



# PEE CEE COSMA SOPE LIMITED

CIN : L24241UP1986PLC008344

## Company Information

<b>Board of Directors</b>	
<b>Shri Ashok Kumar Jain</b> 120, Jaipur House, Agra-282 002	: Executive Chairman    DIN : 00113133
<b>Shri Pramod Kumar Jain</b> 42, Surya Nagar, Agra-282 002	: Managing Director    DIN : 00112805
<b>Shri Mahendra Kumar Jain</b> 119, Jaipur House, Agra-282 002	: Whole Time Director    DIN : 00172395
<b>Shri Nemi Chandra Jain</b> 3, Chrch Road, Civil Lines, Agra-282 002	: Independent Director    DIN : 00172406
<b>Shri Amar Singh Rajput</b> 43-44, New Subhash Nagar, Lawer's Colony, Agra-282 002	: Independent Director    DIN : 00172301
<b>Shri Anil Gupta</b> Shanti Krishna' 5034/3, Sant Nagar, Karol Bagh, New Delhi-110 005	: Independent Director    DIN : 00283431
<b>Smt. Babita Agarwal</b> B-138, Kamla Nagar, Agra-282 005	: Independent Director    DIN : 07101475
<b>Company Secretary</b> Mrs. Nidhi Agarwal Flat No. 102, Kaveri Gold Apartment, Khandari, Agra	<b>Auditors</b> M/s. Doogar & Associates Chartered Accountants 13, Cummunity Centre, East of Kailash, New Delhi-110065
<b>Chief Financial Officer</b> Brij Mohan Verma 35/57 B, Lashkarpur, Agra-282 005 (U.P.)	<b>Works</b> (1) 51 & 52, Malanpur Industrial Area, Malanpur, Distt - Bhind (M.P.) (2) 7th K.M. Stone, Adalpur, Dholpur (Raj.) (3) 655, Village Artoni, Agra (U.P.)
<b>Registered Office</b> "Padam Deep" G-10/8, Sanjay Place, Agra-282 002 (U.P.)	<b>Registrar &amp; Share Transfer Agent</b> Skyline Financial Services Pvt. Ltd. D-153, Ist Floor, Okhla Ind. Area Phase-I, New Delhi-110 020
<b>Bankers</b> State Bank of India, Sanjay Place, Agra	
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**Annual General Meeting on Wednesday, 27th September, 2017**  
**at Hotel Ashish Palace, Fatehabad Road, Agra at 3.00 p.m.**

As a measure of economy copies of the Annual Report will not be distributed at the Annual General Meeting. Share holders are requested to kindly bring their copies to the meeting.



# PEE CEE COSMA SOPE LIMITED

## NOTICE TO THE 30TH ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of the Members of M/s Pee Cee Cosma Sope Limited will be held on Wednesday, 27th September, 2017 at 3.00 P.M. at Hotel Ashish Palace, Fatehabad, Road, Agra, 282 001, Uttar Pradesh, to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of 25% (Rs. 2.50 per equity share) for the year ended March 31, 2017.
3. To appoint a Director in place of Shri Ashok Kumar Jain (DIN 00113133), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint the Statutory Auditor and to consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s B S D & Co., Chartered Accountants, New Delhi (Firm Registration No.00312S), be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s Doogar & Associates, Chartered Accountants, (Firm Registration No.000561N), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting till the 35th Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

"Resolved that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s B S D & Co., Chartered Accountants, New Delhi (Firm Registration No.00312S), be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s Doogar & Associates, Chartered Accountants, (Firm Registration No.000561N), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting till the 35th Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

### SPECIAL BUSINESS

5. To re-appoint Shri Ashok Kumar Jain (DIN: 00113133) as a Whole Time Director of the Company designated as Executive Chairman of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"Resolved that in accordance with the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the relevant Rules made thereunder, Shri Ashok Kumar Jain be and is hereby re-appointed as the Whole Time Director of the Company designated as Executive Chairman of the Company or any other designation as decided by the board from time to time, for fresh tenure of three years commencing on the 1st day of November, 2017 on the following remuneration:

1. Salary at the rate of Rs. 1,50,000 per month. Annual increment in salary, not exceeding Rs. 10,000/- per month as may be sanctioned by the Board will be effective from 1st April each year.
2. In addition to salary the Whole Time Director shall also be entitled to the following perquisites and allowances:
  - (i) **Gas, Electricity, Water and Furnishings:** The expenditure incurred by the company on Gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962.
  - (ii) **Medical Reimbursement:** Expenses incurred for self and his family.
  - (iii) **Leave Travel Concession:** Leave as per rules of the company. Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the company.
  - (iv) **Club Fees:** Fees of clubs subject to a maximum of two clubs.
  - (v) **Medical Insurance:** Medical Insurance for self and his family.
3. For the purpose of calculating the above ceiling perquisites will be evaluated as per Income Tax Rules, 1962, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.
4. The Whole Time Director shall also be entitled for the following benefits:
  - (i) **Car:** Provision for use of Car for Company's business purposes and partly for personal or private purposes.
  - (ii) **Telephone:** Provision of Mobile phone and telephone at residence will not be considered as a perquisite but the company shall bill personal long distance calls.
  - (iii) **Entertainment Expenses:** Reimbursement of entertainment



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## NOTICE TO THE 30TH ANNUAL GENERAL MEETING

expenses actually and properly incurred for the business of the company subject to a reasonable ceiling as may be fixed from time to time.

Shri Ashok Kumar Jain shall not be entitled to sitting fees for attending meetings of the Board or any committee or committees thereof.

The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, maximum amount payable to Mr Ashok Kumar Jain as a Whole Time Director in accordance with Schedule V of the Companies Act, 2013 or any amendments made thereafter in this regard.

**Resolved further that** in the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.

**Resolved further that** board of Directors of the Company (including any committee/sub-committee of the Board) be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution."

**Regd. Office:**

G-10/8, Padam-Deep  
Sanjay Place,  
Agra-282002  
Uttar Pradesh

By order of the board  
**For Pee Cee Cosma  
Sope Ltd.**

**Ashok Kumar Jain  
DIN:00113133  
Executive Chairman**

**Add: 120, Jaipur House  
Agra- 282 002, U.P.**

**Date:14.08.2017**

**Place:Agra**

**NOTES :**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") relating to the Special Business to be transacted at the Annual General Meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall

not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

3. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
4. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd September, 2017 to Wednesday, 27th September, 2017 (both days inclusive).
6. Payment of Final Dividend @25% (Rs. 2.50 per Equity Share having face value of Rs. 10 each) for the Financial Year ended on 31st March, 2017, as recommended by the Board, if approved at this AGM, will be made only to those Members whose names appear in the Register of Members of the Company as on 23rd September, 2017, being the date of book closure or to their mandates, as the case may be. In respect of Equity Shares held in electronic form, the Final Dividend will be paid on the basis of beneficial ownership as on 23rd September, 2017, as per details furnished by the National Securities Depository Ltd. (NSDL) and Central Depositories Services (India) Ltd. (CDSL) for this purpose.
7. A. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company M/s Skyline Financial Services Pvt Ltd., D-153/A, 1st Floor, Okhla Industrial Area,



# PEE CEE COSMA SOPE LIMITED

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Phase-I, New Delhi- 110 020; Phone No. 011-26812682-83:-

- i) **Their bank account details** in order to receive payment of dividend through electronic mode,

Name	Bank Name	Bank A/c No	Branch Address	IFSC Code
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- ii) **Their email id**, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,
- iii) **Any change in their address/e-mail id/ECS mandate/ bank details, share certificate(s)**, held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.

B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:

- i) **Their email id.**
- ii) All changes with respect to their address, email id, ECS mandate and bank details.

C. Kindly note that as per SEBI Circular CIR/MRD/DP/10/2013 dated March 21, 2013 it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/Depository Participant, as the case may be.

8. The Securities and Exchange Board of India has notified that the shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferee of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
9. The shares of the Company are under compulsory Demat trading. **Members holding shares in physical form are requested to convert their shares into dematerialized form** in their own interest and convenience purpose.
10. In accordance with section 20 of the Companies Act, 2013 service of documents on members by a

company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report for the year ended March 31, 2017 has been sent to all the members whose email address (es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in terms of SEBI Circular No. CIR/CFD/DIL/7/2011 dated 05.10.2011 the hard copies of Annual Report have been sent to all other members who have not registered their email address (es). Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest by submitting duly filled in "e-Communication Registration Form" (available on our website [www.doctorsoap.com](http://www.doctorsoap.com) in Investor Relation) to the Company/RTA. Members can also submit their form along with Attendance Slip at the Registration Counter at AGM. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost. The Notice of the 30th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [www.doctorsoap.com](http://www.doctorsoap.com) for download by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.

11. The Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall. However, in case of non-receipt of Notice of Annual General Meeting, members are requested to write to the Company at its registered office for issuing the duplicate of the same or download the same from Company's website [www.doctorsoap.com](http://www.doctorsoap.com).
12. In case you have any query relating to the enclosed Annual Accounts you are requested to send the same to the Company Secretary at the Registered Office of the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready for replying at the meeting.
13. **Transfer of unclaimed dividend to Investors' Fund:** In terms of the provisions of Section 125 of



# PEE CEE COSMA SOPE LIMITED

## NOTICE TO THE 30TH ANNUAL GENERAL MEETING

the Companies Act, 2013 read with Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, any dividend, which remains unpaid/unclaimed for a period of 7 years from the date of declaration, is required to be transferred to Investor Education and Protection Fund ('the Fund'). A shareholder can therefore claim the amount of unpaid/unclaimed dividend up till 7 years from the date of declaration of dividend. Detail of Dividend declared against which Dividend remain unpaid are mentioned below:

Financial Year ended	Rate of Dividend (%)	Date of Declaration of Dividend
31.03.2010	25	30.12.2010
31.03.2013	12	29.09.2013
31.03.2014	12	26.09.2014
31.03.2015	15	28.09.2015
31.03.2016	18	26.09.2016

14. Any shareholder who has not encashed the dividend warrants for the financial year 2009-10, 2012-13, 2013-14, 2014-15 and 2015-16 may claim the same immediately. **Please note that the unclaimed dividend once transferred to Investors Education and Protection Fund cannot be claimed by the shareholders.**

15. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 am to 1.00 pm up to the date of Annual General Meeting. The Register of Directors' and Key Managerial Personnel & their Shareholding and the Register of Contracts & Arrangements in which directors are interested shall be open for inspection at the meeting to any person having right to attend the meeting.

### 16. Voting through electronic means:

- i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
- ii) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited as the Authorised Agency to provide e-voting facilities.

- iii) The Board of Directors have appointed Mr Debabrata Deb Nath, Company Secretary in Whole Time Practice, 785, Pocket-E, Mayur Vihar-II, Delhi-110 091 as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
- iv) Members are requested to carefully read the instructions for e-voting before casting their vote.
- v) The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting

Commencement of e-voting	From 9.00 a.m. (IST) on Sunday, 24th September, 2017
End of e-voting	Upto 5.00 p.m. (IST) on Tuesday, 26th September, 2017

- vi) The cut-off date (i.e. the record date) for the purpose of e-voting is 20th September, 2017.
- vii) Declaration of Result of e-voting:
  - a) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date).
  - b) The Scrutinizer shall after the conclusion of e-voting period and before the closing of working hours on 29th September, 2017 unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - c) The Scrutinizer's decision on the validity of the vote shall be final and binding.
  - d) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
  - e) The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.doctorsoap.com) within 2 (two) days of passing of the resolutions at the AGM and communicated to the Stock Exchanges where the Company shares are listed.
- viii) The procedure and instructions for e-voting are given separately with this Annual Report.



# PEE CEE COSMA SOPE LIMITED

## NOTICE TO THE 30TH ANNUAL GENERAL MEETING

### Explanatory Statement

**Item No. 5 :** Mr. Ashok Kumar Jain has been involved in the Management of the Company since inception and under his dynamic leadership the Company has achieved overall growth. His term as the Whole Time Director of the Company designated as Executive Chairman of the Company will expire on 31st October, 2017 and keeping in view his contributions and the interests of the Company, the board has decided to re-appoint him as Whole Time Director of the Company designated as Executive Chairman of the Company for a further period of three years w.e.f 1st November, 2017.

The necessary information required under Schedule V is as mentioned below:

#### I. GENERAL INFORMATION

- (1) Nature of Industry Pee Cee Cosma Sope Ltd engaged in the business of manufacturing, sale, purchase of detergent cake, cleaning preparation, soap chips, detergent powder and various toiletry and other products.
- (2) Date or expected date of commencement of commercial production The Company is already in existence and is in operation since its inception in 1986
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus Not Applicable
- (4) Financial Performance of the Company for last 2 years is given below:

Particulars	Financial Year ended	
	31st March, 2017	31st March, 2016
	(Amount in Rs lacs)	
Net Revenue from Operation	7,099.40	7,454.87
Other Income	5.84	7.02
Total Income	7,105.23	7,461.88
Total Expenditure	6,871.25	7,145.18
Profit before tax	233.98	316.71
Provision for tax	77.89	111.78
Profit after tax	156.10	204.93
Paid-up Share Capital	264.62	264.62
Reserves and Surplus (excluding revaluation reserve)	1,411.54	1,335.06

- (5) Export performance & net foreign exchange collaborations The Company is not in exports.
- (6) Foreign investments or collaborations, if any There was no Foreign investments of foreign collaborations.

#### II. INFORMATION ABOUT THE APPOINTEE

- (1) Background details Mr. Ashok Kumar Jain has been the Whole Time Director of the Company since last 5 years. He is instrumental in the growth of our Company over the years. He is having more than 45 years experience in FMCG Sector.

- (2) Past remuneration

Monthly Salary : Rs. 1,50,000 only whether paid as Salary, allowance(s) etc.

Annual increment in salary, not exceeding Rs. 10,000/- per month as may be sanctioned by the Board will be effective from 1st April each year.

Perquisites :

- a) Gas, Electricity, Water and Furnishings: The expenditure incurred by the company on Gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962.
- b) Medical Reimbursement: Expenses incurred for self and his family.
- c) Leave Travel Concession: Leave as per rules of the company. Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the company.
- d) Club Fees: Fees of clubs subject to a maximum of two clubs.
- e) Medical Insurance: Medical Insurance for self and his family. Provided that the following perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

#### Additional Benefits

- a) Car: Provision for use of Car for Company's business purposes and partly for personal or private purposes.
- b) Telephone: Provision of Mobile phone and telephone at residence will not be considered as a perquisite but the company shall bill personal long distance calls.
- c) Entertainment Expenses: Reimbursement of entertainment expenses actually and properly incurred for the business of the company subject to a reasonable ceiling as may be fixed from time to time.

In the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.

- (3) Recognition or awards

Mr. Ashok Kumar Jain is a man of rich experience in Soap and detergent industry.

- (4) Job profile and his suitability

Mr. Ashok Kumar Jain, being the Whole Time Director of the



# PEE CEE COSMA SOPE LIMITED

## NOTICE TO THE 30TH ANNUAL GENERAL MEETING

(5) Remuneration proposed

Company is entrusted with substantial powers in relation to normal business matters. He is having rich experience of over 45 years in FMCG sector. Monthly Salary: Rs. 1,50,000 only whether paid as Salary, allowance(s) etc. Annual increment in salary, not exceeding Rs. 10,000/- per month as may be sanctioned by the Board will be effective from 1st April each year.

**Perquisites:**

- a) Gas, Electricity, Water and Furnishings: The expenditure incurred by the company on Gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962.
- b) Medical Reimbursement: Expenses incurred for self and his family.
- c) Leave Travel Concession: Leave as per rules of the company. Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the company.
- d) Club Fees: Fees of clubs subject to a maximum of two clubs.
- e) Medical Insurance: Medical Insurance for self and his family.

**Additional Benefits**

- a) Car: Provision for use of Car for Company's business purposes and partly for personal or private purposes.
- b) Telephone: Provision of Mobile phone and telephone at residence will not be considered as a perquisite but the company shall bill personal long distance calls.
- c) Entertainment Expenses: Reimbursement of entertainment expenses actually and properly incurred for the business of the company subject to a reasonable ceiling as may be fixed from time to time.

In the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.

The exact figures are not readily available. However, the proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications and experience.

The appointee is the main promoter of the Company. Save as the managerial remuneration he does not have & other material pecuniary relationship with the Company.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position & person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

**III. OTHER INFORMATION**

(1) Reasons for loss or inadequate profits

The Company is in profit. However fixed remuneration is proposed to be paid as minimum remuneration in the event of loss/absence/

(2) Steps taken or proposed to be taken for improvement

(3) Expected increase in productivity and profits in measurable terms

inadequacy of profits due to unavoidable circumstances. The Company is taking cost cutting measures and exploring new avenues of business to improve profitability

The company is expected to have improved sales and profitability figures in the next financial years.

Aforesaid re-appointment of and payment of remuneration to Mr Ashok Kumar Jain as Whole Time Director of the Company designated as Executive Chairman of the Company is subject to the approval of the Members of the Company. Your approval is solicited to the resolution at item no. 5 of the notice.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company except Mr Pramod Kumar Jain, Mr Ashok Kumar Jain and Mr Mahendra Kumar Jain and there relative are concerned and interested, financially or otherwise, in this resolution.

**Regd. Office:**

G-10/8, Padam-Deep  
Sanjay Place,  
Agra-282002  
Uttar Pradesh

By order of the board  
**For Pee Cee Cosma  
Sope Ltd.**

**Ashok Kumar Jain  
DIN:00113133**

**Executive Chairman**

**Add: 120, Jaipur House  
Agra- 282 002, U.P.**

**Date:14.08.2017**

**Place:Agra**

**DISCLOSURE REGARDING APPOINTMENT & RE-APPOINTMENT OF DIRECTORS IN THE ENSUING AGM**

Brief particulars of Directors who are appointed/re-appointed in this AGM are as follows:

<b>Particulars</b>	<b>Ashok Kumar Jain</b>
<b>DIN</b>	00113133
<b>Father's Name</b>	Late Shri P.C. Jain
<b>Date of Birth</b>	04.07.1949
<b>Address</b>	120, Jaipur House Agra-282 002, Uttar Pradesh
<b>Designation</b>	Executive Chairman
<b>Education</b>	B.A.
<b>Experience</b>	More than 45 Years in FMCG sector
<b>Companies in which holds Directorship*</b>	Lucerne Constructions Pvt Ltd Padam Housing Developers Pvt Ltd Pee Cee Raj Developers Pvt Ltd Agra Land Developers Pvt Ltd Pee Cee Realty Builders Pvt Ltd Maya Indracon Pvt Ltd Jai Gopal Investment and Trading Co. Pvt
<b>Companies in which holds membership of committees*</b>	Nil
<b>Shareholding in the Company (No. &amp; %)</b>	1,21,794 & 4.60%

**\*excludes Directorships in Associations, Foreign and Section 25 companies.**



# PEE CEE COSMA SOPE LIMITED

## DIRECTORS' REPORT

**TO THE MEMBERS OF PEE CEE COSMA SOPE LTD.** The Directors hereby present their 30th Annual Report on the business and operations of the Company and the financial accounts for the year ended 31st March, 2017..

### Financial Highlights.

(Amount in Rs)

Particulars	Current Year 2017	Previous Year 2016
Revenue from operations	70,99,39,616	74,54,86,670
Other Income	5,83,686	7,01,829
Profit/(Loss) before Tax	2,33,98,281	3,16,70,705
Provision for Tax		
• Current Tax	84,79,100	1,13,50,000
• Tax adjustment related to earlier years	-	2,41,830
• Deferred Tax	(6,90,562)	(4,14,198)
Profit/(Loss) after Tax	1,56,09,743	20,493,073
Balance of profit/ (loss) brought forward from previous year	3,43,37,143	2,05,77,005
Dividend on Equity Shares (including tax on distributed profits)	66,15,625	47,63,250
Dividend on Preference Shares	-	-
Tax on Dividend	13,46,782	9,69,683
Transfer to General Reserve	10,00,000	10,00,000
Balance of profit/ (loss) carried forward to Balance Sheet	4,09,84,481	3,43,37,145

### Company Performance

During the year under review total income of the Company was Rs. 71,05,23,302 as against Rs. 74,61,88,499 in the previous year. The Company was able to earn a marginal profit for the year of Rs. 2,33,98,281 against a profit of Rs. 3,16,70,705. Your Directors are putting in their best efforts to improve the performance of the Company.

### Statement of Company's Affair

Our financial performance continues to be encouraging and we believe that we will continue registering sustained growth going forward. The company developed some new products in Laundry soap, detergent and bathing soap and we see huge potential to tap the market there by generating handsome margins and turnover for the coming year.

### Change in nature of Business of the Company

There has been no change in the nature of business of the Company.

### Material Changes, etc.

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company- 31st March, 2017 and the date of this Report.

### Dividend

The Board of Directors had declared a dividend of Rs.2.50/- per share (25%) on the Equity Shares of the Company, for the financial year ended March 31, 2017 amounting to Rs.66,15,625. The aforesaid amount of dividend is exclusive of Dividend Tax amounting to Rs. 13,46,782. The dividend on equity shares will be paid to members whose names appear in the Register of Members as on 23rd September, 2017; in respect of shares held in dematerialised form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners as on that date.

### Share Capital

The paid up Equity Share Capital as on 31st March, 2017 was 2.64 Crore. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

### Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013





## DIRECTORS' REPORT

The Company neither granted any loans, guarantees nor made any investments under Section 186 of the Act as at end of the Financial Year 2016-17.

### Disclosure on Deposit under Chapter V

The Company has neither accepted nor renewed any deposits during the Financial Year 2016-17 in terms of Chapter V of the Companies Act, 2013.

### Report on Subsidiaries, Associates and Joint Venture companies

The Company has no subsidiaries, associates and joint ventures companies.

### Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 the details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are attached as 'Annexure 1' which forms part of this report.

### Listing

At present, the equity shares of the Company are listed at BSE Ltd. The annual listing fees for the financial year 2017-18 to BSE Ltd has been paid.

### Corporate Governance

In the light of Regulation-15 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 which is effective from 1st December, 2015, certain clauses of the said regulation in connection with Corporate Governance were not applicable on the Company.

### Directors

Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Consequently, Mr Ashok Kumar Jain, Director will retire by rotation at the ensuing AGM, and being eligible, offer himself for re-appointment in accordance with the provisions of the Companies Act, 2013.

The term of appointment of Mr Ashok Kumar Jain as Whole Time Director will expire on 31st October, 2017. It was recommended by the Board of Directors to re-appoint him for a fresh tenure of 3 years w.e.f. 1st November, 2017.

A brief resume of the Directors proposed to be re-appointed, the nature of their expertise in specific functional areas, disclosure of relationships between Directors inter-se, names of companies in which they have held directorships, committee memberships/ chairmanships, their shareholding etc., are annexed to the notice of the ensuing AGM. The Directors recommend their re-appointment at the ensuing AGM. Pursuant to provisions of Section 134(3)(d) of the Companies Act, 2013, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Act, the Board hereby confirms that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in the said Section 149(6).

### Key Managerial Personnel

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows

Name	Designation
Mr. Pramod Kumar Jain	Managing Director
Mr. Ashok Kumar Jain	Whole Time Director
Mr. Mahendra Kumar Jain	Whole Time Director
Mr. Brij Mohan Verma	Chief Financial Officer
Ms. Nidhi Agarwal	Company Secretary

### Policy on Directors appointment and Policy on remuneration

Pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a Director and the policy on remuneration of Directors, KMP and other employees is attached as 'Annexure 2' respectively, which forms part of this report.

### Particulars of remuneration of Directors/ KMP/Employees

There are no employees who are in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Detail of top ten employees in respect of their remuneration required under Rule 5(2) is attached as 'Annexure 3'.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,



## DIRECTORS' REPORT

2014 is attached as 'Annexure 4' which forms part of this report.

### Number of Meetings of the Board

During the Financial Year 2016-17, 4 (four) number of Board meetings were held.

### Performance Evaluation of the Board, its Committees and Individual Directors

Pursuant to applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors.

A structured questionnaire has been prepared, covering various aspects of the functioning of the Board and its Committee, such as, adequacy of the constitution and composition of the Board and its Committees, matters addressed in the Board and Committee meetings, processes followed at the meeting, Board's focus, regulatory compliances and Corporate Governance, etc. Similarly, for evaluation of Individual Director's performance, the questionnaire covers various aspects like his/her profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc.

Board members had submitted their response on a scale of 5(excellent) 1 (poor) for evaluating the entire Board, respective Committees of which they are members and of their peer Board members, including Chairman of the Board.

The Independent Directors had met separately without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of non-Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of executive and Non-Executive Directors.

The Nomination and Remuneration Committee has also carried out evaluation of every Director's performance. The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective

term expires. The Directors expressed their satisfaction with the evaluation process.

### Composition of Audit Committee

As on 31st March, 2017, the Audit Committee of the Company comprises the following directors:

1. Mr. Nemi Chandra Jain - Chairman  
(Independent Director)
2. Mr. Amar Singh Rajput Member  
(Independent Director)
3. Mr. Pramod Kumar Jain - Member  
(Executive and Promoter Director)

Further, all recommendations of Audit Committee were accepted by the Board of Directors.

### Statutory Auditors and their Report

In terms of the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Doogar & Associates, Chartered Accountants, (Firm Registration No.000561N), the Auditors of your Company shall hold office till the conclusion of the ensuing AGM and they shall not be eligible for re-appointment due to expiry of the maximum permissible tenure as the Auditors of your Company. Your Board places on record its deep appreciation for the valuable contributions of the Auditors during their long association since the inception of your Company and wishes them success in the future.

The Audit Committee and the Board of Directors recommend the appointment of M/s B S D & Co., Chartered Accountants, New Delhi (Firm Registration No.00312S), as statutory auditors of the Company from the conclusion of the 30th AGM till the conclusion of 35th AGM, to the shareholders.

Accordingly, as per the said requirements of the Act, M/s B S D & Co., Chartered Accountants, New Delhi (Firm Registration No.00312S) are proposed to be appointed as auditors for a period of 5 years commencing from the conclusion of 30th AGM till the conclusion of the 35th AGM, subject to ratification by shareholders every year, as may be applicable, in place of M/s Doogar & Associates, Chartered Accountants, (Firm Registration No.000561N).

M/s B S D & Co., Chartered Accountants, New Delhi (Firm Registration No.00312S), have consented to the said appointment, and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section



141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. Further, the notes to accounts referred to in the Auditor's Report are self-explanatory.

### **Secretarial Auditors**

Your Board, during the year, appointed M/s R & D Company Secretaries, to conduct Secretarial Audit of the Company for the financial year ended 31st March, 2017. The Report of M/s R & D Company Secretaries in terms of Section 204 of the Act is provided in the "Annexure 5" forming part of this Report.

### **Directors' Responsibility Statement**

Pursuant to the provisions under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, the Directors confirm:

- a) That in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed alongwith proper explanation relating to material departures;
- b) That they had 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 the end of the financial year and of the profit and loss of the Company for that period;
- c) That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That they had prepared the annual accounts on a going concern basis;
- e) That they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) That they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Corporate Social Responsibility (CSR)**

The Company does not come under the preview of Section 135 of the Companies Act, 2013 in relation to Corporate Social Responsibility.

### **Internal Financial Controls System**

According to Section 134(5)(e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has a well-placed, proper and adequate IFC system which ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. The Company's IFC system also comprises due compliances with Company's policies and Standard Operating Procedures (SOP's) and audit and compliance by in-house Internal Audit Division, supplemented by internal audit checks from M/s Jay Pee & Associates, Chartered Accountants, the Internal Auditors and various transaction auditors. The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms. Independence of the audit and compliance is ensured by direct reporting of Internal Audit Division and Internal Auditors to the Audit Committee of the Board. During the year the Internal auditors have also been engaged for providing assistance in improvising IFC framework (including preparation of Risk & Control Matrices for various processes) and deployment of Self Assessment Tool.

Details of internal financial control and its adequacy in compliance with the provisions of Rule 8 (5)(viii) of Companies (Accounts) Rules, 2014 are included in the Management Discussion and Analysis Report, which forms part of this Report.

### **Risk Management Policy**

The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. It establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

The Internal Audit Department facilitates the execution of Risk Management Practices in the Company, in the areas of risk identification, assessment, monitoring, mitigation and reporting. Through this programme, each Function and Unit addresses opportunities and risks through a comprehensive approach aligned to the Company's



objectives. The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status.

Sustainability is embedded in the Corporate Enterprise Risk Management programme, which gives an opportunity to increase the effectiveness of risk management practices and for improving business efficiency. The Company's social and environmental policies correlate strongly with the risk management strategy and ultimately the financial performance.

This risk management process, which is facilitated by internal audit, covers risk identification, assessment, analysis and mitigation. Incorporating sustainability in the process also helps to align potential exposures with the risk appetite and highlights risks associated with chosen strategies. The current risk slate and the comprehensive risk policy have been further redefined during the year. The major risks forming part of the Enterprise Risk Management process are linked to the audit universe and are covered as part of the annual risk based audit plan.

### **Vigil Mechanism Policy**

The Company has adopted a Vigil Mechanism Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

### **Prevention of Sexual Harassment**

During the year under review, the Company has not received any complaint under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

### **Extract of Annual Return**

Extract of Annual Return of the Company is annexed herewith as 'Annexure 6' to this Report.

### **Contracts or arrangements with Related Parties under Section 188(1) of the Companies Act, 2013**

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were in the ordinary course of business and on arm's length

basis. During the year, the Company had not entered into any contract or arrangement with related parties which could be considered 'material' according to the policy of the Company on Materiality of Related Party Transactions. The detail of particulars of contracts or arrangements with related parties referred to in Section 188(1) is given in Form AOC-2 annexed with this report marked as '**Annexure 7**'.

With reference to Clause 53(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your attention is drawn to the Related Party disclosures set out in Note no. 32 of the Financial Statements.

### **Acknowledgements**

Your Directors place on record their gratitude to the Central Government, State Governments and Company's Bankers for the assistance, co-operation and encouragement they extended to the Company. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of investors, vendors, dealers, business associates and employees in ensuring an excellent all around operational performance.

### **Regd. Office:**

G-10/8, Padam-Deep  
Sanjay Place,  
Agra-282002  
Uttar Pradesh

By order of the board  
**For Pee Cee Cosma  
Sope Ltd.**

**Ashok Kumar Jain**  
**DIN:00113133**  
**Executive Chairman**

**Add: 120, Jaipur House**  
**Agra- 282 002, U.P.**

**Date:14.08.2017**

**Place:Agra**

### **Enclo:**

1. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo-**Annexure-1**
2. Company's Policy on Directors' appointment and remuneration-**Annexure-2**
3. Statement of particulars of employees required under Rule 5-**Annexure-3**
4. Statement of particulars of employees pursuant to the provisions of Section 197(12) of the Companies Act, 2013-**Annexure-4**
5. Secretarial Audit Report-**Annexure-5**
6. Extract of Annual Return in MGT-9-**Annexure-6**
7. Form AOC-2-**Annexure-7**



#### Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Conservation of Energy		
(i)	Steps taken or impact on conservation of energy	No steps taken during the year. Though Company is trying to find out various alternatives in relation to conservation of energy
(ii)	Steps taken by the Company for utilizing alternate sources of energy	No steps taken during the year. Though Company is trying to find out various alternatives in relation to conservation of energy
(iii)	Capital investment on Energy Conservation equipment	During the year 2016-17 there was no Capital Investment in the Company on Energy Conservation equipment
Technology Absorption		
(i)	The efforts made towards technology absorption	Nil
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	Nil
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	Nil
a)	the details of technology imported;	Nil
b)	the year of import;	Nil
c)	whether the technology been fully absorbed;	Nil
d)	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Nil
(iv)	the expenditure incurred on Research and Development.	Nil
Foreign Exchange Earnings & Outgo		
	The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.	Nil

### Annexure-2

**Company's Policy on Directors' appointment and remuneration** Our policy on the appointment and remuneration of directors and key managerial personnel provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of the Company. The nomination and remuneration policy is provided herewith pursuant to Section 178(4) of the Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy is also available on our website [www.doctorsoap.com](http://www.doctorsoap.com).

**NOMINATION AND REMUNERATION POLICY :** This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement,

as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

**Definitions :** "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

**"Key Managerial Personnel"** means:

- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- (ii) Chief Financial Officer;
- (iii) Company Secretary; and



(iv) Such other officer as may be prescribed. "Senior Managerial Personnel" mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

**Objective:** The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

**Role of the Committee:** The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

### **APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIORMANAGEMENT**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience

of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.

- b) A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

### **TERM / TENURE**

- a) **Managing Director/Whole-time Director:** The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole Time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) **Independent Director:** An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

**EVALUATION :** The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

**REMOVAL :** The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act,



## DIRECTORS' REPORT

2013, rules and regulations and the policy of the Company.

**RETIREMENT :** The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### **POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL**

- 1) Remuneration to Managing Director / Whole-time Directors:
    - a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
    - b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.
  - 2) Remuneration to Non- Executive / Independent Directors:
    - a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
    - b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
    - c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
  - d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
    - i. The Services are rendered by such Director in his capacity as the professional; and
    - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
  - e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).
- 3) Remuneration to Key Managerial Personnel and Senior Management:**
- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
  - b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
  - c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
  - d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

### **IMPLEMENTATION**

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.



# PEE CEE COSMA SOPE LIMITED

## DIRECTORS' REPORT

### Annexure-3

Statement of particulars of employees pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended 31st March, 2017.

#### A. List of Top Ten Employees of the Company

Sr. Name	Designation	Remuneration (in Rs.)	Nature of employment	Qualifications	Experience (in years)	Date of Appointment	Age (in years)	Particulars of last employment	Percentage of equity shares in the company	Relationship with Director/ Manager & name of such person
1. Ashok Kumar Jain	Whole Time Director	19,81,530	Permanent	B.A.	40	10/11/1986	68	N.A.	4.60%	Brother
2. Pramod Kumar Jain	Managing Director	21,19,816	Permanent	B.Tech., PHD	36	10/11/1986	65	N.A.	5.25%	Brother
3. Mahendra Kumar Jain	Whole Time Director	20,34,668	Permanent	B.A.	45	10/11/1986	74	N.A.	3.16%	Brother
4. G.K. Bhuwania	Vice President(MKT)	7,80,000	Permanent	B.Sc. LLB	30	01/04/1988	61	N.A.	NIL	Brother in Low
5. Brij Mohan Verma	(CFO)	9,23,972	Permanent	CA (Inter)	24	01/10/2013	52	N.A.	NIL	NIL
6. Sheo Murari Trivedi	GM	7,38,889	Permanent	B.Sc.	25	15/01/2016	54	N.A.	NIL	NIL
7. D.N. Chaturvedi	Business Dev Manager	5,04,000	Permanent	B.Com.	26	01/07/1991	55	N.A.	NIL	NIL
8. Avinash Chand Garg	Accounts Executive	4,68,000	Permanent	B.Com. LLB	28	16/09/1989	53	N.A.	NIL	NIL
9. P.S. Dandotiya	Production Manager	4,29,600	Permanent	M.Sc.	40	01/01/2006	68	N.A.	NIL	NIL
10. R.D. Singh Tomar	Accounts Executive	3,24,000	Permanent	B.Com. LLB	18	01/09/2009	39	N.A.	NIL	NIL

### Annexure-3

#### B. List of employees of the Company who have in receipt of remuneration prescribed in Rule 5(2)(i), 5(2)(ii) & 5(2)(iii)

Sr. Name	Designation	Remuneration (in Rs.)	Nature of employment	Qualifications	Experience (in years)	Date of Appointment	Age (in years)	Particulars of last employment	Percentage of equity shares in the company	Relationship with Director/ Manager & name of such person
NIL										





# PEE CEE COSMA SOPE LIMITED

## DIRECTORS' REPORT

### Annexure-4

Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Rule	Particulars	Name	Remuneration	Ratio
5(i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	Pramod Kumar Jain	21,19,816	27.97 : 1
		Mahendra Kumar Jain	20,34,668	26.84 : 1
		Ashok Kumar Jain	19,81,530	26.14 : 1
5(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	<b>Name</b>	<b>Ratio</b>	
		Pramod Kumar Jain	12.21%	
		Mahendra Kumar Jain	6.04%	
		Ashok Kumar Jain	6.63%	
		Brij Mohan Verma	1.20%	
5(iii)	The percentage increase in the median remuneration of employees in the financial year.	Nidhi Agarwal	9.47%	
5(iv)	The number of permanent employees on the rolls of the company.	343		
5(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The average % increase was 10% for all employees and Managerial Personnel during the year. The increase is on the basis of performance of the Company and regular increment on yearly basis as per the Company's policy. Accordingly, no further justification required.		
5(xii)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.	Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior Management is as per the Remuneration Policy of the Company.		

**Note:** Rule 5 (1)(v), (vi), (vii), (ix), (x) and (xi) was omitted w.e.f.30th June, 2016 vide as Notified by Ministry of Corporate Affairs vide Notification GSR.646(E)



# PEE CEE COSMA SOPE LIMITED

## SECRETARIAL AUDIT REPORT, FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

### Annexure-5

To  
The Members  
**Pee Cee Cosma Sope Ltd**  
G-10/8 Padam Deep, Sanjay Place  
Agra- 282 002, Uttar Pradesh

In terms of the provisions of section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014, and other applicable provisions, if any, we have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Pee Cee Cosma Sope Limited, a Company incorporated under the provisions of the Companies Act, 1956, vide CIN L 24241 UP 1986 PLC 008344 and having its registered office at G- 10/8 Padam Deep, Sanjay Place, Agra-282 002, Uttar Pradesh (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not applicable as the Company has not issued/ proposed to issue any Employee Stock Option Scheme and Employee Stock Purchase Scheme during the financial year under review.
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable as the Company has not issued any debt securities during the financial year under review.
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (De-listing of Equity Shares) Regulations, 2009; Not applicable as the Company has not delisted/ proposed to delist its equity shares from any stock exchange during the financial year under review.
  - h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998; Not applicable as the Company has not bought back/ propose to buy back any of its securities during the financial year under review.
- vi. The Company has identified the following laws as specifically applicable to the Company.
  - a. Legal Metrology Act, 2009 and the rules made thereunder
  - b. Environment [Protection] Act, 1986
  - c. Hazardous Wastes [Management and Handling] Rules, 1989

We have also examined compliance with the applicable clauses of the following:



# PEE CEE COSMA SOPE LIMITED

## SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India notified by Central Government;
- ii. The Listing Agreements entered into by the Company with BSE Limited read with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

### We further report that

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

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever applicable.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period, the Company has not entered into/carried out the following specific events/actions which may have a major bearing on the Company's affairs.

**For R&D  
Company Secretaries  
Debabrata Deb Nath  
Partner**

**Place: Delhi**

**Date: 14.08.2017**

**FCS No.:7775; CP No.: 8612**

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

**'Annexure A'**

To

The Members

**Pee Cee Cosma Sope Limited**

G-10/8 Padam Deep, Sanjay Place

Agra- 282 002, Uttar Pradesh

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For R&D  
Company Secretaries  
Debabrata Deb Nath  
Partner**

**Place: Delhi**

**Date: 14.08.2017**

**FCS No.:7775; CP No.: 8612**



# PEE CEE COSMA SOPE LIMITED

**FORM NO. MGT-9**

**EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31.03.2017**

**Annexure-6**

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

**I. REGISTRATION AND OTHER DETAILS:**

1	CIN	L24241UP1986PLC008344
2	Registration Date	10.11.1986
3	Name of the Company	Pee Cee Cosma Sope Ltd
4	Category/Sub-category of the Company	Company Limited by Shares/ Indian Non-Government Company
5	Address of the Registered office & contact details	G-10/8, Padam-Deep, Sanjay Place, Agra-282 002, Uttar Pradesh
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	"M/s. Skyline Financial Services Pvt. Ltd. D-153 A, 1st Floor, Okhla Indl. Area, Phase-I New Delhi - 110020, India, email:info@skylinerta.com, praveen@skylinerta.com"

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Manufacture of soap and detergents, cleaning and polishing preparations, perfumes and toilet preparations	2424	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	%AGE OF SHARES HELD	APPLICABLE SECTION
<b>NIL</b>					



# PEE CEE COSMA SOPE LIMITED

## FORM NO. MGT-9

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i) Category-wise Share Holding

Category of Share holders	No. of Shares held at the beginning of the year [As on 31 March, 2016]				No. of Shares held at the end of the year [As on 31 March, 2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% Total Shares	
<b>A. Promoter's*</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	18,04,224	-	18,04,224	68.18%	18,04,224	-	18,04,224	68.18%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	1,72,515	-	1,72,515	6.52%	1,72,515	-	1,72,515	6.52%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
(f) Partnership Firms	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	<b>19,76,739</b>	<b>-</b>	<b>19,76,739</b>	<b>74.70%</b>	<b>19,76,739</b>	<b>-</b>	<b>19,76,739</b>	<b>74.70%</b>	<b>0.00%</b>
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>0.00%</b>
<b>TOTAL (A)</b>	<b>19,76,739</b>	<b>-</b>	<b>19,76,739</b>	<b>74.70%</b>	<b>19,76,739</b>	<b>-</b>	<b>19,76,739</b>	<b>74.70%</b>	<b>0.00%</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	100	100	0.00%	-	100	100	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%



# PEE CEE COSMA SOPE LIMITED

## FORM NO. MGT-9

Category of Share holders	No. of Shares held at the beginning of the year [As on 31 March, 2016]				No. of Shares held at the end of the year [As on 31 March, 2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% Total Shares	
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>100</b>	<b>100</b>	<b>0.00%</b>	<b>-</b>	<b>100</b>	<b>100</b>	<b>0.00%</b>	<b>0.00%</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	78,085	4,300	82,385	3.11%	85,354	4,300	89,654	3.39%	8.82%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals	-	-	-		-	-	-		
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2,58,504	2,35,975	4,94,479	18.69%	2,73,571	2,33,375	5,06,946	19.16%	2.52%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	76,186	-	76,186	2.88%	53,288	-	53,288	2.01%	-30.06%
Hindu Undivided Family	13,661	-	13,661	0.52%	18,557	-	18,557	0.70%	35.84%
Non Resident Indians	300	-	300	0.01%	426	-	426	0.02%	42.00%
Overseas Corporate Bodies	-	-	-	0.00%			-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%			-	0.00%	0.00%
Clearing Members	2,400	-	2,400	0.09%	540	-	540	0.02%	-77.50%
Trusts	-	-	-	0.00%			-	0.00%	0.00%
Foreign Bodies - DR	0	-	-	0.00%			-	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	<b>4,29,136</b>	<b>2,40,275</b>	<b>6,69,411</b>	<b>25.30%</b>	<b>4,31,736</b>	<b>2,37,675</b>	<b>6,69,411</b>	<b>25.30%</b>	<b>0.00%</b>
<b>Total Public (B)</b>	<b>4,29,136</b>	<b>2,40,375</b>	<b>6,69,511</b>	<b>25.30%</b>	<b>4,31,736</b>	<b>2,37,775</b>	<b>6,69,511</b>	<b>25.30%</b>	<b>0.00%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>0.00%</b>
<b>Grand Total (A+B+C)</b>	<b>24,05,875</b>	<b>2,40,375</b>	<b>26,46,250</b>	<b>100.00%</b>	<b>24,08,475</b>	<b>2,37,775</b>	<b>26,46,250</b>	<b>100.00%</b>	<b>0.00%</b>



# PEE CEE COSMA SOPE LIMITED

## FORM NO. MGT-9

### ii) Shareholding of Promoter\*

SN	Shareholder's Name	Share holding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered of total Shares	
1.	Vipin Garg	1,000	0.04%	-	1,000	0.04%	-	0.00%
2.	Mudita Mittal	1,000	0.04%	-	1,000	0.04%	-	0.00%
3.	Meeta Agarwala	1,000	0.04%	-	1,000	0.04%	-	0.00%
4.	Veena Agarwal	1,000	0.04%	-	1,000	0.04%	-	0.00%
5.	Manish Agarwal	1,000	0.04%	-	1,000	0.04%	-	0.00%
6.	Shalini Mittal	2,000	0.08%	-	2,000	0.08%	-	0.00%
7.	Mayank Jain (HUF)	6,500	0.25%	-	6,500	0.25%	-	0.00%
8.	Richa Agarwal	8,900	0.34%	-	8,900	0.34%	-	0.00%
9.	PC Sons (HUF)	90,200	3.41%	-	90,200	3.41%	-	0.00%
10.	Shikha Jain	31,062	1.17%	-	31,062	1.17%	-	0.00%
11.	Stuti Jain	38,604	1.46%	-	38,604	1.46%	-	0.00%
12.	Pranit Jain	53,625	2.03%	-	53,625	2.03%	-	0.00%
13.	Divya Jain	64,556	2.44%	-	64,556	2.44%	-	0.00%
14.	Mayank Jain	65,500	2.48%	-	65,500	2.48%	-	0.00%
15.	Ashok Kumar Jain (HUF)	78,150	2.95%	-	78,150	2.95%	-	0.00%
16.	Anuj Jain	81,391	3.08%	-	81,391	3.08%	-	0.00%
17.	Ankur Jain	83,384	3.15%	-	83,384	3.15%	-	0.00%
18.	Mahendra Kumar Jain	83,584	3.16%	-	83,584	3.16%	-	0.00%
19.	Lajja Jain	1,04,719	3.96%	-	1,04,719	3.96%	-	0.00%
20.	Asha Lata Jain	1,11,250	4.20%	-	1,11,250	4.20%	-	0.00%
21.	Maya Jain	1,17,110	4.43%	-	1,17,110	4.43%	-	0.00%
22.	Pramod Kumar Jain (HUF)	1,18,260	4.47%	-	1,18,260	4.47%	-	0.00%
23.	Ashok Kumar Jain	1,21,794	4.60%	-	1,21,794	4.60%	-	0.00%
24.	Pramod Kumar Jain	1,38,821	5.25%	-	1,38,821	5.25%	-	0.00%
25.	Mahendra Kumar Jain (HUF)	1,49,900	5.66%	-	1,49,900	5.66%	-	0.00%
26.	Ankit Jain	2,49,914	9.44%	-	2,49,914	9.44%	-	0.00%
27.	Maya Infracon Pvt Ltd	57,505	2.17%	-	57,505	2.17%	-	0.00%
28.	M2 Reality Pvt Ltd	57,505	2.17%	-	57,505	2.17%	-	0.00%
29.	Shree Riddhi Siddhi Realtech Pvt Ltd	57,505	2.17%	-	57,505	2.17%	-	0.00%



# PEE CEE COSMA SOPE LIMITED

## FORM NO. MGT-9

### iii) Change in Promoters\*- Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the	No. of shares	% of total shares
<b>There is no Change in the Promoters' Shareholding</b>							

\*Promoters include promoter group as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009

### iv) Shareholding pattern of Top ten Shareholders (as on 31.03.2017) (Other than Directors, Promoters\* and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1.	RAVIRAJ DEVELOPERS PVT LTD						
	At the beginning of the year	01.04.2016		39,639	1.50%	39,639	1.50%
	Changes during the year	22.04.2016	Transfer	(3,500)	-0.13%	36,139	1.37%
		27.05.2016	Transfer	2	0.00%	36,141	1.37%
		17.06.2016	Transfer	14024	0.53%	50,165	1.90%
		30.06.2016	Transfer	3155	0.12%	53,320	2.01%
		02.09.2016	Transfer	201	0.01%	53,521	2.02%
		09.09.2016	Transfer	-1365	-0.05%	52,156	1.97%
		16.09.2016	Transfer	-2485	-0.09%	49,671	1.88%
		23.09.2016	Transfer	-143	-0.01%	49,528	1.87%
		30.09.2016	Transfer	-3850	-0.15%	45,678	1.73%
		07.10.2016	Transfer	-12727	-0.48%	32,951	1.25%
		14.10.2016	Transfer	-361	-0.01%	32,590	1.23%
		21.10.2016	Transfer	-55	0.00%	32,535	1.23%
		28.10.2016	Transfer	-2255	-0.09%	30,280	1.14%
	<b>At the end of the year</b>	<b>31.03.2017</b>		<b>30,280</b>	<b>1.14%</b>	<b>30,280</b>	<b>1.14%</b>
2.	PRIYANK GUPTA						
	At the beginning of the year	01.04.2016		20,000	0.76%	20,000	0.76%
	Changes during the year	31.12.2016	Transfer	170	0.01%	20,170	0.76%
	At the end of the year	31.03.2017		20,170	0.76%	20,170	0.76%
3.	RITU GUPTA						
	At the beginning of the year	01.04.2016		19,768	0.75%	19,768	0.75%
	Changes during the year	25.11.2016	Transfer	(19,768)	-0.75%	-	0.00%
	Changes during the year	02.12.2016	Transfer	19,768	0.75%	19,768	0.75%
	At the end of the year	31.03.2017		19,768	0.75%	19,768	0.75%
4.	ACE TRANSFORMERS PVT LTD						
	At the beginning of the year	01.04.2016		15,321	0.58%	15,321	0.58%
	Changes during the year	28.10.2016	Transfer	200	0.01%	15,521	0.59%
	Changes during the year	25.11.2016	Transfer	100	0.00%	15,621	0.59%
	At the end of the year	31.03.2017		15,621	0.59%	15,621	0.59%
5.	SANGEETHA S						
	At the beginning of the year	01.04.2016		13,350	0.50%	13,350	0.50%
	Changes during the year			-	0.00%	13,350	0.50%
	At the end of the year	31.03.2017		13,350	0.50%	13,350	0.50%
6.	SHAREKHAN LIMITED						
	At the beginning of the year	01.04.2016		1,227	0.05%	1,227	0.05%
	Changes during the year	29.04.2016	Transfer	(123)	0.00%	1,104	0.04%
	Changes during the year	20.05.2016	Transfer	1	0.00%	1,105	0.04%
	Changes during the year	03.06.2016	Transfer	50	0.00%	1,155	0.04%
	Changes during the year	30.06.2016	Transfer	64	0.00%	1,219	0.05%
	Changes during the year	01.07.2016	Transfer	(15)	0.00%	1,204	0.05%
	Changes during the year	15.07.2016	Transfer	(49)	0.00%	1,155	0.04%
	Changes during the year	22.07.2016	Transfer	2,033	0.08%	3,188	0.12%





# PEE CEE COSMA SOPE LIMITED

## FORM NO. MGT-9

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	Changes during the year	29.07.2016	Transfer	506	0.02%	3,694	0.14%
	Changes during the year	19.08.2016	Transfer	1,221	0.05%	4,915	0.19%
	Changes during the year	26.08.2016	Transfer	(814)	-0.03%	4,101	0.15%
	Changes during the year	02.09.2016	Transfer	1,760	0.07%	5,861	0.22%
	Changes during the year	09.09.2016	Transfer	2,148	0.08%	8,009	0.30%
	Changes during the year	16.09.2016	Transfer	2,433	0.09%	10,442	0.39%
	Changes during the year	19.09.2016	Transfer	114	0.00%	10,556	0.40%
	Changes during the year	23.09.2016	Transfer	711	0.03%	11,267	0.43%
	Changes during the year	30.09.2016	Transfer	1,509	0.06%	12,776	0.48%
	Changes during the year	07.10.2016	Transfer	1,600	0.06%	14,376	0.54%
	Changes during the year	14.10.2016	Transfer	(286)	-0.01%	14,090	0.53%
	Changes during the year	21.10.2016	Transfer	3,550	0.13%	17,640	0.67%
	Changes during the year	28.10.2016	Transfer	(1,515)	-0.06%	16,125	0.61%
	Changes during the year	04.11.2016	Transfer	(695)	-0.03%	15,430	0.58%
	Changes during the year	11.11.2016	Transfer	944	0.04%	16,374	0.62%
	Changes during the year	18.11.2016	Transfer	(550)	-0.02%	15,824	0.60%
	Changes during the year	02.12.2016	Transfer	99	0.00%	15,923	0.60%
	Changes during the year	09.12.2016	Transfer	6	0.00%	15,929	0.60%
	Changes during the year	06.01.2017	Transfer	(5)	0.00%	15,924	0.60%
	Changes during the year	03.02.2017	Transfer	63	0.00%	15,987	0.60%
	Changes during the year	03.03.2017	Transfer	(100)	0.00%	15,887	0.60%
	At the end of the year	31.03.2017		15,887	0.60%	15,887	0.60%
7.	SJM INVESTMENTS (DELHI)						
	At the beginning of the year	01.04.2016		3,725	0.14%	3,725	0.14%
	Changes during the year	08.04.2016	Transfer	2,324	0.09%	6,049	0.23%
	Changes during the year	15.04.2016	Transfer	12,484	0.47%	18,533	0.70%
	Changes during the year	22.04.2016	Transfer	4,330	0.16%	22,863	0.86%
	Changes during the year	29.04.2016	Transfer	(15)	0.00%	22,848	0.86%
	Changes during the year	06.05.2016	Transfer	505	0.02%	23,353	0.88%
	Changes during the year	20.05.2016	Transfer	161	0.01%	23,514	0.89%
	Changes during the year	17.06.2016	Transfer	301	0.01%	23,815	0.90%
	Changes during the year	24.06.2016	Transfer	(2,200)	-0.08%	21,615	0.82%
	Changes during the year	30.06.2016	Transfer	1	0.00%	21,616	0.82%
	Changes during the year	01.07.2016	Transfer	15	0.00%	21,631	0.82%
	Changes during the year	08.07.2016	Transfer	(1,500)	-0.06%	20,131	0.76%
	Changes during the year	15.07.2016	Transfer	(2,905)	-0.11%	17,226	0.65%
	Changes during the year	26.08.2016	Transfer	(2,500)	-0.09%	14,726	0.56%
	Changes during the year	07.10.2016	Transfer	(1,976)	-0.07%	12,750	0.48%
	Changes during the year	21.10.2016	Transfer	(3,950)	-0.15%	8,800	0.33%
	Changes during the year	16.12.2016	Transfer	200	0.01%	9,000	0.34%
	Changes during the year	31.03.2017	Transfer	300	0.01%	9,300	0.35%
	At the end of the year	31.03.2017		9,300	0.35%	9,300	0.35%
8.	ANITA UTTAMCHAND JAIN						
	At the beginning of the year	01.04.2016		8,536	0.32%	8,536	0.32%
	Changes during the year	-		-	0.00%	8,536	0.32%
	At the end of the year	31.03.2017		8,536	0.32%	8,536	0.32%
9.	ARVIND UTTAMCHAND JAIN						
	At the beginning of the year	01.04.2016		6,697	0.25%	6,697	0.25%
	Changes during the year	-		-	0.00%	6,697	0.25%
	At the end of the year	31.03.2017		6,697	0.25%	6,697	0.25%
10.	JAI MATHUR						
	At the beginning of the year	01.04.2016		5,394	0.20%	5,394	0.20%
	Changes during the year	13.05.2016	Transfer	(5,394)	-0.20%	-	0.00%
	Changes during the year	20.05.2016	Transfer	5,394	0.20%	5,394	0.20%
	At the end of the year	31.03.2016		5,394	0.20%	5,394	0.20%



# PEE CEE COSMA SOPE LIMITED

## FORM NO. MGT-9

### (v) Shareholding of Directors and Key Managerial Personnel

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
<b>A. Executive Directors :</b>							
1.	Ashok Kumar Jain						
	At the beginning of the year	01.04.2016		1,21,794	4.60%	1,21,794	4.60%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2017		1,21,794	4.60%	1,21,794	4.60%
2.	Mahendra Kumar Jain						
	At the beginning of the year	01.04.2016		83,584	3.16%	83,584	3.16%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2017		83,584	3.16%	83,584	3.16%
3.	Pramod Kumar Jain						
	At the beginning of the year	01.04.2016		1,38,821	5.25%	1,38,821	5.25%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2017		1,38,821	5.25%	1,38,821	5.25%
<b>B. Non-Executive Directors :</b>							
4.	Nemi Chandra Jain						
	At the beginning of the year	01.04.2016		-	0.00%	-	0.00%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2017		-	0.00%	-	0.00%
5.	Amar Singh Rajput						
	At the beginning of the year	01.04.2016		-	0.00%	-	0.00%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2017		-	0.00%	-	0.00%
6.	Anil Gupta						
	At the beginning of the year	01.04.2016		305	0.01%	305	0.01%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2017		305	0.01%	305	0.01%
7.	Babita Agarwal						
	At the beginning of the year	01.04.2016		0	0.00%	0	0.00%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2017		0	0.00%	0	0.00%
<b>C. Key Managerial Personnel other than MD/WTD</b>							
8.	Brij Mohan Verma						
	At the beginning of the year	01.04.2016		0.00	0.00%	0.00	0.00%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2017		0.00	0.00%	0.00	0.00%
9.	Nidhi Agarwal						
	At the beginning of the year	01.04.2016		0.00	0.00%	0.00	0.00%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2017		0.00	0.00%	0.00	0.00%



# PEE CEE COSMA SOPE LIMITED

## FORM NO. MGT-9

### V) INDEBTEDNESS -

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Particulars	Secured Loan excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	<b>Indebtedness at the beginning of the financial year</b>				
i)	Principal Amount	6,04,83,147	-	-	6,04,83,147
ii)	Interest due but not paid	90,302	-	-	90,302
iii)	Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	<b>6,05,73,449</b>	<b>-</b>	<b>-</b>	<b>6,05,73,449</b>
	<b>Change in Indebtedness during the financial year</b>				
	* Addition	17,63,474	-	-	17,63,474
	* Reduction	2,25,02,973	-	-	2,25,02,973
	<b>Net Change</b>	<b>(2,07,39,499)</b>	<b>-</b>	<b>-</b>	<b>(2,07,39,499)</b>
	<b>Indebtedness at the end of the financial year</b>				
i)	Principal Amount	3,98,33,950	-	-	3,98,33,950
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	<b>3,98,33,950</b>	<b>-</b>	<b>-</b>	<b>3,98,33,950</b>

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (Rs./Lac)
		Pramod Kumar Jain	Ashok Kumar Jain	Mahendra Kumar Jain	
	Designation	MD	WTD	WTD	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16,80,000	16,80,000	16,80,000	50,40,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	4,39,816	3,01,530	3,54,638	10,95,984
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2.	Stock Option-	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total (A)</b>	<b>21,19,816</b>	<b>19,81,530</b>	<b>20,34,638</b>	<b>61,35,984</b>
	<b>Ceiling as per the Act</b>				<b>Rs 42,00,000</b>



# PEE CEE COSMA SOPE LIMITED

## FORM NO. MGT-9

### B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount (Rs./Lac)
		Nemi Chandra Jain	Amar Singh Rajput	Anil Gupta	Babita Agarwal	
	Independent Directors					
	Fee for attending board committee meetings	26,500	19,050	20,000	20,000	85,550
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total</b>	<b>26,500</b>	<b>19,050</b>	<b>20,000</b>	<b>20,000</b>	<b>85,550</b>

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

SN	Particulars of Remuneration	Key Managerial Personnel		Total Amount (Rs./Lac)
		Brij Mohan Verma	Nidhi Agarwal	
	Name	CFO	CS	
	Designation			
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9,23,972	1,98,354	11,43,926
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5.	Others, please specify	-	-	-
	<b>Total</b>	<b>9,23,972</b>	<b>1,98,354</b>	<b>11,43,926</b>

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

During the year 2016-17, there were no penalties/punishment/ compounding of offences under the Companies Act, 2013



# PEE CEE COSMA SOPE LIMITED

## SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

Form No. AOC-2

Annexure-7

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

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

### 1. Details of contracts or arrangements or transactions not at arm's length basis:

SI. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	NA
(b)	Nature of contracts/arrangements/transactions	NA
(c)	Duration of the contracts / arrangements/transactions	NA
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	NA
(e)	Justification for entering into such contracts or arrangements or transactions	NA
(f)	Date(s) of approval by the Board	NA
(g)	Amount paid as advances, if any	NA
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NA

### 2. Details of material contracts or arrangement or transactions at arm's length basis:

SI. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	Suraj Bhan Agencies Ltd Directors along with their relatives are holding more than 2% of total share capital
(b)	Nature of contracts/ arrangements/ transactions	Transfer or receipt of goods, products, materials for an estimated amount upto Rs.30 Crore in each financial year and / or availing and providing of services, utilities and property on lease, for an estimated amount of up to Rs.1 Crore every financial year on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Suraj Bhan Agencies Ltd on arm's length basis.
(c)	Duration of the contracts / arrangements/transactions	NA
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Transfer or receipt of goods, products, materials for an estimated amount upto Rs.30 Crore in each financial year and / or availing and providing of services, utilities and property on lease, for an estimated amount of up to Rs.1 Crore every financial year on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Suraj Bhan Agencies Ltd on arm's length basis.
(f)	Date(s) of approval by the Board	Shareholder approval dated 28th September, 2015
(g)	Amount paid as advances, if any	NA

**Regd. Office:**  
G-10/8, Padam-Deep  
Sanjay Place,  
Agra-282002 Uttar Pradesh

**Date:14.08.2017**  
**Place:Agra**

By order of the board  
**For Pee Cee Cosma Sope Ltd.**  
**Ashok Kumar Jain**  
**DIN:00113133**  
**Executive Chairman**  
**Add: 120, Jaipur House**  
**Agra- 282 002, U.P.**



# PEE CEE COSMA SOPE LIMITED

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

**Cautionary Statement :** This Management Discussion and Analysis statements of Annual Report has been included in adherence to the spirit enunciated in the code of corporate Governance approved by the Securities and Exchange Board of India, Statement in the Management Discussion and Analysis describing the Company's objectives, projections estimates expectation may be "Forward-Looking Statement" within the meaning of applicable securities laws and regulation. These statements are subject to certain risks and uncertainties. Actual result could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the Government policies, economic development, political factors and such other factors beyond the control of the Company.

**Industry Structure, Developments & Outlook :** The consumer durables market is expected to reach US\$ 20.6 billion by 2020. Urban markets account for the major share (65 per cent) of total revenues in the consumer durables sector in India. There is a lot of scope for growth from rural markets with consumption expected to grow in these areas as penetration of brands increases.

The FMCG sector has grown at an annual average of about 11 per cent over the last decade. The overall FMCG market is expected to increase at (CAGR) of 14.7 per cent to touch US\$ 110.4 billion during 2012-2020, with the rural FMCG market anticipated to increase at a CAGR of 17.7 per cent to reach US\$ 100 billion during 2012-2025. Food products is the leading segment, accounting for 43 per cent of the overall market. Personal care (22 per cent) and fabric care (12 per cent) come next in terms of market share.

Growing awareness, easier access, and changing lifestyles have been the key growth drivers for the consumer market. The Government of India's policies and regulatory frameworks such as relaxation of license rules and approval of 51 per cent foreign direct investment (FDI) in multi-brand and 100 per cent in single-brand retail are some of the major growth drivers for the consumer market.

**Opportunities & Threats :** The opportunities for Soap and Detergent industries are due to rise in income of urban and rural population the demand for detergent is growing steadily. Cost effectiveness and timely delivery schedule is boosting the export of production made by soap and detergent companies. Now-a-days due to availability of Big Bazaars, Reliance fresh etc. the end users of production can direct approach through this retail chain. People become conscious about their health and hygiene which increase the requirements of this industry. On the other hand the soap and detergent face threats from due to difficult in keeping consumers loyal to Company's brand. Consumers are price sensitive and shift to other brand in view of promotional offers. Higher advertisement and promotional expenses required for better brand building.

**Product wise Performance :** Presently the Company has been dealing in only one segment, i.e., Soap and Detergents. The details of the Soap and Detergents business segment is as follows::

Product	Sales			
	Current Year (2016-17)		Previous Year (2015-16)	
	Quantity (MT)	Value (Rs in Lacs)	Quantity (MT)	Value (Rs in Lacs)
Soap & Detergents	20,377.13	8,031.40	21,607.40	8,420.16

**Risks & Concern :** The Company is exposed to major risk and concern like higher raw material cost, internal cost, transportation cost and advertisement cost. Increasing competition firm multinational and domestic companies.

**Human resource / Industrial relations :** Management is keen on following the best practices for attracting, retaining and enhancing human resources of the Company. The company's Industrial relations continued to be harmonious during the year under review. The Company continue to invest in people through various initiatives which enable the work force to meet out the production requirements and challenges related thereto and to infuse positive enthusiasm towards the organization.

**Internal Control Systems and Adequacy :** The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. The company has implemented suitable controls on ongoing basis to assure that all resources are utilized optimally, financial transactions are reported with the accuracy and all applicable laws and regulations are strictly complied with.

The Company has a well-placed, proper and adequate IFC system which ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. The Company's IFC system also comprises due compliances with Company's policies and Standard Operating Procedures (SOP's) and audit and compliance by in-house Internal Audit Division, supplemented by internal audit checks from M/s Jay Pee & Associates, Chartered Accountants, the Internal Auditors and various transaction auditors. The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms. Independence of the audit and compliance is ensured by direct reporting of Internal Audit Division and Internal Auditors to the Audit Committee of the Board. During the year the Internal auditors have also been engaged for providing assistance in improvising IFC framework (including preparation of Risk & Control Matrices for various processes) and deployment of Self Assessment Tool.



# PEE CEE COSMA SOPE LIMITED

## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
Pee Cee Cosma Sope Ltd.

**Report on the Standalone Financial Statements :** We have audited the accompanying standalone financial statements of Pee Cee Cosma Sope Ltd. ("the Company"), which comprises the Balance Sheet as at 31 March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

**Auditor's Responsibility :** Our responsibility is to express an opinion on these standalone financial statements based on our audit.

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

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

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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's directors, as well as evaluating the overall presentation of the financial statements.

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

**Opinion :** In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required

by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2017, and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) the balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) on the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of section 164 (2) of the Act;
  - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 30 to the financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
    - iv. The Company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November to 30th December 2016 and these are in accordance with the books of accounts maintained by the company ( Refer Note No. 33).

**FOR DOOGAR & ASSOCIATES**  
**Chartered Accountants**  
**(Firm Reg No-000561N)**  
**(CA. UDIT BANSAL)**  
**Partner**  
**M. No. 401642**

**Place: Agra**  
**Dated: 29.05.2017**



# PEE CEE COSMA SOPE LIMITED

## ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

**The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2017, we report that:**

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.  
(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
2. (a) The inventories, except material lying with the third parties, has been physically verified at reasonable intervals by the management during the year.  
(b) In our opinion and according to the information and explanations given to us the procedures followed by the management for such physical verification are reasonable and adequate in relation to the size of the Company and the nature of its business.  
(c) In our opinion Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of accounts.
3. According to the information and explanation given to us the Company has not granted any secured or unsecured loans, to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, paragraph 3(iii) of the order is not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
5. The Company has not accepted any deposits from the public. Accordingly, paragraph 3 (v) of the order is not applicable to the Company.
6. According to the information and explanations given to us, the cost records have been maintained by the company pursuant to section 148 (1) of the Companies Act 2013 and are of the opinion that, prima facie, the prescribed cost records have been made and maintained, however, we have not made a detailed examination of such cost records.
7. (a) According to the information & explanations given to us and on the basis of our examination of the records of the Company, Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it and there are no undisputed statutory dues outstanding as at 31 March, 2017 for a period exceeding six months from the date they became payable.  
(b) According to the information & explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax which have not been deposited on account of any dispute, except the following, along with the forum where dispute is pending:.





# PEE CEE COSMA SOPE LIMITED

## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

Name of Statute	Nature of the dues	Amount (Rs)	Forum where dispute is pending
Income Tax Act	Income Tax (A.Y. 2010-2011)	26,77,309	ITAT, Agra
ESI Act	ESI (2004-05)	1,05,241	Civil Court, Agra
M.P Land Revenue Act, 1959	Land Conversion Charges	14,03,603	Court of Collector, Bhind (M.P.)

8. In our opinion and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or government. The Company has not issued any debentures.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). The Company has availed term loan facility and term loans were generally been applied for the purposes for which those are raised.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3 (xii) of the Order is not applicable.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered in to non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**FOR DOOGAR & ASSOCIATES**  
Chartered Accountants  
(Firm Reg No-000561N)

Place: Agra  
Dated: 29.05.2017

(CA. UDIT BANSAL)  
Partner  
M. No. 401642



# PEE CEE COSMA SOPE LIMITED

## ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Pee Cee Cosma Sope Ltd. ("the Company") as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls :** The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility :** Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting :** A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting :** Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion :** In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR DOOGAR & ASSOCIATES**  
Chartered Accountants  
(Firm Reg No-000561N)

Place: Agra  
Dated: 29.05.2017

(CA. UDIT BANSAL)  
Partner  
M. No. 401642



# PEE CEE COSMA SOPE LIMITED

## BALANCE SHEET AS AT 31ST MARCH 2017

(Amount in Rupees unless otherwise stated)			
PARTICULARS	Note	As at March 31, 2017	As at March 31, 2016
<b>A. EQUITY AND LIABILITIES</b>			
<b>1. SHAREHOLDERS' FUNDS</b>			
a. Share Capital	2	2,64,62,500	2,64,62,500
b. Reserves and Surplus	3	14,11,53,697	13,35,06,361
<b>2. NON CURRENT LIABILITIES</b>			
a. Long Term Borrowings	4	14,83,143	6,74,309
b. Other Long Term Liabilities	5	35,60,000	35,35,000
c. Long Term Provisions	6	13,47,092	10,78,772
<b>3. CURRENT LIABILITIES</b>			
a. Short Term Borrowings	7	3,74,50,831	5,34,70,490
b. Trade Payables	8		
i) total outstanding dues of micro and small enterprises		1,90,462	2,57,694
ii) total outstanding dues of creditors other than micro and small enterprises		1,05,39,282	1,27,93,106
c. Other Current Liabilities	9	1,99,89,084	2,29,93,004
d. Short term Provisions	10	1,32,37,415	1,12,86,328
<b>TOTAL</b>		<b><u>25,54,13,506</u></b>	<b><u>26,60,57,564</u></b>
<b>B. ASSETS</b>			
<b>1. NON CURRENT ASSETS</b>			
a. Fixed Assets	11		
(i) Tangible Assets		6,97,87,964	7,24,66,085
(ii) Capital Work in Progress		80,881	87,062
		<b><u>6,98,68,845</u></b>	<b><u>7,25,53,147</u></b>
b. Deferred Tax Asset	12	37,12,736	30,22,174
c. Long Term Loans & Advances	13	5,10,15,420	5,26,75,835
d. Other Non Current Assets	14	8,80,494	6,25,022
<b>2. CURRENT ASSETS</b>			
a. Current Investments	15	2,58,44,687	2,58,44,687
b. Inventories	16	9,47,34,707	9,80,50,932
c. Trade receivables	17	27,46,903	40,44,960
d. Cash and Bank Balances	18	33,23,263	34,91,439
e. Short term Loans & Advances	19	32,72,955	56,92,500
f. Other Current Assets	20	13,496	56,868
<b>TOTAL</b>		<b><u>25,54,13,506</u></b>	<b><u>26,60,57,564</u></b>
<b>Notes to Balance Sheet and Statement of Profit &amp; Loss 1-39</b>			
In terms of our report attached For <b>DOOGAR &amp; ASSOCIATES</b> , Chartered Accountants (Firm Reg. No. 000561N) <b>CA. UDIT BANSAL</b> (Partner) <b>M. NO. - 401642</b>		For and on Behalf of the Board	
Place : Agra Dated: 29.05.2017		<b>(A. K. Jain)</b> Executive Chairman DIN No. : 00113133	
		<b>(P. K. Jain)</b> Managing Director DIN No. : 00112805	
		<b>(M. K. Jain)</b> Director DIN No. : 00172395	
		<b>(N.C. Jain)</b> Director DIN No. : 00172406	
		<b>(Nidhi Agarwal)</b> Company secretary	
		<b>(B.M. Verma)</b> Chief Financial Officer	



# PEE CEE COSMA SOPE LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH 2017

(Amount in Rupees unless otherwise stated)			
PARTICULARS	Note	Year Ended March 31, 2017	Year Ended March 31, 2016
<b>I. REVENUE</b>			
1. Revenue from Operations (Gross)	21	80,31,39,813	84,20,16,364
Less: Excise Duty		9,32,00,197	9,65,29,694
Revenue from Operations (Net)		70,99,39,616	74,54,86,670
2. Other Income	22	5,83,686	7,01,829
<b>Total Revenue</b>		<b>71,05,23,302</b>	<b>74,61,88,499</b>
<b>II. EXPENSES</b>			
1. Cost of Raw Material Consumed	23	51,79,62,888	52,22,56,358
2. Changes in Inventories of Finished goods & Process goods	24	4,45,445	1,23,51,078
3. Employee Benefit Expenses	25	7,10,12,081	7,11,26,544
4. Finance Cost	26	50,42,380	76,16,006
5. Depreciation & Amortisation Expenses		73,19,282	81,67,259
6. Other Expenses	27	8,53,42,945	9,30,00,549
<b>Total Expenses</b>		<b>68,71,25,021</b>	<b>71,45,17,794</b>
<b>III. PROFIT BEFORE TAX</b>		<b>2,33,98,281</b>	<b>3,16,70,705</b>
<b>IV. Tax Expense</b>			
i. Current Tax		84,79,100	1,13,50,000
ii. Tax adjustment related to earlier years		0	2,41,830
iii. Deferred Tax		(6,90,562)	(4,14,198)
<b>V. PROFIT AFTER TAX</b>		<b>1,56,09,743</b>	<b>2,04,93,073</b>
<b>VI. EARNINGS PER EQUITY SHARE (Nominal value of share Rs. 10/- each)</b>			
Basic Earnings Per Share (in Rs)	28	5.90	7.70
Diluted Earnings Per Share (in Rs)		5.90	7.70
<b>Notes to Balance Sheet and Statement of Profit &amp; Loss 1-39</b>			
In terms of our report attached For <b>DOOGAR &amp; ASSOCIATES,</b> Chartered Accountants (Firm Reg. No. 000561N) <b>CA. UDIT BANSAL</b> (Partner) <b>M. NO. - 401642</b>		For and on Behalf of the Board  <b>(A. K. Jain)</b> Executive Chairman DIN No. : 00113133 <b>(P. K. Jain)</b> Managing Director DIN No. : 00112805 <b>(M. K. Jain)</b> Director DIN No. : 00172395 <b>(N.C. Jain)</b> Director DIN No. : 00172406 <b>(Nidhi Agarwal)</b> Company secretary <b>(B.M. Verma)</b> Chief Financial Officer	
Place : Agra Dated: 29.05.2017			



# PEE CEE COSMA SOPE LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rupees unless otherwise stated)

PARTICULARS	Year Ended March 31, 2017	Year Ended March 31, 2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before tax and extra ordinary items	2,33,98,281	3,16,70,705
<b>Adjusted for</b>		
Depreciation	73,19,282	81,67,259
Profit on Sale of Fixed Assets (Net)	(6,458)	(619)
Interest received	(3,40,838)	(3,25,673)
Interest paid	47,01,780	72,51,580
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>3,50,72,046</b>	<b>4,67,63,252</b>
<b>ADJUSTMENTS FOR WORKING CAPITAL CHANGES:</b>		
Inventories	33,16,225	1,14,64,903
Trade & Other Receivables	12,98,057	(22,846)
Other Current and Non-Current Assets	31,84,429	(13,32,200)
Trade Payables	(23,21,056)	(1,33,44,742)
Other Current and Non-Current Liabilities & Provisions	(1,81,99,812)	(1,79,99,386)
<b>CASH GENERATED FROM OPERATING ACTIVITIES:</b>	<b>2,23,49,890</b>	<b>2,55,28,981</b>
Direct Taxes Paid	(77,88,538)	(1,11,77,632)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>1,45,61,352</b>	<b>1,43,51,349</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Sale of Fixed Assets	41,000	9,077
Purchase of Fixed Assets	(46,69,522)	(30,25,881)
Interest received	3,40,838	3,25,673
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(42,87,684)</b>	<b>(26,91,131)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Interest & Finance Charges paid	(47,01,780)	(72,51,581)
Dividend Paid	(47,63,250)	(39,69,375)
Dividend Tax Paid	(9,69,683)	(8,08,069)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(1,04,34,713)</b>	<b>(1,20,29,025)</b>
<b>NET INCREASE/ (DECREASE) IN CASH &amp; CASH EQUIVALENTS</b>	<b>(1,61,045)</b>	<b>(3,68,807)</b>
<b>CASH AND CASH EQUIVALENTS ( OPENING BALANCE )</b>	<b>26,21,205</b>	<b>29,90,012</b>
<b>CASH AND CASH EQUIVALENTS ( CLOSING BALANCE )</b>	<b>24,60,160</b>	<b>26,21,205</b>

**Note 1.** Note 1. The above Cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 on 'Cash Flow Statements'

**Note 2.** Previous year figures have been re-grouped and re-arranged wherever so required.

In terms of our report attached  
For **DOOGAR & ASSOCIATES,**  
Chartered Accountants  
(Firm Reg. No. 000561N)

For and on Behalf of the Board

**CA. UDIT BANSAL**  
(Partner)  
**M. NO. - 401642**

<b>(A. K. Jain)</b>	Executive Chairman	DIN No. : 00113133
<b>(P. K. Jain)</b>	Managing Director	DIN No. : 00112805
<b>(M. K. Jain)</b>	Director	DIN No. : 00172395
<b>(N.C. Jain)</b>	Director	DIN No. : 00172406
<b>(Nidhi Agarwal)</b>	Company secretary	
<b>(B.M. Verma)</b>	Chief Financial Officer	

Place : Agra  
Dated: 29.05.2017



# PEE CEE COSMA SOPE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

### 1. SIGNIFICANT ACCOUNTING POLICIES:

#### i. Basis of Accounting

Financial Statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and to comply with Accounting Standards referred to in Section 133 of the Companies Act 2013 read with Rule 7 of Company (Accounts) Rules 2014, to the extent applicable.

The Company follows the mercantile system of accounting and recognizes the income & expenditure on accrual basis.

All assets and liabilities have been classified as Current or Non-current as per Company's normal operating cycle. Based on the nature of products and time between acquisition of assets/materials for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle being a period of one year for the purpose of classification of assets and liabilities as current and non-current.

#### ii. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount 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 period in which the results are known / materialised.

#### iii. Accounting Policies

##### a. FIXED ASSETS

Fixed Assets are stated at acquisition cost less accumulated depreciation. Cost includes inward freight, duties, taxes and incidental expenses related to acquisition and installation incurred up to the date of commissioning of assets.

##### b. DEPRECIATION

i) Depreciation on fixed assets for the year ended 31st March 2017 is provided for on the Written Down Value method over the useful life of assets. The Company has adopted useful life of fixed assets as given in Part 'C' of Schedule II of the Companies Act, 2013 in respect of all fixed assets.

ii) Leasehold land is amortised over the period of lease.

iii) Intangible assets are amortised over their estimated useful life. In respect of Computer Software as 5 years.

##### c. IMPAIRMENT OF ASSETS

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss.

##### d. INVESTMENTS

Long-term investments are carried at cost less provision, if any, for diminution in value other than temporary. Current investments are carried individually, at lower of cost and fair value.

##### e. INVENTORIES

(i) Raw materials, Packing Material, Stores & Spares are valued at cost. Cost of materials is ascertained on First in First out basis.

(ii) Finished and Semi-finished goods produced by the Company are valued at lower of cost or net realisable value.

##### f. SALES

Sale of goods is recognized at the time of dispatch of finished goods to the customers and is net of excise duty, sales return, rate difference and cash discounts. Consignment sales are recognized on receipt of account sales from the agents.

##### g. PURCHASES AND EXPENSES

Purchases include cost of materials, transportation charges, Entry Tax and are net of refund of Sales Tax, credit availed under the Cenvat Scheme and State VAT during the year and other claims and discounts. Expenses on which Service Tax is charged are account for net of Service Tax.

##### h. RETIREMENT BENEFITS

i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit & Loss of the year in which the employee has rendered services.

ii) Post employment benefits are recognized as an expense in the Statement of Profit & Loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable towards contributions. The present value is determined using market yields of government bonds, at the balance sheet date, as the discounting rate.



# PEE CEE COSMA SOPE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

- iii) Other long term employee benefits are recognized as an expense in the Statement of Profit & Loss for the year in which the employee has rendered services. Estimated liability on account of long term benefits is discounted to the present value using the market yield on government bonds as on the date of balance sheet.
- iv) Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Statement of Profit & Loss.
- i. **BORROWING COSTS**  
Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.
- j. **ACCOUNTING FOR TAXES ON INCOME**  
The accounting treatment followed for taxes on income is to provide for current and deferred tax. Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred Tax resulting from the difference between book and taxable profits is accounted for using the tax rates and laws that have been enacted or substantially enacted as on Balance Sheet date. The Deferred Tax is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.
- k. **EARNINGS PER SHARE**  
The earnings considered in ascertaining the company's EPS comprise the Net Profit or Loss for the period after tax and extra ordinary items. The basic EPS is computed on the basis of weighted average number of equity shares outstanding during the year. The number of shares for computation of diluted EPS comprises of weighted average number of equity shares considered for deriving basic EPS and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares.
- l. **PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**  
Contingent liability if any is disclosed by way of notes on account. Provision is made in accounts in respect of those contingencies which are likely to materialize in to liabilities after the year-end till the adoption of accounts by the Board of Directors and which have material effect on the position stated in the balance sheet. Contingent Assets are neither recognized nor disclosed in the financial statements.
- m. **CASH & CASH EQUIVALENTS**  
For the purpose of Cash Flow Statement cash and cash equivalents include cash in hand, demand deposit with the bank, other short term highly liquid investments within original maturities of 3 months or less.

(Amount in Rupees unless otherwise stated)

2. Share Capital	As At March 31, 2017		As At March 31, 2016	
	Number	Amount	Number	Amount
<b>Authorised</b>				
Equity Shares of Rs 10/- (Previous year Rs. 10/-) each	27,50,000	2,75,00,000	27,50,000	2,75,00,000
12% Non Cumulative Compulsorily Redeemable Preference Shares of Rs 100/- (Previous Year Rs. 100/-) each	7,25,000	7,25,00,000	7,25,000	7,25,00,000
<b>Issued, Subscribed &amp; Fully Paid up</b>				
Equity Shares of Rs 10/- (Previous year Rs. 10/-) each	2,64,62,250	2,64,62,500	26,46,250	2,64,62,500
<b>Total Issued, Subscribed &amp; Fully Paid up</b>	<b>26,46,250</b>	<b>2,64,62,500</b>	<b>26,46,250</b>	<b>2,64,62,500</b>



# PEE CEE COSMA SOPE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

### 2.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

Particulars	As At March 31, 2017		As At March 31, 2016	
	Number	Amount	Number	Amount
Equity Shares				
Shares outstanding at the beginning of the year	26,46,250	2,64,62,500	26,46,250	2,64,62,500
Shares issued during the year	-	-	0	0
Shares bought back during the year	-	-	0	0
Shares outstanding at the end of the year	26,46,250	2,64,62,500	26,46,250	2,64,62,500

### 2.2 Terms/ Rights Attached to Shares

**Equity** : The Company has only one class of Equity Shares having a par value of Rs. 10 per share. Each holder of Equity Shares is entitled to one vote per share and ranks pari passu. The Dividend proposed by the Board of Directors is subject to approval of the shareholders at the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

**Preference** : The Company has only one class of Preference Shares having a par value of Rs. 100 per share. Each holder of Preference Shares is not be entitled to vote at any General Meeting of the members of the Company in relation to any of the matters solely by virtue of Preference Shares. The Preference shares shall be eligible for Dividend at the rate Prescribed by the Board of the Company at the time of issuance. The Preference Shares shall be redeemed as per the terms of the issue.

2.3 1466250 Equity Shares out of issued subscribed and paid up share capital were allotted in pursuant to the Scheme of Arrangement as approved by the Hon'ble Allahabad High Court on 5th July 2011 without payment being received in cash.

2.4 723125 12% Non Cumulative Compulsorily Redeemable Preference Shares, redeemable at par within a period of 10 years from the date of issue, with a call option available to the company for early redemption, have been issued without payment being received in cash to the share holders of Amalgamating Company in pursuance of Scheme of Arrangement as approved by Hon'ble Allahabad High Court on 5th July 2011.

2.5 In earlier years Company has redeemed 253093 & 196708 totalling 449801 12% Non Cumulative Compulsorily Redeemable Preference Shares of Rs. 100 each .The same is approved by Board of Directors in their meeting held at 29.05.2013 & 11.02.2014 respectively. In respect to above Capital Redemption Reserve of Rs. 44980100/- has been created by debiting Rs. 4498010/- from Preference Share Redemption Reserve and Rs. 40482090/- from surplus in the Statement of Profit and Loss.

2.6 In earlier years Company has further redeemed balance 273324 12% Non Cumulative Compulsorily Redeemable Preference Shares of Rs. 100 each .The same is approved by Board of Directors in their meeting held at 14.11.2014 & 12.02.2015 respectively. In respect to above Capital Redemption Reserve of Rs. 27332400/- has been created by debiting Rs. 5466480/- from Preference Share Redemption Reserve and Rs. 21865920/- from surplus in the Statement of Profit and Loss.

### 2.7 Details of Equity Shareholders holding more than 5% shares in Equity Capital of the Company.#

Name of Shareholder	As At March 31, 2017		As At March 31, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Mahendra Kumar Jain (HUF)	1,49,900	5.66	1,49,900	5.66
Mr. Pramod Kumar Jain	1,38,821	5.25	1,38,821	5.25
Mr. Ankit Jain	2,49,914	9.44	2,49,914	9.44

#The aforesaid disclosure is based upon percentages computed separately for class of shares outstanding as at the balance sheet date. As per records of the company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal & beneficial ownership of shares.





# PEE CEE COSMA SOPE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

(Amount in Rupees unless otherwise stated)

3. Reserves & Surplus	As at March 31, 2017	As at March 31, 2016
<b>a. Capital Reserve</b>		
As Per Last Balance Sheet	23,03,275	23,03,275
	<b>23,03,275</b>	<b>23,03,275</b>
<b>b. General Reserve</b>		
As Per Last Balance Sheet	2,45,53,441	2,35,53,441
Add: Transfer From Surplus in the Statement of Profit & Loss	10,00,000	10,00,000
<b>Closing Balance</b>	<b>2,55,53,441</b>	<b>2,45,53,441</b>
<b>c. Capital Redemption Reserve</b>		
As Per Last Balance Sheet	7,23,12,500	7,23,12,500
<b>Closing Balance</b>	<b>7,23,12,500</b>	<b>7,23,12,500</b>
<b>d. Surplus in the Statement of Profit &amp; Loss</b>		
As Per Last Balance Sheet	3,43,37,145	2,05,77,005
Add: Profit for the Year	1,56,09,743	2,04,93,073
Less: Appropriations:		
Transfer to General Reserve	10,00,000	10,00,000
Proposed Dividend on Equity Shares	66,15,625	47,63,250
[Rs.2.50 per share(Previous Year Rs. 1.80)]		
Tax on Dividend	13,46,782	9,69,683
<b>Closing Balance</b>	<b>4,09,84,481</b>	<b>3,43,37,145</b>
<b>Total</b>	<b>14,11,53,697</b>	<b>13,35,06,361</b>



# PEE CEE COSMA SOPE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

(Amount in Rupees unless otherwise stated)

4. Long Term Borrowings	As At March 31, 2017		As At March 31, 2016	
	Non Current	Current Maturities	Non Current	Current Maturities
<b>Secured</b>				
Term Loan From Bank	-	-	0	50,00,000
Less: Amount disclosed under the head 'Other Current Liabilities' (Refer Note no.9)	-	-	0	50,00,000
Vehicle Loan From Bank	14,83,143	8,99,976	6,74,309	11,95,586
Less: Amount disclosed under the head 'Other Current Liabilities' (Refer Note no.9)		8,99,976		11,95,586
<b>Total</b>	<b>14,83,143</b>	<b>-</b>	<b>6,74,309</b>	<b>0</b>

### Terms of repayment:

Particulars	Installments/Rate of interest (P.A.)	Outstanding as at 31.3.2017	Annual repayment schedule		
			2017-18	2018-19	2019-20
Vehicle Loan 1*	Monthly/10.95%	1,57,502	1,57,502	0	
Vehicle Loan 2*	Monthly/11%	32,004	32,004	0	
Vehicle Loan 3*	Monthly/10.92%	83,109	83,109	0	
Vehicle Loan 4*	Monthly/10.30%	17,17,821	5,34,352	5,85,933	5,97,536
Vehicle Loan 5*	Monthly/10.25%	3,92,683	93,009	1,02,592	1,13,147
					<b>2020-21</b>
					83935

\*Vehicle Loans are secured against hypothecation of related vehicle.

(Amount in Rupees unless otherwise stated)

5. Other Long Term Liabilities	As At March 31, 2017	As At March 31, 2016
Security Deposit Received	35,60,000	35,35,000
<b>Total</b>	<b>35,60,000</b>	<b>35,35,000</b>
<b>6. Long Term Provisions</b>		
<b>Provision for Employee Benefit</b>		
- Leave Encashment	13,47,092	10,78,772
<b>Total</b>	<b>13,47,092</b>	<b>10,78,772</b>
<b>7. Short Term Borrowings</b>		
Secured		
<b>(a) Working Capital Loan</b>		
From Bank	3,74,50,831	5,34,70,490
<b>Total</b>	<b>3,74,50,831</b>	<b>5,34,70,490</b>

**7.1 Nature of Security of Term Loan & Working Capital Loans :** Working capital loan from State Bank of India, are secured by way of hypothecation charge on entire current assets comprising of stocks of raw material, stores, spares, stock in process, Finished Goods lying in Unit's works, godowns, offices, and elsewhere in units possession including the goods in transit & cash credit balance in their accounts and further secured by all present and future book debts/receivables etc. It is further collaterally secured by way of equitable mortgage of Factory land & building situated at plot no.51-52 Malanpur Industrial Area , Distt. Bhind.(M.P.) measuring 31017.58 sft, Factory Land and Building at Dholpur, Rajasthan, measuring 52155.63 sqmt and hypothecation of entire plant & machinery movable and immovable (present & future) in the name of company located at various units and elsewhere. Further secured by personal guarantee of Sri M.K.Jain, Sri A.K.Jain, Sri P.K.Jain.



# PEE CEE COSMA SOPE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

(Amount in Rupees unless otherwise stated)

8. Trade Payables	As At March 31, 2017	As At March 31, 2016
Total outstanding dues of micro and small enterprises		
Due to Micro and Small Enterprises*	1,90,462	2,57,694
Outstanding dues of creditors other than micro & small enterprises	1,05,39,282	1,27,93,106
<b>Total</b>	<b>1,07,29,744</b>	<b>1,30,50,800</b>
<b>8.1 Disclosure pertaining to Micro, Small and medium enterprises:</b>		
Particulars		
Principal Amount due outstanding	1,90,462	2,57,694
Interest due on (1) above and unpaid	NIL	NIL
Interest paid to the suppliers during the year	NIL	NIL
Payments made to the supplier beyond the appointed day during the year	NIL	NIL
Interest due and payable for the period of delay	NIL	NIL
Interest accrued and remaining unpaid as on 31.03.2017	NIL	NIL
Amount of further interest remaining due and payable in succeeding year..	NIL	NIL

Dues to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by Auditors.

9. Other Current Liabilities	As At March 31, 2017	As At March 31, 2016
Current maturities of long-term debt (Refer Note no.4)	8,99,976	61,95,586
Interest accrued and due on borrowings	0	93,302
Advance from Customers	67,80,642	51,81,658
Investor Education & Protection Fund*		
- Unclaimed dividends	8,22,097	8,29,228
Due to Directors	3,40,000	2,31,350
Other payables		
(i) Employee Related Liabilities	72,85,307	69,44,932
(ii) Statutory Liabilities	38,61,062	35,16,948
<b>Total</b>	<b>1,99,89,084</b>	<b>2,29,93,004</b>

\*Appropriate amounts shall be transferred to Investor Education & Protection Fund if and when due.

10. Short Term Provisions	As At March 31, 2017	As At March 31, 2016
Provision for Employee Benefit		
- Leave Encashment	54,958	2,41,012
Others		
Provision for Income Tax (Net of Advance Tax)	9,49,505	8,36,926
Provision for Excise Duty on Finished Goods	42,70,545	44,75,457
Proposed Dividend on Equity Shares	66,15,625	47,63,250
Tax on Proposed Dividend	13,46,782	9,69,683
<b>Total</b>	<b>1,32,37,415</b>	<b>1,12,86,328</b>



# PEE CEE COSMA SOPE LIMITED

## FIXED ASSETS

11. FIXED ASSETS											
(Amount in Rupees unless otherwise stated)											
S No.	Particulars	GROSS BLOCK				DEPERECIATION				NET BLOCK	
		As At 01/04/2016	Addition During the Period	Deduction/ Adjustments	As At 31/03/2017	Up To 31/03/2016	For the Period	Deduction/ Adjustments*	Up To 31/03/2017	As At 31/03/2017	As At 31/03/2016
<b>Tangible Assets</b>											
1.	Leasehold Land	7,43,926	-	-	7,43,926	9,713	-	-	58,280	6,85,646	6,95,359
2.	Freehold Land	3,18,76,200	-	-	3,18,76,200	-	-	-	-	3,18,76,200	3,18,76,200
3.	Building	6,00,51,583	-	-	6,00,51,583	21,58,953	-	-	4,32,57,888	1,67,93,695	1,89,52,648
4.	Plant & Machinery	6,93,88,161	9,20,625	-	7,03,08,786	26,23,957	-	-	5,75,72,727	1,27,36,059	1,44,39,391
5.	Furniture & Fixtures	56,92,080	8,515	-	57,00,595	26,460	-	-	53,61,280	3,39,315	3,57,260
6.	Office Equipments	51,23,859	77,667	-	52,01,526	3,43,795	-	-	45,17,028	6,84,498	9,50,626
7.	Computer	23,48,404	27,750	29,200	23,46,954	1,51,875	8,474	-	21,06,171	2,40,783	3,85,634
8.	Vehicles	158,66,979	36,41,146	4,43,855	1,90,64,270	20,04,529	4,30,039	-	1,26,32,502	64,31,768	48,08,967
	<b>Total</b>	<b>19,10,91,192</b>	<b>46,75,703</b>	<b>4,73,055</b>	<b>19,52,93,840</b>	<b>73,19,282</b>	<b>4,38,513</b>	<b>4,38,513</b>	<b>12,55,05,876</b>	<b>6,97,87,964</b>	<b>7,24,66,085</b>
	Previous Year Figures	18,81,63,473	29,38,819	11,100	19,10,91,192	81,67,259	2,642	-	11,86,25,107	7,24,66,085	7,77,02,983
	<b>*Capital work in Process</b>									<b>80,881.00</b>	<b>87,062.00</b>
<b>12. Deferred Tax Asset (Net)</b>											
(Amount in Rupees unless otherwise stated)											
					<b>Deferred tax Asset/ (Liability) As At March 31, 2016</b>	<b>Current year (charge)/ Credit</b>				<b>Deferred tax Asset/ (Liability) As At March 31, 2017</b>	
	Difference in depreciation for accounting and income tax purpose				25,85,814	6,63,362				32,49,176	
	Provision for Leave Encashment				4,36,360	27,200				4,63,560	
	<b>Total</b>				<b>30,22,174</b>	<b>6,90,562</b>				<b>37,12,736</b>	



# PEE CEE COSMA SOPE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

(Amount in Rupees unless otherwise stated)

13. Long Term Loans & Advances	As At March 31, 2017	As At March 31, 2016
Capital Advance for Immovable Property at Greater Noida U.P.	4,60,00,000	4,60,00,000
Security Deposit Paid	11,54,530	11,16,684
Prepaid Expenses	4,45,492	22,411
Direct Tax Refundable (Net of Provision for Tax)	34,15,398	55,36,740
<b>Total</b>	<b>5,10,15,420</b>	<b>5,26,75,835</b>
<b>14. Other Non Current Assets</b>		
Deposit more than twelve months	8,10,000	6,10,000
Deposit/NSC held as security money with more than twelve months*	1,000	1,000
Interest Accrued on Deposits/NSC more than twelve months	69,494	14,022
<b>Total</b>	<b>8,80,494</b>	<b>6,25,022</b>
* Pledged with Sales Tax Department		
<b>15. Current Investments</b>		
Investment Property (Valued at Cost)		
Developed Plots measuring 8101.65 sq. yard at village Machwa Tehsil and District Jaipur (Rajasthan) in the Project of M/s Ansal Properties & Infrastructure Ltd., New Delhi	2,58,44,687	2,58,44,687
<b>Total</b>	<b>2,58,44,687</b>	<b>2,58,44,687</b>
<b>16. Inventories</b>		
(Valued at lower of cost or net realisable value)		
Raw Materials	4,59,12,207	4,79,38,390
Goods in Transit	13,15,718	23,24,932
Stock in process	44,17,983	47,23,427
Finished Goods	4,08,71,387	4,10,11,389
Stores & Spares and other materials	22,17,412	20,52,794
<b>Total</b>	<b>9,47,34,707</b>	<b>9,80,50,932</b>
<b>17. Trade Receivables</b>		
(Unsecured considered good unless otherwise stated)		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	994	1,051
Other Trade Receivables	27,45,909	40,43,909
<b>Total</b>	<b>27,46,903</b>	<b>40,44,960</b>
<b>18. Cash And Bank Balances</b>		
Cash & Cash Equivalents		
Balances with Banks:		
- In Current Account	12,36,368	14,67,683
Cash on Hand	11,82,968	8,32,068
Stamp on hand	824	1,454
Deposit with original maturity of less than three months	40,000	3,20,000
	24,60,160	26,21,205
Other Bank Balances		
Unclaimed/Unpaid Dividend Account	8,22,097	8,29,228
Deposit with original maturity of more than three months but less than twelve months	41,006	41,006
<b>Total</b>	<b>33,23,263</b>	<b>34,91,439</b>



# PEE CEE COSMA SOPE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

(Amount in Rupees unless otherwise stated)

	As At March 31, 2017	As At March 31, 2016
<b>19. Short Term Loans &amp; Advances</b>		
<b>(Unsecured, considered good unless otherwise stated)</b>		
Advance against goods, services & others	3,43,335	25,94,984
	<b>3,43,335</b>	<b>25,94,984</b>
Balance with Government/statutory authorities	24,65,941	26,47,773
Prepaid Expenses	4,63,679	4,49,743
<b>Total</b>	<b>32,72,955</b>	<b>56,92,500</b>
<b>20. Other current assets</b>		
Interest accrued and due on Bank FDR's maturing with in twelve months	13,496	-
<b>Total</b>	<b>13,496</b>	<b>-</b>
	<b>Year Ended March 31, 2017</b>	<b>Year Ended March 31, 2016</b>
<b>21. Revenue From Operations</b>		
Domestic Sale	80,31,39,813	84,20,16,364
<b>Total</b>	<b>80,31,39,813</b>	<b>84,20,16,364</b>
<b>21.1- Additional Information of details of product sold</b>		
Laundry Soap	47,55,31,558	51,47,56,380
Detergent Powder	28,80,76,471	28,67,81,773
Detergent Cake	3,95,31,784	4,04,78,211
<b>Total</b>	<b>80,31,39,813</b>	<b>84,20,16,364</b>
<b>22. Other Income</b>		
Interest Income		
- on bank FDR's	74,365	86,843
- Others	2,66,473	2,38,830
Profit on Sale of Fixed Asset	6,458	619
Liabilities no longer required written back	72,220	2,632
Misc. Receipts	1,64,170	3,72,905
<b>Total</b>	<b>5,83,686</b>	<b>7,01,829</b>
<b>23. Cost of Raw Material Consumed</b>		
Opening Stock	4,79,38,390	4,59,82,497
Add : Purchases	51,59,36,706	52,42,12,251
Less : Closing Stock	4,59,12,208	4,79,38,390
<b>Total</b>	<b>51,79,62,888</b>	<b>52,22,56,358</b>
<b>23.1 Additional Information of Raw Material Consumed:</b>		
- The Consumption figures shown above are after adjusting excess and shortage ascertained on physical count, unserviceable items etc.		
- Raw Material Consumed includes consumption of packing materials		
1. Oil & Fats	20,64,69,085	19,36,04,957
2. Colour & Chemicals	22,32,56,369	23,09,01,937
3. Fillers & Additives	4,70,87,969	5,18,67,741
4. Packing Materials	<b>4,11,49,465</b>	<b>4,58,81,723</b>
<b>Total</b>	<b>51,79,62,888</b>	<b>52,22,56,358</b>



# PEE CEE COSMA SOPE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

(Amount in Rupees unless otherwise stated)

24. Change in inventories in Finished Goods and Process Goods	Year Ended March 31, 2017	Year Ended March 31, 2016
<b>CLOSING STOCK</b>		
Process Goods	44,17,983	47,23,427
Finished Goods	4,08,71,388	4,10,11,389
	<b>4,52,89,371</b>	<b>4,57,34,816</b>
<b>LESS : OPENING STOCK</b>		
Process Goods	47,23,427	81,42,683
Finished Goods	4,10,11,389	4,99,43,211
	<b>4,57,34,816</b>	<b>5,80,85,894</b>
<b>Total</b>	<b>(4,45,445)</b>	<b>(1,23,51,078)</b>
<b>24.1 Additional Information:</b>		
Detail of Finished Goods and Processed Goods		
<b>Class of Products</b>		
<b>Finished Goods</b>		
1. Laundry Soap	2,89,35,188	2,82,15,889
2. Detergent Powder	85,21,905	91,85,397
3. Detergent Cake	34,14,295	36,10,103
	<b>4,08,71,388</b>	<b>4,10,11,389</b>
<b>Process Goods</b>		
1. Laundry Soap	43,49,707	46,54,991
2. Detergent Cake	68,276	68,436
	<b>44,17,983</b>	<b>47,23,427</b>
<b>25. Employee Benefit Expenses</b>		
Salaries, Wages, Allowances and Bonus	5,85,79,643	5,84,18,754
Company's Contribution to Provident and Other funds.	51,93,442	59,59,249
Directors Remuneration	61,03,584	56,28,434
Staff Welfare Expenses	11,35,412	11,20,107
<b>Total</b>	<b>7,10,12,081</b>	<b>7,11,26,544</b>
<b>26. Finance Cost</b>		
Interest on Secured loans	44,48,374	70,12,911
Interest paid to Others	2,53,406	2,38,670
Bank Charges and Commission	3,40,600	3,64,425
<b>Total</b>	<b>50,42,380</b>	<b>76,16,006</b>



# PEE CEE COSMA SOPE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

(Amount in Rupees unless otherwise stated)

27. Other Expenses	Year Ended March 31, 2017	Year Ended March 31, 2016
<b>I. Manufacturing Expenses</b>		
a. Stores & Spares consumed	15,63,507	15,79,116
b. Power & Fuel	1,16,06,609	1,36,57,707
c. Lab Maintenance	1,38,569	1,42,017
d. Machinery Repairs	20,56,468	18,14,435
e. Factory Building Repairs	9,62,460	16,24,563
f. Excise duty on finished goods	42,70,545	44,75,457
<b>Total</b>	<b>2,05,98,158</b>	<b>2,32,93,295</b>
<b>II. Establishment Expenses</b>		
a. Rent	18,08,813	17,11,466
b. Rates and Taxes	1,88,988	1,43,463
c. Insurance Charges	8,22,676	9,02,292
d. Directors Sitting Fees	85,550	94,500
e. Auditors Remuneration	3,25,000	3,25,000
f. Travelling & Conveyance	39,21,996	40,22,673
g. Legal & Professional Charges	19,60,732	12,52,754
h. Printing & Stationery Expenses	3,32,453	3,34,500
i. Postage and Telephones	9,03,004	8,59,919
j. Electricity Expenses	14,11,536	9,50,294
k. Other Repairs	17,26,351	16,75,161
l. Vehicle Running & Maintenance Expenses	25,21,689	25,70,421
m. Security Service Charges	29,32,130	28,33,874
n. Charity & Donations	1,84,500	2,66,300
o. Miscellaneous Expenses	12,31,107	12,25,863
p. Misc. Balances Written Off	388	2,76,812
<b>Total</b>	<b>2,03,56,913</b>	<b>1,94,45,292</b>
<b>III. Selling Expenses:</b>		
a. Advertisement & Publicity Expenses	37,88,173	39,20,018
b. Sales Promotion Expenses	1,00,39,616	1,52,70,619
c. Freight Charges & Forwarding Charges	2,64,14,957	2,76,24,714
d. Sales Commission & Brokerage	31,95,464	33,32,837
e. Entry Tax / Vat	2,78,588	0
f. Service Tax / Swachh Bharat Tax / Krishi Kalyan Cess	6,71,076	1,13,774
<b>Total</b>	<b>4,43,87,874</b>	<b>5,02,61,962</b>
<b>Total (I+II+III)</b>	<b>8,53,42,945</b>	<b>9,30,00,549</b>





# PEE CEE COSMA SOPE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

(Amount in Rupees unless otherwise stated)

28. Earning Per Shares	As At March 31, 2017	As At March 31, 2016
Profit/(Loss) after tax	1,56,09,743	2,04,93,073
Equity Shares outstanding at the year end	26,46,250	26,46,250
Nominal Value Per Share (Rs)	10	10
Basic Earnings Per Share	5.90	7.70
Diluted Earnings Per Share	5.90	7.70
<b>29. Auditors Remuneration</b>	<b>Year Ended March 31, 2017</b>	<b>Year Ended March 31, 2016</b>
a. Audit Fees	3,00,000	3,00,000
b. Tax Audit Fees	25,000	25,000
<b>Total</b>	<b>3,25,000</b>	<b>3,25,000</b>
<b>30. Contingent Liability</b>	<b>As At March 31, 2017</b>	<b>As At March 31, 2016</b>
<b>(a) Claims against the company not acknowledge as debt</b>		
1. Excise (including Service Tax)*	4,91,720	19,06,19,663
2. Trade Tax & VAT	1,10,000	68,452
3. State Levies**	14,03,603	14,03,603
4. Income Tax	26,77,309	37,19,631
5. ESI	1,05,241	1,05,241
<b>Guarantees</b>		
FDR held as security in Sales Tax	41,006	41,006
NSC Held as Security in Sales Tax	1,000	1,000

\*\*During the Year CESAT, Allahabad in its judgement dated 23.08.2016 set aside the impunged order of the department for demand of Rs. 18.88 crores and allow the appeal in the favour of the Company.

\*\*The SDO Gohad has raised a demand of Rs. 14,03,603.00 on the Company as charges for change of land use from agriculture to industrial in respect of its factory land measuring 7.25 acres in Malanpur Industrial Area, Malanpur District Bhind which is disputed by the Company and is still pending at the Court of Collector Bhind(M.P.).



# PEE CEE COSMA SOPE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

### 31. Employee Benefits

The details of the Company's post-retirement benefit plans for gratuity for its employees are given below which is certified by the actuary and relied upon by auditors:

#### A. Gratuity

i) Movement in the liability recognized in Balance Sheet is as under :

(Amount in Rupees unless otherwise stated)

Description	Amount (Rs.) As At March 31, 2017	Amount (Rs.) As At March 31, 2016
Present value of obligation at the beginning of the year	82,31,726	78,84,835
Current service cost	7,86,805	7,57,068
Interest cost	6,17,379	6,30,787
Benefit paid	(11,91,984)	(7,53,927)
Actuarial (gain) / loss on obligation	3,62,907	(2,87,037)
Present value of obligation as at the end of year	<b>88,06,833</b>	<b>82,31,726</b>
<b>ii) Net assets / liability recognized in Balance Sheet as at 31st March, 2017</b>		
Present value of obligation as at 31st March, 2017	88,06,833	82,31,726
Fair value of plan assets as at 31st March, 2017	1,15,01,692	1,11,99,696
(Assets)/Liabilities recognized in the Balance Sheet	<b>(26,94,859)</b>	<b>(29,67,970)</b>
<b>iii) Amount recognized in Profit &amp; Loss account is as under:</b>		
Current service cost	7,86,805	7,57,068
Interest cost	6,17,379	6,30,787
Expected return on planned assets	(8,39,977)	(8,50,622)
Net actuarial (gain)/loss recognized during the year	3,24,846	(2,54,013)
Expenses to be recognized in the statement of P/L	<b>8,89,053</b>	<b>2,83,220</b>
<b>iv) Changes in fair value of plan assets</b>		
Fair value of plan assets at the beginning of the period	1,11,99,696	1,00,65,854
Expected return on plan assets	8,39,977	8,50,622
LIC New employees opening scheme	-	-
Contribution	6,15,942	10,70,171
Benefit Paid	(11,91,984)	(7,53,927)
Actuarial Gain/Loss	38,061	(33,024)
Fair value of plan assets at the end of the period	<b>1,15,01,692</b>	<b>1,11,99,696</b>
For determination of gratuity liability of the Company the following actuarial assumption were used.		
Discount rate	7.50%	8.00%
Future salary increase	5.00%	5.00%
Expected rate of return on planned assets	7.50%	8.00%
Method used	Projected unit credit actuarial method	Projected unit credit actuarial method

The fair value of plan assets as at 31.03.2017 is more than the present value of obligation as at 31.03.2017, therefore no adjustment have been made in the Balance Sheet. Further the amount of premium of Rs. 6,81,161/- paid to LIC is debited to Statement of Profit and Loss.



# PEE CEE COSMA SOPE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

### B. Leave Encashment

Provision for leave encashment in respect of unavailed leaves standing to the credit of employees is made on accrual basis. The Company does not maintain any fund to pay for leave encashment.

#### i) Movement in the liability recognized in Balance Sheet is as under :

(Amount in Rupees unless otherwise stated)

Description	Amount (Rs.) As At March 31, 2017	Amount (Rs.) As At March 31, 2016
Present value of obligation at the beginning of the year	9,41,561	7,94,111
Interest cost	70,617	63,529
Current service cost	1,44,631	1,50,975
Benefits paid	(8,79,021)	(8,29,825)
Actuarial (gain)/loss on obligation	6,45,444	7,62,771
Present value of obligation at the end of the year	9,23,232	9,41,561

#### ii) Amount recognized in Profit & Loss account is as under:-

Description	Amount (Rs.) As At March 31, 2017	Amount (Rs.) As At March 31, 2016
Current service cost	1,44,631	1,50,975
Interest cost	70,617	63,529
Net actuarial (gain)/loss recognized during the year	6,45,444	7,62,771
Recognized in Profit & Loss account	8,60,692	9,77,275

#### iii) Amount recognized in the Balance Sheet as at 31st March, 2017

Description	Amount (Rs.) As At March 31, 2017	Amount (Rs.) As At March 31, 2016
Present value of obligation as at 31st March, 2017	9,23,232	9,41,561
Current Liability	52,218	1,49,608
Non Current Liability	8,71,014	7,91,953
<b>Total</b>	<b>9,23,232</b>	<b>9,41,561</b>

For determination of liability in respect of leave encashment, the Company has used the following actuarial assumption.

Description	Amount (Rs.) As At March 31, 2017	Amount (Rs.) As At March 31, 2016
Discount rate	7.50%	8.00%
Future salary increase	5.00%	5.00%
Actuarial method used	Project unit credit actuarial method	Project unit credit actuarial method

Provision of leave encashment as per actuarial is less than the liability provided in books of accounts, hence the management has made the provision for leave encashment on accrual basis.

**C. Provident Fund :** The Company makes contribution to statutory provident fund in accordance with Employees Provident Fund and Misc. Provision Act, 1952. This is post employment benefit and is in the nature of defined contribution plan.



# PEE CEE COSMA SOPE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

### 32 Related Party Disclosure:

Details of disclosure as required by "Accounting Standard (AS) -18 on Related Party Disclosures" are as under:-

#### 1. Entities over which Key Managerial Personnel or their relatives exercises significant influence

M/s Pee Cee Realty Builders Private Limited	
M/s Suraj Bhan Agencies Limited	
P.C.Sons HUF	Director is Karta
Mahendra Kumar Jain HUF	Director is Karta

#### 2. Key Management Personnel

Mr. Ashok Kumar Jain	Chairman (Executive)
Mr. Pramod Kumar Jain	Managing Director
Mr. Mahendra Kumar Jain	Whole Time Director

#### Designation

#### 3. Relatives of Key Management Personnel

Asha Lata Jain	Wife of Director
Maya Jain	Wife of Director

#### 4. The following transactions were carried out with the related parties in the ordinary course of business :

S. No.	Name of Related Party	Entities over which Key Managerial Personnel or their relatives exercises significant influence	Key Management Personnel	Relatives of Key Management Personnel
1.	<b>Trading Sale</b> Suraj Bhan Agencies Limited	18,24,86,246.13 (19,39,94,053.30)	Nil (Nil)	Nil (Nil)
2.	<b>Remuneration paid(Including Perquisites)</b> Ashok Kumar Jain  Mahendra Kumar Jain  Pramod Kumar Jain		19,76,730.00 (18,48,453.00) 20,20,838.00 (19,04,674.00) 21,06,016.00 (18,75,307.00)	
3.	<b>Rent Paid</b> Pee Cee Realty Builders Private Limited	6,60,000.00 (6,60,000.00)		
4.	<b>Sales Incentive</b> Suraj Bhan Agencies Limited	13,68,647.00 (14,41,114.00)		
5.	<b>Interset paid on Security Deposit</b> Suraj Bhan Agencies Limited	1,89,000.00 (1,89,000.00)		
1.	<b>Outstanding balance as at 31.03.2017</b> <b>Loans and Advances For Land Purchase</b> M/S Pee Cee Realty Builders Private Limited	460,00,000.00 (4,60,00,000.00)		



# PEE CEE COSMA SOPE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

<b>2. Remuneration Payable Accounts</b>			
Ashok Kumar Jain		1,20,000.00	
		(80,000.00)	
Mahendra Kumar Jain		1,20,000.00	
		(70,000.00)	
Pramod Kumar Jain		1,00,000.00	
		(80,000.00)	
<b>3. Security Deposit</b>			
Suraj Bhan Agencies Limited	21,00,000.00		
	(21,00,000.00)		

Figures in bracket represents previous year figures

33. During the year, the company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016 the denomination wise SBNs and other notes as per the notification is given below:

(in Rupees)

Particulars	SBNs*	Other Denomination Notes	Total
Closing Cash in hand on November 8, 2016	2,90,000	3,85,977	6,75,977
(+) Permitted Receipts/Bank Withdrawals	Nil	30,59,832	30,59,832
(-) Permitted Payment	Nil	26,41,653	26,41,653
(-) Amount Deposited in Banks	2,90,000	Nil	2,90,000
<b>Closing Cash in hand on December 30, 2016</b>	Nil	8,04,156	8,04,156

34. The Company has only one business segment of Manufacturing and accordingly the disclosure requirements as prescribed in the Accounting Standard-17 on segment reporting are not applicable to the company.

35. In earlier year the Company was subjected to search under section 132 of the Income Tax Act, 1961. During the course of search, Income Tax authorities taken custody of certain documents/records and recorded statements of certain officials of the Company. The tax officials are examining the records seized and statements recorded during the course of search. The Company has not received any communication or demand notice from the tax department in connection with the said search. Pending completion of search proceedings, tax liability if any, that may arise, on this account, which is presently unascertainable, and will be recognized upon conclusion of search proceedings.

36. Inventories, loans & advances, trade receivables and other current/non-current assets are in the opinion of the management do not have a value on realization in the ordinary course of the business, less than the amount at which they are stated in the Balance Sheet.

37. Balance in trade receivables, trade payables, current / non-current advances given / received are subject to reconciliation and confirmation from respective Parties. The balance of said trade receivables, trade payables, current / non-current advances given / received are taken as shown by the books of accounts. The ultimate outcome of such reconciliation and confirmation cannot presently be determined.

As per our Report of even date attached.

For **DOOGAR & ASSOCIATES,**

Chartered Accountants

(Firm Reg. No. 000561N)

**CA. UDIT BANSAL**

(Partner)

**M. NO. - 401642**

Place : Agra

Dated: 29.05.2017

For and on Behalf of the Board

**(A. K. Jain)** Executive Chairman DIN No. : 00113133

**(P. K. Jain)** Managing Director DIN No. : 00112805

**(M. K. Jain)** Director DIN No. : 00172395

**(N.C. Jain)** Director DIN No. : 00172406

**(Nidhi Agarwal)** Company secretary

**(B.M. Verma)** Chief Financial Officer



# PEE CEE COSMA SOPE LIMITED

"Padam Deep", G-10/8, Sanjay Place, Agra-282 002

## PROXY FORM

Form No. MGT-11  
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L24241UP1986PLC008344
Name of the company:	Pee Cee Cosma Sope Ltd
Registered office:	G-10/8, Padam-Deep, Sanjay-Place, Agra-282002, Uttar Pradesh
Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

- Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him
- Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him
- Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual general meeting of the company, to be held on the **Wednesday, 27th September, 2017 at 3.00 P.M. at Hotel Ashish Palace, Fatehabad Road, Agra, 282 001, U.P.** and at any adjournment thereof in respect of such resolutions as are indicated below:

- Resolution No.** (1) Adoption of Audited Financial Statements for the financial year ended 31st March, 2017.  
(2) Declaration of dividend of 25% on Equity Shares for the financial year 2016-17. (3) To appoint a Director in place of Shri Ashok Kumar Jain who retires by rotation and, being eligible, offers himself for re-appointment.  
(4) To appoint M/s BSD & Co. Chartered Accountants, New Delhi as Statutory Auditors of the Company.  
(5) To re-appoint Shri Ashok Kumar Jain as Whole Time Director of the Company.

AFFIX  
Re. 1.00  
REVENUE  
STAMP

Signed this ..... Signature of Shareholder..... Signature of Proxy holder(s) .....

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



# PEE CEE COSMA SOPE LIMITED

"Padam Deep", G-10/8, Sanjay Place, Agra-282 002

## ATTENDANCE SLIP

Full Name of the Shareholder ..... No. of Shares held ..... Folio/Client I.D. No. ....  
Full Name of Proxy ..... I hereby record my presence at the Thirtieth Annual General Meeting of

the Company held on **Wednesday, 27th September, 2017 at 3.00 P.M. at Hotel Ashish Palace, Fatehabad Road, Agra, U.P.**

This slip may please be handed over at the entrance of the Meeting Hall.

Signature of Shareholder/Proxy

