



POLSON LTD

73rd

ANNUAL REPORT

2013-2014

**73rd ANNUAL REPORT &
ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014**

DIRECTORS

**SUSHILA KAPADIA
AMOL KAPADIA
PRAVIN D. SAMANT
DHAU LAMBORE
PRADIP PAI
SUDHIR NEVATIA
NAKUL PATEL**

**Chairman
Managing Director
Director Technical
Director
Director
Director
Director**

SOLICITORS

D.H. NANAVALI

AUDITORS A.S. MADON & CO.

Chartered Accountants

BANKERS

**CITI BANK N.A.
STANDARD CHARTERED
HDFC BANK LTD.
BANK OF INDIA**

**REGISTERED OFFICE
AMBAGHAT, VISHALGAD,
TALUKA- SHAHUWADI,
DIST- KOLHAPUR,
KOLHAPUR-415 101.
MAHARASHTRA**

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NOTICE

NOTICE is hereby given that the 73rd Annual General Meeting of the members of Polson Limited will be held on 30th day of September, 2014 at Chitra Kuti at Ambaghat, Vishalgad, Taluka – Shahuwadi, Dist – Kolhapur, Kolhapur – 415 101 at 11.30 a.m. to transact the following businesses :

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2014, along with the Profit and loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Sushila Kapadia who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT M/s. A. S. Madon & Co., Chartered Accountants, Mumbai be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors.”

Special Business:

4. To reappoint Mr. Sudhir Nevatia (DIN: 00001258) as an Independent Director of the Company and 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 the Rules framed there under, read with Schedule IV of the Companies Act, 2013, as amended from time to time, and clause 49 of the Listing Agreement Mr. Sudhir Nevatia (DIN: 00001258) be and is hereby reappointed as an Independent Director of the Company for five consecutive years, effective September 30, 2014 up to the conclusion of 78th Annual General Meeting of the Company in the Calendar year 2019, with the period of office not liable to determination by retirement by -rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid Resolution and delegate the aforesaid powers to any Director or Officer of the Company as may be deemed necessary in the best interest of the Company.”

5. To reappoint Mr. Nakul Patel (DIN: 00332824) as an Independent Director of the Company and 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 the Rules framed there under, read with Schedule IV of the Companies Act, 2013, as amended from time to time, and clause 49 of the Listing Agreement Mr. Nakul Patel (DIN: 00332824) be and is hereby reappointed as an Independent Director of the Company for five consecutive years, effective September 30, 2014 up to the conclusion of 78th Annual General Meeting of the Company in the Calendar year 2019, with the period of office not liable to determination by retirement by -rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid Resolution and delegate the aforesaid powers to any Director or Officer of the Company as may be deemed necessary in the best interest of the Company."

6. To reappoint Mr. Pradip Pai (DIN: 00107704) as an Independent Director of the Company and 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 the Rules framed there under, read with Schedule IV of the Companies Act, 2013, as amended from time to time, and clause 49 of the Listing Agreement Mr. Pradip Pai (DIN: 00107704) be and is hereby reappointed as an Independent Director of the Company for five consecutive years, effective September 30, 2014 up to the conclusion of 78th Annual General Meeting of the Company in the Calendar year 2019, with the period of office not liable to determination by retirement by -rotation."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid Resolution and delegate the aforesaid powers to any Director or Officer of the Company as may be deemed necessary in the best interest of the Company."

7. To reappoint Mr. Amol Kapadia as Managing Director of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to provisions of sections 196, 197, 203 and any other applicable provisions 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 V to the Companies Act, 2013, the consent of the members be and is hereby given for the reappointment of Mr. Amol Kapadia as a Managing Director of the Company for a period of three years w.e.f. 1st April, 2014 on the following terms of remuneration:

- | | | |
|-----------------------|---|--|
| 1. Basic Salary | : | Rs. 7,00,000/- p.m. |
| 2. Personal Allowance | : | Rs. 50,000/- p.m. |
| 3. Medical | : | Reimbursement of medical expenses for self and family subject to maximum of one month's basic salary for a year. |

Notwithstanding the ceiling specified in this clause, if reimbursement of expenses under this clause claimed is less than the specified maximum limit, the balance shall be added to the personal allowance on an annual basis.

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|---------------------------|---|---|
| 4. Leave Travel Allowance | : | As per provisions of Income Tax Act, 1961 |
|---------------------------|---|---|

POLSON LIMITED

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| 5. Club | : | Club fees subject to a maximum of two clubs. This will include annual membership fees but not admission fees and life membership fees. |
| 6. Insurance | : | As per policy of the Company. |
| 7. Leave | : | full pay leave for 30 days per annum. |
| 8. Provident Fund | : | Contribution to Provident fund/ Annuity Fund/ Superannuation Fund or allowance as per policy of the Company. |
| 9. Gratuity | : | In accordance with the policy of the Company |
| 10. Telephone | : | Actual basis subject to maximum Rs. 5000/- per month |
| 11. Car | : | Petrol expenses and Driver's salary subject to maximum of Rs. 15,000/- per month. |
| 12. Commission | : | 1% of the net profits of the Company as computed in accordance with the provisions of Section 198, 349 and 350 of the Companies Act, 1956. |

RESOLVED FURTHER THAT the gross remuneration to be paid to Mr. Amol Kapadia be increased, augmented and /or enhanced subject to the aforesaid provisions and applicable approvals up to 20% per annum, effective from April 1 each year, and first such increase shall be granted w.e.f. April 1, 2015.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits for any financial year, Mr. Amol Kapadia shall subject to approval from the Central Government, if any required, be paid remuneration by way of salary and perquisites as specified above, subject to the restrictions, if any, set out in Schedule XIII to the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) as may be applicable from time to time.

RESOLVED FURTHER THAT the Board of Directors/ Committee of Directors be and is hereby authorized from time to time to amend, alter or otherwise vary terms and conditions of the re-appointment of Mr. Amol Kapadia including remuneration, provided that such remuneration shall not exceed maximum limits for payment of remuneration as may be admissible to him, within the overall limits specified in the Act, and as existing or amended, modified or re-enacted from time to time by the Government of India, as the Board may deem fit,

RESOLVED FURTHER THAT The Chairman of the meeting be and is hereby requested to submit the minutes of the committee meeting to the Board of Directors for their further needful.

CIN: L15203PN1938PLC002879

Regd Office:

Ambaghat, Vishalgad,

Taluka – Shahuwadi,

Dis. Kolhapur

Kolhapur – 416001

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

SUSHILA KAPADIA
CHAIRMAN

Place: Mumbai

Date: 06th September, 2014

NOTES

1. A member to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll, instead of him. A proxy need not be a member of the company. Proxies, in order to be effective, must be received at Registered Office of the Company not less than 48 hours before the meeting.
2. Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of item no. 4, 5, 6 and 7 of the Notice is hereto annexed.
3. Documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of this meeting and will also be available for inspection.
4. Register of Members and Transfer Register will remain close from 27th September 2014 to 30th September 2014 (both days inclusive).
5. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Registrar and Transfer Agent of the Company for doing their needful.
6. Members are requested to notify change in address, if any, immediately to Registrar and Transfer Agent of the Company quoting their folio numbers.
7. Members seeking the information with regards to the proposed resolution are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
8. Members/ Proxy holders are requested to bring at the venue of Annual General Meeting their attendance slip duly signed so as to avoid inconvenience.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is offering e-voting facility to its members in respect of the business to be transacted at the Seventy Third Annual General Meeting to be held on Tuesday, the 30th day of September, 2014 at 11.30 a.m. at Chitra Kuti at Ambaghat, Vishalgad, Taluka – Shahuwadi, Dist – Kolhapur, Kolhapur – 415 101.

The Company has engaged the services of Purva Sharegistry (India) Private Limited as the Authorised Agency to provide e-voting facility. The particulars of e-voting will be sent to the shareholders separately.

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From 23rd September, 2014 (10.00 a.m.)

End of e-voting : Up to 24th September, 2014 (10.00 a.m)

The cut-off date (record date) for the purpose of e-voting is Monday, the 15th September, 2014.

CIN: L15203PN1938PLC002879

Regd Office:

Ambaghat, Vishalgad,

Taluka – Shahuwadi,

Dis. Kolhapur

Kolhapur – 416001

Place: Mumbai

Date: 06th September, 2014

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

SUSHILA KAPADIA

CHAIRMAN

Explanatory Statement**(Pursuant to Section 102 (1) of the Companies Act, 2013)****Item No. 4**

Mr. Sudhir Nevatia is an Independent Director of Polson Ltd.

While Mr. Sudhir Nevatia was originally appointed as an Independent Director liable to retire by rotation under the provisions of the Companies Act, 1956, under the provisions of the Companies Act, 2013, Independent Directors are not liable to retire by rotation. Pursuant to the provisions of sub sections (4), (10), (11) of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors recommends the reappointment of Mr. Sudhir Nevatia for a period of five consecutive years with effect from September 30, 2014. In the opinion of the Board of Directors, Mr. Sudhir Nevatia fulfills the conditions specified in the Companies Act, 2013, and the Rules made there under, and the Listing Agreement. The Board considers it in the interest of the Company to reappoint Mr. Sudhir Nevatia as an Independent Director.

Mr. Sudhir Nevatia is not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Director.

Mr. Sudhir Nevatia does not hold any shares in the Company. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Sudhir Nevatia, is in any way interested or concerned with this resolution.

Item No. 5

Mr. Nakul Patel is an Independent Director of Polson Ltd.

While Mr. Nakul Patel was originally appointed as an Independent Director liable to retire by rotation under the provisions of the Companies Act, 1956, under the provisions of the Companies Act, 2013, Independent Directors are not liable to retire by rotation. Pursuant to the provisions of sub sections (4), (10), (11) of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors recommends the reappointment of Mr. Nakul Patel for a period of five consecutive years with effect from September 30, 2014. In the opinion of the Board of Directors, Mr. Nakul Patel fulfills the conditions specified in the Companies Act, 2013, and the Rules made there under, and the Listing Agreement. The Board considers it in the interest of the Company to reappoint Mr. Nakul Patel as an Independent Director.

Mr. Nakul Patel is not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Director.

Mr. Nakul Patel does not hold any shares in the Company. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Nakul Patel, is in any way interested or concerned with this resolution.

Item No. 6

Mr. Pradip Pai is an Independent Director of Polson Ltd.

While Mr. Pradip Pai was originally appointed as an Independent Director liable to retire by rotation under the provisions of the Companies Act, 1956, under the provisions of the Companies Act, 2013, Independent Directors are not liable to retire by rotation. Pursuant to the provisions of sub sections (4), (10), (11) of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors recommends the reappointment of Mr. Pradip Pai for a period of five consecutive years with effect from September 30, 2014. In the opinion of the Board of Directors, Mr. Pradip Pai fulfills the conditions specified in the Companies Act, 2013, and the Rules made there under, and the Listing Agreement. The Board considers it in the interest of the Company to reappoint Mr. Pradip Pai as an Independent Director.

Mr. Pradip Pai is not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Director.

POLSON LIMITED

Mr. Pradip Pai does not hold any shares in the Company. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Pradip Pai, is in any way interested or concerned with this resolution.

Item No. 7

The Board of Directors at their meeting held on 14th February, 2014 re-appointed Mr. Amol Kapadia subject to necessary approvals as the “Managing Director” of the Company for a period of 3 years with effect from April 1, 2014.

The approval of the members is being sought to the terms, conditions and stipulations for the re-appointment of Mr. Amol Kapadia as the Managing Director.

CIN: L15203PN1938PLC002879

Regd Office:

Ambaghat, Vishalgad,

Taluka – Shahuwadi,

Dis. Kolhapur

Kolhapur – 416001

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

SUSHILA KAPADIA

CHAIRMAN

Place: Mumbai

Date: 06th September, 2014

DIRECTORS REPORT

To,

The Members
Polson Limited

Your Directors take pleasure in presenting the 73rd Annual Report, together with the Audited Statement of the company's accounts for the year ended 31st March 2014.

FINANCIAL RESULTS

A summary of the financial results for the year 2013-14 are given below:

Rs in Lacs		
FINANCIAL RESULTS	2013-14	2012-13
Gross Income (Including Non operating income)	10124	9149.42
Less-Total Expenses excluding depreciation	9201	8090.33
Profit /(Loss) Before Depreciation	923	1059.09
Less- Depreciation	256	258.03
Profit /(Loss) before Taxation	667	801.05
Less- Provision for Tax	213	216.45
Less-/Add Deferred Tax Liability	0.32	12.64
Profit/Loss after Taxation	454.32	571.96
Add- Profit /(Loss) Brought Forward	2903.63	2417.46
Less- Transferred to General Reserve	64.69	85.79
Less- Short Provision for previous year adjusted	23	NIL
Balance Carried to Balance Sheet	3270.22	2903.63

OPERATIONS

During the year the Company achieved a sales turnover of Rs. 10,124/- lacs against Rs. 9149.42/- lacs for the previous year registering a growth of 9.63% and net profit after taxation for the year is Rs. 454.32/- lacs as compared to Rs. 571.96/- lacs for the previous year. There was increase in the turnover but relative decrease in the net profit after tax due to increase in operating expenses.

TRANSFER TO RESERVE

During the year under review the Company transferred Rs. 64.69/- Lacs to the General Reserve.

DIVIDEND

Your Directors wish to retain the earnings for the development of the business and therefore do not recommend any dividend for the year under review.

OPERATIONS AND MANAGEMENT DISCUSSION & ANALYSIS

The current year's operations are covered in the Management Discussion and Analysis Report. This Management Discussion & Analysis Report, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange is presented in a separate section forming part of the Annual Report.

MINIMUM PUBLIC SHAREHOLDING

The Minimum Public Shareholding of the company is not in line with the guidelines issued by SEBI and Stock exchanges. The company is actively pursuing the same and is hopeful of bringing the promoters shareholding to 75% and the Public shareholding to 25% by the end of the next financial year.

DIRECTORS

As per the provisions of the Companies Act and the Articles of association of the company Mrs. Sushila J. Kapadia Director of your company retires by rotation and being eligible offer herself for reappointment.

During the year Shri. Jagdish Kapadia, Chairman and Promoter Director of the Company have passed away on February 13, 2014. Shri. Jagdish Kapadia had played a very effective role in the management of the Company on a day to day basis. The Board noted with the deep regret the sudden and sad demise of Shri Jagdish J. Kapadia and placed on records its gratitude and indebtedness towards the gigantic contribution made by him. The Board also recorded its appreciation towards the guidance offered by Shri Jagdish J. Kapadia during his life time as a member of the Board and as a Chairman of the Company.

DIRECTORS RESPONSIBILITY STATEMENT

As required under Section 217(2AA) of the Companies Act, 1956, it is hereby stated that:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of your Company at the end of the financial year and of the profit or loss of the Company for that period;
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities; a
4. The Directors have prepared the annual accounts on a going concern basis.

PARTICULARS OF EMPLOYEES

Only your Managing Director is falling under the category of employees of the Company drawing remuneration as stated in Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules, 1975. As per provisions of section 219 (1) (b) (iv) of the Companies Act, 1956, the Director's Report and Accounts are being sent to all shareholders of the Company excluding the Statement of particulars of employees. Any shareholder interested in obtaining a copy of the Statement may write to the Company.

SUBSIDIARY COMPANY

Dudhwala Builders Pvt. Ltd. is the subsidiary of your company. The consolidated Balance Sheet is given along with the Annual Report. The company has not attached the individual accounts of Dudhwala Builders Pvt. Ltd. as exempted under General Circular No. : 2 /2011 dated 8th February 2011 issued by the Ministry of Corporate Affairs. However the same are available for inspection at the registered office for members when desired.

AUDITORS:

M/s. A. S. Madon & Company, Chartered Accountants, Mumbai hold office until the conclusion of forthcoming Annual General Meeting and have confirmed their eligibility and willingness to accept the office of the Auditors, if reappointed.