



*“Attitude is a little thing that makes a big difference”*

*– Winston Churchill*

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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Gautam Chand Jain, *Chairman & Managing Director*

Mr. Prakash Chand Jain, *Director*

Mr. Meka Yugandhar, *Director*

Mr. Thati V. Chowdary, *Director*

Mr. Vinayak Rao Juvvadi, *Director*

Mr. Mahender Chand Chordia, *Director*

Mr. Dhanji Lakhamsi Sawla, *Director*

Mr. Rahul Jain, *Executive Director*

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### **COMPANY SECRETARY**

Mr. Paruchuru Vinay

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### **STATUTORY AUDITORS**

M/s. S. Daga & Co., Chartered Accountants, Hyderabad

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### **COST AUDITORS**

M/s DZR & Co., Cost Accountants, Hyderabad

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### **REGISTRAR AND SHARE TRANSFER AGENTS**

M/s. Karvy Computershare Private Limited,

Plot No. 17 to 24, Vithal Rao Nagar, Madhapur, Hyderabad – 500081

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### **BANKERS**

Union Bank of India, Khairatabad, Hyderabad

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### **REGISTERED OFFICE**

105, First Floor, Surya Towers, Sardar Patel Road,

Secunderabad – 500 003, Andhra Pradesh, India.

Tel : 040-27842182, 27844101, 66266777.

Emails : [contact@pokarna.com](mailto:contact@pokarna.com), [companysecretary@pokarna.com](mailto:companysecretary@pokarna.com)

Websites : [www.pokarnagroup.com](http://www.pokarnagroup.com)

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## **FACTORIES**

Granite Division

### **Unit - I**

Survey No.123, Tooprantpet (Village),  
Choutuppal (Mandal), Nalgonda (District),  
Andhra Pradesh.

### **Unit - II**

Survey No. 563, 568 & 574,  
Aliabad Village, Shameerpet, (Mandal),  
R.R. District, Andhra Pradesh.

Apparel Division

Survey No: 33, 39, 50, 51, 55, 68 & 69, Apparels Export Park,  
Gundla Pochampally Village, Medchal Mandal,  
R.R. District, Andhra Pradesh.

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## **LISTED ON**

Bombay Stock Exchange Limited (BSE)  
Scrip Code: 532486

## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the twenty-second Annual general meeting of the company will be held on **17th September, 2013, Tuesday, at 10.30 a.m., at Hotel Vivanta, by Taj, Opp. Hyderabad Public School, Begumpet, Hyderabad,** to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance sheet as at 31st March 2013, the Statement of profit & loss for the year ended on that date along with notes, the reports of the Board of directors and Auditors thereon.
2. To appoint a Director in place of Mr. Meka Yugandhar, who retires by rotation and being eligible, offers him selves for reappointment.
3. To appoint a Director in place of Mr. Thati Venkataswamy Chowdary, who retires by rotation and being eligible, offers him selves for reappointment.
4. To appoint a Director in place of Mr. Mahender Chand Chordia, who retires by rotation and being eligible, offers him selves for reappointment.
5. To appoint a Director in place of Mr. Dhanji Lakhamshi Sawla, who retires by rotation and being eligible, offers him selves for reappointment.
6. To reappoint M/s. S. Daga & Co., (Reg. no. 000669S), Chartered accountants, Hyderabad as Statutory auditors of the company, to hold office from the conclusion of this Annual general meeting until the conclusion of the next Annual general meeting and authorize Board of directors to fix their remuneration.

### SPECIAL BUSINESS

7. **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 269, 198, 309, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (‘the Act’), subject to such other approvals including approval from the Central Government, as may be required, approval be and is hereby accorded to the reappointment of Mr. Gautam Chand Jain as Chairman & Managing Director of the Company, not being liable to retire by rotation, for a period of 5 (five) years with effect from 1st July, 2013, on the terms and conditions including remuneration as set forth in the explanatory statement related to this business (i.e. item No. 7), with liberty to the Board of directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and/ or vary the terms and conditions of the reappointment in such manner as may be agreed to between the Board and Mr. Gautam Chand Jain”.

By order of the Board of directors

Place : Secunderabad  
Date : 14.08.2013

**Paruchuru Vinay**  
Company Secretary & Compliance Officer

## NOTES :

1. Relevant explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of resolution set out under item no. 7 is appended below.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HER AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY TO BE EFFECTIVE SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. 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 mention their Folio number in the attendance slip for attending the meeting.
4. Corporate members intending to send their authorized representatives are requested to furnish a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual general meeting.
5. 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 are requested to notify change, if any, in their address to the Registrar and share transfer agent, namely, M/s Karvy Computershare Private Limited, plot No. 17 to 24, near Image Hospital, Vithalrao Nagar, Madhapur, Hyderabad 500 081. All communications regarding shares are to be addressed to our Registrar and share transfer agent at the address mentioned above.
7. Members whose shareholding is in the electronic mode are requested to inform change of address notifications to their respective Depository Participants.
8. According to provisions of sub section (5) of Section 205A of the Companies Act, 1956, dividend which remain unclaimed for a period of Seven (7) years is required to be transferred by the company to the Investor education and protection fund (IEPF) established by the Central Government pursuant to Section 205C of the Companies Act, 1956. Information in respect of such unclaimed dividend and last date for uploading information thereon on the MCA website are given below;

Financial year	Date of declaration	Unclaimed dividend (Amount in ₹.)	Last date for claiming unpaid dividend or due date for transferring the amount to IEPF account.
2005 - 06	29.09.2006	2,30,122	03.11.2013
2006 - 07	28.09.2007	1,72,556	02.11.2014
2007 - 08	24.09.2008	90,451	24.10.2015

Shareholders, who have not so far encashed the Dividend Warrant(s), are requested to seek the issue of duplicate Dividend Warrant(s) by writing to the company's Registrar & Transfer Agent, M/s Karvy Computershare Private Limited immediately. Shareholders are requested to note that no claims lie against the company in respect of any amounts which remain unclaimed and unpaid beyond seven years from the date they first became due for payment and no payment shall be made by the company in respect of any such claims.

9. Members holding shares in the same name or in the same order of names but in several folios, please let us know so that we may consolidate them into one folio.
10. Consequent upon introduction of Section 109A of the Companies Act, 1956 shareholders are entitled to make nomination in respect of shares held by them in Physical Form. Shareholders desirous of making nominations are requested to send their requests in Form No. 2B in duplicate to M/s Karvy Computershare Private Limited (Forms shall be made available on request).

11. Any member desirous of obtaining any information on the accounts or operations of the Company is requested to forward his / her queries to the Company addressed to the Registered Office at 105, First floor, Surya Towers, Sardar Patel Road, Secunderabad - 500 003 for the attention of **Mr. Paruchuru Vinay**, Company Secretary, at least 7 days prior to the date of the meeting.
12. Copies of the Annual Report will not be distributed at the Annual General Meeting.
13. The Register of Members and Share Transfer books of the Company will remain closed from **13th September 2013 to 17th September 2013** (both days inclusive).
14. The Register of director's shareholdings shall be open for inspection to any member of the Company during the period beginning 14 days before the date of Company's Annual general meeting and ending 3 days after the date of its conclusion. The said register shall also remain open and accessible during the Annual general meeting to any person having right to attend the meeting.
15. Following is biographical data of the rotational Directors seeking re-appointment, as required under clause 49 of the Listing Agreement entered with the Stock exchanges:

Name of the Director	Mr. Meka Yugandhar	Mr. Thati Venkataswamy Chowdary	Mr. Mahender Chand Chordia	Mr. Dhanji Lakhamsi Sawla
Date of Birth	10.07.1951	01.06.1943	13.04.1943	06.08.1930
Date of Appointment	29.03.2002	31.07.2002	01.07.2003	01.07.2003
Expertise in specific functional areas	Securities market, finance, general management and commercial matters	Mining , geology, finance & corporate management	Finance, consumer goods industry, business management and commercial matters	Trading , business administration and commercial management
Qualifications	B.com., FCA	B.E (Mining), M.B.A, L.L.B, F.I.E, .M.E.A, S.M.E.	B.com., FCA	Secondary
Directorship held in other companies as on 31 <sup>st</sup> March, 2013 (excluding foreign companies and private limited companies)	10	3	1	2
Chairmanship/Membership of Committees (across all public limited Companies)	5	4	1	Nil
No. of shares held in the Company as on 31st March, 2013.	Nil	Nil	Nil	Nil

Note: Biographical data of Mr. Gautam Chand Jain is provided under the Explanatory Statement provided for item No: 7, which is enclosed as annexure to this notice.

Names of other Public Limited companies in which also the appointees hold the directorship and the membership of Committees of the Board:

<b>1. Mr. Meka Yugandhar</b>	
<b>Name of the company</b>	<b>Position held in the company</b>
(i) Karvy Stock Broking Limited	<ul style="list-style-type: none"> <li>• Director</li> <li>• Audit Committee, Member</li> <li>• Remuneration Committee, Member</li> <li>• Customer Service Committee, Member</li> <li>• Risk and Compliance Committee, Member</li> </ul>
(ii) Karvy Financial Services Limited	<ul style="list-style-type: none"> <li>• Director</li> <li>• Audit Committee, Member</li> <li>• Investment Committee, Member</li> <li>• Nomination Committee, Member</li> <li>• Debenture Allotment Committee, Member</li> </ul>
(iii) Karvy Investor Services Limited	<ul style="list-style-type: none"> <li>• Director</li> <li>• Audit Committee, Member</li> </ul>
(iv) Karvy Global Services Limited	<ul style="list-style-type: none"> <li>• Director</li> <li>• Audit Committee, Member</li> </ul>
(v) Karvy Comtrade Limited	<ul style="list-style-type: none"> <li>• Director</li> </ul>
(vi) Karvy Consultants limited	<ul style="list-style-type: none"> <li>• Director</li> </ul>
(vii) Karvy Insurance Broking limited	<ul style="list-style-type: none"> <li>• Director</li> </ul>
(viii) Nova Consultants Limited	<ul style="list-style-type: none"> <li>• Director</li> </ul>
(ix) Pokarna Engineered Stone Limited	<ul style="list-style-type: none"> <li>• Director</li> </ul>

<b>2. Mr. Thati Venkataswamy Chowdary</b>	
<b>Name of the company</b>	<b>Position held in the company</b>
(i) Regma Ceramics Limited,	<ul style="list-style-type: none"> <li>• Director</li> <li>• Audit Committee, Member</li> </ul>
(ii) Pokarna Engineered Stone Limited	<ul style="list-style-type: none"> <li>• Director</li> </ul>
(iii) Divyashakti Granites Limited	<ul style="list-style-type: none"> <li>• Director</li> </ul>

<b>3. Mr. Mahender Chand Chordia</b>	
<b>Name of the company</b>	<b>Position held in the company</b>
Pokarna Engineered Stone Limited	Director

<b>4. Mr. Dhanji Lakhamshi Sawla</b>	
<b>Name of the company</b>	<b>Position held in the company</b>
Pokarna Engineered Stone Limited	Director
Reliance Cellulose Products Limited	Director



## ANNEXURE TO NOTICE

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

#### Item No. 7:

Mr. Gautam Chand Jain, born on the Independence Day in 1955, started off with retailing and wholesaling of fabrics along with his family members in 1979-80 and by 1982-83 earned the distinction of being Raymond Ltd's top distributor in India in terms of both value and volume of Raymond Fabrics, which he has been able to sustain all through. Mr. Gautam Chand Jain was successful in turning around sick units acquired from Financial Institution into profit making units. He is renowned personality in the field of granite and textile industries and had immensely contributed to the nation by developing international market for granite from India. He is well exposed and familiar with international business.

Mr. Gautam Chand Jain, aged about 58 years, is a commerce graduate and has close to 40 years of experience in the field of industry, business and corporate management.

Mr. Gautam Chand Jain is not a member on any of the Committees of the Board of directors of the Company. Other companies where Mr. Gautam Chand Jain holds the position of directorship are provided below:

Sl. No.	Name of the Company
1	Pokarna Fashions Limited
2	Pokarna Fabrics Limited
3	Pokarna Marketing Limited
4	Pokarna Engineered Stone Limited

Present tenure of Mr. Gautam Chand Jain as the Chairman & Managing Director of the company expired on 30<sup>th</sup> June, 2013. The consent of the members is sought to accord approval for the reappointment of Mr. Gautam Chand Jain as the Chairman & Managing Director of the company, for another period of five years with effective from 1<sup>st</sup> July, 2013.

Further accord is also sought for payment of remuneration (No increase in remuneration is proposed from earlier approval of the members), as set out below, to Mr. Gautam Chand Jain, Chairman & Managing Director during his tenure commencing from 1st July 2013.

1. Salary per month: ₹. 5,00,000
2. Perquisites and Allowance: Not exceeding ₹. 2,50,000 per month in the nature of accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilization of gas, electricity, water, security services, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; club fees, medical insurance and such other perquisites and / or allowances. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income-tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. However, the company's contribution to Provident Fund, to the extent these singly or together are not taxable under the Income-tax law and gratuity payable and encashment of leave at the end of the tenure, as per the rules of the company and to the extent not taxable under the Income-tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.
3. In addition to the salary, perquisites and allowances as stated above based on certain performance criteria to be laid down by the Board, he shall also be entitled to receive incentive remuneration, if any and/or commission, payable quarterly or at other intervals, as may be decided by the Board.
4. Reimbursement of expenses incurred for travelling, boarding and lodging including for attendant(s) during business trips; provision of car for use on the Company's business and telephone expenses at residence shall be reimbursed and not considered as perquisites.

#### Overall Remuneration:

The aggregate of salary, perquisites, commission and allowances in any financial year shall not exceed the limits prescribed from time to time under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with

Schedule XIII to the said Act, as may, for the time being, be in force. In case of any doubt/ discrepancy/ clarification that may arise with respect to payment of remuneration in excess of that entitled under Section I, II of Part II of Schedule XIII to the Companies Act, 1956, but not exceeding the overall limits prescribed under the Act, the same shall be determined and decided by the Board.

**Minimum Remuneration:**

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof, as may, for the time being, be in force”.

Mr. Gautam Chand Jain, Mr. Prakash Chand Jain and Mr. Rahul Jain, Directors, being related to Mr. Gautam Chand Jain, are concerned or interested in the resolution.

The Notice together with the Explanatory statement may be treated as an abstract of the Memorandum of interest under Section 302 of the Companies Act, 1956.

The Directors recommend the passing of the resolution at Item No. 7 of the accompanying Notice.

By order of the Board of directors

Place : Secunderabad

Date : 14.08.2013

**Paruchuru Vinay**

Company Secretary & Compliance Officer