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**Board of Directors**

Sri Baburam Goel	- Chairman
Sri Pankaj Goel	- Managing Director
Sri Paras Goel	- Joint Managing Director
Sri. Ishoo Narang	- Director
Sri. T Prasad Reddy	- Director
Sri Manohar Ramavat	- Director

**Audit Committee**

Sri T. Prasad Reddy	- Chairman
Sri Ishoo Narang	- Member
Sri Manohar Ramavat	- Member

**Remuneration Committee**

Sri. Manohar Ramavat	- Chairman
Sri. Ishoo Narang	- Member
Sri. T. Prasad Reddy	- Member

**Share Transfer & Investor Grievance Committee**

Sri. Ishoo Narang	- Chairman
Sri. Pankaj Goel	- Member
Sri. Paras Goel	- Member

**Compliance Officer**

Sri. Ravi Venkata Kiran

**Registered Office**

"E" Block, V Floor,  
105, Surya Towers, Sardar Patel Road,  
Secundrabad-500003

**Auditors**

M/s Luharuka & Associates  
5-4-184/3 & 4, Soham Mansion  
2nd Floor, M.G. Road  
Secundrabad-500003

**Bankers**

Industrial Development Bank of India Ltd.  
H.No.3-3-54/A, Kachiguda Station Road,  
Hyderabad - 500027.

**Share Transfer Agents**

M/s Karvy Computershare Private Limited  
Plot No. 17-24, Vittal Rao Nagar, Madhapur,  
Hyderabad -500 081.

Listing - Bombay Stock Exchange Limited (BSE), Mumbai

**Works**

**Unit - I**

U-63, Electronic Zone  
MIDC, Hingna Industrial Estate,  
Nagpur - 440016,  
Maharashtra

**Unit - II**

Plot No. D-46 & 47, Phase-V,  
IDA, Jeedimetla,  
Hyderabad 500055  
Telangana.

**NOTICE**

Notice is hereby given that the 22nd Annual General Meeting of the members of M/s Pankaj Polymers Limited (CIN: L24134TG1992PLC014419) will be held on Friday the 26th day of September 2014 at 10.30 A.M. at Lions Bhavan, 1-8-179, Lakhapath Building, Behind HDFC Bank, Paradise Circle, Secunderabad - 500 003 to transact the following items of business:

**Ordinary Business:**

1. To Receive, Consider and Adopt the Audited Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the year ended 31st March 2014, together with the reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Sri.Baburam Goel, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. Luharuka & Associates, Chartered Accountants, Hyderabad (Reg. No.01882S) as Auditors of the Company to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorise the Board of Directors of the Company to fix their remuneration.

**Special Business:**

4. Appointment of Sri. Prasad Reddy Tamma as a 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri. Prasad Reddy Tamma (holding DIN 0297027), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st August, 2019."

5. Appointment of Sri. Ishoo Narang as a 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri. Ishoo Narang (holding DIN 0459544), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st August, 2019."

6. Appointment of Sri. Manohar Ramawat as a 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri.



Manohar Ramawat (holding DIN 0459544), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st August, 2019."

**7. Appointment of Sri. Pankaj Goel as Managing 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 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Sri. Pankaj Goel (holding DIN 0010059), Managing Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Managing Director, be and is hereby appointed as a Managing Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956), the consent of the Company, be and is hereby accorded to the appointment of Sri. Pankaj Goel (holding DIN 0010059) as Managing Director of the Company for a period of Five years effective from 01st April 2014, with remuneration on the terms and conditions of appointment as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Sri. Pankaj Goel."

The material terms of appointment and remuneration as contained in the draft Agreement are given below: -

**I. Salary: Rs.80,000/- per month.**

Commission : Commission will be allowed in addition to Salary and Perquisites, the amount of which, based on the net profits of the Company in a particular year, shall be subject to the overall ceilings laid down in Sections 198 and 309 of the Act.

**II. Perquisites :**

1. A) Housing: The expenditure incurred by the Company on hiring accommodation for the Managing Director shall be subject to a ceiling of 50% of Salary.

In case accommodation for Managing Director is provided by the Company, the expenditure incurred by the Company on hiring accommodation will be subject to a ceiling of 50% (fifty percent) of the salary of Managing Director.

B) The expenditure incurred by the Company on gas, electricity, water and furnishing will be valued as per the Income Tax Rules, 1962. This will, however, be subject to a ceiling of 10% of Salary of the Managing Director.

2. Medical Reimbursement: Expenses incurred for the Managing Director and family, subject to a ceiling of one month's salary in a year or three month's salary in a block of three years.



3. Leave Travel Concession: For the Managing Director and his family consisting of spouse, dependent children and dependent parents once in a year incurred in accordance with the rules specified by the Company.
4. Personal Accident Insurance: Premium not exceeding Rs.10,000/- per annum.
5. Club Fees: Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

**III. Other Perquisites:**

- i) Contribution towards Provident Fund and Superannuation Fund/Pension Fund to the extent either these singly or put together are not taxable under the Income Tax Act, 1961 and encashment of leave at the end of tenure will not be included in the computation of the ceiling on remuneration.
- ii) Gratuity payable in accordance with the rules of the Company will not be included in the computation of ceiling on remuneration.
- iii) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Managing Director.
- iv) Earned/Privilege Leave on full pay and allowance as per rules of the Company. Leave accumulated but not availed during his tenure may be allowed for encashed as per the rules of the Company.

**IV) Minimum Remuneration:**

Notwithstanding anything herein contained, where in any financial year during the period of his office as a Whole-time Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Sri.Pankaj Goel remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 (corresponding to Para 1 of Section II of Part II of Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Sri.PankajGoel.

**V) Other Terms:**

Sri. Pankaj Goel shall, subject to the superintendence, control and direction of the Board of Directors, manage and conduct the business affairs of the Company. He shall not be paid any sitting fee for attending meetings of the Board or Committee thereof.

The appointment can be terminated by Sri. Pankaj Goel or the Company, by one party giving to the other 3(three) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

The period of office of Sri. Pankaj Goel shall be liable to determination by retirement of directors by rotation. If Sri. Pankaj Goel is re-appointed as a director, immediately on retirement by rotation he shall continue to hold office of Managing Director and such re-appointment as director shall not be deemed to constitute break in his appointment as a Joint Managing Director.

**8. Appointment of Sri. Paras Goel as Joint Managing 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 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment



thereof for the time being in force), Sri. Paras Goel (holding DIN 0010086), Joint Managing Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Joint Managing Director, be and is hereby appointed as a Joint Managing Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

**RESOLVED FURTHER** that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956), the consent of the Company, be and is hereby accorded to the appointment of Sri. Paras Goel (holding DIN 0010086) as Joint Managing Director of the Company for a period of Five years effective from 01st August 2014, with remuneration on the terms and conditions of appointment as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Sri. Paras Goel."

The material terms of appointment and remuneration as contained in the draft Agreement are given below: -

**I. Salary: Rs 75,000/- per month.**

Commission : Commission will be allowed in addition to Salary and Perquisites, the amount of which, based on the net profits of the Company in a particular year, shall be subject to the overall ceilings laid down in Sections 198 and 309 of the Act.

**II. Perquisites :**

1. A) Housing: The expenditure incurred by the Company on hiring accommodation for the Managing Director shall be subject to a ceiling of 50% of Salary.

In case accommodation for Managing Director is provided by the Company, the expenditure incurred by the Company on hiring accommodation will be subject to a ceiling of 50% (fifty percent) of the salary of Joint Managing Director.

- B) The expenditure incurred by the Company on gas, electricity, water and furnishing will be valued as per the Income Tax Rules, 1962. This will, however, be subject to a ceiling of 10% of Salary of the Managing Director.
2. Medical Reimbursement: Expenses incurred for the Joint Managing Director and family, subject to a ceiling of one month's salary in a year or three month's salary in a block of three years.
3. Leave Travel Concession: For the Joint Managing Director and his family consisting of spouse, dependent children and dependent parents once in a year incurred in accordance with the rules specified by the Company.
4. Personal Accident Insurance: Premium not exceeding Rs.10,000/- per annum.
5. Club Fees: Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

**III. Other Perquisites:**

- i) Contribution towards Provident Fund and Superannuation Fund/Pension Fund to the extent either these singly or put together are not taxable under the Income Tax Act, 1961 and encashment of leave at the end of tenure will not be included in the computation of the ceiling on remuneration.
- ii) Gratuity payable in accordance with the rules of the Company will not be included in the computation of ceiling on remuneration.
- iii) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Joint Managing Director.
- iv) Earned/Privilege Leave on full pay and allowance as per rules of the Company. Leave accumulated but not availed during his tenure may be allowed for encashed as per the rules of the Company.

**IV) Minimum Remuneration:**

Notwithstanding anything herein contained, where in any financial year during the period of his office as a Whole-time Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Sri.Paras Goel remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 (corresponding to Para 1 of Section II of Part II of Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Sri.Paras Goel.

**V) Other Terms:**

Sri. Paras Goel shall, subject to the superintendence, control and direction of the Board of Directors, manage and conduct the business affairs of the Company. He shall not be paid any sitting fee for attending meetings of the Board or Committee thereof.

The appointment can be terminated by Sri. Paras Goel or the Company, by one party giving to the other 3(three) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

The period of office of Sri.Paras Goel shall be liable to determination by retirement of directors by rotation. If Sri. Paras Goel is re-appointed as a director, immediately on retirement by rotation he shall continue to hold office of Joint Managing Director and such re-appointment as director shall not be deemed to constitute break in his appointment as a Joint Managing Director.

**9. Authorisation for borrowing powers**

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

"RESOLVED THAT, in modification of the resolution, limiting the borrowing powers of the Board of Directors of the Company upto Rs. 10 crores (Rupees Ten Crores only) in excess of the aggregate of the paid up capital of the company and its free reserves of the Company be and is hereby authorized under Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 to borrow from time to time all such sums of money as they may deem requisite for the purpose of the business of the Company provided that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed the aggregate of the paid up capital and free reserves by more than Rs. 10 crores (Rupees Ten Crore only)."



10. Payment of Remuneration to cost auditor for the financial year ending March 31, 2015

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies act 2013 ("ACT") , Rules framed thereunder, as amended from time to time and such other permissions as may be necessary , the members hereby ratify the remuneration of Rs 10,000 plus Service tax, payable to M/S KJU & Associates, Cost accountants, who are appointed by the Board Of Directors of the Company to conduct audit of Cost records pertaining to motor vehicle and other relevant product groups maintained by the Company for the Financial Year Ending March 31, 2015."

"RESOLVED FURTHER THAT the Board of Directors of the company be and is here by authorized to do all necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

BY ORDER OF THE BOARD

Sd/-

PANKAJ GOEL

MANAGING DIRECTOR

Place: Secunderabad  
Date: 14.08.2014





Note:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing proxy should however be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
3. Members holding shares in physical form are requested to lodge all valid transfers, transmission of shares, power of attorney and also notify change in address, if any to the Registrar and Transfer Agents (RTA), M/s. Karvy Computershare Private Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad-500081.
4. Members / Proxies should bring the duly filled Attendance Slips enclosed herewith to attend the meeting.
5. The Register of Directors and Key Managerial personal and their shareholding, maintained under Section 170 of the Companies Act 2013, will be available for inspection by the Members at the AGM.
6. Register of members of the Company and Share Transfer Books will remain closed from Tuesday, the 23rd September 2014 to Friday 26th day of September 2014 (both days inclusive).
7. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name etc., to their Depository Participants (DP).
8. Members desiring any information as regards accounts are requested to write to the Company at least seven days before the date of the meeting to enable the management to keep the information ready at the meeting.
9. Copies of Annual Report 2014 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2014 are being sent by the permitted mode.
10. The notice of 22nd AGM and instructions for e-voting, along with the Attendance slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with company / Depository Participant(s) unless a member has requested for the hard copy of the same.
11. For members who have not registered their email addresses, physical copies of the Annual Report 2014 are being sent by the permitted mode.
12. Members may also note that the Notice of the 22nd AGM and Annual Report 2014 will be available on the Company's website [www.pankajpolymers.com](http://www.pankajpolymers.com). The physical copy of the 22nd AGM will be available at the Registered office of the company on working hours from Monday to Friday. Members who require Annual Report in physical form or any queries may write to us [info@pankajpolymers.com](mailto:info@pankajpolymers.com).
13. The shares of the Company are listed at the Bombay Stock Exchange Limited, Mumbai. The Listing Fee for the year 2014-15 has been paid to Stock Exchange.
14. Information required under Listing Agreement entered into with the Stock Exchange(s) with respect to the Directors retiring by rotation and Directors who are retiring at this Annual General Meeting is given under the head "Corporate Governance".



15. Members who hold shares in dematerialized form are requested to bring their client ID and DP IDs for easier identification of attendance at the meeting.
16. Shareholders holding shares in physical form are invited to contribute to the cause of Green Initiative by registering their e-mail ID, by submitting the E-COMMUNICATION REGISTRATION FORM inserted in the Annual Report.
17. Pursuant to the provisions of Section 107 and 108, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the option of E-Voting facility to all the members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The Members who wish to attend Annual General Meeting can vote at the Meeting. The Company has appointed Mr. A.S. Ram Kumar, Mrs. C.S. Bhawani, represented of A.S. Ram Kumar & Associates Practising Company Secretary as Scrutinizer.
18. The procedure and instructions for e-voting are as under :
- i) Open your web browser during the voting period and log on to the e-voting website <https://evoting.karvy.com>.
  - ii) Now click on "Shareholders" to cast your votes.
  - iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "PANKAJ POLYMERS LIMITED" from the drop down menu and click on "SUBMIT"
  - iv) Now, fill up the details in the appropriate boxes :
19. The voting period commences on 20th September and ends on 23rd September 2014.

#### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

##### Item No. 4

Sri. Tamma Prasad Reddy is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 24th March 2003.

Sri. Tamma Prasad Reddy is a Director in Dhanalakshmi Plasticcs Private limited and Sri Pavithra Pack Private Limited. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Sri. Tamma Prasad Reddy is a M.com Commerce Graduate having nearly 60 years of experience in General Business Administration.

Sri. Tamma Prasad Reddy retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Sri. Tamma Prasad Reddy being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st August, 2019. A notice has been received from a member proposing Sri Tamma Prasad Reddy as a candidate for the office of Director of the Company.

In the opinion of the Board, Sri. Tamma Prasad Reddy fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Sri Tamma Prasad Reddy as an



Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday & Sunday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri. Tamma Prasad Reddy as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri. Tamma Prasad Reddy as an Independent Director, for the approval by the shareholders of the Company.

Except Sri. Tamma Prasad Reddy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

### Item No. 5

Sri. Ishoo Narang is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 31st August 1998.

Sri. Ishoo Narang is a Director in Hyderabad Knowledge Park Private Limited, Mount Ville Beverages Private Limited, India Oremin Limited, Kyori Oremin Limited, Kyori Infrastructure Private Limited and Clarion International Private Limited. He holds 2300 equity shares in the Company.

Sri. Ishoo Narang is a BE. Computers having nearly 16 years of experience in General Business Administration

Sri. Ishoo Narang retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Sri. Ishoo Narang being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st August, 2019. A notice has been received from a member proposing Sri Ishoo Narang as a candidate for the office of Director of the Company.

In the opinion of the Board, Sri. Ishoo Narang fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Sri. Ishoo Narang as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday & Sunday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri. Ishoo Narang as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri. Ishoo Narang as an Independent Director, for the approval by the shareholders of the Company.

Except Sri. Ishoo Narang, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.



### Item No. 6

Sri. Manohar Ramavat is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 08th August 2011.

Sri. Manohar Ramavat is a Director in New Tek Power Electro Engineering Private Limited. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Sri. Manohar Ramavat is a BE. Electrical having nearly 23 years of experience in Electrical Installation and Turnkey Projects for Electrical installation and Real Estate Business in A.P. & other States.

Sri. Manohar Ramavat retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Sri. Manohar Ramavat being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st August, 2019. A notice has been received from a member proposing Sri Manohar Ramavat as a candidate for the office of Director of the Company.

In the opinion of the Board, Sri. Manohar Ramavat fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Sri. Manohar Ramavat as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri. Manohar Ramavat as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri. Manohar Ramavat as an Independent Director, for the approval by the shareholders of the Company.

Except Sri. Manohar Ramavat, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

### Item no.7

The existing tenure of Sri. Pankaj Goel, Managing Director, is lapsed on 31st March 2014. The Board of Directors of the Company at their meeting held on 14th February 2014 appointed Sri. Pankaj Goel as a Managing Director whose period of office is liable to determination by retirement of directors by rotation and as Managing Director for a period of five years commencing from 01st April 2014. A notice has been received from a member proposing Sri. Pankaj Goel as a candidate for the office of Director of the Company.

Sri. Pankaj Goel is a B.com Graduate having nearly 28 years of experience in manufacture of PVC Pipes / HDPE / PP Woven Sacks. He Holds directorship in Pankaj Capfin Private limited, Pankaj Strips Private limited, Pankaj Tubes private Limited, Aman Tubes Private Limited, Pankaj Polypack limited, Dhanalakshmi Plastics Private Limited, Suryavanshi Spinning Mills Limited and Pankaj Polytec Private limited.

Considering the efforts and time devoted by Sri Pankaj Goel in achieving growth and success of the company and his long and rich experience PP Woven Sacks Industry and also seeking in view to increase in the



complexities of business, approval of members is sought for the re-appointment and fixation of remuneration of Sri Pankaj Goel, Managing Director as set out in the Resolution. The remuneration and terms of appointed was approved by the remuneration committee.

Except to the extent of his shareholding of 236520 equity shares in the Company. Sri. Pankaj Goel being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

### Item no.8

The existing tenure of Sri. Paras Goel, Joint Managing Director, will be expiring on 31st July 2014. The Board of Directors of the Company at their meeting held on 27th June 2014 re-appointed Sri.Paras Goel as a Joint Managing Director whose period of office is liable to determination by retirement of directors by rotation and as Joint Managing Director for a period of five years commencing from 01st August 2014. A notice has been received from a member proposing Sri. Paras Goel as a candidate for the office of Director of the Company.

Sri. Paras Goel is a B.com Graduate having nearly 26 years of experience in manufacture of PVC Pipes / HDPE / PP Woven Sacks. He Holds directorship in Jaya Polywear Private Limited, Pankaj Tubes private Limited, Aman Tubes Private Limited and Pankaj Polytech Private limited.

Considering the efforts and time devoted by Sri Paras Goel in achieving growth and success of the company and his long and rich experience PP Woven Sacks Industry and also seeking in view to increase in the complexities of business, approval of members is sought for the re-appointment and fixation of remuneration of Sri Paras Goel, Joint Managing Director as set out in the Resolution. The remuneration and terms of appointed was approved by the remuneration committee.

Except to the extent of his shareholding of 235660 equity shares in the Company. Sri. Paras Goel being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

### Item no.9

The Board of Directors of the Company were authorized by the Members of the Company under section 180(1)(c) of the Companies Act, 2013 to borrow funds upto Rs.10 crores (Rupees Ten crores only) in excess of the aggregate of the paid up capital and free reserves (other than temporary loans obtained from the company's bankers in the ordinary course of business). In order to meet the increased long term fund requirements and for financing the present and future projects of the Company, the Board of Directors request the members to accord their consent to borrow funds upto Rs.10 crores (Rupees Ten crores only) in excess of the aggregate of the Company's paid up capital and free reserves in terms of Section 180(1)(c) of the Companies Act, 2013.

The Directors recommends the resolution for members' approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.



Item no.10

The board had on August 12, 2014 on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. KJU & ASSOCIATES, the Cost Auditor to conduct the audit of the cost record pertaining to the Company for the Financial Year Ending March31, 2015 and remuneration of Rs 10,000/- Plus service tax, have been fixed for this purpose.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors)Rules, 2014Ratification for the remuneration payable to the Cost Auditor for the Financial Year 2014 -15 by way of an Ordinary Resolution is being sought form the member as set out at item No. 10 of the Notice

BY ORDER OF THE BOARD

Sd/-

PANKAJ GOEL

MANAGING DIRECTOR

Place: Secunderabad  
Date: 14.08.2014

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present herewith the 22nd Annual Report on the business and operations of the Company and the Audited Accounts for the year ended 31st March 2014.

### 1. Financial Results and Operations

₹ in Lakhs

The summarized financial results for the year ended 31st March 2014 as compared with the previous year are as under:

S.No	Particulars	For the year 2013-14	For the year 2012-13
a.	Sales	3046.07	3124.55
b.	Profit before Interest, Depreciation & Tax	54.13	183.95
c.	Less: Interest	101.84	80.18
d.	Less: Depreciation	77.87	80.03
e.	Profit before Tax	19.36	23.74
f.	Less: Provision for Income Tax	7.95	4.66
g.	Add: Deferred Tax	5.85	1.62
H	Less: MAT Credit Entitlement	4.80	0.97
i.	Net Profit	12.37	21.67

The Operational performance of the Company is discussed in detail under Management Analysis and Discussion Report.

### 2. Dividend

Your Directors considered it prudent to conserve the resources of the Company to sustain its future growth and as such have not recommended any dividend for the year.

### 3. Fixed Deposits

The Company has not accepted any fixed deposits from the public.

### 4. Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo

Particulars pursuant to the provisions of section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosures of Particulars in the report of Board of Directors) Rules, 1988 are given in the Annexure - A

### 5. Directors

In accordance with the requirements of the Companies Act, 2013 and the Articles of Association of the conform Sri.Baburam Goel, Director retire by rotation and being eligible offer themselves for re-appointment.

The company has received declarations from all the Independent Directors of the company conforming that they meet the criteria of Independence as prescribed both under section 149(6) of companies Act, 2013 and under clause 49A of the listing agreement with the stock exchange. Management proposed to appoint the Independent Director for a period of five years and not liable to retire by rotation.

### 6. Auditors

The Statutory Auditors of the company M/s Luharuka & Associates, Chartered Accountants, Hyderabad (Firm No. 01882S) retire at the ensuing Annual General Meeting and are eligible for re-appointment. Your company has received intimation to the effect that, Proposed re-appointment, if made would be with in the



Prescribed limit under Section 141 of the Companies Act 2013 and also in compliance with the requirements of the Listing Agreement regarding Peer Review. They have confirmed their willingness to accept office, if re-appointed.

The Board and Audit Committee recommend the re-appointment of M/s.Luharuka & Associates, Chartered Accountants as Statutory Auditors to hold office till conclusion of Next Annual General Meeting.

#### 7. Particulars of Employees

No employee in the organization was in receipt of remuneration, which requires disclosure under section 217(2A) of the Companies Act, 1956.

#### 8. Director's Responsibility Statement

In accordance with sub-section (2AA) of section 217 of the Companies Act, 1956, the Directors of the Company state:

- a. That in the preparation of the accounts for the financial year ended 31st March 2014, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review.
- c. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. That the Directors have prepared the accounts for the financial year ended 31st March 2014 on a 'going concern basis'.

#### 10. Corporate Governance

A detailed report on Corporate Governance along with Auditors Certificate on Compliance with Corporate Governance forms part of this Annual Report.

#### 11. Management Discussion and Analysis Report

##### a. Industry Structure & Development

Pankaj Polymers Limited is a polymer manufacturing company primarily operating in the following segments

- HDPE/PP Woven Sacks/Fabrics
- Plastic Moulded Industrial Accessories

Polymers are essentially used in the manufacture of various plastic products. In the consumption of the basic petrochemical, polymers form the bulk of demand as a packing material in Cement Industries, and also find its usage in Sugar and Fertilizer Industries as a primary packing material and also in packing rice bags for export purposes.

The company's PP bags manufacturing unit is one of the latest and modern plants and is on its constant endeavor to further modernize the plant from time to time.

As the polymer industry becomes more competitive, polymer manufacturers face increasing pressures for production cost reductions and more stringent "polymer quality" requirements. To achieve these goals one needs to develop comprehensive mathematical models capable of predicting the molecular and morphological properties in terms of reactor configuration and operating conditions. These mathematical representations can be classified into microscale kinetic models, mesoscale physical, transport and thermodynamic models and dynamic reactor ones.





During the year the performance of Plastic Moulded Industrial Accessories segment manufacturing of Plastic Injection Moulded Articles contributed significant performance.

During the year company increased production and marketing of pet bottles.

**b. Opportunities**

Indian Industry demand for petrochemical is robust and growing fast. India petrochemical capacity addition lags the consumption growth. With all the projects under implementation / announced, India will import by 2015 - 16 around 3Mn MT of Pos. There is enough DEMAND to demand capacity expansion.

**c. Threats, Risks & Concerns**

Global trade balance and inventories will have impact on polymer prices. At present the threats, risks and concerns being felt and forecasted are, stiff competition in the market, consolidation of manufacturers, who have branded products and fluctuations in prices as well as availability of the raw material. Innovation, rationalization of costs and effective downstream industry management will offer a competitive advantage to polymer manufacturers across the globe.

**d. Segment wise performance the segment wise revenue, results and capital employed is given at point no.6 in notes to account.**

**e. Outlook**

As the demand for polymers continues to show a healthy growth in emerging markets like India the growth potential is significant. With the constant growth in the polymer industry, the Company is expecting a growth rate and achieving the optimum capacity utilization. The Plastic Moulded Industrial Accessories division achieved significant performance.

**f. Discussion on financial performance with respect to operational performance**

During the year under review the Company has achieved a turnover of Rs.3046.06 lakhs as against Rs. 3124.54 lakhs in the previous year. The current year production of HDPE / PP Woven Sacks was 1767.848 MT as against 2078.379 MT in the previous year. Company has produced 242.155 MT in Plastic Moulded Industrial Accessories against 373.224 MT in the previous year. Pet jars 87.184 MT as against Nil in previous year.

During the year the Company has earned a Net Profit before tax of Rs.19.36 lakhs as against Rs. 23.74 lakhs in the previous year. The Company has made a provision of Rs 7.95 lakhs for Tax Expenses. No transfers from the profits were made to the General Reserve. The entire net profit is carried over in the Profit & Loss Account.

The Earning per share (EPS) of the Company as on 31.03.2014 was Rs.0.22 as against Rs.0.39 in the previous year.

**g. Internal control system and their adequacy**

The Company has an internal control system commensurate with the size and nature of its business. There is a proper and adequate system of internal controls to ensure that all activities are monitored and controlled against unauthorized use or disposition of assets. The Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines.

**h. Material developments in Human Resources/Industrial Relations front, including number of people employed**

The Company recognizes the importance and contribution of its employees to the growth and development of the Company. The Company continued to maintain cordial relations with employees and staff. As at 31st March 2014, the Company has about 65. Employees working at its various factories and offices.



**Cautionary Statement**

Statements in the management discussion and analysis describing the Company's objectives, projections, estimates, expectations may be considered to be forward looking statements and actual results could differ materially from those expressed or implied. Factors which could make a significant difference to the Company's operations include demand supply conditions, market prices, input component costs and availability, changes in government regulations and tax laws besides other factors such as litigation, over which the Company may not have any control.

**12.Acknowledgements:**

Your Directors wish to express their appreciation for the cooperation and continued support received from the Industrial Development Bank of India, the Company's Bankers. Your Director's also take this opportunity to place on record their appreciation for the dedicated services rendered by the executives, managers, officers, employees and workers for the dedication and sense of commitment shown by the employees at all levels and their contribution towards the performance of the Company.

By Order of the Board

Sd/-  
BABURAM GOEL  
Chairman

Place : Secunderabad  
Date : 12.08.2014



**ANNEXURE 'A' TO THE DIRECTOR'S REPORT**

Information under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988 and forming a part of Directors' Report.

**Conservation of Energy**

The Company is striving to conserve energy by adopting innovative measures to reduce wastage and optimize consumption. The adoption of the above helps to control the proportionate increase in total energy usage consequent to overall increase in production. The total energy consumption is given as per form-A below:

FORM - A (See rule 2)

Form A: for Disclosure of Particulars with respect to Conservation of Energy

PARTICULARS	2013-14	2012-2013
<b>POWER &amp; FUEL CONSUMPTION</b>		
1. Electricity		
a) Purchased		
Units	1796105	1682360
Total Amount (Rs.)	13788040	117628699
Rate Per Unit (Rs.)	7.68	6.99
b) Own Generation		
Through diesel generator	29690	76254
Units (Litres)	1655505	3746035
Total Cost (Rs.)		
2. Coal (specify quality and where used)		
Quantity	-	-
Total Cost (Rs.)	-	-
Average Rate (Rs.)	-	-
3. Furnace Oil		
Quantity (Litres)	-	-
Total Amount (Rs.)	-	-
Average rate (Rs.)	-	-
4. Natural gas		
Quantity	-	-
Total Amount (Rs.)	-	-
Average rate (Rs.)	-	-
<b>CONSUMPTION PER UNIT OF PRODUCTION:</b>		
The consumption of raw material per Kg. is	6.49	6.60

**FORM B (See Rule 2)**

Form for Disclosure of Particulars with respect to Technology Absorption (R&D)

A. Research and Developed (R&D)	-	Not Applicable
B. Technology absorption, adoption and innovation	-	Not Applicable
C. Foreign Exchange Earnings and Outgo:	Amount in Rs.	Amount in Rs.
Earnings	NIL	NIL
Outgo	NIL	NIL

By Order of the Board

Sd/-

**BABURAM GOEL**

Chairman

Place : Secunderabad

Date : 12.08.2014

## REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange)

### 1. A brief statement on Company's philosophy on Corporate Governance

The Company believes that good Corporate Governance practices should be enshrined in all activities of the Company. This would ensure efficient conduct of affairs of the Company and help the Company to achieve goal of maximizing value for all its stakeholders. Your Company's business objective is to manufacture and market the Company's product in such a way as to create value that can be sustained over the long term for consumers, shareholders, employees & business partners. Your Company is conscious of the fact that the success of a Company is a reflection of the professional conduct and ethical values of its management & employees. Your Company affirms its commitment to follow good corporate governance practices proactively.

### 2. Board of Directors

- (i) Composition of Board: The Company has a Non-Executive Chairman and the number of independent Directors is more than one-third of total number of Directors. The composition of the Board is in compliance with the Clause 49 of the Listing Agreement entered with the Stock Exchange.
- (ii) Board and Committee Meetings: None of the Directors on the Board is a member of more than 10 companies or Chairman of more than 5 committees across all the companies in which he is a Director. Necessary disclosures regarding committee positions in other public companies as at 31st March 2014 have been made by the Directors.
- (iii) The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting as also the number of directorships and committee memberships held by them in other companies are given below:

Name	Category	No. of Board Meetings During the year 2013-14		Whether attended in last AGM or not on 28th August 2013	No. of Director ships in all other Companies	No. of Committee positions held in all other companies	
		Held	Attended			Chairman	Member
Sri Baburam Goel	Promoter Non Executive	5	5	Y	2	Nil	Nil
Sri Pankaj Goel	Chairman, Promoter Executive	5	5	Y	8	Nil	1
Sri Paras Goel	Promoter Executive	5	4	Y	4	Nil	Nil
Sri Ishoo Narang	Non Executive Independent	5	5	Y	6	Nil	Nil
Sri T Prasad Reddy	Non Executive Independent	5	5	Y	2	Nil	Nil
Sri Manohar Ramavat	Non Executive Independent	5	5	N	1	Nil	Nil

- (iv) Five ( 5) Board Meetings were held during the year 2013-14 and the gap between 2 meetings did not exceed 4 months. The dates on which the Board Meetings held were 30.05.2013, 27.06.2013, 14.08.2013, 14.11.2013 & 14.02.2014.
- (v) Necessary information as mentioned in Annexure 1A to Clause 49 of the Listing Agreement has been placed before the Board for their consideration.



**3. Code of Conduct**

The Code of Conduct has been adopted by the Board of Directors, which is applicable to all the Directors, both executive and non-executive and Senior Management team comprising of members of Management one level below the Executive Directors, including all functional heads.

A declaration by Managing Director affirming the compliance of the Code of Conduct for Board Members and senior management executives is also annexed separately at the end of this report.

**4. Audit Committee**

(i) The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreement with the Stock Exchange read with Section 292 A of the Companies Act 1956.

(ii) The Company's Audit Committee comprises of the following Directors all of whom are Non-Executive Independent Directors:

- 1. Sri T. Prasad Reddy - Chairman
- 2. Sri Ishoo Narang - Member
- 3. Sri Manohar Ramavat - Member

(iii) The terms of reference and the role of the audit committee is to overview the accounting systems, financial reporting and internal controls of the company. The Powers and role of audit committee are as set out in the listing agreement and section 292A of the companies act,1956.

The Company continued to derive immense benefit from the deliberations of the Audit Committee comprising three Non-Executive and independent Director. Shri. T. Prasad Reddy, Independent Director was heading the Audit Committee as Chairman. The Chairman of the Audit Committee was present at the previous Annual General Meeting.

(iv) During the year 2013-14 the Audit Committee met Four (4) times on 30.05.2013, 27.06.13, 14.08.2013, 14.11.2013 & 14.02.2014, Statutory auditors, Managing Director and Joint Managing Director were invited for the meetings. The Company Secretary acts as the secretary of the Audit Committee. The attendance of the members of the committee is given below:

Name	Category	No of Meetings during the Year 2013-14	
		Held	Attended
Sri. Ishoo Narang - Member	Independent, Non Executive	4	4
Sri. T. Prasad Reddy - (Member/Chairman)	Independent, Non Executive	4	4
Sri. Manohar Ramavat - Member	Independent, Non Executive	4	4

**5. Remuneration Committee**

The Company had constituted a Remuneration Committee on 30th January 2003 in terms of Schedule XIII of the Companies Act, 1956 read with clause 49 of the listing agreement. The committee comprises of Sri. Manohar Ramavat, Sri. Ishoo Narang and Sri. T. Prasad Reddy, all are non- executive & Independent Directors. The broad terms of reference of the remuneration committee are to approve/recommend to the Board the salary (including annual increments) perquisites and commission including pension rights & any compensation payment to be paid to the Company's Managing / Whole-Time-Director's.

Remuneration policy: The Company while deciding the remuneration package of the management takes into consideration the employment scenario, remuneration package of the industry, financial performance of the Company and talents of the appointee. The Executive Directors and Non- Independent Directors of the Company are not entitled to sitting fees.

During the year 2013-14 the Committee met on 14.02.2014 as there is a change in the remuneration of Managing Director.

**6. Remuneration of Directors**

- (i) Details of remuneration/sitting fees paid to the Directors for the year 2013-14 are given below.
- (ii) No pecuniary relationship exists between the Company and its Non - Executive Directors except for the sitting Fees.
- (iii) Notice period, severance fees and stock option/performance incentives - Not applicable.
- (iv) The Managing Director and Jt. Managing Director are appointed for a period of 3 years, the remuneration paid in FY 2013-14 is as follows :-

Name of the Director	Remuneration
Sir Pankaj Goel, Managing Director	Rs.80,000 per month
Sri Paras Goel, Joint Managing Director	Rs. 75,000 per month

- (v) Details of Shares of the Company held by the Directors as on March 31, 2014 are as below:

Name	No. of Shares
Sri Baburam Goel	278540
Sri Pankaj Goel- M.D	236520
Sri Paras Goel- Jt M.D	235660
Sri Ishoo Narang	Nil
Sri T.Prasad Reddy	Nil
Sri Manohar Ramavat	Nil

**7. Share Transfer & Investor's Grievance Committee**

This committee comprises of 3 members Shri. Ishoo Narang, Shri.Pankaj Goel and Shri.Paras Goel. The Chairman of the Committee Shri. Ishoo Narang is a Non-Executive Independent Director. The committee looks into transfer and transmission, issue of duplicate share certificate, consolidation and sub-division of shares and investors grievance. The committee oversees the performance of the Registrars and Transfer agents and recommends measures for overall improvement in the quality of investor services

The Board has designated Mr. Ravi Venkata Kiran, Company Secretary as the Compliance Officer.

The committee met once during the year 2012-13 on 14th February 2014. Attendance at the committee meetings was as under:

Name of the Member	No.of Meetings attended
Sri Ishoo Narang	1
Sri Pankaj Goel	1
Sri Paras Goel	1

The total number of complaints received and replied to the satisfaction of shareholders during the year under review was Nil There was no outstanding complaints as on 31st March 2014

The Committee has not received any application for transfer/ transmission/duplicate certificates and the same were approved and there were no rejections. There were no transfers or transmissions or demat/remat requests pending as on 31st March 2014.

**8. General Body Meetings**

a. Location & Time of Last 3 Annual General Meetings:

Year	Venue	Date	Time	Special Resolutions passed in AGMs
2012-2013	Lions Bhavan, 1-8-179, Lakhapath Building, Behind HDFC Bank, Paradise Circle, Secunderabad-500003	28.08.2013	11.00 AM	0
2011-2012	Lions Bhavan, 1-8-179 Lakhapath Building, Behind HDFC Bank, Paradise Circle, Secunderabad-500003	28.09.2012	11.30 AM	1
2010-2011	Lions Bhavan, 1-8-179, Lakhapath Building, Behind HDFC Bank, Paradise Circle, Secunderabad-500003	28.09.2011	11.00 AM	2

b) During the last year none of the resolutions had been passed through postal ballot.

**9. Disclosures**

A. Related Party Transactions

During the year 2013-14 the Company had no materially significant related party transactions, which is considered to have potential conflict with the interest of the Company at large. The disclosures as to related party transaction is disclosed in Point no. 2 of the notes to accounts.

B. Compliances made by the Company

There were no instances of non-compliance, penalties, strictures imposed on the Company by the stock exchanges, SEBI or any other statutory authority on any matter relating to the capital markets during the last 3 years.

**10. Means of Communication**

The quarterly/half yearly/annual results, notices of Board Meetings/ General Meetings and all other material information are normally published by the Company in Business Standard and Andhra Bhoomi OR Financial Express and Andhra Prabha. The half-yearly results are not sent to the shareholders. The Financial results and the other important information to shareholders placed at companies' website [www.pankajpolymers.com](http://www.pankajpolymers.com). Official news releases are sent to the stock exchanges at Mumbai where the shares of the Company are listed.

**11. General Shareholders information**

- a. Date and Time : 26th September at 10.30 A.M.
- Venue : Lions Bhavan, 1-8-179, Lakhapath Building, Behind HDFC Bank , Paradise Circle Secunderabad - 500003.
- b. Financial Calendar (tentative)  
Financial Year : 1st April to 31st March
- c. Dates of Book closure : Tuesday the 23rd day of September 2014 to Friday, the 26th September 2014
- d. Dividend payment date : Not applicable
- e. Listing on Stock Exchanges : The Bombay Stock Exchange Limited, Mumbai
- f. Stock Code : 531280
- g. e voting : Start from 20th September 2014 to Ends on 23rd September 2014.

The Company has paid its annual listing fees to the stock exchange for the financial year 2013-14

- h. Market Price Data : High/Low price quotation in each month of the last financial year 2013-14 on the Stock Exchange, Mumbai is given below.

Month	High Price (Rs)	Low Price (Rs)
Apr' 13	13.76	11.45
May' 13	11.60	9.95
Jun' 13	10.23	9.51
Jul' 13	10.25	9.60
Aug'13	11.00	10.50
Sep' 13	10.50	7.89
Oct' 13 *	0	0
Nov' 13	13.65	7.51
Dec' 13	13.65	10.45
Jan' 14	10.76	9.60
Feb' 14	9.25	7.68
Mar'14	13.00	7.30

Source: [www.bseindia.com](http://www.bseindia.com)

\* Equity shares are not traded in the month of October 2013.

- a. Registrars and Transfer Agents (RTA): M/s Karvy Computershare Private Limited  
Plot No. 17-24, Vittal Rao Nagar, Madhapur,  
Hyderabad 500 081.
- b. Share Transfer System: In pursuance of SEBI notification No.D&CC/FITTC/CIR-15/2002 dated 27th December 2002 the Company had appointed M/s Karvy Computershare Private Limited as single agency for share registry work. Share transfers and communications regarding share certificates, change of address, etc., must be forwarded to the RTA.

The R & T Agent process the physical Share Transfers and the Shares sent for physical transfers are generally registered within a period of 15 days from the date of receipt, if all the documents are clear in all respects. All Share Transfers are approved by the Share Transfer Committee, which meets every fortnight.

- i. Shareholding Pattern as on 31st March 2014

Sl.No	Category	No.of Shares	% of Shareholding
1.	Promoters	2719340	49.05
2.	Mutual Funds and UTI	Nil	Nil
3.	Banks, Financial Institution, Insurance Companies	Nil	Nil
4.	Private Corporate Bodies	907532	16.37
5.	Indian Public	1556640	28.08
6.	NRIs/OCBs	360388	6.50
	<b>Total</b>	<b>5543900</b>	<b>100.00</b>



j. Distribution of Shareholding as on 31st March 2014

Share or debenture holding of Nominal value of		Share / Debenture Holders		Shares / Debenture Amount	
Rs.	Rs.	Number	% to total	In Rs.	% to total
	(1)	(2)	(3)	(4)	(5)
1 -	5000	1049	67.55	2033350	3.67
5001 -	10000	277	17.84	2357200	4.26
10001 -	20000	92	5.92	1508040	2.72
20001 -	30000	34	2.18	894880	1.60
30001 -	40000	23	1.48	817660	1.48
40001 -	50000	13	0.84	619410	1.12
50001 -	100000	20	1.29	1733340	3.13
100001 -	Above	45	2.90	45475120	82.02
<b>TOTAL</b>		<b>1553</b>	<b>100.000</b>	<b>55439000</b>	<b>100.00</b>

k. De-materialization of shares and liquidity

Trading in equity shares of the Company is permitted only in dematerialized form as per notification issued by SEBI. All requests for Dematerialization of shares are processed and the confirmation is given to the respective Depositories, i.e, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), within 15 days of receipt and the company's ID is INE698B01011.

Dematerialization of shares are done through M/s Karvy Computershare Private Limited., and on an average the dematerialization process is completed within a period of 7 days from receipt of a valid demat request along with all documents 94.17% of the paid up capital has been dematerialized as on 31.03.2014

l. Outstanding ADRs/GDRs/ Warrants or any convertible instruments, conversion date and likely impact on equity: Not Applicable

m. Plant Locations : **Unit -I**  
 U-63, Electronic Zone  
 MIDC, Hingna Industrial Estate, Nagpur - 440016, Maharashtra.  
**Unit -II**  
 Plot No. D-46 & 47, Phase V, IDA Jeedimetla,  
 Hyderabad - 55, Telangana.

n. Address for Correspondence

Sl.No.	Shareholders Correspondence for	Address to
1.	Transfer/ Dematerialization/ consolidation/split of shares, issue of Duplicate share certificates, change of address of members and beneficial owners Investor Correspondence/queries on Annual Report etc and any other query relating to the shares of the Company.	M/s. Karvy Computershare Private Limited Plot No. 17-24, Vittal Roan Nagar, Madhapur, Hyderabad - 500081. Phone : 040 - 23420818 Fax : 040 - 23420814 E-mail : einward.ris@karvy.com www.karvycomputershine.com

12. The Reconciliation of Share capital Audit

The Company gets the Reconciliation of Share capital Audit done by a Practicing Company Secretary for the purpose of reconciliation of the total admitted capital with both the depositories and the total issued and listed capital. The Reconciliation of Share capital Audit Report placed before the Board of Directors on a quarterly basis is also sent to the Stock Exchanges where the Company's shares are Listed.



13. Nomination Facility

Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 109A of the Companies Act, 1956 are requested to submit to the Company the prescribed Form 2B for this purpose.

14. Company's Policy on prevention of insider trading

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended, the Company had framed a Code of Conduct for prevention of insider trading. Mr. Ravi Venkata Kiran, Company Secretary, had been appointed as the Compliance Officer for this purpose. The code is applicable to all such employees of the Company who are expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self -regulatory mechanism.

Place : Secunderabad  
Date : 12.08.2014

By Order of the Board  
Sd/-  
BABURAM GOEL  
Chairman



**Particulars of Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Clause 49 of the Listing Agreement**

Name of the Director	Qualification, Age & Expertise in Specific Functional Areas	List of the Companies in which Directorships is held as on 31st March 2014
Sri Baburam Goel	BA, 67 years, More than 32 years of experience in general business administration	a)Pankaj Capfin Pvt Ltd b)Aman Tubes Pvt. Ltd
Sri Tamma Prasad Reddy	M.com with 25 years of experience in General Business Administration	1) Dhanalaskhmi Plastics Private Limited 2) Sri pavithra Polypack Private Limited
Sri Ishoo Narang	BE Computers with 16 years of experience in General Business Administration	1)Hyderabad Knowledge Park Private Limited, 2)Mount Ville Beverages Private Limited, 3)India Oremin Limited, 4) Kyori Oremin Limited, 5) Kyori Infrasture Private Limited and 6)Clarion Infrastructure Private Limited
Sri Manohar Ramavat	BE. Electricals with 23 years of experience in Electrical Installation and Turnkey Projects for Electrical installation and Real Estate Business in A.P. & other States.	1) New Tek Power Electro Engineering Private Limited
Sri Pankaj Goel	B.com Graduate having nearly 28 years of experience in manufacture of PVC Pipes / HDPE / PP Woven Sacks	1) Pankaj Capfin Private limited, 2) Pankaj Strips Private limited, , 3) Pankaj Tubes private Limited, 4) Aman Tubes Private Limited, 5) Pankaj Polypack limited, 6) Dhanalakshmi Plastics Private Limited, 7)Suryavanshi Spinning Mills Limited 8) Pankaj Polytec Private limited.
Sri Paras Goel	B.com Graduate having nearly 26 years of experience in manufacture of PVC Pipes / HDPE / PP Woven Sacks	1) Jaya Polywear Private Limited 2) Pankaj Tubes private Limited, 3) Aman Tubes Private Limited 4) Pankaj Polytec Private Limited.

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

Pursuant to Circular No.SEBI/CFD/DIL/CG/1/2004/12/10 dated 29th October 2004, it is hereby declared that the Company has adopted a Code of Conduct for its Board Members and Senior Management Personnel. I hereby confirm that the Company has in respect of the financial year ended March 31, 2013, received from the senior management personnel of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them..

Place : Secunderabad  
Date : 12.08.2014

By Order of the Board  
Sd/-  
RAVI VENKATA KIRAN  
COMPANY SECRETARY



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**CERTIFICATE ON COMPLIANCE OF  
CONDITIONS OF CORPORATE GOVERNANCE**

To

The Share owners of  
M/s Pankaj Polymers Limited

We have examined the compliance of the conditions of Corporate Governance by Pankaj Polymers Limited for the year ended 31st March 2014 as stipulated in Clause 49 of the Listing Agreements of the said Company with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementations thereof adopted by the Company for ensuring the compliance of the conditions of 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 explanations given to us and based on the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreements.

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

For Luharuka & Associates  
Chartered Accountants  
F.R. No.01882S

Sd/-  
(Rameshchand Jain)  
Partner  
M.No.023019

Place : Secunderabad  
Date : 12.08.2014



**CERTIFICATE BY MANAGING DIRECTOR AND  
CHIEF FINANCE OFFICER**

We, Pankaj Goel, Managing Director and P. Bucha Reddy Chief Finance Officer of M/S.Pankaj Polymers Limited, hereby certify to the Board that

- a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - i) These statements do not contain any materially untrue statement for the year or omit any material fact or contain statements that might be misleading:
  - ii) These statements together present a true and fair view of the Company's Affairs are in the compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered in to by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct
- c) We are responsible for establishing and maintaining internal controls in the Company and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors, audit committee, deficiencies in the design or operations of internal controls, if any, of which we are aware and the steps we have taken or proposed to take rectify these deficiencies.
- d) We have indicated to the auditors and the audit committee:
  - i) Significant changes in internal control during the year:
  - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.
- e) We affirm that we have not denied any personnel access to the audit committee of the Company (in respect of matters involving alleged misconduct)
- f) We further declare that all board members and designated senior management have performed compliance with the code of conduct for the current year.

Place : Secunderabad  
Date : 12.08.2014

Sd/-  
(PANKAJ GOEL)  
Managing Director

Sd/-  
(P. BUCHA REDDY)  
Chief Finance Officer

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**INDEPENDENT AUDITOR REPORT**

TO  
THE MEMBERS OF  
PANKAJ POLYMERS LIMITED

**Report on the Financial Statements**

We have audited the accompanying financial statements of PANKAJ POLYMERS LIMITED (‘the Company’) which comprise the Balance Sheet as at 31st March 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 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 Standards notified under the Companies Act, 1956 (“the Act”) read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

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

We 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 misstatement.

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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal 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 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:

- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2014;
- (ii) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- (iii) 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”), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 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, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013; and
  - e) on the basis of written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

Place: Secunderabad  
Date: 29-05-2014

For LUHARUKA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(Firm Registration No 01882S)  
Sd/-  
Rameshchand Jain  
(Partner) (M. No. 023019)

**ANNEXURE TO AUDITORS' REPORT REFERRED TO IN  
PARAGRAPH 3 OF OUR REPORT OF EVEN DATE**

1. In respect of its fixed assets:
  - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
  - b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - c) In our opinion, the Company has not disposed off a substantial part of its fixed assets during the year and the going concern status of the Company is not affected.
2. In respect of its inventories:
  - a) The inventories have been physically verified during the year by the Management. In our opinion, the frequency of verification is reasonable.
  - 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. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.
3. In respect of the loans, secured or unsecured, granted or taken by the Company to / from companies, firms or other parties in the register maintained Under Section 301 of the Companies Act, 1956:
  - (a) The company has given loans to 1 party. In respect of the said loan, the maximum amount outstanding at any time during the year was Rs.15 lakhs and the year end balance is Rs.NIL
  - (b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions of the loan given by the company, are not prima facie prejudicial in the interest of the company.
  - (c) The company has taken loan from 1 party during the year. In respect of the said loan, the maximum balance outstanding at any time during the year was Rs.21.28 lacks and the year end balance is Rs.13.18 lacks
  - (d) In our opinion the rate of interest and other terms and conditions on which loans have been taken from companies, or firms or other parties are not prima facie prejudicial in the interest of the company.
  - (e) The company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest, wherever applicable.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchases of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:
  - (a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contractors / arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
  - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts / arrangements entered in the Register maintained Under Section 301 of the





Companies Act, 1956 and exceeding the value of in Rs. 5, 00,000 in respect of each party during the year have been made at prices which appear reasonable as per information available with the Company.

6. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (vi) of paragraph 4 of the Order are not applicable to the company.
7. In our opinion, The Company has an internal audit system commensurate with the size and nature of its business.
8. We have broadly reviewed the cost records maintained by the company pursuant to the companies (Cost accounting records) Rules, 2011 prescribed by the Central Government under section 209 (1) (d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they-are accurate or complete.
9. In respect of statutory dues
  - a) According to the records of title Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Cess, and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2014 for a period of more than 6 months from the date of becoming payable.
  - b) The disputed statutory dues aggregating Rs.8.43 lacks that have not been deposited on account of disputed matters pending before appropriate authorities are as under

S.No.	Name of the Statute	Nature of Dues	Amount (Rs.)	Financial Year	Forum Where Dispute
1.	Maharashtra Sales Tax Act	Sales tax and	843346/- Interest	2002-2003	Jt. c ommissioner Tax (Appeals)

10. The Company does not have accumulated losses at the end of the financial year. The Company has not incurred Cash losses during the Financial Year covered by the Audit and in the immediately preceding financial year.
11. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks and debenture.
12. In our opinion and according to the explanations given to us and based on the information available, no loans and advance have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the company is not a chit fund/ nidhi / mutual benefit fund / society. Therefore, the provisions of clause (xiii) of paragraph 4 of the order are not applicable to the company.
14. The company has maintained proper records of the transactions and contracts in respect of dealing or trading in Shares, securities, debentures and other investments and timely entries have been made therein. All shares, securities, debentures and other investments have been held by the company in its own name.
15. According to the information and explanations given to us, the company has not given guarantees for loans taken by others from bank or financial institutions, the terms and conditions thereof in our opinion are not prima facie prejudicial to the interest of the company .
16. The company has not raised any Term Loans during the year.
17. According to the information and explanations given to us and on an overall examination of the Balance sheet of the Company, we are of the opinion that there are no funds raised on short-term basis that have



been used for long term investment.

18. The Company has not made any preferential Allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956,
19. The Company has not issued any debentures during the year.
20. The Company has not raised any monies by way of public issue during the year.
21. In our opinion and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

Place: Secunderabad  
Date: 29-05-2014

For LUHARUKA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(Firm Registration No 01882S)  
Sd/-  
**Rameshchand Jain**  
(Partner) (M. No. 023019)



**PANKAJ POLYMERS LIMITED**  
**BALANCE SHEET AS AT 31ST.MARCH, 2014.**

(Amount Rs)

PARTICULARS	Note No.	As at 31st.March.2014		As at 31st March, 2013	
		Rs.	Rs.	Rs.	Rs.
<b><u>EQUITY AND LIABILITIES</u></b>					
<b><u>Shareholders' Funds</u></b>					
Share Capital	1	55439000		55439000	
Reserves and Surplus	2	38744055		37506266	
		-	94183055	-	92945266
<b><u>Non-Current Liabilities</u></b>					
Long-term borrowings	3	1342592		2629452	
Deferred Tax Liabilities	4	6047417		6632368	
<b><u>Current Liabilities</u></b>					
Short Term Borrowings	5	68511648		61753749	
Trade payables	6	15764642		10917898	
Other current liabilities	7	3863962		3260790	
Short-term provisions	8	4958965	93099217	3301172	79233609
<b>TOTAL</b>			<b>194672280</b>		<b>181440695</b>
<b><u>ASSETS</u></b>					
<b><u>Non-current assets</u></b>					
<b><u>Fixed assets</u></b>					
Tangible assets	9	63409921		72347436	
Non-Current Investments	10	7175400		7175400	
Long-term loans and advances	11	2765421	73350742	3212777	82735613
<b><u>Current assets</u></b>					
Inventories	12	16458604		15466030	
Trade receivables	13	91708452		71038250	
Cash and cash equivalents	14	4506389		3058091	
Short-term loans and advances	15	8432228		8977866	
Other current assets	16	215865	121321538	164846	98705082
Significant Accounting Policies Notes on Financial Statements	1 to 24				
<b>TOTAL</b>			<b>194672280</b>		<b>181440695</b>

Notes To Accounts -- Schedule 'V'

AS PER OUR REPORT OF EVEN DATE ATTACHED

For LUHARUKA & ASSOCIATES

CHARTERED ACCOUNTANTS

(FRN:- 018825)

Sd/-

(RAMESHCHAND JAIN)

(PARTNER)

(M NO. 23019)

Place:- Secunderabad

Date:- 29-05-2014

For PANKAJ POLYMERS LIMITED

Sd/-

(PANKAJ GOEL)

{00010059}

(Managing Director)

Sd/-

(PARAS GOEL)

{00010086}

(Jt. Managing Director)

Sd/-

RAVI VENKATA KIRAN

Company Secretary

(M.No. A19155)



**PANKAJ POLYMERS LIMITED**  
**STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST.MARCH,2014**

(Amount Rs)

PARTICULARS	Note No.	31st.March 2014		2012-13	
<b>INCOME</b>					
Revenue From Operations	1	304606506		312454561	
Other Income	2	23650390		19099855	
<b>TOTAL REVENUE</b>			<b>328256896</b>		<b>331554416</b>
<b>EXPENSES</b>					
Cost of materials Consumed	3	252432634		257848535	
Changes in inventories of finished goods work-in-progress and stock at trade	4	-2219703		-461518	
Employee benefit expenses	5	6619540		5610020	
Finance costs	6	10183876		8018248	
Depreciation	7	7786530		8003143	
Other expenses	8	51517415		50162634	
<b>TOTAL EXPENSES</b>			<b>326320292</b>		<b>329181063</b>
Profit before Tax			1936604		2373353
<b>Tax Expenses:</b>					
(1) Current tax			795474		466010
(2).Deferred tax Assets			584951		162179
(3).MAT Credit Entitlement/utilised			480182		97357
(4).Income Tax Partainga to earlier year			8110		0
<b>Profit After Tax</b>			<b>1237789</b>		<b>2166879</b>
<b>Earning Per Equity Share of Face Value of Rs.10/-each</b>			<b>0.22</b>		<b>0.39</b>
Basic and Diluted in Rs.					
Significant Accounting Policies					
Notes on Financial Statements	1 to 24				

Notes on Significant Accounting Policies -- Schedule 'V'

AS PER OUR REPORT OF EVEN DATE ATTACHED

For LUHARUKA & ASSOCIATES

CHARTERED ACCOUNTANTS

(FRN:- 01882S)

Sd/-

(RAMESHCHAND JAIN)

(PARTNER)

(M NO. 23019)

Place:- Secunderabad

Date:- 29-05-2014

For PANKAJ POLYMERS LIMITED

Sd/-

(PANKAJ GOEL)

{00010059}

(Managing Director)

Sd/-

(PARAS GOEL)

{00010086}

(Jt. Managing Director)

Sd/-

RAVI VENKATA KIRAN

Company Secretary

(M.No. A19155)



**PANKAJ POLYMERS LIMITED**  
**CASHFLOW STATEMENT FOR THE PERIOD 01ST APRIL, 2013 TO 31ST MARCH 2014**

Particulars	As at 31.03.14		As at 31.03.13	
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
<b>Net Profit before Taxation &amp; Extraordinary Items</b>		1,936,607		2,373,353
<b>Adjustment for:</b>				
Bad Debts Written off	6,327		1,049,185	
Depreciation & Amortisation Expenses	7,786,530		8,003,143	
Finance Cost	10,183,876		8,018,248	
Profit/Loss on Sale of Assets	227,811		(47,998)	
Interest Received	(2,846,669)		(183,163)	
		15,357,875		16,839,415
<b>Operating Profit before Working Capital Changes</b>		17,294,482		19,212,768
Trade Receivables	(20,676,529)		(23,251,673)	
Inventories	(992,574)		1,538,469	
Short Term Advances & Other Current Assets	1,682,205		9,490,783	
Trade Payables	4,846,744		3,040,312	
Other Current Liability & Provision	1,964,791	(13,175,363)	2,873,649	(6,308,460)
<b>Cash generated from Operations</b>		4,119,119		12,904,308
Income Taxes paid		1,694,537		2,299,057
<b>Cashflow before extraordinary activities</b>		2,424,582		10,605,251
Extraordinary activity		-		-
<b>Net Cash from Operating Activities</b>		2,424,582		10,605,251
Cashflow from Investing activities				
Purchase of Fixed Assets	(2,496,826)		(11,991,883)	
Sale of Fixed Assets	3,420,000		1,240,000	
Payment of Long Term Advances	-		700,000	
Interest Income	2,846,669		183,163	
<b>Net Cash from Investing activities</b>		3,769,843		(9,868,720)
Cashflow from Financing Activities				
Proceeds from Short Term Borrowings	6,757,899		4,148,525	
Repayment of Long Term Borrowings	(1,320,150)		2,629,452	
Interest Paid	(10,183,876)		(8,018,248)	
<b>Net Cash from Financing activity</b>		(4,746,127)		(1,240,271)
<b>Net Increase in Cash and Cash Equivalents</b>		1,448,298		(503,740)
<b>Cash and Cash Equivalents at the beginning of the year</b>		3,058,091		3,561,831
<b>Cash and Cash equivalents at end of the year</b>		4,506,389		3,058,091

AS PER OUR REPORT OF EVEN DATE ATTACHED  
 For LUHARUKA & ASSOCIATES  
 CHARTERED ACCOUNTANTS  
 (FRN:- 01882S)

Sd/-  
 (RAMESHCHAND JAIN)  
 (PARTNER)  
 (M NO. 23019)

Place:- Secunderabad  
 Date:- 29-05-2014

For PANKAJ POLYMERS LIMITED

Sd/-  
 (PANKAJ GOEL)  
 {00010059}  
 (Managing Director)

Sd/-  
 (PARAS GOEL)  
 {00010086}  
 (Jt. Managing Director)

Sd/-  
 RAVI VENKATA KIRAN  
 Company Secretary  
 (M.No. A19155)



**PANKAJ POLYMERS LIMITED**

NOTES TO BALANCE SHEET

**NOTE: 1 : SHARE CAPITAL**

(Amount Rs)

Particulars	As at 31.03.2014	As at 31.03.13
<b>AUTHORISED</b> 1,50,00,000 (1,50,00,000) equity share of Rs.10/- each	150000000	150000000
<b>ISSUED SUBSCRIBED AND PAID UP</b> 55,43,900 (55,43,900) Equity Shares of Rs.10/- each	55439000	55439000
<b>TOTAL</b>	<b>55439000</b>	<b>55439000</b>

The Details of Share holding more than 5% Shares:

Name of the Share Holder	As at 31.03.2014		As at 31.03.2013	
	No.of Shares	%Held	No.of Shares	%Held
Pankaj Capfin (P) Ltd	657617	11.86	657617	11.86
Pankaj Strips (P) Ltd	295000	5.32	295000	5.32
Manju Goel	283700	5.12	283700	5.12
Baburam Goel	278540	5.02	278540	5.02
Garnet International Ltd	--	--	616733	11.12
Alaukik Mines And Power Pvt Ltd	324604	5.86	--	--
Anjali Harlalka	292154	5.27	--	--

**NOTE: 2 : RESERVES AND SURPLUS**

Particulars	As at 31.03.2014	As at 31.03.13
<b>Share Premium</b> As per Last Balance Sheet	6841900	6841900
<b>Special Capital Incentive</b> As per Last Balance Sheet	5305100	5305100
<b>General Reserve</b> As per last Balance Sheet	1016409	1016409
<b>Profit and Loss Account</b> As per the Last Balance Sheet	24342857	22175978
Add: Profit for the year	1237789	2166879
	<b>25580646</b>	<b>24342857</b>
<b>TOTAL</b>	<b>38744055</b>	<b>37506266</b>

**NOTE: 3 : LONG-TERM BORROWINGS**

Particulars	As at 31.03.2014	As at 31.03.13
<b>Term Loan Secured</b> From: ICICI Bank	611687	1947184
Axis Bank	203813	682268
Volkswagan Finance Pvt Ltd	527092	0
<b>TOTAL</b>	<b>1342592</b>	<b>2629452</b>

**NOTE: 4 : DEFERRED TAX LIABILITIES (Net)**

(Amount Rs)

Particulars	As at 31.03.2014	As at 31.03.13
Opening Balance: Related to Fixed Assets	6632368	6632368
LESS:Deferred Tax Assets Related to Current Year Fixed Assets	584951	0
<b>TOTAL</b>	<b>6047417</b>	<b>6632368</b>

**NOTE: 5 : SHORT TERM BORROWINGS**

Particulars	As at 31.03.2014	As at 31.03.13
(a) Secured Working Capital Loan From Bank	67193352	59625453
(b) Un-Secured From An Associate Company	1318296	2128296
<b>TOTAL</b>	<b>68511648</b>	<b>61753749</b>

**NOTE: 6 : TRADE PAYABLES**

Particulars	As at 31.03.2014	As at 31.03.13
Micro and small enterprises	46080	12974
Others	15718562	10904924
<b>TOTAL</b>	<b>15764642</b>	<b>10917898</b>

**NOTE: 7 : OTHER CURRENT LAIBILITIES**

Particulars	As at 31.03.2014	As at 31.03.13
Current Maturities of Longterm Debt:		
Term Loan:		
From:ICICI Bank	1335497	1635926
Axis Bank	484479	476967
Volkswagon Finance	259627	0
Lease Rent Deposits	150000	180000
Other Liabilities	1634359	967897
<b>TOTAL</b>	<b>3863962</b>	<b>3260790</b>

**NOTE: 8 : SHORT-TERM PROVISIONS**

Particulars	As at 31.03.2014	As at 31.03.13
Provision for Employees benefits	406389.00	335649
Provision for Gratuity	703934.00	633031
Provision for Income Tax	795474.05	466010
Other Provisions	3053168.00	1866482
<b>TOTAL</b>	<b>4958965</b>	<b>3301172</b>



Particulars	Gross Block						Depreciation				Net Block	
	As at 01.04.2013 Rs.	Additions During the year	Deletions During the year	As at 31.03.2014 Rs.	As at 01.04.2013 Rs.	For the Year Rs.	Deletions for the yr Rs.	Upto 31.03.2014 Rs.	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.		
	Land-Freehold	8256763	0	0	8256763	0	0	0	0	8256763	8256763	
Building (Factory)	8223324	0	0	8223324	2352505	274659	0	2627164	5596158	5870817		
Building (Office)	8955485	0	0	8955485	1182369	145974	0	1328343	7627142	7773116		
Plant & Machinery	93669352	0	6985211	86684141	64463478	4357146	5067270	63753354	22930787	29205874		
Electrical	4224559	0	0	4224559	3098304	255272	0	3353576	870983	1126255		
Installation												
Furniture & Fixtures	1726780	0	0	1726780	894459	83044	0	977503	749277	832321		
Vehicles	19382308	1165000	2428757	18118551	5284199	1594047	698887	6179359	11939192	14098109		
Office Equipment	2083114	104317	0	2187431	1044710	94977	0	1139687	1047744	1038404		
Generators	3468625	0	0	3468625	1399122	358656	0	1757778	1710847	2069503		
Computers /Software	3018412	0	0	3018412	2972048	21344	0	2993392	25020	46364		
Moulds	3300952	1227509	0	4528461	1271042	601411	0	1872453	2656008	2029910		
<b>TOTAL</b>	<b>156309674</b>	<b>2496826</b>	<b>9413968</b>	<b>149392532</b>	<b>83962236</b>	<b>7786530</b>	<b>5766157</b>	<b>85982609</b>	<b>63409921</b>	<b>72347436</b>		
Previous Year	147442024	11991883	3124233	156309674	77891324	8003143	1932231	83962236	72347436			





**NOTE: 9 : TANGIBLE ASSETS**

(Amount Rs)

Particulars	As at 31.03.2014	As at 31.03.13
<b>Free - Hold Assets</b>		
(a) Land	8256763	8256763
(b) Buildings Factory	5596158	5870817
(c) Buildings Office	7627142	7773116
(d) Plant and Machinery	22930787	29205874
(e) Electrical Installations	870983	1126255
(f) Furniture & Fixtures	749277	832321
(g) Vehicles	11939192	14098109
(h) Office Equipments	1047744	1038404
(i) Generators	1710847	2069503
(j) Computers/Software	25020	46364
(k) Moulds	2656008	2029910
<b>TOTAL</b>	<b>63409921</b>	<b>72347436</b>

**NOTE: 10 : NON-CURRENT INVESTMENTS (Long Term Investments)**

Particulars	As at 31.03.2014	As at 31.03.13
In Equity Shares in Associates Company Quoted:Pankaj Polypack Ltd 717540 Equity Shares of Rs.10/- fully paid (M.V.Rs.13812645) (prev.Year M.V.Rs.8251710)	7175400	7175400
<b>TOTAL</b>	<b>7175400</b>	<b>7175400</b>

**NOTE: 11 : LONG-TERM LOANS AND ADVANCES**

Particulars	As at 31.03.2014	As at 31.03.13
(Unsecured and Considered good)		
Security Deposits	2765421.00	2732595
MAT Credit Entitlement	0.00	480182
<b>TOTAL</b>	<b>2765421</b>	<b>3212777</b>

**NOTE: 12 : INVENTORIES**

Particulars	As at 31.03.2014	As at 31.03.13
Raw Materials	7170480	7174954
Raw Materials in Transit	0	1622655
Work-in-progress/at jobwork	4503253	5193489
Finished goods	4133943	1210852
Consumable Stores	600000	200000
Scrap/wastage	50928	64080
<b>TOTAL</b>	<b>16458604</b>	<b>15466030</b>

## Pankaj Polymers Limited



### NOTE: 13 : TRADE RECEIVABLES

(Amount Rs)

Particulars	As at 31.03.2014	As at 31.03.13
(Unsecured and Considered good)		
i) Over six months.	1461902	1461902
ii) Others	90246550	69576348
<b>TOTAL</b>	<b>91708452</b>	<b>71038250</b>

### NOTE: 14 : CASH AND CASH EQUIVALENTS

Particulars	As at 31.03.2014	As at 31.03.13
(a) Cash on hand	3601603	3052161
(b) Balance with banks	904786	5930
<b>TOTAL</b>	<b>4506389</b>	<b>3058091</b>

### NOTE: 15 : SHORT-TERM LOANS AND ADVANCES

Particulars	As at 31.03.2014	As at 31.03.13
Unsecured and Considered Good		
(i) Advances to Others	4066650.00	5923684
(ii)Balance with Central Excise	335669	244685
(iii)Tax deducted at source	2198850	1999511
(iv)Advance Income tax	1831059	809986
<b>TOTAL</b>	<b>8432228</b>	<b>8977866</b>

### NOTE: 16 : OTHER CURRENT ASSETS

Particulars	As at 31.03.2014	As at 31.03.13
Interest and Rent Receivable	215865	164846
<b>TOTAL</b>	<b>215865</b>	<b>164846</b>

### NOTES TO PROFIT & LOSS ACCOUNT

#### NOTE: 1 : REVENUE FROM OPERATIONS

Particulars	As at 31.03.2014	As at 31.03.13
HDPE/PP Woven Sacks & Fabric	240677079	245023312
Plastic Moulded Industrial Accessories	59918680	63363952
Wastage	4010747	4067297
<b>TOTAL</b>	<b>304606506</b>	<b>312454561</b>

#### NOTE: 2 : OTHER INCOME

Particulars	As at 31.03.2014	As at 31.03.13
Commission (TDS Rs.2114255) (PY TDS Rs. 1882527)	20038380	18062819
Interest (TDS Rs.281097) PY TDS Rs.15875	2846669	183163
Rent (TDS Rs. 66228 ) (PY TDS.Rs.98667)	662278	805875
Miscellaneous Income	103063	0
Profit/Loss on sale of Assests	0	47998
<b>TOTAL</b>	<b>23650390</b>	<b>19099855</b>

**NOTE: 3 : COST OF RAW MATERIAL CONSUMED**

(Amount Rs)

Particulars	As at 31.03.2014	As at 31.03.13
Opening Stock	8797609	10832596
Add: Purchases of Raw-Materials & Semi Finished Goods	251625745	260760238
	260423354	271592834
Less: Closing Stock	7170480	8797609
Less: Sale of Raw-Material	820240	4946690
<b>Raw Material consumed</b>	<b>252432634</b>	<b>257848535</b>

**NOTE: 4 : CHANGES IN FINISHED GOODS, STOCK-IN-PROCESS AND STOCK IN TRADE**

Particulars	As at 31.03.2014	As at 31.03.13
Inventories (at close)		
Finished goods	4133943	1210852
Work-in-Progress/at jobwork	4503253	5193489
Scrap	50928	64080
	<b>8688124</b>	<b>6468421</b>
Inventories (at commencement)		
Finished goods	1210852	1889031
Work-in-Progress/at jobwork	5193489	4021842
Scrap	64080	96030
	<b>6468421</b>	<b>6006903</b>
<b>TOTAL</b>	<b>-2219703</b>	<b>-461518</b>

**NOTE: 5 : EMPLOYEE BENEFITS EXPENSES**

Particulars	As at 31.03.2014	As at 31.03.13
Salaries & Wages	5850708	5065237
Contribution to Provident Funds and Other Funds	564525	472533
Bonus & Gratuity	204307	72250
<b>TOTAL</b>	<b>6619540</b>	<b>5610020</b>

**NOTE: 6 : FINANCE COSTS**

Particulars	As at 31.03.2014	As at 31.03.13
Interest Expenses	9447868	7220656
Interest on Car Loan	401557.59	510500
Finance Charges	334450	287092
		0
<b>TOTAL</b>	<b>10183876</b>	<b>8018248</b>

**NOTE: 7 : DEPRECIATION**

Particulars	As at 31.03.2014	As at 31.03.13
Depreciation	7786530	8003143
<b>TOTAL</b>	<b>7786530</b>	<b>8003143</b>



Particulars	As at 31.03.2014	As at 31.03.13
Rebate & Discount	683441	399297
Electricity & Fuel	16019736	16012723
Consumable stores & Spares	3232341	3003998
Inward cartage	4286411	4809414
Jobwork Charges	3236228	2652484
Printing & Stationery	87876	131136
Postage & Telephone	390015	382847
Miscellaneous Expenses	770288	689055
Travelling & Conveyance	1207852	123493
Insurance	513525	316198
Rates,Taxes & Duties	15439488	14782910
Outward Cartage	1750559	1924008
Business,Sales Promotion & Advertisement	1071490	1458380
Payments to Auditors		
Statutory Audit Fees	73034	60674
Tax Audit Fees	11236	12360
Security Charges	350677	318008
Directors' Sitting fees	25500	11500
Secretarial & Legal Expenses	267108	369424
Repairs & Maintenance:		
Machinery	1001193	949683
Others	865279	705857
Sundry Balance written Off (Net)	6327	1049185
Loss On Sale of Assets	227811	0
<b>TOTAL</b>	<b>51517415</b>	<b>50162634</b>

**SCHEDULE - V: NOTES FORMING PART OF ACCOUNTS****1. SIGNIFICANT ACCOUNTING POLICIES :****a) Basis of Accounting**

The Financial Statements have been prepared under the historical cost convention on accrual basis in conformity in all material aspects with the generally accepted accounting principles in India and comply with Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956.

**b) Revenue Recognition**

Sale of goods is recognized on dispatches to customers, and is inclusive of excise duty and sales tax (wherever applicable).

**c) Use of Estimates**

The Preparation of Financial Statements requires estimates and assumptions to be made that effect the reported amount of assets and liabilities on the date of financial statements and reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

**d) Fixed Assets**

Fixed Assets are stated at historical cost of acquisition less accumulated depreciation and net of Excise Duty eligible for Cenvat. Pre-operative expenses and Attributable interest stand Capitalized as part of asset cost.

**e) Depreciation**

Depreciation on Fixed Assets have been provided on straight-line method at the rates prescribed under Schedule XIV of the Companies Act, 1956 and prorata on additions during the year. Individual low cost assets acquired at less than Rs.5,000/- are fully depreciated within the year of acquisition.

**f) Investments**

Current investments are carried at the lower of cost and quoted / fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long-term investment is made only if such decline is other than temporary in the opinion of the management.

**g) Impairment:**

The carrying amounts of assets are revised at each balance sheet date if there is any indication of Impairment based on internal and external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount.

**h) Inventories**

Raw Materials, Stores, Spares and work in progress are valued at cost including Cenvat credit wherever applicable on first in first out basis. Finished goods are valued at lower of cost and or estimated net realisable value. Finished goods and work in progress includes cost of conversion and other costs including Excise Duty incurred in bringing the inventories to their present location and condition. Material in transit are stated at actual cost. Scrap is valued at net realisable value.

**i) Foreign Currency Transactions**

Transactions in foreign currency are recorded at the exchange rate, prevailing on the date of transaction or at the exchange rates under the related forward exchange contracts. Profit/Loss on outstanding Foreign Currency contracts have been accounted for at the exchange rates, prevailing at the year end rates as per FEDAI/RBI.

**j) Employee Retirement Benefits**

Company's contribution to Provident Fund and Superannuation Fund are charged to Profit and Loss Account. Gratuity is charged to Profit and Loss Account.

- k) Deferred Revenue Expenditure is amortised over a period of ten years.
- l) Provision for Current and Deferred Tax:
- i) Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.
  - ii) Deferred tax resulting from "timing differences" between book and taxable profit is accounted for using tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the asset will be realised in future.
- m) Provision, Contingent Liabilities and Contingent Assets :
- Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent Liabilities which are not recognized are disclosed in notes. Contingent Assets are neither recognized nor disclosed in Statements.
- n) Turnover
- Turnover includes sale price of goods, sales tax, excise duty. Inter-segment sales are excluded in the Main Profit and Loss account.
- o) Segment Reporting
- Company's operating Business, organized & Managed unit wise, according to the nature of the products and services provided, are recognized in segments representing one or more strategic business units, that offer products or services of different nature and to different Markets.
- p) Prior Period Expenses / Income
- Prior period items, if material are separately disclosed in Profit & Loss Account together with the nature and amount. Extraordinary items & changes in Accounting Policies having material impact on the financial affairs of the company are disclosed.
- q) Sundry Debtors, Loans and Advances
- Doubtful Debts/Advances are written off in the year in which those are considered to be irrecoverable.
- r) Earning per Share
- The Company reports basic and diluted earnings per share in accordance with Accounting Standard-20 (AS-20) issued by the Institute of Chartered Accounts of India. Basic earnings per share are computed by dividing the net Profit or Loss for the year by the Weighted Average number of equity share outstanding during the year. Diluted earnings per share is computed by dividing the net profit or loss for the year by weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.
- s) Cash Flow Statement:
- Cash Flow Statement has been prepared in accordance with requirement of Accounting Standard - 3 "Cash Flow Statement" issued by the Institute of Chartered Accountants of India.

## 2. NOTES TO THE ACCOUNTS:

### 1. Contingent Liabilities:

- 1) Estimated amount of contracts remaining to be executed on capital accounts net of advance Rs. NIL (Previous Year Rs. NIL )
- 2) Bank Guarantee given : NIL Previous Year : NIL
- 3) Disputed Sales Tax Rs. : 843346/- Previous Year Rs.843346/-

2. Related Party Disclosures: Related party disclosures as required under Accounting Standards AS18 on Related Party Disclosures:

a) Relationship:

- I) Associates: Pankaj Capfin Private Limited, Pankaj Tubes (P) Ltd.,  
Jaya Polywear Private Limited., Pankaj Stripes (P) Limited., Aman Tubes  
Private Limited, Pankaj Polytec (P) Ltd., Pankaj Polypack Limited.,  
II) Key Management Personnel: Mr. Pankaj Goel and Mr. Paras Goel

b) The following transactions were carried out with related parties in the ordinary course of business.

I) Associates:

Advances given

(a) Pankaj Polypack Ltd	-	Rs. 9,60,000
(b) Pankaj Polytec ((P) Ltd	-	Rs.30,00,000

Advances taken

(a) Pankaj Polypack Ltd	-	Rs.22,78,296
(b) Pankaj Polytec ((P) Ltd	-	Rs.30,00,000

Closing Balances as on 31.03.2014.

(a) Pankaj Polypack Ltd Cl.Balance Payable	-	Rs.13,18,296
(b) Pankaj Polytec ((P) Ltd Cl.Balance Payable	-	Rs. Nil

- III) a) Job work charges paid to M/s.Pankaj Polytec (P) Ltd Rs.7,82,241/-  
b) Sale of Goods to M/s.Pankaj Polytec (P) Ltd Rs.7,07,868/-

- IV) Key Management Personnel: Mr. Pankaj Goel - Managerial Remuneration, of Rs.12,01,368/- including P.F and Mr. Paras Goel- Managerial Remuneration of Rs.11,26,296/- including P.F.

**Earnings per Share:**The numerator and denominator used to calculate basic/diluted earning per share:

	2012-13 (Rs. in Lacs)	2012-13 (Rs. in Lacs)
Profit after tax (Numerator)	Rs.12.38	Rs.21.67 lacs
Basic/weight in average No. of Equity Shares (Denominator)	5543900	5543900
Basic/Diluted earning per share	0.22	0.39
Nominal value of shares.	10/-	10/-

3. In accordance with the provisions of the accounting standards, AS-22 "Accounting for Taxes on Income" the deferred tax assets of Rs.5,84,951/- has been recognised in the profit & loss account for the year issued by the Institute of Chartered Accountants of India the Company has recognized tax effect of the timing differences, representing the difference between Taxable Income and Accounting Income.

4. The information relating to the registration status of suppliers under the Micro, Small & Medium Enterprises Development Act 2006 is complied & disclosed to the extent of information available with the Company.

5. Managerial Remuneration:

	Salary:	Contribution to PF	Total Remuneration
Managing Director	Rs.9,60,000	241368	1201368
Joint Managing Director	Rs.9,00,000	226296	1126296

6. The segment wise revenue, results and capital employed is for the year ended 31.03.2014 is given below:-

*Rs. in lakhs*

Sl. No.	Particulars	Year ended 31-03-14	Year ended 31-03-13
1.	Segment Revenue/Income		
	a. HDPE/PP Woven Sacks/Fabrics	2446.88	2490.91
	b. Plastic Moulded Accessories	599.19	633.64
	<b>Net Sales/Income from Operations</b>	<b>3046.07</b>	<b>3124.55</b>
2.	Segment Results		
	(Profit) (+)/ Loss (-) before tax and Interest from each Segment:		
	a. HDPE/PP Woven Sacks/Fabrics	-53.19	-21.00
	b. Plastic Moulded Accessories	40.71	52.92
	<b>Total</b>	<b>-12.48</b>	<b>31.92</b>
	Less:a) Interest	-101.84	-80.18
	b) Other un-allocable expenditure net of un-allocable income(+)/(-)	133.68	72.00
	<b>Total Profit Before Tax</b>	<b>19.37</b>	<b>23.74</b>
3.	Capital Employed		
	(Segment Assets - Segment Liabilities)		
	a. HDPE/PP Woven Sacks/Fabrics	1059.24	981.45
	b. Plastic Moulded Accessories	374.40	374.55
	<b>Total</b>	<b>1433.64</b>	<b>1356.00</b>

7. Previous years figures have been regrouped and reclassified wherever necessary to make them comparable.

AS PER OUR REPORT OF EVEN DATE ATTACHED  
FOR LUHARUKA & ASSOCIATES  
Chartered Accountants  
FR No.01882 S

Sd/-  
RAMESHCHAND JAIN  
Partner  
M. No.23019

Place: Secunderabad.  
Date : 29.05.2014.

for PANKAJ POLYMERS LIMITED  
L24134TG1992PLC014419

Sd/-  
PANKAJ GOEL  
Managing Director  
DIN: 00010059

Sd/-  
PARAS GOEL  
Jt.Managing Director  
DIN: 00010086

Sd/-  
RAVI VENKATA KIRAN  
Company Secretary  
M. No.A19155





ADDITIONAL INFORMATION PURSEANT TO THE PROVISION OF PART II  
OF SCHEDULE VI OF THE COMPANIES ACT 1956

Sl. No.	Details	For the year ended 31.03.2014			For the year ended 31.03.2013		
		Qty.(MT)	Value(Rs)	%	Qty.(MT)	Value(Rs)	%
a)	VALUE OF IMPORTS (CIF) BASIS						
	Raw-Materials		NIL		NIL		
b)	EXPENDITURE IN FOREIGN CURRENCIES						
	Travelling Expenses		492815		123493		
c)	VALUE OF IMPORTED AND INDIGENOUS RAW MATERIAL STORES SPARE PARTS & COMPONENTS CONSUMED DURING THE YEAR						
	Raw-Materials						
	Imported	NIL	NIL		NIL	NIL	
	Indigenous	2379.971	252432634	100	2770.8982	57848535	100
	Stores Spareparts & Components						
	Imported	NIL	NIL				
	Indigenous	0	3232341	100	NIL	3003998	100
d)	EARNING IN FOREIGN CURRENCY	NIL	NIL		NIL	NIL	

AS PER OUR REPORT OF EVEN DATE ATTACHED  
FOR LUHARUKA & ASSOCIATES  
Chartered Accountants  
FR No.01882 S

for PANKAJ POLYMERS LIMITED

Sd/-  
RAMESHCHAND JAIN  
Partner  
M. No.23019

Sd/-  
PANKAJ GOEL  
Managing Director

Sd/-  
PARAS GOEL  
Jt. Managing Director

Place: Secunderabad.  
Date : 29.05.2014.

Sd/-  
RAVI VENKATA KIRAN  
Company Secretary  
M. No.A19155

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

Registration Details	Registration No. : 01-14419	State Code : 1	
	Balance Sheet Date : 31/03/2014		
Capital Raised during the year (Amount in Rs. Thousands)	Public Issue : NIL	Rights Issue : NIL	
	Bonus Issue : NIL	Private Placement/Others : NIL	
Position of Mobilisation & Development of Funds: (Amount in Rs. Thousands)	Total Liabilities : 194672	Total Assets : 194672	
	<b>SOURCES OF FUNDS</b>		
	Paid-up Capital : 55439	Reserves & Surplus : 38744	
	Secured Loans : ---	Unsecured Loans : ---	
	<b>APPLICATION OF FUNDS</b>		
	Net Fixed Assets : 63410	Investments : 7175	
	Net Current Assets : ---	Misc. Expenditure : ---	
	Accumulated Losses : ---		
	Performance of Company (Amount in Rs. Thousands)	Turnover (Incl.other income) : 328257	Total Expenditure : 326320
		Profit before Tax : 1937	Profit After Tax : 1238
Earning per Share in Rs. : 0.22		Dividend Rate (%) : ---	
Generic Names of Principal products of Company: (As per monetary terms)	Item Code No.(ITC Code) : 3923 HDPE/PP WOVEN SACKS/FABRICS : 9090 PLASTIC MOULDED INDUSTRIAL ACCESSORIES (CFL) PET JARS.		



Dear Shareholder,

**Sub: Green Initiative in Corporate Governance**

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliance by Companies through electronic made. In accordance with the recent circular no.17/2011 dated 21.04.2011 and circular No 18/2011dated 29.04.2011 issued by the Ministry, Companies can now send various notices and documents including annual report, to its shareholders through electronic made to the registered e-mail addresses of shareholders. It is a welcome move for the society at large, as this will reduce paper consumption to great extent and allow share holders to contribute towards a Greener Environment. This is a golden opportunity for every shareholder of Hindustan Unilever to contribute to the corporate Social Responsibility initiative of the Company

We therefore invite all our shareholders to contribute to the cause by filling up the form given below and send it back to us in the attached postage prepaid envelope.

Let's be part of this 'Green Initiative'

Please note that as a member of the company you will be entitled to receive all such communication in physical form, upon request.

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**E-COMMUNICATION REGISTRATION FORM**

(In terms of circular no. 17/2011 dated 21.04.2011 issued by the Ministry of Corporate Affairs)

Folio No./DP ID & Client ID : .....

Name of 1st Registered Holder : .....

Name of joint Holder(s) : .....

Registered Address : .....

E-mail ID (to be registered) : .....

I/we shareholder(s) of Pankaj Polymers Limited agree to receive Communication from the Company in electronic mode. Please Register my above e-mail id in your for sending communication through e-mail.

Date.....

Signature.....

Note:

Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.



**PANKAJ POLYMERS LIMITED**

Registered office: "E" Block, V Floor, 105, Surya Towers, Sardar Patel Road, Secunderabad - 500 003, Telangana

CIN: L24134TG1992PLC014419, Email hyd1\_pankaj@sancharnet.in, Tel: 040-27897743

I/We herby record my/our present at the 22nd annual General meeting of the Company being held on 26th Friday 2014 at 10.30 AM at Lions Bhavan, 1-8-179, Lakhapath Building, Behind HDFC bank, Paradise Circle, Secunderabad - 500 003.

Member Folio/DP ID-Client ID No. Member's/Proxy's name in Block Letters Signature of Member / Proxy

Regd. Folio /\*Client ID:

\*Applicable for members holding shares in electronic form

Note: To be signed and handed over at the entrance of the Meeting venue.



**PANKAJ POLYMERS LIMITED**

Registered office: "E" Block, V Floor, 105, Surya Towers, Sardar Patel Road, Secunderabad - 500 003, Telangana

CIN: L24134TG1992PLC014419, Email hyd1\_pankaj@sancharnet.in, Tel: 040-27897743

Form No. MGT-11

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	: Pankaj Polymers Limited
Registered Office	: 'E' Block, V Floor, 105, Surya Towers, Sardar Patel Roadm Secunderabad - 500 003
Name of the Member(s)	: _____
Registered address	: _____
E-mail ID	: _____ Folio No. / DP ID and Client ID : _____

I/We, being the Member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint.

- Name : \_\_\_\_\_ E-mail ID : \_\_\_\_\_  
Address : \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her
- Name : \_\_\_\_\_ E-mail ID : \_\_\_\_\_  
Address : \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Friday, the 26th day of September, 2014 at 10.30 A.M. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Reso. No.	Description	For*	Against*
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2014	<input type="checkbox"/>	<input type="checkbox"/>
2.	To appoint a Director in place of Sri.Baburam Goel who retires by rotation and being eligible offers himself for re-appointment	<input type="checkbox"/>	<input type="checkbox"/>
3.	To re- appoint statutory Auditors of the company and to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
4.	Appointment of Sri.T.Prasad Reddy as Independent Director	<input type="checkbox"/>	<input type="checkbox"/>
5.	Appointment of Sri Ishoo Narang as Independent Director	<input type="checkbox"/>	<input type="checkbox"/>
6.	Appointment of Sri Manohar Ramawat as Independent Director	<input type="checkbox"/>	<input type="checkbox"/>
7.	Appointment of Sri.Pankaj Goel as Managing Director	<input type="checkbox"/>	<input type="checkbox"/>
8.	Appointment of Sri Paras Goel as Joint Managing Director	<input type="checkbox"/>	<input type="checkbox"/>
9.	Authorization for borrowing powers	<input type="checkbox"/>	<input type="checkbox"/>
10.	Appointment of Cost Auditor	<input type="checkbox"/>	<input type="checkbox"/>

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Signature.....



**Notes:**

- Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member
- This form of Proxy, to be effective, should be deposited at the Registered Office of the Company 'E' Block, V Floor, 105, Surya Towers, Sardar Patel Road, Secunderabad - 500 003, Telangana not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.



**PANKAJ POLYMERS LIMITED**

**22<sup>nd</sup> Annual Report  
2013-14**

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**PANKAJ POLYMERS LIMITED**

Regd. Office : 'E' Block, V Floor, 105, Surya Towers  
Sardar Patel Road, Secunderabad - 500 003.

Phones : 040 - 27897743, 27897744, 27815895

Fax: 040 - 27842127

Email: [hyd1\\_pankaj@sancharnet.in](mailto:hyd1_pankaj@sancharnet.in)

: [info@pankajpolymers.com](mailto:info@pankajpolymers.com)