

**20<sup>th</sup>**  
**ANNUAL REPORT**  
**2015 – 2016**

**PC PRODUCTS INDIA LIMITED**

(Formerly Known as Jayavant Industries Limited)



**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Mr. Devender Kumar Rathi	-	Whole-time Director (Professional Executive)	(DIN: 06666011)
Mr. Arun Kumar Bhangadia	-	Promoter – Non Executive	(DIN: 00021024)
Ms. Nishita Kalantri	-	Independent – Non Executive	(DIN: 07444639)
Mr. Praveen Bellam	-	Independent – Non Executive	(DIN: 06968003)
Mr. Bonthu Pardhasara	-	Independent – Non Executive	(DIN: 07337785)

**COMPANY SECRETARY**

Ms. Pooja Jain

**CHIEF FINANCIAL OFFICER**

Mr. Anil Kumar Munjal

**CORPORATE IDENTITY NUMBER (CIN)**

L85110TG1996PLC099198

**ISIN**

INE579N01018

**REGISTERED OFFICE**

4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad – 500 027 (Telangana)

**CONTACT DETAILS**

Cell : +91 - 90300 57370  
+91 - 98490 51199

E-Mail : pcproductsindia@gmail.com

Website: www.pcproductslimited.com

**AUDITORS**

M/s. N.M. Khataavkar & Co.  
Chartered Accountants  
Divate Complex, Near Court circle, Club Road, Hubli – 580029 (Karnataka)

**BANKER**

HDFC Bank Limited, Hyderabad (Telangana)

**AUDIT COMMITTEE**

Mr. Bellam Praveen	-	Chairman
Mr. Bonthu Pardhasara	-	Member
Mr. Arun Kumar Bhangadia	-	Member

**NOMINATION & REMUNERATION COMMITTEE**

Mr. Bellam Praveen	-	Chairman
Mr. Bonthu Pardhasara	-	Member
Mr. Arun Kumar Bhangadia	-	Member

**STAKEHOLDER RELATIONSHIP COMMITTEE**

Mr. Bellam Praveen	-	Chairman
Mr. Bonthu Pardhasara	-	Member
Mr. Arun Kumar Bhangadia	-	Member

**INDEPENDENT DIRECTORS COMMITTEE**

Mr. Bellam Praveen	-	Chairman
Mr. Bonthu Pardhasara	-	Member
Ms. Nishita Kalantri	-	Member

**RISK MANAGEMENT COMMITTEE**

Mr. Arun Kumar Bhangadia	-	Chairman
Mr. Bellam Praveen	-	Member
Mr. Devender Kumar Rathi	-	Member

**LISTING**

- 1) BSE Limited
- 2) Metropolitan Stock Exchange of India Limited
- 3) Ahmedabad Stock Exchange Limited

**REGISTRAR & SHARE TRANSFER AGENTS**

Venture Capital & Corporate Investments Private Limited  
 12-10-167, Bharat Nagar, Hyderabad – 500018 (Telangana)  
 Contact No: 040 23818475/23818476  
 E-mail: [info@vccilindia.com](mailto:info@vccilindia.com)

**NOTICE**

NOTICE is hereby given that the 20<sup>th</sup> Annual General Meeting of the Shareholders of M/s. PC Products India Limited (Formerly Known as Jayavant Industries Limited) will be held on Friday, the 30<sup>th</sup> September, 2016 at 11.00 A.M. at the Registered Office of the Company, 4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad – 500 027 (Telangana) to transact the following business:

**ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year 2015-16 together with all schedules and notes attached thereto, along with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Devender Kumar Rathi, Whole-time Director (DIN: 06666011), who retires by rotation and being eligible, offers himself for re-appointment.
3. To Ratify the Appointment of M/s. N.M. Khatavkar & Co., Chartered Accountants, Hubli as Statutory Auditors of the Company and authorize Board of Directors to fix the remuneration.

Resolved that pursuant to the provisions of section 139 and all other applicable provisions, of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the Appointment of M/s. N.M. Khatavkar & Co., (FRN: 007939S), Chartered Accountants as Statutory Auditors of the Company for a term of 5 years i.e., till the conclusion of 24<sup>th</sup> Annual General Meeting (AGM) to be held in 2020 which was subject to ratification at every AGM; be and is hereby ratified to hold office from Conclusion of this AGM until Conclusion of Next AGM, on such remuneration as may be determined by the Board of Directors.

**SPECIAL BUSINESS****4. APPOINTMENT OF MR. BONTHU PARDHASARA AS INDEPENDENT DIRECTOR**

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

**RESOLVED THAT** pursuant to the provisions of section 149, 152 of the Companies Act, 2013 and rules made there under, Mr. Bonthu Pardhasara (DIN 07337785), who was appointed as "Additional Director – Independent Non Executive" on the Board of the Company on **09/11/2015** pursuant to the provision of Section 161 (1) of the Companies Act, 2013 (the Act) read with Articles of Association of the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Bonthu Pardhasara as a candidate for the office of a Director of the Company and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to **08<sup>th</sup> November, 2020**.

**5. APPOINTMENT OF MS. NISHITA KALANTRI AS INDEPENDENT DIRECTOR**

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

**RESOLVED THAT** pursuant to the provisions of section 149, 152 of the Companies Act, 2013 and rules made there under, Ms. Nishita Kalantri (DIN 07444639), who was appointed as "Additional Director – Independent Non Executive" on the Board of the Company on **13/02/2016** pursuant to the provision of Section 161 (1) of the Companies Act, 2013 (the Act) read with Articles of Association of the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Nishita Kalantri as a candidate for the office of a Director of the Company and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to **12<sup>th</sup> February, 2021**.

Place: Hyderabad  
Date: 02/09/2016

For and on Behalf of the Board  
PC Products India Limited

Sd/-  
Devender Kumar Rathi  
Whole-time Director  
(DIN: 06666011)

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting" ) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. **The Register of Members and Share Transfer Books of the Company in respect of Equity Shares will remain closed from Saturday, 24<sup>th</sup> September, 2016 to Friday, 30<sup>th</sup> September, 2016 (both days inclusive).**
4. Members / Proxies are requested to bring the attendance slip duly signed as per the Specimen Signature recorded with the Company/Depository Participant for admission to the meeting hall.
5. Members are requested to notify immediately any change in their address to the Registrar and Share Transfer Agent (RTA & STA) - **M/s. Venture Capital & Corporate Investments Private Limited; 12-10-167, Bharat Nagar, Hyderabad -500018 (Telangana)** and in case their Shares are held in the dematerialized form, this information should be passed on to their respective Depository Participants.
6. A member desirous of receiving any information on the accounts or operations of the company is requested to forward his/her queries to the Company at least 7 working days prior to the meeting, so that the required information can be made available at the meeting .
7. Members holding Shares in physical form are requested to notify immediately any change in their address along with address proof, i.e Electric/Telephone Bill, driving License or a copy of passport and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their Shares are held in dematerialized form, this information should be passed on directly to their respective depository Participants and not to the Company\RTA without any delay.
8. 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.
9. It shall be mandatory for the transferee(s) to furnish copy of PAN CARD to the Company/ RTAs for registration of such transfer of Shares, for securities market transactions and off market/private transactions involving transfers of Shares in physical form of listed companies.
10. As a part of Green initiative in Corporate Governance the Ministry of Corporate Affairs (MCA), government of India vide its circular has allowed paperless compliance by Companies inter-alia stating that if the Company sends official documents to their shareholders electronically, it will be in compliance with the provisions of the companies Act, 2013 keeping in view shareholders are requested to update their E-Mail ID with their DP.

11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. **Notice of the Annual General Meeting will be sent to all the Members on or before Monday, 05<sup>th</sup> September, 2016, whose names appear in the Register of Members as on Friday, 02<sup>nd</sup> September, 2016 (cut-off date).**

### **E-VOTING (VOTING THROUGH ELECTRONIC MEANS)**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 20<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting services provided by Central Depository Services India Limited (CDSL).

**The Members whose names appear in the Register of Members as on Friday, 23<sup>rd</sup> September, 2016 (cut-off date), are entitled to Vote (E-Voting) on the resolutions set forth in this Notice.**

**The E-Voting period will commence on Tuesday, 27<sup>th</sup> September, 2016 (09:00 hrs) and will end on Thursday, 29<sup>th</sup> September, 2016 (17:00 hrs).** During this period, shareholders of the Company holding Shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

The Company has appointed **Mr. Pavan Kankani, Company Secretary in Whole-time Practice, (Membership No. F-7432, CP No.7643)** to act as Scrutinizer to conduct and scrutinize the electronic voting process and poll at the Annual General Meeting in a fair and transparent manner.

The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

### **PROCEDURE FOR E-VOTING**

- A. *In case of members receiving e-mail (for members whose e-mail address is registered with the RTA) –***
- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (ii) Click on "Shareholders" tab.
  - (iii) Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - Members holding Shares in Physical Form should enter Folio Number registered with the Company.
  - (iv) Next enter the Image Verification as displayed and Click on Login.
  - (v) If you are holding Shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vi) If you are a first time user, follow the steps given below for the password:



For Members holding Shares in Demat Form and Physical Form:

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is 3 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding Shares in physical form will then directly reach the Company selection screen. However, members holding Shares in demat form will now reach Password Creation menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding Shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company, i.e., PC Products India Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ( "FAQs" ) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B. In case of members receiving the physical copy:**

Please follow all steps from S. No. (i) to S. No. (xviii) above to cast vote.

**C. General Instructions:**

- (i) Members can opt for only one mode of voting, i.e., either by Physical Ballot or E-Voting. In case Members cast their votes through both the modes, voting done by E-Voting shall prevail and votes cast through Physical Ballot will be treated as invalid.
- (ii) The facility for voting through Polling Paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by E-Voting shall be able to exercise their right at the meeting.
- (iii) The member who cast their vote by E-Voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- (iv) The Scrutinizer, after scrutinizing the votes cast at the meeting through Physical Poll and through E-Voting shall within a period not exceeding Three (3) Working days from conclusion of E-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make Consolidated Scrutinizer's Report and submit the same to the Chairman.
- (v) The Results declared along with the Scrutinizer's Report shall be displayed on the Website of the Company and communicated to the Stock Exchanges, where the Equity Shares of the Company are listed.
- (vi) The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within three days of the Annual General Meeting.

**For and on Behalf of the Board  
PC Products India Limited**

**Sd/-  
Devender Kumar Rathi  
Whole-time Director  
(DIN: 06666011)**

**Place: Hyderabad  
Date: 02/09/2016**

**EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

**ITEM NO. 4**

**Mr. Bonthu Pardhasara (DIN 07337785) was appointed as Additional Director at the meeting of Board of Directors of the Company held on 09/11/2015** in terms of Section 161 (1) of the Companies Act, 2013, as Independent Non-Executive Director.

In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next AGM and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013.

In order to ensure compliance with the provisions of Section 149 and 152 of the Companies Act, 2013 read with rules made there under and Schedule IV of the Act, it is proposed that approval of the Shareholders be accorded for the appointment of Mr. Bonthu Pardhasara (DIN 07337785) as Independent Non-Executive Director for a term of 5 years upto 08/11/2020.

**Brief Profile of Mr. Bonthu Pardhasara –**

DIN	07337785
DOB	01/07/1970 (46 years)
Qualifications	Bachelor of Arts, Andhra University
Experience	Real Estate Business
Relation with Company/Directors	NIL
No. of Equity Shares held in Company	NIL
Other Directorships	NIL

Mr. Bonthu Pardhasara (DIN 07337785) has confirmed compliance with the criteria of independence as provided under Section 149 (6) of the Act. Further, in the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the rules made there under, and is independent of the Management.

Except Mr. Bonthu Pardhasara (DIN 07337785), being an appointee, none of the Directors/Key Managerial Personnel of the Company/ their respective relatives, are, directly or indirectly, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item no. 4 for approval of the Members.

**ITEM NO. 5**

**Ms. Nishita Kalantri (DIN 07444639) was appointed as Additional Director at the meeting of Board of Directors of the Company held on 13/02/2016** in terms of Section 161 (1) of the Companies Act, 2013, as Independent Non-Executive Director.

In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next AGM and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013.

In order to ensure compliance with the provisions of Section 149 and 152 of the Companies Act, 2013 read with rules made there under and Schedule IV of the Act, it is proposed that approval of the Shareholders be accorded for the appointment of Ms. Nishita Kalantri (DIN 07444639) as Independent Non-Executive Director for a term of 5 years upto 12/02/2021.

**Brief Profile of Ms. Nishita Kalantri –**

DIN	:	07444639
DOB	:	13/10/1992 (23 years)
Qualifications	:	Bachelor of Commerce, Osmania University
Experience	:	Legal and Secretarial Work
Relation with Company/Directors	:	NIL
No. of Equity Shares held in Company	:	NIL
Other Directorships	:	NIL

Ms. Nishita Kalantri (DIN 07444639) has confirmed compliance with the criteria of independence as provided under Section 149 (6) of the Act. Further, in the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and the rules made there under, and is independent of the Management.

Except Ms. Nishita Kalantri (DIN 07444639), being an appointee, none of the Directors/Key Managerial Personnel of the Company/ their respective relatives, are, directly or indirectly, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 5 for approval of the Members.

**For and on Behalf of the Board  
PC Products India Limited**

**Sd/-**

**Devender Kumar Rathi  
Whole-time Director  
(DIN: 06666011)**

**Place: Hyderabad  
Date: 02/09/2016**

**DIRECTOR'S REPORT**

We are presenting the 20<sup>th</sup> Annual Report with Audited Statements of Accounts for the Financial Year ended 31<sup>st</sup> March, 2016.

**FINANCIAL PERFORMANCE**

The performance during the period ended 31st March, 2016 has been as under:

Particulars	(Amount In Rs.)	
	2015-2016	2014-2015
Income	37424856.07	40667551.18
Expenditure	37280421.79	40395246.93
Provision for Current Tax (MAT)	27522.00	51887.00
MAT Credit Entitlement	(27522.00)	(51887.00)
Profit for the year	144434.28	272304.25

**COMPANY PERFORMANCE**

Your Company has posted Good financial results during the year under review. The Turnover of the Company is Rs. 3,74,24,856.07/- and Net Profits is Rs. 1,44,434.28/- and the Company is trying to achieve inorganic growth in its business activities by diversifying into the business of Drugs and Pharmaceuticals.

**CAPITAL OF THE COMPANY & ISSUE OF FURTHER SHARES THROUGH SWAP**

The Present Authorized Share Capital of the Company is Rs. 6,00,00,000/- divided into 60,00,000 Equity Shares of Rs. 10/- each. The Company is proposing to issue Equity Shares. Considering the same; the Board has approved, subject to the Shareholders approval in Postal Ballot Notice dated Wednesday, 24/08/2016, an Increase in the Authorized Share Capital to Rs. 13,00,00,000/- divided into 1,30,00,000 Equity Shares of Rs. 10/- each.

The Paid up Share Capital is Rs. 5,38,81,000/- (53,88,100 Equity Shares of Rs. 10/- each)

**OPEN OFFER AND SHARE PURCHASE AGREEMENT**

M/s. Mark Corporate Advisors Private Limited (Managers to Open Offer) has informed the Company and the Stock Exchanges about the Share Purchase Agreement dated Wednesday, 24/08/2016 entered by Mr. Mohammed Aejaz Habeeb (Acquirer 1), Mr. Syed Ameer Basha Paspala (Acquirer 2) and Mr. Kalidindi Krishnam Raju (Acquirer 3) with Mr. Arun Kumar Bhangadia, Promoter of the Company (Seller) for acquisition of 21,00,000 Equity Shares representing 20.47% of the Emerging Voting Capital of the M/s. PC Products India Limited (Target Company).

Further, the Company in its Board Meeting held on Wednesday, 24/08/2016 has decided and approved the following:

1. To acquire not less than 51% stake in M/s. Krisani Bio Sciences Private Limited by way of Swapping of Shares from the Shareholders of M/s. Krisani Bio Sciences Private Limited.
2. Allotment of 48,70,606 Equity Shares on SWAP Basis to Mr. Kalidindi Krishnam Raju (Acquirer 3 and Shareholder of M/s. Krisani Bio Sciences Private Limited) and his relatives.

Pursuant to SPA and Preferential Allotment, the Acquirers have triggered the Open Offer as per SEBI (SAST) Regulations, 2011 to acquire 26,67,300 Equity Shares of Rs. 10/- each of M/s. PC Products India Limited (Target Company) representing 26% of the Emerging Equity Share Capital / Voting Capital of the Target Company.

Public Announcement                      Wednesday, 24/08/2016  
Detailed Public Statement                Tuesday, 30/08/2016

**DIVIDEND**

The Company in its revival proposes no dividend for the year.

**LISTING**

The Company has its Equity Shares listed on BSE Limited (11/08/2015). The Company is already listed on Metropolitan Stock Exchange of India Limited and Ahmedabad Stock Exchange Limited. The Annual Listing Fees (BSE, MSEI, and ASE) and Annual Custodian Fees (NSDL, CDSL) have been paid by the Company for the FY 15-16.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORY AUTHORITIES/COURTS**

There are no significant and material orders passed by the Regulatory authorities or Courts which effect the nature of the business of the company.

**DISCLOSURE ABOUT COST AUDIT**

Cost Audit is not applicable to your Company.

**STATUTORY AUDITORS**

At the Annual general meeting held on 16/09/2015, M/s. N.M. Khatavkar & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting to be held in the Year 2020. In terms of First proviso to section 139 of the Companies Act, 2013 the appointment of auditors shall be placed for ratification at every Annual General Meeting.

Accordingly, the appointment of M/s. N.M. Khatavkar & Co., Chartered Accountants, as Statutory Auditors of the Company, is placed for ratification by the shareholders. The Auditors Report for 2015-2016 does not contain any qualification, reservation or adverse remarks and is enclosed with Financial Statements in this Annual Report.

**INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY**

The Company is not a NBFC, Housing Company etc., and hence Industry based disclosures is not required.

**SECRETARIAL STANDARDS - EVENT BASED DISCLOSURES**

During the year under review, the Company has NOT taken up any of the following activities:

1. Preferential Allotment of Shares
2. Issue of Shares with differential rights
3. Issue of Shares under employee' s stock option scheme
4. Disclosure on purchase by company or giving of loans by it for purchase of its Shares
5. Disclosure about revision
6. Issue of sweat equity share
7. Buy-Back of Shares

**INTERNAL CONTROLS SYSTEMS AND ADEQUACY**

The Company' s organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment. The internal audit function is adequately resourced commensurate with the operations of the Company and reports to the Audit Committee of the Board.

**SUBSIDIARIES / JOINT VENTURE / ASSOCIATES**

During the Year under review, there were no Subsidiaries / Associates / Joint Ventures of our Company.

**SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Pavan Kankani (P K & Associates, Practising Company Secretaries) (Membership No. F-7432, CP No. 7643), to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report in **Form MR 3** is annexed herewith as "**Annexure I**" to this report.

**INTERNAL AUDITORS**

Pursuant to provisions of Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014 and Section 179 read with Rule 8(4) of the Companies (Meetings of Board and its Powers) Rules, 2014; the Company has appointed Mr. Praveen Rathi, Chartered Accountant (Memb No. 230406, FRN No. 0163575) (Proprietor – Rathi Praveen & Co.) as Internal Auditor of the Company and their report is reviewed by the Audit Committee from time to time.

**EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in **Form MGT 9** is annexed herewith as "**Annexure II**" to this report.

**NON – APPLICABILITY OF CORPORATE GOVERNANCE**

As per the SEBI Circular CIR/CFD/POLICYCELL/7/2014 dated 15<sup>th</sup> September, 2014, the Paid Up Capital of the Company is less than Rs. 10 Crores and Net worth being less than Rs. 25 Crores, Corporate Governance and its report is Not Applicable to the Company.

**QUALIFICATIONS IN AUDIT REPORTS**

Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made—

(a) Explanation Regarding Statutory Auditors Report:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2016 and has noted that the same **does not have** any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges and growth in the market expected in view of the robust capital market in the coming years.

(b) Explanation Regarding Secretarial Audit Report:

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act 2013, and the same **does not have** any reservation, qualifications or adverse remarks.

**FIXED DEPOSITS**

The Company has not accepted any deposits falling within the meaning of Sec. 73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the Financial Year under review.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Particulars of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**CORPORATE SOCIAL RESPONSIBILITY**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions under section 135 of the Companies Act, 2013 are not applicable to the company.

**REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES FOR THE FINANCIAL YEAR 2015-2016**

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

(Amount in Rupees)

Sl. No	Name	Designation	Remuneration paid FY 2015-16	Remuneration paid FY 2014-15	Increase in remuneration from previous years	Ratio/times per median of employee remuneration
<b>Executive Directors and Key Managerial Persons</b>						
1	Pooja Jain	Company Secretary	3,24,000	1,35,000 (01/11/2014 - 31/03/2015)	--	--
2	Anil Kumar Munjal	Chief Financial Officer	1,20,000	--	--	--
3	Devender Kumar Rathi	Whole-time Director	24,000 (13/02/2016 - 31/03/2016)	--	--	--
<b>Non Executive Directors</b>						
1	Arun Kumar Bhangadia	Promoter Non-Executive Director	--	--	--	--
2	Praveen Bellam	Independent Director	--	--	--	--
3	Bonthu Pardhasara	Independent Director	--	--	--	--
4	Sripriya Mutgi	Independent Director	--	--	--	--
5	Nishita Kalantri	Independent Director	--	--	--	--

**POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION**

The Current policy is to have an appropriate mix of Executive and Independent Directors to maintain the independence of the Board, and separate its functions of Governance and Management. As on date of this report your Board consists of 5 Directors including 1 Promoter Non-Executive Director and 3 are Independent Non-Executive Directors (including a Women Director) and 1 is Professional Executive Director.

The Policy of the Company on Appointment and Remuneration, including criteria for determining qualifications, positive attributes, independence of directors and other matters, as required under Section 178 (3) of the Companies Act, 2013 has been framed by the Company. We affirm that the Remuneration paid to the Directors is as per terms laid out in the Nomination and Remuneration Policy.



**RELATED PARTY TRANSACTIONS**

All material Related Party Transactions that were entered into during the Financial Year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee as also the Board for approval.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

Detailed information about the Related Party Transactions is enclosed in **Form AOC-2** as "**Annexure - III**" to this report.

**CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION**

The Company has no activity relating to conservation of energy or technology absorption. Further the company did not have any foreign exchange earnings or outgo during the year. Hence no information pursuant to Section 134 of the Companies Act, 1956 read with (disclosure of particulars in the report of Board of Directors) Rules, 1988 is provided.

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year under review company did not earn foreign currency nor did it expend any amount in foreign currency.

**BUSINESS RISK MANAGEMENT**

The Company has adopted a Risk Management Plan for implementation of Enterprise Risk Management (ERM) framework. As per the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Board shall establish a Risk Management Plan/ Policy and the Risk Management Committee shall evaluate the Risk Management systems periodically.

In line with this requirement, the Board is responsible for initiating and instituting the ERM framework and setting the requisite tone at the top for implementation of the ERM framework. Further, the Board shall be responsible for overseeing measures for managing risk. The Plan also envisages a key role for the Risk Management Committee which shall periodically (at least annually) review the adequacy of Risk Management Systems, recommend improvements if needed, discuss with external consultants, Internal Auditors to test the adequacy and effectiveness of the Risk Management System.

Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. Even through this non-production period the Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

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

The Company has in place an anti sexual harassment policy in line with the requirements of the Sexual Harassment of Women at the work place (Prevention, Prohibition and Redressal) Act, 2013. All Employees (Permanent, Contractual, temporary, Trainees) are covered under this policy.

**WHISTLE BLOWER POLICY/VIGIL MECHANISM**

The Company has a Whistle Blower Policy framed to deal with instance of Fraud and Mis-Management, if any in the Group pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013. The details of the Policy are posted on the website: [www.pcproductslimited.com](http://www.pcproductslimited.com).

**BOARD MEETINGS**

The Board of Directors duly met **7 (Seven)** times in the FY 2015-2016 on 29/04/2015, 29/05/2015, 11/08/2015, 09/11/2015, 27/11/2015, 13/02/2016 and 30/03/2016 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year under review –

- Ms. Sripriya Mutgi (Independent Non – Executive Director) resigned from the Board on 13/02/2016 due to her personal pre-occupations.
- Mr. Bonthu Pardhasara was appointed as Additional Director (Independent Non – Executive Director) on the Board w.e.f 09/11/2015.
- Ms. Nishita Kalantri was appointed as Additional Director (Independent Non – Executive Director) on the Board w.e.f 13/02/2016

**DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to Section 134 (5) of the Companies Act, 2013, your Directors confirm that to the best of their knowledge and belief and according to the information and explanation obtained by them,

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) Such accounting policies as mentioned in the notes to the financial statements have been selected and applied consistently and judgments and estimates that are reasonable and prudent made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2015-16 and of the profit or loss of the Company for that period;
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The annual accounts for the year 2015-16 have been prepared on a going concern basis.
- v) That proper internal financial control was in place and that the financial controls were adequate and were operating effectively.
- vi) That system to ensure compliance with the provisions of all applicable laws was in place and was adequate and operating effectively.

**AUDIT COMMITTEE**

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013.

The terms of reference of the Audit Committee include a review of the following:

- Overview of the Company' s financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
- Reviewing with management the annual financial statements before submission to the Board.

The previous Annual General Meeting of the Company was held on Wednesday, 26<sup>th</sup> September, 2015 at 11.00 a.m. at Registered Office of the Company at 4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad – 500 027 (Telangana) and Chairman of the Audit Committee, attended previous AGM.

**During the FY 2015-2016, Four (4) Meetings of the Audit Committee were held on 29/05/2015, 11/08/2015, 09/11/2015 and 13/02/2016.**

The Composition is as follows:

Name	Designation	Category
<b>Form 01/04/2015 – 13/02/2016</b>		
Mr. Devender Kumar Rathi	Chairman	Independent Non-Executive
Mr. Bellam Praveen	Member	Independent Non-Executive
Ms. Sripriya Mutgi #	Member	Independent Non-Executive
<b>Re-Constitution From 13/02/2016</b>		
Mr. Bellam Praveen	Chairman	Independent Non-Executive
Mr. Bonthu Pardhasara *	Member	Independent Non-Executive
Mr. Arun Kumar Bhangadia	Member	Promoter Non-Executive

# Resigned w.e.f. 13/02/2016

\* Appointed w.e.f. 09/11/2015

**NOMINATION & REMUNERATION COMMITTEE**

**During the FY 2015-2016, the Nomination and Remuneration Committee Meeting was held on 29/05/2015.**

**Terms of reference:**

The main term of reference of the Committee is to approve the fixation/revision of remuneration of the Managing Director/Whole Time Director of the Company and while approving:

- To take into account the financial position of the Company, trend in the industry, appointee' s qualification, experience, past performance, past remuneration etc.
- To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

**Remuneration Policy:**

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit. The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered, individual performance etc.

**The Composition is as follows:**

Name	Designation	Category
<b>Form 01/04/2015 – 13/02/2016</b>		
Mr. Devender Kumar Rathi	Chairman	Independent Non-Executive
Mr. Bellam Praveen	Member	Independent Non-Executive
Ms. Sripriya Mutgi #	Member	Independent Non-Executive
<b>Re-Constitution From 13/02/2016</b>		
Mr. Bellam Praveen	Chairman	Independent Non-Executive
Mr. Bonthu Pardhasara *	Member	Independent Non-Executive
Mr. Arun Kumar Bhangadia	Member	Promoter Non-Executive

# Resigned w.e.f. 13/02/2016

\* Appointed w.e.f. 09/11/2015

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

During the FY 2015-2016, Five (4) Meetings of the Stakeholders Relationship Committee Meeting were held on 29/05/2015, 11/08/2015, 09/11/2015 and 13/02/2016.

**The Composition is as follows:**

Name	Designation	Category
<b>Form 01/04/2015 – 13/02/2016</b>		
Mr. Devender Kumar Rathi	Chairman	Independent Non-Executive
Mr. Bellam Praveen	Member	Independent Non-Executive
Mr. Arun Kumar Bhangadia	Member	Promoter Executive
<b>Re-Constitution From 13/02/2016</b>		
Mr. Bellam Praveen	Chairman	Independent Non-Executive
Mr. Bonthu Paradhasara *	Member	Independent Non-Executive
Mr. Arun Kumar Bhangadia	Member	Promoter Non-Executive

\* Appointed w.e.f. 09/11/2015

The Board has delegated the power to process the transfer and transmission of Shares to the Registrar and Share Transfer Agents of the Company –

M/s. Venture Capital & Corporate Investments Private Limited; 12-10-167, Bharat Nagar, Hyderabad – 500 018 (Telangana).

The Company has designated an exclusive E-mail ID [pcproductsindia@gmail.com](mailto:pcproductsindia@gmail.com) for Complaints / Grievances.

The Powers of the Committee are as follows:

The Committee has been delegated with the following powers:

- To redress shareholder and investor complaints relating to transfer of Shares, Dematerialization of Shares, non-receipt of Annual Reports, non-receipt of declared dividend and other allied complaints etc.
- To approve, transfer, transmission, and issue of duplicate / fresh share certificate(s)
- Consolidate and sub-division of share certificates etc.
- To redress, approve and dispose off any, other complaints, transactions and requests etc., received from any shareholder of the company and investor in general.

#### **RISK MANAGEMENT COMMITTEE**

During the FY 2015-2016, the Risk Management Committee Meeting was held on 29/05/2015.

The Composition is as follows:

Name	Designation	Category
<b>From 01/04/2015 – 13/02/2016</b>		
Mr. Arun Kumar Bhangadia	Chairman	Promoter Executive
Mr. Bellam Praveen	Member	Independent Non-Executive
Mr. Devender Kumar Rathi	Member	Independent Non-Executive
<b>Re-Constitution From 13/02/2016</b>		
Mr. Arun Kumar Bhangadia	Chairman	Promoter Non-Executive
Mr. Bellam Praveen	Member	Independent Non-Executive
Mr. Devender Kumar Rathi	Member	Professional Executive

The Role and Responsibilities of the Committee as follows:

- Framing and Monitoring of Risk Management Plan and Policy
- Overseeing implementation of Risk Management Plan and Policy
- Validating the process of risk management and minimization.
- Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes.

#### **INDEPENDENT DIRECTORS COMMITTEE**

During under the review, the Independent Directors Committee Meeting was held on 29/05/2015.

Declaration from Independent Directors on Annual Basis:

The Company has received a declaration from **Mr. Devender Kumar Rathi, Ms. Sripriya Mutgi, Mr. Bellam Praveen, Mr. Bonthu Pardhasara and Ms. Nishita Kalantri – Independent Non-Executive Directors** of the Company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

None of the employees is drawing Rs. 5,00,000/- and above per month or Rs. 60,00,000/- and above in aggregate per annum, the limits prescribed under Section 134 of the Companies Act, 2013.

The Composition is as follows:

Name	Designation	Category
<b>From 01/04/2015 – 13/02/2016</b>		
Mr. Devender Kumar Rathi	Chairman	Independent Non Executive
Ms. Sripriya Mutgi #	Member	Independent Non Executive
Mr. Bellam Praveen	Member	Independent Non Executive
<b>Reconstitution of Independent Directors Committee on 13/02/2016</b>		
Mr. Bellam Praveen	Chairman	Independent Non Executive
Mr. Bonthu Pardhasara *	Member	Independent Non Executive
Ms. Nishita Kalantri **	Member	Independent Non Executive

# Resigned w.e.f. 13/02/2016

\* Appointed w.e.f. 09/11/2015

\*\* Appointed w.e.f. 13/02/2016

#### **ACKNOWLEDGMENT**

Your Directors place on record their appreciation for the valuable support extended by various departments viz., Central and State Governments, Stock Exchanges, SEBI, NSDL, CDSL, RTA, Banks, Auditors and other Regulatory Bodies etc for their continued support to the Company' s growth.

The Directors record their special appreciation to all employees for their efforts and contribution towards the growth and achieving this performance.

Your Directors also wish to express their thanks to the Shareholders for the confidence which they reposed in them.

#### **DECLARATION BY DIRECTOR OF AFFIRMATION BY DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF COMPLIANCE WITH THE CODE OF CONDUCT**

The Company do hereby declare that the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the company and have adhered to the provisions of the same.

Place: Hyderabad  
Date: 02/09/2016

For and on Behalf of the Board  
PC Products India Limited

Sd/-  
Devender Kumar Rathi  
Whole-time Director  
(DIN: 06666011)

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INTRODUCTION

This Management Discussion and Analysis Report addresses the expectations and Projections of the company for its future, about its Product Development, Market Position, Market Development and Penetration, Expenditure, Financial Results, Risks and Concerns etc. However, the expectations shared herein are not limited to the Company' s Growth. The Company' s actual results, performance or achievements could differ from those shared herein.

On the other hand, our Management declares that, the financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 guidelines issued by the Securities Exchange Board of India (SEBI) and the Generally Accepted Accounting Principles (GAAP) in India.

### INDUSTRY SCENARIO

The Company is engaged in the business of trading activities of all kinds of Paper and has diversified into the business line of Sale of Wholesale Drugs and Pharmaceuticals (Obtained Drug License from Drugs Control Administration, Hyderabad, Government of Telangana dated 28/07/2016). The Company understanding the industry scenario of Drugs and Pharmaceuticals industry, have identified that the company can achieve inorganic growth.

The Country's Pharmaceutical Industry accounts for about 1.4 per cent of the Global Pharmaceutical Industry in value terms and 10 per cent in volume terms. The Government of India has announced a host of measures to create a facilitating environment for the Indian pharmaceutical industry. The policies of the Government of India are aimed at building more hospitals, boosting local access to healthcare, improving the quality of pharmaceuticals and improving the quality of medical training. The Government of India is committed to setting up robust healthcare and delivery mechanisms.

The Paper Industry has an important social role to play for the country. Use of paper is considered as an index of cultural growth. The paper industry is also contributing towards fulfillment of various requirements of the industry as a whole like information dissemination, publicity etc. which in turn stimulate industrial growth of the country. The paper industry has, thus, a catalytic role to play not only for the overall growth of the industry but for the living standards of the people.

The global paper market continues to witness a structural shift with emerging economies, particularly in Asia such as China and India, driving the demand growth. While such structural shift in demand and the relatively low levels of per capita consumption in India offers attractive opportunities going forward, the Indian market is also getting increasingly competitive drawing large investments especially from global players. Though growth in demand is expected to absorb the additional capacity, increasing market share and sustaining margins will be a challenge in the short-term.

### OUTLOOK

We continue to remain optimistic about the long-term India story and the opportunities that it will offer across sectors. The Paper Industry is expected to grow rapidly in an expanding economic environment. However, in the short-term from time-to-time there will be challenges that will temper the outlook in the interim term. The economic environment and the Paper Industry in India have done extremely well over the last five years and some level of moderation is likely to take place in the short-term given the current macro-economic trends in markets.

The Pharmacy Retail is also considered as a stable market that has strong growth potential even in the future years. We expect the domestic pharma market to grow at 10-12 per cent in FY15 as compared to 9 per cent in FY14, as per a recent report from Centrum Broking. The domestic pharma growth rate was 11.9 per cent in October 2014, highlighted the report.

## CUSTOMER CENTRIC

Quality is a way of life in PC Products India Limited. The quality control team constantly checks the consistency in quality. A functional team consisting of executives from quality control and marketing conduct surveys to check customer satisfaction level. Customer complaints are given utmost priority for redressal. Consistency in quality, transparency in pricing and prompt delivery is the main mission of our Company.

## HUMAN RESOURCES

The Company recognizes that its people have played a big role in making what the Company is today and therefore it accords top priority to attract and retain talent. The Company puts great emphasis on training and development of its employees to enhance efficiency. The Company believes in providing a fair compensation in line with industry norms and rewards them for good performance.

## RISK AND CONCERNS

An effective risk management framework enhances the organization's ability to proactively address its risks and opportunities by determining a risk mitigation strategy and monitoring its progress on continuous basis.

Our risk management framework is intended to ensure that risks are identified in a timely manner. We have implemented an integrated risk management framework to identify, assess, prioritize, manage/mitigate, monitor and communicate the risk across the county.

Senior management personnel meet at regular intervals to identify various risks, assess, and prioritize the risks. After due deliberations, appropriate strategies are made for managing/mitigating the risks. The company takes the help of independent professional firms to review the risk management structure and implementation of risk management policies. Audit Committee on a quarterly basis, review the adequacy and effectiveness of the risk management strategies, implementation of risk management/mitigation policies, it advises the board on matters of significant concerns for redressal.

## INTERNAL CONTROL SYSTEM

The Company has an adequate internal audit and control system. The Internal audit is conducted by a firm of Chartered Accountant, supported by an internal team staffed with qualified and experienced people. All operational activities are subject to internal audits at frequent intervals.

The existing audit and inspection procedures are reviewed periodically to enhance their effectiveness, usefulness and timeliness. The Company has a centralized Compliance Department which ensures compliance with all the applicable laws. In addition, it provides advice on general regulatory matters including formulating policies on prevention of Insider Trading, etc.

## CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis Report may be forward looking statements: within the meaning of applicable securities laws and regulations. These statements are based on certain assumption and expectations of future events. Actual results could differ materially from those expressed or implied. Important facts that could make a difference at Company's operations include economic conditions affecting domestic demand and supply conditions, finished goods prices, changes in government regulations and tax regime etc. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of subsequent developments, information or events.



WTD / CFO CERTIFICATION

We, Devender Kumar Rathi, Whole-time Director (DIN: 06666011) and Mr. Anil Kumar Munjal, Chief Financial Officer of M/s. PC Products India Limited to the best of our knowledge and belief, certify that:

1. We have reviewed the Financial Statements for the year and that to the best of our knowledge and belief:
  - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (b) These statements present a true and fair view of the state of affairs of the Company and of the results of the operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of Company' s code of conduct.
3. We accept overall responsibility for establishing and monitoring the Company' s internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and Statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. We indicate to the Auditors and to the Audit Committee:
  - (a) Significant changes in internal controls over financial reporting during the year;
  - (b) Significant changes in the accounting policies during the year;
  - (c) No instances of significant fraud of which we have become aware of and which involve the management or other employees who have significant role in the Company' s internal control system over financial reporting.

**For and on Behalf of the Board  
PC Products India Limited**

**Sd/-  
Devender Kumar Rathi  
Whole-time Director  
(DIN: 06666011)**

**Place: Hyderabad  
Date: 02/09/2016**

ANNEXURE I**SECRETARIAL AUDIT REPORT  
(For the Financial Year ended 31st March, 2016)**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
PC Products India Limited  
(Formerly known as Jayavant Industries Limited)

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

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

**Auditor's Responsibility:**

Maintenance of Secretarial Records is the responsibility of the Management of the company. Our responsibility is to express an opinion on existence of adequate board process and compliance management system, commensurate to the size of the company, based on these secretarial records as shown to us during the said audit and also bases on the information furnished to us by the officers and the agents of the company during the said audit.

We have followed the audit practices and processes as were appropriate to the best of understanding to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed, provide a reasonable basis for our opinion.

We have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the board and by various committees of the company during the period under scrutiny. We have checked the board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the board, of the board, of the members of the company and of other authorities as per the provisions of various statutes as mentioned hereinafter.

Wherever required we have obtained the management representation about the compliance of the law, rules and regulations and happening of events, etc.

The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of compliance procedures on test basis.

Our report is neither as assurance as to the future viability of the company nor of the efficiency or effectiveness or accuracy with which the management has conducted the affairs of the company

We have examined the books, papers, minute books, forms and returns filed and other records maintained by PC Products India Limited (Formerly known as Jayavant Industries Limited) ( "The Company" ) for the period ended on 31st March, 2016 according to the provisions of,

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ( 'SCRA' ) and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ( 'SEBI Act' ) to the extent applicable to the Company:-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (employee Stock option scheme and Employees Stock Purchase Scheme) Guidelines 1999
  - e. The Securities and Exchange Board of India (Issue and listing of debt securities) Regulations, 2008;
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and

We further report that, having regard to the compliance system prevailing in the company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the company has specifically compiled with:

The Telangana Value Added Tax Act, 2005 and The Central Sales Tax Act, 1956 to the extent of their applicability to the company during the financial year ended 31.03.2016 and our examination and reporting is based on the documents, records and files as produced and shown to and the information and explanations as provided to us by the company and its management and the best of our judgment and understanding of the applicability of the different enactments upon the company. Further, to the best of our knowledge and understanding there are adequate systems and processes in the company commensurate with its size and operation to monitor and ensure compliances with applicable laws including general laws, labour laws etc.

We have also examined compliance with the applicable clauses of listing agreements entered in to by the company with the stock exchanges.

During the period under review the company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

**I have also examined compliance with the applicable clauses of the following:**

- (i) Since the following of Secretarial Standards issued by The Institute of Company Secretaries of India was mandatory for the period under review, we are not commenting on the same.
- (ii) The Listing Agreements entered into by the Company with the BSE Limited,

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

We further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

**For P. K. ASSOCIATES**  
Company Secretaries

Sd/-  
**PAVAN KANKANI**  
Proprietor  
M No.F7432, CP No. 7643

Place: Hyderabad  
Date: 04/08/2016

## ANNEXURE II

FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURNAs on the Financial Year 31<sup>st</sup> March, 2016*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

I. REGISTRATION AND OTHER DETAILS:					
i.	CIN	L85110TG1996PLC099198			
ii.	Registration Date	25/01/1996			
iii.	Name of the Company	PC Products India Limited (Formerly Known as Jayavant Industries Limited)			
iv.	Category / Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company			
v.	Address of the Registered office and contact details	4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad – 500 027 (Telangana) Contact : +91 – 90300 57370, +91 – 98490 51199 E-mail : <a href="mailto:pcproductsindia@gmail.com">pcproductsindia@gmail.com</a> URL : <a href="http://www.pcproductslimited.com">www.pcproductslimited.com</a>			
vi.	Whether listed company Yes / No	Yes			
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	<p><b>From 01/04/2015- 22/07/2016:</b> Aarthi Consultants Private Limited 1-2-285, Domalguda, Hyderabad - 500 029 (Telangana) Ph No. 040-27638111,27634445 Email : <a href="mailto:info@arthiconsultants.com">info@arthiconsultants.com</a></p> <p><b>From 23/07/2016:</b> Venture Capital and Corporate Investments Private Ltd Address: 12-10-167, Bharat Nagar, Hyderabad – 500 018 (Telangana) Ph No : 040-23818475, 23818476 Email : <a href="mailto:nfo@vccilindia.com">nfo@vccilindia.com</a></p>			
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:					
All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-					
Sl. No.	Name and Description of main products /services	NIC Code of the Product / service	% to total turnover of the company		
1	Trading in all kinds of Papers	46696	100%		
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-					
Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of shares held	Applicable Section
1	N.A.	N.A.	N.A.	N.A.	N.A.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)									
i) Category-wise Share Holding:-									
Category of Shareholders	No. of Shares held at beginning of year				No. of Shares held at end of year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
Individual/ HUF	2926800	0	2926800	54.32	2926800	0	2926800	54.32	NIL
Central Govt	0	0	0	0.00	0	0	0	0.00	0
State Govt (s)	0	0	0	0.00	0	0	0	0.00	0
Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0
Banks / FI	0	0	0	0.00	0	0	0	0.00	0
Any Other	0	0	0	0.00	0	0	0	0.00	0
<b>Sub-total (A) (1) :-</b>	<b>2926800</b>	<b>0</b>	<b>2926800</b>	<b>54.32</b>	<b>2926800</b>	<b>0</b>	<b>2926800</b>	<b>54.32</b>	<b>NIL</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0
e) Any Other	0	0	0	0.00	0	0	0	0.00	0
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>2926800</b>	<b>0</b>	<b>2926800</b>	<b>54.32</b>	<b>2926800</b>	<b>0</b>	<b>2926800</b>	<b>54.32</b>	<b>NIL</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0
g) FIIs	0	0	0	0.00	0	0	0	0.00	0
h) Foreign Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0
i) Others(specify)	0	0	0	0.00	0	0	0	0.00	0
<b>Sub-total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>2. Non Institutions</b>									

a) Bodies Corp.										
i) Indian	0	0	0	0.00	20086	76300	96386	1.79	+1.79	
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0	
b) Individuals										
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	19200	370400	389600	7.23	---	---	---	---	-3.12	
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	---	---	---	---	78739	142600	221339	4.11	-3.12	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1321200	750500	2071700	38.45	---	---	---	---	+1.33	
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	---	---	---	---	1319189	824300	2143489	39.78	+1.33	
c) Others (specify)										
1. NRI	0	0	0	0.00	0	0	0	0.00	0	
2. Clearing Members	0	0	0	0.00	86	0	86	0.00	0	
<b>Sub-total (B)(2)</b>	<b>1340400</b>	<b>1120900</b>	<b>2461300</b>	<b>45.68</b>	<b>1418100</b>	<b>1043200</b>	<b>2461300</b>	<b>45.68</b>	<b>NIL</b>	
<b>Sub-total (B)(2):-Total Public Share holding: (B) = (B) (1)+(B)(2)</b>	<b>1340400</b>	<b>1120900</b>	<b>2461300</b>	<b>45.68</b>	<b>1418100</b>	<b>1043200</b>	<b>2461300</b>	<b>45.68</b>	<b>NIL</b>	
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	
<b>Grand Total (A+B+C)</b>	<b>4267200</b>	<b>1120900</b>	<b>5388100</b>	<b>100.00</b>	<b>4344900</b>	<b>966900</b>	<b>5388100</b>	<b>100.00</b>	<b>0</b>	
<b>(ii) Shareholding of Promoters</b>										
Sl. No	Shareholder Name	No. of Shares held at beginning of year				No. of Shares held at end of year				%Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1	Arun Kumar Bhangadia	2926800	0	2926800	54.32	2926800	0	2926800	54.32	NIL

(iii) Change in Promoters' Shareholding – NIL (No Change during FY 2015-16)

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

Sl. No.	Shareholder Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of company	No. of shares	% of total shares of company
1	Srinivas Kumar Rudraraju				
	At the beginning of the year	0	0	0	0
	Change during the year – Purchase – 12/11/2015	12800	0.24	12800	0.24
	Purchase – 27/01/2016	75000	1.39	87800	1.63
	Purchase – On Market	138050	2.56	225850	4.19
	At the end of the year	225850	4.19	225850	4.19
2	K Srinivas Rao				
	At the beginning of the year	211200	3.92	211200	3.92
	Change during the year	---	---	---	---
	At the end of the year	211200	3.92	211200	3.92
3	Sadamani Madhu				
	At the beginning of the year	188400	3.50	188400	3.50
	Change during the year	---	---	---	---
	At the end of the year	188400	3.50	188400	3.50
4	Murliidhar Mutgi				
	At the beginning of the year	134600	2.50	134600	2.50
	Change during the year	---	---	---	---
	At the end of the year	134600	2.50	134600	2.50
5	Alak Nanda Lohiya				
	At the beginning of the year	126200	2.34	126200	2.34
	Change during the year	---	---	---	---
	At the end of the year	126200	2.34	126200	2.34
6	Mohan Rao Bhousesie				
	At the beginning of the year	124800	2.32	124800	2.32
	Change during the year	---	---	---	---
	At the end of the year	124800	2.32	124800	2.32
7	Om Prakash Lohiya				
	At the beginning of the year	123400	2.29	123400	2.29
	Change during the year	---	---	---	---
	At the end of the year	123400	2.29	123400	2.29



8	Brij Mohan Soni				
	At the beginning of the year	195200	3.62	195200	3.62
	Change during the year –				
	Sale – 19/02/2016	(29900)	(0.55)	165300	3.07
	Sale – 26/02/2016	(41976)	(0.78)	123324	2.29
	Sale – 04/03/2016	(21200)	(0.39)	102124	1.90
	At the end of the year	102124	1.90	102124	1.90
9	Preeti Gaggar				
	At the beginning of the year	100100	1.86	100100	1.86
	Change during the year	---	---	---	---
	At the end of the year	100100	1.86	100100	1.86
10	Kirti Gaggar				
	At the beginning of the year	100000	1.86	100000	1.86
	Change during the year	---	---	---	---
	At the end of the year	100000	1.86	100000	1.86
11	Sarika Gaggar				
	At the beginning of the year	100000	1.86	100000	1.86
	Change during the year –				
	Sale on – 25/03/2016	(12000)	(0.22)	88000	1.63
	At the end of the year	88000	1.63	88000	1.63
12	Priyanka Barve				
	At the beginning of the year	124000	2.30	124000	2.30
	Change during the year –				
	Sale – On Market	(70600)	(1.31)	53400	0.99
	At the end of the year	53400	0.99	53400	0.99
13	Deepak Kumar Shah				
	At the beginning of the year	139500	2.59	139500	2.59
	Change during the year –				
	Sale on 27/01/2016	(129000)	(2.39)	10500	0.19
	At the end of the year	10500	0.19	10500	0.19
14	Manish Govindrao Sarda				
	At the beginning of the year	137500	2.55	137500	2.55
	Change during the year –				
	Sale on 27/01/2016	(129500)	(2.40)	8000	0.15
	At the end of the year	8000	0.15	8000	0.15
15	Surya Kanta Loya				
	At the beginning of the year	131900	2.45	131900	2.45
	Change during the year –				
	Sale on 27/11/2015	(131900)	(2.45)	0	0
	At the end of the year	0	0	0	0

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

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Arun Kumar Bhangadia Promoter Non Executive Director				
	At the beginning of the year	2926800	54.32	2926800	54.32
	Date wise Increase /Decrease in Share holding during the year	0	0	0	0
	At the End of the year	2926800	54.32	2926800	54.32
2	Devender Kumar Rathi Whole-time Director				
	At the beginning of the year	0	0	0	0
	Date wise Increase /Decrease in Share holding during the year	0	0	0	0
	At the End of the year	0	0	0	0
3	Bellam Praveen Independent Director				
	At the beginning of the year	0	0	0	0
	Date wise Increase /Decrease in Share holding during the year	0	0	0	0
	At the End of the year	0	0	0	0
4	Sripriya Mutgi Independent Non-Executive Director				
	At the beginning of the year	0	0	0	0
	Date wise Increase /Decrease in Share holding during the year	0	0	0	0
	At the End of the year	0	0	0	0
5	Bonthu Pardhasara Independent Non-Executive Director				
	At the beginning of the year	0	0	0	0
	Date wise Increase /Decrease in Share holding during the year	0	0	0	0
	At the End of the year	0	0	0	0
6	Nishita Kalantri Independent Non-Executive Director				
	At the beginning of the year	0	0	0	0
	Date wise Increase /Decrease in Share holding during the year	0	0	0	0
	At the End of the year	0	0	0	0

7	Pooja Jain Company Secretary and Compliance (KMP)				
	At the beginning of the year	0	0	0	0
	Date wise Increase /Decrease in Share holding during the year	0	0	0	0
	At the End of the year	0	0	0	0
8	Anil Kumar Munjal Chief Financial Officer (KMP)				
	At the beginning of the year	0	0	0	0
	Date wise Increase /Decrease in Share holding during the year	0	0	0	0
	At the End of the year	0	0	0	0

**V. INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

<i>Indebtedness at the beginning of the financial year</i>	<i>Secured Loans excluding deposits</i>	<i>Unsecured Loans</i>	<i>Deposits</i>	<i>Total Indebtedness</i>
i) Principal Amount				
ii) Interest due but not paid	---	---	---	---
iii) Interest accrued but not due				
Total (i+ii+iii)	---	---	---	---
Change in Indebtedness during the financial year				
Addition	---	---	---	---
Reduction				
Net Change	---	---	---	---
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid	---	---	---	---
iii) Interest accrued but not due				
Total (i+ii+iii)	---	---	---	---

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Arun Kumar Bhangadia (Promoter Non Executive Director)	Devender Kumar Rathi (Whole-time Director)		
1.	Gross salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961  (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	---	Rs. 24,000/-  (13/02/2016 – 31/03/2016)		Rs. 24,000/-
2.	Stock Option	---	---		---
3.	Sweat Equity	---	---		---
4.	Commission - as % of profit - Others, specify...	---	---		---
5.	Others, please specify	---	---		---
	<b>Total (A)</b>	---	<b>Rs. 24,000/-</b>		<b>Rs. 24,000/-</b>
	Ceiling as per the Act	Rs. 30,00,000 p.a.			

## B. Remuneration to other directors

Sl. no.	Particulars of Remuneration	Name of Director					Total Amount
		Mr. Bellam Praveen	Mr. Devender Kumar Rathi	Mrs. Sripriya Mutgi	Mr. Bonthu Pardhas ara	Ms. Nishita Kalantri	
	3. Independent Directors Fee for attending board / committee meetings and Commission and Others, please specify	---	---	---	---	---	---
	<b>Total (1)</b>	---	---	---	---	---	---
	4. Other Non-Executive Directors Fee for attending board / committee meetings commission Others, please specify	---	---	---	---	---	---
	<b>Total (2)</b>	---	---	---	---	---	---
	<b>Total (B)=(1+2)</b>	---	---	---	---	---	---
	<b>Total Managerial Remuneration</b>	---	---	---	---	---	---
	<b>Overall Ceiling as per the Act</b>	Rs. 30,00,000 p.a.					

<b>C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD</b>					
Sl no	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary (Ms. Pooja Jain)	CFO (Mr. Anil Munjal)	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	---	27,000 * 12 months = Rs. 3,24,000/-	10,000 * 12 month = Rs. 1,20,000/-	Rs. 4,44,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---	---	---
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	---	---	---	---
2.	Stock Option	---	---	---	---
3.	Sweat Equity	---	---	---	---
4.	Commission: - as % of profit – others, specify...	---	---	---	---
5.	Others, please specify	---	---	---	---
6.	Total	---	Rs. 3,24,000/-	Rs. 1,20,000/-	Rs. 4,44,000/-
<b>VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:</b>					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees Imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment					
Compounding					

For and on Behalf of the Board  
PC Products India Limited

Sd/-  
Devender Kumar Rathi  
Whole-time Director  
(DIN: 06666011)

Place: Hyderabad  
Date: 02/09/2016

**ANNEXURE III**  
**Form No. AOC-2**

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

**Form for Disclosure of particulars of Contracts/Arrangements entered into by the Company with Related Parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain Arms Length Transactions under third proviso thereto:**

**1. Details of Contracts or Arrangements or Transactions not at Arm's Length Basis:**

- (a) Name(s) of the related party and nature of relationship: **NIL**  
 (b) Nature of contracts/arrangements/transactions: **NIL**  
 (c) Duration of the contracts / arrangements/transactions: **NIL**  
 (d) Salient terms of the contracts or arrangements or transactions including the value: **NIL**  
 (e) Justification for entering into such contracts or arrangements or transactions: **NIL**  
 (f) Date(s) of approval by the Board: **NIL**  
 (g) Amount paid as advances, if any: **NIL**  
 (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: **NIL**

**2. Details of Material Contracts or Arrangement or Transactions at Arm's Length Basis:**

- (a) Name(s) of the related party and nature of relationship:

Name of the Party	Relationship	Particulars
Arun Kumar Bhangadia	Promoter Non-Executive Director	Appointed 14/08/2014 Re-designated 13/02/2016
Devender Kumar Rathi	Whole-time Director	Re-designated 13/02/2016
Bellam Praveen	Director	Appointed 30/09/2014
Bonthu Pardhasara	Additional Director	Appointed 09/11/2015
Nishita Kalantri	Additional Director	Appointed 13/02/2016
Pooja Jain	Company Secretary	Appointed 01/11/2014
Anil Kumar Munjal	Chief Financial Officer	Appointed 26/03/2015
Sripriya Mutgi	Director	Resigned 13/02/2016

- (b) Nature of contracts/arrangements/transactions:

Name of the Party	Relationship	Nature of Transaction	As at 31/03/2016
Devender Kumar Rathi	Whole-time Director	Remuneration	Rs. 24,000/-
Pooja Jain	Company Secretary	Remuneration	Rs. 3,24,000/-
Anil Kumar Munjal	Chief Financial Officer	Remuneration	Rs. 1,20,000/-

- (c) Duration of the contracts / arrangements/transactions: **On Going (Long Term Contract)**  
 (d) Salient terms of the contracts or arrangements or transactions including the value: **NIL**  
 (e) Date(s) of approval by the Board, if any: **Not applicable as these are at Arms Length Basis and in Ordinary Course of Business**  
 (f) Amount paid as advances, if any: **NIL**

For and on Behalf of the Board  
PC Products India Limited

Place: Hyderabad  
Date: 02/09/2016

Sd/-  
Devender Kumar Rathi  
Whole-time Director  
(DIN: 06666011)

**INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS****TO THE MEMBERS OF PC PRODUCTS INDIA LIMITED****Report on the Standalone Financial Statements**

We have audited the accompanying (Standalone) financial statements of PC Products India Limited ("the Company") which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

**Auditors Responsibility**

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

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

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

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Profit/Loss and its Cash Flow for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure I" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books;
- c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. in our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure II" . The DEPB Receivable (under Trade Receivables) stated in Annexure II and in Note No (1.19) of Notes to Account may have an adverse effect on the functioning of the Company;
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For N.M. Khatavkar & Co.,**

**Sd/-**

**N. M. Khatavkar**

**Proprietor - Chartered Accountant**

**Membership number: 206569**

**Firm Regd No. 007939S**

**Place: Hubli**

**Date: 27/05/2016**



**"ANNEXURE I" TO THE INDEPENDENT AUDITORS' REPORT**

**Annexure I referred to in Clause 1 of Paragraph on the 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the Year Ended March 31, 2016:**

- (i) The Company does not have any fixed assets. Thus paragraph 3 (i) of the order is not applicable;
- (ii) The Management has conducted physical verification of Inventory at reasonable intervals. In my opinion, the procedures of physical verification of inventory followed by the management are reasonable adequate in relation to the size of the company and the nature of its business. In my opinion and according to the information and explanation given to us, the company is maintaining proper records of inventory.  
  
The discrepancies noticed on verification between physical inventories and books of records were not material in relation to the operations of the company and the same have been properly dealt with in the books of account.
- (iii) The Company has not granted loans to any party covered in the register maintained under Section 189 of the Company Act 2013 (the Act).
  - (a) The terms and conditions of the grant of such loans are not prejudicial to the company's interest, are not applicable to the company;
  - (b) The Terms of arrangement do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly paragraph 3 (iii) (b) of the order is not applicable to the company in respect of repayment of principal amount.
  - (c) There are no overdue amounts of more than Rupees One Lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
- (iv) In respect of loans, investments, guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of Cost records under section 148(1) of the Act, for any of the services/goods rendered/traded by the company.
- (vii) According to information and explanations given to us and on the basis of our examination of the record of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. As explained to us, the company did not have any dues on account of employee's state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31, March 2016 for a period more than six months from the date they became payable.

According to the information and explanations given to us, there are no material dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute,

- (viii) According to the Information and explanations given to us and on examination of records, the company has not availed Loans / Borrowings from financial institutions, hence the default in repayment of such loans / borrowings are not applicable.
- (ix) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and term loans ,hence the application for the purposes for which those are raised are not applicable.
- (x) According to the information and explanations given to us, no material fraud on by the company has been noticed or reported during the course of audit.
- (xi) The Company has not paid any managerial remuneration during the year, hence the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act are not applicable.
- (xii) The Company is not a Nidhi Company, hence the compliance with the Net Owned Funds to Deposits in the ratio of 1:20 to meet out the liability and maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability are not applicable;
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards;
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and the requirement of section 42 of the Companies Act, 2013 regarding compliance with the amount raised and have been used for the purposes for which the funds were raised are not applicable.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with him and hence compliance with the provisions of section 192 of Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.

**For N.M. Khatavkar & Co.,**

Sd/-

**N. M. Khatavkar**

**Proprietor - Chartered Accountant**

**Membership number: 206569**

**Firm Regd No. 0079395**

**Place: Hubli**

**Date: 27/05/2016**

**"ANNEXURE II" TO INDEPENDENT AUDITOR' S REPORT****Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of PC Products India Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

**Auditors Responsibility**

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

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

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

**Meaning of Internal Financial Controls Over Financial Reporting**

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

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

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on Internal the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. We draw your attention to the following matter in the Notes to Account regarding DEPB Receivable (under Trade Receivables) in respect of DEPB income receivable pertaining to this scheme outstanding since the year 2006-2007 involves high risk.

For N.M. Khatavkar & Co.,

Sd/-

N. M. Khatavkar

Proprietor - Chartered Accountant

Membership number: 206569

Firm Regd No. 007939S

Place: Hubli

Date: 27/05/2016

<b>PC PRODUCTS INDIA LIMITED</b> (Formerly known as Jayavant Industries Limited)			
Regd. Office: 4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad – 500 027 (Telangana)			
Contact No. +91 90300 57370, +91 98490 51199		E-mail id: pcproductsindia@gmail.com	
CIN No : L85110TG1996PLC099198		Website : pcproductslimited.com	
<b>BALANCE SHEET AS AT 31ST MARCH 2016</b>			
	Note	(Amount In Rs.) As at 31.03.2016	(Amount In Rs.) As at 31.03.2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share Capital	2.1	53,881,000.00	53,881,000.00
(b) Reserves and surplus	2.2	(15,810,010.93)	(15,954,445.21)
<b>(2) Current liabilities</b>			
(a) Trade payables	2.3	17,250,769.58	22,972,724.75
(b) Other current liabilities	2.4	127,916.00	2,404,243.42
<b>TOTAL</b>		<b>55,449,674.65</b>	<b>63,303,522.96</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Non Current Investments		-	-
(b) Long-term loans and advances	2.5	4,000,000.00	4,650,000.00
<b>(2) Current assets</b>			
(a) Trade Receivables	2.6	50,423,227.75	57,489,631.19
(b) Cash and cash equivalents	2.7	820,037.90	985,004.77
(c) Short term loans & advances	2.8	206,409.00	178,887.00
		<b>55,449,674.65</b>	<b>63,303,522.96</b>
<b>Significant Accounting Policies and Notes to Accounts</b>			<b>Note 1 &amp; 2</b>
The notes referred to above from an integral part of Balance Sheet for the year 2015-16			
As per my report of even date		For & on behalf of the Board	
For N.M. Khatavkar & Co.,		PC Products India Limited	
Sd/-	Sd/-	Sd/-	
N. M. Khatavkar	Arun Kumar Bhangadia	Devendra Kumar Rathi	
Proprietor - Chartered Accountant	Promoter Director	Whole-time Director	
Membership number: 206569	[DIN No. 00021024]	[DIN No. 06666011]	
Firm Regd No.007939S			
	Sd/-	Sd/-	
	Pooja Jain	Anil Kumar Munjal	
Place: Hubli	Company Secretary	Chief Financial Officer	
Date: 27/05/2016	[Memb No. A37091]		

PC PRODUCTS INDIA LIMITED (Formerly known as Jayavant Industries Limited)			
Regd. Office: 4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad – 500 027 (Telangana)			
Contact No. +91 90300 57370, +91 98490 51199 E-mail id: pcproductsindia@gmail.com			
CIN No : L85110TG1996PLC099198 Website : pcproductslimited.com			
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016			
		(Amount In Rs.)	(Amount In Rs.)
		As at 31.03.2016	As at 31.03.2015
		Note	Note
I.	Sale of Papers	2.9	36,944,856.07
II.	Other Income	2.10	480,000.00
III.	<b>Total Revenue</b>		<b>37,424,856.07</b>
IV.	<b>Expenses:</b>		
	Cost of goods sold	2.11	35,823,390.00
	Employee Cost	2.12	468,000.00
	Operative Sales, Administrative & Other Expenditure	2.13	964,031.79
	Other Expenses	2.14	25,000.00
	<b>Total expenses</b>		<b>37,280,421.79</b>
V.	<b>Profit before exceptional and extraordinary items and tax</b>		<b>144,434.28</b>
IX.	<b>Profit Before Tax</b>		<b>144,434.28</b>
X.	<b>Tax Expense:</b>		
	i) Provision for Current Tax (MAT)		27,522.00
	ii) MAT Credit Entitlement		(27,522.00)
XV	<b>Profit (Loss) for the period</b>		<b>144,434.28</b>
	<b>Earnings Per Equity Share</b>		
	a) Basic	2.15	0.03
	b) Diluted	2.15	0.03
<b>Significant Accounting Policies and Notes to Accounts</b>			<b>Note 1 &amp; 2</b>
The notes referred to above from an integral part of Balance Sheet for the year 2015-16			
As per my report of even date			
For N.M. Khatavkar & Co.,		For & on behalf of the Board PC Products India Limited	
Sd/-	Sd/-	Sd/-	
N. M. Khatavkar	Arun Kumar Bhangadia	Devendra Kumar Rathi	
Proprietor - Chartered Accountant	Promoter Director	Whole-time Director	
Membership number: 206569	[DIN No. 00021024]	[DIN No. 06666011]	
Firm Regd No.0079395			
	Sd/-	Sd/-	
	Pooja Jain	Anil Kumar Munjal	
	Company Secretary	Chief Financial Officer	
	[Memb No. A37091]		
Place: Hubli			
Date: 27/05/2016			

## PC PRODUCTS INDIA LIMITED

(Formerly known as Jayavant Industries Limited)

Regd. Office: 4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad – 500 027 (Telangana)

Contact No. +91 90300 57370, +91 98490 51199 E-mail id: pcproductsindia@gmail.com

CIN No : L85110TG1996PLC099198

Website : pcproductslimited.com

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

	AS AT 31.03.2016	AS AT 31.03.2015
<b>A. Cash flow from Operating Activities :</b>		
Net Profit (Loss) for The Year	144,434.28	272,304.25
Add: Adjustment for : Non Cash Operative Expenses		
Amortisation of Expenses		
<b>Operating Profit Before working capital Changes</b>	<b>144,434.28</b>	<b>272,304.25</b>
<b>Working Capital Changes:</b>		
Trade Receivables	7,066,402.90	-24439484.27
Other Receivables	650,000.00	(4,000,000.00)
Trade Payable	(5,721,955.17)	22,972,724.75
Other Current Liabilities	(2,276,327.42)	(2,351,799.58)
Cash Generated from Operations	(137,445.41)	(7,546,254.85)
Interest Charges Paid		
Less: Taxes Paid	(27,522.00)	51,887.00
<b>Net Cash Flow From Operating Activities (A)</b>	<b>(164,967.41)</b>	<b>(7,598,141.85)</b>
<b>B. Cash Flow from Investing Activities</b>		
Investment in Shares of Jayvant Products Ltd		8,500,000.00
Transfer of Shares		
<b>Net Cash Flow from Investing Activities (B)</b>	<b>-</b>	<b>8,500,000.00</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from Allotment Money in Shares		
<b>Net Cash Flow from Financing Activities (C)</b>	<b>-</b>	<b>-</b>
<b>Net Increase/(Decrease)in cash &amp; cash equivalents (A+B+C)</b>	<b>(164,967.41)</b>	<b>901,858.15</b>
<b>Cash &amp; Cash Equivalents:</b>		
Opening Balance	985,004.77	83,146.62
Closing Balance	820,037.90	985,004.77
<b>Difference in Cash Balance.</b>	<b>(164,966.87)</b>	<b>901,858.15</b>
<b>As per my report of even date</b>		
<b>For N.M. Khatavkar &amp; Co.,</b>		
<b>For &amp; on behalf of the Board</b>		
<b>PC Products India Limited</b>		
Sd/- N. M. Khatavkar Proprietor - Chartered Accountant Membership number: 206569 Firm Regd No.007939S	Sd/- Arun Kumar Bhangadia Promoter Director [DIN No. 00021024]	Sd/- Devendra Kumar Rathi Whole-time Director [DIN No. 06666011]
Place: Hubli Date: 27/05/2016	Sd/- Pooja Jain Company Secretary [Memb No. A37091]	Sd/- Anil Kumar Munjal Chief Financial Officer

**AUDITOR'S CERTIFICATE**

We have examined the above Cash Flow Statement of PC Products India Limited for the Year Ended 31<sup>st</sup> March 2016, which is based on and in agreement with the Audited Accounts for the relevant Financial Year. According to the information and explanations given to us, the aforesaid Cash Flow Statement prepared by the Company is in accordance with the requirements of Regulation 34 (2)(c) and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

For N.M. Khatavkar & Co.,

Sd/-

N. M. Khatavkar

Proprietor - Chartered Accountant

Membership number: 206569

Firm Regd No. 007939S

Place: Hubli

Date: 27/05/2016



**NOTES FORMING PART OF BALANCE SHEET A5 AT 31ST MARCH, 2016****NOTE 1: NOTES ON ACCOUNTS –****SIGNIFICANT ACCOUNTING POLICIES:****1.1. Basis of preparation of financial statements**

The financial statements are prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles Indian (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013 and the accounting standards issued by the Institute of Chartered Accountants of India, as adopted consistently by the company

**1.2. Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make to estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year. Although these estimates are based upon management' s best knowledge of current events and actions, actual results could differ from these estimates

**1.3. Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

**Sales:** Sales comprises of sale of papers, net of trade discounts, however, exclusive of sales tax, which are accounted separately. Sales are recognized on raising invoices and dispatch of goods.

**Commission:** Commission is accounted as and when the work is completed, bills are raised and right to receive the same is established.

**Interest Income:** Interest Income is accounted as and when credited by party/banks to the accounts

All revenues are generally recognized on accrual basis.

**1.4. Expenditure Recognition**

Expenses are accounted on the accrual basis and provisions for all known losses and liabilities are made.

**1.5. Fixed Assets**

Fixed assets were stated at the historical cost which is inclusive of freight, duties installation costs and other incidental expenses incurred up to the installation. However the Company does not hold any fixed assets as on 31.03.2016, as all the fixed assets have been sold during the year 2001-02.

**1.6. Going Concern**

All the fixed assets movable and immovable were sold during the year 2001-02. During this financial year Company has made the Profit of Rs. 1,44,434.25/- and Company' s brought forward losses of earlier years Rs. 1,62,26,749.46 (total loss as on 31<sup>st</sup> March 2016 is Rs. 1,58,10,010.39) needs to be absorbed. Company' s Current good assets exceeded its current liabilities by Rs. 17,71,900.61 and its total liabilities exceeded its total assets by Rs. 1,58,10,010.39. The ability of the Company to continue as a going concern is dependent on the future business plans of the Company and in this case many measures were already taken up by the new management after the takeover. The management' s efforts of recovery of receivables are going on and it is reasonably confident about the realization of all the book debts and advances. The management is reasonably confident to continue the business at sustainable levels as there is change in product mix being dealt with and the changes in the management team or approach, however the change will have to transform in to sustainable financials and generation of cash flows have to accrue in future to re-establish the going concern beyond any doubts.

**1.7. Accounting for Taxes on Income (AS 22)**

As per Accounting Standard 22 Accounting for Taxes on Income issued by the Institute of Chartered Accountants of India, where an enterprise has unabsorbed depreciation or carry forward of losses under the laws, deferred tax assets should be recognised only to the extent that there is virtual certainty supported by convincing evidence against which such deferred tax assets can be realised. As there is no reasonable certainty that future taxable income will be available against which such deferred tax assets can be realised, no deferred tax asset has been recognized.

The Advance Tax and Provision for Income Tax are adjusted and only net result is disclosed in the balance sheet.

**1.8. Retirement Benefit**

- i. The Company is not Covered under Provident fund
- ii. The provision for gratuity and leave encashment for the year 2015-16 is not made in the books and not provided for

**1.9. Related party Disclosures**

The Company has entered into the following Related Party Transactions as on 31<sup>st</sup> March, 2016 such parties and transactions are identified as per Accounting Standard 18 " Related party Disclosure" issued by the Institute of Chartered Accountants of India and Section 2 (76) and 188 of Companies Act, 2013 read with Rules made thereunder.

a) The following are the List of Related Parties:

<b>Name of the Party</b>	<b>Relationship</b>
Arun Kumar Bhangadia	Promoter Non-Executive Director (Appointed 14/08/2014 – Re designated 13/02/2016)
Devender Kumar Rathi	Whole-time Director (Appointed 13/02/2016)
Bellam Praveen	Director (Appointed 30/09/2014)
Bothu Pardhasara	Additional Director (Appointed 09/11/2015)
Nishita Kalantri	Additional Director (Appointed 13/02/2016)
Anil Kumar Munjal	Chief Financial Officer (Appointed 26/03/2015)
Pooja Jain	Company Secretary (Appointed 01/11/2014)

b) The following are the Related Party Transactions:

(Rs)

Name of the Party	Relationship	Nature of Transaction	As at 31/03/2016
Devender Kumar Rathi	Whole-time Director	Remuneration	24,000
Pooja Jain	Company Secretary	Remuneration	3,24,000
Anil Kumar Munjal	Chief Financial Officer	Remuneration	1,20,000

#### 1.10. Dues to small scale Industrial undertaking

There are no Undertakings, which are SSI, from whom amounts, outstanding for more than 30 days where such due or dues exceeds Rs. 1 lakh. The above information has been compiled in respect of parties to the extent to which they could be identified as small scale and ancillary undertakings based on information available with the Company and furnished.

#### 1.11. Expenditure in foreign Currency

Nil

#### 1.12. Remittance in Foreign currency

Nil

#### 1.13. Earnings in Foreign Exchange

Nil

#### 1.14. Contingent Liabilities

The Company does not have any contingent liability.

#### 1.1.5 Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. However Company has no current investments. All other investments are classified as long term investments.

Long-term investments are carried at cost. However, diminution in value is provided to recognize a decline, other than temporary, in the value of the investments.

#### 1.16. Loans and Advances

In the Opinion of Board of Director, current assets, Loans & Advances have the value at which these are stated in the Balance Sheet if realized in the ordinary course of business and the provisions for all known liabilities is adequate and not in excess of or less than the amount reasonable necessary.

#### 1.17. Debtors and Creditors

Balance of trade debtors and creditors are subject to confirmations from the parties.

#### 1.18. Bank and cash Balances

Ratnakar Bank Balance of Rs. 46,668/- (2012-13 Rs. 46,668/-) and Laxmi Vilas Bank balance Rs. 2,806.79 (2012-13 Rs. 2,806.79) were subject to reconciliation & confirmation from bank. During the financial year 2015-16, both balances have been written off as not recoverable in the absence of Bank statements and confirmation from bankers.

**1.19. Target plus Scheme DEPB Receivable (under Trade Receivables)**

The Company had dealt with some of the licenses/ Export Incentives under Target plus Scheme in the earlier financial years. Rs.322.99 Lac DEPB income receivable pertaining to this scheme is outstanding from the year 2006-07, and the debt is receivable vides Memorandum of Understanding and confirmation from Evergreen Infotech & Datacom Private Limited.

**1.20. Previous Year' s Figures**

Previous year' s figures have been regrouped or rearranged or reclassified wherever necessary.

**1.21.** Figures in the parenthesis relate to the previous year. Previous years figures have been regrouped and rearranged wherever necessary to conform to current year classification.

As per my report of even date  
For N.M. Khatavkar & Co.,

For & on behalf of the Board  
PC Products India Limited

Sd/-  
N. M. Khatavkar  
Proprietor - Chartered Accountant  
Membership number: 206569

Sd/-  
Arun Kumar Bhangadia  
Promoter Director  
[DIN No. 00021024]

Sd/-  
Devendra Kumar Rathi  
Whole-time Director  
[DIN No. 06666011]

Firm Regd No.007939S

Place: Hubli  
Date: 27/05/2016

Sd/-  
Pooja Jain  
Company Secretary  
[Memb No. A37091]

Sd/-  
Anil Kumar Munjal  
Chief Financial Officer

Note No.	NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2016			
<b>2.1</b>	<b>SHARE CAPITAL</b>			
			As at 31.03.2016	As at 31.03.2015
<b>AUTHORISED</b>				
	60,00,000 Equity shares of Rs.10 each		60,000,000.00	60,000,000.00
<b>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</b>				
	<i>Issued Capital</i>			
	53,88,100 Equity shares of Rs.10 each			
	Share capital at the beginning		53,881,000.00	53,881,000.00
	53,88,100 Equity shares of Rs.10 each			
	Less: Allotment money in arrears			
	<b>Share capital at the end of the year</b>		<b>53,881,000.00</b>	<b>53,881,000.00</b>
	53,88,100 Equity shares of Rs.10 each			
<i>Of the above share capital, shares in the company held by shareholders holding 5% or more are as under:</i>				
			As at 31.03.2016	As at 31.03.2015
		No. of Shares	No. of Shares	% of Holding
		%	%	%
1	Arun Kumar Bhangadia	2,926,800	2,926,800	54.32%
		54.32%	54.32%	54.32%
		<b>2,926,800</b>	<b>2,926,800</b>	<b>54.32%</b>
<b>2.2</b>	<b>RESERVES AND SURPLUS</b>			
			As at 31.03.2016	As at 31.03.2015
	Deficit in Statement of Profit and Loss			
	Opening balance of deficit		(15,954,445.21)	(16,226,749.46)
	Profit/(Loss) for the year		144,434.28	272,304.25
	<b>Closing balance of Deficit</b>		<b>(15,810,010.93)</b>	<b>(15,954,445.21)</b>
<b>2.3</b>	<b>TRADE PAYABLES</b>			
			As at 31.03.2016	As at 31.03.2015
	<i>Others</i>			
	Trade Payables		17,250,769.58	22,972,724.75
			<b>17,250,769.58</b>	<b>22,972,724.75</b>
<b>2.4</b>	<b>OTHER CURRENT LIABILITIES</b>			
			As at 31.03.2016	As at 31.03.2015
	<i>Other Payables</i>			
	Navkar Corporation Ltd		-	362,983.00
	Siddhartha Corporation Ltd		-	1,895,260.00
	Audit Fees Payable	25,000.00	25,000.00	10,000.00
	Legal & Professional Fees Payable	57,475.00	57,475.00	-
	Provision for Taxation	27,522.00	27,522.00	51,887.00
	TDS Payable	9,919.00	9,919.00	14,329.00
	VAT Payable	-	-	9,784.42
	Internal Audit Fees Payable	8,000.00	8,000.00	-
	<i>Dues to Directors</i>			
	Mr. Sumer Singh		-	60,000.00
	<b>Total</b>		<b>127,916.00</b>	<b>2,404,243.42</b>

Note No.	NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2016	
<b>2.5</b>	<b>LONG-TERM LOANS AND ADVANCES</b>	
	<b>As at 31.03.2016</b>	<b>As at 31.03.2015</b>
	<i>Security Deposits - unsecured and considered good</i>	
		50,000.00
	4,000,000.00	4,000,000.00
	<i>Other Loans and advances- unsecured and considered good</i>	
		600,000.00
	<b>4,000,000.00</b>	<b>4,650,000.00</b>
<b>2.6</b>	<b>TRADE RECEIVABLES</b>	
	<b>As at 31.03.2016</b>	<b>As at 31.03.2015</b>
	<b>Trade Receivables (unsecured)</b>	
	<i>Outstanding for a period exceeding six months</i>	
		24,794,776.27
	32,299,089.00	32,299,089.00
	<i>Outstanding for a period not exceeding six months</i>	
	18,076,138.75	351,057.92
	48,000.00	44,708.00
	<b>50,423,227.75</b>	<b>57,489,631.19</b>
<b>2.7</b>	<b>CASH AND CASH EQUIVALENTS</b>	
	<b>As at 31.03.2016</b>	<b>As at 31.03.2015</b>
	<b>Balance with Banks:</b>	
		2,806.79
		46,668.00
	464,959.00	186,245.00
	12,234.15	19,177.15
	<b>Cash on Hand</b>	
	342,844.75	730,107.83
	<b>820,037.90</b>	<b>985,004.77</b>
<b>2.8</b>	<b>SHORT TERM LOANS &amp; ADVANCES</b>	
	<b>As at 31.03.2016</b>	<b>As at 31.03.2015</b>
	206,409.00	178,887.00
	<b>206,409.00</b>	<b>178,887.00</b>
<b>2.9</b>	<b>DIRECT INCOME</b>	
	<b>As at 31.03.2016</b>	<b>As at 31.03.2015</b>
	36,944,856.07	39,720,915.91
	<b>36,944,856.07</b>	<b>39,720,915.91</b>
<b>2.10</b>	<b>OTHER INCOME</b>	
	<b>As at 31.03.2016</b>	<b>As at 31.03.2015</b>
	<i>Other Non-Operating Income</i>	
		499,549.27
		-
		447,086.00
	480,000.00	
	<b>480,000.00</b>	<b>946,635.27</b>

Note No.	NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2016	
<b>2.11</b>	<b>COST OF GOODS SOLD</b>	
		As at 31.03.2016      As at 31.03.2015
	<i>Opening Stock</i>	-
	Add: Purchases	35,823,390.00      38,943,877.89
	Less: Closing Stock	-
		35,823,390.00      38,943,877.89
<b>2.12</b>	<b>EMPLOYEE COST</b>	
		As at 31.03.2016      As at 31.03.2015
	Salary to Staff	468,000.00      148,000.00
		468,000.00      148,000.00
<b>2.13</b>	<b>OPERATIVE SALES, ADMINISTRATIVE &amp; OTHER EXPENDITURE</b>	
		As at 31.03.2016      As at 31.03.2015
	<i>Administrative Expenses</i>	
	Advertisement Expenditures	79,171.00      119,043.00
	Bank Charges	1,257.00      1,910.12
	Sundry Bank Balances written off	49,474.79      -
	Computer Maintainance & Licence Fees	8,700.00      18,000.00
	Postage & Telephone charges	19,962.00      7,684.00
	Printing & Stationery	41,389.00      13,796.00
	Rates and Taxes	12,700.00      180,160.00
	Legal Consultation Services	215,425.00      113,272.00
	Rent Paid	84,000.00      35,000.00
	Annual Custody Fees	68,556.00      41,363.00
	Listing Processing & Annual Listing Fees	278,890.00      616,857.00
	Register & Transfer Fees	103,345.00      143,285.00
	Misc. Expenses	1,162.00      2,998.92
		964,031.79      1,293,369.04
<b>2.14</b>	<b>OTHER EXPENSES</b>	
		As at 31.03.2016      As at 31.03.2015
	<i>Payment To Auditors</i>	
	For Audit Fees	25,000.00      10,000.00
	For Taxation & Other Matters	-
	For Company Law Matters	-
		25,000.00      10,000.00

Note No.	NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2016	
<b>2.15 EARNINGS PER EQUITY SHARE</b>	Basic earning per share is computed by dividing the net profits after tax by the weighted number of equity shares outstanding during the period. Diluted earning per share is computed by dividing the net profits after tax by the weighted number of equity shares considered for deriving basic earning per share and also the weighted number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.	
	<b>As at 31.03.2016</b>	<b>As at 31.03.2015</b>
<b>EPS – Basic</b>		
Net Profit (Loss)	144,434.28	272,304.25
Appropriations	-	-
Net Profit (Loss) Attributable to Share Holders as at 31st March (Numerator)	144,434.28	272,304.25
No of Shares outstanding at the beginning of the year	5,388,100.00	5,388,100.00
No of Shares outstanding at the end of the year	5,388,100.00	5,388,100.00
Adjusted Weighted average number of equity shares of Face Value Rs.100 each (Denominator)	5,388,100.00	5,388,100.00
Nominal Value of Ordinary Shares	10.00	10.00
<b>Computation of EPS - Basic (in Rs)</b>	<b>0.03</b>	<b>0.05</b>
<b>EPS – Diluted</b>		
Net Profit (Loss) Attributable to Share Holders as at 31st March of Face Value Rs.10 each (Numerator)	144,434.28	272,304.25
Adjusted Weighted average number of equity shares	5,388,100.00	5,388,100.00
Total Weighted average number of equity shares for Diluted EPS (Denominator)	5,388,100.00	5,388,100.00
Nominal Value of Ordinary Shares	10.00	10.00
<b>Computation of EPS - Diluted (in Rs)</b>	<b>0.03</b>	<b>0.05</b>
<b>As per my report of even date</b>		
For N.M. Khatavkar & Co.,	For & on behalf of the Board PC Products India Limited	
Sd/- N. M. Khatavkar Proprietor - Chartered Accountant Membership number: 206569 Firm Regd No.007939S	Sd/- Arun Kumar Bhangadia Promoter Director [DIN No. 00021024]	Sd/- Devendra Kumar Rath Whole-time Director [DIN No. 06666011]
Place: Hubli Date: 27/05/2016	Sd/- Pooja Jain Company Secretary [Memb No. A37091]	Sd/- Anil Kumar Munjal Chief Financial Officer



**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]

CIN : L85110TG1996PLC099198  
Name of the company : PC PRODUCTS INDIA LIMITED  
Registered office : 4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad 500027

**Name of the member(s)** :  
**Registered Address** :  
**E-mail Id** :  
**Folio No. /Client Id** :  
**DP ID\*** :

\* Applicable for investors holding Shares in electronic form

I/We, being the member (s) of \_\_\_\_\_ Shares of the above named company, hereby appoint:

1. \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) having E-mail Id \_\_\_\_\_ or failing him
2. \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) having E-mail Id \_\_\_\_\_ or failing him
3. \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) having E-mail Id \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20<sup>th</sup> Annual General Meeting of the company, to be held on the Friday, 30<sup>th</sup> day of September, 2016 at 11.00 a.m. at Registered Office of the Company at 4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad-500027 (Telangana) and at any adjournment thereof in respect of such resolutions as are indicated below:

**\*\* I wish my proxy to vote in the manner as indicated in the box below.**

Resolutions	For	Against
Approval of Financial Statements for the Financial Year 2015-16		
Appointment of Mr. Devender Kumar Rathi, Whole-time Director (DIN: 06666011) as a Director, liable to retire by rotation		
Ratification of Appointment M/s. N.M. Khatavkar & Co., Chartered Accountants as Statutory Auditors of the Company		
Appointment of Mr. Bonthu Pardhasara (DIN: 07337785) as Independent Director for period of 5 years		
Appointment of Ms. Nishita Kalantri (DIN: 07444639) as Independent Director for period of 5 years		

Signed this 30<sup>th</sup> day of September, 2016

**Signature of Shareholder**

Signature of First Proxy holder(s)      Signature of Second Proxy holder(s)      Signature of Third Proxy holder(s)

**Affix 15 ps  
Revenue  
Stamp**

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



**PC PRODUCTS INDIA LIMITED****Regd. Off. :** 4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad-500027(Telangana)**ATTENDANCE SLIP**(Please present this slip at the Meeting venue)

I hereby record my presence at the 20<sup>th</sup> Annual General Meeting of the company, to be held on the Friday, 30<sup>th</sup> day of September, 2016 at 11.00 a.m. at Registered Office of the Company at 4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad – 500027 (Telangana)

1. Name & Registered Address of the Sole/first names shareholder
2. Name(s) of the joint shareholders if any
3. Registered Folio No / DP ID/Client ID No
4. Number of Shares held

**Member / Proxy name in Block Letters****Member' s / Proxy' s Signature**

**Note:** Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.



**FORM NO. MGT-12**  
**POLLING PAPER**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

<b>Name of the Company</b>	PC Products India Limited
<b>Registered office</b>	4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad – 500027 (Telangana)
<b>CIN</b>	L85110TG1996PLC099198
<b>Date &amp; Time</b>	Friday, 30 <sup>th</sup> day of September, 2016 at 11.00 A.M.
<b>Venue</b>	Registered Office of the Company - 4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad – 500027 (Telangana)

**BALLOT PAPER**

S No	Particulars	Details
1	Name of the First Named Shareholder (In Block letters)	
2	Postal address	
3	Registered folio No. / *Client ID No. (*Applicable to investors holding Shares in dematerialized form)	
4	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S No	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
<b>ORDINARY BUSINESS (ORDINARY RESOLUTION):</b>				
1	Approval of Financial Statements for the Financial Year 2015-16			
2	Appointment of Mr. Devender Kumar Rathi, Whole-time Director (DIN: 06666011) as a Director, liable to retire by rotation			
3	Ratification of Appointment M/s. N.M. Khatavkar & Co., Chartered Accountants as Statutory Auditors of the Company			
<b>SPECIAL BUSINESS (ORDINARY RESOLUTION):</b>				
4	Appointment of Mr. Bonthu Pardhasara (DIN: 07337785) as Independent Director for period of 5 years			
5	Appointment of Ms. Nishita Kalantri (DIN: 07444639) as Independent Director for period of 5 years			

Place: Hyderabad

Date:

(Signature of the shareholder)

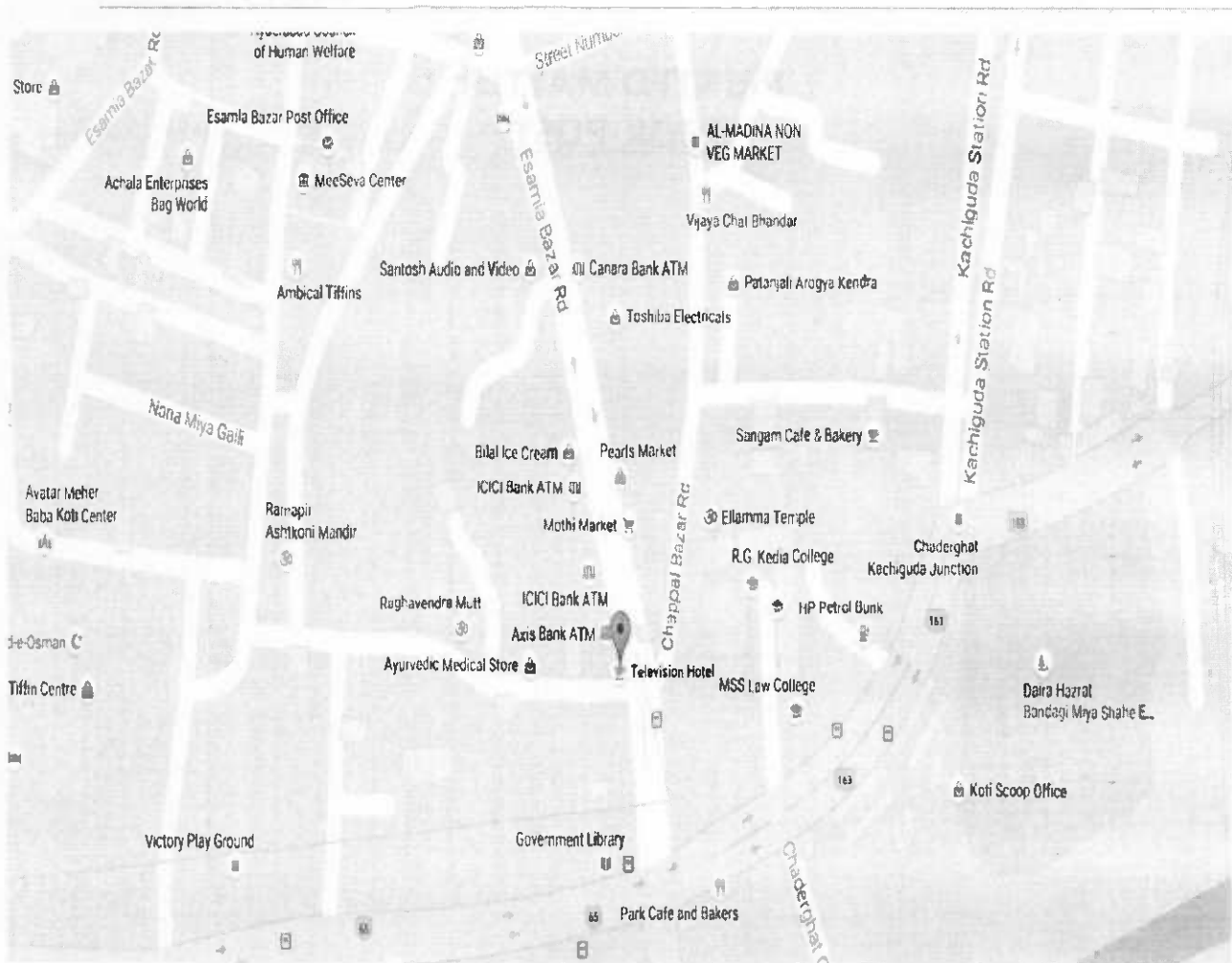


**ROUTE MAP FOR VENUE**

le Maps

Television Hotel

Television Hotel cafe, Esamiya Bazar



**CALENDER OF EVENTS**  
**FRIDAY, 30<sup>TH</sup> SEPTEMBER, 2016 AT 11.00 A.M.**

PARTICULARS	DATE
APPOINTMENT OF SCRUTINIZER BY BOARD AND CONSENT OBTAINED FROM SCRUTINIZER	Friday, 02/09/2016
CUT OFF DATE FOR LIST OF SHAREHOLDERS FOR DISPATCH	Friday, 02/09/2016
DATE OF COMPLETION OF DISPATCH OF NOTICE OF AGM	By Monday, 05/09/2016
DATE OF PAPER PUBLICATION OF DISPATCH OF NOTICE	Tuesday, 06/09/2016
CUT OFF DATE FOR LIST OF SHAREHOLDERS FOR E-VOTING	Friday, 23/09/2016
E-VOTING PERIOD	Tuesday, 27/09/2016 (09:00 hrs) TO Thursday, 29/09/2016 (17:00 hrs)
ANNUAL GENERAL MEETING	Friday, 30/09/2016
DECLARATION OF RESULT/ SIGNING OF MINUTES BY THE CHAIRMAN	On or Before – Monday, 03/10/2016

**PRINTED MATTER  
BOOK-POST**

*If undelivered, please return to:*

**PC PRODUCTS INDIA LIMITED**

**Regd. Office** : 4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad – 500027 (Telangana)  
**Website** : [www.pcproductslimited.com](http://www.pcproductslimited.com)  
**Email Id** : [pcproductsindia@gmail.com](mailto:pcproductsindia@gmail.com)  
**CIN No** : L85110TG1996PLC099198  
**Contact No** : +91 – 9849051199, +91 – 90300 57370