



**PANTHER
INDUSTRIAL
PRODUCTS
LIMITED**

**29TH
ANNUAL REPORT
2016-2017**

CONTENTS	PAGE No.
Board of Directors	1
Notice to Shareholders	2-3
Directors' Report	4-16
Independent Auditors' Report	17-23
Balance Sheet	24
Statement of Profit and Loss	25
Notes to the Accounts	26-34
Cash Flow Statement	35

ANNUAL REPORT 2016-2017

BOARD OF DIRECTORS

Shri. Kirtikumar N. Parekh
Shri. Kartik K. Parekh
Shri. Kaushik C. Shah
Smt. Pallavi J. Mehta - Independent Woman Director

AUDITORS

Mahendra Sharma & Co.
Chartered Accountants
Firm Reg.No. 132162W

BANKERS

Canara Bank
Madhavpura Mercantile Co-op Bank Limited
United Bank of India
HDFC Bank Ltd.
Corporation Bank

CORPORATE IDENTIFICATION NO.

CIN:L17110MH1987PLC045042

REGISTERED OFFICE

First Floor, Radha Bhuvan,
121, Nagindas Master Road, Fort,
Mumbai 400 023.

REGISTRAR AND TRANSFER AGENTS

Link Intime india Pvt Limited
C-101, 247, Park,
L.B.S. Marg, Vikhroli (W),
Mumbai - 400 083.

NOTICE

Notice is hereby given that TWENTY NINTH ANNUAL GENERAL MEETING of the members of the Panther Industrial Products Limited will be held on Thursday, 28th September, 2017 at M. C. Ghia Hall (N. J. Nair Conference Room), Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001 at 11.00 a.m. for the purpose of transacting following business:

ORDINARY BUSINESS :

Item No.1

To Consider and Adopt Audited Financials

To receive, consider and adopt Audited Balance Sheet as at **31st March, 2017** and Profit and Loss Account for the year ended **31st March, 2017** and the Report of Directors and Auditors thereon.

Item No. 2

Retirement of Directors by Rotation

To Appoint Director in place of **Shri Kartik Kirtikumar Parekh (DIN: 00009502)**, who retires by rotation and being eligible, offers himself for reappointment.

Item No. 3

To appoint auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), following resolution as an Ordinary Resolution:

RESLOVED THAT M/s. Mahendra Sharma & Co., (Firm Registration No. 132162W), Chartered Accountants, Mumbai to be Re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of Fourth Annual General Meeting to be held after this meeting subject to ratification at every Annual General Meeting and to fix their remuneration of the financial year ending 31st March, 2017.

By order of the Board of Directors
For Panther Industrial Products Limited

Kirtikumar N. Parekh
Director

DIN:00009494

Add:103/5, Blackie House,
3rd, Floor, Opp. G.P.O.,
Fort, Mumbai - 400001

Place: Mumbai
Date : 30th May, 2017

ANNUAL REPORT 2016-2017

Notes :

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- (2) A proxy in order to be effective should be deposited at the Registered office of the Company at least 48 hours before the meeting.
- (3) The Register of Members will remain closed (Book Closure) on 22nd September, 2017 to 28th September, 2017 for the purpose of Annual General Meeting.
- (4) Members are requested to bring their attendance slip alongwith copy of the Balance Sheet duly filled in for attending the meeting.
- (5) Members are requested to notify changes, if any, in their registered address immediately at the company's registered office.
- (6) Members are requested to send in their queries, if any, at least 10 days in advance of the meeting, so that the information can be made available at the meeting.

By order of the Board of Directors
For Panther Industrial Products Limited

Kirtikumar N. Parekh
(Director)

DIN:00009494

Add:103/5, Blackie House,
3rd, Floor, Opp. G.P.O.,
Fort, Mumbai - 400001

Place: Mumbai
Date : 30th May, 2017

DIRECTORS' REPORT

To
The Members of
PANTHER INDUSTRIAL PRODUCTS LIMITED
CIN: L17110MH1987PLC045042

Your Directors have pleasure in presenting Twenty Ninth Annual Report on the affairs of the Company together with the Audited Statement of Accounts for the year ended on 31st March, 2017

FINANCIAL PERFORMANCE

PARTICULARS	As on 31.03.2017	As on 31.03.2016
Revenue from operations (net)	-	-
Other income	-	-
Earnings before Interest, tax, depreciation and amortization (EBITDA) and prior period adjustments	-	-
Depreciation and amortization expenses	1,247,873	1,161,468
Other expenses	433,512	775,003
Profit before tax (PBT)	(1,681,385)	(1,936,471)
Profit after tax and minority interest (PAT)	(1,681,385)	(1,936,471)

OPERATIONAL PERFORMANCE:

During the year under review, Your Company has reported Loss of ₹ 1,681,385/- in the current year as compared Loss of ₹ 1,936,471/- in the previous year.

DIVIDEND:

In order to conserve the resources of the Company and incurred loss during financial year, your Directors regret their inability to recommend any payment of dividend for the Financial Year ended March 31, 2017.

SHARE CAPITAL:

The paid up equity share capital of the Company as on 31st March, 2017 was ₹ 14,000,970/-. During the year under review, the Company has not issued any shares. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

Further, during the year under review, the promoters have not acquired/sold any shares of the Company.

DEPOSITS:

Your Company has not accepted/invited deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

ANNUAL REPORT 2016-2017

HOLDING COMPANIES/ SUBSIDIARY COMPANIES/ASSOCIATE COMPANIES:

Your Company neither have any Holding Companies / Subsidiary Companies nor have any direct Associate Companies during the financial year end 31st March, 2017

RELATED PARTY TRANSACTIONS:

All Related Party Transactions entered into during the Financial Year were on arm's length basis and were in the ordinary course of business. There are no materially significant Related Party Transactions made by the Company with Promoters, Directors or other designated persons which may have a potential conflict with the interest of the Company at large.

Since all the Related Party Transactions entered into by the Company are in the ordinary course of business and on arm's length basis, Form AOC-2 is not applicable to the Company. None of the Directors has any pecuniary relationship or transactions vis-a-vis the Company.

DIRECTORS:

As on 31st March, 2016, the Company has Four Directors consisting of One Independent Directors, Three Whole-time Directors and Chairman.

a) Appointment/Resignations from the Board of Directors

In terms of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the Independent Directors were appointed for a term of five years and are not liable to retire by rotation.

During the year there was no Appointment or Resignation of Directors.

b) Woman Director

In terms of the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI Regulations, a Company shall have atleast one Woman Director on the Board of the Company. Your Company's Board is represented by One Woman Director, Mrs. Pallavi Jayshankar Mehta.

c) Directors Retiring by Rotation

In accordance with the provisions of section 152 of the Companies Act, 2013 and Articles of Association of the Company, **Mr. Kartik Kirtikumar Parekh** (DIN: 00009502), Director of the Company, retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

The information of Directors seeking appointment/re-appointment as required pursuant to Regulation 36(3) of the SEBI Regulations, is provided in the notice covering the Annual General Meeting of the Company.

NUMBER OF MEETINGS OF THE BOARD:

Regular meetings of the Board are held to discuss and decide on various business policies, strategies and other businesses.

The Board met **six** times during the FY 2016-17 viz, 27th May 2016, 17th August 2016, 26th October 2016, 14th November 2016, 2nd February 2017 and 12th March 2017.

COMMITTEES OF THE BOARD:

Your Company has several committees which have been established as a part of the best practices and are in compliance with the requirements of the relevant provisions of laws and statutes applicable to the Company.

The Company has following Committees namely:

1. Nomination and Remuneration Committee;
2. Stakeholders' Grievance and Relationship Committee;
3. Audit Committee;

PERFORMANCE EVALUATION OF THE BOARD:

In compliance with the provisions of the Companies Act, 2013 and Regulation 25(4)(a) of the SEBI Regulation, annual performance evaluation of the Board and its Directors individually was carried out. Various parameters such as the Board's functioning, composition of its Board and Committees, execution and performance of specific duties, obligations and governance were considered for evaluation.

The performance evaluation of the Board as a whole was carried out by the Independent Directors. The performance evaluation of each Independent Director was also carried out by the Board.

The Board of Directors expressed their satisfaction with the evaluation process.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

INDIAN ACCOUNTING STANDARD (Ind AS):

The Indian Accounting Standards (Ind AS) were notified by the Ministry of Corporate Affairs on February 16, 2015. These standards will become applicable to the Company, its subsidiaries and associates with effect from April 1, 2016. Your Company has taken adequate steps, in this regard to ensure a smooth transition to Ind AS.

CHANGE IN NATURE OF BUSINESS:

There is no change in the nature of the business of the company

MANAGEMENT PERCEPTION TO AUDITORS QUALIFICATION:

The observations made by the auditors in their report in respect of the Internal Audit System and others, read together with the notes on accounts are self explanatory and do not call for the further explanation, however the following be noted as further clarification:

Note B (8) and (9) in the Significant Accounting Policies and Notes on Accounts (Notes A & B) to the balance sheet

- (a) *Reference is invited to note B(16) in Notes on Accounts to the balance sheet and statement of profit and loss regarding Trade receivable by the management Rs 10,03,08,329 and Rs 6,80,81,319 due from certain companies. Though the company is confident of recovery, in view of huge losses and uncertainty in the business operations, we are unable to express an opinion with regard to recoverability of such advances.*
- (b) *In view of our comments in para above, the said accounts, read with the Notes to Accounts appearing in the Significant Accounting Policies and Notes on Accounts (Notes A & B) to the balance sheet and statement of profit and loss give a true and fair view in conformity with the accounting principles generally accepted in India:*

ANNUAL REPORT 2016-2017

The unsecured interest free loan granted by the Company to companies under the same management with understanding that the same has been granted for temporary period and recoverable on demand, hence the same is not prejudicial to the interest of the Company.

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

The Company has in place a policy for Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy. The Company has not received any complaint of sexual harassment during the Financial Year 2016-2017.

AUDITORS:

Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, **M/s. Mahendra Sharma & Co.**, (Firm Registration No. 132162W), Chartered Accountants, Mumbai Re-appointed as Statutory Auditors of the Company for Financial Year 2016-17, to hold office from conclusion of this Annual General Meeting till the conclusion of the Fourth consecutive Annual General Meeting to be held after this meeting (subject to ratification of the appointment by the members at every Annual General Meeting to be held during their tenure) on such remuneration as may be fixed by the Board of Directors of the Company, besides service tax and any other applicable levies and reimbursement of travelling, communication and out of pocket expenses. The Statutory Auditor has also confirmed that they hold a valid certificate issued by the "Peer Review Board" of The Institute of Chartered Accountants of India.

Secretarial Auditor:

The Company is unable to obtain Secretarial Audit required under section 204(1) of the Companies Act, 2013 and the rules made thereunder, as the assignment of the Secretarial Audit has not been accepted by any professional having membership of Institute of Company Secretaries of India. The Company has been trying to engage a Company Secretary from the date became applicable to the company but in vain.

However, the company shall continue to try and engage a Company Secretary who could accept the assignment and report shall be furnished accordingly.

CORPORATE GOVERNANCE:

Since The Paid Up Capital of the company is less than **Rs. 100,000,000/-** and Networth not exceeding **Rs. 250,000,000/-** therefore separate section on Corporate Governance practices followed by the Company as stipulated under Regulation 15(2) and Schedule V of the SEBI Regulations are not applicable to the company. However as measure of good corporate governance practice, the company has voluntarily initiated to the extent possible, considering constitutions of Board and activities of the Company, steps towards the compliance of the same.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

During the year under review, the Company has not advanced any loans/ given guarantees/ made investments and the Rules made thereunder are given in the notes to Financial Statements.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

During the financial year, No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

PARTICULARS OF EMPLOYEES:

None of the employee has received remuneration exceeding the limit as in pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) and 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DIRECTORS RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanation obtained by them, the Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- (a) That in preparation of the Annual Financial Statements for the year ended 31st March, 2017; the applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any.
- (b) That such accounting policies as mentioned in the notes to the Financial Statements have been selected and applied consistently and judgements and estimates have been made that are reasonable and prudent so as to give true and fair view of the Statement of Affairs of the Company as at 31st March, 2017 and of the Profit of the Company for the year ended on that date.
- (c) That proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) That the Annual Financial Statements have been prepared on a going concern basis
- (e) That proper Internal Financial Controls were in place and that the Financial Controls were adequate and were operating effectively.
- (f) That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

STATUTORY DISCLOSURES:**Conservation of energy, technology absorption, foreign exchange earnings and outgo**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure-I".

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of Annual Return in **Form MGT-9** as required under Section 92 of Companies Act, 2013 forms an integral part of this Report as "Annexure II".

LISTING OF THE COMPANY'S EQUITY SHARES

The equity shares of your Company are listed on The BSE Ltd.