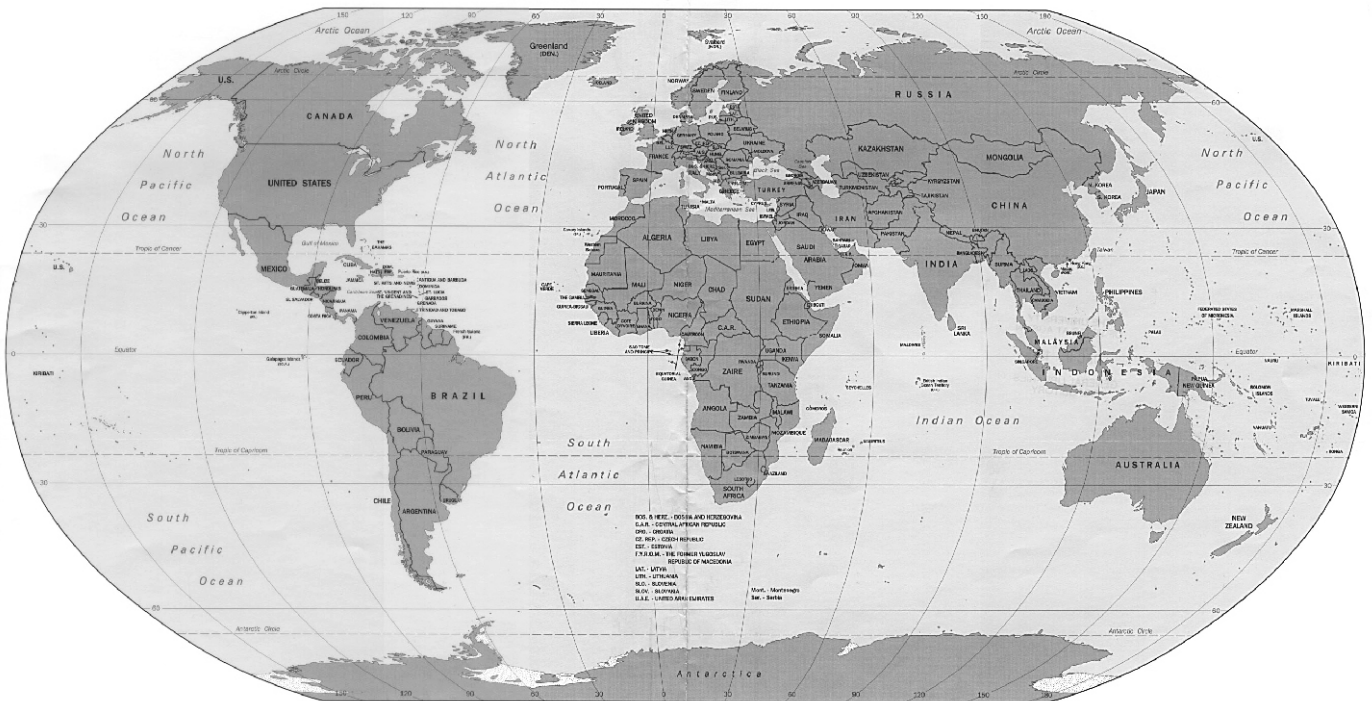


From the house of  
**Rajkamal**<sup>®</sup>



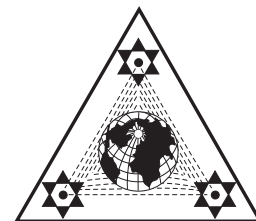
## 34th ANNUAL REPORT 2017 - 2018

**POLO QUEEN INDUSTRIAL AND FINTECH LIMITED**



## **POLO QUEEN INDUSTRIAL AND FINTECH LIMITED**

<b>BOARD OF DIRECTORS</b>	<b>:</b> Mr. N. L. Sanghai Mr. Umesh Agarwal Mr. Prabhas Sanghai Mr. Rahul Kumar Sanghai Mr. Udit P. Sanghai Mr. Apsi Nariman Katgara Mr. Natwarlal Gaur Mr. Aftab Mohd. Yusuf Diamondwala Ms. Shobita Kadan	Director Whole Time Director Director Director Whole Time Director & CFO Independent Director Independent Director Independent Director Independent Director
<b>COMPANY SECRETARY</b>	<b>:</b> Ms. Namrata Vanamala	
<b>BANKERS</b>	<b>:</b> Central Bank of India State Bank of India	
<b>STATUTORY AUDITOR</b>	<b>:</b> M/s. Gupta Raj & Co., Chartered Accountants 2-A, Mayur Apartments, Dadabhai Cross Road No.3, Vile Parle (West), Mumbai - 400056. Tel.: 022 26210901/26210902 E-mail: ca.nikuljalan@guptaraj.com	
<b>INTERNAL AUDITOR</b>	<b>:</b> M/s. Janak Mehta, Chartered Accountants Unit No. 8, Swastik Plaza, V. L. Mehta Road, Next to Kalaniketan, Vile Parle (West), Mumbai - 400049. Tel.: 022 26184030 E-mail: cajanakmehta@gmail.com	
<b>REGISTRARS AND SHARE TRANSFER AGENTS</b>	<b>:</b> Satellite Corporate Services Private Limited Unit. No. 49, Building No. 13 AB, 2nd Floor, Samhita Commercial Co-Op Society Ltd., Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai - 400072. Tel: 022-28520461/462 Email: service@satellitecorporate.com	
<b>REGISTERED OFFICE</b>	<b>:</b> 304, A to Z Industrial Estate, Ganpatrao Kadam Marg, Lower Parel, Mumbai- 400 013. Tel: 022 24935421/24817001 Fax: 022 24935420/24817047 E-mail: info@poloqueen.com Website: www.poloqueen.com	



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## 34th ANNUAL REPORT



## NOTICE

## POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

**NOTICE** is hereby given that the Thirty Fourth Annual General Meeting of the Shareholders of Polo Queen Industrial and Fintech Limited will be held at Fantasy, 1st Floor, Sunville Banquets, 9 Dr. Annie Besant Road, Opposite Atria Mall, Worli, Mumbai – 400 018, on Friday, September 21, 2018 at 4.00 p.m. to transact the following business:

### ORDINARY BUSINESS :

1. To receive, consider and adopt Audited Financial Statements (Standalone and Consolidated) i.e. Balance Sheet as at March 31, 2018, the Statement

of Profit and Loss Account and the Cash Flow Statement for the financial year ended on March 31, 2018 and the reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Nandlal Sanghai (holding DIN 00181592), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rahul Kumar Sanghai (holding DIN 00181745), who retires by rotation and being eligible, offers himself for re-appointment.

**Place : Mumbai**  
**Date : May 21, 2018**

**By Order of the Board of Directors**  
**NAMRATA VANAMALA**  
**COMPANY SECRETARY**  
**(Membership No. - A40814)**



## NOTICE

## POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

### NOTES FOR SHAREHOLDERS' ATTENTION :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
2. Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard – 2 on “General Meetings”, the particulars of Directors proposed to be appointed/re-appointed at the Meeting, are annexed to the Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 17, 2018 to Friday, September 21, 2018 (both days inclusive).
5. Members are requested to notify immediately any change of address;
  - (i) To their Depository Participants (DPs) in respect of their electronic share accounts, and
  - (ii) To the Company's Registrar & Share Transfer Agents, M/s Satellite Corporate Services Private Limited (R&TA), Unit No. 49, Building No. 13 AB, 2nd Floor, Samhita Commercial Co-Op Society Ltd, Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai 400 072, in respect of their physical share folios, if any, quoting their folio numbers.
6. Members holding shares in physical form may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013, by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained either from the website of the Company at [www.poloqueen.com](http://www.poloqueen.com) or from the Registrar & Share Transfer Agents at their aforesaid addresses.
7. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can submit their PAN details to the Company along with the proof thereof.
8. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email IDs are registered with the Company or the Depository Participants, unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participants. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
9. Members intending to require information about the financial Accounts, to be explained at the Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that the papers relating thereto may be made available.
10. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
11. Members are requested to bring their copy of the Annual Report to the Meeting.
12. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to the shareholders, to enable them to cast their vote electronically. The Company has engaged services of Central Depository Services (India) Limited (“CDSL”) for providing e-voting facility to Members. The facility for voting through Ballot Paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.



## NOTICE

## POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

### Process for e-voting:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, September 18, 2018 at 9.00 a.m. and ends on Thursday, September 20, 2018 at 5.00 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 Friday, September 14, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders/Members.

(iv) 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.

(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:

	<b>For Members holding shares in Demat form and Physical Form</b>
PAN	<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"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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 (iv).</li> </ul>

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

(ix) 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.

(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 Company Name i.e. "Polo Queen Industrial and Fintech Limited" on which you choose to vote.



## NOTICE

## POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

### **(xix) Notes 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
13. Mrs. Grishma Khandwala, Practicing Company Secretary, (Membership No. 6515) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  14. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same and declare the result of the voting forthwith.
  15. The Results declared alongwith the Scrutinizer's report shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of result by the Chairman. The result shall also be immediately forwarded to CSE Limited, Metropolitan Stock Exchange of India Ltd. and BSE Limited, where the shares of the Company are listed.

Place : Mumbai  
 Date : May 21, 2018

By Order of the Board of Directors  
**NAMRATA VANAMALA**  
 COMPANY SECRETARY  
 (Membership No. - A40814)



34th ANNUAL REPORT

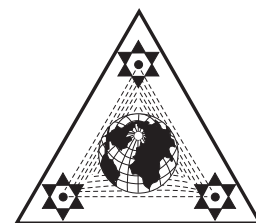


## ANNEXURE TO THE NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

### Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting. (Pursuant to the SEBI Listing Regulations and Secretarial Standard-2 on “General Meetings”)

1.	<b>Name of Director</b>	Mr. Nandlal Sanghai	Mr. Rahul Kumar Sanghai
2.	<b>Director Identification Number (DIN)</b>	00181592	00181745
3.	<b>Date of Birth</b>	October 11, 1950 (67 Years)	November 26, 1973 (44 Years)
4.	<b>Date of Appointment</b>	September 27, 1993	August 19, 2000
5.	<b>Experience in specific areas</b>	More than 48 years' experience in Textile & Chemical Industry	More than 22 years' experience in Textile & Chemical Industry
6.	<b>Qualifications</b>	B. Com	B. Com
7.	<b>Directorship in Other Companies</b>	<ul style="list-style-type: none"> <li>• Aajiwan Industries Limited</li> <li>• Sanghai Holdings Private Limited</li> <li>• Santino Holdings Private Limited</li> <li>• Maharashtra Textile Processors Association</li> <li>• Someshwara Industries and Exports Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Paramount Minerals and Chemicals Limited</li> <li>• Bow Balaleshwar Minings Private Limited</li> <li>• Aajiwan Industries Limited</li> <li>• Balaji Prints Limited</li> <li>• Polo Queen Capital Limited</li> <li>• Polo Queen Pharma Trade Industry Limited</li> <li>• Polo Queen Solutions Limited</li> </ul>
8.	<b>Memberships/Chairmanships of Audit and Stakeholders' Relationship committees across Public Companies</b>	-	1
9.	<b>Shareholding in the Company (No. of shares)</b>	3,37,600	36,32,025



## DIRECTORS REPORT

## POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

To

The Members,

Your Directors have pleasure in presenting 34th Annual Report and the Audited Statement of Accounts of your Company for the year ended March 31, 2018.

### FINANCIAL RESULTS :

The salient features of the Company's working for the year under review are as under:

(Amount in Thousands)

Particulars	Standalone		Consolidated	
	Year Ended 31.03.2018	Year Ended 31.03.2017	Year Ended 31.03.2018	Year Ended 31.03.2017
Sales and other Income	719,351.82	614,879.79	720,837.82	616,120.63
Profit /(Loss) before Interest and Depreciation	30,425.56	35,565.19	31,647.91	36,037.88
Less: Interest	14,946.04	16,545.34	14,946.04	16,545.34
Profit/(Loss) before Depreciation	15,479.52	19,019.85	16,701.87	19,492.54
Less: Depreciation	1,402.90	1,599.60	1,402.90	1,599.60
Profit/(Loss) Before Taxation	14,076.62	17,420.25	15,298.98	17,892.94
Less: Provision for Taxation (net)	4,478.71	6,133.43	4,776.46	6,384.56
Less: Tax Adjustment relating to prior years	-	-	-	-
Add: Deferred Tax	(286.88)	(242.01)	(332.78)	(138.73)
Net Profit/ ( Loss ) after Tax	9,311.03	11,044.81	10,189.73	11,369.64

### Operations

During the year under review the Company has recorded receipts of Rs. 719,351,819/- as compared to Rs. 614,879,791/- in the previous year. The Net profit is Rs. 9,311,029/- as compared to Profit of Rs. 11,044,804/- in the previous year. The decrease in the Net Profit of the Company is due to one time expenditure incurred by the Company.

The Turnover of the Company has improved and with continued focus on broad basing of product base and expansion into second tier towns and rural markets should enable the Company to maintain profitable growth in the current economic scenario.

With growing opportunity in the field of FMCG sector, the Company's enlarged portfolio of products will further enhance the sales turnover, with improved profitability. The rural promotion of FMCG products by the Company has received a positive response with network of distributors expanding further. The network of distribution is likely to be enhanced further with sustained promotions. This will help the Company to develop a healthy market share in the rural sector. The Company is exploring other platforms of marketing FMCG products through Modern Trade and online market place.

The Company is also carrying out manufacturing and

trading activities in chemicals and minerals and is hopeful of expanding its business in the coming year.

The Company is interacting with various entities for a Joint venture to develop the Data Center business at MIDC Dombivili and speciality chemicals business at MIDC Mahad with the help of professional consultants.

### Dividend

With a view to conserving the resources of your company, your Directors have decided not to recommend Dividend for the year.

### Material Changes and Commitment Affecting Financial Position of the Company

There are no material changes and commitments affecting the financial position of the Company which has occurred between the end of the financial year of the Company i.e., March 31, 2018 and the date of the Directors' Report.

### Directorate

In accordance with the Act and the Articles of Association of your Company, Mr. Nandlal Sanghai and Mr. Rahul Kumar Sanghai retire by rotation and are eligible for re-appointment.

A brief profiles of the Directors liable to retire by rotation in accordance with Section 152 of the Companies Act,



## DIRECTORS REPORT

## POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

2013 is annexed to the Notice.

Your approval for their re-appointments as Director has been sought in the Notice convening the AGM of your Company

### Board Evaluation

The Board has carried out an annual performance evaluation of the Directors individually including Independent Directors, Board as a whole and of its various committees on parameters such as skills, knowledge, participation in meetings, contribution towards Corporate Governance practices, compliance with code of ethics etc.

The Independent Directors have carried out a performance evaluation of non-independent Directors, Chairman of the Board and Board as a whole with respect to knowledge to perform the role, time and level of participation, performance of duties and level of oversight and professional conduct and independence.

The Directors expressed their satisfaction with the evaluation process.

### Meetings

During the year five Board Meetings were convened and held. The details thereof are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Key Managerial Personnel

Mr. Umesh Agarwal was reappointed as the Whole time Director of the Company for a period of three years with effect from April 1, 2017.

### Declaration by Independent Directors

Necessary declarations have been obtained from all the Independent Directors under Section 149 (6) of the Companies Act, 2013 and regulations 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Subsidiary, Joint Venture or Associate Companies

The Company does not have any Joint Venture or Associate Company. The details of the performance of the subsidiary companies are as follows:

#### i. Polo Queen Capital Limited (PQCL)

PQCL is a wholly owned subsidiary of the Company. It was incorporated on March 15, 2016 for the

purpose of carrying on the business of Non-Banking Finance Company. The Company has received Certificate of Registration from the Reserve Bank of India dated September 22, 2017 for carrying on the business of Non-Banking Financial Institution without accepting public deposits. The Company has commenced its financial business with Net owned fund of Rs. 2,25,00,000.

#### ii. Polo Queen Solutions Limited (PQSL)

PQSL is a wholly owned subsidiary of the Company. The Company was incorporated on March 3, 2016. The Company has plans to set up Data Centre on the Plot admeasuring 4,960 Square meter in the name of the Holding Company at MIDC Dombivli, Maharashtra. The Company is looking for a Joint Venture with a Foreign Investor. The Company has appointed KPMG and Mindspring Advisors Private Limited who are being entrusted with the assignment to identify a suitable Joint Venture Partner.

#### iii. Polo Queen Pharma Trade Industry Limited (PQPL)

PQPL is a wholly owned subsidiary of the Company. It was incorporated on March 3, 2016. PQPL plans to set up a Pharma/Chemical plant/factory at a plot situated at MIDC, Mahad admeasuring 79,916 Square meter. The Company has already appointed KPMG as consultants to identify a suitable Joint Venture Partner.

A statement containing salient features of the Financial Statements in Form AOC-1, as required under Section 129 (3) of the Companies Act, 2013, forms a part of this Annual Report. The Audited Financial Statements of each subsidiary company shall be kept open for inspection at the Registered Office of the Company on every working day of the Company between 10.00 a.m. to 12 noon up to the date of the forthcoming 34th Annual General Meeting.

Your Company has approved a policy for determining material subsidiaries and the same is uploaded on the Company's website which can be accessed using the link <http://poloqueen.com/policies-and-codes.php>. As per this Policy, your Company does not have any material subsidiary.

### Related Party Transactions

All transactions entered into with related parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were on an arm's length basis and were in the ordinary course of business.