

**31st**

**ANNUAL REPORT**

**2013-14**



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01 Panjon Farm House, Nr. Hinkargiri Jain Trith, Airport-Bijasan Road, Indore (M.P.)  
Website: [www.panjon.in](http://www.panjon.in)

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### ANNUAL REPORT

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**PANJON LIMITED**

Regd. Office: 01 Panjon Farm House,  
Near Hinkargiri Jain Tirth, Bijasan-Airport Road, INDORE 452005

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**NOTICE**

Notice is hereby given to all the members of the Company that the Annual General Meeting of the Company will be held on Monday the 29<sup>th</sup> December, 2014 at 11:00 A.M. at the Registered Office of the Company situated at 01 Panjon Farm House Near Hinkargiri Jain Tirth, Bijasan-Airport Road, INDORE 452005 to transact the following:

**ORDINARY BUSINESS**

1. To receive and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit and Loss Account of the Company for the year ended on 31st March, 2014 and the report of the Directors & Auditors thereon.
2. To appoint **M/s B. M. CHATRATH & CO.**, Chartered Accountant, (Firm Registration No. 301011E), as Auditors in the Place of Existing **M/s Trilok Jain & Co.**, Chartered Accountants (Firm Registration No. 00341C), And to hold the office from the conclusion of this Annual General Meeting Till the conclusion of Sixth Annual General Meeting on such remuneration as may be decided by the Board of Directors in addition to reimbursement of out of pocket expenses.
3. To appoint Director in place of Mrs. Sajjan Kothari (holding DIN 00618999), who retires by rotation and being eligible offers himself for re-appointment.

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Sajjan Kothari (holding DIN 00618999), who retires by rotation from the Board of Directors and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company and whose office shall be liable to retire by rotation.”

4. To appoint Director in place of Mr. Amit Mangalchand Mehta (holding DIN 02610151), who retires by rotation and being eligible offers himself for re-appointment.

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Amit Mangalchand Mehta (holding DIN 02610151), who retires by rotation from the Board of Directors and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company and whose office shall be liable to retire by rotation.”

**SPECIAL BUSINESS:**

**5. Re-appointment of Mr. Prakash Doshi as an Independent Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Prakash Doshi (holding DIN 00910638), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term commencing from December 29, 2014 up to December 28, 2019 and whose office shall not be liable to retire by rotation.”

**6. Re-appointment of Mr. Bijay Singh Thakur as an Independent Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Bijay Singh Thakur (holding DIN 02617752), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term commencing from December 29, 2014 up to December 28, 2019 and whose office shall not be liable to retire by rotation.”

**7. Re-appointment of Mrs. Anjali Shukla as an Independent Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Anjali Shukla (holding DIN 01675521 ), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term commencing from December 29, 2014 up to December 28, 2019 and whose office shall not be liable to retire by rotation.”



By Order of the Board  
PANJON LIMITED

sd  
JAY KOTHARI  
MANAGING DIRECTOR  
DIN: 00572543

Place: Indore  
Date: 03/12/2014

**Notes :**

1. Members entitled to vote can be represented by proxy. Proxies to be eligible must be deposited with the company at least 48 hours before the commencement of the meeting proxy need not be member of the company.
2. Members are requested to notify immediately the change, if any in their address with Pin Code giving their Registered folio No., No. of Shares held Etc.
3. Member are requested to bring their copy of the Annual Report at the Meeting
4. For the convenience of the members, attendance slip is annexed to the Proxy Form Members are requested to fill in and put their signatures at the space provided therefore and handover the Attendance slip at the entrance of the place of the meeting . Proxy/ Representative of a member should mark on the attendance slips "proxy" or Representative as the case may be.
5. The Register of Members and share Transfer Books shall remain closed from 22nd December 2014 to 27th December 2014 ( both days inclusive)
6. E-Voting
  - (I) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 31<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).
  - (II) The voting period begins on Monday 22<sup>nd</sup> December, 2014 at 9.00 A.M. and ends on Thursday 25th December, 2014 at 6.00 P.M.  
During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.  
The instructions for members for voting electronically are as under:-  
In case of members receiving e-mail:
    - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
    - (ii) Click on "Shareholders" tab.
    - (iii) Now, select the "PANJON LIMITED" from the drop down menu and click on "SUBMIT"
    - (iv) Now Enter your User ID
      - A. For CDSL: 16 digits beneficiary ID,
      - B. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
      - C. Members holding shares in Physical Form should enter Folio Number registered with the Company.
    - (v) Next enter the Image Verification as displayed and Click on Login.



(vi) 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.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as physical shareholders) 1. 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 last 8 digits of the demat account/folio number in the PAN field. 2. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant < PANJON LIMITED> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on Monday, 22<sup>nd</sup> December, 2014 at 9.00 A.M. and ends on Thursday 25<sup>th</sup> December, 2014 at 6.00 P.M.

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **Explanatory Statement Pursuant to the provisions of Section 102(2) of the Companies Act, 2013**

### **ITEM NO. 2**

Company has received a Complaints from a Shareholders raising the objection regarding Appointment of M/s Trilok Jain & Co. As Statutory Auditor of the Company, As he is Auditor of the Company for more than five years and has also proposed the appointment of any other person as Statutory Auditor of the company in place of M/s Trilok Jain & Co., as may be decided by the Audit Committee of the Company.

Audit Committee has recommended appointment of M/s. B. M. CHATRATH & CO., and they have given their consent and eligibility Certificate to Act As Statutory Auditor of the company if appointed in the forthcoming Annual General Meeting of the Company by the members.

The Board recommends the resolution No. 2 as contained in the Notice for the approval by the Members of the Company, as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

**ITEM NO. 5,6 & 7**

Mr. Prakash Doshi (appointed w.e.f. July 31, 2002) & Mr. Bijay Singh Thakur (appointed w.e.f. February 01, 2010) and Mrs. Anjali Shukla (appointed w.e.f. February 01, 2010) are the Independent Directors ("IDs")

As per the provisions of Section 149 of the Act, which has come into force w.e.f. April 1, 2014, every listed company shall have at least one-third of the total number of directors as IDs who shall hold office for maximum two terms of up to five years each on the Board of a Company and that the office of ID shall not be liable to determination by retirement of directors by rotation. Further, MCA vide its circular dated June 9, 2014 clarified that if the existing IDs are to be appointed under Companies Act, 2013, the Company would be required to appoint those IDs, within a period of one year from April 1, 2014.

In compliance with the provisions of Companies Act, 2013, the matter regarding their appointment as ID was placed before the meeting of the Nomination & Remuneration Committee held on 22<sup>nd</sup> September, 2014 and thereafter considered in the Board Meeting held on the same date.

Mr. Prakash Doshi, Mr. Bijay Singh Thakur and Mrs. Anjali Shukla have given a declaration of Independence pursuant to Section 149(6) and 149(7) of the Companies Act, 2013 and the Rules made there under, along with their affirmance to the Code of Independent Directors as prescribed under Schedule IV of the Companies Act, 2013.

The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013 from Members along with a deposit of `1,00,000/- each proposing the candidatures of the above three directors for the office of IDs.

In the opinion of the Board, the above three directors fulfill the conditions specified in the Companies Act, 2013 and the Rules made there under and the proposed directors are Independent of the Management. The Board also considers that their continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail the services of the aforesaid directors.

Accordingly, the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, appointed them as IDs, subject to the approval of Members, for a period of five consecutive years for a term commencing from December 29, 2014 up to December 28, 2019 and not liable to retire by rotation.

The detailed profile of all the above directors has been given in the Exhibit to this Notice.

The Board recommends the resolution No. 5, 6 & 7 as contained in the Notice for the approval by the Members of the Company, as Ordinary Resolution.

**Memorandum of Interest:**

Mr. Prakash Doshi, Mr. Bijay Singh Thakur and Mrs. Anjali Shukla, being an appointee, are interested in the resolutions concerning their own appointment. Except them, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5, 6 & 7.

All the documents pertaining to the appointment of IDs are open for inspection between 11:00 a.m. to 1:00 p.m on all working days at the Registered Office of the Company





**Regd. Office:**  
**01 Panjon Farm House,**  
Near Hinkargiri Jain Tirth  
Bijasan-Airport Road, INDORE 452005  
**Date : 03<sup>rd</sup> December, 2014**

**By Order of the Board**

sd

**JAY KUMAR KOTHARI**  
**Managing Director**  
**DIN: 00572543**

**EXHIBIT TO NOTICE**

Details of directors seeking appointments/ re- appointments at the Annual General meeting (In pursuance of clause 49 of the listing agreement)

Name of Director	Mr. Jay Kumar Kothari	Mrs. Sajjan Kothari	Mr. Prakash Doshi	Mrs. Anjali Shukla	Mr. Amit Mangalchand Mehta	Mr. Bijaysingh Laxmansingh Thakur	Mr. Nagin Chandra Kothari
Age	50	72	62	40	40	69	77
Qualification	B. SC. , M.A.	GRADUATE	B.Com	B.Com	B.E. MECH.	B.A.	GRADUATE
Date of Appointment	30/11/1998	31/10/2001	30/09/2014	31/07/2002	31/07/2002	31/07/2002	07/11/2002
Expertise	Entrepreneurship & Business Development	Business Development	Business Development	Entrepreneurship	Entrepreneurship	Entrepreneurship	Entrepreneurship
Other Directorships (Excluding Pvt. Companies) as on 31 <sup>st</sup> March, 2014	NA	NA	1	3	1	1	NA
Chairman /Members of the Committees As on 31 <sup>st</sup> March, 2014	Compliance Officer under Shareholders/ Investor Grievance Committee		Audit Committee, Shareholders/ Investors Grievances Committee, Remuneration Committee	Shareholders/ Investor Grievance Committee and Remuneration Committee	Audit Committee, Shareholders/ Investor Grievance Committee and Remuneration Committee	Audit Committee, Shareholders/ Investor Grievance Committee, Remuneration Committee	



**PANJON LIMITED**

Regd. Office: 01 Panjon Farm House,  
Near Hinkargiri Jain Tirth, Bijasan-Airport Road, INDORE 452005

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**DIRECTORS' REPORT**

To,  
**The Members,**  
**PANJON LIMITED**  
**Indore**

Your Board of directors have pleasure in presenting their Annual report on the business and operations of the Company along with the Audited Balance Sheet and Profit & Loss Accounts for the year ended 31st March, 2014.

**1. FINANCIAL RESULTS:**

Financial Results of the company for the year under review along with the comparative figures for previous year are as follows:

	<b>Year ended</b>	
	<b>31st March 2014</b>	<b>31st March 2013</b>
Total sales/Income from operations	19,31,32,711.00	18,85,01,858.00
Expenditure	19,23,77,893.00	18,77,77,841.00
Profit (Loss) before Tax	7,54,817.00	7,24,017.00
Extra Ordinary Items	0.00	0.00
Less: Income Tax (Earlier years)	14,871.00	(87,368.00)
Income Tax Current Year	1,44,000.00	1,33,948.00
Deferred Tax	(23,44,995.00)	(55,154.00)
Profit (Loss) for the period from continuing operations	(17,49,048.00)	6,22,283.00

**2. DIVIDEND:**

Due to accumulated losses your Directors expresses their unwillingness to recommend any dividend for this year.

**3. REVIEW ON OPERATIONS:**

Your Director Report that during the year under review your Company has achieve the total turnover of Rs. 19.31 Crores as Compare to the Previous year 18.85 Crores, Your director is focusing the expansion of the market of the products of the your Company, During the year Company has focused on the advertisement of the Company core product Panjon & Swad and as a Result of which company was able to Increase the sales.. Your Directors are focusing on promoting the brands of the Company Panjon & SWAD so that the Goodwill earned by this brand may be used in Increasing the sales of the Company and thereby the profits of the Company. Your directors look forward for better working results in the years to come.