

Notice to members :

Notice is hereby given that Forty Second Annual General Meeting of Pebco Motors Limited will be held on Tuesday, the 9th day of September, 2014 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 following business:

Ordinary Business :

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date with Reports of Directors and Auditors thereon.
2. To declare Dividend for the financial year 2013-14.
3. To appoint a Director in place of Mr. Manoranjan Dash who retires by rotation and being eligible offers himself for reappointment.
4. To appoint M/s. Chaturvedi & Company, Chartered Accountants, 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 period.

Special Business :

5. To consider and it thought fit, to pass with or without modification(s) the following Resolutions as Ordinary Resolutions :

"RESOLVED that pursuant to provisions of sections 149, 152 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable rules (including in statutory modification(s) or re-enactment thereof for the time being in force) Mr. Narinder D. Relan be and is hereby appointed as an Independent Director of the Company for a period of five (5) years w.e.f 01.10.2014, not liable to retire by rotation"
6. "RESOLVED that pursuant to provisions of sections 149, 152 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Appointment and qualifications of Directors) Rules, 2014 and other applicable rules (including in statutory modification(s) or re-enactment thereof for the time being in force Mr. Manoranjan Dash be and is hereby appointed as an Independent Director of the Company for a period of five (5) years w.e.f. 01.10.2014, not liable to retire by rotation"
7. "RESERVED THAT Mr. Pinak Ajmera who was appointed as an additional director on 30.05.2014 in terms of Section 161 of the Companies Act, 2013 whose tenure comes to an end at the forthcoming Annual General Meeting and for whom The Company has received a valid notice with requisite deposit in terms of Section 160 of the Companies Act, 2013, be and is hereby appointed as a director of the Company liable to retire by rotation."
8. RESOLVED that pursuant to provisions of Section 180(1)(c) and all other application provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to raise or to borrow money from time to time at its discretion either from the Company's Bankers Financial Institutions or from elsewhere on such terms and conditions as to repayment and interest by charging movable, immovable assets of the Company and /or such other terms as it may think fit on such terms as whenever necessary for the business of the Company up to a limit of Rs. 100.00 Crores outstanding at any time and such borrowings shall be exclusive of temporary loans obtained by the Company from Bankers/others in ordinary course of the business."

Regd. Office :

8-A, Monalisa, 17, Camac Street

Kolkata 700 017

Dated : 30th May, 2014

CIN : L67120WB1971PLC029802

Phone :033-22871046

e-mail : ro@pebcomotors.com

Website : www.pebcomotors.com

By Order of the Board of Directors

Kishan N. Parikh

Managing Director

Notes:

1. A member is entitled to attend and vote at Annual General Meeting is entitle to appoint a proxy to attend and vote on a poll instead of himself 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 a Commencement of the meeting.
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 are requested to send to the Company a duly certified copy of Board Resolutions authorizing their representative to attend and vote 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 Share Transfer book of the Company will remain closed from 03.09. 2014 to 09.09. 2014 (both days inclusive).
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 register of members as on the close of 09.09.2014.
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, 71, BRB 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. Explanatory Statement setting out all materials facts concerning special business of the meeting is annexed hereto and forms part of this notice as required under section 102 of the Companies Act, 2013.
10. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules 2014, the Company provides members facility to exercise their right to vote at the 42nd 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 inspection at the Registered office of the Company are during 2.00 Pm to 4.00 Pm of all working days till the date of Annual General Meeting.

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

Name of Directors	Mr. Narinder D. Relan Independent Director	Mr. Manoranjan Dash Director Independent Director	Mr. Pinak Ajmera Director
Date of Birth & Age	31.05.1929 84 Years	27.06.1938 76 Years	09.11.1966 48 years
Nationality	Indian	Indian	Indian
Date of appointment on the Board	08.07.1993	25.09.2007	30.5.2014
Qualification	B.Com	M.Sc. L.L.B.	B.Com
Expertise in specific function areas.	Finance, Business Management, Capital Market.	Renowned Law Practitioner	
List of Directorships held in other Companies.	1. Sharda Motor Industries Ltd. 2. Bharat Seats Ltd. Relan Industrial Finance Ltd 3. Progressive Engineering & Automation Pvt. Ltd. 4. Sharda Inoac Pvt. Ltd. 5. Toyota Boshoku Relan India Pvt. Ltd.	None	None
Membership/ Chairmanship of Committees across other Companies.	Audit Member (2) Shareholders Grievance (1)	None	None
Shareholding of Directors in the Company	None	None	1200

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8-A, Monalisa
17, Camac Street
Kolkata 700 017

Dated : 30th May, 2013

By Order of the Board of Directors

Kishan N. Parikh
Managing Director

Explanatory Statement under section 173 of the Companies Act, 1956 in connection with Special Business mentioned in notice.

Item No. 5

Mr. Narinder D. Relan was appointed as a Director liable to retire by rotation under Companies Act, 1956 by the Shareholders of the Company at the Annual General Meeting of the Company held on 03.09.2013. In terms of section 149(10) of the Companies Act, 2013, an independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of up to five years. Further, in terms of Clause 49, it is provided that a person who has already served as an independent director for five years or more in a company as on October, 1, 2014 shall be eligible for appointment, on completion of his present term, for one more term of up to five years only.

Further, in terms of Section 149, 152 read Schedule IV of the Companies Act, 2013 the Board of Directors have reviewed the declaration made by Mr. Narinder D. Relan he meets the criteria of independence as provided in Section 1496 of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made their under and the independent of the management.

A brief profile of Mr. Narinder D. Relan is given in item No. 2 of Annexure to the Notice.

Accordingly, your Directors recommend the Resolutions for the approval of the shareholders appointing Mr. Narinder D. Relan as an independent Director of the Company , not liable to retire by rotation, for a period of five years.

Save and except Mr. Narinder D. Relan none of the Directors nor relatives thereof are, in any way, concerned or interested financially or otherwise in the above Resolution..

Item No.6

Mr. Manoranjan Dash, was appointed as a Director liable to retire by rotation under Companies Act, 1956 by the Shareholders of the Company at the Annual General Meeting of the Company held on 28.8.2012. In terms of section 149(10) of the Companies Act, 2013, an independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of up to five years. Further, in terms of Clause 49, it is provided that a person who has already served as an independent director for five years or more in a company as on October, 1, 2014 shall be eligible for appointment, on completion of his present term, for one more term of up to five years only.

Further, in terms of Section 149, 152 read Schedule IV of the Companies Act, 2013 the Board of Directors have reviewed the declaration made by Mr. Manoranjan Dash, he meets the criteria of independence as provided in Section 1496 of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made their under and the independent of the management.

A brief profile of Mr. Manoranjan Dash is given in item No. 2 of Annexure to the Notice.

Accordingly, your Directors recommend the Resolutions for the approval of the shareholders appointing Mr. Manoranjan Dash as an independent Director of the Company , not liable to retire by rotation, for a period of five years.

Save and except Mr. Manoranjan Dash none of the Directors or relatives thereof are, in any way, concerned

or interested, financially or otherwise, in the above Resolution.

Item No. 7

Mr. Pinak Ajmera was appointed as an Additional Director of the Company w.e.f. 30.05.2014. He is holding office till the conclusion of ensuing annual General Meeting. As per provisions of Section 161 of the Companies act, 2013 and also Article of Association of the Company, his appointment as a Director of the Company is subject to approval of the members of the Company in a General Meeting. Therefore, members approval is solicited for the appointment of Mr. Pinak Ajmera, Director of the Company.

Save and except Mr. Pinak Ajmera none of the Directors or relatives thereof are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

Item No. 8

This shareholders in the Annual General Meeting held on 26th day of September, 1998 had accorded their consent to the Board of Directors borrowing upto Rs. 10.00 Crores by means of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1966.

However, provisions of Section 180 (1)(c) of the Companies Act, 2013, since notified the Board can exercise the borrowing power only with the consent of the members of the Company by way of special resolution, unlike ordinary Resolution as required u/s 293(1) (d) of the Companies Act, 1956. In view of the proposed amendment, the Board, subject to approval of members in Annual General Meeting as a special Resolutions seek to pass a necessary Resolution under provisions of section 180 (1) (c) of the Companies Act, 2013 with borrowing limits enhance from Rs. 10.00 crores to Rs. 100.00 Crores or aggregate paid up capital and free reserve, which ever is higher.

None of the Directors of the Company or their relatives is concerned or interested in the resolutions except to the extent of their shareholding in the company, if any.

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Dated : 30th May, 2014

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Website : www.pebcomotors.com

By Order of the Board of Directors

Kishan N. Parikh
Managing Director

Directors' Report to the Shareholders :

Dear Shareholders,

Your Directors are pleased to present their 42nd Annual Report together with the Audited Accounts for the year ended on 31st March 2014.

FINANCIAL RESULTS :

The performance of the Company for the Financial Year ended 31st March, 2014 is summarized below :-

	Figures in Rs. Lacs.	
	2013-14	2012-13
Revenue from Operation / Other Income	9864.93	10,170.14
Profit before Financial Cost & Depreciation	403.67	521.91
Financial Cost	43.15	36.05
Profit before Depreciation & Taxation	360.52	485.86
Depreciation	77.66	76.49
Net Profit Before Taxes	282.86	409.37
Provision for Current Taxes - Net	48.62	61.55
Net profit after tax	234.24	347.82
Appropriation :		
Proposed Dividend	11.97	11.97
Tax on Dividend	2.03	2.03
Balance brought forward from last year	689.48	655.66
Transfer to General Reserve	400.00	300.00
Balance carried to Balance Sheet	507.93	689.48

REVENUE :

During the year under revenue from operations and other income was Rs. 9864.93 as

against Rs. 10170.14 lacs of previous year. The decline in revenue was due to reason of sluggish demand of automobiles as well as also in non operating income. The profit before financial cost, depreciation and taxation is Rs.403.67 during the year under revenue against Rs. 522.42 of previous year. The net profit after Tax is Rs. 234.26 lacs as against Rs. 347.82 lacs of previous year

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

DIVIDEND :

Your Directors have recommended a dividend of 12% (i.e. Rs. 1.20) per Equity share of Rs. 10/- each for payment to the shareholders of the Company for the financial year 2013-14.

DIRECTORS:

In accordance with the Articles of Association of the Company and relevant provisions of the Companies Act, 2013, Mr. Pinak Ajmera was appointed as Additional Director of the Company. He is holding the Office of Additional Director till conclusion of ensuing Annual General Meeting.

Mr. Pinak Ajmera is a B.Com Graduate and his having wide experience in marketing / finance business. The Company will be benefited in his appointment as a Director.

The Board recommends the proposed resolution relating to appointment of Mr. Pinak Ajmera as an Non-Executive Independent Director..

In accordance with Articles of Association of the Company and relevant provisions of the Companies Act 2013, Mr. Manoranjan Dash retire at ensuing Annual General Meeting and is eligible for re-appointment.

As per the provisions of the Section 149(4) every listed public company shall have at least one third of the total number of Directors as Independent Directors. In terms of Section 149 (10) of the Companies Act, 2013 an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of upto five years. Further, in terms of Clause 49, it is provided that a person who has already served as an independent director of five years or more in a company as on October, 1, 2014 shall be eligible for appointment, on completion of his present term, for one more term of up to five years only.

In accordance with this requirement if the Act, read with relevant rules and Clause 49 , Current independent Directors Mr. Narinder D. Relan and Mr. Manoranjan Dash shall be appointed as Independent Directors for a term of five years not being liable to retire by rotation. The Board recommends the proposed resolution relating to appointment of independent Directors for approval.

PARTICULARS OF EMPLOYEES:

There are no employees whose information is required to be given as per Section 217(2A) of the Companies Act, 1956, read with the Companies particulars of Employees) Rules 1975, as amended.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EARNING/OUTGOING:

The Company is a Trading Company and hence 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 centers.

STATEMENT OF DIRECTORS' RESPONSIBILITY :

Your Directors confirm that :

- i) That in preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) That they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31st March, 2014 and of the profit of the Company for that period.
- iii) That they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That the annual accounts have been prepared on a going concern basis.

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. M/s. Chaturvedi & Co. Chartered Accountants have conveyed that, if appointed, they would be eligible to act as Auditors of the Company

LISTING :

The Equity Shares of the Company are listed at Calcutta Stock Exchange Ltd. The Company has paid listing fee to the Stock Exchange for the year 2013-14.

CORPORATE GOVERNANCE :

Pursuant to Clause 49 of the listing agreement with the Stock Exchange, the report on Corporate Governance and Management Discussion have been included in this Annual Report as separate section, along with the Auditors' Certificate.

COMPLIANCE CERTIFICATE :

Compliance Certificate pursuant to sub-section 1of section 383-A of the Companies' Act 1956 id attached and form part of our report.

DEPOSITS

The Company has not accepted any deposit in terms of section 58A of the Companies Act. 1956

GENERAL:

Notes on accounts referred by Auditors in their report are self explanatory and have been dealt in Note - '26' of the Annual Report.

HUMAN RESOURCES:

Our relations with employees are very cordial. Your Directors would like to place on records 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.

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 successful conducting the business operations of the Company. Yours Directors also wish to placed on records their deep sense of appreciation for the commitment and dedicated services of employees of the Company. Your Director also acknowledge with gratitude the support extended by your valued shareholders.

Your Directors value greatly your support as Shareholders.

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

Regd. Office :

8-A, Monalisa, 17, Camac Street
Kolkata 700 017
Dated : 30th May, 2014
CIN : L67120WB1971PLC029802
Phone :033-22871046
e-mail : ro@pebcomotors.com
Website : www.pebcomotors.com

By Order of the Board of Directors

Kishan N. Parikh
Managing Director

FORMING PART OF THE DIRECTORS' REPORT :

Company's Governance Philosophy

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. In addition to compliance with regulatory requirements, the Company endeavors to ensure that the highest standard of ethical conduct is being maintained throughout the organization.

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 were five directors in the Board comprising of three non-executive and two executive directors as on 31.03.2014. There are three independent directors which is more than half of the total strength of the Board. The non-executive directors are eminent person 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 judgment 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.

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 Director	Category of Directorship	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	6	1	No	3	3	Nil
2.	Sri Kishan N. Parikh	Mg. Director / Promoter Non-Independent	6	6	Yes	3	1	1
3.	Smt. Alpa K. Parikh	Whole-time-Director Promoter / Non-Independent	6	6	Yes	1	Nil	Nil
4.	Sri Madhukar V. Kampani(*)	Non-Executive Director / Independent	6	5	Yes	2	2	Nil
5.	Sri Manoranjan Dash	Non-Executive Director / Independent	6	5	Yes	Nil	Nil	Nil

(*) Directorship ceased due to sad demise on 02.04.2014.

* 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 25 of the Companies Act, 1956 and alternate Directorships whereas the Membership or Chairmanship of any committee includes Audit Committee and Shareholders'/Investors' Grievance Committees only.

Details of Board Meeting held during the year :

The Board met six 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 2013-2014 are as under :-

Date of Board Meeting	Strength of the Board	No. of Directors Present
30.05.2013	5	4
14.08.2013	5	4
03.09.2013	5	4
12.11.2013	5	4
12.02.2014	5	4
07.03.2014	5	3

Brief resumes of the Directors proposed to be appointed / re-appointed :

a) Manoranjan Dash

Date of Birth	27.06.1938
Date of Appointment	25.09.2007
Qualification	M.Sc. L.L.B.
Experience	Law practice for 52 years.
Directorship in other Public Limited Companies apart from this Company	None
Chairman / Member of the Committee in which he is a Director apart from this Company	None

Share of the Company held by Sri Manoranjan Dash, own or for other persons on Beneficial basis, as on 31st March, 2014 :

- i) Own - Nil ii) On beneficial Basis - Nil

Code of Conduct :

The Company has formulated and implemented a Code of conduct for all Board Members and Senior Management of the Company in compliance with clause 49 of the Listing Agreement. All Board Members and Senior Management personnel has affirmed compliance with the code on annual basis. A declaration to this effect duly signed by Managing Director of the Company is annexed with this report. The Code of conduct is also posted at the Company's website at www.pebcomotors.com.

Board Committees :

i) Audit Committee

- Mr. Narinder D. Relan - Independent Non-Executive
 Mr. Manoranjan Dash - Independent Non-Executive
 Mr. Kishan N. Parikh - Managing Director - Non-independent
 Mr. Madhukar V. Kampani* - Independent - Non Executive

(* Membership ceased due to sad demise on 02.04.2014)

Mr. Narinder D. Relan is the Chairman of the Committee. The terms of reference of the Audit Committee are in line with clause 49 of the Stock Exchange Listing Agreement and Section 292A/177 of the Companies Act, 1956/2013. 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 four months. Details of Committee Meetings held during the year 2013-2014 are as under :-

Name of the Committee Member	30.05.13	14.08.13	12.11.13	13.02.14
Sri Narinder D. Relan	No	No	No	No
Sri Madhukar V. Kampani*	Yes	Yes	Yes	Yes
Sri Manoranjan Dash	Yes	Yes	Yes	Yes
Sri Kishan N. Parikh	Yes	Yes	Yes	Yes

(*) *Directorship ceased due to sad demise on 02.04.2014.*

Functions of the Committee

Functions of the Committee, inter alia, includes :

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.

ii) Remuneration Committee :

The Committee comprises of three Independent Non-Executive Directors

Sri Narinder D. Relan	-	Independent Non-Executive Director
Sri Madhukar V. Kampani	-	Independent Non-Executive - Director
Sri Manoranjan Dash	-	Independent Non-Executive -Director.

* *Ceased to be a Director due to sad demise on 02.04.2014*

Mr. Manoranjan Dash is the Chairman of the Committee. The Committee meeting held during the Financial year 2013-14 as under :-

Sl. No.	Name of Member	Date of Meeting on 30.5.2013
1.	Mr. Manoranjan Dash	Yes
2.	Mr. Madhukar V. Kampani*	Yes
3.	Mr. Narinder D. Relan	None

Functions of the Committee :

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

Remuneration Policy :

The remuneration policy is directed towards rewarding performance based on achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice.

Remuneration to Directors**(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
Total	30.00	9.17	–	39.17

The Non Executive Directors during the financial year 2013-14 are paid sitting fees, which are shown as under :

Name of the Director	Sitting Fees (Rs.)
Sri Narinder D. Relan	5,000.00
Sri Madhukar V. Kampani*	25,000.00
Sri Manoranjan Dash	25,000.00
TOTAL :-	55,000.00

* Ceased to be a Director due to sad demise on 02.04.2014

The Company does not have any stock option / convertible instruments / ADR / GDR.

Shares / Convertible Instruments held by Non-Executive Directors as on 31.03.2014 :

Name of the Non-Executive Directors	No. of shares of the company	Convertible Instruments
Sri Narinder D. Relan	Nil	N.A.
Sri Madhukar V. Kampani	Nil	N.A.
Sri Manoranjan Dash	Nil	N.A.

iii) Shareholders Relationship Committee

The Shareholders'/Investors' Grievance Committee comprises of the following directors :

- Sri Manoranjan Dash – Independent Non-Executive - Director
- Sri Madhukar Kampani – *Independent Non-Executive - Director
- Sri Kishan N. Parikh – Managing Director – Non independent
- Smt. Alpa K. Parikh – Whole-time Director – Non Independent

Mr. Manoranjan Das act as Chairman of the Committee. The Committee meeting held once during the Financial Year 2013-14 as per details given below :

Name of the Member	Date of meeting on 30.5.2013
Sri Manoranjan Dash	Yes
Sri Madhukar V. Kampani	Yes
Sri Kishan N. Parikh	Yes
Smt. Alpa K. Parikh	Yes

* Membership ceased due to sad demise on 02.04.2014.

Functions and activities:

The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with the securities transfer. The Committee also looks into redressal of Shareholders'/Investors' complaints like transfer of shares, non-receipt of Balance Sheet etc. During the year under review the Company has generally processed all the applications within time. There one case of Share Transfer containing of 67550 Equity Sharers during the year under report.

Share Transfer System

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

Pursuant to clause 47(f) of the listing agreement, the Company's e-mail Id for grievance redressal purpose is ro@pebcomotors.com where complaints can be lodged by the Investors.

Compliance Officer : Mr. Kirti C. Adeshra

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

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

Date	Location	Year	Time
06.09.2011	8-A, Monalisa, 17, Camac Street, Kolkata 700 017	2010-11	11.30 a.m.
28.08.2012	-do-	2011-12	11.30 a.m.
03.09.2013	-do-	2012-13	11.30 a.m.

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.

Means of Communication

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

Disclosures

- (i) The financial statements are prepared following the Accounting Standards and there is no deviation from it in general and also revised Schedule VI of the Companies Act, 1956.

- (ii) Disclosures on materially significant related party transactions, i.e. transactions of the Company of material nature, with its promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the company at large:

There are no significant transactions with related parties which may have a potential conflict with the interests of the Company. The Register of Contracts containing transactions in which directors are interested is placed before the Board regularly.

- (iii) Details of non-compliance by the company, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority or any matter related to Capital Markets, during the last three years:

There were no such significant instances of non-compliances of any matter related to the capital markets during the last year.

- (iv) The Company has complied with all the mandatory and non-mandatory requirements of the revised Clause 49 of the Listing Agreement. The extent of compliance of the following non-mandatory requirements are given below:

- (a) With regard to training of Board Members, the directors of the Company are continuously trained in the business model of the Company and the risk profile of business parameters through various presentations at Board/Committee Meetings.
- (b) With regard to Whistle Blower Policy, the Company is examining the formulation and implementation of the same, after which the same would be submitted to the Board.

Subsidiary Company :

The Company does not have any Subsidiary Company.

CEO / CFO Certificate

The CEO, i.e. Managing Director of the Company and also the person leading the finance function has certified to the Board the particulars as stipulated vide clause 49 V 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

Date & Time : 09-09-2014 at 11.30 a.m.

Venue : 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 3rd day of September, 2014 to 9th day of September 2014 (both days inclusive).

- c) Dividend Payment Date (if approved by the shareholders) : Between 09.09.2014 to 15.09.2014
- d) Registrar and Share Transfer Agents & address for Investor's correspondence
Niche Technologies Private Limited, 71, B. R. B. B. Road, Kolkata - 700 001, Phone No. (033) 2235-7271 / 7270 / 3070 / 2234-3576 / Fax no.(033) 2215-6823, email : nichetechpl@nichetechpl.com
- 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 2014-15 (tentative)

Annual General Meeting	September, 2015
Results for the Quarter ended 30 th June, 2014	By 14 th day of August, 2014
-Do- ended 30 th Sept. 2014	By 14 th day of November, 2014
-Do- ended 31 st Dec. 2014	By 14 th day of February, 2015
-Do- ended 31 st March, 2015	By 30 th day of May, 2015

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 Fee has been paid to the above stock exchanges upto 31.3.2015.

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 31.03.2013)**

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

3. Others		
a. Private Corporate Bodies	3,27,505	32.83
b. Indian Public	3,03,760	30.44
c. NRIs/OCBs	-	-
d. Any Other	-	-
Sub- Total	631265	63.27
GRAND TOTAL :-	997770	100.00

Distribution Schedule (as on 31.03.2014)

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
	45	100	997770	100

k) **Holding Pattern as on 31.03.2014**

	Shareholders		Share	
	No.	%	No.	%
Physical	45	100	997770	100
NSDL	--	--	--	--
CDSL	--	--	--	--
TOTAL	45	100	997770	100

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

Kishan N. Parikh
Managing Director

Place : Kolkata.
Dated : 30th May, 2014

Alpa. K. Parikh
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 31st March, 2014 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 31st March, 2014 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 : 30th May, 2014

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, 2014 and the same has also been noted by the Board.

For Pebco Motors Limited

Place : Kolkata
Dated : 30th May, 2014

Kishan N Parikh
Managing Director

The Board of Directors,
Pebco Motors Limited
8-A, Monalisa, 17, Camac Street,
Kolkata - 700 017

Dear Sir,

In compliance of Clause 49.V of the Listing Agreement, I, Kishan N. Parikh being the Managing Director of the Company do hereby confirm and certify the following in connection with the financial results of the Company for the year ended 31st March, 2014 that :

- (a) I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief :
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be missing;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or vocative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the Auditors and the Audit Committee :
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) there are no instances of fraud of which I am aware and no involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Thanking you,

Yours truly
For, Pebco Motors Limited

Place : Kolkata
Dated : 30th May, 2014

Kishan N. Parikh
Managing Director

To The Members,
Pebco Motors Limited

CIN: L67130WB1971PLC029802

Authorised Capital: Rs.5,00,00,000/-

Paid-up Capital : Rs.99,77,700/-

We have examined the registers, records, books and papers of M/s Pebco Motors Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year :

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies (ROC) as prescribed under the Act and the rules made there under.
3. The Company is a Public Limited Company.
4. The Board of Directors duly met 6 (six) times on 30.05.2013, 14.08.2013, 03.09.2013, 12.11.2013, 12.02.2014 and 07.03.2014 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The register of members and share transfer books were closed from 28.10.2013 to 03.09.2013 (both days inclusive) and provisions of Section 154 of the Act was duly complied with.
6. The Annual General Meeting for the financial year ended on 31.03.2013 was held on 03.09.2013 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No extra-ordinary general meeting was held during the year under report.
8. The provisions of Section 295 of the Act are not attracted.
9. The provisions of Section 297 of the Act are not attracted.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act for the disclosures made by the Directors pursuant to the provisions of the Section 299 of the Act.
11. There was no appointment in terms of Section 314 of the Act.
12. No duplicate share certificate was issued during the year under report.

13. The Company has:
 - (i) issued the share certificates within time after processing the request for transfer/ transmission of shares during the year:
 - (ii) declared dividend during the year under report and has complied with the provision of the Act;
 - (iii) no amount of unpaid/unclaimed dividend due for transfer to the Investor Education & Protection Fund during the year under report;
 - (iv) complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and there was no appointment of any additional, casual or alternative director during the year under report.
15. The provisions of Section 269 of the Act are attracted for which necessary compliances were made.
16. No sole-selling agent was appointed during the year.
17. The Company was not required to obtain any approval of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and rules made there under.
19. The Company has not issued any new shares during the year.
20. The Company has not bought back any shares during the year.
21. The Company does not have any preference shares / debentures.
22. The Company has not issued any right / bonus shares etc. during the year.
23. The Company has not accepted / renewed any fresh deposits attracting the provisions of Section 58A of the Act.
24. The borrowings made by the Company are within the statutory limit.
25. The investments, loans and advances made by the Company are in compliance with the provisions of the Act.
26. The Company has not altered the provisions of the memorandum with respect to situation of the company's Registered Office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Articles of Association of the Company during the year under scrutiny.

30. The Company has not altered the provisions of the Articles of Association of the Company during the year under scrutiny.
31. The Company has not received any show cause notice for any alleged offence during the year under report.
32. The Company has not received any security from its employees during the year under certification.
33. The provisions of Section 418 of the Act were not attracted.

For A. K. Labh & Co.
Company Secretaries

CS A. K. Labh
Proprietor
C. P. No. 3238

Place : Kolkata
Date : 30.05.2014

Annexure - A

Registers as maintained by the Company

1. Register of Members u/s 150
2. Register of Index of Members u/s 151
3. Register of transfer of shares u/s 108
4. Register of charges u/s 143
5. Register of Directors, Manager, etc. u/s 303
6. Register of Directors' shareholding u/s 307
7. Minutes of Board Meeting
8. Minutes of General Meeting
9. Books of Accounts u/s 209

Annexure - B

Forms and Returns as filed by the Company with the Registrar of Companies, during the financial year ending on 31st March, 2014:

1. Form 20B u/s 159 (doct. dated 03.09.2013 filed on 04.11.2013)
2. Form 23AC & ACA-XBRL u/s 220 (doct. dated 31.03.2013 filed on 11.09.2013)
3. Form 66 u/s 383A (doct. dated 30.05.2013 filed on 09.09.2013)
4. Form 25C u/s 269 (doct. dated 30.05.2013 filed on 26.07.2013)
5. Form 25C u/s 269 (doct. dated 30.05.2013 filed on 26.07.2013)
6. Form 23 u/s 192 (doct. dated 30.09.2013 filed on 09.09.2013)
7. Form 23 u/s 192 (doct. dated 30.05.2013 filed 26.07.2013)
8. Form 8 u/s 135 (doct. dated 16.01.2014 filed on 12.02.2014)
9. Form CHG-1 u/s 78 of the Companies Act 2013 (doct. dated 10.03.2014 filed on 19.05.2014)

To the Members

M/s. Pebco Motors Limited

Report on the Financial Statements

We have audited the attached Balance Sheet of M/s Pebco Motors Limited, ("the Company"), as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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 :

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the 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, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have 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 appears from our examination of those books;
- c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account ;
- d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956.
- e) On the basis of the written representations received from the Directors as on March 31,2014 and taken on record by the Board of Directors , we report that none of the Directors is disqualified as on March 31,2014 from being appointed as Directors of the Company in terms of (g) of sub-section(1) of section 274 of the Companies Act,1956.

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

Place : Kolkata
Dated : 30th May, 2014

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 the 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.
 - c) No substantial part of fixed assets has been disposed off during the year.
- 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) The Company has not granted any loans to any party covered in the register maintained under section 301 of the Companies Act, 1956. There is one party covered in the register maintained under section 301 of the companies Act, 1956 from whom the Company has taken loans in the previous years. The maximum amount involved during the year was Rs.34.05 Lacs and the yearend balance of loan amount was Rs.31.50 Lacs.
 - b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions on which the loan has been taken from the party covered in the register maintained under section 301 of the Companies act, 1956, are not prime facai prejudicial to the interest of the Company.
 - c) The Company is regular in payment of interest and there is no overdue amount in respect of this Loan.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services.
During the course of the audit, we have not observed any major weaknesses in such internal control system.
- v) According to the information and explanations provided by the management, we are of the opinion that there have been no transactions that need to be entered into the register maintained under section 301 of the Companies act, 1956.
- vi) The Company has not accepted any deposits from the public within the meaning of section 58A and 58AA and any other relevant provisions of the act.
- vii) In our opinion, the internal audit system of the Company is commensurate with the size and nature of its business.
- viii) As explained by the management, the Central government has not prescribed maintenance of cost records under section 209 (1) (d) of the companies act, 1956 for any of the products of the company.
- ix)
 - a) According to the records of the Company, the Company is generally regular in depositing the undisputed statutory dues including Income Tax and other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, there are no undisputed amounts payable in respect of Income tax, wealth Tax, service tax, Sale tax, custom duty and excise duty which are outstanding, at the yearend 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 details of Excise duty and Income Tax which have not been deposited as on March 31,2014 on account of any dispute 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 Bench, 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.
Amount			30.50		

*Amount of Rs, 3,00,000/- has been deposited against such demand.

- x) The Company does not have any accumulated losses as at the close of the financial year. The Company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xi) According to the records of the Company examined by us and the information and explanations given to us, in our opinion, the Company has not defaulted in repayment of its dues to banks. The Company has not taken any loans from financial institutions or debenture holder.
- xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special status applicable to chit fund and nidhi /mutual benefit fund/ societies.
- xiv) As informed and explained to us, the Company is not dealing or trading in shares, securities, debentures and other investments during the year.
- xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from Banks and financial institutions during the year.
- xvi) There are no term loans outstanding as at the end of the year.
- xvii) In our opinion and according to information and explanations given to us, the funds raised on short term basis, has not been used for long term investment.
- xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- xix) The Company did not have any debentures during the year.
- xx) The Company has not raised any money through public issue during the year.
- xxi) 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 : 30th May, 2014

R. K. Nanda
Partner
Membership No. 510574

Balance Sheet as at 31st March 2014

In Rupees

Particulars	Notes	As at 31.03.2014		As at 31.03.2013	
I. EQUITY AND LIABILITIES					
(1) Shareholder's Funds					
(a) Share Capital	1	9,977,700		9,977,700	
(b) Reserves and Surplus	2	<u>355,989,322</u>	365,967,022	<u>333,963,671</u>	343,941,371
(c) Money received against share warrants		-	-	-	-
(2) Share Application money pending allotment					
		-	-	-	-
(3) Non-Current Liabilities					
(a) Long-Term Borrowings	3		1,999,803		-
(b) Deferred Tax Liabilities (Net)			-		-
(c) Other Long Term Liabilities	4		3,750,000		4,139,231
(d) Long Term Provisions		-	-	-	-
(4) Current Liabilities					
(a) Short-Term Borrowings	5	36,696,493		27,702,213	
(b) Trade Payables	6	2,748,450		1,818,756	
(c) Other Current Liabilities	7	19,963,310		11,671,032	
(d) Short-Term Provisions	8	<u>4,310,884</u>	63,719,137	<u>4,692,893</u>	45,884,894
	Total		<u>435,435,963</u>		<u>393,965,496</u>
II. ASSETS					
(1) Non-Current Assets					
(a) Fixed Assets	9				
Tangible Assets		59,542,507		48,037,112	
Intangible Assets		-		-	
Capital Work in Progress		1,747,148		7,977,211	
Intangible Assets under Development		-		-	
(b) Non-current investments	10	49,448,093		64,328,020	
(c) Deferred tax assets (net)	11	2,975,567		2,412,133	
(d) Long term loans and advances	12	3,209,575		3,185,995	
(e) Other non-current assets	13	-	116,922,890	-	125,940,471
(2) Current Assets					
(a) Current investments	14	83,027,444		77,180,201	
(b) Inventories	15	103,784,500		78,118,786	
(c) Trade receivables	16	20,916,365		27,455,837	
(d) Cash and cash equivalents	17	76,273,665		63,658,943	
(e) Short-term loans and advances	18	34,511,099		21,611,258	
(f) Other current assets	19	-	318,513,072	-	268,025,025
	Total		<u>435,435,963</u>		<u>393,965,496</u>

Significant Accounting Policies and other Explanatory Notes 28

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

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

R. K. Nanda
Partner
Membership No. : 510574

For Pebco Motors Limited

Kishan N. Parikh
Managing Director

Alpa K. Parikh
Director

Place : Kolkata
Dated : 30th May, 2014

Statement of Profit & Loss for the year ended 31st March 2014

In Rupees

Sr. No.	Particulars	Notes	For the year ended 31.03.2014	For the year ended 31.03.2013
	<u>INCOME</u>			
I	Revenue from Operations	20	957,206,306	976,931,087
II	Other Income	21	29,286,484	40,083,058
	Total Revenue		986,492,790	1,017,014,145
III	<u>EXPENSES:</u>			
	Cost of materials consumed/Purchases	22	789,395,471	802,041,689
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	23	(25,665,714)	(17,171,600)
	Employee Benefit Expense	24	22,736,515	21,284,013
	Financial Costs	25	4,315,306	3,604,841
	Depreciation and Amortization Expense	26	7,765,815	7,649,268
	Other Administrative Expenses	27	159,657,371	158,668,574
	Total Expenses		958,204,764	976,076,785
IV	Profit before exceptional and extraordinary items and tax		28,288,026	40,937,360
V	Exceptional Items		-	-
VI	Profit before extraordinary items and tax		28,288,026	40,937,360
VII	Extraordinary Items		-	-
VIII	Profit before tax		28,288,026	40,937,360
IX	Tax Expense:			
	(1) Current tax		5,425,000	6,315,400
	(2) Deferred tax		(563,433)	(891,321)
	(3) Income tax for earlier years		-	(731,276)
X	Profit(Loss) for the period from continuing operations		23,426,459	34,782,005
XI	Profit/(Loss) from discontinuing operations		-	-
XII	Tax expense of discounting operations		-	-
XIII	Profit/(Loss) from Discontinuing operations		-	-
XIV	Profit/(Loss) for the period		23,426,459	34,782,005
XV	Earning per equity share:			
	[Refer Note no. 28(B)(7)]			
	(1) Basic		23	35
	(2) Diluted		23	35

Significant Accounting Policies and other Explanatory Notes 28

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

Place : Kolkata
Dated : 30th May, 2014

For Chaturvedi & Company
Chartered Accountants
Firm Reg. No. 302137 E
R. K. Nanda
Partner
Membership No. : 510574

For Pebco Motors Limited
Kishan N. Parikh
Managing Director
Alpa K. Parikh
Director

Notes on Financial Statements

Note : 2 Reserve & Surplus

Sr. No.	Particulars	As at 31.03.2014	As at 31.03.2013
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	210,000,000	180,000,000
	Add: Transfer from Profit & Loss Account	40,000,000	30,000,000
		<u>250,000,000</u>	<u>210,000,000</u>
4	Surplus (Profit & Loss Account)		
	Balance brought forward from previous year	68,947,672	65,566,476
	Add : Profit for the period	23,426,459	34,782,004
		<u>92,374,131</u>	<u>100,348,480</u>
	Less : Appropriations		
	Transferred to General Reserve	(40,000,000)	(30,000,000)
	Proposed Dividend	(1,197,324)	(1,197,324)
	Dividend Tax	(203,485)	(203,485)
		<u>50,973,322</u>	<u>68,947,671</u>
	Total	<u>355,989,322</u>	<u>333,963,671</u>

Note : 3 Long Term Borrowings

Sr. No.	Particulars	As at 31.03.2014	As at 31.03.2013
1.	Vehicle Loan	1,999,803	-
	[Vehicle loan from HDFC Bank Ltd., secured against hypothecation of vehicle, Interest @ 10.50% p.a. repayable in 36 monthly instalments.]		
	Total	<u>1,999,803</u>	<u>-</u>

Notes on Financial Statements

Note : 4 Other Long Term Liabilities

Sr. No.	Particulars	As at 31.03.2014	As at 31.03.2013
	Security Deposit	3,750,000	4,139,231
	Total	3,750,000	4,139,231

Note : 5 Short Term Borrowing

Sr. No.	Particulars	As at 31.03.2014	As at 31.03.2013
	SECURED		
1	Loan Repayable on Demand		
	- 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)	33,546,493	24,552,213
	- From Other Parties	-	-
	UNSECURED		
2	Loan from Directors	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.)		
	Total	36,696,493	27,702,213

Note : 6 Trades Payable

Sr. No.	Particulars	As at 31.03.2014	As at 31.03.2013
	Creditors for materiel and supplies		
	- Due to MSME's*	-	
	- Due to Others	2,748,450	1,818,756
	Total	2,748,450	1,818,756

*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 31.03.2014	As at 31.03.2013
	Other payables		
1	Advance From Customers	8,620,307	3,529,096
2	Duties & Taxes Payable	4,479,458	50,797
3	ITDS Payable	205,197	88,836
4	Others	6,658,348	8,002,303
	(Other Current liabilities includes liabilities for expenses, lease rent advance etc)		
	Total	19,963,310	11,671,032

Notes on Financial Statements

Note : 8 Short Term Provisions

In Rupees

Sr. No.	Particulars	As at 31.03.2014	As at 31.03.2013
1	Provision For Employees Benefit		
	EPF ., EPS. etc. Payable	190,350	190,775
	Employee State Insurance Payable	32,011	34,552
	Salary & Wages Payable	1,033,331	1,193,643
	Leave Salary	261,431	232,199
	Bonus	437,653	441,604
	Incentive	955,299	1,199,311
2	Others		
	Proposed dividend	1,197,324	1,197,324
	Tax on dividend	203,485	203,485
	Total	4,310,884	4,692,893

Note 9 : Fixed Assets

Sr. No.	Particulars	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK	
		As at 01.04.2013	Addition	Sale/ Adjustment	As at 31.3.2014	As at 01.04.2013	For the year	Adjustment	Up-to 31.03.2014	As at 31.03.2014	As at 31.03.2013
I	Tangible Assets										
1	Leasehold Land	9,773,605	-	-	9,773,605	17,46,586	230,100		1,976,686	7,796,919	8,027,019
2	Building	46,156,356	9,969,985		56,126,341	25,127,490	2,764,264		27,891,754	28,234,587	21,028,866
3	Plant and Machinery	16,627,728	3,128,264		19,755,992	10,525,608	1,171,662		11,697,270	8,058,722	6,102,120
4	Furnitures/Fixtures & Office Equipments	17,469,403	2,848,239		20,317,642	12,787,302	1,256,682		14,043,984	6,273,658	4,682,101
5	Vehicles	12,538,410	5,905,477	3,173,416	15,270,471	5,349,011	2,027,373	960,424	6,415,960	8,854,511	7,189,399
6	Leased Vehicles	5,205,339		2,105,218	3,100,121	4,272,343	285,890	1,737,454	2,820,779	279,342	932,996
7	Coaching Vehicles	975,504	-	-	975,504	900,893	29,844		930,737	44,767	74,611
	Sub Total A	108,746,345	21,851,965	5,278,634	125,319,676	60,709,233	7,765,815	2,697,878	65,777,170	59,542,507	48,037,112
II	Intangible Assets	-	-	-	-	-	-	-	-	-	-
	Sub Total B	-	-	-	-	-	-	-	-	-	-
III	Capital Work-in Progress										
1	Building under Construction	7,977,211	61,748	6,291,811	1,747,148					1,747,148	7,977,211
	Sub Total C	7,977,211	61,748	6,291,811	1,747,148	-	-	-	-	1,747,148	7,977,211
IV	Intangible Assets Under Development	-	-	-	-	-	-	-	-	-	-
	Sub Total D	-	-	-	-	-	-	-	-	-	-
	Total [A+B+C+D] (Current Year)	116,723,556	21,913,713	11,570,445	127,066,824	60,709,233	7,765,815	2,697,878	65,777,170	61,289,655	56,014,323
	(Previous Year)	119,213,654	13,719,455	16,209,556	116,723,556	64,309,303	7,649,269	11,249,339	60,709,233	56,014,323	54,904,351

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

Note : 10 Non Current Investment

In Rupees

Sr. No.	Particulars	As at 31.03.2014	As at 31.03.2013
Other Investments		-	-
1.	Investment in Equity Instrument		
	Quoted		
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
	Un Quoted		
a)	20,000 nos. in Nicco Jubilee Park Ltd. (20,000) of Rs. 10/- each	200,000	200,000
b)	200,000 nos. in Pebco Industries Ltd. (200,000) of Rs. 10/- each	2,000,000	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. (1,235,000) 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	Investment in Mutual Funds		
a)	ICICI Pru Fixed Maturity Plan Series 63-376 days	-	10,000,000
b)	UTI Fixed Term Income Series XII-III (366 days) M F	-	10,000,000
c)	UTI Fixed Term Income Series XII-I (368 days) M F	-	7,500,000
d)	HDFC FMP 370 D May 2013 -1-Direct G	2,620,073	-
e)	ICICI Pru FMP Series 67 - 366 days	10,000,000	-
	(Aggregate Market Value for Equity Investment and Mutual Fund Rs. 54,085,993/- (PY Rs. 69,590,038/-)		
	Total	49,448,093	64,328,020

11. Deferred Tax

	Deferred Tax Liability / (Asset) As at 31.03.13 (Rs.)	Current year Charge/(Credit) (Rs.)	Deferred Tax Liability / (Asset) As at 31.03.14 (Rs.)
Deferred Tax Liability :-			
Difference between Book & Income Tax Depreciation	(2,396,226)	(555,221)	(2,951,447)
	(2,396,226)	(555,221)	(2,951,447)
Deferred Tax Asset			
Provision for Leave Salary	(625)	(9,472)	(10,097)
Provision for bonus	(15,283)	1,260	(14,023)
	(15,908)	(8,212)	(24,120)
Deferred Tax Liability / Asset (Net)	(2,412,134)	(563,433)	(2,975,567)

Notes on Financial Statements

Note : 12 Long Term Loans and Advances

Sr. No.	Particulars	As at 31.03.2014	As at 31.03.2013
1	Security Deposit	3,209,575	3,185,995
	Total	3,209,575	3,185,995

Note : 13 Other Non Current Assets

Sr. No.	Particulars	As at 31.03.2014	As at 31.03.2013
1	Long Term Trade Receivables	-	-
2	Others	-	-
	Total	-	-

Notes on Financial Statements

Note : 14 Current Investment

In Rupees

Sl. No.	Particulars	As at 31.03.2014	As at 31.03.2013
1	Investment in Govt Securities (7 years National Savings Certificates)	2,500	2,500
2	Investment in Mutual Fund	-	-
	1. DSP Merrill TIGER Fund	-	2,500,000
	2. DSP Black Rock Income Opp. Fund - Dir G	2,000,000	-
	3. DSP Black Rock Top 100 Equity Fund - Dir G	2,339,970	-
	4. DWS Cash Opportunities Fund - Regular Plan DD	-	5,715,500
	5. DWS Ultra Short Term Fund Regular DD	439,597	571,041
	6. DWS Fixed Maturity Plan - Series 34 - G	6,026,855	-
	7. Franklin India High Growth Co. Fund	1,000,000	1,000,000
	8. Franklin India Prima Plus DP Folio no 13985413	3,000,000	3,000,000
	9. Franklin India Prima Plus DP Folio no 14395509	1,500,000	1,500,000
	10. H D F C Floating Rate Income Fund- STP	-	2,600,374
	11. ICICI Pru Floating Rate Plan DD	-	13,344,227
	12. ICICI Pru Floating Rate, Direct Plan DD	-	1,072,405
	13. ICICI Dynamic Div Plan - D Folio No 44012 / 78	-	1,500,000
	14. ICICI Pru 1294 Interval Fund II (Q) Plan	-	2,500,000
	15. ICICI Pru Balance Fund	-	2,500,000
	16. ICICI Pru Dynamic Plan - D	-	2,434,880
	17. ICICI Pru Floating Rate Plan - A	-	5,171,113
	18. ICICI Pru Dynamic Growth	-	3,000,000
	19. ICICI Focused Bluechip Equity Retail - D	-	1,500,000
	20. ICICI Pru Focussed Bluechip Fund - D	2,186,908	-
	21. ICICI Pru Balanced Advantage Fund	4,259,958	-
	22. ICICI Pru Dynamic Direct (G)	2,416,932	-
	23. ICICI Pru Dynamic - Direct (Growth)	7,516,304	-
	24. ICICI Pru Interval II Qly B Dir. Plan G	5,000,000	-
	25. Reliance Fixed Harizon Fund- XXII SR 8	-	5,000,000
	26. Reliance Monthly Income Plan - Growth Plan (G)	489,740	489,740
	27. Reliance Short Term Fund G	450,998	450,998
	28. Reliance Regular Savings Fund - Debt Plan G	5,466,251	-
	29. SBI SHF Ultra Short Term Fund - Regular Plan DD	2,710,302	-
	30. SBI SHF Ultra Short Term Fund	-	2,541,260
	31. Tata Balance Fund - Direct Plan Growth	5,000,000	-
	32. Tata Floater Fund Plan A DD	-	13,354,303
	33. Tata FMP 44 A Dir. Plan (G)	3,545,405	-
	34. Tata Inc Direct Plan Apprec Option G	5,000,000	-
	35. Templeton India Growth Fund - D	3,000,000	3,000,000
	36. UTI Short Term Income Fund - G (528230076643)	5,489,950	-
	37. UTI Short Term Income Fund - G (52830076643)	10,940,800	-
	38. UTI Treasury Advantage Fund- Periodic dividend Plan	-	362,465
	39. UTI Opportunities Fund G	500,000	500,000
	40. UTI Tresasury Advantage Fund DD Plan	-	1,569,395
	41. UTI Short Term Income Plan Instl. Dir Plan G	2,744,975	-
	(Aggregate Market Value Rs. 108,972,451 /-Previous year Rs.102,888,795/-)		
	Total	83,027,444	77,180,201

Notes on Financial Statements

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

In Rupees

Sr. No.	Particulars	As at 31.03.2014	As at 31.03.2013
1	<u>Stock-in-Trade</u>		
	a) Vehicles	88,117,308	62,083,083
	b) Spares Parts & Accessories	12,238,191	10,638,203
	c) Pre Owned Cars	3,429,001	5,397,500
	Total	103,784,500	78,118,786

Note : 16 Trade Receivables

Sr. No.	Particulars	As at 31.03.2014	As at 31.03.2013
1	<u>Outstanding for more than six months from the date they were due for payment</u>		
	Unsecured Considered Good:	510,531	604,829
2	<u>Others</u>		
	Unsecured, Considered Good	20,405,834	26,851,008
	Total	20,916,365	27,455,837

Note : 17 Cash & Cash Equivalent

Sr. No.	Particulars	As at 31.03.2014	As at 31.03.2013
1	Cash-on-Hand	306,563	800,857
2	Bank Balance		
	In Current Accounts	16,320,873	7,714,692
	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	59,646,229	55,143,394
	Total	76,273,665	63,658,943

Note : 18 Short term Loans and Advances

Sr. No.	Particulars	As at 31.03.2014	As at 31.03.2013
1	Advance to Suppliers	2,500,000	4,000,000
2	Advance Income Tax / I T D S [Net of provisions of Rs. 16,140,400/- (PY - Rs. 10,715,400/-)]	2,800,872	3,599,398
3	Others	10,435,206	6,647,907
3	Claims receivable*	17,716,689	6,430,723
5	Loan to Staff	947,783	933,230
6	Service Tax paid under RCM	110,549	-
	*(Include claims with Principal Company and Insurance Companies)		
	Total	34,511,049	21,611,258

Note : 19 Other Current assets

Sr. No.	Particulars	As at 31.03.2014	As at 31.03.2013
1	Loans & Advances to related parties		
	a) Secured, Considered Good :		
	Advance to Associate Concerns	-	-
	b) Unsecured, Considered Good :		
	Share Application Money	-	-
	Total	-	-

Notes on Financial Statements

Note : 20 Revenue from Operations

In Rupees

Sr. No.	Particulars	31st March 2014	31st March 2013
1	Vehicles	804,307,280	865,266,151
2	Spare Parts & Accessories	53,098,677	44,783,256
3	Pre Owned Cars	27,925,230	15,197,401
4	Service Charges	35,400,655	30,147,379
5	Lease Rentals	521,042	1,241,966
6	Course fee received	1,503,480	1,787,911
7	Other Operating Income	34,449,942	18,507,023
	Total	957,206,306	976,931,087

Note : 21 Other Income

Sr. No.	Particulars	31st March 2014	31st March 2013
1	Interest on FDR's	5,645,571	5,752,426
2	Other Receipts	6,565,443	10,111,311
3	Dividend Received	5,428,231	5,312,617
4	Income on sale of fixed assets	1,422,788	2,889,341
4	Income on Sale of Investments	10,224,451	16,017,363
	Total	29,286,484	40,083,058

Note : 22 Cost of Material Consumed/Purchases

Sr. No.	Particulars	31st March 2014	31st March 2013
a)	Purchases of Trading Items		
1	Vehicles	724,216,644	749,798,099
2	Spare Parts and Accessories	43,461,924	35,680,385
3	Pre Owned Cars	21,716,903	16,563,205
	Total	789,395,471	802,041,689

Note : 23 Change in Inventories

Sr. No.	Particulars	31st March 2014	31st March 2013
1	Opening Stock		
	Vehicles	62,083,083	51,206,076
	Spare Parts and Accessories	10,638,203	8,484,110
	Pre Owned Cars	5,397,500	1,257,000
		78,118,786	60,947,186
2	Closing Stock		
	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
	Total	(25,665,714)	(17,171,600)

Note : 24 Employment Benefit Expenses

In Rupees

Sr. No.	Particulars	31st March 2014	31st March 2013
1	Salaries, Wages, Bonus and Allowances	15,407,108	13,990,513
2	Director's Remuneration	3,557,000	3,557,000
3	Contribution to PF, ESI and Other Funds*	1,974,905	2,109,675
4	Staff Welfare Expenses	978,011	1,011,304
5	Staff Training Expenses	819,491	615,521
Total		<u>22,736,515</u>	<u>21,284,013</u>

* 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.15,15,316/- (PY: Rs.15,05,762/-) 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:-

	2013-14 (Rs.)	2012-13 (Rs.)
Present value of Past Service Benefit	3,092,872	2,546,207
Add: Current service cost	272,544	246,563
	<u>3,365,416</u>	<u>2,792,770</u>
Less: Fund value as on renewal date (net of settlements and inclusive of interest earned)	2,975,701	2,256,976
	<u>389,715</u>	<u>535,794</u>
Additional contribution for existing fund	117,172	289,231
Add: Current service cost	272,544	246,563
	389,716	535,794
Life coverage premium	14,886	21,114
Add: Service tax on life coverage premium	1,840	2,610
Add: Interest	118	-
Total liability at the end of the year towards Gratuity	<u>406,560</u>	<u>559,518</u>
Total value of Service Gratuity including Life Coverage on Sum Assured	<u>10,514,295</u>	<u>11,156,028</u>
Actuarial Assumptions :		
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	31st March 2014	31st March 2013
1	Interest on Cash Credit Facility	3,856,272	3,221,176
2	Interest on Car loan	73,073	-
3	Interest on Other loans	385,961	383,665
	Total	4,315,306	3,604,841

Note : 26 Depreciation & Amortised Cost

Sr. No.	Particulars	31st March 2014	31st March 2013
1	Depreciation	7,765,815	7,649,268
	Total	7,765,815	7,649,268

Note : 27 Other Administrative Expenses

Sr. No.	Particulars	31st March 2014	31st March 2013
A	DIRECT EXPENSES		
1	Service Expenses	13,963,370	12,894,684
2	Consumable stores, tools	20,581	29,934
3	Power & Fuel expenses	1,296,716	1,439,541
4	Generator Maintenance	138,999	29,361
5	Repairs to Building	2,506,512	1,986,887
6	Repairs to Machineries	376,135	228,267
7	Pre Owned vehicle	1,148,394	597,507
8	Training vehicle maintenance	584,645	742,284
	Total	20,035,352	17,948,465

Notes on Financial Statements

Note : 27 Other Administrative Expenses (Contd.)

		In Rupees	
Sr. No.	Particulars	31st March 2014	31st March 2013
B	SELLING EXPENSES		
1	Publicity & Promotion	9,834,071	9,351,033
2	VAT/ Excise/ Service Tax	106,040,197	114,354,144
3	Transportation & Freight charges	152,157	129,473
4	New vehicle & Free Service Charges	5,061,623	1,050,960
5	Warranty/Discrepancy claims w/off	27,180	12,439
6	Test Drive vehicles	891,940	549,647
		122,007,168	125,447,696
C	ADMINISTRATIVE EXPENSES		
1	Communication Expenses	899,648	780,499
2	Vehicle Expenses	669,869	643,204
3	Travelling Expenses	5,226,715	5,102,079
4	Repair & Maintenance (others)	508,299	381,537
5	Computer Maintenance	758,556	864,533
6	General Expenses	700,464	800,576
7	Insurance Expenses	293,047	224,415
8	Internal Audit Fee	126,000	132,000
9	Legal and Consultancy Expenses	671,980	766,397
10	Security Expenses	1,064,909	671,488
11	Stationery Expenses	733,668	790,375
12	Payment to Auditors *	286,518	224,720
13	Rent Rates & Taxes	5,141,861	3,205,026
14	Donation	27,500	50,001
15	Bank charges	505,817	321,835
17	Loss due to scraping of assets	-	313,728.00
		17,614,851	15,272,413
	TOTAL (A+B+C)	159,657,371	158,668,574

*Payment to Auditors includes			
	- Statutory audit fee	196,630	168,540
	- Taxation matters	56,180	22,472
	- Other Services	33,708	33,708
	Total	286,518	224,720

NOTE : "28"

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, 1956 and other applicable statutes and comply with the Accounting Standards referred to in Section 211(3C) of the Companies Act 1956

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 :

Depreciation is provided on written down value method at the rates specified in Schedule XIV of the Companies Act, 1956. Leasehold land is amortised equally over the lease period. Assets individually costing Rs. 5,000/- or less are fully depreciated on the year of purchase.

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.

c) Provision for leave encashment is accrued for and provided on the actuarial valuation 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

- 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 31.03.2014	As on 31.03.2013
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
3.	Deputy Commissioner of Income Tax, Circle-7 Kolkata, (Appeal pending before CIT (Appeals), Kolkata)	6.70	6.70*
	Total Amount	30.50	30.50

*Amount of Rs. 3,00 lacs deposited against demand

Notes on Financial Statements

2. Sales are credited inclusive of VAT collected Rs.101,975,689/- and Service charges/Course fee are credited inclusive of Service tax collected Rs.4,064,508/- 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)

	2013-14	2012-13
	(Rs.)	Rs.
	2,129,500	3,126,621

4. Information about Primary Business Segments

	Automobile (Rs.)		Investment (Rs.)		Others (Rs.)		Total (Rs.)	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
Segment Revenue								
a) External Sales	857,405,957	910,049,407	-	-	27,925,230	15,197,401	885,331,187	925,246,808
b) Other Income	74,917,267	53,917,639	10,243,549	16,191,208	4,926,985	10,593,448	90,087,601	80,702,295
c) Interest Income	711,998	982,231	4,933,573	4,770,195	-	-	5,645,571	5,752,426
d) Dividend Income			5,428,231	5,312,617			5,428,231	5,312,617
	933,035,222	964,949,277	20,605,353	26,274,020	32,852,215	25,790,849	986,492,790	1,017,014,146
Segment Result before Interest and taxes	10,614,592	13,830,314	7,293,645	13,086,057	(86,905)	4,291,398	17,821,332	31,207,769
Interest Income							5,645,571	5,752,426
Interest Expenses							4,821,123	3,977,164
Profit Before Tax							28,288,026	40,937,359
Less : Provision for Current Tax							(5,425,000)	(6,315,400)
Add : Deferred Tax (Net)							563,433	891,321
Profit After Tax							23,426,460	35,513,280
Segment Assets	215,964,593	156,609,718	213,207,874	215,425,773	19,428,327	23,941,469	448,600,797	395,976,960
Segment Liabilities	61,221,401	39,800,839	17,362,897	13,454,840	5,624,232	7,483,846	84,208,530	60,739,525
Capital Expenditure	21,744,572	4,791,447	6,750	950,798	70,553	-	21,821,875	5,742,245
Depreciation	6,132,314	5,290,398	251,801	229,644	1,381,700	2,129,226	7,765,815	7,649,268

NOTES :

- 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.
- The Company cater mainly to the needs of the domestic market. There is no export, as such there are no reportable geographical segments.
- 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
A) Where Control Exists :	
i. Pebco Industries Limited	Associate :- Holding of the Company is more than 20%
ii. Jamshedpur Air Connect Pvt. Ltd.	-do-
iii. Brisco Pvt. Ltd.	-do-
(B) KEY MANAGEMENT PERSONNEL AND THEIR RELATIVES	
Mr. Kishan N. Parikh	Managing Director
Mrs. Alpa K. Parikh	Wholetime Director
(C) KEY MANAGEMENT PERSONNEL (KMP) AND THEIR RELATIVES	
Mr. Kishan N. Parikh (HUF)	Enterprise where KMP have significant influence/control
b) Transactions with the related parties made during the year	
(Figures in Rs.)	

Transactions	Key Management Personnel & Relatives	Associates	Total
Remuneration Paid	3,917,000 (3,917,000)	-	3,917,000 (3,917,000)
Rent paid	1,373,220 (885,600)	120,000 (120,000)	1,493,220 (1,005,600)
Interest Paid during the year	378,000 (378,000)		378,000 (378,000)
Dividend paid during the year	(417,846)		- (417,846)
Year end balances :			
Amount payable	3,150,000 (3,150,000)		

Previous year figures are shown in brackets.

6. Leases

The Company has taken premises under operating leases and lease rental of Rs 47,54,555/ (PY:Rs21,64,097/-) paid during year have been recognized as expenses in the Statement of Profit and Loss.

Notes on Financial Statements

7. Earnings per share

	2013-14 (Rupees)	2012-13 (Rupees)
Net profit after tax	23,426,459	34,782,005
Total number of Equity Shares	997,770	997,770
Nominal value of Equity Shares	10.00	10.00
Basic & Biluted earnings per Equity Shares	23	35

- 8 The Company has transferred Rs.40,000,000/- to General Reserve which include Rs. 1,200,000/- from current year profit and Rs.38,800,000/- from the accumulated profit of Financial Year 2012-13 and profit of previous year.
- 9 Expenditure in Foreign Currency on account of other matters during the year Rs. 256,579/- (Previous year Rs. 214,258/-)
- 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 2014
(PERSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT)**

	(Rupees) 31.03.2014	(Rupees) 31.03.2013
(A) Cash Flow from Operating Activities :		
Net Profit Before Tax and extraordinary items.	28,288,026	40,937,359
Adjustments for :		
Depreciation	7,765,815	7,649,269
Interest Paid	4,315,306	3,655,329
Profit on sale of Fixed Assets	(1,422,788)	(2,889,341)
Profit on sale of Investment (Net)	(10,224,451)	(16,017,363)
Interest & Dividend Income	(11,073,802)	(11,065,043)
Liability written off	(436,126)	(326,655)
Loss due to scraping	-	(313,728)
	(11,076,046)	(18,680,076)
Operating Profit before Working Capital Changes	17,211,980	22,257,283
Adjustments for :		
Trade and other receivables	6,539,473	(1,019,554)
Short term Loans	(13,698,367)	13,683,344
Other Current Assets	-	17,303,000
Inventories	(25,665,714)	(17,171,600)
Trade Payables	929,694	70,819
Other Current Liabilities	8,292,278	(6,221,217)
Provisions	54,117	880,482
Short term borrowings	8,994,280	(9,132,112)
	(14,554,239)	(975,838)
Cash Generated from Operation :	2,657,741	21,281,445
Direct Tax Paid (Net)	4,626,474	7,043,028
Net Cash generated from Operating activities	1,968,733	14,238,417
(B) Cash flow from Investment Activities :		
(Purchase) Sale of Fixed Assets : Net	(11,618,358)	(5,869,899)
Interest, Dividend Received	11,073,802	11,065,043
(Purchase) / Sale of Investment : Net	19,257,135	(12,230,365)
	18,712,579	(7,035,221)
(C) Cash flow from Financing Activities :		
Dividend paid	(1,400,809)	(1,391,539)
Interest paid	(4,315,306)	(3,655,329)
Loans and advances	(23,580)	(93,590)
Other long term liabilities	1,610,572	3,145,628
	(4,129,123)	(1,994,830)
Net Increase / (Decrease) in cash and cash equivalent (A+B+C)	12,614,722	5,208,366
Opening Cash and Cash Equivalent	63,658,943	58,450,577
Closing Cash and Cash Equivalent	76,273,665	63,658,943
	76,273,665	63,658,943

As per our report of even date attached

Place : Kolkata
Dated : 30th May, 2014

For Chaturvedi & Company
Chartered Accountants
Firm Reg. No. : 302137 E
R. K. Nanda
(Partner)
Membership No. : 510574

Kishan N. Parikh
Managing Director
Alpa K. Parikh
Director
Kirti C. Adeshra
Chief Financial Officer

