



## PEBCO MOTORS LIMITED

### ANNUAL REPORT

#### BOARD OF DIRECTORS

<b><u>Name</u></b>	<b><u>Designation</u></b>
Narinder D. Relan	Chairman
Kishan N. Parikh	Managing Director
Alpa K. Parikh	Wholetime Director
Manoranjan Dash	Director
Pinak Ajmera	Director
Kirti C. Adeshra	Chief Financial Officer
Shilpa Aggarwal	Company Secretary

#### **REGISTERED OFFICE**

8-A, Monalisa, 17, Camac Street  
Kolkata 700 017  
Tel : (033) 22871046  
E-mail: ro@pebcomotors.com  
Website: www.pebcomotors.com  
CIN: L67120WB1971PLC029802

#### **AUDITORS**

Chaturvedi & Company  
Chartered Accountants  
Kolkata

#### **BANKERS**

State Bank of India  
ICICI Bank Limited

#### **Automobile**

Jamshedpur

#### **Cinema**

Bokaro

#### **REGISTRAR & TRANSFER AGENT**

M/s Niche Technologies Private Limited  
D-511, Bagree Market, 5th Floor  
71, B.R.B. Basu Road  
Kolkata 700 001  
Tel : 033-22357270

## CONTENTS

		<b>Page No.</b>
Notice	....	1-8
Directors' Report	....	9-14
Report on Corporate Governance	....	20-29
Compliance Certificate	....	31
Auditors' Report	....	42-45
Balance Sheet	....	46
Profit & Loss Statement	....	47
Notes on Financial Statement	....	48-59
Significant Accounting Policies	....	60-64
Cash Flow Statement	....	65



## PEBCO MOTORS LIMITED

(CIN : L67120WB1971PLC029802)

Registered Office : 8-A Monalisa, 17, Camac Street, Kolkata 700 017

E-mail : ro@pebcomotors.com Website : www.pebcomotors.com

Telephone : 033-22871046

### Notice to members :

Notice is hereby given that Forty Third Annual General Meeting of Pebco Motors Limited will be held on Tuesday, the 25th day of August, 2015 at 11.30 am. in the premises of Registered Office of the Company at 8-A, Monalisa, 17, Camac Street, Kolkata 700 017 to transact the following business :

### Ordinary Business :

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2015 along with the Reports of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year 2014-15.
3. To appoint a Director in place of Mr. Pinak Ajmera Mahipatrai (DIN 06944980) who retires by rotation and being eligible offers himself for reappointment.
4. To appoint M/s. Chaturvedi & Company, Chartered Accountants, (ICAI Registration No.302137E) the retiring Auditors of the Company, as Auditors of the Company, to hold office from conclusion of this Annual General Meeting till conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration for the said period.

### RESOLUTION : Appointment of Auditors

"RESOLVED that pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, M/s Chaturvedi & Co., Chartered Accountants, Kolkata, (having Firm Registration No.302137E) the retiring Auditors of the Company be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and are hereby authorized to fix their remuneration for the said period."

### Special Business :

5. To Alter the Article no. 100 of Articles of Association of the Company.

Special Resolution : Alteration in Articles of Association of the Company

"RESOLVED that Article No. 100 of Articles of Association of the Company be replaced with the following Article No. 100.

"Subject to the provisions of the Companies Act, 2013, the Company in General Meeting or the Directors may at any time appoint one or more Directors as Managing Director or Whole Time Director on such remuneration, terms and conditions as may be decided by them or such meeting. A Whole Time Director or Managing Director shall be liable to retire by rotation."

### Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than 48 hours before commencement of the meeting.

## Pebco Motors Limited

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders.
3. The Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a duly certified copy of Board Resolutions authorizing their representative to attend and vote on their behalf at the Annual General Meeting
4. The members/proxies are requested to bring their attendance slip duly filled in for attending the meeting.
5. The Register of members and the Share Transfer books of the Company will remain closed from 19.08.2015 to 25.08.2015 (both days inclusive) for determining the entitlement of the Shareholders to the final dividend for 2014-15, if declared at the Annual General Meeting.
6. The dividend as recommended by the Directors and if approved at the meeting, the payment of such dividend will be made to those members of the Company whose name appear in the Company's register of members as on the close of 18.08.2015.
7. Members are requested to notify promptly any change in their address either to the Company at its Registered Office or the Company's Registrar & Transfer Agent M/s. Niche Technologies Pvt. Ltd. D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata -700 001.
8. A member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
9. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company provides members facility to exercise their right to vote at the 43rd Annual General Meeting by electronic means and the business may be transacted through e-Voting services provided by Central Depository Services (India) Limited. E-Voting details are enclosed along with the Annual Report.
11. All documents referred to in the notice are available for inspection at the Registered Office of the Company during 2.00 pm to 4.00 pm on all working days till the date of Annual General Meeting.
12. The Notice of the AGM along with the Annual Reports 2014-2015 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. The Members who have not registered their e-mail addresses are requested to register the same with Niche Technologies Private Limited, the Registrar and Transfer Agent of the Company.
14. Explanatory Statement in terms of Section 102 of the Companies Act, 2013 is attached and forms part of the notice.

15. Information required to be furnished under Listing Agreement, the particulars of Independent Director who are proposed to be appointed / re-appointed are furnished below :

<b>Name of Director</b>	<b>Mr. Pinak Ajmera Mahipatrai</b>
Date of Birth & Age	09.11.1966 48 Years
Nationality	Indian
Date of appointment on the Board	30.5.2014
Qualification	B.Com
Expertise in Specific function areas.	Has Specific Competence and Experience in the field of Automobiles which is quite relevant to Company's business and enhance Board Diversify.
List of Directorship Held in other Companies.	None
Membership/ Chairmanship of Committees Across other Companies	None
Number of shares held by Director In the company	1200 Equity Shares
Director Identification Number	06944980

**Regd. Office :**

8-A, Monalisa, 17, Camac Street  
Dated : 27th May, 2015  
CIN : L67120WB1971PLC029802  
Phone :033-22871046  
e-mail : ro@pebcomotors.com  
Website : www.pebcomotors.com

By Order of the Board of Directors  
for Pebco Motors Limited

**Shilpa Aggarwal**  
Company Secretary  
Membership No. A32344

## 16. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. 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.
- III. **The process and manner for remote e-voting are as under:**
  - (i) The remote e-voting period commences on 22nd August, 2015 (10:00 am) and ends on 24th August, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th August, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - (iii) Click on "Shareholders" tab.
  - (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, excluding the special characters.
  - (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>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>● Please Enter the DOB or Bank Account Number in order to Login.</li> <li>● If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above 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. PEBCO MOTORS LIMITED on which you choose to vote.
- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 they have to create a compliance user which 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 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.
- (xix) 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)
17. Institutional Members / Bodies Corporate (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 through e-mail at [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 24th August, 2015 upto 5:00 pm without which the vote shall not be treated as valid.
18. 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 18th August, 2015.
19. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 10th July, 2015.
20. The shareholders shall have one vote per equity share held by them as on the cut-off date of 18th August, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
21. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th August, 2015. and not casting their vote electronically, may only cast their vote at the Annual General Meeting.





22. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
23. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 18th August, 2015. are requested to send the written / email communication to the Company at ro@pebcomotors.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
24. Mr. A.K. Labh, Practicing Company Secretary (Membership No. C.P.3238) of A.K. Labh & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
25. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pebcomotors.com and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Calcutta Stock Exchange Limited.

**Regd. Office :**

8-A, Monalisa, 17, Camac Street  
Dated : 27th May, 2015  
CIN : L67120WB1971PLC029802  
Phone :033-22871046  
e-mail : ro@pebcomotors.com  
Website : www.pebcomotors.com

By Order of the Board of Directors  
for Pebco Motors Limited

**Shilpa Aggarwal**  
Company Secretary  
Membership No. A32344

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

The Company wants to alter the provisions of the relevant Articles of Association of the Company in order to align the same with the nature of the composition of the Board of Directors of the Company and the provisions as contained in terms of the new Companies Act, 2013.

None of the Directors/ KMP or their relatives is interested or concerned, financially or otherwise, in the proposed resolution."

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Website: www.pebcomotors.com  
Dated : 27th May, 2015

By Order of the Board of Directors  
for Pebco Motors Limited

**Shilpa Aggarwal**  
Company Secretary  
Membership No. A32344

## Directors' Report to the Shareholders :

Dear Shareholders/Members,

Your Directors have pleasure in presenting their 43<sup>rd</sup> Annual Report on the business and operations of the Company together with the Financial Statements for the financial year ended on 31st March 2015.

### FINANCIAL RESULTS :

The performance of the Company for the Financial Year ended 31st March, 2015 is summarized as below :-

Particulars	Figures in Rs. Lacs.	
	2014-15	2013-14
Revenue from Operation/ Other Income	10676.31	9864.93
Profit before Financial Cost & Depreciation	310.83	403.69
Financial Cost	51.03	43.15
<b>Profit before Depreciation &amp; Taxation</b>	<b>259.80</b>	<b>360.54</b>
Depreciation	46.14	77.66
Net Profit before tax	213.66	282.88
Provision for Current Tax - Net	51.77	48.62
<b>Net profit after tax</b>	<b>161.89</b>	<b>234.26</b>
<b>Appropriation :</b>		
Proposed Dividend	11.97	11.97
Tax on Dividend	1.94	2.03
Balance Brought Forward from last year	509.73	689.48
Adjustments against income tax of previous years and Deferred tax	32.15	–
Transfer to General Reserve	200.00	400.00
Balance carried to Balance Sheet	<b>425.56</b>	<b>509.73</b>

### PERFORMANCE REVIEW

The gross revenue from operations and other income for the financial year under review was Rs. 10676.31 lacs as against Rs. 9864.93 lacs for the previous financial year. The profit before financial cost, depreciation and taxation is Rs. 310.83 lacs for the financial year under review as against Rs. 403.69 lacs of previous year which was due to decline in non-operating income. The net profit after tax decreased to Rs. 161.89 lacs as compared to Rs. 234.26 lacs for the previous financial year. The reason for such decrease in net profit was due to increase in cost of finance and other overheads. Segmentwise performance details have been provided in the Notes to the Accounts forming part of the Annual Report

Your Directors are hopeful that in view of present economic scenario and market conditions the revenue will improve during next financial year.

### OPERATIONS/ STATE OF COMPANY'S AFFAIRS

Your Directors are hopeful that in view of launching of new Sedan Model by the principal of the Company and also demand of such models, revenue will improve next year. Apart from this, your Company has opened R-Outlet in Chaibasa, Jharkhand to provide services and sales of automobiles which will also help for increasing the revenue of the Company.

### CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in nature of business of the Company.

**MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT :**

There were no material changes and commitments affecting the financial position of the Company occurring between March 31, 2015 and the date of this Report of the Directors.

**DIVIDEND**

Your Directors are pleased to recommend a dividend of 12 % (Rs. 1.20/- per equity share of Rs. 10/- each) for the financial year ended 31.03.2015 for the approval of the Shareholders at the ensuing Annual General Meeting, and if approved, shall be paid out of the profits of the Company to those Shareholders whose name appear on Register of Members on 18th August' 2015.

**DIRECTORS**

**Board Composition**

The existing composition of the Company's board is fully in conformity with the applicable provisions of the Companies Act, 2013 and the Listing Agreement.

**DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED DURING THE YEAR**

**I. RETIREMENT BY ROTATION**

In accordance with the Articles of Association of the Company and relevant provisions of the Companies Act, 2013, Mr. Pinak Ajmera Mahipatrai (DIN: 06944980) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

**II. KEY MANAGERIAL PERSONNEL (KMP)**

During the year, Mr. Kirti C. Adeshra was appointed as Chief Financial Officer w.e.f 01.09.2014.

In addition to above, Ms. Shilpa Aggarwal was appointed as Company Secretary w.e.f 02/12/2014.

Both along with Mr. Kishan N. Parikh, Managing Director of the Company were designated as KMP.

**NOMINATION, REMUNERATION AND EVALUATION POLICY**

The Board has formulated the Nomination, Remuneration and Evaluation Policy for Directors, Key Managerial Personnel (KMPs) and other employees in terms of the provisions of Section 178(3) of the Companies Act, 2013 and the Listing Agreement. The said policy outlines the appointment criteria and qualifications, the term/ tenure of the Directors on the Board of Company and the matters related to remuneration of the Directors.

**COMMITTEES OF THE BOARD**

During the year, in accordance with the Companies Act, 2013, the Board re-constituted its Committees on 30th Day of May, 2014. There are currently three Committees of the Board as follows:

- (i) Audit Committee
- (ii) Nomination and Remuneration Committee
- (iii) Stakeholders' Relationship Committee

Details of all the Committees along with their charters, compositions and meetings held during the year are provided separately in the "Corporate Governance Report" forming part of Directors' Report.

**STATEMENT OF FORMAL ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE AND OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

In compliance with the Companies Act, 2013 and Clause 49 of Listing Agreement, during the year, the Nomination and Remuneration Committee laid down the evaluation criteria for performance evaluation of the Board as a whole and all the Directors.

The evaluation of Independent Directors was carried out by the entire Board and that of the Chairman and non-Independent Directors, by the Independent Directors. The performance of the Board as a whole was done by all the Directors.

This exercise was carried out through structured evaluation process covering various aspects of the Board such as composition of the Board/ Committees, experience, competencies, performance of specific duties etc. Separate exercise was carried out to evaluate the performance of individual directors, including Board Chairman who were evaluated on the parameters such as attendance, contribution at the meeting, independent judgement etc. and was found to be satisfactory.

#### **PARTICULARS OF EMPLOYEES**

Information in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 regarding employees is given in Annexure-I forming part of the Directors' Report.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Conservation of Energy and Technology Absorption: The Company is not a manufacturing Company and hence there are no activities relating to conservation of energy and technology absorption. However, the Company has been using latest available equipments as per norms set by its principal for its service centres.

Foreign Exchange Earnings and Outgo: During the year under review, Foreign Exchange outflow of the Company is Rs. 2,13,998/-. There is no earning in Foreign Currency during the year 2014-15.

#### **PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

Your Company has no Subsidiary Company as on date. The particulars of the Associate Companies are contained in Annexure II forming part of Directors' Report.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013**

All the related party transactions are entered in compliance with the applicable provisions of the Companies Act 2013 and the Listing Agreement.

All related party transactions are presented to the Audit Committee and the Board, on a Quarterly basis which are approved by them.

The information relating to particulars of contracts or arrangements with related parties referred to in sub section (1) of section 188 of Companies Act, 2013 in form AOC-2 is annexed as Annexure III, forming part of this Report.

#### **CORPORATE GOVERNANCE**

We strive to attain high standards of Corporate Governance while interacting with all our stakeholders. The Company has complied with the Corporate Governance code as stipulated under the listing agreement with the Stock Exchange and the same is annexed as Annexure IV, forming part of this Report.

A Certificate from CFO received by the Board certifying the compliances as stipulated in Clause 49(IX) of the Listing Agreement is annexed as a part of this Annual Report.

The requisite certificate confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed to the Corporate Governance Report forming part of the Annual Report.

#### **VIGIL MECHANISM**

In compliance of applicable provisions of the Companies Act, 2013, rules made thereunder and Clause 49 of the Listing Agreement, the Board of Directors of your Company had approved the Vigil Mechanism/ Whistle Blower Mechanism Policy. The details of which are available on the website of the Company [www.pebcmotors.com](http://www.pebcmotors.com)

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under the Listing Agreement with the Stock Exchange is contained in Corporate Governance Report forming part of Directors' Report.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) Appropriate accounting policies have been selected and applied consistently and judgements and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2015 and of the Statement of Profit or Loss of the Company for the year ending 31st March 2015.
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The annual accounts have been prepared on a going concern basis.
- v) Internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and were operating effectively.
- vi) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## DETAILS OF DEPOSITS AS PROVIDED UNDER CHAPTER V OF THE COMPANIES ACT, 2013

1. Accepted during the year : Your company has not accepted any deposits within the meaning of section 2(31), read with section 73 and 76 of the Companies Act, 2013 and as such, no amount of principal or interest was outstanding as on the date of the Balance Sheet.
2. Remaining unpaid or unclaimed as at the end of the year : None
3. Whether there has been any default in repayment of deposits or payment of interest thereon during the year : None
4. Details of deposit which are not in compliance with the requirement of Chapter V of the Act : None

## LISTING

The Equity Shares of the Company are listed at Calcutta Stock Exchange Limited. The Company has paid listing fee to the Stock Exchange for the year 2015-16.

## AUDITORS

M/s. Chaturvedi & Company, Chartered Accountants, Auditors of the Company retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment, which if made, will be in conformity with the provisions of Section 139 of the Companies Act, 2013. There is no qualification therein and the other general observations in their report read with the relevant notes to Financial Statement are self explanatory and therefore do not require further explanation.

## SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

The Board of Directors of the Company has appointed Shri A.K.Labh, Practising Company Secretary (FCS-4848/C.P.3238) of M/s. A. K. Labh & Co., Company Secretaries, Kolkata to conduct the Secretarial Audit and his Report is appended as Annexure V. There is no qualification therein.

## **COST AUDITORS REPORT**

Not Applicable

## **OTHER STATUTORY DISCLOSURES UNDER COMPANIES ACT, 2013**

### **SHARE CAPITAL**

During the year under review, there is no issue of equity shares, sweat equity shares, ESOP and any kind of securities etc.

### **NUMBER OF MEETINGS OF THE BOARD**

Forms part of Corporate Governance Report.

### **RISK ASSESSMENT AND RISK MINIMIZATION PROCEDURE**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company has in place an established internal control system designed to ensure proper recording of financial and operational information and compliance of various internal controls and other regulatory and statutory compliances. The Directors review the effectiveness of internal controls and compliance controls, financial and operational risks, risk assessment and management systems and related party transactions. Risk Management Policy is available on the website of the Company [www.pebcomotors.com](http://www.pebcomotors.com). Self certification exercises are also conducted by which senior management certifies effectiveness of the internal control system, their adherence to Code of Conduct and Company's policies for which they are responsible, financial or commercial transactions, if any, where they have personal interest or potential conflict of interest.

### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE**

None

### **DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

A strong internal control culture is prevalent in the Company. A formalized system of internal controls facilitates effective compliance with Clause 49 of Listing Agreement. The internal Auditor monitors the compliance with the objective of providing to the Audit Committee and the Board of Directors an independent and reasonable assurance on the adequacy and effectiveness of the organization's governance processes.

### **CSR POLICY**

The Corporate Social Responsibility Policy as provided in Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable to the Company.

### **EXTRACT OF ANNUAL RETURN**

Extract of Annual Return as provided under sub section (3) of Section 92 of the Companies Act, 2013 is as per Annexure VI attached.

### **STATEMENT OF DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB SECTION 6 OF SECTION 149**

Received from all Independent Directors on usual basis.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

None

## HUMAN RESOURCES

Our relations with employees are very cordial. Your Directors would like to place on record their appreciation for the efficient and loyal services rendered by all employees of the Company, without whose efforts, the overall satisfactory performance of the Company as stated above would not have been possible in a competitive market scenario.

## ENVIRONMENT

The Company is committed to the protection of environment and is not involved in any type of activity hazardous to environment. It strictly adheres to the provisions of environmental laws. There is no trade effluent generated by the Company, which may cause pollution. Your Company is an ISO 9001:2008 Certified Company.

## DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company values the dignity of individuals and strives to provide a safe and respectable work environment to all its employees. The Company is committed to providing an environment, which is free of discrimination, intimidation and abuse. The Company believes that it is the responsibility of the organization to protect the integrity and dignity of its employees and also to avoid conflicts and disruptions in the work environment due to such cases.

The Company has put in place a Policy in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013("Sexual Harassment Act"). As per the policy, any employee may report his/ her complaint to the chairperson of the Internal Complaints Committee formed for this purpose. We affirm that adequate access was provided to any complainant who wished to register a complaint under this Policy. There was no such incident reported under the financial year under review.

## ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation for the continuous support and cooperation received from its principal bankers, other financial institutions and others in successfully conducting the business operations of the Company. Your Directors also wish to place on records their deep sense of appreciation for the commitment and dedicated services of employees of the Company. Your Directors also acknowledge with gratitude the support extended by the valued shareholders.

Your Directors thank you and look forward to future with confidence.

By Order of the Board of Directors

### Regd. Office :

8-A, Monalisa, 17, Camac Street  
Kolkata 700 017  
CIN : L67120WB1971PLC029802  
Phone :033-22871046  
E-mail : ro@pebcomotors.com  
Website : www.pebcomotors.com  
Dated : 27th May, 2015

**Kishan N. Parikh**  
Managing Director  
DIN 00453209

**Alpa K. Parikh**  
Wholetime Director  
DIN 00361647



**PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

**EMPLOYED FOR FULL FINANCIAL YEAR: 2014-2015**

Name of the Director / CEO / CFO / Company Secretary / Manager	Designation	(i) Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15	(ii) Percentage increase in Remuneration during 2014-15
Mr. Narinder D. Relan	Chairman	00.00	00.00
Mr. Kishan N. Parikh	Managing Director	19.7:1	00.00
Mrs. Alpa K. Parikh	Whole-Time Director	13.2:1	00.00
Mr. Manoranjan Dash	Director	00.00	00.00
Mr. Pinak Ajmera Mahipatrai	Director	00.00	00.00
Mr. Kirti C. Adeshra	Chief Financial Officer	4.6:1	12.59%
Ms. Shilpa Aggarwal	Company Secretary	1.5:1	00.00

Sl. No.	Description	Remarks
iii.	The percentage increase in the median remuneration of employees in the financial year;	12.25%
iv.	The number of permanent employees on the rolls of company;	142
v.	The explanation on the relationship between average increase in remuneration and company performance;	Average increase in remuneration of employees during the year 2014-15 was 18.69% which is based on individual's performance and Company's financial performance. The gross revenue from operations and other income for the financial year 2014-15 was Rs. 10676.31 lacs as against Rs. 9864.93 lacs for the previous financial year.
vi.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	The increase in remuneration of the Chief Financial Officer is based on results of the Company. The Sale is increased by 8.22% during the financial year 2014-15.

Sl. No.	Description	Remarks
vii.	Variations in the market capitalization of the company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year	The Company has not made any Public issue or Right issue, so comparison have not been made of current share price with public offer price.  The Company's shares are listed on Calcutta Stock Exchange.
viii.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average Salary increase of non-managerial employees is 18.69%  Average Salary increase of managerial employees is 12.59%
ix.	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;	Same as above in point no (vi)
x.	The key parameters for any variable component of remuneration availed by the Directors;	All employees including the Managing Director's entitlement to incentives has a variable component which is based on the individual's performance and Company's financial performance. Other components of remuneration are not variable during the particular year.  In addition to the above, the sitting fees of Rs. 7,500/- per Board Meeting and Rs. 2,500/- per Committee Meeting is paid to Non-executive Directors.
xi.	The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year;	No employee received remuneration higher than the highest paid Director

(xii) It is hereby affirmed that the remuneration to managerial personnel referred to above is as per the remuneration policy of the Company.

**DISCLOSURE AS REQUIRED UNDER SUB RULE 2 OF RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

**EMPLOYED FOR FULL FINANCIAL YEAR: 2014-2015**

Name	Designation	Remuneration (Gross)	Qualification	Date of commencement of Employment	Total Experience	Age in Years	Last Employment	% in Equity Shares
Mr. Kishan N. Parikh	Managing Director	2349500	B. Com	25/06/1985	30 Years	49 Years	Pebco Motors Limited	18.01%

**NOTES :**

1. Remuneration includes perquisites and company's contribution to Provident Fund.
2. Nature of Employment of Mr. Kishan N. Parikh is Contractual.
3. Mr. Kishan N. Parikh is spouse of Ms. Alpa K. Parikh, Whole-Time Director of the Company.

**EMPLOYED FOR FULL FINANCIAL YEAR: 2014-2015**

Name	Designation	Remuneration (Gross)	Qualification	Date of commencement of Employment	Total Experience	Age in Years	Last Employment	% in Equity Shares
Ms. Alpa K. Parikh	Whole Time Director	1567500	B. Com	30/08/1998	27 Years	41 Years	Pebco Motors Limited	5.93%

**NOTES :**

- 1 Remuneration includes perquisites and company's contribution to Provident Fund.
- 2 Nature of Employment of Ms. Alpa K. Parikh is Contractual.
- 3 Ms. Alpa K. Parikh is wife of Mr. Kishan N. Parikh, the Managing Director of the Company.

## Form No. AOC-I

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/ joint ventures.

**Part "A" : Subsidiaries**

The Company does not have any Subsidiary Company.

**Part "B" : Associates and Joint Ventures**

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associate/Joint Ventures Companies	Brisco Private Limited	Jamshedpur Air-Connect Private Limited
1. Latest Audited Balance Sheet date	22 <sup>nd</sup> August, 2014	11 <sup>th</sup> August, 2014
2. Shares of Associate/Joint Ventures held by the Company on the year ended on 31st March 2014		
Number of shares	32000	2935000
Amount of Investment in Associate/ Joint Ventures	32,00,000	2,93,50,000
Extend of Holding %	47%	25%
3. Description of how there is significant influence	N.A.	N.A.
4. Reason why the Associate/Joint Ventures is not consolidated	Being a Separate Entity	Being a Separate Entity
5. Networth attributable to Shareholding as per latest audited Balance Sheet	67,52,977	6,91,05,603
6. Profit/Loss for the year	11,22,002	(1,68,24,570)
i. Considered in consolidation	Not Applicable	Not Applicable
ii. Not Considered in consolidation	9	9

- Names of Associate/Joint Ventures which are yet to commence operation : None
- Names of Associate/Joint Ventures which have been liquidated or sold during the year : None

**Regd. Office :**

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Website : www.pebcomotors.com  
Dated : 27th May, 2015

**Kishan N. Parikh**

*Managing Director*

**Alpa K. Parikh**

*Wholetime Director*

**Kirti C Adeshra**

*Chief Financial Officer*

**Shilpa Aggarwal**

*Company Secretary*

**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.**

1. Details of contracts or arrangements or transactions not at arm's length basis:-  
NONE
  - (a) Name (s) of the Related party and nature of Relationship
  - (b) Nature of contracts/arrangements/ transactions
  - (c) Duration of the contracts/arrangements/ transactions
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
  - (e) Justification for entering into such contracts or arrangements or transactions
  - (f) Date(s) of approval by the Board
  - (g) Amount paid as advances, if any:
  - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188
2. Details of material contracts or arrangements or transactions at arm's length basis:

Name of Related party	Mr. Kishan N. Parikh	Ms. Alpa K. Parikh	Kishan N. Parikh (HUF)	Mr. Kirti C. Adeshra	Ms. Shilpa Aggarwal Appinted w.e.f 02.12.2014)
Nature of Relationship	Managing Director	Whole-Time Director		Chief Financial Officer	Company
Nature of Transactions					
(i) Interest paid on loan	3,78,000	–	–	–	–
(ii) Rent paid	7,97,804	2,80,293	3,62,880	–	–
(iii) Remuneration	23,49,500	15,67,500	–	5,46,101	45,000
Total Amount	32,25,304	18,47,793	3,62,880	5,46,101	45,000

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Dated : 27th May, 2015

**Kishan N. Parikh**
*Managing Director*
**Alpa K. Parikh**
*Wholetime Director*
**Kirti C Adeshra**
*Chief Financial Officer*
**Shilpa Aggarwal**
*Company Secretary*

**FORMING PART OF THE DIRECTORS' REPORT :**

Pebco Motors Limited (PML) is committed to doing business in an efficient, honest and ethical manner. This commitments starts with the Board of Directors, which executes its corporate governance responsibility by focusing on the Company's strategic and operational excellence in the best interests of all our stakeholders, in particular shareholders, employees and our customers in a balanced fashion with long term benefits to all.

Your Directors present the Company's annual report on Corporate Governance for the year ended 31st March, 2015 as per the format prescribed by the SEBI and revised clause 49 of the Listing Agreement, as under:

**COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company believes that good corporate governance consists of combination of business practices and in line with the national economic policies of the Government of India which result in enhancement of the value of the Company to its shareholders and simultaneously enable the Company to fulfill its obligations to other stakeholders such as customers, employees, financiers and to society in general. The Company has always focused on good corporate governance and believes that corporate governance is not just limited to creating checks and balances, it is more about creating organization excellence leading to increasing employee and customer satisfaction and shareholder value.

Pebco Motors Limited is respected for its professional management and good business practices in the Indian Corporate World. Integrity, emphasis on product quality and transparency in its dealing with all stakeholders are its core values.

**CODE OF CONDUCT**

The Board of Directors has laid down a Code of Conduct for all the Board members and senior management personnel. The Code covers amongst other things the Company's commitment to honest and ethical personal conduct, fair competition, transparency and compliance of laws & regulations etc. The Code of Conduct is posted on the website of the Company [www.pebcomotors.com](http://www.pebcomotors.com)

All the Board members and senior management personnel have confirmed compliance with the code. A declaration to that effect signed by the Managing Director is attached and forms part of Annual Report of the Company.

**Board of Directors**

The Board of Directors of the Company comprises of an optimum combination of Executive, Non-Executive and Independent Directors. The Board is headed by a non-executive Chairman whereas the entire business operations are managed and controlled by the Managing Director. There are five Directors in the Board comprising of three non-executive and two executive directors. There are two Independent Directors which is one third of the total strength of the Board. The non-executive Directors are eminent persons drawn from amongst persons with rich experience in business & industry, finance, and public enterprises. Further, the Independent Directors do not have any pecuniary relationship or transaction with the Company, Promoters, management which may affect their judgement in any manner. However, Sri. Kishan N. Parikh, Managing Director and Smt. Alpa K. Parikh, Whole-time-Director, being relatives are related with each other. Furthermore, all the Directors are above 21 years of age.

During the financial year under review, Mr. Madhukar V. Kampani ceased to be a Director w.e.f. 02.04 .2014 owing to his sad demise. Mr. Pinak Ajmera Mahipatrai was appointed as Director w.e.f. 30th May, 2014 and M r. Kirti C. Adeshra was appointed as Chief Financial Officer w.e.f 01.09.2014. In addition to above, Ms. Shilpa Aggarwal was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 02.12.2014.

**Composition of the Board**

The composition of the Board and the attendance at the Board Meetings held during the year under review and the last Annual General Meeting and also number of other Directorship and Committee membership and Chairmanship are given below :

Sl. No.	Name of Directors	Designation	Category	No. of Board Meetings held during the year	No. of Board Meetings attended	Last AGM attended	No. of Directorship in other Public Ltd. Companies	No. of Committee Membership in other Public Ltd. Companies*	No. of Committee Chairmanship in other Public Ltd. Companies
1.	Sri Narinder D. Relan	Chairman	Non-Executive/ Independent	4	1	No	3	2	Nil
2.	Sri Kishan N. Parikh	Managing Director	Promoter Non-Independent	4	4	Yes	3	2	Nil
3.	Smt. Alpa K. Parikh	Whole Time Director	Promoter / Non-Independent	4	3	Yes	1	Nil	Nil
4.	Sri Manoranjan Dash	Director	Non-Executive/ Independent	4	3	Yes	Nil	Nil	Nil
5.	Mr. Pinak Ajmera Mahipatrai*	Director	Non-Executive/	4	4	Yes	Nil	Nil	Nil

(\* ) Mr. Pinak Ajmera Mahipatrai was appointed as a Director w.e.f. 30.05.2014

**Note :** Number of Directorships/Memberships held in other Companies excludes Directorships / Memberships in private limited companies, foreign companies, membership of various committees of various chambers / bodies and Companies under Section 8 of the Companies Act, 2013 and alternate Directorships whereas the Membership or Chairmanship of any committee includes Audit Committee and Stakeholders- Relationship Committee.

#### Board Meeting attendance record of the Directors in FY 2014-15 as under :

The Board met Four times during the year and the time gap between two Board Meetings is not more than three months. Details of Board Meeting held during the year 2014-2015 are as under:-

Date of Board Meeting	Strength of the Board	No. of Directors Present
30.05.2014	5	4
14.08.2014	5	4
14.11.2014	5	4
10.02.2015	5	3

#### Brief resume of the Director proposed to be appointed / re-appointed :

##### Mr. Pinak Ajmera Mahipatrai

Date of Birth	09.11.1966
Date of Appointment	30.05.2014
Qualification	B.Com.
Experience	10 years experience in Finance, Business Management and Capital Market
Directorship in other Public Limited Companies apart from this Company	Nil
Chairman / Member of the Committee in which he is a Director apart from this Company	Nil

## Pebco Motors Limited

Shares of the Company held by Mr. Pinak Ajmera Mahipatrai in his own name or for other persons on beneficial basis, as on 31st March, 2015:

- i) Own - 1200 Equity Shares
- ii) On beneficial Basis - Nil

### **INDEPENDENT DIRECTORS**

The following Non-Executive Directors are Independent in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013:

1. Shri Narinder D. Relan
2. Shri Manoranjan Dash

There are two meetings of Independent Directors held during the financial year 2014-15. None of the Directors of your Company is disqualified as per the provisions of Section 164(2) of the Companies Act, 2013. Your Directors have made necessary disclosures, as required under various provisions of the Act and Clause 49 of the Listing Agreement.

The Terms and Conditions for Appointment of Independent Director and their disclosures are available on the website of the Company [www.pebcomotors.com](http://www.pebcomotors.com)

### **Familiarization Programme**

Each newly appointed Independent Director is taken through a formal induction program including the presentation from Managing Director & CFO on the Company's marketing, finance and other important aspects. The CFO briefs the Director about their legal and regulatory responsibilities as a Director. The induction for Independent Directors include interactive sessions with Business and Functional Heads, visiting to the service centre etc. On the matter of specialized nature, the Company engages outside experts/ consultants for presentation and discussion with the Board members.

Details of Familiarization Programme is also available on Company website [www.pebcomotors.com](http://www.pebcomotors.com)

### **COMMITTEES OF THE BOARD**

The Board of Directors has constituted the following Committees with adequate delegation of powers to discharge day-to-day affairs of the Company as well as to meet the exigencies of the business of the Company.

#### **AUDIT COMMITTEE**

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 & revised Clause 49 of the Listing Agreement. The Committee was reconstituted by the Board of Directors on May 30th, 2014. The Committee comprises of following Directors are as under :

Mr. Narinder D. Relan	-	Independent Non-Executive
Mr. Manoranjan Dash	-	Independent Non-Executive
Mr. Kishan N. Parikh	-	Managing Director -Non-independent
Mr. Pinak Ajmera Mahipatrai	-	Non -Executive Director

Mr. Manoranjan Dash is the Chairman of the Committee. The terms of reference of the Audit Committee are in line with Stock Exchange, clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to financial information.

The Committee has met four times during the year and the time gap between two meetings are not more than three months. Details of Committee Meetings held during the year 2014-2015 are as under:-



Name of the Committee Member	30.05.14	14.08.14	14.11.14	10.02.15
Mr. Narinder D. Relan	No	No	No	Yes
Mr. Manoranjan Dash	Yes	Yes	Yes	No
Mr. Kishan N. Parikh	Yes	Yes	Yes	Yes
Mr. Pinak Ajmera Mahipatrai *	Yes	Yes	Yes	Yes

\* Mr. Pinak Ajmera Mahipatrai was appointed as a Director w.e.f. 30.05.2014.

#### Functions of the Committee

1. Review with the management and/or Internal Audit Department and/or Statutory Auditors :
  - i) Company's financial statements and reports;
  - ii) Disclosure of company's financial information to ensure that the same are correct, sufficient and credible;
  - iii) Changes/Improvements in Financial/Accounting practices;
  - iv) Adequacy of Internal Audit Function and Systems; and
  - v) Charter of Audit Committee.
2. Hold discussion with :
 

Statutory Auditors, before and after audit on the scope and area of concern;

  - i) Internal Audit Department on its significant findings and also failure of Internal control systems, if any; and
  - ii) Management before submission of financial statements to the Board.
3. Compliance with Accounting Standards, Legal requirements and Ethical Code.

#### Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 & revised Clause 49 of the Listing Agreement. The Committee was reconstituted by the Board of Directors on May 30th, 2014. The Committee comprises of following Directors as under :

Sri Narinder D. Relan	-	Independent Non-Executive	-	Director
Sri Manoranjan Dash	-	Independent Non-Executive	-	Director.
Sri Pinak Ajmera Mahipatrai	-	Non-Executive	-	Director

Mr. Manoranjan Dash is the Chairman of the Committee. The Committee meetings held during the Financial year 2014-15 are as under :-

Sl. No.	Name of the Committee Member	Date of Meetings	
		14.08.2014	14.11.2014
1.	Mr. Narinder D. Relan	No	No
2.	Mr. Manoranjan Dash	Yes	Yes
3.	Mr. Pinak Ajmera Mahipatrai *	Yes	Yes

\* Mr. Pinak Ajmera Mahipatrai was appointed as a Director w.e.f. 30.05.2014.

**Functions of the Committee :**

The purpose of this Committee is to assist the Board in the nomination of members to the Board, evaluating the performance of the Wholetime Directors and the Board as a whole and make appropriate recommendations as to the remuneration of wholetime Directors.

The policy dossier prescribes for payment of compensation to Executive Directors by way of salary and other perquisites.

**Remuneration Policy :**

The Board has formulated the Nomination, Remuneration and Evaluation Policy of Directors, Key Managerial Personnel (KMPs) and other employees in terms of the provisions of the Companies Act, 2013 and the Listing Agreement. The said policy outlines the appointment criteria and qualifications, the term/ tenure of the Directors on the Board of Company and the matters related to remuneration of the Directors.

Remuneration of Executive Directors largely consists of fixed component like Salary, allowances, perquisites and commission being the variable component. The details of remuneration paid to Directors of the Company during 2014-15 are tabulated hereunder:

(Rs. In lacs)

Name of Director	Salary	Perqs. & Allowance (including PF contributions)	Commission	G. Total
Sri Kishan N. Parikh Managing Director	18.00	5.50	–	23.50
Smt. Alpa K. Parikh Wholetime Director	12.00	3.67	–	15.67
<b>Total</b>	<b>30.00</b>	<b>9.17</b>	–	<b>39.17</b>

The Non Executive Directors during the financial year 2014-15 are paid sitting fees, which are shown as under :

Name of the Directors	Sitting Fees (in Rs.)
Sri Narinder D. Relan	10,000.00
Sri Manoranjan Dash	30,000.00
Sri Pinak Ajmera Mahipatrai *	40,000.00
<b>TOTAL :-</b>	<b>80,000.00</b>

\* Mr. Pinak Ajmera Mahipatrai was appointed as a Director w.e.f. 30.05.2014.

Disclosure by Non-Executive Directors of any Pecuniary Relationship

There has been no pecuniary relationship or business transaction by the Company with any Independent Non-Executive Director, other than (i) the sitting fess (service tax paid extra) (please see note above) for attending the Board/ Committee meetings as well as the reimbursement of expenses, if any, incurred for participating/ attending the Company's meetings: (ii) the payment of dividend on the Equity shares held by them in the Company.

**Details of the shares held by Non-Executive Directors as on 31st March, 2015**

S. No.	Name of the Non-Executive Directors	No. of shares held
1	Sri Narinder D. Relan	Nil
2	Sri Manoranjan Dash	Nil
3	Sri Pinak Ajmera Mahipatrai	1200

### Stakeholders Relationship Committee

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 & revised Clause 49 of the Listing Agreement.

The Committee periodically reviews the status of Shareholders' grievances and redressal of the same. The terms of reference of Shareholders' grievance Committee inter-alia deals with various matters relating to:

- Issue of Duplicate Share Certificates.
- Non-receipt of Annual Reports, declared dividend, Share Certificates and pertaining to transfer/ transmission of shares etc.
- Monitors expeditious redressal of investors' grievances.
- Considers the request of the Shareholders for splitting/ consolidation/ renewal of Certificate as may be referred by the Share Transfer Committee.

The Committee was reconstituted by the Board of Directors on May 30th, 2014. The Committee comprises of following Directors as under :

Mr. Manoranjan Dash	-	Independent Non-Executive Director
Mr. Kishan N. Parikh	-	Managing Director - Non independent
Mrs. Alpa K. Parikh	-	Whole-time Director - Non Independent
Mr. Pinak Ajmera Mahipatrai*	-	Non-Executive Director

\* Mr. Pinak Ajmera Mahipatrai was appointed as a Director w.e.f. 30.05.2014.

Note : No Committee Meeting held during the Financial year 2014-2015.

### SHAREHOLDER/ INVESTOR COMPLAINTS

Complaints pending as on 1st April, 2014	Nil
Complaints received during the period from 1st April, 2014 to 31st March, 2015	Nil
Complaints disposed off during the year ended 31st March, 2015	Nil
Complaints unresolved to satisfaction of shareholders as on 31st March, 2015	Nil
Complaints pending as on 31st March, 2015	Nil

### Share Transfer System

The Company's shares are in compulsorily demat trading mode in the Stock Exchange. Shares in physical mode if lodged for transfer are processed and get returned to the shareholders within the stipulated time.

### Compliance Officer

Ms. Shilpa Aggarwal, Company Secretary is the Compliance Officer of the Company. Details are as under :

Name : Ms. Shilpa Aggarwal  
 Designation : Company Secretary  
 Address : 8-A, Monalisa 17, Camac Street, Kolkata - 700 017  
 Phone No. : (033) 2287-1046  
 Email : ro@pebcomotors.com  
 Website : www.pebcomotors.com

## General Body Meetings

### Annual General Meeting

The last three Annual General Meetings of the Company were held as under :

AGM No.	Year	Date	Venue	Time	No. of Special Resolutions passed
42nd	2013-14	23.09.2014	8-A, Monalisa, 17, Camac Street, Kolkata 700 017	11.30 a.m	2
41st	2012-13	03.09.2013	8-A, Monalisa, 17, Camac Street, Kolkata 700 017	11.30 a.m	2
40th	2011-12	28.08.2012	8-A, Monalisa, 17, Camac Street, Kolkata 700 017	11:30 a.m.	NIL

### Extraordinary General Meetings

No Extraordinary General Meeting held during the year under review.

### Postal Ballot

There was no resolution required to be passed through postal ballot at any of the above General Meetings. None of the resolution proposed for the ensuing Annual General Meeting need to be passed by Postal Ballot.

### Risk Management Policy

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company has in place an established internal control system designed to ensure proper recording of financial and operational information and compliance of various internal controls and other regulatory and statutory compliances. The Directors review the effectiveness of internal controls and compliance controls, financial and operational risks, risk assessment and management systems and related party transactions, have been complied with. Risk Management Policy is available on the website of the Company [www.pebcomotors.com](http://www.pebcomotors.com).

### Means of Communication

The Company communicates with the Shareholders at large through its Annual Report, publication of Un-audited/ Audited Financial Results in the newspapers. The Company's notice, results etc. are generally published in Bengal Post (English edition) and Ek Din (Bengali - Vernacular - language).

### Disclosures

- (i) The financial statements are prepared on the basis of applicable Accounting Standards and there is no deviation from it in general.
- (ii) The Directors and Key Executives have informed the Board that they have no Direct, Indirect or on behalf of 3rd Parties, material interest in any transaction or matter directly affecting the Company. The Board has received disclosures from management relating to material, financial and commercial transactions where they and/ or their relatives have personal interest.
- (iii) The Particulars of transaction between the Company and its related parties as per the Accounting Standard 18 "Related Party Disclosures" issued by the Institute of Chartered Accountants of India (ICAI) are set out in relevant notes to financial statements in the Annual Report. However, these transactions are not likely to have any conflict with the Company. The Policy on dealing with Related Party Transactions is available on the website of the Company [www.pebcomotors.com](http://www.pebcomotors.com).

- (iv) During the last three years, no penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to Capital Markets.
- (v) In compliance of applicable provisions of the Companies Act, 2013, rules made thereunder and Clause 49 of the Listing Agreement, the Board of Directors of your Company had approved the Vigil Mechanism/ Whistle Blower Mechanism Policy. The details of which are displayed on the website of the Company www.pebcomotors.com. It is also affirmed that no personnel have been denied access to the Audit Committee.

#### **Subsidiary Company :**

The Company does not have any Subsidiary Company.

#### **CEO / CFO Certificate**

Mr. Kishan N. Parikh, Managing Director and Mr. Kirti C. Adeshra, Chief Financial Officer (CFO) have certified to the Board the particulars as stipulated vide Clause 49 (IX) of the listing agreement

#### **Management Discussions and Analysis Report**

##### **Industry Trend and Development**

The Company is engaged in Retail Automobile Business and hence the Company's business is primarily dependent on economic growth, general market environment and congenial Government policy. Because of sluggish economic condition which prevailed during the year the Company's operation did not improve, but the strategy needs constant review and may have to be adjusted from time to time depending on Government policy.

##### **Opportunities and Threats**

The Company's business being in the small sized retail trading business of automobiles, and in present competitive market, business opportunities are limited.

##### **Risk and Concern**

In view of the inherent risk involved in the retail business it is the Management's intention to minimize the risk factor by constantly reviewing market trend and economic conditions.

##### **Outlook**

In the present economic scenario the Management has thought it prudent to concentrate on its traditional business and further develop its set up as and when necessary to derive maximum benefit. It is expected that in the coming years other projects in line with in existing business of the Company will have favorable impact on the business of the Company.

##### **Internal Control and System**

The Company maintains an efficient internal control system and the management is constantly reviewing for achieving improved operational efficiency.

##### **Shareholders Information**

- a) Annual General Meeting to be held  
Date & Time : 25th August, 2015 at 11.30 am  
Day & Venue : Tuesday, 8-A Monalisa, 17, Camac Street, Kolkata - 700 017
- b) Date of Book Closure  
The Register of Members and the Share Transfer Register of the Company shall remain closed from 19th August 2015 to 25th August 2015 (both days inclusive).
- (c) Dividend Payment  
Within the prescribed statutory period, subject to declaration by the shareholders at the ensuing Annual General Meeting.
- d) Registrar and Share Transfer Agents & address for Investor's correspondence  
Niche Technologies Private Limited, D-511, Bagree Market, 71, B. R. B. Basu Road, Kolkata - 700 001,  
Phone No. (033) 2235-7271 / 7270 / 3070 / 2234-3576 / Fax no. (033) 2215- 6823  
email : nichetechpl@nichetechpl.com

## Pebco Motors Limited

- e) Address for Correspondence & any query on Annual Report  
Pebco Motors Limited, 8-A, Monalisa, 17, Camac Street, Kolkata - 700 017
- f) Financial Calendar for 2015-16 (tentative)

Annual General Meeting	August, 2016
Results for the Quarter ended 30 <sup>th</sup> June, 2015	By 14 <sup>th</sup> day of August, 2015
-Do- ended 30 <sup>th</sup> Sept. 2015	By 14 <sup>th</sup> day of November, 2015
-Do- ended 31 <sup>st</sup> Dec. 2015	By 14 <sup>th</sup> day of February, 2016
-Do- ended 31 <sup>st</sup> March, 2016	By 30 <sup>th</sup> day of May, 2016

g) **Listing on Stock Exchange and payment of Listing Fees**

The Equity Shares of the Company are listed at :  
The Calcutta Stock Exchange Limited  
7, Lyons Range, Kolkata - 700 001  
Script Code : 26079  
Listing Fees has been paid to the above stock exchange on regularly basis.

h) **Dematerialisation of Shares**

The shares of the Company are in compulsory demat mode with NSDL and CDSL. All the shares are in physical form.

Demat ISIN No. - INE416E01012

i) **Stock Market Rate**

The Company's shares are not frequently traded.

j) **Distribution of Shareholding (as on 31.03.2015)**

Category	No. of Shares Held	% of Share Holding
<b>A. Promoter (s) Holding</b>		
1. Promoters		
a. Indian Promoters	366505	36.73
b. Foreign Promoters	NIL	
2. Persons Acting in Concert	NIL	
<b>Sub Total :-</b>	366505	36.73
<b>B. Non-Promoters Holding</b>		
3. Institutional Investors		
a. Mutual Funds and UTI,	-	-
b. Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non-Government Institutions)		
c. FIIS	-	-
<b>Sub Total :</b>	-	-

3. Others		
a. Private Corporate Bodies	327505	32.83
b. Indian Public	303760	30.44
c. NRIs/OCBs	-	-
d. Any Other	-	-
<b>Sub- Total</b>	<b>631265</b>	<b>63.27</b>
<b>GRAND TOTAL :-</b>	<b>997770</b>	<b>100.00</b>

**Distribution Schedule (as on 31.03.2015)**

Share Holding	Share Holder Number	%	No. of Shares	%
1 to 500	-	-	-	-
501 to 1000	5	11.11	4600	0.46
1001 to 2000	11	24.44	17370	1.74
2001 to 3000	10	22.22	26400	2.65
3001 to 4000	4	8.88	14400	1.44
4001 to 5000	1	2.23	4550	0.46
5001 to 10000	1	2.23	9275	0.93
10001 and above	13	28.89	921175	92.32
	<b>45</b>	<b>100</b>	<b>997770</b>	<b>100</b>

k) **Share Holding Pattern as on 31.03.2015**

	Shareholders		Share	
	No.	%	No.	%
Physical	45	100	997770	100
NSDL	--	--	--	--
CDSL	--	--	--	--
<b>TOTAL</b>	<b>45</b>	<b>100</b>	<b>997770</b>	<b>100</b>

**Cautionary Statement:**

Details given here in above relating to various activities and future plans may be 'forward looking statements' within the meaning of applicable laws and regulations. The actual performance may differ from those Expressed or implied.

**Compliance Certificate :**

The Company has obtained a Certificate from M/s A. K. Labh & Co., Company Secretaries regarding compliance of Corporate Governance as stipulated in Clause 49 of the Listing agreement and the same is enclosed herewith. All material requirements with respect to Corporate Governance as stipulated in the Listing Agreement have been complied with.

On behalf of the Board  
For Pebco Motors Limited

**Regd. Office :**

8-A, Monalisa, 17, Camac Street  
Kolkata 700 017  
CIN : L67120WB1971PLC029802  
Phone :033-22871046  
E-mail : ro@pebcomotors.com  
Website : www.pebcomotors.com  
Dated : 27th May, 2015

**Kishan N. Parikh**  
Managing Director

**Alpa K. Parikh**  
Wholetime Director

## Certificate

### To the Members of Pebco Motors Limited

We have examined the compliance of conditions of Corporate Governance by Pebco Motors Limited ("the Company") ended on 31 st March, 2015 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was "limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit for an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We have been explained that no investor grievances are pending for a period exceeding one month as at 31 st March, 2015 against the Company.

We further state such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For A. K. Labh & Co.  
Company Secretaries

Place : Kolkata  
Dated : 27th May, 2015

CS A. K. Labh  
Proprietor  
C.P. 3238





## CERTIFICATE OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY

This is to confirm that a Code of Conduct for the Board Members and Senior Management Personnel of the Company has been adopted by the Board and the same was also circulated. The Company received declarations affirming compliance of the Code from the persons concerned for the Financial Year ended 31st March, 2015 and the same has also been noted by the Board.

**Regd. Office :**

8-A, Monalisa, 17, Camac Street  
Kolkata 700 017  
CIN : L67120WB1971PLC029802  
Phone :033-22871046  
E-mail : ro@pebcomotors.com  
Website : www.pebcomotors.com  
Dated : 27th May, 2015

By Order of the Board of Directors

Kishan N Parikh  
Managing Director  
DIN 00453209

**CEO / CFO Certification**

According to Sub-Clause IX of Clause 49 of the Listing Agreement, We have certified to the Board that for the financial year ended March 31, 2015, the Company has complied with the requirements of the said sub-clause.

Place : Kolkata

Dated : 27th May, 2015

Mr. Kirti C. Adeshra  
Chief Financial Officer

Mr. Kishan N Parikh  
Managing Director

**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2015**

*(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)*

To  
The Members  
Pebco Motors Limited  
8-A, Monalisa, 17, Camac Street  
Kolkata - 700 017  
West Bengal

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Pebco Motors Limited having its Registered Office at 8-A, Monalisa, 17, Camac Street, Kolkata - 700 017, West Bengal (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31.03.2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31.03.2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 :
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992;
- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) Other laws, inter alia, as in general applicable to the Company:
  - (a) Minimum Wages Act, 1948

to the extent of their applicability to the Company during the financial year ended 31.03.2015 and our examination and reporting is based on the documents, records and files as produced and shown to and the information and explanations as provided to us by the Company and its management and to the best of our judgment and understanding of the applicability of the different enactments upon the Company. Further, to the best of our knowledge and understanding there are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliances with applicable laws including general laws, labour laws, competition law, environments laws, etc.

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with the Stock Exchanges. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. as mentioned above.

During the period under review, provisions of the following regulations/guidelines/standards were not applicable to the Company:

- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (ii) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (iii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (iv) The Securities and Exchange Board of India (Issue of Capital and disclosure Requirements) Regulation, 2009;
- (v) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- (vi) Secretarial Standards issued by the Institute of Company Secretaries of India.

**We further report that :**

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation a the meeting.
- (c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- (d) There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For : **A. K. LABH & Co.**  
Company Secretaries

Place : Kolkata  
Dated : 27th May, 2015

**(CS A. K. Labh)**  
Practicing Company Secretary  
FCS – 4848 / CP No. - 3238

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2015

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration ) Rules, 2014.**

**I REGISTRATION & OTHER DETAILS**

i	CIN	L67120WB1971PLC029802
ii	Registration Date	22/11/1971
iii	Name of the Company	Pebco Motors Limited
iv	Category/Sub-category of the Company	Public Company Limited by Shares
	Address of the Registered Office & contact details	8A, Monalisa, 17, Camac Street, Kolkata -700017, West Bengal, 033-22871046
v	Whether listed company	Yes
vi	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Niche Technologies Private Limited, D-511, Bagree Market, 5th Floor, 71, B.R.B.B. Road, Kolkata - 700001, Phone No. (033) 2235-7271 7270/3070

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

**Generic names of principal products, services of the Company**

SI No	Name & Description of main products / services	Item Code No.	% to total turnover of the company
1	Trading in Automobiles, Spares and Accessories and services of Automobiles	8703.1	100%

**III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Brisco Private Limited	U51900WB1965PTC162063	Associate	47%	2(6) of CA, 2013
2	Jamshedpur-Air Connect Private Limited	U62200WB2010PTC142977	Associate	25%	2(6) of CA, 2013

#### IV SHAREHOLDING PATTERN (Equity Shares Capital Break up as % to total Equity)

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	-	366505	366505	36.73	-	366505	366505	36.73	0%
b) Central Govt. or State Govt.		NIL							
c) Bodies Corporates		NIL							
d) Bank/FI		NIL							
e) Any other		NIL							
<b>SUB TOTAL:(A) (1)</b>		366505	366505	36.73	-	366505	366505	36.73	0%
(2) Foreign									
a) NRI- Individuals		NIL							
b) Other Individuals		NIL							
c) Bodies Corp.		NIL							
d) Banks/FI		NIL							
e) Any other...		NIL							
<b>SUB TOTAL (A) (2)</b>		-	-	-	-	-	-	-	0%
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)		366505	366505	36.73	-	366505	366505	36.73	0%
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds		NIL							
b) Banks/FI		NIL							
c) Central Govt.		NIL							
d) State Govt.		NIL							
e) Venture Capital Fund		NIL							
f) Insurance Companies		NIL							
g) FIIS		NIL							
h) Foreign Venture Capital Funds		NIL							
i) Others (specify)		NIL							
<b>SUB TOTAL (B)(1) :</b>		-	-	-	-	-	-	-	0%
(2) Non Institutions									
a) Bodies corporates									
i) Indian	-	327505	327505	32.83	-	327505	327505	32.83	0%
ii) Overseas			NIL						
b) Individuals									

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	-	75575	75575	7.58	-	75575	75575	7.58	0%
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	-	228185	228185	22.86	-	228185	228185	22.86	0%
c) Others (specify)		NIL							
<b>SUB TOTAL (B)(2) :</b>	-	631265	631265	63.27	-	631265	631265	63.27	0%
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	-	631265	631265	63.27	-	631265	631265	63.27	0%
<b>C. Shares held by Custodian for "GDRs &amp; ADRs"</b>	-	NIL							
<b>Grand Total (A+B+C)</b>	-	997770	997770	100	-	997770	997770	100	0%

**(ii) SHAREHOLDING OF PROMOTERS**

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Mr. Kishan N. Parikh	179750	18.02	NIL	179750	18.01	NIL	0%
2	Ms. Alpa K. Parikh	59260	5.93	NIL	59260	5.93	NIL	0%
3	Kishan N. Parikh HUF	109495	10.98	NIL	109495	10.97	NIL	0%
4	Ms. Priyanjali K. Parikh	18000	1.8	NIL	18000	1.8	NIL	0%
	<b>Total</b>	<b>366505</b>	<b>36.73</b>	<b>NIL</b>	<b>366505</b>	<b>36.73</b>	<b>NIL</b>	<b>0%</b>

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS ANY CHANGE)**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-

Note: During the year under review, there is no change in Promoter's Shareholding.



**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

Sl. No.	Top 10 Shareholders	Shareholding at the beginning of the year		Increase/decrease in shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Calcutta Commodities (1956) Pvt. Ltd.	148875	14.92	Datewise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)  There is no change between 01.04.2014 to 31.03.2015		148875	14.92
2	Aersoft Trading & Marketing Pvt. Ltd.	128500	12.87			128500	12.87
3	Ms. Malati B.Vora	49500	4.96			49500	4.96
4	Gopa M. Vora	49500	4.96			49500	4.96
5	Priti S. Sheth	49405	4.95			49405	4.95
6	Ms. Tina N. Mehta	49380	4.94			49380	4.94
7	Brisco Private Limited	49110	4.92			49110	4.92
8	Mr. Pratik Sheth	15200	1.52			15200	1.52
9	Ms. Rutika S. Sheth	15200	1.52			15200	1.52
10	Kirti C. Adeshra	9275	0.92			9275	0.92

**(v) Shareholding of Directors & KMP**

Sl. No.	Name of the Directors & KMP	Shareholding as on 01.04.2014		Shareholding as on 31.03.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Kishan N. Parikh	179750	18.01	179750	18.01
2	Ms. Alpa K. Parikh	59260	5.93	59260	5.93
3	Mr. Pinak Ajmera	1200	0.12	1200	0.12
4	Mr. Kirti C. Adeshra	9275	0.92	9275	0.92

**V INDEBTEDNESS**

	Secured loans excluding deposits	Unsecured loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	35546296	3150000	NIL	38696296
ii) Interest due but not paid	0	0		0
iii) Interest accrued but not due	0	0		
<b>Total (i + ii + iii)</b>	35546296	3150000		38696296
<b>Change in Indebtedness during the financial year</b>				
Additions	2579358	0	NIL	2579358
Reduction	0	0	NIL	0
Net Change	2579358	0		2579358
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	38125654	3150000	NIL	41275654
ii) Interest due but not paid	0	0		0
iii) Interest accrued but not due	0	0		0
<b>Total (i+ii+iii)</b>	38125654	3150000		41275654

**V REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole Time Director and/or Manager :**

	Particulars of Remuneration	Name of the MD /WTD/ Manager		Total Amount
1	Gross salary	Mr. Kishan N. Parikh (Managing Director)	Ms. Alpa K Parikh (Whole-Time Director)	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	1950000	1300000	3250000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	180000	120000	300000
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2	Stock option			
3	Sweat Equity			
4	Commission as % of profit			
5	Others (Bonus)	3500	3500	7000
6	Others, Contribution to Provident Fund"	216000	144000	360000
	Total (A)	2349500	1567500	3917000
	Ceiling as per the Act			

**B. Remuneration to other Directors**

Sl. No.	Particulars of Remuneration	Name of the Directors			Total Amount
1	Independent Directors	Narinder. D. Relan	Manoranjan Dash	Pinak Ajmera	
	(a) Fee for attending board committee meetings	10000	30000	40000	80000
	(b) Commission	-	-	-	
	(c ) Others, please specify	-	-	-	
	<b>Total (1)</b>	<b>10000</b>	<b>30000</b>	<b>40000</b>	<b>80000</b>
2	Other Non Executive Directors				
	(a) Fee for attending "board committee meetings	-	-	-	
	(b) Commission	-	-	-	
	(c ) Others, please specify.	-	-	-	
	Total (2)	-	-	-	
	Total (B)=(1+2)	10000	30000	40000	80000
	Total Managerial Remuneration				
	Overall Cieling as per the Act.	-	-	-	

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Kirti C Adeshra CFO (Chief Financial Officer)	Ms. Shilpa Aggarwal (Company Secretary) (Appointed w.e.f 02.12.2014)	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	462500	45000	507500
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	8000	-	8000
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission as % of profit	-	-	-
5	Others, Bonus	48385	-	48385
6	Others, Contribution to Provident Fund	27216	-	27216
	<b>Total</b>	<b>546101</b>	<b>45000</b>	<b>591101</b>

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES : NONE**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty	Nil	-	-	-	-
Punishment	Nil	-	-	-	-
Compounding	Nil	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	Nil	-	-	-	-
Punishment	Nil	-	-	-	-
Compounding	Nil	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT : NONE</b>					
Penalty	Nil	-	-	-	-
Punishment	Nil	-	-	-	-
Compounding	Nil	-	-	-	-

## Independent Auditors' Report

### To the Members

#### M/s. Pebco Motors Limited

#### Report on the Financial Statements

We have audited the accompanying financial statements of Pebco Motors Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year ended and a summary of the significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2) As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the Directors as on March 31, 2015, and taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2015 from being appointed as Director in terms of Section 164(2) of the Act.
  - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.[Refer Note No. 28B (1)]
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For : **CHATURVEDI & COMPANY**  
Chartered Accountants  
F R No. 302137 E

Place : Kolkata  
Dated : 27th May, 2015

**R. K. Nanda**  
Partner.  
Membership No. 510574

**ANNEXURE TO THE AUDITORS' REPORT**

**(Referred to in Paragraph 1 of "Other Legal and Regulatory requirements" of our Audi Report)**

- i) In respect of Fixed Assets:
  - a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
  - b) The fixed assets are physically verified by the management according to a phased programme once in a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- ii) In respect of Inventories:
  - a) As explained to us, the stock of vehicles and spare parts has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - b) In our opinion, and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
  - c) The company has maintained proper records of inventory. As explained to us, the discrepancies noticed on physical verification of stock as compared to the book records were not material and the same have been properly dealt with in the books of accounts.
- iii) a) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence provisions to Para 3 (iii)(a) and (b) of the said order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of goods, fixed assets and sale of goods and services. During the course of audit, no major weakness has been noticed in the internal control system.
- v) According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of directives issued by the Reserve Bank of India and provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- vi) Based on the information available and explanations given to us, the maintenance of Cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013.
- vii) (a) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company is generally regular in depositing the undisputed statutory dues including Provident Fund, Tax deducted at source, Professional Tax, Employee State Insurance, Income Tax, Sale tax, Wealth Tax, Service Tax, Duty of customs, Duty of Excise, Value added Tax, Cess and any other statutory dues as applicable with the appropriate authorities. There were no un-disputed statutory dues as at the end of the year outstanding for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and as per the records of the Company examined by us, the particulars of dues of Income tax and Excise duty, which had not been deposited on account of any dispute as at 31st March, 2015 are given below :

Sl. No.	Name of the Statute	Nature of dues	Amount (in Lacs)	Period to which the amount relates	Forum where the matter is pending
1	Central Excise	Addition on account of SSI Benefit Claim	14.29*	1991-92 and 1993-94	Appeal pending before CESTAT Eastern Branch, Kolkata
2	Income Tax Act, 1961	Addition during Assessment under head 'Claim of Investment Allowance on Soft drinks manufacturing activities	6.37	1979-80	High Court order passed. SLP filed with H'ble Supreme Court which has been admitted.
		Addition on account of various expenses in course of income Tax Assessment	3.14	2010-11	Commissioner of Income Tax (Appeals) VIII, Kolkata Petition u/s 154 of the Income Tax Act, 1961, filed.
		Addition on account of various expenses in course of Income Tax Assessment	6.70*	2011-12	Commissioner of Income Tax (Appeals) VIII, Kolkata.
		Addition on account of various expenses in course of Income Tax Assessment	7.48	2011-12	Commissioner of Income Tax (Appeals) III, Kolkata.
		<b>Total Amount</b>	<b>30.50</b>		

\*Note-Further an amount of Rs.5.50 Lacs has been deposited against the demands.

- (c) According to the information and explanations given to us, there is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under during the year.
- viii) The Company does not have any accumulated losses at the end of the financial year and there is no cash loss in the current year and the immediately preceding financial year.
- ix) As per the books and records maintained by the company and according to the information and explanation given to us, the company has not defaulted in the payment of dues to banks. The company has not taken any loans from financial institutions or debenture holders.
- x) According to the information and explanations given to us, the company has not given any guarantees for loans taken by others from banks and financial institutions during the year.
- xi) In our opinion, the term loan has been applied for the purpose for which they were raised.
- xii) To the best of our knowledge and belief and based on the information and explanations furnished by the management, which have been relied upon by us there were no frauds on or by the company noticed or reported during the year.

For : **CHATURVEDI & COMPANY**  
Chartered Accountants  
F R No. 302137 E

Place : Kolkata  
Dated : 27th May, 2015

**R. K. Nanda**  
Partner.  
Membership No. 510574

## Balance Sheet as at 31st March 2015

In Rupees

Particulars	Notes	As at 31.03.2015		As at 31.03.2014	
<b>I. EQUITY AND LIABILITIES</b>					
<b>(1) Shareholder's Funds</b>					
(a) Share Capital	1	9,977,700		9,977,700	
(b) Reserves and Surplus	2	367,572,000	377,549,700	355,989,322	365,967,022
(c) Money received against share warrants		-	-	-	-
<b>(2) Share Application money pending allotment</b>					
		-	-	-	-
<b>(3) Non-Current Liabilities</b>					
(a) Long-Term Borrowings	3		1,360,535		1,999,803
(b) Deferred Tax Liabilities (Net)			-		-
(c) Other Long Term Liabilities	4		850,000		3,750,000
(d) Long Term Provisions		-	-	-	-
<b>(4) Current Liabilities</b>					
(a) Short-Term Borrowings	5	39,915,119		36,696,493	
(b) Trade Payables	6	3,801,643		2,748,450	
(c) Other Current Liabilities	7	14,849,969		19,963,310	
(d) Short-Term Provisions	8	5,034,995	63,601,727	4,310,884	63,719,137
	<b>Total</b>		<b>443,361,962</b>		<b>435,435,963</b>
<b>II. ASSETS</b>					
<b>(1) Non-Current Assets</b>					
(a) Fixed Assets	9				
Tangible Assets		58,920,842		59,542,507	
Intangible Assets		-		-	
Capital Work in Progress		17,248,626		1,747,148	
Intangible Assets under Development		-		-	
(b) Non-current investments	10	58,365,522		46,400,280	
(c) Deferred tax assets (net)	11	2,905,290		2,975,567	
(d) Long term loans and advances	12	3,138,324		3,209,575	
(e) Other non-current assets	13		140,578,604		113,875,077
<b>(2) Current Assets</b>					
(a) Current investments	14	90,540,546		86,075,257	
(b) Inventories	15	59,746,299		103,784,500	
(c) Trade receivables	16	29,521,607		20,916,365	
(d) Cash and cash equivalents	17	80,685,612		76,273,665	
(e) Short-term loans and advances	18	42,289,294		34,511,099	
(f) Other current assets	19	-	302,783,358	-	321,560,886
	<b>Total</b>		<b>443,361,962</b>		<b>435,435,963</b>

**Significant Accounting Policies and other Explanatory Notes** 28

This is the Balance Sheet referred to in our Report of even date.

For and on behalf of the Board of Directors

For Chaturvedi & Company  
Chartered Accountants  
Firm Reg. No. 302137 E

**R. K. Nanda**  
Partner  
Membership No. : 510574  
Kolkata, 27th May, 2015

**Kishan N. Parikh**

Managing Director

**Alpa K. Parikh**

Wholetime Director

**Kirti C Adeshra**

Chief Financial Officer

**Shilpa Aggarwal**

Company Secretary



## Statement of Profit & Loss for the year ended 31st March 2015

			In Rupees	
Sr. No.	Particulars	Notes	For the year ended 31.03.2015	For the year ended 31.03.2014
	<b><u>INCOME</u></b>			
I	Revenue from Operations	20	1,050,135,676	957,206,306
II	Other Income	21	17,495,855	29,286,484
	<b>Total Revenue</b>		<b>1,067,631,531</b>	<b>986,492,790</b>
III	<b><u>EXPENSES:</u></b>			
	Cost of materials consumed /Purchased	22	792,563,284	789,395,471
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	23	44,038,201	(25,665,714)
	Employee Benefit Expense	24	26,019,406	22,736,515
	Financial Costs	25	5,102,627	4,315,306
	Depreciation and Amortization Expense	26	4,613,969	7,765,815
	Other Administrative Expenses	27	173,928,002	159,657,371
	<b>Total Expenses</b>		<b>1,046,265,489</b>	<b>958,204,764</b>
IV	Profit before exceptional and extraordinary items and tax items and tax		<b>21,366,042</b>	<b>28,288,026</b>
V	Exceptional Items		-	-
VI	<b>Profit before extraordinary items and tax</b>		<b>21,366,042</b>	<b>28,288,026</b>
VII	Extraordinary Items		-	-
VIII	<b>Profit before tax</b>		<b>21,366,042</b>	<b>28,288,026</b>
IX	<b>Tax Expense:</b>			
	(1) Current tax		4,806,000	5,425,000
	(2) Deferred tax		371,281	(563,433)
X	<b>Profit(Loss) for the period from continuing operations</b>		<b>16,188,762</b>	<b>23,426,459</b>
XI	Profit/(Loss) from discontinuing operations		-	-
XII	Tax expense of discounting operations		-	-
XIII	Profit/(Loss) from Discontinuing operations		-	-
XIV	<b>Profit/(Loss) for the year</b>		<b>16,188,762</b>	<b>23,426,459</b>
XV	<b>Earning per equity share: [Refer Note no. 28(B)(7)]</b>			
	(1) Basic		16	23
	(2) Diluted		16	23

Significant Accounting Policies and other Explanatory Notes 28

This is the Statement of Profit & Loss referred to in our Report of even date.

For and on behalf of the Board of Directors

For Chaturvedi & Company  
Chartered Accountants  
Firm Reg. No. 302137 E

**R. K. Nanda**  
Partner  
Membership No. : 510574  
Kolkata, 27th May, 2015

**Kishan N. Parikh**

**Alpa K. Parikh**

**Kirti C Adeshra**

**Shilpa Aggarwal**

Managing Director

Wholetime Director

Chief Financial Officer

Company Secretary

## Notes on Financial Statements

## Note : 1 Share Capital

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
1	<b>AUTHORIZED CAPITAL</b>		
	47,50,000 Equity shares of Rs. 10/- each (47,50,000)	47,500,000	47,500,000
	19,000 11% Preference shares of Rs. 100/- each (19,000)	1,900,000	1,900,000
	6,000 9.5% Redeemable Cumulative (6,000) Preference shares of Rs. 100/- each	600,000	600,000
		<u>50,000,000</u>	<u>15,000,000</u>
2	<b>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL</b>		
	997,770 Equity shares of Rs. 10/- each (997,770) fully paid up in cash	9,977,700	9,977,700
	<b>Total</b>	<u><u>9,977,700</u></u>	<u><u>9,977,700</u></u>

**Rights, preferences and restrictions attached to shares****Equity shares**

The Company has one class of equity shares having a par value of Rs. 10/- each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

**Reconciliation of number of shares**

	<u>As at 31.3.2015</u>	<u>As at 31.3.2014</u>
<b>Issued, Subscribed and fully paid up</b>		
<b>Opening Balance</b>		
997,770 equity shares of Rs. 10/- each	9,977,700	9,977,700
Changes during the year	-	-
<b>Closing Balance</b>	<u><u>9,977,700</u></u>	<u><u>9,977,700</u></u>

The details of Shareholders holding more than 5% Shares

Name of Shareholder	As at 31.03.2015		As at 31.03.2014	
1. Mr. Kishan N Parikh	179,750	18.01 %	179,750	18.01 %
2. Kishan N Parikh (H U F )	109,495	10.97 %	109,495	10.97 %
3. Mrs. Alpa K Parikh	59,260	5.94 %	59,260	5.94 %
4. M/s Aersoft Trading & Marketing P Ltd.	128,500	12.88 %	128,500	12.88 %
5. M/s Calcutta Commodities (1965) P Ltd	148,875	14.92 %	148,875	14.92 %

## Notes on Financial Statements

### Note : 2 Reserve & Surplus

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
1	Capital Reserve	52,558,000	52,558,000
2	Capital Redemption Reserve	2,458,000	2,458,000
3	General Reserve		–
	As per last Balance Sheet	250,000,000	210,000,000
	Add: Transfer from Profit & Loss Account	20,000,000	40,000,000
		<u>270,000,000</u>	<u>250,000,000</u>
4	<b>Surplus (Profit &amp; Loss Account)</b>		
	Balance brought forward from previous year	50,973,322	68,947,672
	Add : Profit for the period	16,188,762	23,426,459
		<u>67,162,084</u>	<u>92,374,131</u>
	Less : i) Income Tax Adjustment of earlier years	2,587,792	
	ii) Adjustment of depreciation net of Deferred Tax*	626,731	
		<u>63,947,561</u>	
	Appropriations		
	Transferred to General Reserve	(20,000,000)	(40,000,000)
	Proposed Dividend	(1,197,324)	(1,197,324)
	Dividend Tax	(194,237)	(203,485)
		<u>42,556,000</u>	<u>50,973,322</u>
	<b>Total</b>	<b><u>367,572,000</u></b>	<b><u>355,989,322</u></b>

\*Persuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule ii, Accordingly the carrying value is being depreciated/amortised over the remaining useful lives of the assets. The written down value of Fixed Assets whose lives have expired as at 1st April 2014, have been adjusted net of tax, in the opening balance of Profit & Loss Account amounting to Rs.6,26,731/-.

### Note : 3 Long Term Borrowings

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
1.	Vehicle Loan	1,360,535	1,999,803
	[Vehicle loan from HDFC Bank Ltd., secured against hypothecation of vehicle, Interest @ 10.50% p.a. repayable in 36 monthly instalments.]		
	<b>Total</b>	<b><u>1,360,535</u></b>	<b><u>1,999,803</u></b>

## Notes on Financial Statements

## Note : 4 Other Long Term Liabilities

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
	Security Deposit	850,000	3,750,000
	<b>Total</b>	<b>850,000</b>	<b>3,750,000</b>

## Note : 5 Short Term Borrowing

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
	<b>SECURED</b>		
1	<b>Loan Repayable on Demand</b>		
	- From Bank		
	(Working Capital- from State Bank of India, Commercial Branch, Jamshedpur. Secured against hypothecation of Stock of new vehicles/Spare Parts/Accessories, Book debts and guaranteed by one of the Directors of the Company)	36,765,119	33,546,493
	- From Other Parties	-	-
	<b>UNSECURED</b>		
2	<b>Loan from Directors</b>	3,150,000	3,150,000
	(Finance received from the Director is repayable on demand. Interest paid on finance received from the Director is @ 12% p.a.)		
	<b>Total</b>	<b>39,915,119</b>	<b>36,696,493</b>

## Note : 6 Trades Payable

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
	<b>Creditors for Supplies and Services</b>		
	- Due to MSME's*	-	-
	- Due to Others	3,801,643	2,748,450
	<b>Total</b>	<b>3,801,643</b>	<b>2,748,450</b>

\*Based on the information available with the management, there are no dues outstanding to the parties covered under the Micro, Small and Medium Enterprises that required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006.

## Note : 7 Other Current Liabilities

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
	<b>Other payables</b>		
1	Advance From Customers	7,824,686	8,620,307
2	Duties & Taxes Payable	631,577	4,479,458
3	ITDS Payable	175,958	205,197
4	Others	6,217,748	6,658,348
	(Other Current liabilities includes liabilities for expenses, lease rent advance etc)		
	<b>Total</b>	<b>14,849,969</b>	<b>19,963,310</b>

## Notes on Financial Statements

### Note : 8 Short Term Provisions

In Rupees

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
<b>Provision for Employees Benefit</b>			
	EPF., EPS. etc Payable	213,820	190,350
	Employee State Insurance Payable	39,258	32,011
	Salary & Wages Payable	1,468,439	1,033,331
	Leave Salary	403,940	261,431
	Bonus	483,160	437,653
	Incentive	1,034,817	955,299
	Others		
	Proposed dividend	1,197,324	1,197,324
	Tax on dividend	194,237	203,485
	<b>Total</b>	<b>5,034,995</b>	<b>4,310,884</b>

### Note 9 : Fixed Assets

Sr. No.	Particulars	GROSS BLOCK				DEPRECIATION/AMORTISATION					NET BLOCK	
		As at 01.04.2014	Addition	Sale/ Adjustment	As at 31.3.2015	As at 01.04.2014	For the year	Adjustment	Adjustment as per Schedule II	Up-to 31.03.2015	As at 31.03.2015	As at 31.03.2014
I	<b>Tangible Assets</b>											
1	Leasehold Land	9,773,605	-	-	9,773,605	1,976,686	230,100	-	-	2,206,786	7,566,819	7,796,919
2	Building*	56,084,370	587,142	-	56,671,512	27,861,637	1,087,611	-	5,423	28,954,671	27,716,841	28,222,733
3	Plant and Machinery	22,579,589	1,340,001	-	23,919,590	12,799,801	994,262	-	437,818	14,231,881	9,687,709	9,779,788
4	Furnitures/Fixtures & Office Equipments	17,630,617	811,765	-	18,442,382	12,971,583	1,012,404	-	481,657	14,465,644	3,976,738	4,659,034
5	Vehicles	15,175,870	4,071,839	3,499,259	15,748,450	6,415,957	1,249,550	1,608,552	2,837	6,059,792	9,688,658	8,759,913
6	Leased Vehicles	3,100,121	-	-	3,100,121	2,820,769	40,042	-	-	2,860,811	239,310	279,352
7	Coaching Vehicles	975,504	-	-	975,504	930,737	-	-	-	930,737	44,767	44,767
	<b>Sub Total A</b>	<b>125,319,676</b>	<b>6,810,747</b>	<b>3,499,259</b>	<b>128,631,164</b>	<b>65,777,170</b>	<b>4,613,969</b>	<b>1,608,552</b>	<b>927,735</b>	<b>69,710,322</b>	<b>58,920,842</b>	<b>59,542,507</b>
II	<b>Intangible Assets</b>	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub Total B</b>	-	-	-	-	-	-	-	-	-	-	-
III	<b>Capital Work-in Progress</b>	1,747,148	17,248,626	1,747,148	17,248,626	-	-	-	-	-	17,248,626	1,747,148
	<b>Sub Total C</b>	<b>1,747,148</b>	<b>17,248,626</b>	<b>1,747,148</b>	<b>17,248,626</b>	-	-	-	-	-	<b>17,248,626</b>	<b>1,747,148</b>
IV	<b>Intangible Assets Under Development</b>	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub Total D</b>	-	-	-	-	-	-	-	-	-	-	-
	<b>Total [A+B+C+D] (Current Year)</b>	<b>127,066,824</b>	<b>24,059,373</b>	<b>5,246,407</b>	<b>145,879,790</b>	<b>65,777,170</b>	<b>4,613,969</b>	<b>1,608,552</b>	<b>927,735</b>	<b>69,710,322</b>	<b>76,169,468</b>	<b>61,289,655</b>
	<b>(Previous Year)</b>	<b>116,723,556</b>	<b>21,913,713</b>	<b>11,570,445</b>	<b>127,066,824</b>	<b>60,709,233</b>	<b>7,765,815</b>	<b>2,697,878</b>		<b>65,777,170</b>	<b>61,289,655</b>	<b>56,014,323</b>

\*Building includes a space purchased for consideration of Rs. 90,000/- for which deed of conveyance is still pending.

Note: Opening figures are re-grouped wherever necessary.

## Notes on Financial Statements

## Note : 10 Non Current Investment

In Rupees

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
<b>Other Investments</b>			
1.	Investment in Equity Instrument	-	-
	<b>Quoted</b>		
a)	6,750 nos. in Indus Ind Bank Ltd. (6,750) of Rs. 10/- each	50,000	50,000
b)	50 nos. in Maruti Suzuki India Ltd. (50) of Rs. 125/- each	6,250	6,250
c)	172,677 nos. in Jaybharat Credits Ltd. (172,677) of Rs. 10/- each	1,726,770	1,726,770
	<b>Un Quoted</b>		
a)	20,000 nos. in Nicco Jubilee Park Ltd. (20,000) of Rs. 10/- each	200,000	200,000
b)	25,000 nos. in Pebco Industries Ltd. (2,00,000) of Rs. 10/- each	250,000	2,000,000
c)	32,600 nos. in Brisco Pvt. Ltd. (32,600) 600@ 75/- each and 32,000 @ Rs. 100/- each	3,245,000	3,245,000
d)	2,935,000 nos. in Jamshedupr Airconnect Pvt. Ltd. (2,935,000) of Rs. 10/- each	29,350,000	29,350,000
e)	1,000 nos in Adityapur Auto Cluster Ltd. @ Rs. 250/- each	2,50,000	2,50,000
2	<b>Investment in Mutual Funds</b>		
a)	DWS Fixed Maturity Plan - Series 34 G	6,026,855	6,026,855
b)	HDFC FMP 367 D May 2014 (2) Series 31 - Direct	2,840,942	-
c)	ICICI Pru FMP Series 74 - 369 days Plan T	10,874,300	-
d)	Tata FMP 44 A Dir Plan G	3,545,405	3,545,405
	(Aggregate Market Value for Equity investment and Mutual Fund Rs. 66,593,774/- (PY Rs.54,085,993/-)		
	<b>Total</b>	<b>58,365,522</b>	<b>46,400,280</b>

## 11. Deferred Tax

	Deferred Tax Liability / (Asset) As at 31.03.14 (Rs.)	Current year Charge/(Credit) (Rs.)	Deferred Tax Liability / (Asset) As at 31.03.15 (Rs.)
<b>Deferred Tax Liability :-</b>			
Difference between Book & Income Tax Depreciation	(2,951,447)	432,307	(2,519,140)
Add : Tax on depreciation adjustment (Transitional impact)			(301,004)
	<u>(2,951,447)</u>	<u>432,307</u>	<u>(2,820,144)</u>
<b>Deferred Tax Asset</b>			
Provision for Leave Salary	(10,097)	(46,237)	(56,334)
Provision for bonus	(14,023)	(14,789)	(28,812)
	<u>(24,120)</u>	<u>(61,026)</u>	<u>(85,146)</u>
<b>Deferred Tax Liability / Asset ( Net )</b>	<b><u>(2,975,567)</u></b>	<b><u>371,281</u></b>	<b><u>(2,905,290)</u></b>

## Notes on Financial Statements

### Note : 12 Long Term Loans and Advances

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
<b><u>Unsecured, Considered good</u></b>			
1	Security Deposit	3,138,324	3,209,575
	<b>Total</b>	<u><u>3,138,324</u></u>	<u><u>3,209,575</u></u>

### Note : 13 Other Non Current Assets

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
1	Long Term Trade Receivables	-	-
2	Others	-	-
	<b>Total</b>	<u><u>-</u></u>	<u><u>-</u></u>

## Notes on Financial Statements

## Note : 14 Current Investment

In Rupees

SI. No.	Particulars	As at 31.03.2015	As at 31.03.2014
1	Investment in Govt Securities (7 years National Savings Certificates)	2,500	2,500
2	Investment in Mutual Fund	-	-
	1. DSP Black Rock Income Opp. Fund - Dir G	2,000,000	2,000,000
	2. DSP Black Rock Top 100 Equity Fund - Dir G	2,339,970	2,339,970
	3. DWS Ultra Short Term Fund Regular DD	463,060	439,597
	4. Franklin India High Growth Co. Fund	-	1,000,000
	5. Franklin India Prima Plus DP Folio no 13985413	3,000,000	3,000,000
	6. Franklin India Prima Plus DP Folio no 14395509	1,500,000	1,500,000
	7. H D F C FMP 370 D May 2013 (1) Direct G	-	2,620,073
	8. ICICI Pru Focussed Bluechip Fund - D	2,186,908	2,186,908
	9. ICICI Pru Balanced Advantage Fund	4,259,958	4,259,958
	10. ICICI Pru Dynamic Direct ( G )	2,416,932	2,416,932
	11. ICICI Pru Dynamic - Direct (Growth)	7,516,304	7,516,304
	12. ICICI Pru Interval II Qly B Dir. Plan G	-	5,000,000
	13. ICICI Pru FMP Series 67- 366 days	-	10,000,000
	14. ICICI Pru Savings Fund	10,999,886	-
	15. ICICI Pru Balanced Advantage fund Dir G	8,004,884	
	16. Reliance Monthly Income Plan - Growth Plan (G)	489,740	489,740
	17. Reliance Short Term Fund G	450,998	450,998
	18. Reliance Regular Savings Fund - Debt Plan G	5,466,251	5,466,251
	19. SBI SHF Ultra Short Term Fund - Regular Plan DD	6,044,482	2,710,302
	20. Tata Balance Fund - Direct Plan Growth	10,328,428	5,000,000
	21. Tata Inc Direct Plan Apprec Option G	-	5,000,000
	22. Templeton India growth fund - D	3,000,000	3,000,000
	23. UTI Short Term Income Fund - G (528230076643 )	5,489,950	5,489,950
	24. UTI Short Term Income Fund - G (52830076643)	10,940,800	10,940,800
	25. UTI Opportunities Fund G	894,521	500,000
	26. UTI Short Term Income Plan Instl. Dir Plan G	2,744,975	2,744,975
	(Aggregate Market Value Rs. 139,738,856 /-Previous year Rs.102,888,795/-)		
	<b>Total</b>	<b>90,540,546</b>	<b>86,075,257</b>



## Notes on Financial Statements

### Note : 15 Inventories (As taken valued and certified by the management)

In Rupees

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
1	<u>Stock-in-Trade</u>		
	a) Vehicles	41,863,773	88,117,308
	b) Spares Parts & Accessories	14,621,526	12,238,191
	c) Pre Owned Cars	3,261,000	3,429,001
	<b>Total</b>	<b>59,746,299</b>	<b>103,784,500</b>

### Note : 16 Trade Receivables

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
1	<u>Outstanding for more than six months from the date they were due for payment</u>		
	Unsecured Considered Good:	313,846	510,531
2	<u>Others</u>		
	Unsecured, Considered Good	29,207,761	20,405,834
	<b>Total</b>	<b>29,521,607</b>	<b>20,916,365</b>

### Note : 17 Cash & Cash Equivalent

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
1	Cash-on-Hand	264,511	306,563
2	Bank Balance		
	In Current Accounts	15,851,255	16,320,873
	In Fixed deposits less than 3 Months	-	-
3	Other Bank balances		
	In Fixed deposits with maturity value more than 12 months inclusive of interest accrued thereon	64,569,846	59,646,229
	<b>Total</b>	<b>80,685,612</b>	<b>76,273,665</b>

### Note : 18 Short term Loans and Advances

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
1	Advance to Suppliers	2,500,000	2,500,000
2	Advance Income Tax / I T D S [Net of provisions of Rs. 16,650,400/- (PY - Rs. 16,140,400/-)]	2,573,207	2,800,872
3	Others	8,124,664	10,435,206
3	Claims receivable*	28,173,508	17,716,689
5	Loan to Staff	807,366	947,783
6	Service Tax paid under RCM	110,549	110,549
	*[ Include advances & claims with Principal Company, and Insurance Companies and Rs. 3.00 lacs deposited against Demand from Dy. Commissioner of Income Tax & Rs. 2.50 lacs deposited against demand of Central Excise & Service Tax)		
	<b>Total</b>	<b>42,289,294</b>	<b>34,511,099</b>

### Note : 19 Other Current assets

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
1	Loans & Advances to related parties		
	a) Secured, Considered Good :		
	Advance to Associate Concerns	-	-
	b) Unsecured, Considered Good :		
	Share Application Money	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

## Notes on Financial Statements

## Note : 20 Revenue from Operations

In Rupees

Sr. No.	Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
1	Vehicles	889,360,285	804,307,280
2	Spare Parts & Accessories	59,401,633	53,098,677
3	Pre Owned Cars	26,956,901	27,925,230
4	Service Charges	38,255,723	35,400,655
5	Lease Rentals	-	521,042
6	Course fee received	1,953,908	1,503,480
7	Other Operating Income	34,207,226	34,449,942
	<b>Total</b>	<b>1,050,135,676</b>	<b>957,206,306</b>

## Note : 21 Other Income

Sr. No.	Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
1	Interest on FDR's	5,556,853	5,645,571
2	Other Receipts	4,630,532	6,565,443
3	Dividend Received	3,601,516	5,428,231
4	Income on sale of fixed assets	523,757	1,422,788
5	Income on sale of Investments	3,183,197	10,224,451
	<b>Total</b>	<b>17,495,855</b>	<b>29,286,484</b>

## Note : 22 Cost of Material Consumed/Purchases

Sr. No.	Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
<b>a)</b>	<b>Purchases of Trading Items</b>		
1	Vehicles	720,932,098	724,216,644
2	Spare Parts and Accessories	49,420,181	43,461,924
3	Pre Owned Cars	22,211,005	21,716,903
	<b>Total</b>	<b>792,563,284</b>	<b>789,395,471</b>

## Note : 23 Change in Inventories

Sr. No.	Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
1	<b>Opening Stock</b>		
	Vehicles	88,117,308	62,083,083
	Spare Parts and Accessories	12,238,191	10,638,203
	Pre Owned Cars	3,429,001	5,397,500
		103,784,500	78,118,786
	<b>Closing Stock</b>		
	Vehicles	41,863,773	88,117,308
	Spare Parts and Accessories	14,621,526	12,238,191
	Pre Owned Cars	3,261,000	3,429,001
		59,746,299	103,784,500
	<b>Total</b>	<b>44,038,201</b>	<b>(25,665,714)</b>

## Notes on Financial Statements

### Note : 24 Employment Benefit Expenses

In Rupees

Sr. No.	Particulars	For the year ended 31.5.2015	For the year ended 31.5.2014
1	Salaries, Wages, Bonus and Allowances	18,885,003	15,407,108
2	Director's Remuneration	3,660,000	3,557,000
3	Contribution to PF, ESI and Other Funds *	1,482,332	1,974,905
4	Staff Welfare Expenses	1,196,251	978,011
5	Staff Training Expenses	795,820	819,491
	<b>Total</b>	<b>26,019,406</b>	<b>22,736,515</b>

\* The Company has classified the various benefits provided to the employees as under:-

- (a) Defined Contribution Schemes:- Contributions to Provident Fund, Pension Fund and Employee State Insurance are covered under Defined contribution plans and amount of Rs.12,82,450/- (PY: Rs.15,15,316/-) contributed to those funds during the year have been recognized as expenses in the financial statements.
- (b) Defined Benefit Schemes:-The Gratuity fund of employees is managed by Trustees by way of taking a policy in Life Insurance Corporation of India and the present value of the obligation is determined based on the actuarial valuation done by LIC. The Component of net benefit expenses recognized in the Statement of Profit and Loss during the year is given as under :-

In Rupees

	2014-2015	2013-2014
Present value of Past Service Benefit	3,141,778	3,092,872
Add: Current service cost	269,428	272,544
	<u>3,411,206</u>	<u>3,365,416</u>
Less: Fund value as on renewal date (net of settlements and inclusive of interest earned)	3,436,375	2,975,701
	<u>(25,169)</u>	<u>389,715</u>
Additional contribution for existing fund	–	117,172
Add: Current service cost	–	272,544
	–	<u>389,716</u>
Life coverage premium	17,804	14,886
Add: Service tax on life coverage premium	2,200	1,840
Add: Interest	–	118
Total liability at the end of the year towards Gratuity	<b>20,004</b>	<b>406,442</b>
Total value of Service Gratuity including Life Coverage on Sum Assured	<b>12,172,585</b>	<b>10,514,295</b>
<b>Actuarial Assumptions :</b>		
Mortality Rate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate
Withdrawal Rate	1% to 3% depending on age	1% to 3% depending on age
Discount Rate	8% p.a.	8% p.a.
Salary Escalation	8%	7%

Notes on Financial Statements

Note : 25 Financial Cost

Sr. No.	Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
1	Interest on Cash Credit Facility	4,524,920	3,856,272
2	Interest on Car loan	186,110	73,073
3	Interest on Other loans	391,597	385,961
	<b>Total</b>	<b>5,102,627</b>	<b>4,315,306</b>

Note : 26 Depreciation & Amortised Cost

Sr. No.	Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
1	Depreciation & Amortisation	4,613,969	7,765,815
	<b>Total</b>	<b>4,613,959</b>	<b>7,765,815</b>

Note : 27 Other Administrative Expenses

Sr. No.	Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
<b>A</b>	<b>DIRECT EXPENSES</b>		
1	Service Expenses	15,247,512	13,963,370
2	Consumable stores, tools	11,284	20,581
3	Power & Fuel expenses	1,617,611	1,296,716
4	Generator Maintenance	120,988	138,999
5	Repairs to Building	2,932,785	2,506,512
6	Repairs to Machineries	239,085	376,135
7	Pre Owned vehicle	1,136,813	1,148,394
8	Training vehicle maintenance	797,911	584,645
	<b>Total</b>	<b>22,103,989</b>	<b>20,035,352</b>

## Notes on Financial Statements

### Note : 27 Other Administrative Expenses (Contd.)

In Rupees

Sr. No.	Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
<b>B</b>	<b>SELLING EXPENSES</b>		
1	Publicity & Promotion	11,787,859	9,834,071
2	VAT/ Excise/ Service Tax	116,050,356	106,040,197
3	Transportation & Freight charges	176,591	152,157
4	New vehicle & Free Service Charges	5,262,130	5,061,623
5	Warranty/Discrepancy claims w/off	39,517	27,180
6	Test Drive vehicles	1,197,911	891,940
	<b>Total</b>	<b>134,514,364</b>	<b>122,007,168</b>
<b>C</b>	<b>ADMINISTRATIVE EXPENSES</b>		
1	Communication Expenses	878,110	899,648
2	Vehicle Expenses	723,794	669,869
3	Travelling Expenses	4,690,858	5,226,715
4	Repair & Maintenance (others)	605,410	508,299
5	Computer Maintanace	504,175	758,556
6	General Expenses	973,649	731,982
7	Insurance Expenses	383,975	293,047
8	Internal Audit Fee	132,000	126,000
9	Legal and Consultancy Expenses	672,229	671,980
10	Security Expenses	1,027,527	1,064,909
11	Stationery Expenses	807,443	733,668
12	Payment to Auditors *	280,000	255,000
13	Rent Rates & Taxes	4,992,708	5,141,861
14	Donation	-	27,500
15	Bank charges	637,771	505,817
		-	
		<b>17,309,649</b>	<b>17,614,851</b>
	<b>TOTAL (A+B+C)</b>	<b>173,928,002</b>	<b>159,657,371</b>

*Payment to Audiors includes		
- Statutory audit fee	200,000	175,000
- Taxation matters	50,000	50,000
- Other Services	30,000	30,000
<b>Total</b>	<b>280,000</b>	<b>2,55,000</b>

## Notes on Financial Statements

NOTE : "28"

### Accounting Policies and Notes on Accounts :

#### A. Significant Accounting Policies :

**1. Basis of Accounting :**

The accounts have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013 and other applicable statutes and comply with the Accounting Standards referred to in Section 133 of the Companies Act 2013.

**2. Use of Accounting Estimates :**

The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect reportable amounts of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the year in which the results are known / materialised.

**3. Fixed Assets :**

All Fixed Assets are stated at cost (net of CEVNAT, wherever applicable) less accumulated depreciation. Cost is inclusive of freight, duties, levies and any directly attributable cost of bringing the assets to their working condition for intended use.

**4. Depreciation :**

- (i) Depreciation is provided on useful life of assets at the rates specified in Schedule II of the Companies' Act 2013
- (ii) Leasehold land is amortised equally over the lease period.
- (iii) Impairment: An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which the asset is identified as impaired.

**5. Revenue Recognition**

Item of incomes are recognised on accrual basis except dividend income.

Sales are inclusive of VAT. Revenue from sales are recognised upon delivery of vehicles, which is when title passes to the customers.

Service charges are inclusive of service tax and are recognised as income when the related services are rendered.

Interest Income is recognised on time proportion basis, taking into the account the amount outstanding and rate applicable.

Rental income on leased vehicles is recognised on accrual basis over the lease term.

**6. Inventories :**

Finished Goods: Valued at lower of cost or net realisable value

Spare Parts/Accessories: at cost on FIFO basis

**7. Investments :**

Long term investments are valued at cost, unless there is a permanent decline in value thereof.

**8. Retirement Benefits :**

- a) Retirement benefits in the form of Provident Fund / Pension Schemes are defined contribution schemes and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds become due.
- b) Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation made at the end of each financial year. However, the Company through its Trust has taken a policy with LIC of India to cover the gratuity liability of the employees.

## Notes on Financial Statements

- c) Provision for leave encashment is accrued for and provided on the actual basis as per Company's Policy, made at end of each financial year.

### 9. Leases

Lease arrangements where the risk and reward incident to the ownership on assets substantially vests with the lessor, are recognized as operating leases. Lease rentals paid under operating leases are recognized as expenses in the Profit & Loss account.

### 10. Taxes on Income :

Current tax is amount of tax payable on taxable income for the year as determined in accordance with the provisions of Income Tax Act, 1961

Deferred tax resulting from 'timing difference' between books and taxable profit is accounted for using the tax rates and the laws that have been enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets subject to consideration of prudence, are recognised and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

### 11. Borrowing Costs

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

### 12. Provisions, contingent Liabilities and contingent assets :

Provisions involving substantial degree of estimation in measurement are recognised when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

## B. Other Explanatory Informations

1. Contingent Liabilities not provided for the demand disputed in appeals in respect of various duties and others as given below :

Rs. in lacs			
Sl. No.	Particulars	As on 31.03.2015	As on 31.03.2014
1.	Central Excise & Service Tax Tribunal, Eastern Bench, Kolkata	14.29	14.29
2.	Deputy Commissioner of Income Tax, Circle-7 Kolkata, (SLP filed and admitted before Supreme Court of India)	6.37	6.37
3.	Deputy Commissioner of Income Tax, Circle-7 Kolkata, (Appeal pending before CIT (Appeals), Kolkata)	3.14	3.14
4.	Deputy Commissioner of Income Tax, Circle-7 Kolkata, (Appeal pending before CIT (Appeals), Kolkata)	6.70	6.70*
5.	Deputy Commissioner of Income Tax, Circle-7 Kolkata, (Appeal pending before CIT (Appeals), Kolkata)	7.48	—
	<b>Total Amount</b>	<b>37.98</b>	<b>30.50</b>

\*Amount of Rs. 5.50 lacs deposited against demand

Notes on Financial Statements

2. Sales are credited inclusive of VAT collected Rs.111,627,209/- and Service charges/course fee are credited inclusive of Service tax collected Rs.4,423,145/- and VAT and Service tax are debited in Profit & Loss Account during the year. Other taxable service charges provided by the Company are net of Service Tax.

3. **Capital Commitments :**

Estimated amount of contracts remaining to be executed on capital and not provided for (net of advance)

2014-15 (Rs.)	2013-14 Rs.
2,203,000	2,129,500

4. Information about Primary Business Segments

	Automobile (Rs.)		Investment (Rs.)		Others (Rs.)		Total (Rs.)	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
<b>Segment Revenue</b>								
a) External Sales	975,718,819	857,405,957	-	-	-	-	975,718,819	857,405,957
b) Other Income	78,406,003	74,917,267	3,832,445	10,243,549	515,895	32,852,215	82,754,343	118,013,031
c) Interest Income	398,797	711,998	5,158,056	4,933,573	-	-	5,556,853	5,645,571
d) Dividend Income			3,601,516	5,428,231			3,601,516	5,428,231
	<b>1,054,523,620</b>	<b>933,035,222</b>	<b>12,592,017</b>	<b>20,605,353</b>	<b>515,895</b>	<b>32,852,215</b>	<b>1,067,631,532</b>	<b>986,492,790</b>
<b>Segment Result before Interest and taxes</b>	<b>16,032,163</b>	<b>10,614,592</b>	<b>8,022,738</b>	<b>7,293,645</b>	<b>(2,234,632)</b>	<b>(86,905)</b>	<b>21,820,270</b>	<b>17,821,332</b>
Interest Income							5,556,853	5,645,571
Interest Expenses							5,102,067	4,821,123
<b>Profit Before Tax</b>							<b>21,366,044</b>	<b>28,288,026</b>
Less : Provision for Current Tax							(4,806,000)	(5,425,000)
Add : Deferred Tax ( Net )							371,281	563,433
<b>Profit After Tax</b>							<b>16,188,764</b>	<b>23,426,460</b>
Segment Assets	206,687,672	215,964,593	218,831,058	213,207,874	11,982,621	19,428,327	437,501,350	448,600,794
Segment Liabilities	47,031,398	61,221,401	17,962,665	17,362,897	3,608	5,624,232	64,997,672	84,208,530
Capital Expenditure	2,916,405	21,744,572	-	6,750	-	70,553	2,916,405	21,821,875
Depreciation	3,793,024	6,132,314	148,390	251,801	672,555	1,381,700	4,613,969	7,765,815

NOTES :

- i) The Company has disclosed Business segment as the primary segment. Segments have been identified taking into account the nature of the business, the differing risks and returns, the organisational structure and internal reporting system. The Company's operations predominantly relates to trading and servicing of automobile items i.e. vehicles and related spares, and investment activities. Other business segment includes leasing, rents and miscellaneous activities, which do not contribute significantly in the context of total revenue.
- ii) The Company cater mainly to the needs of the domestic market. There is no export, as such there are no reportable geographical segments.
- iii) Segment Revenue, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the Segments.



## Notes on Financial Statements

### 5. Disclosure of Transactions with Related parties as per AS-18

#### a) List of Related Parties and type of relationship

PARTY	RELATION		
<b>A) Where Control Exists :</b>			
i. Jamshedpur Air Connect Pvt. Ltd.	Associate :- Holding of the Company is more than 20%		
ii. Brisco Pvt. Ltd.	-do-		
iii. Pebc Industries Limited	Associate :- Holding of the Company is less than 20%		
<b>(B) KEY MANAGEMENT PERSONNEL (KMP)</b>			
Mr. Kishan N. Parikh	Managing Director		
Mrs. Alpa K. Parikh	Wholetime Director		
Mr. Kirti C Adeshra	Chief Financial Officer		
Ms. Shilpa Aggarwal	Company Secretary		
<b>(C) Other Enterprises where KMP have significant influence/control</b>			
Mr. Kishan N. Parikh (HUF)			
<b>b) Transactions Key Management Personnel made during the year</b>			
(Figures in Rs.)			
Transactions	Associates	Key Management Personnel	Total
Remuneration Paid	-	4,508,101 (3,917,000)	4,508,101 (3,917,000)
Rent paid	- (120,000)	1,440,977 (1,373,220)	1,440,977 (1,493,220)
Interest Paid during the year		378,000 (378,000)	378,000 (378,000)
Dividend paid during the year		431,136 (417,846)	431,136 (417,846)
<b>Year end balances :</b>			
Amount payable	3,150,000 (3,150,000)		

Previous year figures are shown in brackets.

### 6. Leases

The Company has taken premises/land under operating leases and lease rental of Rs 45,69,194/- (PY:Rs 47,54,555/-) paid during year have been recognized as expenses in the Statement of Profit and Loss.

Notes on Financial Statements

7. Earnings per share

	2014-15 (Rupees)	2013-14 (Rupees)
Net profit after tax	16,188,762	23,426,459
Total number of Equity Shares	997,770	997,770
Nominal value of Equity Shares	10.00	10.00
Basic & Diluted earnings per Equity Shares	<u>16</u>	<u>23</u>

- 8 The Company has transferred Rs.2,00,00,000/- to General Reserve from Surplus/Current Year Profit.
- 9 Expenditure in Foreign Currency on account of other matters during the year Rs. 213,998/- (Previous year Rs. 256,579/-)
- 10 Previous Year figures have been re-grouped / re arranged to make them comparable wherever found necessary

**14. CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015  
(PERSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT)**

	(Rupees) 31.03.2015	(Rupees) 31.03.2014
<b>(A) Cash Flow from Operating Activities :</b>		
Net Profit before Tax and extraordinary items.	21,366,042	28,288,026
Adjustments for :		
Depreciation	4,613,969	7,765,815
Interest Paid	5,102,627	4,315,306
Profit on sale of Fixed Assets	(523,757)	(1,422,788)
Profit on sale of Investment (Net)	(3,183,197)	(10,224,451)
Interest & Dividend Income	(9,158,369)	(11,073,802)
Liability written off	(318,373)	(436,126)
Loss due to scraping	-	-
	-	(11,076,046)
<b>Operating Profit before Working Capital Changes</b>	<b>17,898,942</b>	<b>17,211,980</b>
<b>Adjustments for :</b>		
Trade and other receivables	(8,605,242)	6,539,473
Short term loans	(8,005,860)	(13,698,367)
Inventories	44,038,201	(25,665,714)
Trade payable	1,053,193	929,694
Other Current liabilities	(4,794,969)	8,292,278
Provisions	724,111	54,117
Short term borrowings	3,218,626	8,994,280
	27,628,061	<b>(14,554,239)</b>
<b>Cash Generated from Operation :</b>	<b>45,527,004</b>	<b>2,657,741</b>
Direct Tax Paid (Net)	(7,166,127)	4,626,474
Net Cash generated from Operating activities	<b>38,360,877</b>	<b>(1,968,733)</b>
Cash flow from Investment Activities :		
(Purchase ) Sale of Fixed Assets : Net	(19,867,761)	(11,618,358)
Interest, Dividend Received	9,158,369	11,073,802
(Purchase) / sale of Investment : Net	(13,247,334)	19,257,135
	<b>(23,956,726)</b>	<b>18,712,579</b>
Cash flow from Financing Activities :		
Dividend paid	(1,391,561)	(1,400,809)
Interest paid	(5,102,627)	(4,315,306)
Loans & Advances	71,251	(23,580)
Other long term liabilities	(3,539,267)	1,610,572
	<b>(9,962,204)</b>	<b>(4,129,123)</b>
Net Increase/[Decrease] in cash and cash equivalent [ A+B+C ]	4,411,947	12,614,723
Opening Cash and Cash equivalent	76,273,665	63,658,943
Closing Cash and Cash equivalent	<b>80,685,612</b>	<b>76,273,666</b>
	<b>80,685,612</b>	<b>76,273,666</b>

As per our report of even date attached

For and on behalf of the Board of Directors

For Chaturvedi & Company  
Chartered Accountants  
Firm Reg. No. 302137 E

**R. K. Nanda**  
Partner  
Membership No. : 510574  
Kolkata, 27th May, 2015

**Kishan N. Parikh**  
**Alpa K. Parikh**  
**Kirti C Adeshra**  
**Shilpa Aggarwal**

Managing Director  
Wholtime Director  
Chief Financial Officer  
Company Secretary

