

33rd

ANNUAL REPORT

2015-16



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

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ANNUAL REPORT

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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 Friday the 30th September, 2016 at 01:00 P.M. at the Registered Office of the Company situated at 01 Panjon Farm House Near Hinkargiri Jain Tirth, Bijasan-Airport Road, Indore (M.P.) 452005 to transact the following:

ORDINARY BUSINESS

1. To receive and adopt the Audited Balance Sheet as at 31st March, 2016 and Profit and Loss Account of the Company for the year ended on 31st March, 2016 and the report of the Directors & Auditors thereon.
2. To ratify the appointment of M/S B. M. CHATRATH & CO., Chartered Accountant, (Firm Registration No. 301011E), as Auditors of the Company 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. Anjali Shukla (holding DIN 01675521), 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. Anjali Shukla (holding DIN 01675521), 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.”

For and On behalf of board

PANJON LIMITED

Sd/-

(JAY KOTHARI)

MANAGING DIRECTOR

PLACE : INDORE

DATE : 10th Aug., 2016

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. Members 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 23rd September 2016 to 29th September 2016 (both days inclusive)

Voting Through Electronic Means:

- (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 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 Tuesday 27th September, 2016 at 9.00 A.M. and ends on Thursday 29th September 2016 at 5.00 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 shareholders voting electronically are as under:

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. 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.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

PAN	<p>For Members holding shares in Demat Form and Physical Form</p> <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"> 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. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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Dividend Bank Details OR Date of Birth (DOB)	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. • 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).
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <PANJON LIMITED> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) 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 and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login should be mailed to 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.
- (xx) 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, under help section or write an email to helpdesk.evoting@cdslindia.com

Regd. Office:
01 Panjon Farm House,
Near Hinkargiri Jain Tirth
Bijasan-Airport Road, INDORE 452005
Date : 10th Aug., 2016

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	Mrs. Anjali Shukla		
Age	40		
Qualification	B COM		
Date of Appointment	01/02/2010		
Expertise	15 YEAR		
Other Directorships	NA		
(Excluding Pvt. Companies) as on			
31st March, 2016			
Chairman /Members	NIL		
of the Committees			
As on 31st March, 2016			

DIRECTORS' REPORT

FOR THE FINANCIAL YEAR 2015-16

To,
The Members,

Your directors have pleasure in presenting their Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March, 2016.

1. FINANCIAL PERFORMANCE

During the year under review, performance of your company as under:

Particulars	(Standalone) Year ended 31st march 2016	(Consoli- dated) Year ended 31st march 2016	(Standalone) Year ended 31st march 2015	Consoli- dated) Year ended 31st march 2015
Revenue from operation (Total)	126928,826	126928,826	195,188,596	195,188,596
Expenditure	126,681,735	126,681,735	226,777,927	226,777,927
Profit/(Loss) before Extraordinary items & tax	247,091	247,091	-31,589,331	-31,589,331
Less: Extraordinary items	0	0	-15,495,605	-15,495,605
Profit/(Loss) before tax	247,091	247,091	-47,084,936	-47,084,936
Less: Tax Expense				
Income tax (Earlier year)	-	-		
Income tax (current year)	47,000	47,000	12,320	12,320
Deferred tax	3417687	3417687	0	0
Share in profit of associate company	-10535	0	12784189	12784189
Profit/(Loss) after tax	3607243	3617778	-34313067	-34313067

2. REVIEW OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Your Director Report that during the year under review the total turnover of the Company has declined this year Rs. 12.26 Crores as Compare to the Previous year turnover of Rs. 19.47 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. 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.

3. DIVIDEND

Due to insufficient profit earned by the company this year, your directors are unable to recommend any dividend for the financial year.

4. AMOUNTS TRANSFERRED TO RESERVES

The amount of surplus of Profit and Loss account has been transferred to Reserve and Surplus in the Balance Sheet.

5. CHANGES IN SHARE CAPITAL, IF ANY

During the Financial Year 2015-16, there was no change in the share capital of the company.

6. DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS:

During the year Company has not issues any equity shares with Differential Rights.

7. DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS

During the year Company has not issues any employee stock options.

8. DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES

During the year Company has not issues any sweat equity shares.

9. EXTRACT OF ANNUAL RETURN

The extract of Annual Return, in format MGT -9, for the Financial Year 2015-16 has been enclosed with this report. Annexure-I

10. MANAGEMENT DISCUSSION AND ANALYSIS:

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of Listing Agreement with Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

11. NUMBER OF BOARD MEETINGS

During the Financial Year 2015-16, [06] meetings of the Board of Directors of the company were held.

S.NO	DATE OF BOARD MEETING
01	30/05/2015
02	14/08/2015
03	03/09/2015
04	10/11/2015
05	01/01/2016
06	12/02/2016

12. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

Complete details of LGSI covered under Sec 186 of CA, 2013. A suggestive format is provided below to provide the required details:

Company has not made any Loans, Guarantee And Investment under section 186 of Companies Act, 2013

SL No	Date of making loan	Details of Borrower	Amount	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Date of SR (if reqd)	Rate of Interest	Security

Details of Investments:- Nil

SL No	Date of Investee	Details of Investee	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd)	Expected rate of return

Details of Guarantee / Security Provided: Nil

SL No	Date of providing security/guarantee	Details of recipient	Amount	Purpose for which the security/guarantee is proposed to be utilized by the recipient	Date of BR	Date of SR (if any)	Commission

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 for the Financial Year 2015-16 in the prescribed format, **AOC 2** has been enclosed with the report. **ANNEXURE-III**

14. AUDITORS' AND THEIR REPORT

Your Directors Comments on the Auditor Report is as follows

1. Your Management is taking the Best possible steps for proper maintenance of the records of the Inventories and also ensure to physically verifying the Inventories of the Company. Company is trying to implement such systems for maintenance of the records and try to regularize the same in future.
2. There are no qualifications, reservations or adverse remarks or disclaimers made by **B.M Chatrath & co.,** The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

15. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There is no any material changes / events, if any, occurring after balance sheet date till the date of the report to be stated.

16. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

a) Conservation of Energy:

Steps taken for conservation	Company is installing such devices and instruments so as to minimize the energy consumption and preserve the energy resources.
Steps taken for utilizing alternate sources of energy	Company is not using the alternate sources of energy.
Capital investment on energy conservation equipments	Company has not done any capital investment on energy conservation, however company has installed the energy efficient machines so as to save energy.

b) Technology Absorption:

Efforts made for technology absorption	NIL
Benefits derived	
Expenditure on Research & Development, if any	
Details of technology imported, if any	
Year of import	
Whether imported technology fully absorbed	
Areas where absorption of imported technology has not taken place, if any	

c) Foreign Exchange Earnings/ Outgo: NIL

Earnings
Outgo

17. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES: NA

ASSOCIATE COMPANY

Name of Associate Company	No. of Shares Held	Percentage of Holding (%)
Raunaq Laboratories Ltd	1000000	40%

18. RISK MANAGEMENT POLICY:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company

19. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board consist of the following directors namely:-

DIN NO	NAME	DESIGNATION	DATE OF APPOINTMENT
00618999	SAJJAN KOTHARI	Director	31/10/2001
00910638	PRAKASH DOSHI	Director	31/07/2002
00572543	JAY KUMAR KOTHARI	Managing director	30/11/1998
00567435	NAGIN CHANDRA KOTHARI	Whole-time director	07/11/2002
01675521	ANJALI SHUKLA	Director	01/02/2010
02610151	AMIT MANGALCHAND MEHTA	Director	31/07/2002
02617752	BIJAYSINGH LAXMANSINGH THAKUR	Director	31/07/2002
ABDPA8630Q	PRAMOD KUMAR AJMERA	CFO	03/09/2015
AQBPG3780G	ASHISH GARG	Company Secretary	01/01/2016

20. DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL: NIL
21. VOLUNTARY REVISION OF FINANCIAL STATEMENTS OR BOARD'S REPORT: NIL