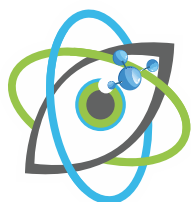




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*Annual Report*

2016 - 2017



PC PRODUCTS INDIA LIMITED

(Formerly Known as Jayavant Industries Limited)

# DIAGNOSTICS LABORATORY



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

Mr. K. Krishnam Raju	-	Promoter & Executive Chairman	(DIN 00874650)
Dr. Mohammed Aejaz Habeeb	-	Promoter – Non Executive	(DIN 02265024)
Dr. Syed Ameer Basha Paspala	-	Promoter – Non Executive	(DIN 07585133)
Dr. Akella Radha Rama Devi	-	Independent – Non Executive	(DIN 07688465)
Dr. Akka Jyothy	-	Independent – Non Executive	(DIN 07687798)
Dr. T.V. Rama Krishna Murthy	-	Independent – Non Executive	(DIN 07688759)

**COMPANY SECRETARY**

Ms. Pooja Jain

**CHIEF FINANCIAL OFFICER**

Mrs. K. Nirusha

**CORPORATE IDENTITY NUMBER (CIN)**

L85110TG1996PLC099198

**ISIN**

INE579N01018

**REGISTERED OFFICE (Clinic cum Laboratories)**

2-5-36/CLRD/1, Survey No. 36, Chintalmet X Roads, Upperpally,  
Rajendra Nagar Mandal, Hyderabad – 500 048, Telangana, India

**CONTACT DETAILS**

Cell : 040 2970 3333, +91 - 90300 57370

E-Mail : pcproductsindia@gmail.com

Website: www.pcproductslimited.com

**STATUTORY AUDITORS**

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

**INETRNL AUDITORS**

M/s. Tungala & Co.  
Chartered Accountants  
Hyderabad, Telangana

**BANKERS**

HDFC Bank Limited (Hyderabad, Telangana)  
Kotak Mahindra Bank (Hyderabad, Telangana)

**AUDIT COMMITTEE**

Dr. T.V. Rama Krishna Murthy	-	Chairman
Dr. A. Jyothy	-	Member
Dr. Syed Ameer Basha Paspala	-	Member

**NOMINATION & REMUNERATION COMMITTEE**

Dr. A. Jyothy	-	Chairman
Dr. A. Radha Rama Devi	-	Member
Dr. T.V. Rama Krishna Murthy	-	Member

**STAKEHOLDER RELATIONSHIP COMMITTEE**

Dr. T.V. Rama Krishna Murthy	-	Chairman
Dr. A. Jyothy	-	Member
Dr. Mohammed Aejaaz Habeeb	-	Member

**INDEPENDENT DIRECTORS COMMITTEE**

Dr. A. Radha Rama Devi	-	Chairman
Dr. A. Jyothy	-	Member
Dr. T.V. Rama Krishna Murthy	-	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

**BOARD OF DIRECTORS****MR. KALIDINDI KRISHNAM RAJU, Whole-time Director & Executive Chairman**

Mr. Kalidindi Krishnam Raju, S/o K. V. Subba Raju, aged about 58 years, is a Chartered Accountant from the Institute of Chartered Accountants of India.

Over the past nearly two and half decades, Mr. Krishnam Raju has channelized his energies into helping provide strategic as well as management insights by adopting to companies his uniquely developed understanding in areas related to financial services, information technology and Bio-pharma oriented healthcare.

Prior to promoting Krisani Bio- Sciences Private Limited in 2009, he practiced as a Chartered Accountant, worked in different organizations and later worked as Director Finance in Visual Soft Technologies Ltd, followed by promoting Krisani Wealth Management focused on financial research.

His strategic planning blends the virtues of judicious financial designing by evolving suitable business models based on global business environment, efficient project execution by using his vast experience in business development and incorporating global best practices in corporate governance.

**DR. MOHAMMED AEJAZ HABEEB, Promoter Director**

Dr. Mohammed Aejaaz Habeeb, S/o. Padma Shree Late. C M Habeebullah, aged about 50 years, is a PhD holder in Biotechnology, D. M. (Gastroenterology) and MD. (General Medicine).

He is practicing as a Gastroenterologist, since 1999. He is the Professor and H.O.D for the Department of Gastroenterology and Herpetology at Deccan College of Medical Sciences, Hyderabad. He is also employed at his self-employed Clinic at Narayanguda, Hyderabad since 1999. Additionally, since 2007 he is practicing as a Consultant (Gastroenterologist & Hepatologist) at Kamineni Wockhardt Hospitals (now known as Kamineni Hospital) King Koti, Hyderabad.

Also, since 2011 he is practicing as a Consultant (Gastroenterologist & Hepatologist) at Apollo Hospital, Hyderguda, Hyderabad. Thus, he has over 17 years of experience as a Consultant.

**DR. SYED AMEER BASHA PASPALA, Promoter Director**

Dr. Syed Ameer Basha Paspala, s/o Mr. Syed Mahboob Miah Paspala, aged about 50 years, is a PhD holder in Biotechnology and M.Ch (Neurosurgery).

He is practising as a Consultant (Neurosurgeon) since the beginning of 2001 at Institute of Medical Sciences, CARE Hospital, Hyderabad. Additionally, since 2004 he is practising as a Consultant (Neurosurgeon) at Central Hospital, South Central Railways, Hyderabad. Thus, he has 16 years of experience as a Consultant.

**DR. AKELLA RADHA RAMA DEVI, Independent Director**

Dr. A. Radha Rama Devi is Pediatrician in Genetics and has received Certificate in Genetics Engineering. She has over 40 years of practice in Clinical Pediatrics and research in the area of Medical Genetics. She was awarded with Presidents Medal and Gold Medal in Medicine.

Dr. Raadha trained for fellowship by British Council in the field of Inborn Errors of Metabolism. She was selected as Senior Women Bio Scientist in India for the year 2005 for lifetime achievement by the Department of Bio technology, Government of India.

She is instrumental in setting up the first Newborns Screening for preventable causes of mental retardation in India and published the first data on the prevalence of these disorders in the Indian population.

**DR. AKKA JYOTHY, Independent Director**

Prof. A. Jyothy is a PhD in Genetics from Osmania University. She has more than 30 years of experience in teaching and research. She is Director of Institute of Genetics and Hospital for Genetics Diseases, Osmania University.

Prof. A. Jyothy as a renowned scientist has obtained research funding from national agencies such as DBT, DST, ICMR and UGC. She is reviewer for National and International Journals namely Clinica Chimica Acta, International Heart Journal, International Journal of Human Genetics and Indian Journal of Human Genetics etc.

She has received many awards for her excellent academic accomplishments. She was awarded with HPS-IMH oration award 2009-10 from Hyderabad Psychiatric Society and Women Achievers Award 2011 from Organization of Women in Science for Developing World (OWSDW).

**DR. T.V. RAMA KRISHNA MURTHY, Independent Director**

Dr. Tennati Venkata Rama Krishna Murthy is MCh in Neurosurgery and has over 20 year of Consultancy experience in Neuro Sciences.

He is notable member of American Association of Neurological Surgeons, Congress of Neurological Surgeons, Neurological Society of India, Indian Society of Stereotactic and Functional Neurosurgery, Twin Cities Neurological Society and Andhra Pradesh Neuroscientists Association.



**DIRECTORS' REPORT**

The Directors present their Report together with the Company's financial statements for the year ended 31<sup>st</sup> March, 2017.

**FINANCIAL SUMMARY**

The performance of the Company is as follows:

Particulars	Standalone 2016-2017	Consolidated 2016-17	Standalone 2015-2016
Income	12943585.66	12943585.66	37424856.07
Expenditure	16140696.77	18791995.77	37280421.79
Provision for Current Tax (MAT)	-	-	27522
MAT Credit Entitlement	-	-	-27522
Differed Tax	-	7228586	-
<b>Profit for the year</b>	<b>-3197111.11</b>	<b>-5848410.11</b>	<b>144434.28</b>

**TRANSFER TO RESERVES**

In view of the losses incurred by the Company during the year, the Board of Directors did not propose to transfer any amount to reserves for the period under review.

**DIVIDEND**

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

**FIXED / PUBLIC 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.

**CAPITAL STRUCTURE**

During the year, the Authorized Share Capital of the Company was increased from INR 6,00,00,000/- divided into 60,00,000 Equity Shares of INR 10/- to INR 13,00,00,000/- divided into 1,30,00,000 Equity Shares of INR 10/- each.

The Company has allotted 48,70,606 Equity Shares on Preferential Basis through Stock Swap (83:100) to certain existing shareholders of Krisani Bio Sciences Private Limited on Thursday, 13<sup>th</sup> October, 2016; making KBSPL as 51.3% Subsidiary of the Company. Thus, the Paid up Capital of the Company has increased from INR 5,38,81,000/- divided into 53,88,100 Equity Shares of INR 10/- each to INR 10,25,87,060/- divided into 1,02,58,706 Equity Shares of INR 10/- each.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF FINANCIAL YEAR AND DATE OF REPORT****OPEN OFFER, CHANGE IN SHAREHOLDING AND MANAGEMENT OF THE COMPANY**

The Company has undergone re-structuring in terms of Capital, Change in Promoters Shareholding and Change in Management of the Company. The details are as under:

- a) On Wednesday, August 24, 2016, the Board of Directors of the Company approved a Preferential Allotment of 48,70,606 Equity Shares (47.48% of Paid Up Capital) on SWAP Basis to specific Shareholders of Krisani Bio-Sciences Private Limited (83:100 i.e., for Every 100 Equity Shares held by the Shareholders of Krisani Bio-Sciences Private Limited, 83 Equity Shares of PC Products India Limited were allotted).

Out of 48,70,606 Equity Shares, 25,82,130 Equity Shares were allotted to the present Promoters of the Company i.e., Mr. K. Krishnam Raju (Acquirer 3) and balance 22,88,476 Equity Shares to the PAC's of Mr. K. Krishnam Raju (PAC's: Mrs. K. Sarada Vijaya Kumari (PAC 1), Mrs. K. Nirusha (PAC 2) and Mrs. P. Parvathi (PAC 3); pursuant to Section 62 and other applicable provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2009.

Pursuant to the Preferential Allotment, Krisani Bio Sciences Private Limited has become the Subsidiary of the Company, holding 51.30% of its Equity.

- b) On Wednesday, 24<sup>th</sup> August, 2016 Mr. Arun Kumar Bhangadia (Ex/Past Promoter of the Company) has entered into a Share Purchase Agreement with the Acquirers to Open Offer and Present Promoters of the Company – Dr. Mohammed Aejaz Habeeb (Acquirer 1), Dr. Syed Ameer Basha Paspala (Acquirer 2) and Mr. K. Krishnam Raju (Acquirer 3) for Sale of 21,00,000 Equity Shares.

Upon completion of the aforementioned Preferential Allotment of Equity Shares and pursuant to Share Purchase Agreement; Dr. Mohammed Aejaz Habeeb (Acquirer 1), Dr. Syed Ameer Basha Paspala (Acquirer 2), Mr. K. Krishnam Raju (Acquirer 3), Mrs. Kalidindi Sarada Vijaya Kumari (PAC 1), Mrs. K. Nirusha (PAC 2) and Mrs. P. Parvathi (PAC 3) has triggered Open Offer under Regulation 3(1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.

The Tendering Period of Open Offer was Tuesday, 22<sup>th</sup> November, 2016 to Monday, 05<sup>th</sup> December, 2016.

**Post Open Offer, the holding of the New Promoters – Dr. Mohammed Aejaz Habeeb (Acquirer 1), Dr. Ameer Basha Paspala (Acquirer 2), Mr. K. Krishnam Raju (Acquirer 3), Mrs. K. Sarada Vijaya Kumari (PAC 1), Ms. K. Nirusha (PAC 2) and Mrs. P. Parvathi (PAC 3) is 76,29,030 Equity Shares (74.37% of Paid-Up Capital).**

Transaction	Holding – New Promoters	
	Number	% of Total Equity
Preferential Allotment (Board Meeting Wednesday, August 24, 2016)	48,70,606	47.48%
Share Purchase Agreement Existing Promoter Mr. Arun Kumar Bhangadia dated Wednesday, August 24, 2016	21,00,000	20.47%
Shares tendered in Open Offer by Public (Acquired through BSE Software & Settlement Mechanism)	6,58,424	6.42%

Dr. Mohammed Aejaz Habeeb (Acquirer 1), Dr. Syed Ameer Basha Paspala (Acquirer 2), Mr. K. Krishnam Raju (Acquirer 3), Mrs. K. Sarada Vijaya Kumari (PAC 1), Ms. K. Nirusha (PAC 2) and Mrs. P. Parvathi (PAC 3) have also acquired control over the affairs and management of the Company w.e.f. **Tuesday, 27<sup>th</sup> December, 2016** and were classified as New Promoters of the Company as per Regulation 31(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and within the meaning, definition of Promoter as defined in SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 as amended from time to time.

Post Open Offer and as per the Share Purchase Agreement; the Ex/Past Promoter Mr. Arun Kumar Bhangadia was re-classified under Public Category with his balance Equity Shares – 8,26,800 Equity Shares (8.06% of Paid Up Capital).

## COMPANY'S OPERATIONS

The Company has changed its Main Objects clauses during the year under review through Postal Ballot. The Company is into the business of Bio-Pharma and has also entered into the following areas:

- New Drug Discovery including New Molecular Entity (NME – Pro Drug)
- Clinical Research Organization (CRO) related activities
- Stem Cell – Lab, Research and Therapy
- Research and Development in Bio-technology
- Consultancy Division and Pharmacy
- Academic Services like Courses / Lectures / Seminars on Biotechnology, Pharma, Stem Cell Research and therapy, Clinical Research and animal studies etc.
- Nutraceuticals product development
- Trading, exporting and importing of medicinal drugs, chemicals, re-agents etc.

During the year, the Company had entered into a Collaborative Agreement with Krisani Bio Sciences Private Limited for further development of NASH (Fatty Liver) Molecule and Wilson Disease Molecule on revenue sharing basis and also entered into a Collaborative Agreement with Centre For liver Research And Diagnostics (CLRD) to use their land , building, equipment and other facilities to run our business of Hospital, Diagnostics, Pharmacy, Stem cell and other bio-technology laboratories on revenue sharing basis.

## REPORT ON SUBSIDIARIES

During the Year under review, the Company has acquired one Subsidiary – Krisani Bio Sciences Private Limited, India.

The Consolidated Financial Statements of the Company including its subsidiary have been prepared in accordance with Section 129(3) of the Companies Act, 2013. Further, a statement containing salient features of the financial statements of the subsidiaries in the prescribed format **Form AOC-1** is appended as **Annexure I** to the Director's Report. The statement also provides details of performance and financial position of the subsidiary.

As required under Section 136 of the Companies Act, 2013 the audited financial statements including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries are available on the website [www.pcproductslimited.com](http://www.pcproductslimited.com). These documents will also be available for inspection during the business hours at the registered office of the Company and any member, who wishes to get copies of such financial statements, may write to the Company for such requirement.

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

The Securities Exchange Board of India vide its Adjudication Order EAD-5/SVKM/AO/21/2017-18] dated 17<sup>th</sup> May, 2017 has imposed a penalty of INR 4,00,000 on the Company for non-compliance of provisions of Regulation 8(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 within the due date during the years 2004 to 2011 at Ahmedabad Stock Exchange, Bangalore Stock Exchange and Madras Stock Exchange, where its shares were listed. The Company has paid the Penal Amount of INR 4,00,000/- on Monday, 29<sup>th</sup> May, 2017 to Securities Exchange Board of India towards the Adjudication order.

Except above, there are no significant and material orders passed by the Regulatory authorities or Courts which effects the nature of the business of the company.

## DETAILS OF BOARD OF DIRECTORS / KEY MANAGERIAL PERSONNEL

The Board of Directors of your Company comprises of 6 (SIX) Directors as on the date of this report representing the optimum blend of professionalism, knowledge and having varied experience in different discipline of corporate functioning. Of these, 1 (ONE) is Promoter Executive Director, 2 (TWO) are Promoter Non-Executive Directors and 3 (THREE) are Independent Non Executive Directors.

## Change in Designation

Pursuant to the Open Offer and Share Purchase Agreement dated Wednesday, 24<sup>th</sup> August, 2016; entered by Mr. Arun Kumar Bhangadia (Ex/Past Promoter of the Company) of the Company with the Acquirers & PACs (Present Promoter Group); the following members of the Board have resigned from their respective positions from the close of business hours of Tuesday, 27<sup>th</sup> December, 2016:

1. Mr. Arun Kumar Bhangadia
2. Mr. Devender Kumar Rathi
3. Mr. Bellam Praveen
4. Ms. Nishita Kalantri
5. Mr. Bonthu Pardhasara

Mr. Anil Kumar Munjal, Chief Financial Officer of the Company also resigned from the Board from close of business hours of Tuesday, 27<sup>th</sup> December, 2016 due to his personal pre-occupations.

The Board placed on record the valuable services rendered by them during their tenure of office.

## Retirement by rotation

Pursuant to provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. K. Krishnam Raju (DIN 00874650) is liable to retire by rotation at the ensuing 21<sup>st</sup> Annual General Meeting and being eligible offers himself for reappointment to the office of directorship. Your Board of Directors recommend his re-appointment

## Appointments

The Present Board of Directors were appointed w.e.f. Tuesday, 27<sup>th</sup> December, 2016 and the Change in Board / management and re-classification of Promoters was approved by the Shareholders through Postal Ballot dated Wednesday, 8<sup>th</sup> February, 2017.

## BOARD MEETINGS

The Board of Directors duly met **9 (Nine)** times in the Financial Year 2016-2017 on 27/05/2016, 30/07/2016, 17/08/2016, 24/08/2016, 02/09/2016, 13/10/2016, 14/11/2016, 27/12/2016 and 14/02/2017.

Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Section 173(1) of Companies Act, 2013 and Regulation 17(2) SEBI (LODR) Regulations, 2015.

## DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have given a declaration that they met the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 read with the rules made thereunder and Regulation 16(1)(b) of SEBI(LODR)Regulations, 2015.

## PERFORMANCE EVALUATION, NOMINATION & REMUNERATION POLICY

Pursuant to the provisions of Companies Act, 2013 read with the rules made thereunder and SEBI (LODR) Regulations, 2015, the performance evaluation of individual Directors, Board and its Committees was carried out.

The requisite details as required by Section 134(3), Section 178(3) & (4) of Companies Act, 2013 and Regulation 34(2) of SEBI (LODR) Regulations, 2015 is provided in the Corporate Governance Report.

**Performance evaluation, Nomination and Remuneration Policy** is attached as **Annexure 2 to Corporate Governance Report** and the same is available on the website of the Company under Investors Tab [www.pcproductslimited.com](http://www.pcproductslimited.com).

## FAMILIARIZATION PROGRAM

The Company at its various meetings held during the Financial Year 2016-17 had familiarized the Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company and future outlook, etc. They are made to interact with senior management personnel and are given all the documents, reports and internal policies sought by them for enabling a good understanding of the Company, its various operations and the industry of which it is a part of will enable the Directors to contribute significantly to the Company. Periodic updates are made at the Board and Committee Meetings on business and performance of the Company, business strategy, relevant statutory changes and important amendments are provided to the Directors.

Details of familiarization programs extended to the Independent Directors during the year are also disclosed on the Company website of the Company under Investors Tab [www.pcproductslimited.com](http://www.pcproductslimited.com).

## EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance and that of its Committees and individual Directors. The performance of the Board, Committees and individual Directors was evaluated by the Board seeking inputs from all the Directors and chairperson. The performance of the Committees was evaluated by the Board seeking inputs from the Committee members and chairperson. The same was done through evaluation forms.

The criteria for performance evaluation of the Board include aspects like contribution of the board to the development strategy, contribution of the board to ensure robust and effective risk management, composition of the board and its committees, right balance of knowledge and skills to maximize performance, Board response to any problems or crisis that arose, matters specifically reserved for the board, Board communication with the management team, employees and others, updating to the Board with the latest developments in the regulatory environment and the market, Conduct of Board Meetings at suitable length, management response to the Board, receipt of timely information by the Board, etc.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the Financial Year 2016-17.

Accordingly, pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, and to the best of their knowledge and ability In terms of Section 134(3)(c) of the Companies Act 2013, Your Directors confirm as under:

(i) In preparation of the annual accounts for the financial year ended March 31, 2017, the applicable accounting standards have been followed and there were no material departures from prescribed accounting standards;

(ii) We have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

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

(iv) We have prepared the annual accounts on a going concern basis;

(v) We have laid down internal financial controls, which are adequate and are operating effectively; and

(vi) We have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

**STOCK EXCHANGE LISTING**

The Company has its Equity Shares listed on BSE Limited, 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 Financial Year 2016-17.

**STATUTORY AUDITORS & AUDITORS REPORTS**

At the 19<sup>th</sup> Annual General Meeting held on Wednesday, 16<sup>th</sup> September, 2015, M/s. N.M. Khatavkar & Co., Chartered Accountants, Hubli; 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; subject to ratification by the Members at every Annual General Meeting.

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, Hubli; as Statutory Auditors of the Company, is placed for ratification by the Shareholders.

The Auditors have submitted their written consent that they are eligible and qualified to be re-appointed as Statutory Auditors of the Company in terms of Section 139 of the Companies Act, 2013 and also satisfy the criteria provided in Section 141 of the Companies Act, 2013. Accordingly, the Board recommends ratification of the appointment of M/s. N.M. Khatavkar & Co., Chartered Accountants as the Statutory Auditors of the Company at the ensuing 21<sup>st</sup> Annual General Meeting.

There are no qualifications, reservation, adverse remarks or disclaimer made by the Statutory Auditors in their Report. The Company has received audit report with unmodified opinion for both standalone and consolidated audited financial results of the Company for the Financial Year ended March 31, 2017 from the statutory auditors of the 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, M/s. S. S. Reddy & Associates, Practising Company Secretaries, was appointed to undertake the Secretarial Audit of the Company for the Financial Year 2016-17. There are no reservation, qualifications or adverse remarks or disclaimer made by the Secretarial Auditor in the Report.

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

### **DISCLOSURE ABOUT COST AUDIT**

Cost Audit is not applicable to your Company.

### **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; M/s. Rathi & Co., Chartered Accountants were appointed as Internal Auditors of the Company for the Financial Year 2016-17.

M/s. Rathi & Co., Chartered Accountants have submitted their resignation and thus for the Financial Year 2017-18, the Company has appointed Mr. P.V. Srikanth, Partner of M/s. Tungala & Co. Chartered Accountants as Internal Auditors of the Company.

### **EXTRACT OF ANNUAL RETURN**

In accordance with Section 134 (3)(a) of the Companies Act, 2013, an extract of the Annual Return in the prescribed format is appended as **Annexure III** of the Board's Report.



## PARTICULARS OF EMPLOYEES

The information required under Section 197 (12) of the Act read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is annexed as **Annexure IV** to this report.

The information required under Rule 5 (2) and (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the **Annexure IV** forming part of the Report.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Particulars of Loans, Guarantees and Investments made by the Company covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements provided in this Annual Report.

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

**A. CONSERVATION OF ENERGY:** The operations of the Company involve low energy consumption. However, adequate measures have been taken to conserve energy wherever practicable.

**B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:** The Company continues to use the latest technologies for improving the quality of its operations.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO:** Further, the company did not have any foreign exchange earnings or outgo during the year.

Hence no information pursuant to Section 134 (3)(m) of the Companies Act, 1956 read with Disclosure of particulars in the report of Board of Directors Rules, 1988 and Rule 8 of Companies (Accounts) Rules, 2014 is provided.

## ADEQUACY OF INTERNAL FINANCIAL CONTROL SYSTEM

The Company has in place adequate internal financial controls commensurate with the size and needs of the business. These controls ensures the orderly and efficient conduct of its Business, including adherence to the Company's policies, identification of areas of improvement, safeguarding of its assets from unauthorized use, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial statements and / or disclosures.

## VIGIL MECHANISM / WHISTLE BLOWER POLICY

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 and Regulation 22 & 34 (3) of SEBI (LODR) Regulations, 2015. The details of the Policy are posted on the website: [www.pcproductslimited.com](http://www.pcproductslimited.com).

## PREVENTION OF SEXUAL HARASSMENT 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. There were no case of sexual harassment reported during the year under review.

## CORPORATE SOCIAL RESPONSIBILITY

Your Company does not meet applicable requirements i.e.net worth of INR 500 Crore or more, or turnover of INR 1000 Crore or more, or a net profit of INR 5 Crore as specified in section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility. Hence the Company did not constitute Corporate Social Responsibility Committee and did not adopt any Corporate Social Responsibility Policy

## RISK MANAGEMENT

The Company process is in place to ensure that all the Current and Future Material Risks of the Company are identified, assessed/quantified and effective steps are taken to mitigate/ reduce the effects of the risks to ensure proper growth of the business. Shareholders are also requested to refer a separate section on Internal Control systems and their adequacy, which also deals with Risk Management, in Management Discussion and Analysis Report.

## PARTIC ULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has formulated a Policy on dealing with Related Party Transactions. The Policy is disclosed on the website of the Company under Investors Tab [www.pcproductslimited.com](http://www.pcproductslimited.com). All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations,2015 during the year were in the ordinary course of business and on an arms' length basis and the provisions of Section 188 of the Companies Act, 2013 were complied wherever necessary. However, pursuant to the provisions of Regulation 23 (2) of the SEBI (LODR) Regulations, 2015, prior approval of the Audit Committee was sought for entering into the Related Party Transactions.

The information relating to particulars of contracts or arrangements with related parties referred to in sub Section (1) of section 188 of the Companies Act, 2013 in **Form AOC-2** is annexed as **Annexure V**, forming part of this Report.

## CEO/CFO CERTIFICATION

Mr. K. Krishnam Raju, Executive Chairman of the Company have provided Compliance Certificate, which is annexed as **Annexure VI** to the Board in accordance with Regulation 17(8) read with Part B of Schedule II of the SEBI (LODR) Regulations, 2015 for the Financial Year ended 31<sup>st</sup> March, 2017.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT AND CORPORATE GOVERNANCE

The Management Discussion and Analysis Report and the Report on Corporate Governance, as required under Regulation 34(2) of SEBI (LODR) Regulations, 2015, forms part of the Annual Report.

Your Company is committed to maintain the prescribed standards of Corporate Governance and has taken adequate steps to adhere to all the stipulations laid down Listing Agreement and SEBI (LODR) Regulations, 2015.

A separate report on Corporate Governance and a Management Discussion and Analysis Report is being presented as part of the Annual Report.

Mr. S. Sarveswar Reddy, Company Secretary in Practice has certified that conditions of Corporate Governance as stipulated under SEBI (LODR) Regulations, 2015 have been complied by your Company and his **Certificate** is annexed as **Annexure VII** to this Report.

### GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a. The Company has not accepted any deposits from the public or otherwise in terms of Section 73 of the Companies Act, 2013 read with the rules made thereunder and as such no amount on account of principal or interest thereon on deposits from public was outstanding as on the date of Balance Sheet.
- b. Issue of Equity Shares with differential rights as to dividend, voting or otherwise.
- c. The Auditors have not responded to any matter under Section 143(12) of the Companies Act, 2013 and therefore no details are required to be disclosed under Section 134(3)(ca) of the Act.
- d. The Company does not meet applicable requirements i.e. net worth of INR 500 Crore or more, or turnover of INR 1000 Crore or more, or a net profit of INR 5 Crore or more as specified in section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility. The Company's profit before tax for the financial year ended March 31, 2016 & March 31, 2017 is not more than or equal to INR 5 Crore. Hence pursuant to the above, the Company did not constitute Corporate Social Responsibility Committee and did not adopt any Corporate Social Responsibility Policy.

**APPRECIATIONS & ACKNOWLEDGEMENTS**

Your Directors look to the future with confidence. Your Directors wish to express their appreciation for the valuable support and co-operation received from customers, investors, lenders, business associates, bankers, various statutory authorities and society at large.

The Directors also thank the State Governments, Government of India, Governments of various countries, other Government Departments and Governmental Agencies.

Your Directors are especially indebted to employees of the Company and its subsidiaries at all levels, who through their dedication, co-operation, support and dynamic work, have enabled the company to achieve rapid growth. Your Directors seek, and look forward to the same support during the future years of growth.

**For and on Behalf of the Board of Directors**

**Hyderabad**  
**23<sup>rd</sup> August, 2017**

**Sd/-**  
**K. Krishnam Raju**  
**Executive Chairman (DIN [00874650](#))**

**ANNEXURE – I****Form AOC-1**

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

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

**Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/ Joint Ventures**

**PART A- Subsidiaries**

(Amount in INR)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Krisnai Bio Sciences Private Limited (KBSPL)
2.	The date since when subsidiary was acquired	Wednesday, 24 <sup>th</sup> August, 2016 (Board approval) Thursday, 13 <sup>th</sup> October, 2016 (Members approval for Preferential allotment on STOCK SWAP basis to KBSPL)
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2017
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
5.	Share capital	Authorized – 15,00,00,000 Paid Up Capital – 11,43,32,000
6.	Reserves & surplus	(2,89,81,938)
7.	Total assets	15,62,38,410
8.	Total Liabilities	7,09,63,348
9.	Investments	75,000
10.	Turnover	NIL
11.	Profit before taxation	(26,51,299)
12.	Provision for taxation	72,28,586

13.	Profit after taxation	(98,79,885)
14.	Proposed Dividend	NIL
15.	Extent of shareholding	58,68,200 Equity Shares (51.30%)

**Note:**

1. Name of the Subsidiaries which are yet to commence operations: NIL
2. Name of Subsidiaries liquidated or sold or struck during the year: NIL

**PART B – Associates and Joint Ventures**

The Company does not have any associate or joint venture.

**ANNEXURE - II****FORM MR-3  
SECRETARIAL AUDIT REPORT**

**(Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

To  
The Members of PC Products India Limited  
2-5-36/CLRD/1, Sy No. 36, Chintalmet X Roads,  
Upperpally, Rajendra Nagar Mandal,  
Hyderabad – 500 048, Telangana State, India

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 (hereinafter called “the Company”). 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 financial year commencing from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by PC Products India Limited (“The Company”) for the financial year ended on 31<sup>st</sup> March, 2017, according to the provisions of:
  - a. The Companies Act, 2013 (the Act) and the rules made there under for specified sections notified and came in to effect from 12<sup>th</sup> September, 2013 and sections and Rules notified and came in to effect from 1<sup>st</sup> April, 2014; and there after;
  - b. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under;
  - c. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - d. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;
  - e. The Securities and Exchange Board of India Act, 1992 (‘SEBI Act’)

2. Compliance status in respect of the provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) is furnished hereunder for the financial year 2016-17.
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;  
Complied with yearly and event based disclosures.
  - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;  
The Company has issued 48,70,606 Equity Shares on Preferential Basis through Stock Swap (83:100) and has complied with all the applicable provisions of said regulation.
  - c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;  
Not Applicable as the company has not delisted/ proposed to delist its equity shares during the year under review.
  - d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;  
Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.
  - e. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;  
Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review.
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.  
Not Applicable as the Company has not issued any debt securities during the year under review.
  - g. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;  
Not Applicable as the Company has not issued any Employee Stock Options during the year under review.
  - h. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
Insider Trading Regulations;  
The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure and displayed the same on the Company's website i.e. [www.pcproductslimited.com](http://www.pcproductslimited.com)
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with to the extent applicable and the Company has framed the policies as mentioned below and displayed the same on the Company's website i.e. [www.pcprodutslimited.com](http://www.pcprodutslimited.com)



- Code of Prevention of Insider Trading
- Code of Conduct – BOD and Senior Management
- Composition – Board & Committee
- Familiarization Policy
- Nomination & Remuneration Policy
- Policy on Archival of Documents
- Policy on Materiality of Events
- Policy on Related Party Transactions
- Policy – Sexual Harassment of Employees
- Terms – Appointment of Independent Directors
- Vigil Mechanism – Whistle Blower Policy

3. During the year the Company has conducted 9 Board meetings, 4 Audit committee meetings, 3 meetings of Nomination & Remuneration Committee, 4 Stakeholder Relationship Committee Meetings and 2 Independent Directors meetings.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company secretaries of India.

4. During the financial year under report, the Company has complied with the provisions of the New Companies Act, 2013, Old Companies Act, 1956 to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc.,

5. We further report that the compliance by the Company of applicable financial laws like Direct and Indirect tax laws has not been reviewed thoroughly in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

#### **OBSERVATIONS:**

As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, **we report that**

1. the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:
  - External Commercial Borrowings were not attracted to the Company under the financial year under report;
  - Foreign Direct Investment (FDI) was not attracted to the company under the financial year under report;
  - Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.
2. As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

**We further report that:**

1. The Company had a Chief Financial Officer (CFO) Mr. Anil Kumar Munjal, who has resigned from close of business hours of Tuesday, 27<sup>th</sup> December, 2017.
2. The Company has a Company Secretary – Ms. Pooja Jain.
3. The Company had Internal Auditors namely M/s. Rathi & Co., Chartered Accountants, Hyderabad.

I have relied on the Management Representation made by the Whole-time Director to ensure the compliances under other applicable acts, laws, regulations which are listed below:

- i) The Drug and Cosmetic Act, 1945 and its Rules
- ii) Income Tax Act, 1961 and its Rules
- iii) The Telangana Value Added Tax Act, 2005 and its Rules
- iv) The Central Sales Tax Act, 1956 and its Rules
- v) Trade Licence and Clearance from Greater Hyderabad Municipal Corporation

**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. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that based on the review of the compliance/ certificates of the Company Secretary which were taken on record by the Board of Directors, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there was no event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

**For S.S. Reddy & Associates**

**Sd/-  
S. Sarveswar Reddy  
Practicing Company Secretaries  
C.P. No. 7478**

**Place: Hyderabad  
Date: 23<sup>rd</sup> August, 2017**

**Annexure A to Secretarial Audit Report**

To  
The Members of  
PC Products India Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness 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 processes and practices, we followed provide a reasonable basis for our opinion.
3. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For S.S. Reddy & Associates**

**Sd/-  
S. Sarveswar Reddy  
Practicing Company Secretaries  
C.P. No. 7478**

**Place: Hyderabad  
Date: 23<sup>rd</sup> August, 2017**

## ANNEXURE III

## FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

AS ON THE FINANCIAL YEAR 31<sup>ST</sup> MARCH, 2017

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	2-5-36/CLRD/1, Sy No. 36, Chintalmet X Roads, Upperpally, Rajendra Nagar Mandal, Hyderabad – 500 048, Telangana, India Contact : +91 – 90300 57370, 040-2970 3333 E-mail : <a href="mailto:pcproductsindia@gmail.com">pcproductsindia@gmail.com</a> URL : <a href="http://www.pproductslimited.com">www.pproductslimited.com</a>	
vi.	Whether listed company Yes / No	Yes (BSE Limited, MSEI Limited and ASE Limited)	
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, 040-27634445 Email : <a href="mailto:info@aarthiconsultants.com">info@aarthiconsultants.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 : 040-2381 8475, 040-2381 8476 <a href="mailto:info@vccilindia.com">Email : info@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  <b>Note: From April 2017, the Company is into Bio-Pharma Segment only – NIC Code 7210</b>	46696	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-											
Sl. No.	Name and Address of the Company	CIN/GLN				Holding/S subsidiary /Associate	% of shares held	Applicable Section			
1	Krisani Bio Sciences Private Limited  6-3-354/13/B2, Flat. No. B2, Suryateja Apartments, Hindi Nagar, Punjagutta, Hyderabad – 500034, Telangana, India	U73200TG2009PTC065750				Subsidiary	51.30%	2(87)			
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			
A. Promoters & Promoter Group											
(1) Indian											
Individual/ HUF	2926800	0	2926800	54.32	7629030	0	7629030	74.37	+20.05		
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>7629030</b>	<b>0</b>	<b>7629030</b>	<b>74.37</b>	<b>+20.05</b>		
(2) Foreign											
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>7629030</b>	<b>0</b>	<b>7629030</b>	<b>74.37</b>	<b>+20.05</b>		
B. Public Shareholding											
1. Institutions											
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) FIs	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	20086	76300	96386	1.79	87	0	87	0.00	-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 INR 1 lakh / Upto INR 2 Lakh	78739	142600	221339	4.11	86345	271000	357345	3.48	-0.63
i) Individual shareholders holding nominal share capital up to INR 2 lakh / in excess of INR 2 Lakh	1319189	824300	2143489	39.78	1165643	1106600	2272243	22.15	-17.63
c) Others (specify)									
1. NRI	0	0	0	0.00	0	0	0	0.00	0
2. Clearing Members	86	0	86	0.00	1	0	1	0.00	0
<b>Sub-total (B)(2)</b>	<b>1418100</b>	<b>1043200</b>	<b>2461300</b>	<b>45.68</b>	<b>1252076</b>	<b>1377600</b>	<b>2629676</b>	<b>25.63</b>	<b>-20.05</b>
<b>Sub-total (B)(2):- Total Public Share holding: (B)= (B)(1)+(B)(2)</b>	<b>1418100</b>	<b>1043200</b>	<b>2461300</b>	<b>45.68</b>	<b>1252076</b>	<b>1377600</b>	<b>2629676</b>	<b>25.63</b>	<b>-20.05</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>4344900</b>	<b>966900</b>	<b>5388100</b>	<b>100.00</b>	<b>8881106</b>	<b>1377600</b>	<b>10258706</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	0	0	0	0.00	-54.32
2	K. KRISHNAM RAJU	0	0	0	0.00	2899630	0	2899630	28.27	+28.27
3	DR. MOHAMMED AEJAZ HABEEB	0	0	0	0.00	1279124	0	1279124	12.47	+12.47
4	DR. SYED AMEER BASHA PASPALA	0	0	0	0.00	1161800	0	1161800	11.33	+11.33
5	K. SARADA VIJAYA KUMARI	0	0	0	0.00	865690	0	865690	8.44	+8.44
6	K. NIRUSHA	0	0	0	0.00	1029200	0	1029200	10.03	+10.03
7	P. PARVATHI	0	0	0	0.00	393586	0	393586	3.84	+3.84

**(iii) Change in Promoters' Shareholding**

Pursuant to the following, the holding of New Promoters & Promoter Group - Mr. Mohammed Aejaz Habeeb (Acquirer 1), Mr. Syed Ameer Basha Paspala (Acquirer 2), Mr. K. Krishnam Raju (Acquirer 3), Mrs. K. Sarada Vijaya Kumari (PAC 1), Ms. K. Nirusha (PAC 2) and Mrs Penmetsa Parvathi (PAC 3) is 76,29,030 Equity Shares & 74.37% of the paid up capital of the company.

Transaction	Holding – New Promoters	
	Number	% of Total
Preferential Allotment (Board Meeting- 13 <sup>th</sup> October, 2016)	48,70,606	47.48%
Share Purchase Agreement Existing Promoter Mr. Arun Kumar Bhangadia dated Wednesday, 24 <sup>th</sup> August, 2016	21,00,000	20.47%
Shares tendered in Open Offer by Public (Acquired through BSE Software & Settlement Mechanism)	6,58,424	6.42%

Post Open Offer and as per the Share Purchase Agreement; the Existing Promoter Mr. Arun Kumar Bhangadia is re-classified under Public Category with his balance Equity Shares – 8,26,800 Equity Shares (8.06% of Paid Up Capital of the Company).

**Note:** Paid Up Capital of the Company at the Beginning of Year i.e., 01/04/2016 – INR 5,38,81,000/-  
Paid Up Capital of the Company at the End of Year i.e., 31/03/2017 – INR 10,25,87,060/-

Thus, the % of Paid up Capital is calculated according to the respective Capital as stated above.

<b>(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)</b>					
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	Mr. Arun Kumar Bhangadia * Re-classified under Public category pursuant to Open Offer				
	At the beginning of the year	2926800	54.32	2926800	54.32
	Decrease in Share holding during the year – Sale of Equity Shares; pursuant to Share Purchase Agreement entered with Mr. K. Krishnam Raju, Dr. Mohammed Aejez Habeeb and Dr. Syed Ameer Basha Paspala dated Wednesday, 24 <sup>th</sup> August, 2016;	(2100000)	38.97	826800	8.06
	At the End of the year			826800	8.06
2	Rudraraju Srinivas Kumar				
	At the beginning of the year	244350	4.53	244350	4.53
	Purchase on 30/03/2017	25000	0.24	269350	2.63
	At the End of the year			269350	2.63
3	Kandhuri Srinivas Rao				
	At the beginning of the year	211200	3.92	211200	3.92
	Sale on 30/03/2017	(196200)	(1.91)	15000	0.15
	At the End of the year			15000	0.15
4	Sadamani Madhu				
	At the beginning of the year	188400	3.50	188400	3.50
	Sale on 30/03/2017	(188400)	(1.84)	(188400)	(1.84)
	At the End of the year			0	0.00
5	Murlidhar Mutgi				
	At the beginning of the year	134600	2.50	134600	2.50
	Sale on 12/08/2016	(134600)	(2.50)	0	0.00
	At the End of the year			0	0.00
6	Alak Nanda Lohiya				
	At the beginning of the year	126200	2.34	126200	2.34
	Sale on 25/11/2016	(126200)	(2.34)	0	0.00
	At the End of the year			0	0.00
7	Mohan Rao Bhouseie				
	At the beginning of the year	124800	2.32	124800	2.32
	Sale on 29/04/2016	(124800)	(2.32)	0	0.00
	At the End of the year			0	0.00
8	Om Prakash Lohiya				
	At the beginning of the year	123400	2.30	123400	2.30
	Sale on 25/11/2016	(123400)	(2.30)	0	0.00
	At the End of the year			0	0.00
9	Brij Mohan Soni				
	At the beginning of the year	102124	1.90	102124	1.90
	Sale on 15/07/2016	(1900)	(0.04)	100224	1.86
	Sale on 02/12/2016	(100224)	(0.98)	0	0.00
At the End of the year			0	0.00	
10	Preeti Gaggar				
	At the beginning of the year	100100	1.86	100100	1.86
	Sale on 02/12/2016	(100100)	(1.86)	0	0.00
	At the End of the year			0	0.00



11	Kirthi Gaggar				
	At the beginning of the year	100000	1.85	100000	1.85
	Sale on 02/12/2016	(100000)	(1.85)	0	0.00
	At the End of the year			0	0.00
12	Sarika Gaggar				
	At the beginning of the year	88000	1.63	88000	1.63
	Sale on 27/05/2016	(9900)	(0.18)	78100	1.45
	Sale on 03/06/2016	(6500)	(0.12)	71600	1.33
	Sale on 10/06/2016	(5300)	(0.10)	66300	1.23
	Sale on 17/06/2016	(3500)	(0.06)	62800	1.17
	Sale on 24/06/2016	(4800)	(0.08)	58000	1.10
	Sale on 30/06/2016	(1500)	(0.03)	56500	1.05
	Sale on 08/07/2016	(1200)	(0.02)	55300	1.03
	Sale on 05/08/2016	(1100)	(0.02)	54200	1.00
	Sale on 19/08/2016	(1500)	(0.03)	52700	0.98
	Sale on 28/11/2016	(52700)	(0.51)	0	0.00
	At the End of the year			0	0.00
	13	M Prabha Sameera			
At the beginning of the year		64500	1.19	64500	0.63
Date wise Increase /Decrease in Share holding during the year		0	0.00	64500	0.63
At the End of the year				64500	0.63
14	M Srinivas Chaitanya				
	At the beginning of the year	61000	1.13	61000	0.60
	Date wise Increase /Decrease in Share holding during the year	0	0.00	61000	0.60
	At the End of the year			61000	0.60
15	K. Rajeswari				
	At the beginning of the year	56900	1.06	56900	1.06
	Purchase on 15/07/2016	54800	1.02	111700	2.07
	Purchase on 15/07/2016	76300	1.42	188000	3.49
	Purchase on 20/01/2017	12000	0.12	200000	1.95
	Purchase on 30/03/2017	52600	0.51	252600	2.46
At the End of the year			252600	2.46	
16	M. Sarvothama Reddy				
	At the beginning of the year	65000	1.21	65000	0.63
	Date wise Increase /Decrease in Share holding during the year	0	0.00	65000	0.63
	At the End of the year			65000	0.63
17	M Neela Reddy				
	At the beginning of the year	68000	1.26	68000	0.67
	Date wise Increase /Decrease in Share holding during the year	0	0.00	68000	0.67
	At the End of the year			68000	0.67
18	M L N Kameswara Rao				
	At the beginning of the year	100	0.00	100	0.00
	Purchase on 22/04/2016	60000	1.11	60100	1.11
	Purchase on 13/05/2016	40493	0.75	100593	1.87
	Sale on 30/12/2016	(300)	(0.00)	100293	0.98
	Sale on 06/1/2017	(100)	(0.00)	100193	0.98
	Sale on 17/02/2017	(50)	(0.00)	100143	0.98
	Sale on 03/03/2017	(100)	(0.00)	100043	0.98
At the End of the year			100043	0.98	

**Notes:**

1. Details of Top 10 Shareholders as on 1<sup>st</sup> April, 2016 and 31<sup>st</sup> March, 2017 are provided.
2. Dates of Purchase and sale in the above table are the dates of the weekly Benpose, in which the change of shareholding is reflected and as per the Transfer data provided by the Registrar and Share Transfer Agent of the Company.
3. Paid Up Capital of the Company at the Beginning of Year i.e., 01/04/2016 – INR 5,38,81,000/-  
Paid Up Capital of the Company at the End of Year i.e., 31/03/2017 – INR 10,25,87,060/-

(Paid-Up Capital increased on 13/10/2016 due to Preferential allotment of Equity Shares on Stock Swap basis)

Thus, the % of Paid up Capital is calculated according to the respective Capital effective on the date of holding.

4. Shares have been categorized / re-grouped wherever necessary.

<b>(v) Shareholding of Directors and Key Managerial Personnel:</b>					
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	Mr. Arun Kumar Bhangadia * Promoter Non Executive Director (Re-classified under Public category pursuant to Open Offer w.e.f 01/04/2017)				
	At the beginning of the year	2926800	28.53	2926800	28.53
	Decrease in Share holding during the year – Sale of Equity Shares; pursuant to Share Purchase Agreement entered with Mr. K. Krishnam Raju, Dr. Mohammed Aejaz Habeeb and Dr. Syed Ameer Basha Paspala dated Wednesday, 24 <sup>th</sup> August, 2016;	(2100000)	20.47	826800	8.06
	At the End of the year			826800	8.06
2	Mr. Devender Kumar Rathi * Whole-time Director (KMP) (Resigned w.e.f. Tuesday, 27 <sup>th</sup> December, 2016 pursuant to Change in management in Open Offer)				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase /Decrease in Share holding during the year	0	0.00	0	0.00
	At the End of the year			0	0.00
3	Mr. Bellam Praveen * Independent Non Executive Director (Resigned w.e.f. Tuesday, 27 <sup>th</sup> December, 2016 pursuant to Change in management in Open Offer)				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase /Decrease in Share holding during the year	0	0.00	0	0.00
	At the End of the year			0	0.00
4	Ms. Nishita Kalantri * Independent Non Executive Director (Resigned w.e.f. Tuesday, 27 <sup>th</sup> December, 2016 pursuant to Change in management in Open Offer)				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase /Decrease in Share holding during the year	0	0.00	0	0.00
	At the End of the year			0	0.00
5	Bonthu Pardhasara * Independent Non Executive Director (Resigned w.e.f. Tuesday, 27 <sup>th</sup> December, 2016 pursuant to Change in management in Open Offer)				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase /Decrease in Share holding during the year	0	0.00	0	0.00
	At the End of the year			0	0.00

6	Mr. K. Krishnam Raju * Whole-time Director & Executive Chairman (Promoter Executive Director) (KMP) (Appointed w.e.f. Tuesday, 27 <sup>th</sup> December, 2016 pursuant to Change in management in Open Offer)				
	At the beginning of the year	0	0.00	0	0.00
	Increase in Share holding during the year – Purchase of Equity Shares; a) Pursuant to Share Purchase Agreement entered with Mr. Arun Kumar Bhangadia dated Wednesday, 24 <sup>th</sup> August, 2016 – 100000 Equity Shares b) Purchase of Equity Shares tendered in Open Offer – 217500 Equity Shares c) Preferential Allotment of Equity Shares on Stock Swap basis – 2582130 Equity Shares	2899630	28.27	2899630	28.27
	At the End of the year			2899630	28.27
7	Dr. Mohammed Aejaaz Habeeb * Promoter Non Executive Director (Appointed w.e.f. Tuesday, 27 <sup>th</sup> December, 2016 pursuant to Change in management in Open Offer)				
	At the beginning of the year	0	0	0	0
	Increase in Share holding during the year – Purchase of Equity Shares; a) Pursuant to Share Purchase Agreement entered with Mr. Arun Kumar Bhangadia dated Wednesday, 24 <sup>th</sup> August, 2016 – 1000000 Equity Shares b) Purchase of Equity Shares tendered in Open Offer – 279124 Equity Shares	1279124	12.47	1279124	12.47
	At the End of the year			1279124	12.47
8	Dr. Syed Ameer Basha Paspala * Promoter Non Executive Director (Appointed w.e.f. Tuesday, 27 <sup>th</sup> December, 2016 pursuant to Change in management in Open Offer)				
	At the beginning of the year	0	0	0	0
	Increase in Share holding during the year – Purchase of Equity Shares; a) Pursuant to Share Purchase Agreement entered with Mr. Arun Kumar Bhangadia dated Wednesday, 24 <sup>th</sup> August, 2016 – 1000000 Equity Shares b) Purchase of Equity Shares tendered in Open Offer – 161800 Equity Shares	1161800	11.33	1161800	11.33
	At the End of the year			1161800	11.33
9	Dr. A. Jyothy Independent Non Executive Director (Appointed w.e.f. Tuesday, 27 <sup>th</sup> December, 2016 pursuant to Change in management in Open Offer)				
	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

10	Dr. A. Radha Rama Devi Independent Non Executive Director (Appointed w.e.f. Tuesday, 27 <sup>th</sup> December, 2016 pursuant to Change in management in Open Offer)			
	At the beginning of the year	0	0	0
	Date wise Increase /Decrease in Share holding during the year	0	0	0
	At the End of the year		0	0
11	Dr. T.V. Rama Krishna Murthy Independent Non Executive Director (Appointed w.e.f. Tuesday, 27 <sup>th</sup> December, 2016 pursuant to Change in management in Open Offer)			
	At the beginning of the year	0	0	0
	Date wise Increase /Decrease in Share holding during the year	0	0	0
	At the End of the year		0	0
12	Mr. K. Nirusha * Chief Financial Officer (KMP) (Appointed w.e.f. Monday, 26 <sup>th</sup> June, 2017)			
	At the beginning of the year	0	0	0
	Increase in Share holding during the year – Purchase - 13/10/2016 - Shares allotted on Preferential Basis through Stock Swap	1029200	10.03	1029200
	At the End of the year		1029200	10.03
13	Ms. Pooja Jain Company Secretary & Compliance Officer (KMP)			
	At the beginning of the year	0	0	0
	Date wise Increase /Decrease in Share holding during the year	0	0	0
	At the End of the year		0	0
14	Mr. Anil Kumar Munjal * Chief Financial Officer (KMP) (Resigned w.e.f. Tuesday, 27 <sup>th</sup> December, 2016)			
	At the beginning of the year	0	0	0
	Date wise Increase /Decrease in Share holding during the year	0	0	0
	At the End of the year		0	0

V. INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/accrued but not due for payment				
Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	NIL			
<b>Total (i+ii+iii)</b>				
Change in Indebtedness during the financial year Addition Reduction	NIL			
<b>Net Change</b>				
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	NIL			
<b>Total (i+ii+iii)</b>				

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 WTD		Total Amount
		Mr. K. Krishnam Raju	Mr. Devender Kumar Rathi	
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	INR 12,00,000/- -- --	INR 90,000/- -- --	INR 12,90,000/- -- --
2.	Stock Option	--	--	--
3.	Sweat Equity	--	--	--
4.	Commission- as % of profit – Others specify	--	--	--
5.	Others, please specify	--	--	--
	<b>Total (A)</b>	<b>INR 12,00,000/-</b>	<b>INR 90,000/-</b>	<b>INR 12,90,000/-</b>
	<b>Ceiling as per the ACT</b>	<b>INR 60,00,000/- p.a.</b>		

B. Remuneration to other directors – NIL remuneration is paid to other directors except Sitting Fees of INR 15,000/- per director for every Board Meeting (inclusive for Committee Meetings held)

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD					
Sl no	Particulars of Remuneration	Key Managerial Personnel			
		CEO * Company is not required to appoint CEO	Company Secretary (Ms. Pooja Jain)	CFO (Mr. Anil Munjal) * Resigned w.e.f. Tuesday, 27 <sup>th</sup> December, 2017	Total
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	---	INR 3,90,000/-	INR 90,000/-	INR 4,80,000/-
		---	---	---	---
		---	---	---	---
2.	Stock Option	---	---	---	---
3.	Sweat Equity	---	---	---	---
4.	Commission: - as % of profit others, specify	---	---	---	---
5.	Others, please specify	---	---	---	---
6.	<b>Total</b>	---	<b>INR 3,90,000/-</b>	<b>INR 90,000/-</b>	<b>INR 4,80,000/-</b>

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees Imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
* Details of payment towards Penalty of INR 4,00,000/- by Company to Securities Exchange Board of India is disclosed in the Board's Report.					
Penalty			NIL		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment					
Compounding					

**ANNEXURE IV****REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES FOR THE FINANCIAL YEAR 2016-2017****A. Statement of Disclosure under Section 197(12) read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975:**

1. Ratio of remuneration of each Executive Director to the median remuneration of the Employees of the Company for the Financial Year 2016-17, the percentage increase in remuneration of Key Managerial Personnel (KMP) and other Executive Directors during the Financial Year 2016-17:

(Amount in Rupees)

Sl. No	Name	Designation	Remuneration paid FY 2016-17	Remuneration paid FY 2015-16	Increase in remuneration from previous years	Ratio/time per median of Directors remuneration
1	K. Krishnam Raju	Executive Chairman & Whole-time Director	12,00,000	--	--	--
2	Pooja Jain	Company Secretary (KMP)	3,90,000	3,24,000	66,000	--
3	Anil Kumar Munjal *	Chief Financial Officer (KMP)	90,000	1,20,000	--	--
4	Devender Kumar Rathi *	Whole-time Director	90,000	24,000	--	--

\* Resigned from close of business hours of Tuesday, 27<sup>th</sup> December, 2016

2. The Company has 2 permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2017.

3. Average percentage reduction made in the salaries of the employees other than the Managerial Personnel in the financial year was NIL whereas the average percentage decrease in the remuneration to the Managerial Personnel was NIL.



4. Key parameters for any variable component of remuneration availed by the Directors: Not Applicable

5. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy.

**B. Information as per Rule 5(2) of Chapter XIII of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 - NIL**

1. There are no employees who were in receipt of remuneration in excess of INR 1 crore and 2 lakhs who were employed throughout the financial year.

2. There are no employees who were in receipt of remuneration for any part of the year, at a rate which, in the aggregate, was in excess of INR 8,50,000 per month.

**ANNEXURE V****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)

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017

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: 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:

<b>Name of the Party</b>	<b>Relationship</b>
Mr. K. Krishnam Raju *	Promoter & Whole-Time Director
Dr. Mohammed Aejaaz Habeeb *	Promoter & Non - Executive Director
Dr. Syed Ameer Basha Paspala *	Promoter & Non - Executive Director
Dr. A Radha Rama Devi *	Independent Non - Executive Director
Dr. A Jyothy *	Independent Non - Executive Director
Dr. T V Rama Krishna Murthy *	Independent Non - Executive Director
Arun Kumar Bhangadia **	Promoter Non-Executive Director
Devender Kumar Rathi **	Whole-time Director
Bellam Praveen **	Independent Director
Bothu Pardhasara **	Independent Director
Nishita Kalantri **	Independent Director
Anil Kumar Munjal **	Chief Financial Officer
Pooja Jain	Company Secretary & Compliance Officer
Krisani Bio Sciences Private Limited	Subsidiary of PC Products India Limited

\* Appointed w.e.f. Tuesday, 27<sup>th</sup> December, 2016

\*\* Resigned from the close of business hours of Tuesday, 27<sup>th</sup> December, 2016

(b) Nature of contracts/arrangements/transactions:

Name of the Party	Relationship	Nature of Transaction	As at 31/03/2017
Mr. K. Krishnam Raju	Whole-time Director	Remuneration	12,00,000
Ms. Pooja Jain	Company Secretary & Compliance Officer	Salary	3,90,000
Mr. Anil Kumar Munjal	Chief Financial Officer	Salary	90,000
Mr. Devendra Kumar Rathi	Whole-time Director	Remuneration	90,000
Krisani Bio Sciences Private Limited	Subsidiary of PC Products India Limited	Master Collaborative Agreement to further develop their molecules	No Value determined

- (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**

**ANNEXURE VI****COMPLIANCE CERTIFICATE**

**(Regulation 17(8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)**

To  
The Board of Directors  
PC Products India Limited  
2-5-36/CLRD/1, Sy No. 36, Chintalmet X Roads,  
Upperpally, Rajendra Nagar Mandal,  
Hyderabad – 500 048, Telangana, India

I, K. Krishnam Raju, Whole-time Director of PC Products India Limited, to the best of our knowledge and information, and on behalf of the Company certify that:

- a. I have reviewed financial statements and the Cash flow Statement for the year ended 31<sup>st</sup> March, 2017 and that to the best of my knowledge and belief :
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the company during the quarter which are fraudulent, illegal or violative of the company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d. During the year under reference -
  - (i) there were no significant changes in the internal control over financial reporting;
  - (ii) no significant changes in accounting policies were made; and
  - (iii) no instance of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting, has come to my notice.

Hyderabad  
23<sup>rd</sup> August, 2017

Sd/-  
K. Krishnam Raju  
Whole-time Director & Executive Chairman  
(DIN 00874650)

**ANNEXURE VII****CERTIFICATE ON CORPORATE GOVERNANCE****To the Members of PC Products India Limited**

I have examined the compliance of conditions of Corporate Governance by PC Products India Limited (the Company), for the year ended 31<sup>st</sup> March, 2017, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement and the SEBI Regulations, as applicable.

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

**For S.S. Reddy & Associates**

**Sd/-  
S. Sarveswar Reddy  
Practicing Company Secretaries  
C.P. No. 7478**

**Place: Hyderabad  
Date: 23<sup>rd</sup> August, 2017**

**REPORT ON CORPORATE GOVERNANCE**

(Pursuant to Schedule V of SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015)

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017**A. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

PC Products India Limited ("the Company") shall endeavor to adhere to values of good corporate governance and ethical business practices to maintain sound standards of Business Conduct and Corporate Governance.

Corporate Governance is the combination of practices and compliance with laws and regulations leading to effective control and management of the organization. For PC Products India Limited, however, good corporate governance has been a cornerstone of the entire management process, the emphasis being on professional management with a decision making model based on decentralization, empowerment and meritocracy, to adopt the best practices in Corporate Governance, to consistently communicate and make timely disclosures, so as to ensure transparency, integrity and accountability to enhance the value of the stakeholders and achieve sustainable growth of the Company.

**B. BOARD OF DIRECTORS****Composition and Category of Directors**

The Board consists of **SIX** directors comprising 1 (One) Executive Director, 2 (Two) Non-Executive Directors and 3 (Three) Independent Directors as on 31<sup>st</sup> March, 2017.

The Composition of the Board is in conformity with Section 149(4) of the Companies Act, 2013 and Regulation 17 of SEBI (LODR) Regulations, 2015. None of the Directors is a member of more than 10 committees or Chairman of more than 5 Committees across all the companies in which they are directors.

**Attendance of each Director at the meeting of the Board of Directors, Directorships, committee Memberships and the attendance at last 20<sup>th</sup> Annual General meeting**

NAME OF DIRECTOR & DESIGNATION	CATEGORY	NUMBER OF BOARD MEETINGS ATTENDED DURING THE YEAR 2016-17	WHETHER ATTENDED LAST 20 <sup>TH</sup> AGM HELD ON FRIDAY, 16 <sup>TH</sup> SEPTEMBER, 2016	NO. OF DIRECTORSHIPS IN OTHER COMPANIES		NO. OF COMMITTEE POSITIONS IN OTHER COMPANIES	
				Chairman	Member	Chairman	Member
* Mr. K. Krishnam Raju, Whole-time Director & Chairman	Promoter Executive	2	NA	-	2	-	-

* Dr. Mohammed Aejaz Habeeb	Promoter Non Executive Director	2	NA	-	-	-	-
* Dr. Syed Ameer Basha Paspala	Promoter Non Executive Director	2	NA	-	-	-	-
* Dr. A. Jyothy	Independent Non Executive Director	2	NA	-	-	-	-
* Dr. A. Radha Rama Devi	Independent Non Executive Director	2	NA	-	-	-	-
* Dr. T.V. Rama Krishna Murthy	Independent Non Executive Director	2	NA	-	-	-	-
# Mr. Arun Kumar Bhangadia (Director)	Promoter Non Executive Director	8	YES	NA	NA	NA	NA
# Mr. Devender Kumar Rathi, Whole-time Director	Professional Executive Director	8	YES	NA	NA	NA	NA
# Mr. Bellam Praveen	Independent Non Executive Director	8	YES	NA	NA	NA	NA
# Ms. Nishita Kalantri	Independent Non Executive Director	8	YES	NA	NA	NA	NA
# Mr. Bonthu Pardhasari	Independent Non Executive Director	8	YES	NA	NA	NA	NA

\* Appointed w.e.f. Tuesday, 27<sup>th</sup> December, 2016 (Change in management in Open Offer)

# Resigned from Close of business hours of Tuesday, 27<sup>th</sup> December, 2016 (Change in management in Open Offer)

**Note:** In accordance with Regulation 26 of SEBI (LODR) Regulations, 2015, membership/chairmanship of only audit committee, Shareholders/Investors Relationship Committee of all Companies has been considered.

**Number of Board Meetings held during the year 2016-17**

The Board of Directors duly met **9 (NINE)** times during the financial year from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017. The dates on which the meetings were held are as follows:

27<sup>th</sup> May, 2016, 30<sup>th</sup> July, 2016, 17<sup>th</sup> August, 2016, 24<sup>th</sup> August, 2016, 02<sup>nd</sup> September, 2016, 13<sup>th</sup> October, 2016, 14<sup>th</sup> November, 2016, 27<sup>th</sup> December, 2016 and 14<sup>th</sup> February, 2017.

**Disclosure of relationships between directors inter-se**

Dr. Mohammed Aejaz Habeeb and Dr. Syed Ameer Basha Paspala are related to each other.

**Number of Shares & Convertible Instruments held by Non-Executive Directors**

Dr. Mohammed Aejaz Habeeb	12,79,124 Equity Shares (12.47 % of Paid Up Capital)
Dr. Syed Ameer Basha Paspala	11,61,800 Equity Shares (11.33 % of Paid Up Capital)

**Web link where details of Familiarization Programmes imparted to Independent Directors is disclose**

In terms of Reg. 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company should conduct Familiarization Programs for Independent Directors about their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various initiatives.

The details of familiarization program is available on the website of Company at <http://www.pcproductslimited.com/investors/html>.

**C. COMMITTEES OF BOARD****AUDIT COMMITTEE****Powers and Terms of Reference**

The purpose of the Audit Committee is to assist the Board of Directors ('Board') in reviewing the financial information which will be provided to the Members and others, reviewing the systems of internal controls established in the Company, appointing, retaining and reviewing the performance of internal accountants/internal auditors and overseeing the Company's accounting and financial reporting process and the audit of the Company's financial statements.

The power and terms of reference of the Audit Committee are as mentioned in Regulation 18 and Part C of Schedule II of SEBI (LODR) Regulations, 2015, read with Section 177 of the Companies Act, 2013.



## Composition and Meetings

The Audit Committee comprises of One Promoter Non Executive and Two Independent Non Executive Directors and Chaired by Mr. T.V. Rama Krishna Murthy. The composition of the Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015.

**4 (FOUR)** meetings of the Audit Committee were held during the Financial Year 2016-17. The dates on which the said meetings were held are as follows: 27<sup>th</sup> May, 2016, 30<sup>th</sup> July, 2016, 14<sup>th</sup> November, 2016 and 14<sup>th</sup> February, 2017.

The composition of Audit Committee and particulars of meeting attended by the members of the Audit Committee are given below:

Name	Designation	Category	No. of Meetings Attended during FY 2016-17
<b>From 01/04/2016 – 27/12/2016 *</b>			
Mr. Bellam Praveen	Chairman	Independent Non-Executive	3
Mr. Bonthu Pardhasara	Member	Independent Non-Executive	3
Mr. Arun Kumar Bhangadia	Member	Promoter Non-Executive	3
<b>Re-Constitution From 27/12/2016 **</b>			
Dr. T.V. Rama Krishna Murthy	Chairman	Independent Non-Executive	1
Dr. A. Jyothy	Member 5	Independent Non-Executive	1
Dr. Syed Ameer Basha Paspala	Member	Promoter Non-Executive	1

\* Resigned from close of business hours of Tuesday, 27<sup>th</sup> December, 2016

\*\* Appointed w.e.f. Tuesday, 27<sup>th</sup> December, 2016

## NOMINATION AND REMUNERATION COMMITTEE

### Terms of Reference

The power and terms of reference of the Nomination and Remuneration Committee are as mentioned in Regulation 19 and part D of Schedule II of SEBI (LODR) Regulations, 2015, read with Section 178 of the Companies Act, 2013, Nomination, Remuneration and Performance Evaluation Policy and as entrusted by Board of Directors from time to time and is annexed as **Annexure 2**.

The terms of reference to the Nomination and Remuneration Committee also includes:

- a. Recommend employees stock option scheme
- b. Administer the employee stock option scheme.

### Composition and Meeting

The Nomination and Remuneration Committee of the Company consists of 3 Independent Non Executive Directors including Chairman. The Composition of the Nomination & Remuneration Committee meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015.

### No. of Meetings held during the Year

During the FY 2016-2017, the Nomination and Remuneration Committee Meeting met **3 (THREE)** times dated 27/05/2016, 27/12/2016 and 14/02/2017.

### Composition, Name of Members and Attendance during the year

Name	Designation	Category	No. of Meetings Attended during FY 2016-17
<b>From 01/04/2016 – 27/12/2016 *</b>			
Mr. Bellam Praveen	Chairman	Independent Non-Executive	2
Mr. Bonthu Pardhasara	Member	Independent Non-Executive	2
Mr. Arun Kumar Bhangadia	Member	Promoter Non-Executive	2
<b>Re-Constitution From 27/12/2016 **</b>			
Dr. A. Jyothy	Chairman	Independent Non-Executive	2
Dr. A. Radha Rama Devi	Member	Independent Non-Executive	2
Dr. T.V. Rama Krishna Murthy	Member	Independent Non-Executive	2

\* Resigned from close of business hours of Tuesday, 27<sup>th</sup> December, 2016

\*\* Appointed w.e.f. Tuesday, 27<sup>th</sup> December, 2016

### Performance Evaluation Criteria for Independent Directors

The Board is committed to assessing its own performance as a Board (including Committees) in order to identify its strengths and areas in which it may improve its functioning. To that end, the Committee shall establish the following processes for evaluation of performance of Independent Director and the Board.

- i. Once a year, the Board will conduct a self-evaluation. The Chairperson will meet with the directors either collectively or separately, as he may deem fit, seeking input in relation to the performance of the Board, each Board Committee, other Whole time Directors and his own performance.

- ii. The Chairperson will collect the input and provide an overview to the Board for its discussion.
- iii. The Board as a whole will discuss and analyze the performance collectively of each director individually and its own performance during the year including suggestions for change or improvement, as well as any skills, education or development required over the forthcoming year.
- iv. The Board / Independent Directors shall be asked to complete the evaluation forms (As designed by the Committee from time to time) and submit the same to the Chairman.

### Remuneration of Directors

- a. There were no pecuniary transactions with any non-executive director of the Company.
- b. The Company has not paid any remuneration to its non-executive directors, except the sitting fees paid for attending the meetings of the Board and the Committees.
- c. Criteria of making payments to non – executive directors: The criteria of making payments to non – executive directors is mentioned in performance evaluation, nomination and remuneration policy, which is attached as an **Annexure 2** to Corporate Governance Report and the same is also available on the website of the Company [www.pcproductslimited.com](http://www.pcproductslimited.com).
- d. Details of the remuneration of Executive Directors and Non-Executive Directors for the year ended 31st March, 2017 are as follows:

(in INR)

Name	Salary	Perquisites & other benefits	Performance Bonus / commission	Earned leave & gratuity	Others - leave encashment	Sitting fees	Total
Mr. Devender Kumar Rathi *	90,000	-	-	-	-	-	90,000
Whole-time Director							
Mr. K. Krishanm Raju **	12,00,000	-	-	-	-	-	12,00,000
Whole-time Director							
Dr. A. Radha Rama Devi, Independent Director	-	-	-	-	-	15,000	15,000
Dr. A. Jyothy, Independent Director	-	-	-	-	-	15,000	15,000
Dr. T.V. Rama Krishna Murthy, Independent Director	-	-	-	-	-	15,000	15,000

\* Resigned from the close of business hours of Tuesday, 27<sup>th</sup> December, 2016

\*\* Appointed w.e.f Tuesday, 27<sup>th</sup> December, 2016

## INDEPENDENT DIRECTORS COMMITTEE AND MEETINGS

During under the review, the Independent Directors Committee met **2 (TWO)** times on 27/05/2016 and 17/11/2016.

### Declaration from Independent Directors on Annual Basis:

The Company has received a declaration from the following 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:

- Mr. Bellam Praveen, Mr. Bonthu Pardhasara and Ms. Nishita Kalantri – Independent Non-Executive Directors (Resigned from the close of business hours of Tuesday, 27<sup>th</sup> December, 2016)
- Dr. A. Jyothy, Dr. A. Radha Rama Devi, Dr. T.V. Rama Krishna Murthy – Independent Non-Executive Directors (Appointed w.e.f. Tuesday, 27<sup>th</sup> December, 2016)

### Composition and Names of Committee

Name	Designation	Category
<b>From 01/04/2016 – 27/12/2016 *</b>		
Mr. Bellam Praveen	Chairman	Independent Non Executive
Mr. Bonthu Pardhasara	Member	Independent Non Executive
Ms. Nishita Kalantri	Member	Independent Non Executive
<b>Re-Constitution From 27/12/2016 **</b>		
Dr. T.V. Rama Krishna Murthy	Chairman	Independent Non Executive
Dr. A. Jyothy	Member	Independent Non Executive
Dr. A. Radha Rama Devi	Member	Independent Non Executive

\* Resigned from close of business hours of Tuesday, 27<sup>th</sup> December, 2016

\*\* Appointed w.e.f. Tuesday, 27<sup>th</sup> December, 2016

All the Independent Directors were present at the meeting. The following issues were discussed in detail:

- i. reviewed the performance of non-independent directors and the Board as a whole;
- ii. reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- iii. Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**STAKEHOLDERS RELATIONSHIP COMMITTEE****Terms of Reference**

The Committee focuses primarily on monitoring expeditious redressal of investors / stakeholders grievances and also function in an efficient manner so that all issues / concerns of stakeholders are addressed and resolved promptly.

During the FY 2016-2017, **5 (FIVE)** Meetings of the Stakeholders Relationship Committee Meeting were held on on 26/04/2016, 30/07/2016, 08/09/2016, 14/11/2016 and 14/02/2017.

**The Composition and Attendance of Members**

Name	Designation	Category	No. of Meetings attended during FY 2016-17
<b>From 01/04/2016 – 27/12/2016 *</b>			
Mr. Bellam Praveen	Chairman	Independent Non-Executive	3
Mr. Bonthu Paradhasara	Member	Independent Non-Executive	3
Mr. Arun Kumar Bhangadia	Member	Promoter Non-Executive	3
<b>Re-Constitution From 27/12/2016 **</b>			
Dr. T.V. Rama Krishna Murthy	Chairman	Independent Non-Executive	1
Dr. A. Jyothy	Member	Independent Non-Executive	1
Dr. Mohammed Aejaz Habeeb	Member	Promoter Non-Executive	1

\* Resigned from close of business hours of Tuesday, 27<sup>th</sup> December, 2016

\*\* Appointed w.e.f. Tuesday, 27<sup>th</sup> December, 2016

**Name and Designation of Compliance Officer**

Ms. Pooja Jain is the Company Secretary and Compliance Officer of the Company.

**Number of Shareholder complaints received so far: NIL**

**Number of Complaints not resolved to the satisfaction of Shareholders: NIL**

**Number of Pending Complaints: NIL**

**GENERAL BODY MEETINGS**

- a. The location and time of the Annual General Meetings held during the last three years and number of Special Resolutions passed at that meetings:

Year	Date and Time	Location	Number of Special Resolutions Passed
2015-16	Friday, 30 <sup>th</sup> September, 2016 at 11.00 AM	4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad, 500027, Telangana	Nil
2014-15	Wednesday, 16 <sup>th</sup> September, 2015 at 11.00 AM	4-7-375/A, Television Hotel Lane, Esamia Bazar, Hyderabad, 500027, Telangana	1
2013-14	Tuesday, 30 <sup>th</sup> September, 2014 at 11.00 AM.	First floor, Jayavant House, Azad Road, Near CBT Bhandiwad Base, Hubli – 580020, Karnataka	2

The Company passed special resolutions, if any, as per the agenda given in the notice calling the general meetings.

- b. Resolutions passed through Postal Ballots in FY 2016-17:

- Increase in Authorized Share Capital of the Company
- Authorization to Board of Directors to make Investments under Section 186 of Companies Act, 2013
- Issue of Equity Shares on Preferential Basis (STOCK SWAP) for acquisition of Krisani Bio Sciences Private Limited
- Re-Classification of remaining Shareholding of Existing Promoter to Public subsequent to Closure of Open Offer and Share Purchase Agreement
- Change in Management of the Company pursuant to Open Offer
- Change of Name of the Company and subsequent alteration of MOA and AOA of the Company
- Change of Main Objects Clause of the MOA of the Company.

The results and voting pattern were declared as per the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and displayed on Company's website [www.pcproductslimited.com](http://www.pcproductslimited.com).

- c. Passing of Special Resolutions through Postal Ballot during the year 2017-18:

There is no such proposal as of now. In case, any resolution needs to be passed through Postal Ballot during the year 2017-18, the procedure laid down under Section 110 of the Companies Act, 2013 and the Rules made thereunder will be complied.

## MEANS OF COMMUNICATION

**Quarterly results:** The Company's quarterly results are published in English and Regional Language Newspapers and are displayed on the website of the company at [www.pcproductslimited.com](http://www.pcproductslimited.com).

**News releases, presentations, among others:** Official news releases and official media releases are sent to Stock Exchanges and are displayed on website of the company at [www.pcproductslimited.com](http://www.pcproductslimited.com).

**Presentations to institutional investors / analysts:** NIL

**Website:** The Company's website contains a separate dedicated section 'Investors' where shareholder's information is available. All the information as specified under Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are uploaded under Investor section of the website. The Company's Annual Report is also available in a user friendly and downloadable form.

**Annual Report:** The annual report containing, inter alia, audited standalone financial statements, consolidated financial statements, Director's report, Auditor's report, Corporate Governance report, Management Discussion and Analysis Report and other important information is circulated to members and others entitled thereto.

**Management Discussion and Analysis (MDA) Report:** The report on MDA forms part of the annual report.

**Disclosures to Stock Exchanges:** The Company informs BSE, MSEI and ASE; all price sensitive matters or such other matters which in its opinion are material and of relevance to the members

**BSE and MSEI Corporate Compliance & Listing Centre:** BSEs and MSEIs Listing Centre are web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

**Dedicated e – mail ID:** In terms of SEBI (LODR) Regulations, 2015 the company has designated e-mail exclusively for investor service: [pcproductsindia@gmail.com](mailto:pcproductsindia@gmail.com)

## GENERAL SHAREHOLDERS INFORMATION

- **Company Registration Details:** The Company is registered in the State of Telangana, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L85110TG1996PLC099198.
- **Correspondence Address / Registered Office**  
PC Products India Limited  
2-5-36/CLRD/1, Survey No. 36, Chintalmet X Roads, Upperpally,  
Rajendra Nagar Mandal, Hyderabad – 500 048, Telangana, India

- **Date, Time and Venue of the Annual General Meeting**

Date	:	27 <sup>th</sup> September, 2017
Day	:	Wednesday
Time	:	10.30 AM
Venue	:	Registered Office of the Company

- **Particulars of Financial Calendar**

Financial year: April 1 to March 31

- **Quarterly Results: Tentative dates for declaration of financial results**

1 <sup>st</sup> Quarter	-	On or before 14th August, 2017
2 <sup>nd</sup> Quarter	-	On or before 14th November, 2017
3 <sup>rd</sup> Quarter	-	On or before 14th February, 2018
4 <sup>th</sup> Quarter & year ended	-	On or before 30th May, 2018

- **Book Closure Date:** Thursday, the 21<sup>st</sup> September, 2017 to Wednesday, 27<sup>th</sup> September, 2017 (both days inclusive) for the purpose of 21<sup>st</sup> Annual General Meeting of the Company.

- **Name and Address of Stock Exchanges where the Company's shares are listed and confirmation of payment of Annual Listing Fees:**

Equity Shares	Stock Code
BSE Limited Phiroze Jeejeebhoy Towers, 25 <sup>th</sup> Floor, Dalal Street, Fort, Mumbai – 400 001	539267
Metropolitan Stock Exchange of India Limited Vibgyor Towers, 4 <sup>th</sup> floor, Plot No C 62, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098	PCPROD
Ahmedabad Stock Exchange Limited Kamdheni Complex, Opp. Sahajanand College, Panjara Pole, Ambawadi, Ahmedabad – 380 015	28101

Note: Listing Fees have been paid for the Financial Year 2016-17 and 2017-18



- Market Price Data**

The monthly high and low prices recorded in BSE during the Financial Year 2016-17 is as under:

Month	High Price	Low Price	No. Of Shares
Jan-16	19	16.5	2228
Feb-16	16.5	12.5	85101
Mar-16	13.25	11.05	180641
Apr-16	11.05	9.1	39766
May-16	9	7.8	25904
Jun-16	7.9	7.8	19100
Jul-16	7.9	7.4	3200
Aug-16	7.2	7	2600
Sep-16	8.09	7.35	184
Nov-16	8.49	8.49	3
Dec-16	9.81	8.91	300
Jan-17	10.81	10.3	102
Feb-17	12.5	11.35	101
Mar-17	13.77	13.12	52

- Suspension of Securities from Trading by Directors: – Not applicable**

- Registrar to an issue and Share Transfer Agents:**

**From 01/04/2015- 22/07/2016:**

Aarathi Consultants Private Limited  
1-2-285, Domalguda, Hyderabad - 500 029 (Telangana)  
Ph No. 040-27638111, 040-27634445  
Email: [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com)

**From 23/07/2016:**

Venture Capital and Corporate Investments Private Ltd  
Address: 12-10-167, Bharat Nagar, Hyderabad – 500 018 (Telangana)  
Ph No. 040-23818475, 23818476  
[Email: info@vccilindia.com](mailto:info@vccilindia.com)

- Share Transfer System**

The Registrar and Share Transfer Agents of the Company viz. Venture Capital and Corporate Investments Private Limited handle share transfer in compliance of SEBI requirement, Share Transfers are entertained, both under Demat Form and Physical Form. Share Transfers in respect of physical shares are normally effected within a maximum of 15 days from the date of receipt, if all the required documentation is complete and are in order.

Also the company has made arrangements for simultaneous dematerialization of share certificates lodged for transfer, subject to the regulations specified by SEBI in this regard.

As at 31<sup>st</sup> March, 2017, no equity shares were pending for transfer.

- Distribution of shareholding as on 31<sup>st</sup> March, 2017.**

S.No	Nominal Value	Holders	Holders %	No. of Shares	Amount	Amount %
1	Upto - 5000	511	87.35	63383	633830	0.62
2	5001 - 10000	5	0.85	3625	36250	0.04
3	10001 - 20000	5	0.85	7168	71680	0.07
4	20001 - 30000	1	0.17	2711	27110	0.03
5	30001 - 40000	2	0.34	8000	80000	0.08
6	40001 - 50000	3	0.51	14762	147620	0.14
7	50001 - 100000	5	0.85	49200	492000	0.48
8	100001 and above	53	9.06	10109857	101098570	98.55
	<b>Total</b>	<b>585</b>	<b>100</b>	<b>10258706</b>	<b>102587060</b>	<b>100</b>

- Outstanding GDRs/ADRs/warrants or any convertible instruments, conversion date and likely impact on equity:** The company has not issued any GDRs/ADRs or any commercial instrument.
- Commodity price risk or foreign exchange risk and hedging activities:** During the year under review, the Company had managed the foreign exchange risk and hedged to the extent considered necessary.
- Category of Equity Shareholders as on 31<sup>st</sup> March, 2017.**

Category	No. of Shares held	Percentage of Shareholding
<b>Promoter &amp; Promoter Group - Individuals</b>	<b>7629030</b>	<b>74.37</b>
<b>Public</b>	<b>2629676</b>	<b>25.63</b>
Foreign Bodies Corporate	0	0.00
Clearing Members	0	0.00

NRI's (Repatriable and Non-Repatriable)	0	0.00
Foreign Nationals	8	0.00
Employee Benefit Trusts (Non - Promoter & Non - Public)	0	0.00
<b>Total</b>	<b>10258706</b>	<b>100.00</b>

S.No.	Name	No. of Shares held	% of paid up capital
<b>I. Promoters</b>			
1	K. KRISHNAM RAJU	2899630	28.27
2	MOHAMMED AEJAZ HABEEB	1279124	12.47
3	SYED AMEER BASHA PASPALA	1161800	11.33
4	K. SARADA VIJAYA KUMARI	865690	8.44
5	K. NIRUSHA	1029200	10.03
6	P. PARVATHI	393586	3.84
<b>SUB-TOTAL</b>		<b>7629030</b>	<b>74.37</b>
<b>II. Public</b>			
<b>Holding more than 1%</b>			
1	ARUN KUMAR BHANGADIA	826800	8.06
2	RUDRARAJU SRINIVAS KUMAR	269350	2.63
<b>SUB- TOTAL PUBLIC</b>		<b>2629676</b>	<b>25.63</b>
<b>III. OTHERS</b>		<b>0</b>	<b>0.00</b>
<b>GRAND TOTAL</b>		<b>10258706</b>	<b>100.00</b>

- Dematerialization of shares and Liquidity as on 31<sup>st</sup> March, 2017.

S.No.	Mode	No. of shares	% of total paid up
1	Demat (NSDL)	52,22,315	50.91
2	Demat (CDSL)	38,85,391	37.87
3	Physical	11,51,000	11.22
<b>TOTAL</b>		<b>1,02,58,706</b>	<b>100.00</b>

## OTHER DISCLOSURES

### Particulars of Directors seeking Appointment/Re-appointment

For particulars of Director seeking re – appointment, please refer Annexure to 21<sup>st</sup> AGM Notice of the Company dated Wednesday, 23<sup>rd</sup> August, 2017.

## Related Party Disclosure

Disclosures on materially significant related party transactions that may have potential conflict with the interests of the company at large:

The requisite details as required by Sections 134 & 188 of Companies Act, 2013 and Regulation 23, 34(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Directors Report.

During the year, the Company had not entered into any contract / arrangement / transactions with Related Parties (except with its subsidiaries) which could be considered as material in terms of Regulation 23 of the SEBI (LODR) Regulations, 2015. Disclosures on related party transactions have been made in the notes to the Financial Statements.

## Related Party Transactions Policy

The Policy is available on the website of the Company under Investors Tab [www.pcproductslimited.com](http://www.pcproductslimited.com)

## Establishment of Vigil Mechanism/Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee:

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 and the Rules made thereunder and also under Regulation 22 of SEBI (LODR) Regulation, 2015 your company has established a mechanism for Whistle Blower Policy to report concerns about unethical behavior, actual or suspected fraud.

It also provides for adequate safeguards against the victimization of Directors and employees or any other person who avail the mechanism, and also provides for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. During the year under review, no personnel has been denied access to the Audit Committee. The Whistleblower policy is available on the website of the Company under Investors Tab [www.pcproductslimited.com](http://www.pcproductslimited.com)

## Compliance with mandatory requirements

The Company has complied with all the mandatory requirements of Corporate Governance as stated under Schedule II to the SEBI (LODR) Regulations, 2015.

## Adoption of non-mandatory requirements

- Reporting of Internal Auditors to Audit Committee has been adopted from discretionary requirements.
- There are no qualifications or adverse remarks in the Statutory Auditors Report.
- The Company sends Half-yearly Results to certain shareholders holding more than 1% of shares apart from publishing Half-yearly unaudited financials in newspapers and are also posted on the website of the Company.

## Subsidiary Companies

The Company does not have any material non-listed Indian subsidiary company and hence, the requirement of inducting an Independent Director on the Board of Directors of the subsidiary company in terms of regulation 24(1) of the Listing Regulations does not arise.

## Disclosure of Compliance:

### Regulation 17 to 27 and Clauses (b) to (i) of Regulation 46(2) of SEBI (LODR) Regulations, 2015.

Regulation	Particular of Regulations	Compliance Status (Yes/No)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	Not Applicable
22	Vigil Mechanism	Yes
23	Related party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	Yes
25	Obligations with respect to Independent Director	Yes
26	Obligations with respect to Directors and Senior Management	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to (i)	Website	Yes

## Code of Conduct

The Company has its Code of Conduct for the Board of Directors & senior management personnel of the Company, as per the provisions of Regulation 17(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The code is available on the website of the Company under Investors Tab [www.pcproductslimited.com](http://www.pcproductslimited.com).

The members of the Board including Independent Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as at March 31, 2017. A declaration to this effect signed by Mr. K. Krishnam Raju, Executive Chairman (DIN 00874650) is attached as an **Annexure 1** to this report.

## Code of conduct for Prohibition of Insider Trading

During the financial year 2016-17, the capital market regulator Securities and Exchange Board of India (SEBI) notified SEBI (Prohibition of Insider Trading) Regulations, 2015 on 15th January, 2015.

Pursuant to the provisions of the said regulations, the Board of Directors approved and adopted 'Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders' which, inter alia, lays down the process of dealing in securities of the Company, along with the reporting and disclosure requirements by the employees and the connected persons and the same shall replace the existing code and become effective from 15th May, 2015.

It provides for pre-clearance of trades above certain thresholds and trading restrictions on the designated employees and connected persons when in possession of unpublished price sensitive information and/or at the time of trading window closure. The code is available on the website of the Company under Investors Tab [www.pcproductslimited.com](http://www.pcproductslimited.com).

In terms of the said regulations, the Company has also formulated 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information', with an objective to have a standard and stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

### **Disclosure on Accounting Treatment**

The Company has followed the accounting standards in the preparation of its financial statements.

### **Risk Management**

The Company process is in place to ensure that all the Current and Future Material Risks of the Company are identified, assessed/quantified and effective steps are taken to mitigate/ reduce the effects of the risks to ensure proper growth of the business. Shareholders are also requested to refer a separate section on Internal Control systems and their adequacy, which also deals with Risk Management, in Management Discussion and Analysis Report.

### **Reconciliation of Share Capital Audit for reconciliation of Share Capital**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the report there on is submitted to the stock exchanges and is placed before the board of directors of the Company. The audit, inter alia, confirms that the listed and paid up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and the total number of shares in physical form.

### **Policy on Disclosure of Material Events and Information**

The Company has adopted the Policy on Disclosure of Material Events and Information, in accordance with the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to determine the events and information which are material in nature and are required to be disclosed to the stock exchanges. The said policy is available on the website of the Company under Investors Tab [www.pcproductslimited.com](http://www.pcproductslimited.com)

**Corporate Social Responsibility**

The Company does not meet applicable requirements i.e. net worth of INR 500 Crore or more, or turnover of INR 1000 Crore or more, or a net profit of INR 5 Crore as specified in section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility. Hence the Company did not constitute Corporate Social Responsibility Committee and did not adopt any Corporate Social Responsibility Policy.

**Familiarization Program**

Details of familiarization programs extended to the Independent Directors during the year are disclosed on the Company website from time to time under Investors Tab [www.pcproductslimited.com](http://www.pcproductslimited.com)

**CEO and CFO certification**

The Executive Chairman have certified to the Board regarding compliance of matters specified in regulation 17(8) read with Part B of Schedule II of the Listing Regulations and the same forms part as **Annexure VI of the Directors Report.**

**Compliance Certificate regarding compliance of conditions of Corporate Governance**

Mr. S. Sarveswar Reddy, a Company Secretary in Practice has certified that conditions of Corporate Governance as stipulated under SEBI (LODR) Regulations, 2015 have been complied by your Company and her certificate is annexed as **Annexure VII to the Directors Report.**

**Disclosure with respect to demat suspense account / unclaimed suspense account.**

Your company does not have any Unclaimed shares issued in physical form pursuant Public issue/Rights Issue etc.

**ANNEXURE 1 TO CORPORATE GOVERNANCE REPORT**

**DECLARATION OF CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

**(Pursuant to Regulation 26(3) & Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

This is to confirm that the Company has adopted Code of Conduct for the Board of Directors and the Senior Management of the Company, which is available on the Company's website [www.pcproductslimited.com](http://www.pcproductslimited.com)

I declare that the Board of Directors and the Senior Management Personnel of the Company have affirmed their compliance with the "Code of Conduct for Board of Directors and Senior Management of PC Products India Limited".

**For and on Behalf of the Board of Directors**

Hyderabad  
23<sup>rd</sup> August, 2017

Sd/-  
K. Krishnam Raju  
Executive Chairman (DIN **00874650**)



**ANNEXURE 2 TO CORPORATE GOVERNANCE REPORT****PERFORMANCE EVALUATION, NOMINATION & REMUNERATION POLICY**

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel and employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the company and in terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the Stock Exchange as per the requirements of SEBI (LODR) Regulations, 2015; the Company has formulated Nomination and Remuneration Policy.

This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

**DEFINITIONS**

1. Act means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
2. Board means Board of Directors of the Company.
3. Company means **PC Products India Limited**.
4. Directors mean Directors of the Company.
5. Committee means Nomination and Remuneration Committee of the Company as constituted or re-constituted by the Board, from time to time.
6. Key Managerial Personnel means
  - Managing Director or Chief Executive Officer or Manager & in their absence, a Whole-time Director;
  - Chief Financial Officer;
  - Company Secretary; and
  - such other officer as may be prescribed.
7. Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.
8. Independent Director is as provided under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

**OBJECTIVES**

1. To guide the Board in relation to appointment and removal of Directors, Key Managerial
2. Personnel and Senior Management.
3. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.

4. Formulation of criteria for evaluation of Independent Director and the Board.
5. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
6. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
7. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
8. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
9. To develop a succession plan for the Board and to regularly review the plan.
10. To assist the Board in fulfilling responsibilities.
11. To implement and monitor policies and processes regarding principles of corporate governance.

### **CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE**

The Board of Directors of the Company constituted the committee to be known as the "Nomination and Remuneration Committee" consisting of three non-executive directors out of which not less than one-half are independent directors. The Chairman of the Committee is an Independent Director.

### **POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT**

#### **Appointment Criteria and Qualifications**

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board of his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- A whole-time KMP of the Company shall not hold office in more than one Company except in its Subsidiary Company at the same time. However, they can be appointed as Director in any Company with the permission of the Board of Directors of the Company.

## Term/Tenure

### **Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

### **Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Every Independent Director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change, give a declaration that he meets the criteria of independence.

## Evaluation

The Committee shall carry out evaluation of performance of every Director including Independent Director, KMP and Senior Management Personnel at regular interval (yearly). Based on the evaluation performance report of the board, it shall be determined whether to extend or continue the term of appointment of the independent Directors

## Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

## Retirement

The Directors, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## POLICY FOR REMUNERATION TO DIRECTORS/ KMP/ SENIOR MANAGEMENT PERSONNEL

### Remuneration to Managing/ Whole-time / Executive / Managing Director, KMP and Senior Management Personnel

The Remuneration/ Compensation/ Commission etc. to be paid to Director/ Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

### Remuneration to Non- Executive/Independent Director

The Non-Executive Independent Director may receive remuneration/ compensation/ commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

## FRAMEWORK FOR SEPARATE MEETING OF INDEPENDENT DIRECTORS

As required by the provisions of Schedule IV to the Act and Listing Regulations, the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non-independent Directors and members of the management.

The meeting shall:

- (a) Review the performance of Non-independent Directors and the Board as a whole;
- (b) Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-executive Directors;
- (c) Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

This meeting could be held prior or after the Board Meeting. The Independent Directors are free to call such meeting at any point of time, as desired.

## FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

i. As required by the provisions of Schedule IV to the Act and Listing Regulations, the Company is required to develop a Familiarization Programme for the Independent Directors of the Company.

- ii. The Company will impart Familiarization Programmes for new Independent Directors inducted on the Board of the Company.
- iii. The Independent Directors are afforded every opportunity to familiarize themselves with the Company, its management and its operations and above all the Industry perspective & issues.

They are made to interact with senior management personnel and are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry of which it is a part which enable the Directors to contribute significantly to the Company.

The Familiarization Programme of the Company will provide information relating to the Company, IT industry, business model of the Company, geographies in which Company operates, etc. The programme also intends to improve awareness of the Independent Directors on their roles, rights, responsibilities towards the Company.

- iv. The Familiarisation Programme comprises a detailed overview of the business verticals of the Company and meetings with business heads / senior leadership team, and with the Chairman, at which time; the Independent Director is familiarized with various aspects of the Company's business verticals including the industries in which such businesses operate.
- v. The Program will be reviewed and changes made as and when deemed necessary.

#### **POLICY ON BOARD DIVERSITY**

- a) This Policy on Board Diversity (the "Policy") forms part of Performance Evaluation and Remuneration Policy and it sets out the Company's approach to ensuring adequate diversity in its Board of Directors (the "Board") and is devised by Nomination and Remuneration Committee (the "Committee") of the Board.
- b) The Policy applies to the Board of Cambridge Technology Enterprises Limited (the "Company"). It does not apply to employees generally.
- c) The Company recognizes and embraces the benefits of having a diverse Board of Directors and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage in the complex business that it operates.

It is recognized that a Board composed of appropriately qualified people with broad range of experience relevant to the business of the Company is important to achieve effective corporate governance and sustained commercial success of the Company.

A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions amongst Directors.

These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. At a minimum, the Board of the Company shall consist of at least one woman Director.

All Board appointments are made on merit, in the context of the skills, experience, independence, knowledge and integrity which the Board as a whole requires to be effective.

- d) The Board and the Committee will review this Policy on a regular basis to ensure its effectiveness and also in compliance with the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

**For and on Behalf of the Board of Directors**

**Hyderabad  
23<sup>rd</sup> August, 2017**

**Sd/-  
K. Krishnam Raju  
Executive Chairman (DIN [00874650](#))**

## MANAGEMENT DISCUSSION ANALYSIS REPORT

**“CREATING A SUCCESSFUL AND SUSTAINABLE BUSINESS IS ABOUT MORE THAN JUST FINANCIAL RESULTS. WE PLACE GREAT IMPORTANCE NOT JUST ON WHAT WE ACHIEVE, BUT ON HOW WE ACHIEVE IT. RUNNING A PROFESSIONAL, ETHICAL, LEGAL, RESPONSIBLE AND VALUE BASED BUSINESS IS OUR STRATEGY”**

### **INDUSTRY OVERVIEW**

The life sciences sector growth relies heavily on the global economic growth and strength of countries and their health care spending affordability. FY 2017 saw a slowdown in the pharma segment mainly due to the following reasons:

- In FY2017, the US market witnessed pricing pressure due to new competitors launching similar drugs pushing the prices down and consolidation of the key customers leading to increased pricing power of the buyers.
- Unstable economic conditions in major global pharma revenue generating countries like China, Russia.
- In the last year, there were significant delays in the approval and launch of new products in US. Also, the Indian Generic market observed increased scrutiny and additional queries raised by the US Food and Drug Administration (USFDA).

However, going forward overall revenue growth will be driven by newer medicines in developed markets and notably increased volumes in the emerging markets driven by the focus of improving the penetration of medicine into a larger crowd.

### **SWOT ANALYSIS**

Most global spending growth, particularly in developed markets is expected to be driven by specialty medicines addressing unmet needs in cancer, metabolic disorder, nervous system dysfunction and others. This is a good opportunity for our Company which is into prodrug and specialty medicines.

High investment costs have always been an area of concern in the pharma industry. As it is the case today, the increasing R&D costs for creating drug blockbusters is majorly due to the use of new technologies, and superior clinical infrastructure. This is leading to increased pharmaceutical R&D collaborations between companies along the R&D value chain to optimize the skill set, infrastructure and investments. This is a positive development from funding perspective for innovative drug discovery Company like ours.

Also, the globally increased funding for NME's and NCE's in the space of nervous system and metabolic disorders, provides our Company an advantage which already has international patents granted for its advanced product candidates in the disease areas of Wilson's disease, Huntington's disease, Neuropathic pain, neurodegenerative diseases amongst others.

This would help ease the Company's limitations with regards to fund rising in initial stages of product development and fastening the regulatory delays.

The Company follows a de-risked pipeline business strategy with innovative Intellectual Property providing it an edge over the other generic companies. However, matching up to the novel advanced technologies and competitive product pipelines across the world remains an immediate area of concern.

The Company has full-fledged internal control systems implemented commensurate with size of the company and there has been no material deviation in Human Resources and on the industrial relations front.

### **SEGMENT WISE / PRODUCT WISE PERFORMANCE**

For the Financial Year 2016-17, the Company was engaged in the business of trading activities of all kinds of Paper.

From June, 2017, the Company has only reportable segment i.e., Bio-Pharma Sector. Hence, the separate disclosure on Segment Information is not required.

### **OUTLOOK**

Over the next couple of years, the off patent opportunity value of branded drugs is expected to reduce, however it provides a unique opportunity landscape for complex generic products where there are relatively few regulatory hurdles and for companies which can successfully develop such generic versions as per the approval norms of the USFDA.

### **SNAPSHOT OF THE COMPANY AND THE PRODUCTS**

PC Products India Limited (PCP) is dedicated in its focus on the patient and consumer whilst operating with both integrity and transparency. We are looking to deliver shareholder value through sustainable growth through a well-balanced and flexible business model.

It includes both high value creation disruptive technologies like Stem Cell and New Drug Discovery on one side and daily revenue generating high potential Molecular Diagnostics and Hospital platforms on the other side. A well-diversified area of future potential technologies as well as a proper mix of R & D and Services are aimed at minimizing the risk and maximizing the stakeholders wealth.

The two –pronged strategy of drug discovery and development process based on IP Protected, low risk pro-drug concept platform and selecting of orphan drug category will give better edge for early



commercialization of its NMEs at a proof of concept stage through its Subsidiary Krisani Bio Sciences Private Limited ( Krisani Bio) .

To-date, Krisani Bio Sciences Private Limited, Subsidiary of the Company has obtained 12 international patents from US, Europe, Japan, Australia, Singapore, Israel etc., on different diseases such as Wilson Disease (Liver Cirrhosis), NASH (Fatty Liver), Nephropathic Cystinosis (Gentic), Huntington Disease (Neuro), Neuropathic Pain, Hypertriglyceridemia (Cardiology) etc.

The present PCP Promoters have rich experience in medical field and are proficient in their research in Stem cells. The Chairman has more than two and half decades of experience in Finance, Administration and strategic decision making.

Our research is focused on ground breaking technologies such as stem cell, Organogenesis, RNA interference and New drug discovery under low risk pro-drug concept. We are aware that the research and development, manufacture and sale of our products and services may pose ethical issues, and we aim to be open and efficient about how we tackle them.

We understand the importance of communication with our stakeholders, seeking to understand their views and being transparent about any setbacks experienced as well as the progress we have made.

Our commitment to putting patients at the heart of everything reflects our focus on making our medicines and diagnostics accessible to all patients alike, irrespective of their affordability and living conditions. We believe this to be the rightful approach to adhere to/go by, eventually contributing to sustainable business growth.

Ultimately we believe that a conscientiously run business is beneficial for the society and our Company. It helps us to operate efficiently, to gain the trust of our stakeholders, to create the products and services that patients and healthcare payers essentially need and to foster the right working conditions for expansion of our business.

To enable this, we aim to establish our own challenging standards in corporate responsibility, appropriate to the complexities and specific needs of our business, building on external guidelines and experience. We wish to abide by the best practices and positively influence others, while remaining competitive and sustaining our own business.

## **RESEARCH AND INNOVATION**

In undertaking our research and in innovating we may explore and apply new technologies and will constructively engage stakeholders on any concerns that may arise. We will ensure that our products and services are subject to rigorous scientific evaluation and comprehensively tested for safety, effectiveness and quality.

We will comply with or exceed all regulations and legal standards applicable to the research and development of our products and services.

## OUR CORE TECHNOLOGIES

1. Stem Cell Research and therapy
2. Organogenesis/ Regenerative Medicine
3. RNA Interference Technologies
4. DNA, RNA, MIRNA based molecular diagnostics
5. New Drug Discovery
6. Research oriented Hospital

### **Cautionary Statement**

*Statements in this Management Discussion and Analysis may contain forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. These statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Important developments that could affect the company's operations include a downtrend in media and entertainment sector, significant changes in political and economic environment in India or key financial markets abroad, tax laws, litigations, exchange rate fluctuations, interest and other costs.*

**INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENT OF  
PC PRODUCTS INDIA LIMITED**

**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, 2017, the Statement of Profit and Loss, Cash Flow Statement for the year then ended March 31, 2017 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.

**Auditor's Responsibility**

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, 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, 2017, and its Profit and 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, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls 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. There were no amounts which were required to be transferred to the Investor Education Protection Fund by the Company.

- II. The Company does 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;
- IV. The Company has provided requisite disclosures in its financial statements as to holding as well as dealing in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 and these are in accordance with the books of accounts maintained by the Company except the denomination of the currencies dealt with, which is not furnished to us during the course of audit.

**For N.M. Khatavkar & Co  
Chartered Accountants**

**Sd/-  
N M Khatavkar  
Proprietor  
Membership number: 206569  
Firm Regd No. 007939S**

**Place: Hubli**

**Date: 27<sup>th</sup> May, 2017**

**“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 Standalone financial statements of the Company for the year ended March 31, 2017:

- (i) The Company does not have 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 it’s 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 u/s 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) (a) 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 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 2017 for a period more than six months from the date they became payable.

(b) 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) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act..
- (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) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, during the year under review, the Company has issued 48,70,606 Equity Shares on Preferential basis to the Equity Shareholders of Krisani Bio Sciences Private Limited on SWAP basis at a ratio of 89:100 i.e., for 100 Equity Shares of KBSPL, 89 Equity Shares of PCPIL have been issued. The requirement of Section 42 and all the other applicable provisions of the Companies Act, 2013 and SEBI Regulations were complied with.
- (xv) During the year under review, the Company has not issued any fully or partly convertible debentures and hence provisions of Companies Act, 2013 related to issue are not applicable.

The Company has entered into non-cash transactions as mentioned in Point (xiv) with the Equity Shareholders of KBSPL relating to the preferential issue. One of the allottee Mr. K. Krishnam Raju has become Promoter Director of the Company by virtue of Open Offer. The other allottees are connected to him as Persons acting in concert and all the compliances relating to SEBI Regulations and Companies Act, 2013 have been complied with.

The provisions of Section 192 of Companies Act, 2013 are not applicable as assets of the Company have not been acquired by any director or persons connected to director by virtue of the said preferential issue.

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

**For N.M. Khatavkar & Co  
Chartered Accountants**

**Sd/-  
N M Khatavkar  
Proprietor  
Membership number: 206569  
Firm Regd No. 007939S**

**Place: Hubli**

**Date: 27<sup>th</sup> May, 2017**



**“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 Product India Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

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

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We draw your attention to the following matter in the Notes to Account (refer Note No: 1.18) regarding DEPB Receivable (under Trade Receivables) in respect of DEPB income receivable pertaining to this scheme outstanding since the year 2006-2007 involves a high risk.

**For N.M. Khatavkar & Co**  
**Chartered Accountants**

Sd/-

**N M Khatavkar**

**Proprietor**

**Membership number: 206569**

**Firm Regd No. 007939S**

**Place: Hubli**

**Date: 27<sup>th</sup> May, 2017**

BALANCE SHEET AS AT 31ST MARCH, 2017			
			(Amount In Rs.)
	Note	As at 31.03.2017	As at 31.03.2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share Capital	2.1	102,587,060.00	53,881,000.00
(b) Reserves and surplus	2.2	(19,007,122.04)	(15,810,010.93)
<b>(2) Current liabilities</b>			
(a) Trade payables	2.3	433,215.00	17,250,769.58
(b) Other current liabilities	2.4	878,627.00	127,916.00
<b>TOTAL</b>		<b>84,891,779.96</b>	<b>55,449,674.65</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Non Current Investments	2.5	48,706,060.00	-
(b) Long-term loans and advances	2.6	3,000,000.00	4,000,000.00
<b>(2) Current assets</b>			
(a) Trade Receivables	2.7	32,745,472.00	50,375,227.75
(b) Cash and cash equivalents	2.8	217,286.96	820,037.90
(c) Short term loans & advances	2.9	222,961.00	254,409.00
		<b>84,891,779.96</b>	<b>55,449,674.65</b>
Significant Accounting Policies and Notes to Accounts		Note 1 & 2	
The notes referred to above from an integral part of Balance Sheet for the year 2016-17			
<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>Chartered Accountant</b>		<b>PC Products India Limited</b>	
<b>Firm Regd No.007939S</b>			
<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>	
<b>N. M. Khatavkar</b>	<b>K. Krishnam Raju</b>	<b>Syed Ameer Basha Paspala</b>	
<b>Membership Number: 206569</b>	<b>Whole-time Director</b>	<b>Director</b>	
	<b>&amp; Chairman</b>		
	<b>DIN 00874650</b>	<b>DIN 07585133</b>	
<b>Place: Hubli</b>	<b>Sd/-</b>		
<b>Date: 27th May, 2017</b>	<b>Pooja Jain</b>		
	<b>Company Secretary</b>		

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount In Rs.)

	Note	As at 31.03.2017	As at 31.03.2016
I. Revenue from Operations	2.10	12,808,463.66	36,944,856.07
II. Other Income	2.11	135,122.00	480,000.00
III. <b>Total Revenue</b>		12,943,585.66	37,424,856.07
IV. <b>Expenses:</b>			
Cost of goods sold	2.12	12,429,826.20	35,823,390.00
Employee Cost	2.13	570,000.00	468,000.00
Administrative & Other Expenditures	2.14	3,140,870.57	989,031.79
<b>Total expenses</b>		16,140,696.77	37,280,421.79
V. <b>Profit before exceptional and extraordinary items and tax</b>		(3,197,111.11)	144,434.28
IX. <b>Profit Before Tax</b>		(3,197,111.11)	144,434.28
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>(3,197,111.11)</b>	<b>144,434.28</b>
<b>Earnings Per Equity Share</b>		-	-
a) Basic	2.15	(1.15)	0.03
b) Diluted	2.15	(1.15)	0.03

Significant Accounting Policies and Notes to Accounts

Note 1 &amp; 2

The notes referred to above from an integral part of Balance Sheet for the year 2016-17

## As per my report of even date

For N.M. Khatavkar & Co.,  
Chartered Accountant  
Firm Regd No.007939S

For & On behalf of the Board  
PC Products India Limited

Sd/-  
N. M. Khatavkar  
Membership Number: 206569

Sd/-  
K. Krishnam Raju  
Whole-time Director  
& Chairman  
DIN 00874650

Sd/-  
Syed Ameer Basha Paspala  
Director  
DIN 07585133

Place: Hubli  
Date: 27th May, 2017

Sd/-  
Pooja Jain  
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017			
	AS AT 31.03.2017		AS AT 31.03.2016
<b>A. Cash flow from Operating Activities :</b>			
Net Profit (Loss) for The Year		(3,197,111.11)	144,434.28
<b>Add: Adjustment for : Non Cash Operative Expenses</b>			
Amortisation of Expenses		-	-
<b>Operating Profit Before working capital Changes</b>		(3,197,111.11)	144,434.28
<b>Working Capital Changes:</b>			
Trade Receivables	17,661,203.75		7,066,403.44
Other Receivables	1,000,000.00		650,000.00
Trade Payable	(16,817,554.58)		(5,721,955.17)
Other Current Liabilities	750,711.00	2,594,360.17	(2,276,327.42)
			(281,879.15)
Cash Generated from Operations		(602,750.94)	(137,444.87)
Interest Charges Paid		-	-
Less: Taxes Paid			27,522.00
			(27,522.00)
<b>Net Cash Flow From Operating Activities (A)</b>		<b>(602,750.94)</b>	<b>(164,966.87)</b>
<b>B. Cash Flow from Investing Activities</b>			
<b>Net Cash Flow from Investing Activities (B)</b>		-	-
<b>C. Cash Flow from Financing Activities</b>			
<b>Net Cash Flow from Financing Activities (C)</b>			-
<b>Net Increase/(Decrease) in cash &amp; cash equivalents (A+B+C)</b>		<b>(602,750.94)</b>	<b>(164,966.87)</b>
Cash & Cash Equivalents:			
Opening Balance		820,037.90	985,004.77
Closing Balance		217,286.96	820,037.90
<b>Difference in Cash Balance.</b>		<b>(602,750.94)</b>	<b>(164,966.87)</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>Chartered Accountant</b>		<b>PC Products India Limited</b>	
<b>Firm Regd No.007939S</b>			
<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>	
<b>N. M. Khatavkar</b>	<b>K. Krishnam Raju</b>	<b>Syed Ameer Basha Paspala</b>	
<b>Membership Number: 206569</b>	<b>Whole-time Director</b>	<b>Director</b>	
	<b>&amp; Chairman</b>		
	<b>DIN 00874650</b>	<b>DIN 07585133</b>	
<b>Place: Hubli</b>	<b>Sd/-</b>		
<b>Date: 27th May, 2017</b>	<b>Pooja Jain</b>		
	<b>Company Secretary</b>		

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**NOTES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2017**

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**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 Company does not hold any fixed assets as on 31/03/2017, 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 incurred loss of Rs. 31,91,111.11/- and Company's brought forward losses of earlier years Rs. 1,59,54,445.21/- (total loss as on 31<sup>st</sup> March, 2017 is Rs. 1,90,07,122.04/-) needs to be absorbed. Company's total liabilities exceeded its total assets by Rs. 1,90,07,122.04. 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 is not to the applicable for the year 2016-17

**1.9. Related party Disclosures**

The Company has entered into the following Related Party Transactions as on 31<sup>st</sup> March, 2017 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:

Name of the Party	Relationship
Mr. K. Krishnam Raju	Promoter & Whole-Time Director & Chairman (Appointed on 27/12/2016)
Dr. Mohammed Aejaz Habeeb	Promoter & Non - Executive Director (Appointed 27/12/2016)
Dr. Syed Ameer Basha Paspala	Promoter & Non - Executive Director (Appointed 27/12/2016)
Dr. A. Radha Rama Devi	Independent Non - Executive Director (Appointed 27/12/2016)
Dr. A. Jyothy	Independent Non - Executive Director (Appointed 27/12/2016)
Dr. T V Rama Krishna Murthy	Independent Non - Executive Director (Appointed 27/12/2016)
Mrs. Pooja Jain	Company Secretary & Compliance Officer (Appointed 01/11/2014)

Name of the Party	Relationship
Arun Kumar Bhangadia	Promoter Non-Executive Director (Resigned on 27/12/2016)
Devender Kumar Rathi	Whole-time Director (Resigned on 27/12/2016)
Bellam Praveen	Independent Director (Resigned on 27/12/2016)
Bothu Pardhasara	Independent Director (Resigned on 27/12/2016)
Nishita Kalantri	Independent Director (Resigned on 27/12/2016)
Anil Kumar Munjal	Chief Financial Officer (Resigned on 27/12/2016)

b) The following are the Related Party Transactions:

(Amount in Rs)

Name of the Party	Relationship	Nature of Transaction	As at 31/03/2017
Mr. K. Krishnam raju	Whole-time Director (Appointed 27/12/2016)	Remuneration	12,00,000
Ms. Pooja Jain	Company Secretary & Compliance Officer	Remuneration	3,90,000
Mr. Anil Kumar Munjal	Chief Financial Officer (Resigned 27/12/2016)	Remuneration	90,000
Mr. Devendra Kumar Rathi	Whole-time Director (Resigned 27/12/2016)	Remuneration	90,000



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

There are no Undertakings, which are SSI, from whom amounts, outstanding for more than 30days 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.

**1.15. Investments**

**Current 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.

**Long term Investments:** Investments other than current 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. The Company during the financial year 2016-17 has acquired 58,68,200 of Rs. 10/- each of Kirsani Biosciences Private Limited by swapping its own shares in the ratio of 83:100 the Value of this long term investments as per ratio is Rs. 4, 87, 06, 060/- as on the balance sheet date. There is no permanent diminution in the value of this investment

**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. Bank and cash Balances**

Laxmi Vilas Bank balances for the financial year 2016-17 Rs. 44,960/- was subject to reconciliation & confirmation from the bank.

**1.18. 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 the party.

**1.19. Previous Year's Figures**

Figures in the parenthesis relate to the previous year. Previous year's 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.,**

**Sd/-**

**N. M. Khatavkar**

**Chartered Accountant**

**Membership Number: 206569**

**Firm Regd No.007939S**

**Place: Hubli**

**Date: 27<sup>th</sup> May, 2017**

**For & on behalf of the Board**

**PC Products India Limited**

**Sd/-**

**K. Krishnam Raju**

**Whole-time Director**

**DIN 00874650**

**Sd/-**

**Pooja Jain**

**Company Secretary**

**Sd/-**

**Syed Ameer Basha Paspala**

**Director**

**DIN 07585133**

Note No.	NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017			
<b>2.1</b>	<b>SHARE CAPITAL</b>			
			<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
<b>AUTHORISED</b>				
	130,00,000 Equity shares of Rs.10 each		130,000,000.00	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			
	Add: 48,70,606 Shares of Rs.10 each issued, subscribed & paid-up during the year		48,706,060.00	-
	Of the above 48,70,606 have been issued			
	<b>Share capital at the end of the year</b>		<b>102,587,060.00</b>	<b>53,881,000.00</b>
	1,02,58,706 Equity shares of Rs.10 each			
	Of the above 48 70,606 shares of Rs. 10 each allotted as fully paid up pursuant to contract without payment being received in cas.			
<i>Of the above share capital, shares in the company held by shareholders holding 5% or more are as under:</i>				
			<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
		<b>No. of Shares</b>	<b>% of Holding</b>	<b>No. of Shares</b>
				<b>% of Holding</b>
1	K. KRISHNAM RAJU	2899630	28.27	
2	MOHAMMED AEJAZ HABEEB	1279124	12.47	0.00%
3	SYED AMEER BASHA PASPALA	1161800	11.33	0.00%
4	K. SARADA VIJAYA KUMARI	865690	8.44	0.00%
5	K. NIRUSHA	1029200	10.03	0.00%
6	P. PARVATHI	393586	3.84	0.00%
7	ARUN KUMAR BHANGADIA (PUBLIC)	826,800	8.06	54.32%
		<b>2,899,630</b>	<b>82.43</b>	<b>54.32%</b>
<b>2.2</b>	<b>RESERVES AND SURPLUS</b>			
			<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	Deficit in Statement of Profit and Loss			
	Opening balance of deficit		(15,810,010.93)	(15,954,445.21)
	Profit/(Loss) for the year		(3,197,111.11)	144,434.28
	<b>Closing balance of Deficit</b>		<b>(19,007,122.04)</b>	<b>(15,810,010.93)</b>

Note No.	NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017	
<b>2.3 TRADE PAYABLES</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
<i>Others</i>		
Trade Paybles	433,215.00	17,250,769.58
	<u>433,215.00</u>	<u>17,250,769.58</u>
<b>2.4 OTHER CURRENT LIABILITIES</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
<i>Other Payables</i>		
Audit Fees Payable	30,000.00	25,000.00
Legal & Professional Fees Payable	-	57,475.00
Provision for Taxation	-	27,522.00
TDS Payable	371,000.00	9,919.00
VAT Payable	627.00	-
Salaries & Wages Payable	40,000.00	-
Internal Audit Fees Payable	8,000.00	8,000.00
<b>Dues to Directors</b>		
Director's Remuneration Payable	429,000.00	-
<b>Total</b>	<u>878,627.00</u>	<u>127,916.00</u>
<b>2.5 Non Current Investments</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
(Valued at Cost less other than temporary diminution in the value if any)		
<i>Investment in Shares</i>		
Krisani Biosciences Pvt Ltd	48,706,060.00	-
5868200 equity shares of Rs 10 each subscribed at Rs. 8.3 per Share		
<b>Total</b>	<u>48,706,060.00</u>	<u>-</u>
<b>2.6 LONG-TERM LOANS AND ADVANCES</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
<i>Security Deposits - unsecured and considered good</i>		
Trade Deposits to V.L Paper Pvt Ltd	-	4,000,000.00
<i>Other Loans and advances- unsecured and considered good</i>		
Mayank Agarwal	3,000,000.00	-
<b>Total</b>	<u>3,000,000.00</u>	<u>4,000,000.00</u>
<b>2.7 TRADE RECEIVABLES</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
<b>Trade Receivables (unsecured)</b>		
<i>Outstanding for a period exceeding six months</i>	-	-
Unsecured and considered good	32,299,089.00	32,299,089.00
<i>Outstanding for a period not exceeding six months</i>	446,383.00	18,076,138.75
<b>Total</b>	<u>32,745,472.00</u>	<u>50,375,227.75</u>

Note No.	NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017	
<b>2.8 CASH AND CASH EQUIVALENTS</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
<b>Balance with Banks:</b>		
Laxmivilas Bank	44,960.00	-
HDFC Bank Hyderabad	159,326.49	464,959.00
HDFC Bank Mumbai	-	12,234.15
Cash on Hand	13,000.47	342,844.75
	<b>217,286.96</b>	<b>820,037.90</b>
<b>2.9 SHORT TERM LOANS &amp; ADVANCES</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
MAT Credit Entitlement	206,409.00	206,409.00
Advance Tax & TDS	16,552.00	48,000.00
	<b>222,961.00</b>	<b>254,409.00</b>
<b>2.10 Revenue from Operations</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
Sale of Papers	12,808,463.66	36,944,856.07
	<b>12,808,463.66</b>	<b>36,944,856.07</b>
<b>2.11 OTHER INCOME</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
<i>Other Non-Operating Income</i>		
Interest Received from V L Paper Ltd	135,122.00	480,000.00
	<b>135,122.00</b>	<b>480,000.00</b>
<b>2.12 COST OF GOODS SOLD</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
<i>Opening Stock</i>	-	-
Add: Purchases	12,429,826.20	35,823,390.00
Less: Closing Stock	-	-
	<b>12,429,826.20</b>	<b>35,823,390.00</b>
<b>2.13 EMPLOYEE COST</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
Salary to Staff	570,000.00	468,000.00
	<b>570,000.00</b>	<b>468,000.00</b>

Note No.	NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017	
<b>2.14 ADMINISTRATIVE &amp; OTHER EXPENDITURES</b>		
	As at 31.03.2017	As at 31.03.2016
<b><u>Administrative Expenses</u></b>		
Advertisement Expenditures	108,421.00	79,171.00
Bank Charges	4,360.01	1,257.00
Sundry Bank Balances written off	-	49,474.79
Computer Maintenance & Trade Licence Fees	3,363.00	8,700.00
Postage & Telephone charges	68,600.00	19,962.00
Printing & Stationery	35,500.93	41,389.00
Rates and Taxes	13,618.00	12,700.00
Legal Consultation Services	10,250.00	215,425.00
Rent Paid	70,000.00	84,000.00
Annual Custody Fees	329,956.00	68,556.00
Listing Processing & Annual Listing Fees	332,350.00	278,890.00
Registrar & Transfer Fees	96,902.00	103,345.00
Board meeting expenses	61,000.00	-
Professional fees	141,858.00	-
Travelling expenses	3,400.00	-
ROC Fee	630,000.00	-
Director Remuneration	1,200,000.00	-
Misc. Expenses	1,291.63	1,162.00
<i>Payment To Auditors</i>		
For Audit Fees	30,000.00	25,000.00
	<b>3,140,870.57</b>	<b>989,031.79</b>
<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.		
	As at 31.03.2017	As at 31.03.2016
<b>EPS – Basic</b>		
Net Profit (Loss)	(3,197,111.11)	144,434.28
Appropriations	-	-
Net Profit (Loss) Attributable to Share Holders as at 31st March (Numerator)	(3,197,111.11)	144,434.28
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	10,258,706.00	5,388,100.00
Adjusted Weighted average number of equity shares of Face Value Rs.10 each (Denominator)	2,780,623.17	5,388,100.00
Nominal Value of Ordinary Shares	10.00	10.00
<b>Computation of EPS - Basic (in Rs)</b>	<b>(1.15)</b>	<b>0.03</b>

Note No.	NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017																										
<b>EPS – Diluted</b>																											
Net Profit (Loss) Attributable to Share Holders as at 31st March of Face Value Rs.10 each (Numerator)	(3,197,111.11)		144,434.28																								
Adjusted Weighted average number of equity shares	2,780,623.17		5,388,100.00																								
Total Weighted average number of equity shares for Diluted EPS (Denominator)	2,780,623.17		5,388,100.00																								
Nominal Value of Ordinary Shares		10.00																									
<b>Computation of EPS - Diluted (in Rs)</b>		<b>(1.15)</b>	<b>0.03</b>																								
<b>2.17</b> The details of Specified Bank Notes (SBN) held and transacted during the period from 8 November 2016 to 30 December 2016 as per the notification S.O. 3407(E) of the Ministry of Finance, dated 8 November 2016 are as below:																											
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Particulars</th> <th style="text-align: center;">SBNs*</th> <th style="text-align: center;">Other denomination notes</th> <th style="text-align: center;">Total</th> </tr> </thead> <tbody> <tr> <td>Closing cash in hand as on 08.11.2016</td> <td style="text-align: right;">175,000.00</td> <td style="text-align: right;">67,386</td> <td style="text-align: right;">242,386</td> </tr> <tr> <td>(+) Permitted receipts</td> <td style="text-align: center;">-</td> <td style="text-align: right;">25,000</td> <td style="text-align: right;">25,000</td> </tr> <tr> <td>(-) Permitted payments</td> <td style="text-align: center;">-</td> <td style="text-align: right;">17,718</td> <td style="text-align: right;">17,718</td> </tr> <tr> <td>(-) Amount deposited in Banks</td> <td style="text-align: right;">175,000.00</td> <td style="text-align: right;">20,000</td> <td style="text-align: right;">195,000</td> </tr> <tr> <td>Closing cash in hand as on 30.12.2016</td> <td style="text-align: center;">-</td> <td style="text-align: right;">54,668</td> <td style="text-align: right;">54,668</td> </tr> </tbody> </table>				Particulars	SBNs*	Other denomination notes	Total	Closing cash in hand as on 08.11.2016	175,000.00	67,386	242,386	(+) Permitted receipts	-	25,000	25,000	(-) Permitted payments	-	17,718	17,718	(-) Amount deposited in Banks	175,000.00	20,000	195,000	Closing cash in hand as on 30.12.2016	-	54,668	54,668
Particulars	SBNs*	Other denomination notes	Total																								
Closing cash in hand as on 08.11.2016	175,000.00	67,386	242,386																								
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Closing cash in hand as on 30.12.2016	-	54,668	54,668																								
For the purpose of this disclosure the term 'SBN' should have the same meaning as provided in the notification S.O. 3407(E) of the Ministry of Finance, dated 8 November 2016.																											
<b>As per my report of even date</b>																											
For N.M. Khatavkar & Co., Chartered Accountant Firm Regd No.007939S		For & On behalf of the Board PC Products India Limited																									
Sd/- N. M. Khatavkar Membership Number: 206569	Sd/- K. Krishnam Raju Whole-time Director & Chairman DIN 00874650	Sd/- Syed Ameer Basha Paspala Director DIN 07585133																									
Place: Hubli Date: 27th May, 2017	Sd/- Pooja Jain Company Secretary																										

**INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENT OF  
PC PRODUCTS INDIA LIMITED**

**TO THE MEMBERS OF PC PRODUCTS INDIA LIMITED**

**Report on the Financial Statements**

We have audited the accompanying Consolidated Financial Statements of **PC Products India Limited** ("the Company"), which comprise the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

We did not audit the financial statements of subsidiary, Krisani Bio Sciences Private Limited, whose financial statements reflect total assets of Rs.15,63,13,410.00/- as at 31st March, 2017; the total revenue of Rs. NIL and cash flows amounting to Rs.13,033.00/- for the year then ended. These financial statements and other financial information have been audited by other auditors whose report has been furnished to us, and our opinion is based solely on the report of other auditors. The subsidiary has been subsidiary of this company as on October 13, 2017 and for the purpose of consolidation we have relied upon certified financial statements of the subsidiary's auditor as on October 13, 2017.

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

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility 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; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

**Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated 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 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 Consolidated 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 accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the Consolidated 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 consolidated Financial statements

### **Opinion**

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

### **Report on Other Legal and Regulatory Requirements**

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

As required by section 143(3) of the Act, we further 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 appears from our examination of those books;
- c) the Consolidated Balance Sheet and Consolidated Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
- d) in our opinion, the aforesaid financial statements comply with the applicable 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, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operative effectiveness of such controls, refer to our Report in “**Annexure II**”
- g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
- 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; as such the question of commenting on any material foreseeable losses thereon does not arise
  - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise

**For N.M. Khatavkar & Co**  
**Chartered Accountants**

**Sd/-**  
**N M Khatavkar**  
**Proprietor**  
**Membership number: 206569**  
**Firm Regd No. 007939S**

**Place: Hubli**

**Date: 27<sup>th</sup> May, 2017**

**“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, 2017:

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- (i) (a). The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets ;  
  
(b). As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals.  
  
(b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonably adequate in relation to size of the company and the nature of its business.  
  
(c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between physical inventories and book records were not material in relation to the operations of the company and the same have been properly dealt in the books of accounts.
- (iii) The Company has not granted loans to any party covered in the register maintained u/s 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) (a) 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 employees 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 2017 for a period more than six months from the date they became payable.

(b) 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) According to the information and explanation given to us the company has paid the managerial remuneration which is as per requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (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 made a preferential allotment of 48,70,606 of Rs. 10/- Equity Shares on SWAP Basis (83:100 i.e., for Every 100 Equity Shares held by the Shareholders of Krisani Bio-Sciences Private Limited, 83 Equity Shares of PC Products India Limited will be allotted) during the year.

According to the information and explanation given to us the Company has complied with the requirement of section 42 of Companies Act 2013.

- (xv) During the year under review, the Company has not issued any fully or partly convertible debentures and hence provisions of Companies Act, 2013 related to issue are not applicable.

However the Company has entered into non-cash transactions as mentioned in Point (xiv) with the Equity Shareholders of Krisani Bio Sciences Private Limited relating to the preferential issue. One of the allottee Mr. K. Krishnam Raju has become Promoter Director of the Company by virtue of Open Offer. The other allottees are related parties to him (as persons acting in concert) and all the compliances relating to SEBI Regulations and Companies Act, 2013 have been complied with.

The provisions of section 192 of Companies Act, 2013 are not applicable as assets of the Company have not been acquired any director or persons connected to director by virtue of the said preferential issue.

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

**For N.M. Khatavkar & Co  
Chartered Accountants**

**Sd/-  
N M Khatavkar  
Proprietor  
Membership number: 206569  
Firm Regd No. 007939S**

**Place: Hubli**

**Date: 27<sup>th</sup> May, 2017**

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

We have audited the internal financial controls over financial reporting of PC Product India Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the consolidated 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 Holding Company, the Subsidiary 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, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 a risk.

### **Other matters**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 1 subsidiary company, is based on the corresponding reports of the auditors of such companies incorporated in India.

**For N.M. Khatavkar & Co**  
**Chartered Accountants**

Sd/-

**N M Khatavkar**

**Proprietor**

**Membership number: 206569**

**Firm Regd No. 007939S**

**Place: Hubli**

**Date: 27<sup>th</sup> May, 2017**

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017		
		(Amount in Rs.)
	Note	As at 31.03.2017
<b>I. EQUITY AND LIABILITIES</b>		
<b>(1) Shareholders' funds</b>		
(a) Share Capital	2.1	102,587,060.00
(b) Reserves and surplus	2.2	(23,578,684.58)
<b>Minority Interest</b>		41,539,875.18
<b>(2) Non Current liabilities</b>		
(a) Long-term borrowings	2.3	65,009,985.00
(b) Long-term provisions	2.4	281,400.00
<b>(3) Current liabilities</b>		
(a) Trade payables	2.5	433,215.00
(b) Other current liabilities	2.6	6,550,590.00
<b>TOTAL</b>		<b>192,823,440.60</b>
<b>II. ASSETS</b>		
<b>(1) Non-current assets</b>		
(a) <b>Fixed Assets</b>	2.7	
(i) Tangible assets		4,632,449.00
(ii) Intangible assets under development		148,547,731.00
(b) Non Current Investments	2.8	75,000.00
(c) Long-term loans and advances	2.9	3,000,000.00
(d) Deferred tax assets (net)	3.0	3,009,437.00
<b>Good Will on consolidation</b>		324,310.64
<b>(2) Current assets</b>		
(a) Inventories		13,033.00
(b) Trade Receivables	3.1	32,745,472.00
(c) Cash and cash equivalents	3.2	253,046.96
(d) Short term loans & advances	3.3	222,961.00
		<b>192,823,440.60</b>
Significant Accounting Policies and Notes to Accounts <b>Note 1 &amp; 2</b>		
The notes referred to above from an integral part of Balance Sheet for the year 2016-17		
<b>As per my report of even date</b>		
<b>For N.M. Khatavkar &amp; Co.,</b> Chartered Accountant Firm Regd No.007939S	<b>For &amp; On behalf of the Board</b> PC Products India Limited	
<b>Sd/-</b> N. M. Khatavkar Membership Number: 206569	<b>Sd/-</b> K. Krishnam Raju Whole-time Director & Chairman DIN 00874650	<b>Sd/-</b> Syed Ameer Basha Paspala Director DIN 07585133
<b>Place:</b> Hubli <b>Date:</b> 27th May, 2017	<b>Sd/-</b> Pooja Jain Company Secretary	



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017		
(Amount In Rs.)		
	Note	As at 31.03.2017
I.	Income from Operations	12,808,463.66
II.	Other Income	135,122.00
III.	<b>Total Revenue</b>	<b>12,943,585.66</b>
IV.	<b>Expenses:</b>	
	Cost of goods sold	12,429,826.20
	Employee Cost	3,411,446.00
	Operative Sales, Administrative & Other Expenditures	2,811,164.57
	Finance Cost	345.00
	Depreciation	139,214.00
	<b>Total expenses</b>	<b>18,791,995.77</b>
V.	<b>Profit before exceptional and extraordinary items and tax</b>	<b>(5,848,410.11)</b>
IX.	<b>Profit Before Tax</b>	<b>(5,848,410.11)</b>
X.	<b>Tax Expense:</b>	
	i) Provision for Current Tax (MAT)	-
	ii) MAT Credit Entitlement	-
	iii) Deferred Tax	7,228,586.00
XV	<b>Profit (Loss) for the period</b>	<b>(13,076,996.11)</b>
	<b>Transfer to Minority</b>	<b>(4,808,540.03)</b>
	<b>Profit (Loss) for the period</b>	<b>(8,268,456.08)</b>
	<b>Earnings Per Equity Share</b>	
	a) Basic	(3.84)
	b) Diluted	(3.84)
Significant Accounting Policies and Notes to Accounts <b>Note 1 &amp; 2</b>		
The notes referred to above from an integral part of Balance Sheet for the year 2016-17		
<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>Chartered Accountant</b>	<b>PC Products India Limited</b>	
<b>Firm Regd No.007939S</b>		
<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
<b>N. M. Khatavkar</b>	<b>K. Krishnam Raju</b>	<b>Syed Ameer Basha Paspala</b>
<b>Membership Number: 206569</b>	<b>Whole-time Director</b>	<b>Director</b>
	<b>&amp; Chairman</b>	
	<b>DIN 00874650</b>	<b>DIN 07585133</b>
<b>Place: Hubli</b>		
<b>Date: 27th May, 2017</b>	<b>Sd/-</b>	
	<b>Pooja Jain</b>	
	<b>Company Secretary</b>	

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017	
AS AT 31.03.2017	
<b>A. Cash flow from Operating Activities :</b>	
Net Profit (Loss) for The Year	(5,848,410.11)
<b>Add: Adjustment for : Non Cash Operative Expenses</b>	
Depreciation	(139,214.00)
	(5,709,196.11)
<b>Operating Profit Before working capital Changes</b>	
<b>Working Capital Changes:</b>	
Trade Receivables	17,661,203.75
Inventory	82,200.00
Other Receivables	1,000,000.00
Trade Payable	(16,817,554.58)
Other Current Liabilities	1,220,533.00
Cash Generated from Operations	<b>3,146,382.17</b>
Interest Charges Paid	-
Less: Taxes Paid	-
<b>Net Cash Flow From Operating Activities (A)</b>	<b>(2,562,813.94)</b>
<b>B. Cash Flow from Investing Activities</b>	
Fixed assest & Capital work in progress	(10,870,615.00)
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(10,870,615.00)</b>
<b>C. Cash Flow from Financing Activities</b>	
increase/Decrease in borrowings	12,680,000.00
<b>Net Cash Flow from Financiag Activities (C)</b>	<b>12,680,000.00</b>
<b>Net Increase/(Decrease)in cash &amp; cash equivalents (A+B+C)</b>	<b>(753,428.94)</b>
Cash & Cash Equivalents:	
Opening Balance	1,006,475.90
Closing Balance	253,046.96
<b>Difference in Cash Balance.</b>	<b>(753,428.94)</b>
<b>As per my report of even date</b>	
For N.M. Khatavkar & Co., Chartered Accountant Firm Regd No.007939S	For & On behalf of the Board PC Products India Limited
Sd/- N. M. Khatavkar Membership Number: 206569	Sd/- K. Krishnam Raju Whole-time Director & Chairman DIN 00874650
	Sd/- Syed Ameer Basha Paspala Director DIN 07585133
Place: Hyderabad Date: 27th May, 2017	Sd/- Pooja Jain Company Secretary

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**NOTES FORMING PART OF CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017**

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**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. Principles of Consolidation**

The Consolidated financial statements relate to Excel Foods Private Limited ("the Company") and its subsidiary. The consolidated financial statements have been prepared on following basis:

- a) The financial statements of the Company and its Subsidiary Company are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard 21 -"Consolidated Financial Statements".
- b) The Company holds 51.33% of shares in the subsidiary (58,68,200 shares).
- c) The difference between the cost of investment in subsidiary over the Net Assets at the time of acquisition of shares in the subsidiary is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be.

As far as possible, the Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as Company's separate financial statements. As this is the first year of consolidation the comparative figures of previous year are not shown in the consolidated financial statements.

**1.3. 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

**1.4. 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.

#### 1.5. Expenditure Recognition

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

#### 1.6. 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 31.03.2017, as all the fixed assets have been sold during the year 2001-02.

#### 1.7. Going Concern

All the fixed assets movable and immovable of the holding company were sold during the year 2001-02. During this financial year the holding company has incurred loss of Rs. 31,91,111.11/- and Company's brought forward losses of earlier years Rs. 1,59,54,445.21/- (total loss as on 31<sup>st</sup> March 2017 is Rs. 1,90,07,122.04/-) needs to be absorbed. Company's total liabilities exceeded its total assets by Rs. 1,90,07,122.04.

The ability of the holding 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.

#### 1.8. 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 of the holding company will be available against which such deferred tax assets can be realised, no deferred tax asset has

been recognized. The deferred tax assets/liabilities in the consolidated financial statement disclosed are pertaining to the subsidiary company.

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

#### 1.9. Retirement Benefit

- i. The Company is not Covered under Provident fund
- ii. The provision for gratuity and leave encashment is not applicable to the company for the year 2016-17

#### 1.10. 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.

#### 1.11. Related party Disclosures

The Company has entered into the following Related Party Transactions as on 31<sup>st</sup> March, 2017 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:

Name of the Party	Relationship
Mr. K. Krishnam Raju	Promoter & Whole-Time Director & Chairman (Appointed on 27/12/2016)
Dr. Mohammed Aejaz Habeeb	Promoter & Non - Executive Director (Appointed 27/12/2016)
Dr. Syed Ameer Basha Paspala	Promoter & Non - Executive Director (Appointed 27/12/2016)
Dr. A. Radha Rama Devi	Independent Non - Executive Director (Appointed 27/12/2016)
Dr. A. Jyothy	Independent Non - Executive Director (Appointed 27/12/2016)
Dr. T V Rama Krishna Murthy	Independent Non - Executive Director (Appointed 27/12/2016)
Ms. Pooja Jain	Company Secretary & Compliance Officer (Appointed 01/11/2014)
Krisani Bio Sciences Private Limited	Subsidiary of PC Products India Limited

Name of the Party	Relationship
Arun Kumar Bhangadia	Promoter Non-Executive Director (Resigned on 27/12/2016)
Devender Kumar Rathi	Whole-time Director (Resigned on 27/12/2016)
Bellam Praveen	Independent Director (Resigned on 27/12/2016)
Bothu Pardhasara	Independent Director (Resigned on 27/12/2016)
Nishita Kalantri	Independent Director (Resigned on 27/12/2016)
Anil Kumar Munjal	Chief Financial Officer (Resigned on 27/12/2016)

b) The following are the Related Party Transactions:

(Amount in Rs)

Name of the Party	Relationship	Nature of Transaction	As at 31/03/2017
Mr. K. Krishnam raju	Whole-time Director (Appointed 27/12/2016)	Remuneration	12,00,000
Ms. Pooja Jain	Company Secretary & Compliance Officer	Remuneration	3,90,000
Mr. Anil Kumar Munjal	Chief Financial Officer (Resigned 27/12/2016)	Remuneration	90,000
Mr. Devendra Kumar Rathi	Whole-time Director (Resigned 27/12/2016)	Remuneration	90,000

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

There are no Undertakings, which are SSI, from whom amounts, outstanding for more than 30days 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.

1.1.3. Expenditure in foreign Currency Nil

1.1.4. Remittance in Foreign currency Nil

1.15. Earnings in Foreign Exchange Nil

#### 1.1.5. Contingent Liabilities

The Company does not have any contingent liability.

**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. 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 vide Memorandum of Understanding and confirmation from the party.

**1.19. Previous Year's Figures**

Previous year's figures have not been disclosed as this is the first year of consolidation and the as per AS 21 in the first year of consolidation previous year figures need not be disclosed.

**As per my report of even date**

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

**Sd/-**

**N. M. Khatavkar**

**Chartered Accountant**

**Membership Number: 206569**

**Firm Regd No.007939S**

**Place: Hubli**

**Date: 27<sup>th</sup> May, 2017**

**For & on behalf of the Board**

**PC Products India Limited**

**Sd/-**

**K. Krishnam Raju**

**Whole-time Director**

**DIN 00874650**

**Sd/-**

**Pooja Jain**

**Company Secretary**

**Sd/-**

**Syed Ameer Basha Paspala**

**Director**

**DIN 07585133**

Note No.	NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017		
<b>2.1</b>	<b>SHARE CAPITAL</b>		
		As at 31.03.2017	
<b>AUTHORISED</b>			
	130,00,000 Equity shares of Rs.10 each	130,000,000.00	
<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	
	53,88,100 Equity shares of Rs.10 each		
	Add: 48,70,606 Shares of Rs.10 each issued, subscribed & paid during the year	48,706,060.00	
	<b>Share capital at the end of the year</b>	<b>102,587,060.00</b>	
	1,02,58,706 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>			
<b>As at 31.03.2017</b>			
		<b>No. of Shares</b>	<b>% of Holding</b>
1	K. KRISHNAM RAJU	2,899,630	28.27
2	MOHAMMED AEJAZ HABEEB	1,279,124	12.47
3	SYED AMEER BASHA PASPALA	1,161,800	11.33
4	K. SARADA VIJAYA KUMARI	865,690	8.44
5	K. NIRUSHA	1,029,200	10.03
6	P. PARVATHI	393,586	3.84
7	ARUN KUMAR BHANGADIA (PUBLIC)	826,800	8.06
		<b>2,899,630</b>	<b>82.43</b>
<i>No of shares allotted as fully paid up pursuant to contract without payment being received in cash.</i>			
For the Year Ended March, 2017 - 4870606 Equity Shares			
For the Year Ended March, 2016 - NIL			
For the Year Ended March, 2015 - NIL			
For the Year Ended March, 2014 - NIL			
For the Year Ended March, 2013 - NIL			
<b>2.2</b>	<b>RESERVES AND SURPLUS</b>		
			As at 31.03.2017
	Deficit in Statement of Profit and Loss		
	Opening balance of deficit		(15,810,010.93)
	Profit/(Loss) for the year		(7,768,673.84)
	<b>Closing balance of Deficit</b>		<b>(23,578,684.77)</b>



Note No.	NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017	
<b>2.3</b>	<b>LONG-TERM BORROWINGS</b>	
		<b>As at 31.03.2017</b>
	<b>Unsecured</b>	
a)	Loans from related parties	
	From Directors	65,009,985.00
		<b>65,009,985.00</b>
<b>2.4</b>	<b>LONG TERM PROVISIONS</b>	
		<b>As at 31.03.2017</b>
a)	Provision for employee benefits	281,400.00
		<b>281,400.00</b>
<b>2.5</b>	<b>TRADE PAYABLES</b>	
		<b>As at 31.03.2017</b>
	<i>Others</i>	
	Trade Paybles	433,215.00
		<b>433,215.00</b>
<b>2.6</b>	<b>OTHER CURRENT LIABILITIES</b>	
		<b>As at 31.03.2017</b>
	<i>Other Payables</i>	
	Audit Fees Payable	30,000.00
	TDS Payable	371,000.00
	VAT Payable	627.00
	Salaries & Wages Payable	179,050.00
	Internal Audit Fees Payable	8,000.00
	Statutory dues payable	140,945.00
	Other payables	5,391,968.00
	<b><i>Dues to Directors</i></b>	
	Director's Remuneration Payable	429,000.00
	<b>Total</b>	<b>6,550,590.00</b>

## Consolidated Fixed Assets Schedule

## Note No. 2.7 Fixed Assets - Tangible Assets

	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As on 01.04.2016	Additions	Deletions	As on 31.03.2017	Up to 31.03.2016	For the year 2016-17	Deletions 2016-17	Up to 31.03.2017	As on 31.03.2017	As on 31.03.2016
Lab Equipments	8,942,338.00	-	-	8,942,338.00	3,463,147.00	1,115,366.00	-	4,578,513.00	4,363,825.00	5,479,191.00
Furniture & Fixture	540,815.00	-	-	540,815.00	268,216.00	63,681.00	-	331,897.00	208,918.00	272,599.00
Office Equipments	335,939.00	-	-	335,939.00	293,873.00	42,066.00	-	335,939.00	-	42,066.00
Computers	690,649.00	-	-	690,649.00	597,476.00	33,467.00	-	630,943.00	59,706.00	93,173.00
Total	1,026,588.00	-	-	1,026,588.00	891,349.00	75,533.00	-	966,882.00	4,632,449.00	135,239.00
Previous Year	9,716,241.00	793,500.00	-	10,509,741.00	3,467,902.00	1,154,810.00	-	4,622,712.00	5,887,029.00	6,248,339.00

## Note No.2.7 Intangible Assets

Particulars	Amount
Product Development	148,547,731.00
	148,547,731.00

Depreciation accounted in P&amp;L a/c except Lab Equipments 139,214.00

Note : Depreciation on Lab Equipments amounting to Rs.1115366/- (Previous Year Rs.10,67,476/-) Included in Intangible Assets Under Development

Note No.	NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017	
<b>2.8</b>	<b>Non Current Investments</b>	<b>As at 31.03.2017</b>
	<i>Investment in Shares</i>	
	Krisani Innovations Private Limited	75,000.00
	<b>Total</b>	<b>75,000.00</b>
<b>2.9</b>	<b>LONG-TERM LOANS AND ADVANCES</b>	<b>As at 31.03.2017</b>
	<i>Security Deposits - unsecured and considered good</i>	
	<i>Other Loans and advances- unsecured and considered good</i>	
	Mayank Agarwal	3,000,000.00
	<b>Total</b>	<b>3,000,000.00</b>
<b>3.1</b>	<b>TRADE RECEIVABLES</b>	<b>As at 31.03.2017</b>
	<b>Trade Receivables (unsecured)</b>	
	<i>Outstanding for a period exceeding six months</i>	-
	Unsecured and considered good	32,299,089.00
	<i>Outstanding for a period not exceeding six months</i>	446,383.00
	<b>Total</b>	<b>32,745,472.00</b>
<b>3.2</b>	<b>CASH AND CASH EQUIVALENTS</b>	<b>As at 31.03.2017</b>
	<b>Balance with Banks:</b>	
	Laxmivilas Bank	44,960.00
	HDFC Bank Hyderabad	159,326.49
	Current Accounts	34,328.00
	Cash on Hand	14,432.47
		<b>253,046.96</b>
<b>3.3</b>	<b>SHORT TERM LOANS &amp; ADVANCES</b>	<b>As at 31.03.2017</b>
	MAT Credit Entitlement	206,409.00
	TDS for the AY 2016-17	16,552.00
		<b>222,961.00</b>

Note No.	NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017	
<b>3.4</b>	<b>Revenue from Operations</b>	
		<b>As at 31.03.2017</b>
	Sale of Papers	12,808,463.66
		<b>12,808,463.66</b>
<b>3.5</b>	<b>OTHER INCOME</b>	
		<b>As at 31.03.2017</b>
	<i>Other Non-Operating Income</i>	
	Interest Received from V L Paper Ltd	135,122.00
		<b>135,122.00</b>
<b>3.6</b>	<b>COST OF GOODS SOLD</b>	
		<b>As at 31.03.2017</b>
	<i>Opening Stock</i>	
	Add: Purchases	12,429,826.20
	Less: Closing Stock	
		<b>12,429,826.20</b>
<b>3.7</b>	<b>EMPLOYEE COST</b>	
		<b>As at 31.03.2017</b>
	Salary to Staff	2,176,180.00
	Workmen & Staff Welfare Expenses	35,266.00
	Director Remuneration	1,200,000.00
		<b>3,411,446.00</b>
<b>3.8</b>	<b>OPERATIVE SALES, ADMINISTRATIVE &amp; OTHER EXPENDITURES</b>	
		<b>As at 31.03.2017</b>
	<b><u>Administrative Expenses</u></b>	
	Advertisement Expenditures	108,421.00
	Bank Charges	4,705.01
	Communication Expenses	110,394.00
	Consultancy Charges	23,000.00
	Computer Maintenance & Trade Licence Fees	3,363.00
	Electricity expenses	93,055.00
	Seminar & Membership Expenses	59,766.00
	Postage & Telephone charges	83,464.00
	Printing & Stationery	58,324.93
	Rates and Taxes	44,793.00
	Repairs & Maintenance	24,650.00
	Legal Consultation Services	10,250.00
	Rent Paid	370,000.00
	Annual Custody Fees	329,956.00
	Listing Processing & Annual Listing Fees	332,350.00
	Register & Transfer Fees	96,902.00
	Board meeting expenses	61,000.00
	Professional fees	141,858.00
	Travelling expenses	129,500.00
	ROC Fee	630,000.00
	Misc. Expenses	57,132.63
	For Audit Fees	38,625.00
		<b>2,811,509.57</b>

Note No.	NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017	
	<b>DEFERRED TAX ASSETS (NET)</b>	
	<b>a. Current Tax:</b>	
	Current Income Tax is measured at the amount expected to be paid to the Tax Authorities in accordance with Indian Income Tax Act 1961. Deferred Income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.	
	<b>b. Deferred tax:</b>	
	A deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount of timing difference. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on enacted or substantively enacted regulations. Deferred Tax assets in a situation where unabsorbed depreciation and carry forward business loss exists, are recognized only if there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realized.	
	<b>Balance as at 01/04/2017</b>	
	<b>Deferred Tax Liabilities</b>	
	Difference between book depreciation and tax depreciation	273,531.00
	Carry forward losses	(2,846,885.00)
	Others	(436,083.00)
	<b>Net Deferred Tax (Assets)/ Liability</b>	<b>(3,009,437.00)</b>
	<b>LESS: Net Deferred Tax (Asset)/Liability at the beginning of the year</b>	<b>(10,238,023.00)</b>
	<b>Net incremental (Asset)/Liability</b>	<b>(7,228,586.00)</b>
	Deferred Tax assets and deferred tax liabilities have been offset wherever the company has legally enforceable right to set off current tax against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by same authority.	
	Note : 1) The deferred tax asset/liability recognised is of Krisani Bio Sciences Private Limited (subsidiary company)	
	During the year there has been change in the shareholding pattern of the subsidiary company for more than 50%, Hence the losses before that change cannot be carried forward as per the provisions of the Income Tax Act 1961.	
	<b>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 31.03.2017</b>	
<b>4.1</b>	<b>EPS – Basic</b>	
	Net Profit (Loss)	(13,076,996.11)
	Appropriations	-
	Net Profit (Loss) Attributable to Share Holders as at 31st March (Numerator)	(13,076,996.11)
	No of Shares outstanding at the beginning of the year	5,388,100.00
	No of Shares outstanding at the end of the year	10,258,706.00
	Adjusted Weighted average number of equity shares of Face Value Rs.100 each (Denominator)	2,780,623.17
	Nominal Value of Ordinary Shares	10.00
	<b>Computation of EPS - Basic (in Rs)</b>	<b>(4.70)</b>

Note No.	NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017		
<b>4.2</b>	<b>EPS – Diluted</b>		
	Net Profit (Loss) Attributable to Share Holders as at 31st March of Face Value Rs.10 each (Numerator)		(13,076,996.11)
	Adjusted Weighted average number of equity shares		2,780,623.17
	Total Weighted average number of equity shares for Diluted EPS (Denominator)		2,780,623.17
	Nominal Value of Ordinary Shares		10.00
	<b>Computation of EPS - Diluted (in Rs)</b>		<b>(4.70)</b>
<b>4.3</b>	<b>Disclosure on Specified Bank Notes (SBN"s)</b>		
	The details of Specified Bank Notes (SBN) held and transacted during the period from 8 November 2016 to 30 December 2016 as per the notification S.O. 3407(E) of the Ministry of Finance, dated 8 November 2016 are as below:		
	For Holding Company		
	<b>Particulars</b>	<b>SBNs*</b>	<b>Other</b>
	<b>Total</b>		
	Closing cash in hand as on	175,000.00	67,386
	(+) Permitted receipts	-	25,000
	(-) Permitted payments	-	(17,718)
	(-) Amount deposited in Banks	175,000.00	(20,000)
	Closing cash in hand as on	-	54,668
			54,668
	For Subsidiary Company		
	<b>Particulars</b>	<b>SBNs*</b>	<b>Other</b>
	<b>Total</b>		
	Closing cash in hand as on	-	12,917
	(+) Permitted receipts	-	88,000
	(-) Permitted payments	-	(91,390)
	(-) Amount deposited in Banks	-	-
	Closing cash in hand as on	-	9,527
			9,527
	For the purpose of this disclosure the term 'SBN' should have the same meaning as provided in the notification S.O. 3407(E) of the Ministry of Finance, dated 8 November 2016.		
	As per my report of even date		
	<b>For N.M. Khatavkar &amp; Co.,</b>	<b>For &amp; On behalf of the Board</b>	
	<b>Chartered Accountant</b>	<b>PC Products India Limited</b>	
	<b>Firm Regd No.007939S</b>		
	<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
	<b>N. M. Khatavkar</b>	<b>K. Krishnam Raju</b>	<b>Syed Ameer Basha Paspala</b>
	<b>Membership Number: 206569</b>	<b>Whole-time Director</b>	<b>Director</b>
		<b>&amp; Chairman</b>	
		<b>DIN 00874650</b>	<b>DIN 07585133</b>
	<b>Place: Hubli</b>	<b>Sd/-</b>	
	<b>Date: 27th May, 2017</b>	<b>Pooja Jain</b>	
		<b>Company Secretary</b>	

**Auditor's Certificate**

We have examined the above Standalone and Consolidated Cash Flow Statements of PC Products India Limited for the Year Ended 31<sup>st</sup> March 2017, 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 Statements are in accordance with the requirements of Regulation 34 (2)(c) and 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For N.M. Khatavkar & Co  
Chartered Accountants**

**Sd/-  
N M Khatavkar  
Proprietor  
Membership number: 206569  
Firm Regd No. 007939S**

**Place: Hubli  
Date: 27<sup>th</sup> May, 2017**

## NOTICE

NOTICE is hereby given that the 21<sup>st</sup> Annual General Meeting of the Shareholders of PC Products India Limited will be held on Wednesday, the 27<sup>th</sup> September, 2017 at 10.30 AM at Registered Office of the Company at 2-5-36/CLRD/1, Survey No. 36, Chintalmet X Roads, Upperpally, Rajendra Nagar Mandal, Hyderabad – 500 048, Telangana State, India to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year 2016-17 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. K. Krishnam Raju (DIN 00874650), 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, 142 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 upon recommendation of Audit Committee.

### SPECIAL BUSINESS

#### **4. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution with or without modifications as **Special Resolution**:

**RESOLVED THAT** pursuant to Section 13, 61 and 64 of the Companies Act, 2013 and other applicable provisions (including any amendment thereto or re-enactment thereof), if any and the Rules made framed there under, the Authorized Share Capital of the Company be and is hereby increased from INR 13,00,00,000/- (Rupees Thirteen Crores only) divided into 1,30,00,000 (One Crores and Thirty Lakhs only) each to INR 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crores and Sixty Lakhs only) Equity Shares of INR 10/- (Rupees Ten only) each.



**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and instead thereof the following as New Clause V:

V. The Authorized Capital of the Company is INR 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,30,00,000 (One Crore Sixty Lakhs only) Equity Shares of INR 10/- (Ten only) each with a power to increase or reduce the capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as they may for the time being be provided by the Articles of Association of the Company.

**RESOLVED FURTHER THAT** Mr. K. Krishnam Raju, Executive Chairman (DIN 00874650), be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.

#### **5. ISSUE OF EQUITY SHARES AND CONVERTIBLE EQUITY SHARE WARRANTS ON PREFERENTIAL BASIS TO PROMOTERS AND NON-PROMOTERS**

To consider and, if thought fit, to pass the following resolution with or without modifications as **Special Resolution**:

**RESOLVED THAT** in accordance with:

- a) the provisions of the Companies Act 2013, including Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force),
- b) the relevant provisions of Memorandum and Articles of Association of the Company,
- c) the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2017 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force),
- d) the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force),
- e) the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended and as may be applicable to the preferential issue of Equity shares,
- f) other applicable rules, regulations, statutes, notifications, clarifications and/or guidelines, if any, of SEBI, RBI, Government of India, Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry (Foreign Investment Promotion Board/ Secretariat for Industrial Assistance) and such other authorities as may be applicable;

*and subject to*

- g) the requisite approvals, consents, permissions or sanctions (if any), as may be required to be obtained from any banks or financial institutions or any regulatory authority, wherever necessary,

- h) the provisions of Foreign Exchange Management Act, 1999, as amended including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 as amended from time to time,
- i) further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the statutory or regulatory authorities including the BSE Limited which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to accept,
- j) subject to such conditions and modifications as may be considered appropriate by the Board;

**the Consent of the Members be and is hereby accorded to the Board**, to create, offer, issue, and allot in one or more tranches up to 8,00,000 Equity Shares to Non-Promoters and 37,50,000 Convertible Warrants to Promoters and Non-Promoters (whose names shall be recorded by the company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) and the warrants shall be convertible into equal number of Equity Shares with in a period not exceeding 18 months from the date of allotment of warrants, as mentioned in the explanatory statement, at an issue price of **INR 20/-** per equity share or convertible warrant (which includes a premium of **INR 10/-** per share) determined in accordance with the preferential issue guidelines given in chapter VII of SEBI (ICDR) Regulations 2009 and subsequent amendments thereto.

**The Relevant Date for the purpose of calculating the price of Equity Shares to be issued in terms thereof shall be Monday, 28<sup>th</sup> August, 2017; being the date 30 days prior to the date of 21<sup>st</sup> Annual General Meeting.**

**RESOLVED THAT** the new equity shares issued and resultant equity shares shall rank pari-passu with the existing Equity of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.

**RESOLVED FURTHER THAT** the aforesaid equity shares/convertible warrants allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 and any amendment thereto from time to time.

**RESOLVED FURTHER THAT** the aforesaid warrants shall be in accordance with the following terms and conditions:

- A warrant by itself shall not give to a warrant holder thereof, any rights of the shareholder of the company.
- In the event, the equity shares of the company are either sub-divided or consolidated before the conversion of the warrants into equity shares of the company, then the face value, the number of equity shares to be acquired on conversion of the warrants and the warrant issue price shall automatically stand adjusted in the same proportion, as the present value of the equity shares of the company bears, to the newly sub-divided / consolidated equity shares without affecting any right or obligation of the said warrant holders: and

- In the event the company's equity capital is affected or changed due to any other corporate actions such as a merger, demerger, consolidation of business, or other reorganization of the company, tender offer for equity shares of sale of undertaking, necessary adjustments with respect to the terms of the aforesaid warrants shall be made by the company and such other action as may be deemed necessary or appropriate by the Board shall be taken to reflect such corporate actions, including but without limitation, suitable adjustment of the warrant issue price, subject to necessary approvals.

**RESOLVED FURTHER THAT** the Company does apply for listing of the new equity shares/resultant equity shares and does make an application to the Depositories for admission of the said new equity shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the preferential issue, the Whole-time Director and Company Secretary of the Company be and are hereby authorized severally on behalf of the Company, to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the securities and utilization of the issue proceeds as they may in their absolute discretion deem fit, including but not limited to seeking listing of the Issue Shares on the relevant stock exchange as appropriate, opening bank accounts on behalf of the Company, making, amending and finalizing all applications for any approvals, consents or permissions as may be considered necessary, proper and expedient, making disclosures to the stock exchange where the securities of the Company are listed, including sub-delegating the above powers any committee of the Board, any other director or officer of the Company, to the extent deemed necessary and expedient, to form a Committee and /or delegate all or any of their powers to any committee of directors (including any officer(s) of the Company) and are authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary or desirable for such purpose in the best interest of the Company to give effect to the aforesaid resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

#### **6. GRANT OF OPTIONS TO THE EMPLOYEES OF THE COMPANY UNDER PC PRODUCTS INDIA LIMITED - EMPLOYEE STOCK OPTION PLAN 2017 (PCPROD ESOP SCHEME 2017)**

To consider and, if thought fit, to pass the following resolution with or without modifications as a **Special Resolution**:

**RESOLVED THAT** in accordance with:

- a) The Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014,
- b) the relevant provisions of Memorandum and Articles of Association of the Company,
- c) the relevant regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations"), issued by the Securities and Exchange Board of India ("SEBI")

*and subject to*

- d) such other approvals, permissions and sanctions as may be necessary from time to time and
- e) such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any Committee, including the Nomination and Remuneration /Compensation Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution),

**the Consent of the Members be and is hereby accorded under PCPROD ESOP Scheme 2017 to the Board** to create, offer and grant from time to time such number of options, to the permanent employees including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India, as may be decided solely by the Board under the Plan, exercisable into not more than **2,50,000 Options**, each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up Equity Share in the Company, of face value of INR 10/- each, directly by the Company and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the PCPROD ESOP Scheme 2017 and in due compliance with the applicable laws and regulations in force.

**RESOLVED FURTHER THAT** the options or equity shares shall be allotted in accordance with the Scheme directly to eligible employees of PC Products India Limited.

**RESOLVED FURTHER THAT** the Board and/ Committee be and is hereby authorized to formulate, evolve, decide upon and bring into effect the Scheme on such terms and conditions as contained in the Explanatory Statement to this item in the notice and to make any modification(s), change(s), variation(s), alternation(s) or revision(s) in the terms and conditions of Scheme from time to time including but not limited to, amendment(s) with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the Plan.

**RESOLVED FURTHER THAT** any new equity shares to be issued and allotted as aforesaid shall rank pari-pasu inter se with the then existing equity shares of the Company in all respects including payment of dividend.

**RESOLVED FURTHER THAT** in case PC Products India Limited's equity share capital or its valuation is affected due to any corporate action like issue of bonus shares/rights issue, stock split, merger, restructuring or any such event happening subsequent to the grant of option, the Board / Nomination & Remuneration Committee shall have the discretion to make appropriate amendments to the scheme, including changes in the number of options, the Exercise Price or floating a new Scheme / extending the applications of the existing scheme or any other fair and just mechanism including acceleration of Option, if deemed necessary, in accordance with Law, as deems fit, while striving to ensure that the rights of the employees are not adversely affected.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB regulations) and any other applicable laws and regulations to the extent relevant and applicable to the **PCPROD ESOP Scheme 2017**.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted under **PCPROD ESOP Scheme 2017** on the Stock Exchanges where the shares of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Guidelines and other applicable laws and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/ Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper including to appoint Merchant Bankers, Solicitors, Registrars and other advisors, Consultants or Representatives, being incidental to the effective implementation and administration of **PCPROD ESOP Scheme 2017** and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this resolution.

#### **7. PC PRODUCTS INDIA LIMITED - EMPLOYEE STOCK OPTION PLAN 2017 (PCPROD ESOP SCHEME 2017) TO THE EMPLOYEES OF SUBSIDIARY COMPANIES**

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

**RESOLVED THAT** in accordance with:

- a) The Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014,
- b) the relevant provisions of Memorandum and Articles of Association of the Company,
- c) the relevant regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations"), issued by the Securities and Exchange Board of India ("SEBI")

*and subject to*

- d) such other approvals, permissions and sanctions as may be necessary from time to time and
- e) such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to

include any Committee, including the Nomination and Remuneration /Compensation Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution),

**the Consent of the Members be and is hereby accorded under PCPROD ESOP Scheme 2017 to the Board** to extend the benefits of the **PCPROD ESOP Scheme 2017** referred to in the Resolution No.5 in this Notice and duly passed at this meeting, also to such permanent employees (including joining employees) of the subsidiary companies including future step down subsidiary companies whether working in India or out of India and directors of the company whether whole-time directors or otherwise excluding Independent Directors, as may be decided by the Board and / or Committee or such other persons, as may from time to time, be allowed under prevailing laws and regulations on such terms and conditions at such price as may be decided by the Board and/or Committee.

**RESOLVED FURTHER THAT** in case PC Products India Limited's equity share capital or its valuation is affected due to any corporate action like issue of bonus shares/rights issue, stock split, merger, restructuring or any such event happening subsequent to the Grant of option, the Board / Compensation Committee shall have the discretion to make appropriate amendments to the scheme, including changes in the number of options, the Exercise Price or floating a new Scheme / extending the applications of the existing scheme or any other fair and just mechanism including acceleration of Option, if deemed necessary, in accordance with Law, as deems fit, while striving to ensure that the rights of the employees are not adversely affected.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/ Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**8. ALLOTMENT OF EQUITY SHARES EXCEEDING 1% OF THE PAID UP CAPITAL UNDER PC PRODUCTS INDIA LIMITED - EMPLOYEE STOCK OPTION PLAN 2017 (PCPROD ESOP SCHEME 2017)**

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

**RESOLVED THAT** in accordance with:

- a) The Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014,
- b) the relevant provisions of Memorandum and Articles of Association of the Company,

- c) the relevant regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations"), issued by the Securities and Exchange Board of India ("SEBI")

*and subject to*

- d) such other approvals, permissions and sanctions as may be necessary from time to time and  
e) such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any Committee, including the Nomination and Remuneration / Compensation Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution),

**the Consent of the Members be and is hereby accorded under PCPROD ESOP Scheme 2017 to the Board** to grant, offer and issue of options or equity shares equal to or exceeding 1% of the paid up capital including outstanding warrants and conversions) of the Company, in one or more tranches, the benefits of the Employees Stock Option Scheme-2016 referred to in the Resolutions No. 5 & 6 in this notice and duly passed at this meeting, to such key permanent employees (including joining employees) of the Company as may be identified by the Compensation Committee / Nomination and Remuneration Committee for their outstanding performance / contribution at the time of grant of options whether working in India or out of India and Directors of the company whether whole-time directors or otherwise (hereinafter collectively as the "Employees"), options exercisable by the Employees under a plan titled **PCPROD ESOP Scheme 2017**, as may from time to time, be allowed under prevailing laws and regulations on such terms and conditions as may be decided by the Board (hereinafter referred to as "the scheme") the salient features of which are detailed in the explanatory statement.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

## 9. MASTER COLLABORATIVE AGREEMENTS WITH SUBSIDIARY OF COMPANY TO FURTHER DEVELOP THEIR MOLECULES

To consider and, if thought fit, to pass the following resolution with or without modifications as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013, Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the **Consent of the Members be and is hereby accorded to the Board of Directors** for Master Collaborative Agreements entered or to be entered by the Company with its Subsidiary Krisani Bio Sciences Private Limited (being a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013) for further development of their MOLECULE KB-LS-001: CYSTEAMINE DERIVATIVES AND THEIR USE IN THE TREATMENT OF NASH PRODUCT AND MOLECULE KB-HD-01: COMPOUND AND COMPOSITION AND THEIR USES FOR WILSON'S DISEASE; until the Commercial Stage and later to Out-License/Out-right Sale or other appropriate model to the Strategic Investors or Multi Pharma Companies on revenue sharing basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company.

## 10. MASTER COLLABORATIVE AGREEMENTS WITH CENTRE FOR LIVER RESEARCH AND DIAGNOSTICS (CLRD) TO ENTER INTO THE VARIOUS AREAS OF HEALTH CARE SECTOR

To consider and, if thought fit, to pass the following resolution with or without modifications as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the **Consent of the Members be and is hereby accorded to the Board of Directors** for Master Collaborative Agreements entered or to be entered by the Company with Centre for Liver Research and Diagnostics (CLRD) (being a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013) for entering into the following areas of Health Care:

- Consultancy Division in the name of ORIGIN HOSPITALS
- Diagnostics and Bio Lab
- Pharmacy
- Stem Cell – Lab, Research & Therapy
- R&D in Bio technology
- New Drug Discovery including New Molecular Entity (NME – Pro Drug)



- Clinical Research Organization (CRO) related activities
- Academic Services like Courses / Lectures / Seminars on Biotechnology, Pharma, Stem Cell Research and therapy, Clinical Research and animal studies etc.
- Nutraceuticals product development
- Trading, exporting and importing of medicinal drugs, chemicals, re-agents etc.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company.

#### 11. ACQUIRING / OCCUPYING CERTAIN PROPERTIES ON LEASE BY THE COMPANY

To consider and, if thought fit, to pass the following resolution with or without modifications as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the **Consent of the Members be and is hereby accorded to the Board of Directors** for taking the following properties on lease from Mr. K. Krishnam Raju and his relatives (being a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013) and the rent payable shall be lower than the market value w.e.f Wednesday, 23<sup>rd</sup> August, 2017.

- Company's Corporate Office at #Villa No. 11, Phase 1, Vasudeva Bloomfield Elation, Near Delhi Public School, Khajaguda, Nanakramguda, Hyderabad – 500008, Telangana and
- Sample Collection Center relating to Diagnostics at #6-3-354/13, Flat No. B2, Suryateja Apartements, Hindi Nagar, Punjagutta, Hyderabad – 500034, Telangana.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company.

## 12. PAYMENT OF FEES IN PROFESSIONAL CAPACITY TO PROMOTER NON EXECUTIVE DIRECTORS OF THE COMPANY

To consider and, if thought fit, to pass the following resolution with or without modifications as a **Special Resolution**:

**RESOLVED THAT** pursuant to the Section 188 read with Section 197 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the **Consent of the Members be and is hereby accorded to the Board of Directors** for payment of fees in professional capacity to the Promoter Non-Executive Directors of the Company – Dr. Mohammed Aejez Habeeb and Dr. Ameer Basha Paspala (being related parties) towards services rendered in professional capacity at ORIGIN HOSPITALS and Other Divisions.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company.

## 13. CHANGE OF NAME OF THE COMPANY AND SUBSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION & ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution with or without modifications as a **Special Resolution**:

**RESOLVED THAT** pursuant to Section 13 and other applicable provisions of Companies Act, 2013, if any, along with rules made thereunder and subject to the availability of Name; **the Consent of the Members be and is hereby accorded to the Board of Directors for changing the Name of the Company from PC PRODUCTS INDIA LIMITED to DR HABEEBULLAH LIFE SCIENCES LIMITED** or such other name as may be approved by the Registrar of Companies, Andhra Pradesh & Telangana in this behalf.

**RESOLVED FURTHER THAT** Clause I in the Memorandum of Association be and is hereby altered by substituting the same with the following:-

**THE NAME OF THE COMPANY IS DR HABEEBULLAH LIFE SCIENCES LIMITED**

**RESOLVED FURTHER THAT** pursuant to Section 14 of the Companies Act, 2013, the Articles of Association be altered in the following manner:-

The Name of the Company be and is hereby changed from **PC PRODUCTS INDIA LIMITED** to **DR HABEEBULLAH LIFE SCIENCES LIMITED** in the Articles of Association.

**RESOLVED FURTHER THAT** Mr. K. Krishnam Raju, Executive Chairman (DIN 00874650), be and is hereby authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for purpose of giving effect to the aforesaid resolution.

**For and on Behalf of the Board of Directors**

Hyderabad  
23<sup>rd</sup> August, 2017

Sd/-  
K. Krishnam Raju  
Executive Chairman (DIN 00874650)

## 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 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 proxy for any other person or shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
3. In terms Articles of Association of the Company and pursuant to Companies Act, 2013, Mr. K. Krishnam Raju, Whole - time Director (DIN [00874650](#)) of the Company retire by rotation at the ensuing 21<sup>st</sup> Annual General Meeting and being eligible offers himself for re-appointment. Information about such Directors as stipulated under SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2, is contained in the statement annexed hereto. The Board of Directors of the Company recommends the re-appointment of Mr. K. Krishnam Raju, Whole - time Director (DIN [00874650](#)).
4. **The Register of Members and Share Transfer Books of the Company in respect of Equity Shares will remain closed from Thursday, 21<sup>st</sup> September, 2017 to Wednesday, 27<sup>th</sup> September, 2017 (both days inclusive).**
5. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting along with the copy of the Annual Report. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in 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.
6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number(s) in the Attendance Slip for attending the meeting.

7. Members are requested to notify change of address, if any, with pin code to the Company or to its Registrar and Share Transfer Agent quoting reference of their folio number and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
8. The Company has designated an exclusive email ID [pcproductsindia@gmail.com](mailto:pcproductsindia@gmail.com) which would enable the investors/ shareholders to post their grievances, if any, by quoting their Registered Folio Number, Client ID, and Number of shares. However, it may be noted that the Company would not respond to any kind of malicious allegations made by the shareholders with ulterior motives. Members intending to seek clarifications at the Annual General Meeting concerning the accounts and any aspect of operations of the Company are requested to send their questions in writing to the Investor Relations Department so as to reach the Company at least 7 days in advance before the date of the Annual General Meeting, specifying the point(s).
9. Securities and Exchange Board of India (SEBI) has issued a circular clarifying that it shall be mandatory for the transferee(s) to furnish copy of Permanent Account Number (PAN) card to the Company/Registrar and Transfer Agent of the Company for registration of transfer of shares in the physical mode. Members may please take a note of the same.
10. All relevant documents referred in the Notice shall be open for inspection by the members at the Registered office of the Company during the normal business hours (10.00 A.M to 6.00 P.M) on all working days (except Saturdays) upto the date of AGM of the Company and shall also be available at the meeting.
11. A Route Map showing direction to reach the venue of 21<sup>st</sup> Annual General Meeting is given in the Annual Report as per the requirement of the Secretarial Standard – 2 on General Meeting.
12. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. Further pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, companies can serve Annual Report and other communications through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. **Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, Venture Capital & Corporate Investments Private Limited; 12-10-167, Bharat Nagar, Hyderabad – 500018, Telangana**, in case, a Member wishes to receive a physical copy of the said documents, such Member is requested to send an e-mail duly quoting his DP ID and Client ID or the Folio number, as the case may be, to [pcproductsindia@gmail.com](mailto:pcproductsindia@gmail.com). The Members may also note that the said notice & Reports are also being uploaded on the website of the Company at [www.pcprouductslimited.com](http://www.pcprouductslimited.com).

13. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company/Registrar and Transfer Agent.
15. **Notice of the 21<sup>st</sup> Annual General Meeting will be sent to all the Members electronically whose E-mail addresses are registered and Hard copies to members whose E-mail addresses are not registered on or before Friday, 01<sup>st</sup> September, 2017, whose names appear in the Register of Members as on Friday, 25<sup>th</sup> August, 2017 (Cut-Off date).**

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

In compliance with provisions of section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members with a facility to exercise their right to vote at the 21<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.

Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate e-voting. The detailed process, instructions and manner for availing e-Voting facility is annexed to the Notice.

**The Members whose names appear in the Register of Members as on Wednesday, 20<sup>th</sup> September, 2017 (cut-off date), are entitled to Vote (E-Voting) on the resolutions set forth in this Notice.**

**The E-Voting period will commence on Sunday, 24<sup>th</sup> September, 2017 (09:00 hrs) and will end on Tuesday, 26<sup>th</sup> September, 2017 (17:00 hrs).**

The Company has appointed **Mr. S. Sarveswar Reddy, Practicing Company Secretaries 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.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting, then you can use your existing User ID and password for casting your vote.

The facility for voting through poll paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e – voting shall be able to exercise their right at the meeting.

Members who have cast their vote by remote e-voting prior to the AGM may also attend AGM but shall not be entitled to cast their vote again.

Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.

The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.pcproductslimited.com](http://www.pcproductslimited.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, MSEI Limited and ASE Limited, where the equity shares of the Company are listed.

The resolutions listed in the Notice of the AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.

## PROCEDURE FOR E-VOTING

- (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 letter. Eg. If your name is 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).

**Contact details for queries relating to E-Voting:**

Mr. Mehboob Lakhani, Assistant Manager  
Address: 16th Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai – 400001.  
Email ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)  
Phone number: 18002005533

**For and on Behalf of the Board of Directors**

**Hyderabad  
23<sup>rd</sup> August, 2017**

**Sd/-  
K. Krishnam Raju  
Executive Chairman (DIN 00874650)**

**ANNEXURE TO NOTICE**

Additional Information on Directors seeking appointment/re-appointment in the 21<sup>st</sup> Annual General Meeting (under sub regulation 3 of Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard -2

<b>Name of the Director</b>	Mr. K. Krishnam Raju
<b>DIN</b>	00874650
<b>Date of Birth</b>	01/01/1959
<b>Age</b>	58 Years
<b>Qualification</b>	Fellow Chartered Accountant
<b>Date of first appointment on the Board</b>	Tuesday, 27 <sup>th</sup> December, 2016
<b>Experience</b>	28 Years
<b>Terms and Conditions of Re-appointment along with remuneration to be paid</b>	Same as per the Original Appointment and remuneration of INR 4,00,000/- per month
<b>Remuneration last drawn</b>	INR 12,00,000/- for FY 2016-17 as Whole-time Director
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	NIL
<b>Expertise in Specific Functional Area</b>	Areas of Accounts, Finance, Income Tax and Management Consultancy
<b>No. of Meetings of the Board Attended during the year</b>	2 meetings attended during FY 2016-17
<b>Names of the Companies in which he holds Directorships</b>	Krisani Bio Sciences Private Limited Innovision Life Sciences Private Limited
<b>Names of the Companies in which he holds membership of Committees of the Board</b>	NIL
<b>No. of Shares held in the Company as on 31<sup>st</sup> March, 2017</b>	28,99,630 (28.27% of Paid Up Capital of the Company)

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

**Item No. 4 –**

The present Authorized Share Capital of the Company is INR 13,00,00,000/- (Thirteen Crores) divided into 1,30,00,000 (One Crore Thirty Lacs) Equity Shares of INR 10/- (Ten) each.

The Company is proposing for issue of Equity Shares, Share Warrants, Employee Stock Options etc..

Considering the same, the Board has approved, subject to the Shareholders approval, an Increase in the Authorized Share Capital to INR 16,00,00,000/- (Sixteen Crores) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of INR 10/- (Ten) each.

Pursuant to provisions of Sections 13 and 61 of the Companies Act, 2013, an Increase in Authorized Share Capital and consequent amendments in the Capital Clause of the Memorandum of Association of the Company requires approval of the Members Therefore Approval of the Members is sought in terms of the said sections.

The Board of Directors recommends the above Special Resolution for your approval.

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

**Item No. 5 –**

The Company proposes to issue 8,00,000 Equity Shares and 37,50,000 Share Warrants on Preferential basis to Promoters and Non-Promoters as detailed in the Notice, which has been approved by the Board of Directors of the Company at its meeting held on Wednesday, 23<sup>rd</sup> August, 2017.

For further allotment of Equity Shares and Convertible Equity Share Warrants; the approval of the members by way of Special Resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

**Objects of the Preferential Issue**

To meet the working capital requirements and acquisitions/investments in companies which are in Bio-Pharma sector and other several corporate purposes.

**Terms of Issue of the Equity Shares, if any.**

The Equity Shares allotted in terms of this resolution shall rank pari-passu with existing equity shares of the Company in all respects.

**Relevant Date**

The Relevant Date for the purpose of calculating the price of Equity Shares to be issued in terms thereof shall be Monday, 28<sup>th</sup> August, 2017; being the date 30 days prior to the date of 21<sup>st</sup> Annual General Meeting.

**Change in control, if any, in the Company that would occur consequent to the preferential offer**

There shall be no change in management or control of the Company pursuant to the issue of the equity shares.

**The proposal / intention of the Promoters, Directors or Key Managerial Personnels to subscribe to the Offer**

Dr. Mohammed Aejez Habeeb and Dr. Syed Ameer Basha Paspala, Promoter Directors are subscribers to the Convertible Equity Share Warrants.

**Pricing of Preferential Issue and basis of pricing**

The price of equity shares to be issued is fixed at INR 20/- per equity share of Face Value of INR 10/- each in accordance with the price determined in terms of Regulation 76 of the ICDR Regulations.

The Equity Shares of the Company are listed on BSE Limited, Metropolitan Stock Exchange of India Limited and Ahmedabad Stock Exchange Limited. The Shares are not frequently traded.

As per the Valuation Report made by M/s. M.M. Reddy & Co., Chartered Accountants, the fair value per share stands as on 31<sup>st</sup> March, 2017 at INR 12/-.

Though the shares of the Company are not frequently traded, the Board has considered the computation of issue price in accordance with Regulation 71A of the ICDR Regulations, 2009.

According to which,

- a. Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the stock exchange, during the twenty six weeks preceding the Relevant Date **stands at INR 18.34 per share.**
- b. Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date **stands at INR 19.63 per share.**

After considering both, the Fair Value and Average Weighted Price for 26 weeks & 2 weeks preceding the Relevant Date; the Board has fixed **INR 20/- per share as the Issue Price (INR 10/- Face Value and INR 10/- as Premium), which is higher than the price as mentioned above.**

**Lock in period**

The proposed allotment of the equity shares, shall be subject to a lock-in as per the requirements of ICDR Regulations.

**Identity of the natural persons who are the ultimate beneficial owners of the shares convertible warrants proposed to be allotted and/or who ultimately control; the proposed allottees and percentage or pre and post preferential issue capital that may be held by them**

**List of Allottees –**

S. No.	Name	Equity Shares	Convertible Equity Warrants
<b>PROMOTER CATEGORY</b>			
1	Dr. Mohammed Aejez Habeeb	--	5,00,000
2	Dr. Syed Ameer Basha Paspala	--	5,00,000
<b>PUBLIC CATEGORY</b>			
3	Mr. Kalidhindi Janakirama Raju (NRI)	4,00,000	--
4	Ms. Kalidhindi Rejeswari Harika (US CITIZEN)	4,00,000	--
5	Mr. M. Sarvothama Reddy	--	6,00,000
6	Ms. M. Neela Reddy	--	6,25,000
7	Mr. M. Srinivas Chaitanya	--	3,00,000
8	Ms. M. Prabha Sameera	--	6,00,000
9	Ms. Nikita Korupolu	--	3,00,000
10	Mr. Ravi Mandava	--	1,00,000
11	Mr. Mohan Reddy CV	--	75,000
12	Ms. C. Suguna	--	50,000
13	Ms. Anita Lakkadi	--	1,00,000
<b>TOTAL</b>		<b>8,00,000</b>	<b>37,50,000</b>

## The Pre Issue and Post Issue Shareholding Pattern of the Company

S. No.	Category	Pre Issue Holding		Proposed Issue	Post Issue Holding	
		No. of shares	% of shares		No. of shares	% of Shares
<b>A. Promoter Shareholding</b>						
1	Indian Promoters	76,29,030	74.37	10,00,000	86,29,030	58.27
2	Foreign Promoters	--	--	--	--	--
	<b>Sub-Total (A)</b>	<b>76,29,030</b>	<b>74.37</b>	<b>10,00,000</b>	<b>86,29,030</b>	<b>58.27</b>
<b>B. Public Shareholding</b>						
1	Institutions	--	--	--	--	--
2	Non-Institutions					
(i)	Bodies Corporate	2	0.00	0	2	0.00
(ii)	Individuals	26,29,666	25.63	27,50,000	53,79,666	36.33
(iii)	NRIs	0	0.00	4,00,000	4,00,000	2.70
(iv)	Foreign National	0	0.00	4,00,000	4,00,000	2.70
(v)	Clearing Members	8	0.00	0	8	0.00
	<b>Sub-Total (B)</b>	<b>26,29,676</b>	<b>25.63</b>	<b>35,50,000</b>	<b>61,79,676</b>	<b>41.73</b>
	<b>Grand Total (A+B)</b>	<b>1,02,58,706</b>	<b>100.00</b>	<b>45,50,000</b>	<b>1,48,08,706</b>	<b>100.00</b>

*\*the figures in the shareholding pattern are on the assumption that all the warrants will be subscribed, pursuant to the shareholders resolution and all said warrants will be exercised/ converted into equity shares. However, if any warrants are not issued /allotted and the warrants are not exercised, the figures will change accordingly.*

### Proposed time within which the allotment shall be completed

The allotment of equity shares and convertible equity warrants shall be completed, within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

An amount, as may be decided by the Board of Directors, not being less than 25% of the issue price shall be payable before allotment of the warrants. The convertible warrants would be allotted on the following terms:

a. The holder of warrants will have an option to apply for and be allotted 1 (one) Equity Share of the Company per warrant, any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of convertible warrants, in one or more tranches.

b. Upon receipt of the payment as above, the Board shall allot one Equity Share per Warrant by appropriating INR 10/- towards Equity Share Capital and the balance amount paid against each Warrant, towards the Securities Premium.

c. If the entitlement against the warrants to apply for the Equity Share is not exercised within the period specified, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited.

d. The warrant holder shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other Members of the Company for the time being.

e. The warrants by itself do not give to the holder thereof any rights of the Members of the Company.

### **Holding of shares in demat form, non disposal of shares by the Proposed Allottees and Lock-In period of shares**

The Entire Shareholding of the Proposed Allottees In the Company, if any, is held by them in dematerialized form. The Entire Pre-Preferential Allotment Shareholding of such allottees shall be under lock-in from the relevant date up to a period of Six Months from the date of Trading Approval from all the stock exchanges where the securities of the Company are listed.

The Shareholder who has sold their shares during the six months period prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed shareholders have Permanent Account Number.

### **Approvals**

The Company will take necessary steps to obtain the required approvals from the Stock Exchanges, SEBI, FIPB, RBI or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares/Convertible Equity Share Warrants.

### **Auditors Certificate**

A Certificate from M/s. N.M. Khatavkar & Co., Statutory Auditors of the Company, certifying that the issue of Equity Shares / Convertible Equity Share Warrants is being made in accordance with requirements of ICDR Regulations is available at registered office of the Company up to the date of announcement of the results of the Postal Ballot.

### **Compliances**

The company has complied with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, including Regulation 38 i.e., maintaining a minimum of 25% of the paid up capital in the hands of public.

### **Undertakings**

In terms of SEBI (ICDR) Regulations, 2009 issuer hereby undertakes that:

- a) It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

The Board of Directors, therefore, recommends the resolution for your approval.

Dr. Mohammed Aejaz Habeeb and Dr. Syed Ameer Basha Paspala, being Promoter Directors of the Company are deemed to be concerned or interested in the proposed Resolution.

Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

#### Item No. 6, 7 & 8 –

The main objectives of this scheme is to give employees who are performing well, a certain minimum opportunity to gain from the Company's performance, thereby acting as a retention tool and to attract best talent available in the market. P C Products Employees Stock Option Scheme 2017 (PCPROD ESOP Scheme 2017 or 'the Scheme') will be administered by the Board and/or Nomination & Remuneration Committee of the Board in terms of “**SEBI (Share Based Employee Benefits Regulations 2014)**”

The Board of Directors ('the Board') has identified the need to reward the Employees and the Directors (including the whole-time and Non-Executive Directors but excluding Independent Directors) of your Company and its subsidiaries so as to enable them to participate in the future growth and financial success of your Company and has proposed to offer the eligible Employees an option to acquire the equity shares of your Company under PC Products India Employees Stock Option Scheme 2017. Further fresh Equity Shares are proposed to be issued under PCPROD ESOP Scheme 2017 by the Company and the Scheme will be managed directly by the Nomination and Remuneration Committee.

The complete disclosures for the same are given in this explanatory statement. The Board has accordingly decided to seek the approval of the Members for the same.

The salient features of **PCPROD ESOP Scheme 2017** are as under:

<p><b>Total number of options to be granted</b></p>	<p>Not exceeding <b>2,50,000 (Two Lakhs Fifty Thousand)</b> options would be available for grant to the eligible employees of the Company and eligible employees of the subsidiary company(ies) in aggregate under <b>PCPROD ESOP Scheme 2017</b>, in one or more tranches exercisable in to <b>2,50,000 (Two Lakhs Fifty Thousand)</b> equity shares .</p>
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<p><b>Identification of Classes of Employees entitled to participate in ESOP</b></p>	<p><b>Eligibility for grant of options:</b></p> <ul style="list-style-type: none"> <li>(i) Permanent Employees of the Company / its subsidiaries</li> <li>(ii) Directors of the Company / its subsidiaries</li> </ul> <p><b>Employees not eligible for grant of options:</b></p> <ul style="list-style-type: none"> <li>i. An employee who is a promoter or belongs to the promoter group</li> <li>ii. A director who either by himself or through his relative or through anybody corporate, directly or indirectly holds more than 10 per cent of the outstanding equity shares of the Company at the time of granting of option</li> <li>iii. Independent Directors</li> </ul>
<p><b>Transferability of Employees Stock Options</b></p>	<p>The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option guarantee, the right to exercise all the Options granted to him till such date shall be transferred to his legal heirs or nominees within the period as may be prescribed under PCPROD ESOP Scheme 2017.</p>
<p><b>Requirement of Vesting and Period of Vesting</b></p>	<p>The continuation of the employee in the service of the Company shall be a primary requirement of the vesting. There shall be a minimum period of one year between the date of grant of options and vesting of options. The maximum vesting period shall not exceed five years. The vesting shall happen in one or more tranches as may be decided by the Board.</p> <p>Vested options lapse due to non-exercise and/or unvested options that get cancelled due to resignation/termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re grant such lapsed/cancelled options as per the provisions of PCPROD ESOP Scheme 2017.</p> <p>In the event of death of an employee or if he suffers permanent incapacity while in employment, all the options granted to him till the date of death or permanent incapacity, as the case may be, shall vest with his legal heirs / in him on that date.</p>
<p><b>Maximum period within which the options shall be vested</b></p>	<p>The maximum period within which the options shall be vested would be five years from the date of grant.</p>
<p><b>Exercise Price or Pricing Formula</b></p>	<p>Exercise Price means the price determined by the Nomination and Remuneration Committee from time to time at which the eligible Employees shall be authorized to exercise their Options.</p>

	<p>The Exercise price per Option shall not be less than face value of equity share and shall not exceed market price of the equity share of the Company as on date of grant of Option, which may be decided by the Committee.</p> <p>The Committee can give cashless exercise of Options, if required, to the employees and shall provide necessary procedures and/or mechanism for exercising such Options subject to applicable laws, rules and regulations.</p>
<b>Exercise Period and Process of Exercise</b>	<p>The exercise period shall commence from the date of vesting and will expire not earlier than 5 years from the date of vesting of Options, i.e. where the options are vested in tranches, the 'date of vesting' referred to hereinabove, would be with reference to the actual vesting of the options at each tranche / phase or installment of vesting. The options would be exercisable by submitting the requisite application form / exercise notice to the Company or such other person as the Company may prescribe, subject to conditions for payment of Exercise Price in the manner prescribed by the Board and/or Committee. All the participants in the Scheme shall deliver a written notice of exercise, in the prescribed form, to the Board and/or Committee on or before the expiry of the exercise period.</p>
<b>Route of Scheme Implementation</b>	<p>The Scheme shall be implemented and administered directly by the Company.</p>
<b>Appraisal Process for determining the eligibility of employees for the Scheme</b>	<p>The appraisal process for determining the eligibility of the employee will be specified by the Board and will be based on any or all of the following criteria:</p> <ul style="list-style-type: none"> <li>• Performance of the employee</li> <li>• Position and responsibility of the employee</li> <li>• Present grade and compensation structure of the employee</li> <li>• Exceptional contribution made by the employee</li> <li>• Integrity and behaviour of the employee</li> <li>• Such other parameters as may be decided by the Board</li> <li>• The committee may at its discretion extend the benefits of the ESOP to a new entrant or any existing employee on such other basis as it may deem fit.</li> </ul>
<b>Maximum number of Options / Quantum of benefits to be issued per employee and in aggregate</b>	<p>Maximum number of options to be granted to an eligible employee will be determined by the Compensation Committee/ Nomination and Remuneration Committee on case to case basis in terms of the resolutions passed by the shareholders. Thus, the maximum number of options granted to any one employee / director in a year may exceed 1% of the paid-up capital of the company in aggregate in one financial year as may be determined by the Compensation Committee/Nomination and Remuneration Committee.</p>

<b>Confirmation with the Accounting Policies</b>	The Company shall confirm to the Accounting Policies specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the 'Guidance Note on Accounting for employee share based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein or applicable Accounting Standard as may be prescribed by the ICAI from time to time.
<b>The method the Company shall use to value the options</b>	The company shall follow the intrinsic value method to value the options. The difference between the employee compensation cost computed based on intrinsic value and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Director's Report and also the impact of this difference on profit and on EPS of the Company shall also be disclosed in the Director's Report.

The equity shares allotted pursuant to the exercise of the Options shall be listed on the Stock Exchanges where Company's Equity Shares are listed and necessary applications will be made to those Stock Exchange(s) in this behalf.

As per Regulation 6(1) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('the Regulations'), any Employees Stock Option Scheme must be approved by way of a Special Resolution. Further as the Scheme will entail further shares to be offered to persons other than existing Members of your Company, consent of the Members is required for issue of the equity shares and / or instruments entitling the holder to subscribe to or purchase equity shares, in terms of the provisions of Section 62(1)(b) of the Companies Act, 2013.

Regulation 6(3)(c) of the Regulations requires that a separate special resolution is required to be passed if the benefits of the Scheme are to be extended to eligible employees of the subsidiary companies and for granting of options exceeding 1% of paid up capital of the company. The options to be granted under the Scheme shall not be treated as an offer or invitation made to public for subscription in the securities of the Company.

The Board of Directors, therefore, recommends the resolution for your approval.

Save and except the above, None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are, in any way, concerned or interested in the resolutions, except to the extent of their shareholding in the Company and to the extent of the options / shares that may be offered to them, if any, under the Scheme.

**Item No. 9 –**

The Company has entered Master Collaborative Agreement with Krisani Bio Sciences Private Limited (KBSPL), Subsidiary Company to further develop the Molecule KB-LS-001: CYSTEAMINE DERIVATIVES AND THEIR USE IN THE TREATMENT OF NASH PRODUCT on Saturday, 25<sup>th</sup> March, 2017 and Molecule KB-HD-01: COMPOUND AND COMPOSITION AND THEIR USES FOR WILSON'S DISEASE on Wednesday 23<sup>rd</sup> August, 2017.

Now, PC Products India Limited is to develop this molecule further until the commercial stage and later to Out-License/Out-right Sale or other appropriate model to the Strategic Investors or Multinational Pharma Companies on a revenue share basis.

As the Promoters of the Company are holding major stake and control over the management of its Subsidiary, it is related party transaction as per Section 188 of Companies Act, 2013 and Reg. 23 of SEBI (LODR) Regulations, 2015.

The Board of Directors, therefore, recommends the resolution for your approval.

Mr. K. Krishnam Raju, being Promoter Director of the Company is deemed to be concerned or interested in the proposed Resolution.

Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

**Item No. 10 –**

The management has decided to enter into the following areas of Health Care Sector (as per the Main Objects of the Company) on Saturday, 27<sup>th</sup> May, 2017 and Wednesday, 23<sup>rd</sup> August, 2017 for the development of its operations and business:

- Consultancy Division in the name of ORIGIN HOSPITALS
- Diagnostics and Bio Lab
- Pharmacy
- Stem Cell – Lab, Research & Therapy
- R&D in Bio technology
- New Drug Discovery including New Molecular Entity (NME – Pro Drug)
- Clinical Research Organization (CRO) related activities
- Academic Services like Courses / Lectures / Seminars on Biotechnology, Pharma, Stem Cell Research and therapy, Clinical Research and animal studies etc.
- Nutraceuticals product development
- Trading, exporting and importing of medicinal drugs, chemicals, re-agents etc.

With reference to above, the Company has entered into Collaborative Agreements with Centre for Liver Research and Diagnostics (CLRD) to use the facilities including equipment's on revenue sharing basis to enter into the above businesses as per the acceptable prudent norms.

As the Promoters of the Company are holding major stake and control over the management of Centre for Liver Research and Diagnostics (CLRD), it is and related party transaction as per Section 188 of Companies Act, 2013 and Reg. 23 of SEBI (LODR) Regulations, 2015. The Company also, has already taken Omnibus approval from the Audit Committee for entering into various related party transactions during the FY 17-18 within the limits of Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The Board of Directors, therefore, recommends the resolution for your approval.

Mr. K. Krishnam Raju, Dr. Mohammed Aejaz Habeeb and Dr. Syed Ameer Basha Paspala being Promoter Directors of the Company are deemed to be concerned or interested in the proposed Resolution.

Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

#### **Item No. 11 –**

The Company in order to expand the business has to acquire certain properties on lease for better smooth functioning of its operations, the following properties are proposed to taken on lease by the Company:

- The Company's Corporate Office at #Villa No. 11, Phase 1, Vasudeva Bloomfield Elation, Near Delhi Public School, Khajaguda, Nanakramguda, Hyderabad – 500008, Telangana and
- Sample Collection Center relating to Diagnostics at #6-3-354/13, Flat No. B2, Suryateja Apartements, Hindi Nagar, Punjagutta, Hyderabad – 500034, Telangana.

Both the above sad properties belong to Mr. K. Krishnam Raju and his relatives (being related parties as per the provisions of Companies Act, 2013) required Shareholders approval.

The Board of Directors, therefore, recommends the resolution for your approval.

Mr. K. Krishnam Raju, Promoter Director and Mrs. K. Nirusha, Chief Financial Officer of the Company are deemed to be concerned or interested in the proposed Resolution.

Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

**Item No. 12 –**

Dr. Mohammed Aejaz Habeeb and Dr. Syed Ameer Basha Paspala, being Promoter Non-Executive Directors of the Company are rendering services in professional capacity at ORIGIN HOSPITALS and Other Divisions.

The Company wishes to pay fees for the services rendered by them and the transaction amounts to related party transaction, for which the Company seeks members approval and has also already taken approval from Board of Directors in its meeting held on Wednesday, 23<sup>rd</sup> August, 2017.

The Board of Directors, therefore, recommends the resolution for your approval.

Dr. Mohammed Aejaz Habeeb and Dr. Syed Ameer Basha Paspala, being Promoter Directors of the Company are deemed to be concerned or interested in the proposed Resolution.

Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

**Item No. 13 –**

The Board of Directors of the Company had, at its meeting held on **Wednesday, 23<sup>rd</sup> August, 2017**, resolved that consequent upon the Open Offer and diversification of the business to Bio-Pharmaceutical, the Name of the Company be changed from **PC PRODUCTS INDIA LIMITED** to **DR HABEEBULLAH LIFE SCIENCES LIMITED**.

Accordingly Clause I (Name Clause) in the Memorandum of Association and Name Clause of Articles of Association of the Company is to be altered by substituting the same with a Clause as set out in the Notice for approval of the Shareholders of the Company. The Name Change does not change the legal status or Constitution of the Company.

The Board of Directors, therefore, recommends the resolution for your approval.

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

Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

**For and on Behalf of the Board of Directors**

Hyderabad  
23<sup>rd</sup> August, 2017

Sd/-  
K. Krishnam Raju  
Executive Chairman (DIN 00874650)



# PC PRODUCTS INDIA LIMITED

**Registered. Office :** 2-5-36/CLRD/1, Survey No. 36, Chintalmet X Roads, Upperpally, Rajendra Nagar Mandal, Hyderabad - 500 004. Telangana, India  
**Website:** www.pcproductslimited.com **Email :** pcproductsindia@gmail.com  
**CIN No :** L85110TG1996PLC099198 ☎ :+91 - 90300 57370, 040 2970 3333

## 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]**

<b>Name of the Company</b>	PC Products India Limited
<b>Registered office</b>	2-5-36/CLRD/1, Survey No. 36, Chintalmet X Roads, Upperpally, Rajendra Nagar Mandal, Hyderabad – 500 048. Telangana, India
<b>CIN</b>	L85110TG1996PLC099198
<b>Date &amp; Time</b>	Friday, 27 <sup>th</sup> day of September, 2017 at 10.30 AM
<b>Venue</b>	Registered Office of the Company

<b>Name of the member (s)</b>	
<b>Registered Address</b>	
<b>E-mail Id</b>	
<b>Folio No. / Client/ Id</b>	
<b>DP ID*</b>	
<b>No. of Shares held</b>	

\* Applicable for investors holding Shares in electronic form

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

1. \_\_\_\_\_ residing \_\_\_\_\_

having E-mail Id \_\_\_\_\_ or failing him / her

2. \_\_\_\_\_ residing \_\_\_\_\_

having E-mail Id \_\_\_\_\_ or failing him / her

3. \_\_\_\_\_ residing \_\_\_\_\_

having E-mail Id \_\_\_\_\_ or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21<sup>st</sup> Annual General Meeting of the Company, to be held on the Wednesday, 27<sup>th</sup> day of September, 2017 at 10.30 AM at 2-5-36/CLRD/1, Survey No. 36, Chintalmet X Roads, Upperpally, Rajendra Nagar Mandal, Hyderabad – 500 048, Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.	RESOLUTIONS	(Please mention No. of Shares)	
		FOR	AGAINST
1	To adopt Standalone and Consolidated Financial Statements of the Company including Report of Board of Directors and Auditors		
2	To re-appoint of Mr. K. Krishnam Raju as Director		
3	Ratification of Appointment M/s. N.M. Khatavkar & Co., Chartered Accountants, Hubli; as Statutory Auditors of the Company		
4	Increase in Authorized Share Capital of the Company		
5	Issue of Equity Shares and Convertible Equity Share Warrants on Preferential Basis to Promoters and Non-Promoters		
6	Grant of Options to Employees of the Company under PC Products India Limited- Employee Stock Option Plan 2017 (PCPROD ESOP Scheme 2017)		
7	PC Products India Limited - Employee Stock Option Plan 2017 (PCPROD ESOP Scheme 2017) to the Employees of Subsidiary Companies		
8	Allotment of Equity Shares exceeding 1% of the Paid Up Capital under PC Products India Limited - Employee Stock Option Plan 2017 (PCPROD ESOP Scheme 2017)		
9	Master Collaborative Agreement with Subsidiary of the Company for further development of their Molecules		
10	Master Collaborative Agreement with Center for Liver Research and Development (CLRD) to enter into various areas of Health Sector		
11	Acquiring / Occupying certain properties on lease by the Company		
12	Payment of fees in Professional capacity to Promoter Non Executive Directors of the Company		
13	Change of Name of the Company and subsequent alteration of MOA, AOA of the Company		

Please put a tick mark (3) in the appropriate column against the resolution indicated in the box. If a member leaves the "For" or "Against" column blank against the Resolution, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Affix  
revenue  
stamp of  
Rupee One

\_\_\_\_\_  
**Signature of the Member**

\_\_\_\_\_  
**Signature of the Proxy holder(s)**

**Notes:**

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders Seniority shall be determined by the order in which the names stand in the Register of Members
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.





# PC PRODUCTS INDIA LIMITED

**Registered. Office :** 2-5-36/CLRD/1, Survey No. 36, Chintalmet X Roads, Upperpally, Rajendra Nagar Mandal, Hyderabad - 500 004. Telangana, India  
**Website:** www.pcproductslimited.com **Email :** pcproductsindia@gmail.com  
**CIN No :** L85110TG1996PLC099198 ☎ :+91 - 90300 57370, 040 2970 3333

## ATTENDANCE SLIP

<b>Name of the Company</b>	PC Products India Limited
<b>Registered office</b>	2-5-36/CLRD/1, Survey No. 36, Chintalmet X Roads, Upperpally, Rajendra Nagar Mandal, Hyderabad – 500 048. Telangana, India
<b>CIN</b>	L85110TG1996PLC099198
<b>Date &amp; Time</b>	Friday, 27 <sup>th</sup> day of September, 2017 at 10.30 AM
<b>Venue</b>	Registered Office of the Company

Name & Registered Address of the Member(s) / Proxy	
E-mail	
Folio No / DP ID-Client ID No *	
Number of Shares held	

Applicable for investors holding shares in Electronic form.

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 21<sup>st</sup> Annual General Meeting of the Company on Wednesday, 27<sup>th</sup> day of September, 2017 at 10.30 AM at 2-5-36/CLRD/1, Survey No. 36, Chintalmet X Roads, Upperpally, Rajendra Nagar Mandal, Hyderabad – 500 048, Telangana, India.

\_\_\_\_\_  
**Name of Member / Proxy**  
**(IN BLOCK LETTERS)**

**Signature of the Member / Proxy**

**Note:** Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

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S No	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
<b>ORDINARY BUSINESS:</b>				
1	To adopt Standalone and Consolidated Financial Statements of the Company including Report of Board of Directors and Auditors			
2	To re-appoint of Mr. K. Krishnam Raju as Director			
3	Ratification of Appointment M/s. N.M. Khatavkar & Co., Chartered Accountants, Hubli; as Statutory Auditors of the Company			
<b>SPECIAL BUSINESS:</b>				
4	Increase in Authorized Share Capital of the Company			
5	Issue of Equity Shares and Convertible Equity Share Warrants on Preferential Basis to Promoters and Non-Promoters			
6	Grant of Options to Employees of the Company under PC Products India Limited- Employee Stock Option Plan 2017 (PCPROD ESOP Scheme 2017)			
7	PC Products India Limited - Employee Stock Option Plan 2017 (PCPROD ESOP Scheme 2017) to the Employees of Subsidiary Companies			
8	Allotment of Equity Shares exceeding 1% of the Paid Up Capital under PC Products India Limited - Employee Stock Option Plan 2017 (PCPROD ESOP Scheme 2017)			
9	Master Collaborative Agreement with Subsidiary of the Company for further development of their Molecules			
10	Master Collaborative Agreement with Center for Liver Research and Development (CLRD) to enter into various areas of Health Sector			
11	Acquiring / Occupying certain properties on lease by the Company			
12	Payment of fees in Professional capacity to Promoter Non Executive Directors of the Company			
13	Change of Name of the Company and subsequent alteration of MOA, AOA of the Company			

Place: Hyderabad

Date:

(Signature of the shareholder)



## PC PRODUCTS INDIA LIMITED

**Registered. Office :** 2-5-36/CLRD/1, Survey No. 36, Chintalmet X Roads, Upperpally, Rajendra Nagar Mandal, Hyderabad - 500 004. Telangana, India  
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### **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]*

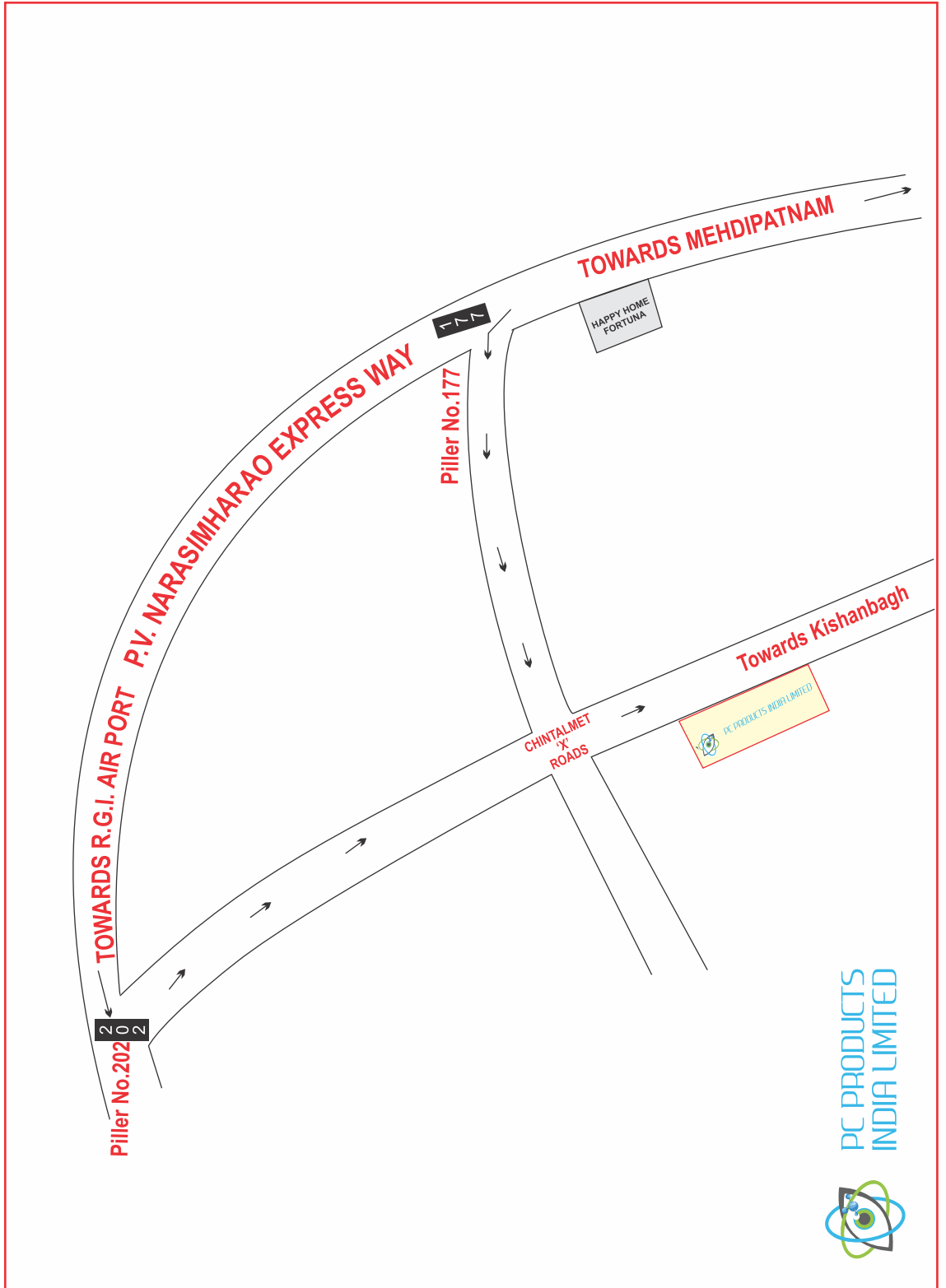
<b>Name of the Company</b>	PC Products India Limited
<b>Registered office</b>	2-5-36/CLRD/1, Survey No. 36, Chintalmet X Roads, Upperpally, Rajendra Nagar Mandal, Hyderabad – 500 048. Telangana, India
<b>CIN</b>	L85110TG1996PLC099198
<b>Date &amp; Time</b>	Friday, 27 <sup>th</sup> day of September, 2017 at 10.30 AM
<b>Venue</b>	Registered Office of the Company

### **BALLOT PAPER**

<b>S No</b>	<b>Particulars</b>	<b>Details</b>
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:

# Route Map

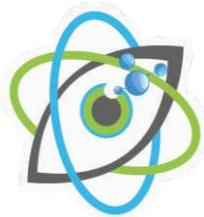


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# BIO-PHARMA LABORATORIES



**BOOK-POST  
PRINTED MATTER**



*If undelivered, please return to:*

**PC PRODUCTS INDIA LIMITED**

**Regd. Office :**

2-5-36/CLRD/1, Sy No. 36, Chintalmet X Roads, Upperpally,  
Rajendra Nagar Mandal, Hyderabad - 500 004. Telangana, India

**Website:** [www.pcproductslimited.com](http://www.pcproductslimited.com) **Email :** [pcproductsindia@gmail.com](mailto:pcproductsindia@gmail.com)

**CIN No :** L85110TG1996PLC099198 ☎ : +91 - 90300 57370, 040 2970 3333