charges	717.14	560.47
Other Income	(235.38)	(217.39)
Loss on Sale of Assets	0.03	-
Share of (Profit)/Loss of Partnership Firm	110.84	(1.07)
	<u>766.62</u>	<u>508.73</u>
	967.65	594.94
Operating Profit before Working Capital Changes		
(Increase)/Decrease in Inventories	(422.97)	492.09
(Increase)/Decrease in Debtors	388.62	(296.03)
(Increase)/Decrease in Advances	73.17	(458.00)
Increase /(Decrease) in Liabilities	(131.62)	355.84
	<u>(92.80)</u>	<u>93.90</u>
Cash Generated from operations	874.85	688.84
Income Tax (paid) / Refund Received (Net)	(33.27)	-
Cash flow before Extraordinary items	841.58	688.84
(Expenses)/Income of earlier years	-	0.58
Net Cash(used in)/from Operating Activities	841.58	689.42
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase Of Fixed Assets	(101.32)	(209.15)
Sale Proceeds Of Fixed Assets	26.51	1.83
Proceeds from refund of Investment	1.00	-
Interest Received	201.30	235.79
Dividend Received	10.24	10.24
Share of Profit/(Loss) of Partnership Firm	(110.84)	1.07
Net Cash(used in)/from Investing Activities	26.89	39.78
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Long Term borrowings	(331.77)	5058.64
Repayment of Short Term borrowings	160.62	(5142.42)
Payment of Interest	(717.14)	(622.77)
Dividend paid	-	-
Net Cash(used in)/from Financing Activities	(888.29)	(706.55)
Net change in cash & Cash Equivalents (A+B+C)	(19.82)	22.65
Cash & Cash Equivalents (Opening Balance)	86.84	64.19
	<u>67.02</u>	<u>86.84</u>

Note: Figures in brackets represent Cash Outflows.

NOTES AS PER NOTE "24"

Examined and Found Correct

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

Y. P. SHUKLA
Proprietor

J. W. PATIL
Assistant Company Secretary

S. V. DUPPALIWAR
Chief Financial Officer

VINOD KUMAR JATIA
Director

R. C. SARAF
Director

**STATEMENT PURSUANT TO SECTION 212(1)(e) OF THE COMPANIES ACT,
1956 RELATING TO SUBSIDIARY COMPANIES**

(₹ in Lacs)

	Particulars	Pudumjee Hygiene Products Ltd.	Pudumjee Holding Ltd.
A	The Financial Year of the Subsidiary Companies	Year Ending 31st March, 2014	Year Ending 31st March, 2014
B	a) No. of shares held by Pudumjee Industries Ltd. in the subsidiary company	150,00,000 equity shares of Rs. 10 each	50,000 equity shares of Rs. 10 each
	b) Extent of Holding	100%	100%
C	The net aggregate of profits/(Losses) of the subsidiary companies so far as it concerns the members of Pudumjee Industries Ltd.		
	a) not dealt with in the accounts of Pudumjee Industries Ltd. for the year ended 31st March, 2014 amounted to:		
	l) for the subsidiary's financial year ended as in A above	(-) 254.08	(-) 0.04
	ii) for the previous financial years of the subsidiaries since they became holding company's subsidiaries.	(-) 1898.49	(-) 2.99
	b) dealt with in the accounts of Pudumjee Industries Ltd. for the year ended 31st March, 2014 amounted to:		
	l) for the subsidiary's financial year ended as in A above	NIL	NIL
	ii) for the previous financial years of the subsidiaries since they became holding company's subsidiaries.	NIL	NIL

On Behalf of the Board,

J. W. Patil
Asstt. Company Secretary

G. N. Jajodia
Executive Director

Vinodkumar Jatia
Chairman

Mumbai
Dated : 17th May, 2014

This Page is Intentionally kept blank

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
Pudumjee Industries Ltd.

Report on the Consolidated Financial Statements:

We have audited the accompanying consolidated financial statements of Pudumjee Industries Ltd. ("the Company") and its subsidiary(collectively referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2014, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements:

Management is responsible for the preparation of these Consolidated financial statements 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 Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit. We have conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

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:

- (a) In the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Consolidated Profit and Loss, of the Loss for the year ended on that date; and
- (c) In the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matters:

1. Financial statements of a subsidiary which reflect total assets (net) of ₹ 2.08 Lacs as at March 31, 2014, total revenue (net) of ₹ 0.18 Lacs and net cash flows amounting to ₹ (0.18) Lacs for the year then ended, have been audited by us.
2. We did not audit the financial statements of a subsidiary, whose financial statements reflect total assets(net) of ₹ 1420.95 Lacs as at March 31, 2014, total revenues (net) of ₹ 4542.59 Lacs and net cash flows amounting to ₹(9.95) Lacs for the year ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion, is based solely on the reports of the other auditors.

Our opinion is not qualified in respect of these other matters.

For Khare and Company

Chartered Accountants
(FRN 105100 W)

Y. P. SHUKLA

Proprietor

Membership No. 16203

Place : Mumbai,
Date : 17th May 2014

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	As at	As at
		31/3/2014	31/3/2013
		(₹. in lacs)	(₹. in lacs)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	360.00	360.00
(b) Reserves and Surplus	2	1,639.15	1,819.63
(2) Non-Current Liabilities			
(a) Long-term borrowings	3	4,799.46	5,075.83
(b) Deferred tax liabilities (Net)		141.00	73.00
(c) Other Long-term Liabilities	4	58.62	52.66
(d) Long term provisions	5	146.67	144.86
(3) Current Liabilities			
(a) Short-term borrowings	6	494.57	348.92
(b) Trade payables	7	1,999.65	2,078.61
(c) Other current liabilities	8	191.50	221.69
(d) Short-term provisions	9	34.01	21.06
Total		9,864.63	10,196.26
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	2,296.88	2,394.82
(ii) Intangible assets		133.34	155.98
(iii) Capital work-in-progress		7.17	10.17
(b) Non-current investments	11	267.16	268.16
(c) Long term loans and advances	12	1,480.96	1,332.86
(2) Current assets			
(a) Inventories	13	2,920.07	2,660.71
(b) Trade receivables	14	2,415.66	2,790.68
(c) Cash and Bank Balances	15	89.66	99.71
(d) Short Term Loans & Advances	16	253.73	483.17
Total		9,864.63	10,196.26

OTHER NOTES AS PER NOTE 24

As per our Report of date attached

On behalf of the Board

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

VINOD KUMAR JATIA
Director

Y. P. SHUKLA
Proprietor

J. W. PATIL
Assistant Company Secretary

S. V. DUPPALIWAR
Chief Financial Officer

R. C. SARAF
Director

Place : Mumbai
Dated : 17th May, 2014

Place : Mumbai
Dated : 17th May, 2014

**CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE
YEAR ENDED 31ST MARCH, 2014**

Particulars	Note No.	Year Ended	Year Ended
		31.03.2014 (₹. in lacs)	31.03.2013 (₹. in lacs)
I. Revenue from operations	17	19,162.36	18,064.73
Less : Excise Duty		840.92	847.56
Net Revenue from Operations		18,321.44	17,217.17
II. Other Income	18	155.28	135.45
III. Total Revenue (I + II)		18,476.72	17,352.62
IV. Expenses:			
(1) Cost Of Materials Consumed	19	8,714.63	7,782.55
(2) Trade Purchases		4,227.02	3,424.33
(3) Changes in Inventories of Finished Goods, Work-in-Process and Stock in Trade	20	(388.88)	801.13
(4) Employees' Cost	21	731.39	717.10
(5) Finance Cost	22	720.52	595.20
(6) Foreign Exchange Loss		48.76	71.96
(7) Depreciation	10	208.78	207.30
(8) Share of Loss/(Profit) in a Partnership Firm		110.84	(1.07)
(8) Other Expenses	23	4,156.75	3,966.33
Total Expenses		18,529.81	17,564.83
V. Profit/(Loss) before exceptional and extraordinary items and tax (III-IV)		(53.09)	(212.21)
VI. Exceptional items/Extraordinary Items		-	-
VII. Profit/(Loss) before tax (V-VI)		(53.09)	(212.21)
VIII. Tax expense:			
(1) Current tax		63.00	16.00
(2) Deferred tax		68.00	-
IX. Profit/(Loss) for the Year (VII-VIII)		(184.09)	(228.21)
X. Prior Period Income		2.79	1.14
BALANCE CARRIED FORWARD TO BALANCE SHEET		(181.30)	(227.07)
XI. Earning per equity share:(Face Value Rs.2/- per Share)			
Basic & Diluted		(1.02)	(1.27)
(See note No.24.2)			

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 : 17th May, 2014

J. W. PATIL
Assistant Company Secretary

S. V. DUPPALIWAR
Chief Financial Officer

On behalf of the Board

VINOD KUMAR JATIA
Director

R. C. SARAF
Director

Place : Mumbai
Dated : 17th May, 2014

**NOTES ANNEXED TO AND FORMING PART OF THE
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014**

NOTE '1' - SHARE CAPITAL	AS AT 31.03.2014	AS AT 31.03.2013
	(₹. in lacs)	(₹. in lacs)
AUTHORISED		
12,50,00,000 Equity Shares of Rs. 2/- each	2,500.00	2,500.00
	2,500.00	2,500.00
ISSUED, SUBSCRIBED AND FULLY PAID UP		
1,80,00,000 Equity Shares of Rs. 2/- each	360.00	360.00

1.1 The reconciliation of the number of Equity shares outstanding :

Particulars	AS AT 31.03.2014	AS AT 31.03.2013
	No. of Shares	No. of Shares
Equity Shares at the beginning and end of the year	18,000,000	18,000,000

1.2 The details of Shareholders holding more than 5% shares

Name of the Shareholder	AS AT 31.03.2014		AS AT 31.03.2013	
	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	2,509,837	13.94
Pragya Reality Developers	999,995	5.55	999,995	5.56
Mr.Shyam M Jatia	-	-	972,187	5.40
Pudumjee Pulp & Paper Mills Ltd.	956,725	5.32	956,725	5.32

NOTE '2' - RESERVES & SURPLUS	AS AT 31.03.2014	AS AT 31.03.2013
	(₹. in lacs)	(₹. in lacs)
GENERAL RESERVE		
As per last Balance Sheet	1,360.00	1,360.00
Add: Transfer from Capital Subsidy Reserve	40.00	-
	1,400.00	1,360.00
SHARE PREMIUM ACCOUNT		
As per last Balance sheet	1,197.48	1,197.48
CAPITAL RESERVE		
On Reissue of forfeited shares	0.44	0.44
CAPITAL SUBSIDY RESERVE		
As per last Balance Sheet	40.00	40.00
Less:Transfer to General Reserve	40.00	-
	-	40.00
RESERVE FOR DOUBTFUL DEBTS	0.82	-
(see Note 5)		
SURPLUS IN PROFIT & LOSS ACCOUNT		
Balance in Profit & Loss Account	(778.29)	(551.22)
Profit/(Loss) for the year	(181.30)	(227.07)
	(959.59)	(778.29)
	1,639.15	1,819.63

**NOTES ANNEXED TO AND FORMING PART OF THE
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014 (Contd.)**

	<u>AS AT</u> <u>31.03.2014</u> (₹. in lacs)	<u>AS AT</u> <u>31.03.2013</u> (₹. in lacs)
NOTE '3' - LONG TERM BORROWINGS		
(A) Secured Borrowings		
FROM BANKS		
TERM LOAN	-	130.39
(Secured by first charge on the Fixed Assets of the Company) (See Note (a) below)		
TERM LOAN	-	12.48
(Secured by vehicle purchased therefrom) (See Note (b) below)		
Total (A)	<u>-</u>	<u>142.87</u>
Notes (a) : Excluding Rs. 130.39 lacs (Last year Rs. 180.00 lacs) shown under "Current maturities of Long Term Debt" under Note No.8 Repayable in 20 equal quartely installments beginning with 30.9.2010		
(b) : Rs.Nil (Last Year Rs.5.79 Lacs) shown under current maturities of Long Term Debts under note no.8 since repaid.		
(c) : There has been no default in repayment of loan and payment of interest.		
(B) Unsecured Borrowings		
Deposits from Associates	<u>4,799.46</u>	<u>4,932.96</u>
Total (B)	<u>4,799.46</u>	<u>4,932.96</u>
Total (A) +(B)	<u><u>4,799.46</u></u>	<u><u>5,075.83</u></u>
NOTE '4' - OTHER LONG TERM LIABILITIES		
Sundry Creditors	<u>58.62</u>	<u>52.66</u>
	<u>58.62</u>	<u>52.66</u>
NOTE '5' - LONG TERM PROVISIONS		
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	154.86	118.32
Add : Provided During the year	<u>56.00</u>	<u>36.54</u>
	210.86	154.86
Less : Debts & Advances considered Doubtful per contra	<u>210.04</u>	<u>154.86</u>
	0.82	-
Less : Surplus provision shown under Reserves & Surplus	<u>0.82</u>	-
	-	-
Provision for Gratuity	<u>146.67</u>	<u>144.86</u>
	<u>146.67</u>	<u>144.86</u>

**NOTES ANNEXED TO AND FORMING PART OF THE
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014 (Contd.)**

	AS AT <u>31.03.2014</u> (₹. in lacs)	AS AT <u>31.03.2013</u> (₹. in lacs)
NOTE '6' - SHORT TERM BORROWINGS		
A) Secured Borrowings from Bank		
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.)	432.68	288.99
B) Unsecured Borrowings from Others		
Other Deposits	61.89	59.93
Total	<u>494.57</u>	<u>348.92</u>

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

NOTE '7' - TRADE PAYABLE

Acceptances	955.22	1,218.94	
Sundry Creditors	<u>1,044.43</u>	<u>1,999.65</u>	<u>2,078.61</u>
	<u>1,999.65</u>		<u>2,078.61</u>

NOTE '8' - OTHER CURRENT LIABILITIES

Current Maturities of :			
Long Term Secured Debts	130.39		185.79
Unclaimed dividend	0.78		0.79
Interest on Loans accrued but not due on Borrowings	0.11		-
Advances from Customers	60.22		35.11
	<u>191.50</u>		<u>221.69</u>

NOTE '9' - SHORT TERM PROVISIONS

Provision for Tax (Advance Tax)	10.84		-
Provision for Leave Encashment	23.17		21.06
	<u>34.01</u>		<u>21.06</u>

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014 (Contd.)

NOTE '10' - FIXED ASSETS (At Cost)

(₹. in lacs)

TYPE OF ASSETS	Cost upto 31.3.2013	Additions/ Transfers during the Year	Deductions/ Transfers during the Year	Balance Cost upto 31.03.2014	Depreciation upto 31.3.2013	Depreciation for the year	Depreciation on sold Assets and on deductions written back	Depreciation Balance as on 31.03.2014	Net Book Value as on 31.03.2014	Net Book value as on 31.3.2013
TANGIBLE ASSETS:										
OWN ASSETS:										
Land - Freehold	7.10	-	-	7.10	-	-	-	-	7.10	7.10
Building	256.97	12.93	-	269.90	177.11	6.27	-	183.38	86.52	79.86
Machinery	3,860.79	83.18	5.53	3,938.44	1,724.80	154.58	5.53	1,873.85	2,064.59	2,135.99
Furniture & Fixtures	164.40	1.29	9.16	156.53	118.85	9.56	9.13	119.28	37.25	45.55
Vehicles	42.64	12.81	40.42	15.03	12.74	3.84	13.91	2.67	12.36	29.90
Sub-Total	4,331.90	110.21	55.11	4,387.00	2,033.50	174.25	28.57	2,179.18	2,207.82	2,298.40
LEASED ASSETS:										
Machinery (Given on lease)	144.95	2.67	-	147.62	48.53	10.03	-	58.56	89.06	96.42
Total (A)	4,476.85	112.88	55.11	4,534.62	2,082.03	184.28	28.57	2,237.74	2,296.88	2,394.82
INTANGIBLE ASSETS:										
Computer Software	49.21	0.10	0.53	48.78	26.77	5.26	0.53	31.50	17.28	22.44
Trade Mark	10.86	1.76	-	12.62	3.15	1.26	-	4.41	8.21	7.71
Product Branding	179.75	-	-	179.75	53.92	17.98	-	71.90	107.85	125.83
Total (B)	239.82	1.86	0.53	241.15	83.84	24.50	0.53	107.81	133.34	155.98
Total (A) + (B)	4,716.67	114.74	55.64	4,775.77	2,165.87	208.78	29.10	2,345.55	2,430.22	2,550.80
Previous year	4,510.45	208.87	2.65	4,716.67	1,959.34	207.30	0.77	2,165.87	2,550.80	2,551.11

NOTES ANNEXED TO AND FORMING PART OF THE
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014 (Contd.)

	AS AT 31.03.2014 (₹. in lacs)	AS AT 31.03.2013 (₹. in lacs)
NOTE '11' - NON CURRENT INVESTMENTS		
LONG TERM INVESTMENTS (AT COST)		
TRADE INVESTMENTS : EQUITY		
Investments In Associates;		
34,12,850 Equity shares of Pudumjee Pulp & Paper Mills Ltd. of Rs. 2/- each fully paid (quoted)	267.16	267.16
6,75,000 Equity shares of Pudumjee Plant Laboratories Ltd. of Rs. 10/- each. fully paid (unquoted)	60.00	60.00
Investment In Partnership firm:		
Investment in Capital of Prime Developers	-	1.00
	327.16	328.16
Less : Provision for Diminution in value of Long term Investments deducted per contra	60.00	60.00
	267.16	268.16
Aggregate amount of quoted investments		
Cost	267.16	267.16
Market Value	387.36	380.53
Aggregate amount of unquoted investments		
Cost	60.00	61.00

**NOTES ANNEXED TO AND FORMING PART OF THE
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014 (Contd.)**

	AS AT 31.03.2014 <u>(₹. in lacs)</u>	AS AT 31.03.2013 <u>(₹. in lacs)</u>
NOTE '12' - LONG TERM LOANS & ADVANCES		
(Unsecured, considered good unless otherwise stated)		
Prepaid Expenses	4.74	1.13
Security Deposits	56.75	79.51
Loans & Advances to Associates	1,076.13	921.92
Advance Income Tax	75.34	54.63
(Less Provision for Tax)		
Other Advances	271.01	279.06
Less : Provision for Doubtful Advances deducted per contra	<u>3.01</u>	<u>3.39</u>
	<u>268.00</u>	<u>275.67</u>
	<u>1,480.96</u>	<u>1,332.86</u>
NOTE '13' - INVENTORIES		
Raw material (At cost)	959.99	1,179.23
Raw material in Transit (At Cost)	7.88	4.09
Work-in-process (At cost)	233.14	130.71
Finished Paper	759.15	323.11
(At lower of cost or market value.)		
Finished Paper in Transit	14.02	-
(At lower of cost or market value.)		
Trade Goods (At Cost)	431.24	594.85
Stores, Spare Parts Etc.(At Cost)	514.56	415.27
Stores, Spare Parts Etc. in Transit (At Cost)	-	13.28
Loose Tools (At Cost)	0.09	0.17
	<u>2,920.07</u>	<u>2,660.71</u>
NOTE '14' - TRADE RECEIVABLES (Unsecured)		
Debts outstanding for a period exceeding six months from due date		
Considered Good	17.49	143.27
Considered Doubtful	<u>207.03</u>	<u>151.47</u>
	224.52	294.74
Other Debts		
Considered Good	<u>2,398.17</u>	<u>2,647.41</u>
	2,622.69	2,942.15
Less : Provision for Doubtful Debts deducted per contra	<u>207.03</u>	<u>151.47</u>
	<u>2,415.66</u>	<u>2,790.68</u>
	<u>2,415.66</u>	<u>2,790.68</u>

**NOTES ANNEXED TO AND FORMING PART OF THE
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014 (Contd.)**

	AS AT 31.03.2014 <u>(₹. in lacs)</u>	AS AT 31.03.2013 <u>(₹. in lacs)</u>
NOTE '15' - CASH & BANK BALANCES		
Cash on hand as per books	4.30	2.53
On other accounts with Banks	23.18	38.13
Cheques on hand	47.98	40.77
Deposit with Bank for Margin Money (with maturity beyond 12 months Rs.11.60 lacs, Previous year Rs.6.50 Lacs)	11.60	15.19
On other Deposit Account with Bank (with maturity beyond 12 months Rs.0.32 lac, Previous Rs.2.30 lacs)	1.82	2.30
Unpaid Dividends with Banks	0.78	0.79
	<u>89.66</u>	<u>99.71</u>
NOTE '16' - SHORT TERM LOANS & ADVANCES		
(Unsecured, Considered Good other than Related parties)		
Prepaid Expenses	19.06	26.69
Security Deposit	1.00	0.43
Current account with a firm in which the Company is a partner	-	110.94
Advance Income Tax for Current year (Less Provision for Current year Tax)	-	15.66
Advances to employees of the Company	1.72	1.87
Balance with Government Authorities	105.91	67.40
Advances to Suppliers	47.12	231.20
Sundry Advances	78.92	28.98
	<u>253.73</u>	<u>483.17</u>

**NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2014**

	<u>YEAR ENDED</u> 31.03.2014		<u>YEAR ENDED</u> 31.03.2013	
	(₹. in lacs)		(₹. in lacs)	
NOTE '17' - REVENUE FROM OPERATIONS				
PAPER	14,170.03		14,123.08	
Less : Excise Duty	<u>839.70</u>	13,330.33	<u>847.35</u>	13,275.73
TRADE SALE		4,917.67		3,893.13
MISCELLANEOUS SALES	32.44		16.08	
Less : Excise Duty	<u>1.22</u>	31.22	<u>0.21</u>	15.87
OTHER OPERATING REVENUE		<u>42.22</u>		<u>32.44</u>
NET REVENUE FROM OPERATIONS		<u><u>18,321.44</u></u>		<u><u>17,217.17</u></u>
NOTE '18' - OTHER INCOME				
DIVIDENDS				
Others		10.24		10.24
MISCELLANEOUS INCOME		24.80		24.71
INTEREST RECEIVED FROM OTHERS		120.24		100.50
		<u><u>155.28</u></u>		<u><u>135.45</u></u>
NOTE '19' - COST OF MATERIAL CONSUMED				
CONSUMPTION OF RAW MATERIALS		7,970.23		7,119.54
CONSUMPTION OF STORES COLOURS, CHEMICALS etc.		<u>744.40</u>		<u>663.01</u>
		<u><u>8,714.63</u></u>		<u><u>7,782.55</u></u>
NOTE '20' - CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROCESS AND STOCK-IN-TRADE				
STOCK AT COMMENCEMENT				
Finished Paper	323.11		1,074.93	
Trade Goods (At Cost)	594.85		600.98	
Work-in-Process				
- Pulp	30.03		1.68	
- Paper	<u>100.68</u>	1,048.67	<u>172.21</u>	1,849.80
STOCK AT CLOSE				
Finished Paper	773.17		323.11	
Trade Goods (At Cost)	431.24		594.85	
Work-in-Process				
- Pulp	23.02		30.03	
- Paper	<u>210.12</u>	1,437.55	<u>100.68</u>	1,048.67
		<u><u>(388.88)</u></u>		<u><u>801.13</u></u>

**NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)**

	YEAR ENDED 31.03.2014		YEAR ENDED 31.03.2013
	(₹. in lacs)		(₹. in lacs)
NOTE '21' - EMPLOYEES' COST			
SALARIES, WAGES, BONUS etc.			
Salaries, Wages, Gratuity & Bonus	667.26		649.89
Contribution to Provident & Other			
Funds (Including Administrative Charges)	44.94		44.35
Employees State Insurance	0.47		1.76
Workmen & Staff Welfare Expenses	18.72		21.10
	<u>731.39</u>		<u>717.10</u>
NOTE '22' - INTEREST & FINANCIAL COST			
INTEREST ON BORROWINGS	695.01	605.82	
OTHER FINANCIAL CHARGES	<u>64.75</u>	<u>53.52</u>	
	759.76		659.34
LESS : INTEREST RECEIVED ON TRADE DEBTS	<u>39.24</u>		<u>64.14</u>
	<u>720.52</u>		<u>595.20</u>
NOTE '23' - OTHER EXPENSES			
PROCESSING CHARGES	285.72		317.65
FUEL, POWER & WATER	2492.39		2494.15
RENT	72.33		69.25
RATES & TAXES	12.27		11.17
REPAIRS & MAINTENANCE			
Machinery	292.99	248.12	
Buildings	26.09	3.67	
Others	<u>2.15</u>	<u>1.69</u>	253.48
INSURANCE	9.11		7.78
PACKING,CARTAGE,CUTTING,BALING,FREIGHT ETC.	455.20		396.17
DEVELOPMENT & RESEARCH EXPENSES	6.41		5.98
COMMISSION ON SALES	80.35		51.70
BAD DEBTS & ADVANCES WRITTEN OFF	0.69		15.65
DIRECTORS' FEES	0.41		0.32
EXCISE DUTY ON STOCK	29.89		(42.69)
PROVISION FOR DOUBTFUL DEBTS	56.00		36.54
LOSS ON SALE /DISCARD OF ASSETS	0.03		-
OFFICE & MISCELLANEOUS EXPENSES	334.72		349.18
	<u>4,156.75</u>		<u>3,966.33</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, 2014**

NOTE '24'

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

- a) Investments are classified into current and long term investments. Current Investments are stated at lower of cost and fair value. Long Term Investments are stated at cost, less provision for permanent diminution in value, if any.
- b) 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 that on the other Assets on written Down Value method in accordance with Schedule XIV of the Companies Act, 1956 as in force as on the date of Balance Sheet. Depreciation/Amortisation is charged @10% on Trade Mark and Product Branding.
- 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) 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) Factors giving rise to any indication of any impairment of the carrying amount of the assets are appraised at each balance sheet date to determine and provide /revert an impairment loss following accounting standard AS-28 for impairment of assets.

	AS AT 31.03.2014	AS AT 31.03.2013
24.2 Basic & Diluted EPS:		
a) Net profit/(Loss) after tax as per Profit & Loss Account After current and deferred Tax	₹ (184.09) Lacs	(228.21) 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)	₹ (1.02)	(1.27)

PUDUMJEE INDUSTRIES LIMITED

NOTE '24' (Contd.)

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

	AS AT	AS AT
	31.03.2014	31.03.2013
	(₹ in lacs)	(₹ in lacs)
In respect of Depreciation	347	324
In respect of allowances and disallowances under various provisions of Income Tax Act.	(182)	(120)
Business Loss	(24)	(131)
Net Deferred Tax Liability	<u>141</u>	<u>73</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 31st March, 2014
- c) No Deferred Tax Asset has been recognised in respect of losses of subsidiary companies in view of prevailing circumstances.

24.4 Related Party Disclosures (Accounting Standard 18)

a) **Associate Companies / Firms**

Pudumjee Pulp & Paper Mills Ltd.
Pudumjee Plant Laboratories Ltd.
Pudumjee Investments and Finance Co.Ltd.
Pudumjee - G. Corp. Developers

b) **Key Managerial Personnel**

Mr. S. M. Jatia (Up to 31.08.2013)
Managing Director

Mr. G.N.Jajodia
Executive Director

NOTE '24' (Contd.)

c) Transactions with related Parties	2013-2014	(₹ in lacs)	
	(2012-2013)	Maximum during the year	Key Management personnel
	Associate Companies/Firm		
a) i) Interest bearing Inter Corporate Deposits etc.obtained during the year	5,852.00 (3,135.00)		
ii) Interest bearing Inter Corporate Deposits etc.given during the year	137.35 (121.05)		
b) i) Interest paid during the year	580.09 (416.08)		
ii) Interest charged during the year	117.64 (98.52)		
c) Inter corporate deposits etc. receivable/payable including interest. Pudumjee Pulp & Paper Mills Ltd.(payable)	4,703.79 (4,540.18)		
d) Inter corporate deposits Given outstanding including interest Pudumjee Plant Laboratories Ltd.	1,076.13 (921.92)	921.92 (921.92)	
e) Sales made during the year	408.90 (8.75)		
f) Dividend Received	10.24 (10.24)		
g) Share of Loss from Firm	110.84 (-)		
h) Purchases/Processing charges of goods made during the year	1,660.45 (1,652.07)		
i) Reimbursement of common services and purchase of utilities during the year.	114.69 (42.89)		
j) Remuneration paid	— (—)		18.27 (11.87)
k) Outstanding as Creditor as on 31.3.14 Pudumjee Pulp and Paper Mills Ltd.	169.42 (153.03)		
l) Amount Receivable- as on 31.3.14 Prime Developers (Partners current A/c.)	— (110.94)	— (110.94)	
m) Share of Profit from Firm	— (1.07)		

(Figures in brackets relate to previous year)

PUDUMJEE INDUSTRIES LIMITED

NOTE '24' - (Contd.)

24.5 Segment Reporting (Accounting Standard 17)

Information about business segments.

(₹ in Lacs)

31.03.2014

(31.03.2013)

PAPER HYGIENE
AND OTHER
PRODUCTS

TOTAL

SEGMENT REVENUE

From External Customers

13,797.71 **4,523.73** **18,321.44**
(13,358.34) (3,858.83) (17,217.17)

From Inter Segments

— — —
(—) (—) (—)

Total Revenue

13,797.71 **4,523.73** **18,321.44**
(13,358.34) (3,858.83) (17,217.17)

SEGMENT RESULTS

714.74 **-112.80** **601.94**
(388.21) (-156.83) (231.38)

Unallocated corporated expenses

18.88
(12.57)

Operating Profit/(Loss)

583.06
(218.81)

Interest Expenses

695.03
(606.67)

Interest Income & Dividend Income

169.72
(174.88)

Income from Partnership firm (engaged in Real Estate Activity)

-110.84
(1.07)

Expenditure in respect of Investments

—
(—)

Income Taxes including Deferred Tax

131.00
(16.00)

Profit/(Loss) from ordinary activities

-184.09
(-228.21)

Extra ordinary Income/(Expenditure)

—
(—)

Net Profit/(Loss) as per Profit & Loss Account

-184.09
(-228.21)

OTHER INFORMATION

Total carrying amount of Segment Assets

7,028.63 **1,416.70** **8,445.33**
(7,325.67) (1,609.43) (8,935.10)

Add: Unallocated Corporate Assets

1,419.30
(1,261.16)

Total Assets as per Balance Sheet

9,864.63
(10,196.26)

Total carrying amount of Segment Liabilities

1,957.11 **331.33** **2,288.44**
(2,091.70) (243.49) (2,335.19)

Add: Unallocated Corporate Liabilities

7,576.19
(7,861.07)

Total Liabilities as per Balance Sheet

9,864.63
(10,196.26)

NOTE '24' - (Contd.)

24.5 Segment Reporting (Accounting Standard 17)	₹ in Lacs)		31.03.2014
			(31.03.2013)
Information about business segments.	PAPER	HYGIENE AND OTHER PRODUCTS	TOTAL
Capital expenditure incurred during the year	40.72 (209.15)	10.42 (1.39)	51.14 (210.54)
Depreciation for the year	173.99 (166.72)	34.79 (40.58)	208.78 (207.30)
Other Non cash Expenditure	— (—)	— (—)	— (—)
Sales Revenue by geographical Segments			
INDIA	12,579.42 (12,290.26)	4,523.73 (3,858.83)	17,103.15 (16,149.09)
OUTSIDE INDIA	1,218.29 (1,068.08)	— (—)	1,218.29 (1,068.08)
	13,797.71 (13,358.34)	4,523.73 (3,858.83)	18,321.44 (17,217.17)

- (i) The Paper segment relates to manufacture & marketing of Pulp & Paper, Hygiene segment relates to Marketing and distribution of Hygiene & other Products.
- (ii) Figures in bracket relate to previous year.

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

- a 1. A Subsidiary Company had entered into lease agreements for commercial as well as for residential premises on usual terms and conditions for period ranging from 11 months to 10 years by placing refundable deposits. In respect of this agreement the future minimum lease payment is as under:

Particulars	Warehouse & Administrative	
	31-Mar-2014	31-Mar-2013
i) not later than one year	₹ 48.07 lacs	₹ 44.94 lacs
ii) later than one year and not later than five years	₹ 25.18 lacs	₹ 71.90 lacs
iii) later than five years	NIL	NIL

2. All such lease payments are recognized in Profit & Loss Account as rent paid.

- b. A Subsidiary Company has entered into lease agreement in terms of which it has given plant and machinery on lease on the usual terms and conditions and such payments received have been recognized in the Profit & Loss Account. Rs.13.16 lacs (Last year Rs.13.74 lacs)

PUDUMJEE INDUSTRIES LIMITED

NOTE '24' - (Contd.)

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

	<u>2013-2014</u>	<u>2012-2013</u>
	(₹ In lacs)	(₹ In lacs)
Audit fees	3.24	3.24
Taxation matters	0.70	0.70
Others	2.53	2.03
	<u>6.47</u>	<u>5.97</u>

24.8 Land admeasuring about 1,400sq.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.

24.9 The details of the firm 'Prime Developers' in which the parent Company has invested are as under

Name of the Partners	Capital		Sharing Ratio	
	2013-14 (₹ in lacs)	2012-13 (₹ in lacs)	Profit	Loss
Prime Textiles Ltd.	—	1.00	50.00%	66.66%
Pudumjee Industries Ltd.	—	1.00	12.50%	16.67%
Aristo Realty Developers Ltd.	—		25.00%	—
Suma Commercial Pvt.Ltd.	—		12.50%	16.67%
Share of Profit/(Loss) during the year	(110.84)	1.07		
	Lacs	Lacs		

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.

NOTE '24' - (Contd.)

24.11a Details of Subsidiary / Associate Companies:

Name of the Company	Country of Incorporation	Proportion of Ownership interest	Minority Interest	Financial Accounting Year ended
I) Subsidiary Companies				
a) Pudumjee Hygiene Products Ltd.	India	100 %	Nil	31.03.2014
b) Pudumjee Holding Ltd.	India	100 %	Nil	31.03.2014
II) Associate Companies / Firms				
a) Pudumjee Pulp & Paper Mills Ltd.	India	8.32 %	N.A.	31.03.2014
b) Pudumjee Plant Laboratories Ltd.	India	27.11 %	N.A.	31.03.2014
c) Pudumjee Investments and Finance Co.Ltd.	India	Nil	N.A.	31.03.2014
d) Prime Developers (Firm)	India	50 %	N.A.	31.03.2014
e) Pudumjee - G.Corp.Developers.	India	Nil	N.A.	31.03.2014

b) i) Subsidiary Companies of the parent company Pudumjee Industries Ltd. have incurred losses of Rs.254.12 lacs (Previous year Rs.298.42 lacs) for the year ending 31 st March,2014 which has been appropriately dealt with in these consolidated financial statements.

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

c) Financial information of Pudumjee Hygiene Products Ltd.subsidiary of the parent company

	Pudumjee Hygiene Products Ltd.		Pudumjee Holding Ltd.	
	31.3.2014	31.3.2013	31.3.2014	31.3.2013
	(₹ in lacs)	(₹ in lacs)	(₹ in lacs)	(₹ in lacs)
i) Share Capital	1,500.00	1,500.00	5.00	5.00
ii) Reserves	(2,152.57)	(1,901.28)	(3.03)	(2.99)
iii) Total Assets	1,420.95	1,613.68	2.08	2.12
iv) Total Liabilities	1,420.95	1,613.68	2.08	2.12
v) Investments	—	—	—	—
vi) Turnover	4,523.73	3,858.83	—	—
vii) Profit/(Loss) Before Taxation	(254.08)	(298.04)	(0.04)	(0.38)
viii) Provision for Taxation	—	—	—	—
ix) Profit/(Loss) After Taxation	(254.08)	(298.04)	(0.04)	(0.38)
x) Proposed Dividend	—	—	—	—

PUDUMJEE INDUSTRIES LIMITED

NOTE '24' - (Contd.)

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

	AS AT 31.03.2014 (Rs. In lacs)	AS AT 31.03.2013 (Rs. In lacs)
(i) Bank Gurantees and Letter of credit in favour of suppliers of raw materials, Spares etc.*	1,189.06	1,360.69
(ii) Claims against the Companies not acknowledged as debts for excise duty, property tax, and commercial claims etc.**	503.43	477.84
* 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.	-	7.98

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

- An amount of Rs.35.84 lacs (last year Rs.35.64 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 31.03.2014 :

	2013-2014		2012-2013	
	Gratuity Partly funded (Rs. in lacs)	Leave Encashment (Unfunded) (Rs. in lacs)	Gratuity Partly funded (Rs. in lacs)	Leave Encashment (Unfunded) (Rs. in lacs)
I) The present value of defined benefit obligations at the commencement of the Year	250.85	21.06	231.39	16.37
ii) Current Service cost	13.09	2.53	13.70	4.23
iii) Interest cost	18.41	1.68	19.69	1.39
iv) Actuarial (Gain)/Loss	2.16	4.06	20.10	2.39
v) Benefits Paid	(50.19)	(6.15)	(34.03)	(3.32)
vi) Past Service Cost	—	—	—	—
vii) The present value of defined benefit obligations at the close of the Year	234.32	23.18	250.85	21.06
viii) The fair value of plan assets at the close of the year	88.09	—	105.99	—
ix) The Past service cost not yet recognized	—	—	—	—
x) Expected Return of Plan Assets	(7.08)	—	(9.30)	—
ix) Written back in Profit & Loss Account	—	—	(0.17)	—

Expenses aggregating ₹ 35.55 lacs (last year ₹. 54.56 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."

NOTE '24' - (Contd.)

d) Actuarial assumptions

	2013-2014		2012-2013	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
i) Rate of interest (per annum) Parent Co.	9.00%	9.00%	8.00%	8.00%
Subsidiary Co-	9.00%	—	8.25%	—
ii) Salary growth (per annum) Parent Co-	7.00%	7.00%	6.50%	6.00%
Subsidiary Co-	6.00%	—	6.00%	—
iii) Withdrawal rate (Per annum)	1.00%	1.00%	1.00%	1.00%
iv) Expected return on Plan Assets	8.75%	—	9.15%	—
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

On behalf of the Board

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

VINOD KUMAR JATIA
Director

Y. P. SHUKLA
Proprietor

J. W. PATIL
Assistant Company Secretary

S. V. DUPPALIWAR
Chief Financial Officer

R. C. SARAF
Director

Place : Mumbai
Dated : 17th May, 2014

Place : Mumbai
Dated : 17th May, 2014

PUDUMJEE INDUSTRIES LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(Pursuant to clause 32 of the listing agreements with Stock Exchanges)

Particulars	2013-2014 (₹ In lacs)	2012-2013 (₹ In lacs)
A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) before Taxation & Prior Period items	-53.09	-212.21
Adjustments For :		
Depreciation	208.78	207.30
Interest and Financial Charges (Considered Separately)	759.76	595.20
Loss on Sale of Assets	0.03	-
Provision for Doubtful Debts	55.56	36.54
Other Income (Considered Separately)	(130.48)	(110.74)
Share of (Profit)/Loss of Partnership Firm	110.84	(1.07)
	<u>1004.49</u>	<u>727.23</u>
	<u>951.40</u>	<u>515.02</u>
Operating Profit before Working Capital Changes		
(Increase)/Decrease in Inventories	(259.36)	498.22
(Increase)/Decrease in Debtors	320.28	(303.27)
(Increase)/Decrease in Advances	86.39	(95.84)
Increase /(Decrease) in Liabilities	(43.87)	237.58
	<u>103.44</u>	<u>336.69</u>
Cash(Used in) Generated from operations	<u>1054.84</u>	851.71
Income Tax (paid) / Refund Received (Net)	(29.13)	-
Cash flow before Extraordinary items	<u>1025.71</u>	851.71
(Expenses) /Income of earlier years	2.79	1.14
Net Cash(used in)/from Operating Activities	<u>1,028.50</u>	<u>852.85</u>
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase Of Fixed Assets	(111.74)	(210.54)
Sale Proceeds Of Fixed Assets	26.51	1.88
Interest Received	92.16	131.24
Dividend Received	10.24	10.24
Proceeds from refund of Investment	1.00	-
Share of Profit/(Loss) of Partnership Firm	(110.84)	1.07
Net Cash(used in)/from Investing Activities	<u>(92.67)</u>	<u>(66.11)</u>
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/Repayment of long term borrowings (Net)	(331.77)	5058.64
Proceeds/Repayment of Short term borrowings (Net)	145.65	(5171.72)
Payment of Interest	(759.76)	(660.08)
Net Cash(used in)/from Financing Activities	<u>(945.88)</u>	<u>(773.16)</u>
Net change in cash & Cash Equivalents (A+B+C)	<u>(10.05)</u>	13.58
Cash & Cash Equivalents (Opening Balance)	<u>99.71</u>	86.13
Cash & Cash Equivalents (Closing Balance)	<u>89.66</u>	99.71

Note: Figures in brackets represent Cash Outflows.

NOTES AS PER NOTE "24"

Examined and Found Correct

On behalf of the Board

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

VINOD KUMAR JATIA
Director

Y. P. SHUKLA
Proprietor

J. W. PATIL
Assistant Company Secretary

S. V. DUPPALIWAR
Chief Financial Officer

R. C. SARAF
Director

Place : Mumbai
Dated : 17th May, 2014

Place : Mumbai
Dated : 17th May, 2014

PROXY FORM

[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 Shares 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 49th Annual general meeting of the company, to be held on the Monday, the 15th day of September, 2014 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).

- | | | | |
|---|--------------------------|--|--------------------------|
| 1. Adoption of Accounts & Reports | <input type="checkbox"/> | 7. Appointment of Mr. R. P. Shroff as an Independent Director | <input type="checkbox"/> |
| 2. Appointment of Director retiring by rotation | <input type="checkbox"/> | 8. Appointment of Mr. Vinod Kumar Jatia as an Independent Director | <input type="checkbox"/> |
| 3. Appointment of Auditor | <input type="checkbox"/> | 9. Appointment of Director in place of Mrs. Poonam Jatia | <input type="checkbox"/> |
| 4. Appointment of Mr. A. S. Dayal as an Independent Director | <input type="checkbox"/> | 10. Appointment of Mr. G. N. Jajodia as Executive Director | <input type="checkbox"/> |
| 5. Appointment of Mr. R. C. Saraf as an Independent Director | <input type="checkbox"/> | 11. Consent for Borrowing powers u/s 180(1)(c) | <input type="checkbox"/> |
| 6. Appointment of Mr. A. K. Somany as an Independent Director | <input type="checkbox"/> | 12. Consent for acceptance of Fixed Deposits from Members | <input type="checkbox"/> |

Signed this.....day of2014.

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.

BOOK-POST

If undelivered, please return to :

Pudumjee Industries Ltd.,

Thergaon, Pune – 411 033.