

## **POLO QUEEN INDUSTRIAL AND FINTECH LIMITED**

304 A to Z Industrial Estate,  
G. K. Marg, Lower Parel,  
Mumbai 400 013.

### **NOTICE**

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Shareholders of Polo Queen Industrial and Fintech Limited will be held at the Registered office of the Company at 304 A to Z Industrial Estate, G. K. Marg, Lower Parel, Mumbai 400 013 on Saturday 3<sup>rd</sup> August, 2013 at 2.30 p.m. to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2013 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rahul Sanghai who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

#### **SPECIAL BUSINESS:**

4. To consider and if thought fit to pass with or without modifications the following Resolution as an Ordinary Resolution:

“RESOLVED THAT the Authorised Share Capital of the Company be and is hereby increased from Rs. 1,50,00,000/- divided into 15,00,000 Equity Shares of Rs. 10/- each to Rs. 67,15,00,000/- divided into 6,71,50,000 Equity Shares of Rs. 10/- each by the creation of further 6,56,50,000 Equity Shares of 10/- each.”

5. To consider and if thought fit to pass with or without modifications the following Resolution as an Ordinary Resolution:

“RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered as under:

In Clause V the words and figures: “The Authorised Share Capital of the Company is Rs.1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) divided into 15,00,000 (Fifteen Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each” be substituted by the following words and figures.

“The Authorised Share Capital of the Company is Rs. 67,15,00,000/- (Rupees Sixty Seven Crores Fifteen Lakhs ) divided into 6,71,50,000/- (Six Crores Seventy One Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.”

6. To consider and if thought fit to pass with or without modifications the following Resolution as a Special Resolution:

“RESOLVED THAT the present Article 4 be altered by substituting the following Article in the Company’s Articles of Association.

“4 The Authorised Share Capital of the Company is Rs. 67,15,00,000/- (Rupees Sixty Seven Crores Fifteen Lakhs ) divided into 6,71,50,000/- (Six Crores Seventy One Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.”

By order of the Board of Directors

Sd/-

**(NANDLAL SANGHAI)**  
CHAIRMAN

Place : Mumbai

Date : 7<sup>th</sup> June, 2013

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. An Explanatory Statement as required under Section 173 of the Companies Act, 1956 is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 30<sup>th</sup> July, 2013 to 3<sup>rd</sup> August, 2013 (both days inclusive) for the purpose of the Annual General Meeting.
4. Members are requested to bring their copies of Annual Report and Accounts to the Meeting.

**POLO QUEEN INDUSTRIAL AND FINTECH LIMITED**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956.**

**Item No. 4, 5 & 6**

The Hon'ble High Court, Mumbai sanctioned the Scheme of Amalgamation of erstwhile Polo Queen Infotech & Textile Limited with the Company with effect from 1<sup>st</sup> April, 2012 (appointed date). The Court order alongwith the sanctioned Scheme have been filed with the Registrar of Companies, Maharashtra (ROC) on 17<sup>th</sup> May, 2013. The Scheme hence became effective on 17<sup>th</sup> May, 2013.

Consequent upon the said amalgamation the shareholders of the Polo Queen Infotech & Textile Limited are required to be allotted 270 Equity Shares of the face value of Rs. 10/- each, fully paid up in the Company for every share of face value Rs. 10/- each held by the shareholders of Polo Queen Infotech & Textile Limited therein, as per the exchange ratio provided in the sanctioned Scheme. Accordingly, it is required to issue and allot 6,61,50,000 Equity Shares of Rs. 10/- each in the Company aggregating to Capital of Rs. 66.15 Crores to the Shareholders of Polo Queen Infotech & Textile Limited.

The Authorised Share Capital of the Company is Rs. 1,50,00,000 comprising Rs. 1,00,00,000 on incorporation and Rs. 50,00,000 Authorised Capital of Polo Queen Infotech & Textile Limited clubbed, pursuant to the amalgamation. The Company needs to therefore enhance it's Authorised Share Capital to Rs. 67,15,00,000 Crores by the creation of 6,56,50,000 Equity Shares of Rs. 10/- each, which will rank pari passu with existing equity shares of the Company to enable issue of shares to the Transferor Company as aforesaid.

The amendment to Clause V of the Memorandum of Association and Article 4 of the Articles of Association are consequential to the increase of the Authorised Capital under Item No. 4

A copy of the Memorandum & Articles of Association will be open for inspection during the working hours at the registered office of the Company.

None of the Directors are interested in the above resolutions except to the extent of their common shareholding in both Companies.

By Order of the Board of Directors

Sd/-  
**(NANDLAL SANGHAI)**  
CHAIRMAN

Place : Mumbai

Date : 7<sup>th</sup> June, 2013

**POLO QUEEN INDUSTRIAL AND FINTECH LIMITED**

## DIRECTOR'S REPORT

Dear Members,

We have pleasure in presenting the Twenty Ninth Annual Report together with the audited statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2013.

### FINANCIAL RESULTS:

	<b>31<sup>st</sup> March, 2013</b>	<b>31<sup>st</sup> March, 2012</b>
Profit before Interest and Depreciation	1,54,12,752	1,80,81,959
Less: Interest	1,13,36,919	1,32,71,636
Depreciation	3,31,515	4,02,699
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	1,16,68,434	1,36,74,335
	-----	-----
Profit before Tax	37,44,318	44,07,624
Less: Provision for Taxation	11,40,000	13,60,000
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Profit After tax	26,04,318	30,47,624
Add/(Less) : Short provision of Income Tax for earlier years	21,408	(20,931)
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Profit available for Appropriation	25,82,910	30,68,555
Add: Balance brought Forward from Previous year	16,59,472	10,90,917
Add: Transferred under Scheme of Amalgamation	2,65,349	-----
Less: Transferred to General Reserve	2,58,000	25,00,000
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Balance Carried to Balance Sheet	42,49,731	16,59,472
	=====	=====

The audited figures given above for the year under review are not comparable with the previous year's figures, as the accounts for the year under review have been prepared after giving effect to the Scheme of Amalgamation of Polo Queen Infotech & Textile Limited with the Company. The previous year's figures are before giving effect to the Scheme of Amalgamation.

**AMALGAMATION OF POLO QUEEN INFOTECH & TEXTILE LIMITED WITH THE COMPANY**

The Scheme of Amalgamation of erstwhile Polo Queen Infotech & Textile Limited with the Company with effect from 1<sup>st</sup> April, 2012 (appointed date), was sanctioned by Hon'ble High Court, Mumbai on 18<sup>th</sup> April, 2013 and the Court order alongwith the sanctioned Scheme were filed with the Registrar of Companies, Maharashtra (ROC) by the Company on 17<sup>th</sup> May, 2013. The Scheme hence became effective on 17<sup>th</sup> May, 2013.

The amalgamation has enabled creation of an integrated corporate structure taking advantage of the synergistic linkages that exist between the two Companies. It will bestow the benefits of greater integration and better financial strength and flexibility and will also result in maximizing overall shareholder value. It will improve the leadership position of the combined entity, result in greater efficiency in cash management and provide unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities. It will result in uniform management philosophy and utilization of common pool of talent which will enhance the competitive strength of the Company.

Pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble High Court of Mumbai the Authorised Share Capital of the transferor Company (Rs.50.00 Lakhs) stood merged/clubbed with the Authorised Share Capital of your Company (Rs. 1.00 Crore). Therefore, The Authorised Capital of your Company now stands at Rs. 1.50 Crores. In order to enable issue of 6,56,50,000 shares in your Company to the shareholders of the Transferor company, the Company proposes to increase it's Authorised Capital to Rs. 67.15 Crores and to make consequential amendments in the Memorandum of Association and Articles of Association as set out in the resolutions recommended for your approval.

Upon passing of these resolutions and the consequential issue of shares to the erstwhile shareholders of Polo Queen Infotech and Textile Limited, the paid up capital of your Company will have the following structure:

Promoters	99.62%
Others	0.38%

This will trigger Clause 40/40A of the Listing Agreement which mandates that public shareholding should not be less than 25%. The Company has been granted a time period to comply with this requirement. The Directors shall take the necessary steps within the prescribed period.

### **OPERATIONS:**

During the year under review the Company has recorded receipts of Rs. 4142.95 Lacs as compared to Rs. 3750.18 Lacs in the previous year and net profit after tax of Rs. 25.83 Lacs as compared to profit of Rs. 30.68 Lacs In the previous year. During the year under review the expenses have increased as a result the margins have been under pressure. Your Directors are taking steps to improve the profitability of the Company. The multidivisional working of the Company is progressing smoothly and the activities in the various divisions is as per the details given below:

### **DOAN RAJKAMAL**

The Company has already commenced production and marketing of FMCG and other products and they have been well accepted in the market. The Company is looking to expand its operations in the coming year.

### **POLO QUEEN SOLUTIONS**

The Amalgamation of the company with Polo Queen Infotech and Textile Ltd., an associate Company has been approved by the Hon. High Court, Bombay and as per the scheme of amalgamation steps will be taken to carry out the development of an I.T. Park.

### **POLO QUEEN MINCHEMS**

Under this division the Company is carrying out Manufacturing and Trading activities in chemicals and minerals and is hopeful of expanding it's business in the coming year.

### **POLO QUEEN PHARMA**

The Company has completed acquisition of land in Mahad for this division and is in the process of finalising the plans to develop the Pharma unit.

### **FIXED DEPOSITS:**

The Company is holding an NBFC Licence but during the year under review the company has not accepted any fixed deposit from the public.

### **DIRECTORATE:**

As per the Articles of Association of the Company Mr. Rahul Kumar Sanghai retires by rotation, but being eligible, offers himself for re-appointment.

### **CONSERVATION OF ENERGY:**

Information pursuant to Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 is not applicable.

### **PARTICULARS OF EMPLOYEES:**

During the year under review none of the employees of the Company were in receipt of remuneration in excess of the limits prescribed under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

### **DIRECTORS' RESPONSIBILITY STATEMENT :**

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed;
- ii) Appropriate accounting policies have been selected and applied consistently, and have made judgment and estimates that are reasonable and prudent have been made so as

to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2013 and of the Profit of the Company for the year under review;

- iii) Proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities have been taken to the best of their knowledge and ability;
- iv) The annual accounts have been prepared on a "going concern basis".

**COMPLIANCE CERTIFICATE :**

The Compliance Certificate dated 7<sup>th</sup> June, 2013 in terms of Section 383 A of the Companies Act, 1956 issued by Mrs. Grishma Khandwala, Company Secretary in Whole time practice is attached.

**AUDITORS :**

M/s N. K. Jalan & Co., Auditors of the Company will retire at the conclusion of the ensuing Annual General Meeting. They have given their consent to act as Auditors of the Company, if reappointed. Members are requested to appoint them and to fix their remuneration.

For and on behalf of the Board of Directors

Sd/-  
**(NANDLAL SANGHAI)**

**CHAIRMAN**

Sd/-  
**(RAHUL SANGHAI)**

**DIRECTOR**

Sd/-  
**(PRABHAS SANGHAI)**

**DIRECTOR**

Sd/-  
**(UMESH AGARWAL)**

**DIRECTOR**

Place : Mumbai  
Dated: 7<sup>th</sup> June, 2013.