

21st ANNUAL REPORT

PUSHPANJALI FLORICULTURE LTD

**FINANCIAL YEAR
2015-16**

Name of the Company	: Pushpanjali Floriculture Ltd
CIN	: L99999GJ1995PLC027519
Directors	: Shri Virchand Lalka - Executive Director Shri Jinesh Savadia - Non Executive Director Shri Mahesh Raut - Independent Director Shri Tushar Jobanputra - Independent Director Ms. Neha Hariya - Independent Director
Auditors	: M/s. Jigar Zatakia & Associates. Chartered Accountant
Registered Office	: Basement, Payal Apts, B/H G.L.S, Ellisbridge Ahmedabad - 380006.
Bankers	: Oriental Bank of Commerce
Registrar and Share Transfer Agent	: Big Share Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400059. Tel: 022-62638200

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NOTICE

PUSHPANJALI FLORICULTURE LTD will be held on Friday, 30th September, 2016, at 11.00 A.M. at Registered Office of the Company situated at Basement, Payal Apts, B/H G.L.S, Ellisbridge Ahmedabad - 380006 to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2016 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2016 and Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Jinesh Savadia who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- 3) To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, Jigar Zatakia & Associates, Chartered Accountants (Firm's Registration No. 127945W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the hundred and tenth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

By Order of the Board

For Pushpanjali Floriculture Ltd

Date: 02nd September, 2016
Place: Ahmedabad

Sd/-
virchand Lalka

Chairman

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from, **Friday, 23rd September, 2016 to Friday, 30th September, 2016** (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2016.
4. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
5. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.
6. 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.
7. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registered Office address, situated at Basement, Payal Apts, B/H G.L.S, Ellisbridge Ahmedabad - 380006.
8. Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidate their holdings in one folio.
9. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent, Big Share Services Private Limited, E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri(E), Mumbai - 400 072., E-mailId: investor@bigshareonline.com, website: www.bigshareonline.com
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company.
11. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for financial year 2015-2016 will also be available on the Company's website www.pushpanjalifloriculture.com for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
12. Electronic copy of the Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

13. Voting Options

(1) Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

(i) Open email and open PDF file viz; "Pushpanjali Floriculture Limited e-Voting.pdf" with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password / PIN noted in step (i) above.
Click Login.

(v) Password change menu appears.

Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

(vii) Select "EVEN" of Sinner Energy India Limited.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mandar.p@dsmcs.in with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:

(i) Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

(2) **Voting at AGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. **The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 23rd September, 2016, are entitled to vote on the Resolutions set forth in this Notice.**
- V. The remote e-voting period will commence at 9.00 a.m. on Tuesday, 27th September, 2016 and will end at 5.00 p.m. on Thursday, 29th September, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016 may obtain the login ID and password by sending an email to pushapanjaliltd@gmail.com or evoting@nsdl.co.in by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Mr.Mandar Palav, Partner of DSM & Associates, Practicing Company Secretary, has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- XI. The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total

votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.

- XII. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to Ahmedabad Stock Exchange Limited.

By Order of the Board

For Pushpanjali Floriculture Ltd

Date: 02nd September, 2016

Place: Ahmedabad

Sd/-
virchand Lalka

Chairman

Details of Directors seeking appointment / re-appointment in forthcoming Annual General Meeting: -**(In pursuance of Clause 49 of Listing Agreement)**

Name Of Director	Jinesh Savadia
Date of Birth	06/03/1968
Date of Appointment	05/11/2010
Expertise in specific functional areas	Marketing
Qualifications	Graduate
Directorship held in other public Companies (Excluding foreign Companies)	Nil
Membership / Chairmanship in committees of other Public Companies	Nil
Shareholding in the Company	Nil

*** Directorship in Private Companies has been excluded.**

DIRECTORS' REPORT

The Members,
PUSHPANJALI FLORICULTURE LIMITED
Ahmedabad – 380006.

The Directors have pleasure in presenting their 21st Annual Report and Audited Statement of Accounts of the Company for the year ended 31st March, 2016.

1. FINANCIAL RESULTS:

The Financial results are briefly indicated below:

(Figures in Rs.)

Particulars	Financial Year 2015-16	Financial Year 2014-15
Total Income	7,62,08,187	15,85,84,957
Total Expenditure	6,94,83,069	15,42,55,311
Profit/(Loss) before Taxation	67,25,118	43,29,646
Profit/ (Loss) after Taxation	46,61,542	29,88,372

The notes referred to by the Auditors in their Report are self- explanatory and hence does not require any explanation.

2. OPERATIONS:

During the year the Company has achieved Gross Turnover of Rs. 7,62,08,187. Profit of the Company after tax is Rs. 46,61,542 as against Rs. 29,88,372 during the previous period. Your Company is working on turnaround strategies to achieve higher performances in future years.

3. FIXED DEPOSITS:

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

4. DIVIDEND:

In Order to strengthen the Financial Resources of the Company, no dividend is being recommended for the year.

5. PARTICULARS OF EMPLOYEES:

Disclosure required under Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date is not applicable since your Company has no such employees.

6. DIRECTORS :