

*27th Annual Report*  
*Of*  
*PAWANSUT HOLDINGS LIMITED*



# PAWANSUT HOLDINGS LIMITED

*[www.pawansutholdings.com](http://www.pawansutholdings.com)*

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S.No.	Content
1	Company Information
2	Code Of Business Conduct and Ethics
3	AGM Notice
4	Directors' Report
5	Report on Corporate Governance
6	Auditors' Certificate on Corporate Governances
7	CEO's Certificate
8	Auditors' Report on Financial Statements
9	Accounts- Pawansut Holdings Ltd <ol style="list-style-type: none"><li>1. Balance Sheet</li><li>2. Profit and Loss Account</li><li>3. Cash Flow Statement</li><li>4. Schedules Forming part of Balance Sheet and Profit &amp; Loss Account</li><li>5. Significant Accounting Policies and Notes on Accounts</li></ol>
10	Go Green Initiative of Ministry of Corporate Affairs
11	Attendance Slip and Proxy Form

# **PAWANSUT HOLDINGS LIMITED**

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## ***REGISTERED OFFICE & CORPORATE OFFICE***

### **Pawansut Holdings Limited**

208, Mukand House,  
Commercial Complex,  
Azadpur, Delhi-110 033

## ***REGISTRARS & TRANSFER AGENTS***

### **Beetal Financial & Computer Services (P) Ltd**

Beetal House, 3rd Floor, 99 Madangir  
Near Dada Harsukh Das Mandir,  
New Delhi - 110 062.

## ***LISTING***

Delhi Stock Exchange Limited

## ***WEBSITE***

[www.pawansutholdings.com](http://www.pawansutholdings.com)

# COMPANY OVERVIEW

## BOARD OF DIRECTORS

- |  |  |
|--|--|
| ➤ <b>Chairman &amp; Executive Director</b> | Mr. Laxman Singh Satyapal  |
| ➤ <b>Non Executive Directors</b>           | Mr. Pradeep Kumar Jindal<br>Mr. Pawan Kumar Poddar<br>Mr. Uttam Kumar Srivastava |
| ➤ <b>Company Secretary</b>                 | Ms. Poonam Mehta   |
| ➤ <b>Solicitors &amp; Advocates</b>        | Rajeev Goel & Associates   |
| ➤ <b>Auditors</b>                          | Amit R Gupta & Associates<br>(Chartered Accountants)                             |

## BANKERS

- Citi Bank N.A.
- Yes Bank
- Corporation Bank

## BOARD COMMITTEES

### ➤ Audit Committees

Mr. Laxman Singh Satyapal (Chairman)  
Mr. Pradeep Kumar Jindal  
Mr. Uttam Kumar Srivastava

### ➤ Shareholders' Grievance Committees

Mr. Uttam Kumar Srivastava (Chairman)  
Mr. Pawan Kumar Poddar

# PAWANSUT HOLDINGS LIMITED

## Annual Report 2010-2011

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### **CODE OF BUSINESS CONDUCT AND ETHICS**

#### **Philosophy**

The Company shall be committed to the adoption of such corporate governance practices which ensure accountability of management on the one hand and maximization of shareholders value on the other hand. We would progressively strive to lay down adequate control systems and governance structures for protecting and furthering the interest of our stakeholders.

#### **National Interest**

The Company shall be committed in all its actions to benefit the economic development of the country in which it operates and shall not engage in any activity that would adversely affect such objective. It shall not undertake any project or activity to the detriment of the nation's interest or those that will have any adverse impact on the social and cultural life pattern of its citizens. The Company shall conduct its business affairs in accordance with the economic development, foreign policies, objectives and priorities of the nations government and shall strive to make a positive contribution to the achievement of such goals at the international, national and regional level as appropriate.

#### **Shareholders**

The Company shall be committed to enhance shareholder's value and comply with all regulations and laws that govern shareholders' right. The Board of Directors of the Company shall duly and fairly inform its shareholders about all relevant aspects of the Company's business, and disclose such information in accordance with the respective regulations and agreements.

Employee policies and practices shall be administered in a manner that ensures that in all matters equal opportunity is provided to those eligible and the decisions are merit-based.

#### **Transparency and auditability**

All Company employees shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes, including as appropriate, involvement of more than one manager in recording decision logic and maintaining supporting records. All managers shall voluntarily ensure that their areas of operation are open to audit and the conduct of their activities are totally auditable.

#### **Dealings with people in the organization**

In dealing with each other, employees will uphold the values which are at the core of our HR Philosophy - trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self respect and human dignity. Indeed, these values will form the basis of our HR management systems and processes. In areas such as selection and recruitment, meritocracy will be the only criterion and all managers will scrupulously avoid considerations other than merit and suitability. Performance management systems including appraisals, remuneration and rewards will focus on meritocracy, equity and upholding of Company's values and ethics.

#### **Financial reporting and records**

The Company shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Company conducts its business affairs.

Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to Company's auditors and other authorised parties and government agencies. There shall be no willful omissions of any company transactions from the books and records.

Any willful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of this code, apart from inviting appropriate civil or criminal action under the relevant laws.

#### **Public representation of the Company**

The Company honours the information requirement of the public and its stakeholders. In all its public appearance with respect to disclosing Company and business information to public constituencies such as the media, the financial community, employees and shareholders, The Company shall be represented only by specifically authorised directors and employees. It will be the sole responsibility of these authorised representatives to disclose information to the concerned public.

#### **Political non-alignment**

The Company shall not support, directly or indirectly, any specific political party or candidate for political office. The Company shall not offer or give any Company's fund or property as donation, directly or indirectly, to any specific political party, candidate or campaign.

#### **Ethical conduct**

Every employee of the Company, which shall include a whole-time director and the managing director shall deal on behalf of the company with professionalism, honesty and integrity, as well as high morale and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third parties.

#### **Regulatory compliance**

Every employee of the Company shall, in his or her business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which he or she operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the code, then the standards of the code shall prevail.

#### **Competition**

The Company shall compete only in an ethical and legitimate manner. It prohibits all actions that are anti-competitive or otherwise contrary to laws that govern competitive practices in the market place.

#### **Concurrent employment**

An employee of the Company shall not, without the prior approval of the managing director of the Company, accept employment or a position of responsibility (such as a consultant or a director) with any other Company, nor provide 'freelance' services to anyone. In the case of a whole-time

# PAWANSUT HOLDINGS LIMITED

## Annual Report 2010-2011

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director or the managing director, such prior approval must be obtained from the Board of Directors of the Company.

### Protecting Company's assets

The assets of the Company should not be misused but employed for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationship with customers and suppliers, etc.

### Integrity of data furnished

Every employee of the Company shall ensure, at all times, the integrity of data or information furnished by him or her to the Company.

### Policy against Insider Trading

Insider Trading is prohibited by both law as well as by the Company policy. Insider Trading generally involves the act of subscribing or buying or selling of the Company's securities, when in the possession of any unpublished price sensitive information about the Company. It also involves disclosing any Unpublished Price Sensitive Information about the Company to others who could subscribe or buy or sell the Company's securities. Insider Trading invokes severe civil and criminal penalties not only on the insider but also on the Company in certain circumstances under the Securities and Exchange Board of India (SEBI) Act, 1992.

"Price Sensitive Information" is that information which relates directly or indirectly to a Company and which if published is likely to materially affect the price of securities of a Company. It is important to note that both positive and negative information could be price sensitive. Employees are encouraged to follow the Insider Trading Code at all times. Punishment for violation can include wage freeze, termination and even a criminal offence resulting in a fine or penalty.

### Confidential information/publicity

No employee shall disclose or use any confidential information gained in the course of employment with the Company for personal profit or for the advantage of any other person. No employee shall provide any information either formally or informally to the press or to any other publicity media unless specifically authorised to do so.

### Disciplinary actions

The Company will take appropriate action against any employee, agent, contractor or consultant whose actions are found to violate these policies or any other policy of the Company. Disciplinary actions may include immediate termination of employment or business relationship at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

Every employee shall be responsible for the implementation of and compliance with this code in his professional environment. Failure to adhere to the code could attract the most severe consequences, including termination of employment.

Every employee of the Company shall promptly report to the management any actual or possible violation of this code, or an event he or she

becomes aware of that could affect the business or reputation of his/her or any other group Company.

### Accountability

The Board of Directors (BOD) shall oversee the Company's adherence to ethical and legal standards. All employees and the members of the BOD shall undertake to stop or prevent actions that could harm customers, the system or reputation of the Company.

## PAWANSUT HOLDINGS LIMITED

Annual Report 2010-2011

### NOTICE

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the members of **Pawansut Holdings Limited** will be held on Tuesday, 29<sup>th</sup> November, 2011 at 12:30 P.M. at the registered office at 208, Mukand House, Commercial Complex, Azadpur, Delhi – 110 033 to transact the following business: -

### ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2011 and Profit & Loss Account for the year ended on that date along with report of the Directors' and Auditors' thereon.

2. To appoint a Director in place of Mr. Laxman Singh Satyapal, who retires by rotation, and being eligible offers himself for re-appointment.

3. To appoint Auditors and to fix their remuneration and in connection therewith to pass, with or without modification(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section-224 of the Companies Act, 1956 M/s Amit R Gupta & Associates, Chartered Accountants, the retiring Auditors, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of the present Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be decided by the Board of Directors of the company."

### SPECIAL BUSINESS

4. To appoint a Director in place of Mr. Pawan Kumar Poddar, who is additional Director, and being eligible offers himself for re-appointment.

**"RESOLVED THAT** Mr. Pawan Kumar Poddar, who was appointed as an additional director of the Company to hold office till the date of the Annual General Meeting, be and is hereby appointed as a director of the Company and whose office shall be liable for determination through retirement by rotation.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all those things, deeds and filing as may be necessary to give effect to this resolution."

5. 4. To appoint a Director in place of Mr. Uttam Kumar Srivastava, who is additional Director, and being eligible offers himself for re-appointment.

**"RESOLVED THAT** Mr. Uttam Kumar Srivastava, who was appointed as an additional director of the Company to hold office till the date of the Annual General Meeting, be and is hereby appointed as a director of the Company and whose office shall be liable for determination through retirement by rotation.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all those things, deeds and filing as may be necessary to give effect to this resolution."

### NOTES

1.(a). **APPOINTMENT OF PROXY:** A MEMBER ENTITLED TO ATTEND AND VOTE, AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN

## PAWANSUT HOLDINGS LIMITED

Annual Report 2010-2011

**HIS/HER PLACE AND THE PROXY NEEDS NOT BE A MEMBER OF THE COMPANY.**

**(b).PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE ANNUAL GENERAL MEETING.**

2. The attendance slip and proxy form for the member of the company have been enclosed with the notice.
3. Members are requested to quote their Registered Folio No., client ID and DP ID numbers for facilitating identification for attendance at the meeting.
4. Members who are holding physical shares in more than one folio are requested to intimate to the company, the details of all their numbers for consolidation into a single folio.
5. **BOOK CLOSURE:** The Register of Members and Share Transfer Books of Company will remain on 29<sup>th</sup> September, 2011 for the purpose of Annual General Meeting.
6. Members desiring any information as regards accounts and operations are required to write to the company at its registered office one week before the date of the meeting so that the information is made available at the meeting.
7. Members are requested to intimate to the Company the changes, if any in their registered address along with pin code number.
8. Members are requested to bring their copy of this Annual Report to the Meeting.
9. **Corporate Members:** Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra- Ordinary General Meeting.
10. **Inspection of Documents:** Documents referred to in the Notice etc., are open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to the date of Annual General Meeting.
11. ***Ministry of Corporate Affairs vide their circular 17/2011 dated 21/04/2011 clarified that it would be compliance to Section 53 of the Companies Act, 1956, if the services of document has been made through electronic mode providing that Company has obtained e-mail addresses of its members for sending notice/ documents through e-mail by giving an advance opportunity to every shareholder to register their e-mail address and changes therein from time to time with the Company.***  
  
***In order to cherish and support the Green Initiative taken by the Government of India to secure paperless compliance for betterment of environment, members who have not provided their e-mail address are requested to contact to RTA or compliance officer of company for same.***
12. (1) The equity shares of the company are listed at the Delhi Stock Exchange



## PAWANSUT HOLDINGS LIMITED

Annual Report 2010-2011

Limited. 3/1, Asaf Ali Road, New Delhi-110 002.

- (2) Annual Listing fees for the year 2011-12 has been paid to the Delhi Stock Exchange Limited.

13. The information pursuant to Clause 49 of the Listing Agreement with respect to the details of the directors seeking appointment / re-appointment at the forthcoming Annual General Meeting is annexed to the notice as annexure.

14. **Explanatory Statement:** Explanatory Statement as required under sec 173(2) of the Companies Act, 1956, in respect of special Business under Item No. 4 & 5 is enclosed herewith.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:**

#### **ITEM NO. 4**

Mr Pawan Kumar Poddar was co-opted on the Board of Directors of the Company as Additional Directors to hold office until the date of ensuing annual general meeting. The Board is proposing to appoint him as ordinary directors in the ensuing AGM whose office shall be liable for determination through retirement by rotation. Accordingly, the resolution is placed before the members for their consideration and approval. The Board recommends the proposed resolution for adoption in the larger interest of the Company.

#### **ITEM NO.5**

Mr Uttam Kumar Srivastava was co-opted on the Board of Directors of the Company as

Additional Directors to hold office until the date of ensuing annual general meeting. The Board is proposing to appoint him as ordinary directors in the ensuing AGM whose office shall be liable for determination through retirement by rotation. Accordingly, the resolution is placed before the members for their consideration and approval. The Board recommends the proposed resolution for adoption in the larger interest of the Company.

**By order of the Board  
For Pawansut Holdings Limited**

Sd/-

Place: Delhi

Laxman Singh Satyapal

Director

Dated: 11<sup>th</sup> September, 2011

### **Annexure**

#### **INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT REGARDING RE-APPOINTMENT OF DIRECTOR AS PER ITEM NO. 2 OF THE NOTICE**

Mr. Laxman Sing Satyapal, aged about 39 years, is Independent Director on the Board of our Company. He is post graduate in Commerce has vast work experience in handling work of the Non Bank Finance Company and is recognized for excellent people management and team building abilities besides infusing the spirit of action and a result oriented work culture. He is a firm believer in value based strategies. He is a Chairman of the Audit Committee of the Company.

**INFORMATION PURSUANT TO CLAUSE 49 OF  
THE LISTING AGREEMENT REGARDING  
REGULARISATION OF MR. PAWAN KUMAR  
PODDAR AS DIRECTOR AS PER ITEM NO. 4 OF  
THE NOTICE**

Mr Pawan Kumar Poddar, aged 52 years, is the Independent Director of the Company. He is recognized for excellent people management and team building abilities besides infusing the spirit of action and a result oriented work culture. He is also the member of the Shareholders Grievance Committee.

**INFORMATION PURSUANT TO CLAUSE 49 OF  
THE LISTING AGREEMENT REGARDING  
REGULARISATION OF MR. UTTAM KUMAR  
SRIVASTAVA AS DIRECTOR AS PER ITEM NO.  
5 OF THE NOTICE**

Mr. Uttam Kumar Srivastava, aged about 32 years, is the Independent Director of the Company. He is having experience of over 10 years in public relations and Liasioning. He is Chairman of Shareholders Grievance Committee and also the member of the Audit Committee.