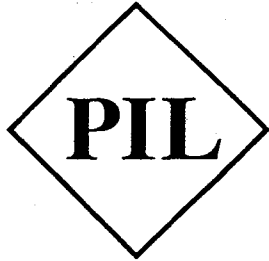


19th ANNUAL REPORT 2012-2013



PUSHPSONS INDUSTRIES LIMITED

PUSHPSONS INDUSTRIES LIMITED

COMPANY INFORMATION

BOARD OF DIRECTORS

Dr. M. R. Jain	Director
Shri Pankaj Jain	Director
Shri Dinesh Jain	Director
Shri R. N. Bansal	Director
Shri Vikram Prakash	Director
Shri S. B. L. Jain	Director

AUDITORS

R. Verma & Associates
Chartered Accountants
G-53, Sarita Vihar,
New Delhi-110076

BANKERS

Indian Overseas Bank

REGISTERED OFFICE

B-40, Okhla Industrial Area, Phase-I,
New Delhi-110020

FACTORY

Plot No. 1, Kasna Road,
Surajpur By-pass Industrial Area,
Distt. Gautam Budh Nagar,
Greater Noida-201306 (U.P)

SHARE TRANSFER AGENT

Beetel Financial & Computer Services Private Limited
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir, New Delhi-110062
Tel. : 29961281-82 Fax : 29961284

PUSHPSONS INDUSTRIES LIMITED

NOTICE

Notice is hereby given that 19th Annual General Meeting of the members of Pushpsons Industries Limited will be held on Monday the August 05th 2013 at 11.30 A.M. at 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110030, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at March 31st 2013 and Statement of profit and Loss for the year ended on that date and report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Pankaj Jain, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Satya Bhushan Lal Jain, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting.

SPECIAL BUSINESS

5. 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 Section 269 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof and subject to all other approvals, if required, the consent of the members be and is hereby given to the appointment of Shri Pankaj Jain, as Executive Director of the Company for a period of five years with effect from 1st April, 2013 without remuneration."
6. 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 Section 269 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof and subject to all other approvals, if required, the consent of the members be and is hereby given to the appointment of Shri Dinesh Jain, as a Whole-time Director of the Company for a period of five years with effect from 1st April, 2013 without remuneration."

For and on behalf of the Board

New Delhi
May 18th, 2013

Sd/-
Pankaj Jain
Director

NOTES:

- A. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, should be duly stamped, completed & signed and must be received at the Registered Office of the company not less than forty eight-hours before the commencement of the Annual General Meeting.
- B. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday the 30th July 2013 to Monday 05th August 2013 (both days inclusive).
- C. Members/Proxies are requested to produce at the entrance of the meeting hall, the attached attendance slip duly completed & signed for attending the meeting.
- D. Members are requested to bring their copy of Annual Report to the Meeting, as the same will not be distributed at the time of the Meeting.
- E. Members are requested to notify immediately any change in their Registered Address or matters relating to Share Transfers etc., either at the Company's Registered Office or to the Company's Share Transfer Agent.
- F. Members seeking any information about the Annual Accounts are required to write to the company at least one week in advance so as to enable the management to keep the desired information ready at the time of Annual General Meeting.

PUSHPSONS INDUSTRIES LIMITED

- G. Members holding Shares in the Company singly or jointly may nominate an individual to whom all the rights in the Shares of the Company shall vest in the event of death of sole/all Joint Shareholders.
- H. Additional information on Directors seeking re-appointment at the ensuing Annual General Meeting.

Name of Directors	Shri Pankaj Jain	Shri S. B. L. JAIN
Date of Appointment	13.06.1994	18.10.2003
Qualification, Expertise in Specific Functional Area	Mr Pankaj Jain is Mechanical Engineering from IIT Delhi. Since 1985 he has been running business as a Promoter Director / Partner and looking after marketing, production and export. He has widely travelled to Europe, Japan Thailand, Hongkong, USA in connection with the business. He is not a Director in any other public limited company.	Mr. S. B. L. Jain is Bachelor of Engineering from Rajasthan University and Inter science from Rajasthan University. Fellow member of Institute of Engineers (India).
List of Directorship*	—	1. Modern Insulators Limited 2. Modern Threads (India) Limited
Shareholding in the Company	25.18%	Nil

*Directorship in private companies excluded.

- I. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Meeting is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5

Mr Pankaj Jain is a director of the company since inception. The Board of Directors at its meeting held on 18th May, 2013 has, subject to the approval of Members, appointed him as Executive Director for a term of 5 years w.e.f. from 01st April, 2013 without remuneration.

It is proposed to seek Members' approval for the appointment of Mr. Pankaj Jain as Executive Director of the Company. The Board commends the resolution set out at item No. 5 of the Notice for your approval.

None of the Directors except Dr. M. R. Jain, Mr. Pankaj Jain and Mr. Dinesh Jain are directly or indirectly interested in the aforesaid resolution as they are related to each other.

Item No. 6

Mr Dinesh Jain is a director of the company since inception. The Board of Directors at its meeting held on 18th May, 2013 has, subject to the approval of Members, appointed him as Whole Time Director for a term of 5 years w.e.f. from 01st April, 2013 without remuneration.

It is proposed to seek Members' approval for the appointment of Mr. Dinesh Jain as Whole Time Director of the Company. The Board commends the resolution set out at item No. 6 of the Notice for your approval.

None of the Directors except Dr. M. R. Jain, Mr. Pankaj Jain and Mr. Dinesh Jain are directly or indirectly interested in the aforesaid resolution as they are related to each other.

For and on behalf of the Board

New Delhi
May 18th, 2013

Sd/-
Pankaj Jain
Director

DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the 19th Annual Report together with the audited Statements of Accounts for the year ended 31st March 2013.

FINANCIAL HIGHLIGHTS

Year 2013 witnessed a turbulent business environment that moderated growth and there were challenges with inflation, deceleration growth and worsening investment climate which impacted consumer sentiments. The global economic environment was confronted with Eurozone sovereign debt crises, fluctuating global commodity prices and adverse market conditions prevailing in Europe and USA, etc.

The revenue from operations for the year under review was Rs 179.24 Lacs (Previous year Rs. 284.37). The net profit for the year is Rs. 0.75 Lacs (Previous year net loss was Rs. 11.34 Lacs) after depreciation of Rs. 13.54 Lacs (Previous year Rs.13.14 Lacs).

DIVIDEND

The directors do not recommend any payment of dividend in view of the accumulated losses.

ANALYSIS AND REVIEW

(a) Industry Structure and Development

Your company is engaged in the exports and manufacturing of textiles made-ups and is directly linked with demand in the international market.

(b) Opportunity and Threats

Your company is doing regular efforts for cost reduction and to improve the efficiency and productivity. Once the global demand recession is over, the opportunities for exports should increase and to take full advantage. There are challenges, which in the short term, will moderate growth- inflation, high interest rates, depreciating rupee.

(c) Outlook

The company hopes to be benefited from their continuous efforts and expects an increase in demand in the Indian and Exports markets.

(d) Risks and Concern

The company has to meet the stiff competition, exchange rate fluctuation, uncertain customer schedules, aggressive pricing strategy of competitors and changing technology.

(e) Human Resources/Industrial Relations

It is the company's belief that Human Resources is the driving force towards progress and success of a Company. The company seeks to motivate and retain its professionals by offering reasonable compensation and opportunity to grow in the organization. The total permanent employee's strength was Twenty (no. 20) as on 31st March, 2013. The Industrial relations remained cordial during the year.

PUSHPSONS INDUSTRIES LIMITED

DIRECTORS

Shri Pankaj Jain and Shri S. B. L. Jain, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

AUDITORS

M/s. R. Verma & Associates, Chartered Accountants, Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting, and being eligible, offer themselves for re-appointment of the company as a statutory auditor.

CORPORATE GOVERNANCE

Your Company has always strived to comply with the appropriate standards for good corporate governance and It has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the Listing Agreements with Stock Exchanges are complied with.

A separate report on Corporate Governance along with a Certificate of Compliance from the Auditors, form part of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm that:

1. in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures.
2. they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company at the end of the financial year and of the profit of the Company for the year ended 31st March, 2013.
3. they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Company Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. they had prepared the annual accounts on a going concern basis.

PARTICULARS OF EMPLOYEES

Particulars of employees in receipt of the remuneration in excess of the amount specified in Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees Rules, 1975) as amended from time to time do not apply to the Company as there was no employee in receipt of remuneration in excess of specified amount during the year.

PUSHPSONS INDUSTRIES LIMITED

FIXED DEPOSITS

The Company has not accepted any deposits from public during the year.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

Information under 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 given below:

A. CONSERVATION OF ENERGY

The Company continues its policy of giving priority to energy conservation measures including regular review of energy generation and consumption and effective control on utilization of energy.

During the year under report, Company has consumed 89487 (Previous Year 107706) units of power (KWH).

B. TECHNOLOGY ABSORPTION

Your Directors are of the opinion that the company has already opted for latest technology for producing Carpets, Durries and made-ups. Hence information specified in Form B is not applicable.

C. FOREIGN EXCHANGE EARNING AND OUTGO:

The exports on FOB basis are Rs. 148.53 Lacs (Previous year was Rs.255.47 Lacs). The expenses in foreign exchange on Exhibition Expenses is Rs. 7.17 Lacs (Previous year was Rs. 14.35 Lacs)

ACKNOWLEDGEMENTS

Your directors wish to place on record its sincere appreciation for wholehearted timely support and contribution provided by your Company's Bankers Indian Overseas Bank and all the vendors and dedication and commitment of the employees at all levels.

Your directors also take this opportunity to thank all the valued customers who have appreciated our products and patronized them.

Your directors convey their grateful thanks to the Government Authorities (Central & State), Business Associates & Shareholders, for their continued assistance, co-operation and patronage given by them.

For and on Behalf of the Board

New Delhi
18th May, 2013

Sd/-
Dr. M. R. Jain
Chairman

CORPORATE GOVERNANCE REPORT

1. Company's philosophy on Code of Governance

Corporate Governance assumes a great deal of importance in the business life of Pushpsons Industries Limited. Your Company believes that the Corporate Governance is a powerful medium to serve the long-term interest of all the shareholders. Your Company is committed to the concept and philosophy of Corporate Governance as a means of effective internal control, highest level of transparency, professionalism and accountability in all areas of its operation for enhancing customer satisfaction and shareholder value.

2. Board of Directors

The Board of Directors comprises 3 Promoter Directors and 3 Non Executive Independent Directors.

The brief particulars of all the Directors are given below :

Dr. M. R. Jain

Dr. M. R. Jain is M. Sc. From Pilani (Rajasthan) securing 1st position in the University and received Gold Medal. He is PHD in Highpolymer from Canada completed in record period of 26th Months. He worked with D C M, J. K. Synthetics Ltd. & Chief Executive of Modipon Ltd. He is well known to all leading Technology and Equipment suppliers like Dupont, British Nylon Spinner, Lurgi, Zimmer, Barmag, Inventa, Scragg, Teijin, Korea Nylon BP etc. and travelled Western Europe, Eastern Europe, Canada, North African Countries, South Asia etc.

Dr. M R Jain was honoured with Rashtriya Udyog Award for outstanding services, achievements and contribution in Textile Industry. The Award was given by Former President Shri R. Venkaraman in August 1993.

Names of other Indian public limited companies in which Dr. M. R. Jain is Director or the Chairman / Member of Committee(s):

S. No. Name of the Company

1. Indian Toners & Developers Limited

Mr. Pankaj Jain

Mr Pankaj Jain is Mechanical Engineering from IIT Delhi. Since 1985 he has been running business as a Promoter Director / Partner and looking after marketing, production and export. He has widely travelled to Europe, Japan Thailand, Hongkong, USA in connection with the business. He is not a Director in any other public limited company.

PUSHPSONS INDUSTRIES LIMITED

Mr. Dinesh Jain

Mr. Dinesh Jain is member of the Institute of Chartered Accountants of India and since 1990 is working as a promoter director / partner and is looking after Finance, Purchase and export. He has widely travelled to Europe, Japan Thailand, Hongkong, USA in connection with the business. He is not a Director in any other public limited company.

Mr. Ram Nath Bansal

Mr. R. N. Bansal is M. A. (Economics) and a Fellow member of the Institute of Chartered Accountants of India since 1954 and an Associate member of the Institute of Company Secretaries of India. He is an eminent professional and is on the Boards of many renowned companies. He has also served the Department of Company Affairs in various capacities viz., Registrar of Companies, Regional Director and retired as Member, Company Law Board. He was Director (Investment) and Additional Controller of Capital Issues in the Ministry of Finance. He was also a nominee of the Central Government on the Central Council of Institute of Chartered Accountants of India, Institute of Company Secretaries of India and the Governing Boards of various Stock Exchanges.

Names of other Indian public limited companies in which Mr. R. N. Bansal is Director or the Chairman/ Member of Committee(s) :

S.No.	Name of the Company	S.No.	Name of the Company
1.	Chambal Fertilizer & Chemicals Limited.*	6.	Vadinar Oil Terminal Limited*
2.	Orient Bell Limited*	7.	Essar Shipping Limited*
3.	The Hindoostan Mills Limited*	8.	Essar Oilfield Services Limited*
4.	Essar Ports Limited*	9.	Essar Logistics Limited*
5.	Vadinar Ports and Terminal Limited*		

* Also Chairman / Member of Audit Committee

Mr. Vikram Prakash

Mr. Vikram Prakash is B. Sc. Mechanical Engineering in 1948 and a member of the Institution of Engineers, India (MEA). He has also served Chairman & Managing Director of the Projects & Equipment Corporation of India Ltd, New Delhi – a Government of India Undertaking and Spice Trading Corporation Ltd – a Government of India Undertaking. He was Director of HMT International, Bangalore - a Government of India Undertaking, Praga Tools, Hyderabad - a Government of India Undertaking, and Haryana Concast Ltd. – a Haryana Government Undertaking. He was also the Advisor the Chairman of the IX Asian Games held in New Delhi in 1982.

PUSHPSONS INDUSTRIES LIMITED

Names of other Indian public limited companies in which Mr. Vikram Prakash is Director or the Chairman / Member of Committee(s) :

S.No.	Name of the Company	S.No.	Name of the Company
1.	E. C. E. Industries Limited	4.	Noida Medicare Limited
2.	Naihati Jute Mills Co. Limited	5.	Deepak Spinners Limited
3.	Indian Tonners & Developers Ltd.		

Mr. S. B. L. Jain

Mr. S. B. L. Jain is Bachelor of Engineering from Rajasthan University and Inter Science from Rajasthan University. Fellow member of Institute of Engineers (India)

Names of Indian public limited companies in which Mr. S. B. L. Jain is Director or the Chairman / Member of Committee(s):

S.No.	Name of the Company	S.No.	Name of the Company
1.	Modern Insulators Limited	2.	Modern Threads (India) Limited

The composition of the Board of Directors during the year ended 31st March, 2013 is as under :-

Name of Director	Category of Director	Attendance Board Meeting	Attendance Annual General Meeting	No. of Directorship	Other Committee Membership	Companies Committee Chairmanship
Dr. M. R. Jain	Promoter Director	3	Present	01	01	—
Shri Pankaj Jain	Promoter Director	3	Present	—	—	—
Shri Dinesh Jain	Promoter Director	4	Present	—	—	—
Shri R. N. Bansal	Non-Executive Independent Director	4	Present	09	10	04
Shri Vikram Prakash	Non-Executive Independent Director	3	Leave	05	05	—
Shri S. B. L. Jain	Non-Executive Independent Director	4	Present	02	02	—

* Directorship in Private Limited Companies not considered.

Board Meetings and Attendance

The Corporate Governance policy requires the Board to meet at least 4 times in a year with a maximum gap of 4 months between any two meetings. During the year Four Board meetings were held on 30.05.2012, 06.08.2012, 29.10.2012 & 02.02.2013.

3. Audit Committee

The Audit Committee comprises of three non-executive independent directors viz Mr. R.N. Bansal, Mr. Vikram Prakash and Mr Satya Bhushan Lal Jain and Mr. Pankaj Jain, Director. All the members of the audit committee have good knowledge of finance, accounts, Companies Act.

The Manager Finance acts as the secretary to the committee. The Statutory Auditors attend the meetings on the invitation of the Chairman.

During the year the Audit Committee held four meetings on 30.05.2012, 06.08.2012, 29.10.2012 & 02.02.2013. The attendance during the year is as under :-

Members of the Audit Committee	Meetings attended
Shri R. N. Bansal	4
Shri Vikram Prakash	3
Shri Satya Bhushan Lal Jain	4
Shri Pankaj Jain	3

The committee deals with accounting matters, financial reporting and internal controls. The committee closely review the adequacy of internal audit controls. It also monitors any proposed changes in accounting policies, accounting implication of major transactions, etc.

4. Remuneration Committee

The Company has not constituted any Remuneration Committee as no remuneration is being paid to Executive and Non-Executive Directors.

Sitting fees has been paid to Non-executive Directors the detail of which is as under :-

Director	Sitting Fees (Rs)
Shri R. N. Bansal	16000
Shri Vikram Prakash	12000
Shri S. B. L Jain	16000

5. Shareholders / Investor Grievance Committee

The Shareholders / Investor Grievance Committee comprises of three members viz Shri S.B.L. Jain, a Non-Executive and Independent Director and Shri Pankaj Jain & Shri Dinesh Jain – Directors.

During the year no committee meeting was held as there was no matter for consideration.

PUSHPSONS INDUSTRIES LIMITED

6. Annual General Meetings

The Company held three Annual General Meetings as under :-

For the Year	Venue	Day and Date
2012	439, Village Shahoorpur, P. O. Fatehpur Beri, New Delhi-110030.	6th August, 2012
2011	439, Village Shahoorpur, P. O. Fatehpur Beri, New Delhi-110030.	12th August, 2011
2010	439, Village Shahoorpur, P. O. Fatehpur Beri, New Delhi-110030.	4th August, 2010

7. Disclosures

The company has disclosed in the Annual Accounts, the transactions if any entered with its Directors, Key Management Personnel, their relatives and other related parties. These transactions do not have any potential conflict with the interest of the Company at large.

There was no instance of non-compliances by the company on any matter relating to the capital market.

8. Means of Communication

Quarterly results are published in one English daily newspaper (The Financial Express) and one Hindi newspaper (Jansatta). Since the quarterly results are published in newspapers the same are not sent to the shareholders of the company.

9. General Shareholders Information

1. Annual General Meeting

- **Date and Time** Monday the August 05th, 2013, 11.30 a.m.
- **Venue** 439, Village Shahoorpur, P. O. Fatehpur Beri, New Delhi-110030.

2. **Financial Year** 1st April to 31st March

3. **Book Closure Date** Tuesday the July 30th, 2013 to Monday the August 05th, 2013 (both days inclusive)

4. **Dividend Payment Date** None

5. **Listing on Stock Exchanges** The Bombay Stock Exchange Ltd. - Mumbai.

6. **Stock code**

<u>Stock Exchange</u>	<u>Stock Code</u>
The Bombay Stock Exchange Ltd. Mumbai	531562

7. **Market Price Data** No Trading in Shares

8. **Stock Performance** No Trading in Shares

9. **Registrar & Transfer Agents** Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99, Madangir, New Delhi-110062

10. **Share Transfer System** All Share transfers received in physical form are processed and approved by the Share Transfer Committee which normally meets generally on monthly basis depending on the volume of transfers.

PUSHPSONS INDUSTRIES LIMITED

11. Distribution of shareholding as on March 31st 2013

No. of Equity Shares held		No. of Shareholders	No. of Shares Held	% Shareholding
—	Upto 500	73	27200	0.58
501	1000	42	37000	0.80
1001	2000	7	14000	0.30
2001	3000	9	22800	0.49
3001	4000	6	24000	0.52
4001	5000	5	25000	0.54
5001	10000	4	35500	0.76
10001 and above		17	4464600	96.01
Total		163	4650100	100.00

12. Categories of Shareholding as on March 31st 2013

Category	No. of Shareholders	No. of Shares held	% Share Holding
NRIs	4	6500	0.14
Bodies Corporate	2	527500	11.34
Directors & Relatives	16	3836300	82.50
Resident individuals	141	279800	6.02
Total	163	4650100	100.00

13. Dematerialisation of shares and liquidity

The Company is in the process of signing agreement with both the depositories and yet to establish the required connectivity with both the depositories.

14. Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on equity

Not Applicable

15. Plant Locations

Plot No. 1, Kasna Road, Surajpur By-pass Industrial Area
Distt. Gautam Budh Nagar, Greater Noida-201306 (U.P.)

16. Address for Correspondence

Company's Registrar & Share Transfer Agent :
Beetal Financial & Computer Services Private Ltd.
Beetal House, 3rd Floor, 99, Madangir, New Delhi-110062
Tel. : (91) 011-29961281/282 Fax : (91) 011-29961284

OR

Company's Registered Office :
B-40, Okhla Industrial Area, Phase-I, New Delhi-110020.
Tel. : (91) 011-2681 8631, 2681 8632
Fax : (91) 011-2681 4918

For and on behalf of the board

Place : New Delhi
Date : 18th May, 2013

Sd/-
Dr. M. R. Jain
Chairman

PUSHPSONS INDUSTRIES LIMITED

DECLARATION BY THE CEO UNDER CLAUSE 49 OF THE LISTING AGREEMENT ADHERENCE TO THE CODE OF CONDUCT

In accordance with Clause 49 sub-clause I(D) of the Listing Agreement with the Stock Exchanges, I hereby confirm that, all Directors and the Senior Management personnel of the Company have affirmed compliance to their respective Code of Conduct, as applicable to them for the Financial year ended 31st March, 2013.

For Pushpsons Industries Ltd.

New Delhi
18th May, 2013

Sd/-
Dr. M. R. Jain
Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

**The Members of
Pushpsons Industries Limited,**

We have examined the compliance of conditions of Corporate Governance by Pushpsons Industries Limited for the Year ended on 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of condition of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statement of the Company.

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

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

For R. Verma & Associates
Chartered Accountants
Registration Number 08026N

New Delhi
18th May, 2013

Sd/-
Rakesh Verma
Partner
Membership Number 83311

PUSHPSONS INDUSTRIES LIMITED

CEO / CFO CERTIFICATE

To
Board of Directors
Pushpsons Industries Ltd.
New Delhi

- (a) We have reviewed the financial statement and the cash flow statement for the year ended 31st March, 2013 and to the best of our knowledge and belief :
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to be take to rectify these deficiencies.
- (d) We have indicated to the auditors and the audit committee:
- (i) Significant changes in internal control during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

Place : New Delhi
Dated : 18h May, 2013

Sd/-
Pankaj Jain
Director

Sd/-
Sunil Bansal
Manager - Finance

PUSHPSONS INDUSTRIES LIMITED

INDEPENDENT AUDITOR'S REPORT

To The members of
Pushpsons Industries Limited.

We have audited the accompanying financial statements of **Pushpsons Industries Limited** ("the Company"), which comprise the Balance Sheet as at 31 March, 2013, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsible for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013.
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

PUSHPSONS INDUSTRIES LIMITED

- d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For R. Verma & Associates
Chartered Accountants
Registration Number 08026N

Sd/-
(Rakesh Verma)
Partner
Membership Number 83311

New Delhi
18th May, 2013

Re. Pushpsons Industries Limited

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirement" of our report of even date.

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) In our opinion, the management has physically verified the fixed assets during the year at reasonable intervals having regard to the size of the company and nature of its assets. No material discrepancy was noticed on such verification.
(c) In our opinion and according to the information and explanations to us, the Company has not disposed of a substantial part of its fixed assets during the year.
2. (a) As explained to us the inventories have been physically verified by the management at reasonable intervals during the year.
(b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
(c) The Company has maintained proper records of inventory. According to the information and explanations given to us, no material discrepancy was noticed on such verification.
3. (a) According to the information and explanations given to us, the Company has during the year not granted any loans, secured or unsecured to companies, firms, other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, paragraph 4(iii)(a),(b),(c) and (d) of the Order, are not applicable.
(b) According to the information and explanations given to us, the Company has taken unsecured loan from two directors of the company, the amount outstanding as on 31st March, 2013 is Rs. 80.00 lacs.
(c) The loans are interest free and other terms and conditions of the loans taken by the company are not prima facie prejudicial to the interest of the company and there are no stipulations as to repayments.
4. In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to the purchases of inventory and fixed assets and for the sale of goods. There are no sale of services during the year. Further, on the basis of our examination and according to the information and explanations given to us, we have neither come across nor have any information of any instance of major weakness in the internal controls systems.
5. In our opinion and according to the information and explanations given to us, there were no transactions that need to be entered in pursuance of Section 301 of the Companies Act, 1956.

PUSHPSONS INDUSTRIES LIMITED

6. As the Company has not accepted any deposits from the public, paragraph 4(vi) of the Order is not applicable.
7. In our opinion, the company has an internal audit system commensurate with its size and the nature of its business.
8. We have broadly reviewed the books of accounts maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed accounts have been maintained. We have, however not made a detailed examination of these records.
9.
 - a. According to the information and explanations given to us, the company has been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service tax and other statutory dues applicable to it with appropriate authorities. According to the information and explanations given to us by the company, there were no arrears of outstanding statutory dues as at 31st March, 2013 for a period of more than six months from the date they became payable.
 - b. According to the information and explanations given to us, there are no dues of sales tax, income tax, service tax, excise duty that have not been deposited with appropriate authorities on account of any dispute .
10. The company's accumulated losses at the end of the financial year are less than fifty percent of its net worth and the Company has not incurred cash losses during the year and in the immediately preceding financial year.
11. The company has not defaulted in repayment of dues to bank.
12. The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the company is not a chit fund, nidhi, mutual fund or a society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditors Report) Order, 2003 (as amended) are not applicable to the Company.
14. According to the information and explanations given to us, the company is not having dealing or trading in shares, securities, debentures and other investments.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The company has not taken any term loan during the year.
17. According to the information and explanations given to us, the company has not raised any funds on short-term basis.
18. The company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. The company has not issued any debentures.
20. The company has not raised any money through a public issue during the year.
21. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements as per the information and explanations given by the management , we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For R. Verma & Associates
Chartered Accountants
Registration Number 08026N

Sd/-
(Rakesh Verma)
Partner

Membership Number 83311

New Delhi
18th May, 2013

PUSHPSONS INDUSTRIES LIMITED

Balance Sheet as at 31st March, 2013

	Schedule	As at 31.03.2013 (Rupees)	As at 31.03.2012 (Rupees)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	52,705,000	52,705,000
Reserves and Surplus	2	(23,980,281)	(24,054,902)
Non-Current Liabilities			
Long-term borrowings	3	8,000,000	8,000,000
Current Liabilities			
Short-term borrowings	4	-	2,182,219
Trade payables	5	3,384,070	708,942
Other current liabilities	6	722,034	336,813
Total		40,830,823	39,878,072
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	7	30,792,703	32,023,891
Long term loans and advances	8	1,126,738	1,105,635
Current assets			
Inventories	9	6,418,469	4,259,601
Trade receivables	10	346,095	318,158
Cash and cash equivalents	11	1,277,397	450,912
Short-term loans and advances	12	369,125	392,643
Other current assets	13	500,296	1,327,232
Total		40,830,823	39,878,072

Notes on Financial Statements 1 to 27

As per our Report of even date

For R. Verma & Associates
Chartered Accountants
Registration Number 08026N

Rakesh Verma
Partner
Membership No. 83311

New Delhi
18th May, 2013

For and on behalf of the Board

Dr. M. R. Jain Director
Pankaj Jain Director
Dinesh Jain Director

PUSHPSONS INDUSTRIES LIMITED

Statement of Profit and Loss for the year ended 31st March, 2013

	Schedule	Year ended 31.03.2013 (Rupees)	Year ended 31.03.2012 (Rupees)
INCOME			
Revenue from operations	14	17,924,041	28,437,009
Other Income	15	586,056	205,394
Total Revenue		18,510,097	28,642,403
Expenses:			
Cost of materials consumed	16	8,294,819	12,713,980
Other Manufacturing Expenses	17	5,346,458	6,702,829
Changes in inventories of finished goods, Work-in-progress and Stock-in-Trade	18	(2,050,526)	2,316,308
Employee benefit expense	19	2,426,091	2,782,228
Financial costs	20	132,480	150,320
Depreciation and amortization expense		1,354,263	1,313,629
Other expenses	21	2,931,892	3,797,305
Total Expenses		18,435,476	29,776,600
Profit / (Loss) before tax		74,621	(1,134,197)
Tax Expense:			
Current tax		—	—
Deferred tax		—	(7,180,000)
Profit / (Loss) for the year		74,621	(8,314,197)
Earning per equity share of Rs. 10 each: Basic and Diluted	22	0.02	(1.79)

Notes on Financial Statements

1 to 27

As per our Report of even date

For R. Verma & Associates
Chartered Accountants
Registration Number 08026N

For and on behalf of the Board

Dr. M. R. Jain Director

Pankaj Jain Director

Dinesh Jain Director

Rakesh Verma
Partner
Membership No. 83311

New Delhi
18th May, 2013

PUSHPSONS INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

	As at 31.03.2013 (Rupees)	As at 31.03.2012 (Rupees)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) as per statement of Profit and Loss	74,621	(1,134,197)
Adjustment for		
Depreciation	1,354,263	1,313,629
Finance Charges Paid	132,480	150,320
Operating profit before working capital changes	1,561,364	329,752
Adjustment for:		
Trade Receivable	(27,937)	1,640,967
Other Receivable	2,579,038	(642,931)
Inventories	(2,158,868)	2,613,070
Trade and Other Payable	(850,454)	(2,799,334)
Operating profit / (loss) after working capital changes	(458,221)	811,772
Net cash from operating activities (A)	1,103,143	1,141,524
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(123,075)	(744,355)
Net cash used in investing activities (B)	(123,075)	(744,355)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Long Term Loans & Advance	(21,103)	(8,901)
Finance Charges paid	(132,480)	(150,320)
Increase (Decrease) in Short Term Loans		(2,000,000)
Net cash used in / from financing activities (C)	(153,583)	(2,159,221)
NET CHANGE IN CASH AND ITS EQUIVALENTS (A+B+C)	826,485	(1,762,052)
OPENING BALANCE OF CASH AND ITS CASH EQUIVALENTS	450,912	2,212,964
CLOSING BALANCE OF CASH AND ITS CASH EQUIVALENTS	1,277,397	450,912

For R. Verma & Associates
Chartered Accountants
Registration Number 08026N

Rakesh Verma
Partner
Membership No. 83311

New Delhi
18th May, 2013

For and on behalf of the Board

Dr. M. R. Jain Director

Pankaj Jain Director

Dinesh Jain Director

PUSHPSONS INDUSTRIES LIMITED

Notes to the Financial Statements

	As at 31.03.2013 (Rupees)	As at 31.03.2012 (Rupees)
1. SHARE CAPITAL		
Authorised :		
7000000 Equity Shares of Rs. 10/- each	70,000,000	70,000,000
Issued :		
5890900 Equity Shares of Rs.10/- each	58,909,000	58,909,000
Subscribed and paid-up :		
4650100 Equity Shares of Rs.10/- each fully paid up	46,501,000	46,501,000
Add : 1240800 Equity Shares Forfeited (Paid up amount)	6,204,000	6,204,000
Total	52,705,000	52,705,000

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

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Name of the Shareholder	As at 31st March, 2013		As at 31st March, 2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Dr. Mauji Ram Jain	628,600	13.52	628,600	13.52
Mr. Pankaj Jain	1,170,900	25.18	1,170,900	25.18
Mr. Dinesh Jain	1,170,900	25.18	1,170,900	25.18
Mrs. Sangeeta Jain	425,800	9.16	425,800	9.16
Mrs. Niti D. Jain	425,800	9.16	425,800	9.16
Panipat Weaving & Processing Pvt. Ltd.	527,500	11.34	527,500	11.34

2. RESERVES AND SURPLUS

Capital Reserve	2,575,630	2,575,630
(Production Incentive from Greater Noida Industrial Development Authority for early commencement of production)	<u>2,575,630</u>	<u>2,575,630</u>
Surplus (Deficit) in Statement of Profit and Loss		
Opening Balance	(26,630,532)	(18,316,335)
Profit / (Loss) during the year	74,621	(8,314,197)
Closing Balance	<u>(26,555,911)</u>	<u>(26,630,532)</u>
Total	<u>(23,980,281)</u>	<u>(24,054,902)</u>

PUSHPSONS INDUSTRIES LIMITED

Notes to the Financial Statements

	As at 31.03.2013 (Rupees)	As at 31.03.2012 (Rupees)
3. LONG-TERM BORROWINGS		
Unsecured		
From Directors (Interest Free)	8,000,000	8,000,000
Total	8,000,000	8,000,000

4. SHORT-TERM BORROWINGS		
Secured		
Working Capital Loan from Bank	—	2,182,219
Total	—	2,182,219

(Credit Facility (Limit) from India Overseas Bank are secured by hypothecation of stock, book debts, equitable of land and building and personal guarantee of three directors)

5. TRADE PAYABLES		
Trade Payables	3,384,070	708,942
Total	3,384,070	708,942

The Company has not received any information from "suppliers" regarding their status under the Micro, Small and Medium Enterprises (Development) Act, 2006 and hence, disclosure, if any, relating to amounts unpaid as at 31st March, 2013 together with interest paid / payable under the said Act have not been given.

6. OTHER CURRENT LIABILITIES		
Other Payable - Employees	116,573	173,841
Statutory Dues	58,609	42,213
Other Payables Expenses	177,474	120,759
Advance against Sales	369,378	—
Total	722,034	336,813

Notes to the Financial Statements
7. FIXED ASSETS - TANGIBLE (AMOUNT IN RUPEES)

	GROSS BLOCK		DEPRECIATION		NET BLOCK	
	As At 01.04.2012	Additions Total at 31.03.2013	As At 31.03.2012	For the Year 31.03.2013	As At 31.03.2012	As At 31.03.2013
LAND (LEASE HOLD)	16,664,139	—	—	—	16,664,139	16,664,139
BUILDING	16,768,010	—	8,106,132	560,052	8,101,826	8,661,878
PLANT AND MACHINERY	14,219,707	—	8,438,148	675,436	5,106,123	5,781,559
FURNITURE AND FIXTURES	598,898	123,075	420,191	38,636	263,146	178,707
VEHICLES	785,643	—	54,940	74,636	656,067	730,703
OFFICE EQUIPMENT	115,861	—	108,956	5,503	1,402	8,905
TOTAL	49,152,258	123,075	17,128,367	1,354,263	30,792,703	32,025,891
PREVIOUS YEAR	48,407,903	744,355	15,814,738	1,313,629	32,025,891	32,025,891

PUSHPSONS INDUSTRIES LIMITED

Notes to the Financial Statements

	As at 31.03.2013 (Rupees)	As at 31.03.2012 (Rupees)
8. LONG TERM LOANS AND ADVANCES		
Security deposits (Unsecured, considered good)	1,016,592	1,016,592
Tax deducted at source	70,326	40,326
Others	39,820	48,717
Total	1,126,738	1,105,635
9. INVENTORIES		
- Work-in-Progress	3,188,884	2,916,256
- Finished Goods	2,762,468	984,570
- Consumables and Spares	467,117	358,775
Total	6,418,469	4,259,601
Detail of Work-in-Progress		
Fabric	994,189	448,575
Yarn	2,140,944	2,404,543
Others	53,751	63,138
Total	3,188,884	2,916,256
Detail of Finished Goods		
Rugs and carpets	2,762,486	934,743
Total	2,762,486	934,743
For mode of valuation. Refer Annexure I		
10. TRADE RECEIVABLES		
Trade receivables outstanding for a period exceeding six months (Unsecured, considered good)	—	—
Others	346,095	318,158
Total	346,095	318,158

PUSHPSONS INDUSTRIES LIMITED

Notes to the Financial Statements

	As at 31.03.2013 (Rupees)	As at 31.03.2012 (Rupees)
11. CASH AND CASH EQUIVALENTS		
Balance with Banks	1,068,320	96,949
Cash-on-hand	209,077	353,963
Total	1,277,397	450,912
12. SHORT-TERM LOANS AND ADVANCES		
Prepaid expenses	369,125	379,076
Others	—	13,567
Total	369,125	392,643
13. OTHER CURRENT ASSETS		
Export Incentives receivable	500,296	1,161,082
VAT Receivable	—	166,150
Total	500,296	1,327,232

Notes to the Statement of Profit & Loss

	Year Ended 31.03.2013 (Rupees)	Year Ended 31.03.2012 (Rupees)
14. REVENUE FROM OPERATIONS		
Sale of products		
Manufactured goods	14,891,630	25,520,392
Other operating revenues		
Export Incentives	3,032,411	2,916,617
Total	17,924,041	28,437,009
15. OTHER INCOME		
Interest	—	14,924
Other Income	586,056	190,470
Total	586,056	205,394

PUSHPSONS INDUSTRIES LIMITED

Notes to the Statement of Profit & Loss

			Year Ended 31.03.2013 (Rupees)	Year Ended 31.03.2012 (Rupees)
16. COST OF MATERIALS CONSUMED				
Raw Materials			8,294,819	12,713,980
Total			8,294,819	12,713,980
Imported and indigenous raw material consumed	Year ended Rupees	31.03.2013 %	Year ended Rupees	31.03.2012 %
Imported	0	—	0	—
Indigenous	8,294,819	100	12,713,980	100
Total	8,294,819	100	12,713,980	100
Detail of raw material consumed				
Fabric			1,690,578	1,040,084
Yarn			2,508,862	3,359,789
Rugs			3,935,509	8,223,853
Others			159,870	90,254
Total			8,294,819	12,713,980
17. OTHER MANUFACTURING EXPENSES				
Consumable Stores and Spares			520,672	1,051,526
Electricity and Water			855,532	747,694
Freight and Cartage			277,100	605,898
Insurance - Plant & Machinery and Building			40,521	47,954
Packing material consumed			360,046	714,716
Repair and Maintenance - Plant and Machinery			100,598	141,835
Labour Charges			1,776,157	2,241,835
Security Charges			525,054	574,212
Testing Fees			6,495	7,400
Dyeing Charges			644,792	421,167
Embroidery and Stitching Charges			239,491	148,592
Total			5,346,458	6,702,829
Imported and indigenous stores and spares consumed	Year ended Rupees	31.03.2013 %	Year ended Rupees	31.03.2012 %
	%	%	%	%
Imported	—	—	0	0
Indigenous	520,672	100	1,051,526	100
Total	520,672	100	1,051,526	100

PUSHPSONS INDUSTRIES LIMITED

Notes to the Statement of Profit & Loss

	Year Ended 31.03.2013 (Rupees)	Year Ended 31.03.2012 (Rupees)
18. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Stock at commencement		
Work in Progress	2,916,256	3,489,495
Finished Goods	984,570	2,727,639
Total	3,900,826	6,217,134
Stock at Close		
Work in Progress	3,188,884	2,916,256
Finished Goods	2,762,468	984,570
Total	5,951,352	3,900,826
NET CHANGE	(2,050,526)	2,316,308
19. EMPLOYEES BENEFITS EXPENSES		
Salaries and Wages	1,963,055	2,395,216
Contribution to Provident and Other Funds	109,899	147,270
Staff Welfare	353,137	239,742
Total	2,426,091	2,782,228
20. FINANCIAL COST		
- Working Capital	80,648	51,208
- Bank Charges	51,832	99,112
Total	132,480	150,320
21. OTHER EXPENSES		
A.G.M. Expenses	20,043	41,685
Advertisement	52,397	38,823
Auditors Remuneration	25,000	25,000
Clearing & Forwarding	411,349	799,931
Conveyance and Travelling	36,726	373,317
Cost Audit Fees	11,000	—
Director's Sitting Fees	44,000	30,000
Exhibition	1,391,439	1,434,847
Insurance - Others	24,545	33,217
Lease Rent (Land)	321,954	321,954
Legal and Professional	101,514	117,579
Listing Fees	28,090	27,575
Miscellaneous	150,724	131,892
Postage, Courier and Telephone	304,178	385,554
Printing and Stationary	8,933	35,931
Total	2,931,892	3,797,305

PUSHPSONS INDUSTRIES LIMITED

Notes to the Statement of Profit & Loss

	Year Ended 31.03.2013 (Rupees)	Year Ended 31.03.2012 (Rupees)
22. EARNING PER EQUITY SHARE		
Profit / Loss for the year	74,621	(8,314,197)
Average number of equity share of Rs..10 each	4650100	4650100
Earning per equity share basic and diluted	0.02	(1.79)
23. EXPENDITURE IN FOREIGN CURRENCY		
Freight	—	66,935
Exhibition Expenses	717,279	1,434,847
24. EARNING IN FOREIGN CURRENCY		
Export of goods	14,853,140	25,547,111
25. RELATED PARTIES DISCLOSURES :		
A. Particulars of Associates Companies		
Name of the Related Party	Nature of Relationship	
(i) Panipat Weaving & Processing Private Limited	Associate Company	
(ii) Pushpsons Fibrol Private Limited	Associate Company	
(iii) Pushpsons Balbro Private Limited	Associate Company	
(iv) Pushpsons International	Associate Firm	
B. Key Management Personnel		
(i) Dr. M. R. Jain	Director	
(ii) Shri Pankaj Jain	Director	
(iii) Shri Dinesh Jain	Director	
C. Transactions with Associate Companies	Amt. in Rs. Lacs	Amt. in Rs. Lacs
(i) Fee for rendering of services from the Associate Company A (i) above	3.00	0.00
D. Details of Transactions relating to persons Referred to in Item B-(ii), (iii) above		
(i) Unsecured Loans as at the end of the year	80.00	80.00
26. During the year the Company has only one reportable segment i.e. Export of Made- up in accordance with the accounting standards on segment reporting.		
27. Significant accounting policies adopted by the Company are disclosed in the statement annexed to these financial statements as Annexure I.		

As per our report of even date

For R. Verma & Associates
Chartered Accountants
Registration Number 08026N

Rakesh Verma
Partner
Membership Number 83311

New Delhi
18th May 2013

For and on behalf of the Board

Dr. M. R. Jain Director
Pankaj Jain Director
Dinesh Jain Director

ANNEXURE - I : SIGNIFICANT ACCOUNTING POLICIES

A. Basis of accounting :

1. These financial statements have been prepared on an accrual basis and under the historical cost convention and in compliance, in all material aspects, with the applicable accounting principles in India, the applicable accounting standards notified under the provisions of the Companies Act, 1956.

B. Use of Estimates :

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

C Fixed Assets, Depreciation and Impairment :

1. The Fixed Assets of the Company are stated at cost comprising purchase price and other costs which are directly attributable to bringing the asset to its working condition for the intended use.
2. Depreciation on Fixed Assets of the Company is provided on the basis of Straight Line Method in accordance with Schedule XIV read with Section 205 (2) (b) of the Companies Act, 1956.
3. Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the company's fixed assets. If any indication exists, an asset's recoverable amount is estimated. Impairment is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

D. Conversion of Foreign Currency items :

All transactions in foreign currencies, are recorded at the rate of exchange prevailing on the dates when the transaction takes place.

E. Inventory Valuation :

Inventories are valued at cost except finished goods and work in progress .Finished Goods are valued at lower of cost or market value .Work -in-progress is valued at estimated cost ..

F. Sale :

Sales and exports are net of returns and rebates and booked on the basis of dispatches from the factory.

G. Taxation :

Income tax expense comprises current tax and deferred tax charge or credit. Provision for current tax is made on the basis of provisions of the Income Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting is accounted using current tax rates. Deferred tax asset is recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets/liabilities are reviewed as at each Balance Sheet date based on developments during the year.

H. Retirement Benefits :

Retirement benefits in the form of the company's contribution to Provident Fund are charge to the Statement of Profit & Loss for the year when the contributions to the fund are due.

I. Provisions and Contingencies :

A provision is recognized when there is a present obligation as result of past event, that probably requires an out flow of resources and a reliable estimate can be made to settle the amount of obligation. Provision is not discounted to its present value and is determined on the last estimate required to settle the obligation at the year end. Contingent liabilities are not recognized but disclosed in the financial statements.

PUSHPSONS INDUSTRIES LIMITED

Registered Office : B-40, Okhla Industrial Area, Phase-I, New Delhi - 110 020

ATTENDANCE SLIP

L. F. No.	
No. of Shares Held	

I / We hereby record my / our presence at the 19th Annual General Meeting of the Company on Monday, August 05th, 2013 at 11.30 a.m. at 439, Village Shahoorpur, P. O. Fatehpur Beri, New Delhi-110030.

NAME OF THE SHAREHOLDER (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER	
NAME OF THE PROXY (IN BLOCK LETTERS)	
SIGNATURE OF THE PROXY	

NOTES :

1. You are requested to sign and hand over the slip at the entrance.
2. If you intend to appoint a proxy to attend the meeting instead of yourself, duly filled proxy form must be deposited at the registered office of the Company at least 48 hours before the time fixed for holding the meeting.
3. Proxy need not be member of the Company.

Tear Here

PUSHPSONS INDUSTRIES LIMITED

Registered Office : B-40, Okhla Industrial Area, Phase-I, New Delhi - 110 020

PROXY FORM

L. F. No.	
No. of Shares Held	

I / We.....of.....
.....being a member / members of
PUSHPSONS INDUSTRIES LIMITED hereby appoint.....
of.....
as my / our proxy to vote for me / us on my / our behalf at the 19th Annual General Meeting of the Company to be held on Monday, August 05th, 2013 at 11.30 a.m. at 439, Village Shahoorpur, P. O. Fatehpur Beri, New Delhi-110030 or any adjournment thereof.

Signature.....

Signed this.....day of.....2013.

Please affix
Rupee 1
Revenue
Stamp

BOOK POST

If undelivered, please return to :
Pushpsons Industries Limited
B-40, Okhla Industrial Area, Phase-I
New Delhi - 110 020