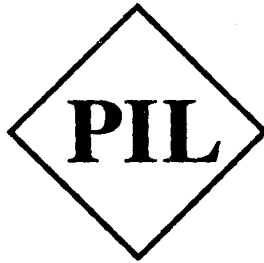


**20th ANNUAL REPORT
2013-2014**



PUSHPSONS INDUSTRIES LIMITED

PUSHPSONS INDUSTRIES LIMITED

COMPANY INFORMATION

BOARD OF DIRECTORS

Dr. M. R. Jain (upto 03rd April, 2014)	Chairman & Managing Director
Shri Pankaj Jain	Executive Director
Shri Dinesh Jain	Whole-time Director
Shri R. N. Bansal (upto 24th February, 2014)	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
Tel. : (91) 011-26818631, 26818632
Fax : (91) 011-26814918
E-mail : info@pushpsons.com
CIN : L74899DL1994PLC059950

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
E-mail : beetalrta@gmail.com

PUSHPSONS INDUSTRIES LIMITED

NOTICE

Notice is hereby given that 20th Annual General Meeting (AGM) of the members of Pushpsons Industries Limited will be held on Friday the 08th August 2014 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 Financial Statement of the Company for the financial year ended March, 31, 2014, the report of Board of Directors and Auditors thereon.
2. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT M/s. R. Verma & Associates, Chartered Accountants, be are hereby appointed as auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

3. To appoint Mr. Dinesh Jain (DIN:00001912) as Managing Director and in this regard 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 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Dinesh Jain (DIN:00001912), as the Managing Director of the Company for a period of five years with effect from 28th May 2014 on the terms and conditions including remuneration as set out in the statement annexed to the notice convening this meeting."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To appoint Mr. Dhruv Jain (DIN:06870666) as a Director and in this regard 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 149 and 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dhruv Jain (DIN:06870666), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of a director, be and is hereby appointed as a director of the Company with effect from 28th May, 2014, liable to retire by rotation."

5. To appoint Mr. Vikram Prakash (DIN:00017732) as an independent Director and in this regard 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 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualifications of Directors Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vikram Prakash (DIN:00027732), who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."

6. To appoint Mr. S.B.L. Jain (DIN:00002582) as an independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

PUSHPSONS INDUSTRIES LIMITED

"RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualifications of Directors Rules, 2014) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S.B.L Jain (DIN: 00002582), Director of the Company, whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies, Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."

For and on behalf of the Board

Sd/-

Pankaj Jain

Director

DIN: 00001923

New Delhi
28th May, 2013

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (The "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the Proxy, however be deposited at the Registered Office of the company not less than forty eight-hours before the Commencement of the Annual General Meeting.**
2. Brief resume of Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership / chairmanship of Board Committees, shareholding and relationship between directors *inter-se* as stipulated under clause 49 of the Listing Agreement with Stock Exchange, are provided in the Corporate Governance Report forming part of the Annual Report.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday the 02nd, August, 2014 to Friday the 08th August, 2014 (both days inclusive).
5. Members / Proxies are requested to produce at the entrance of the meeting hall, the attached attendance slip duly completed & signed for attending the meeting.
6. 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.
7. 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.
Members are also requested to register their e-mail address for receiving all communications including Annual Report, Notices etc. from the Company electronically.
3. 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.
9. 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 death of sole / all Joint Shareholders.

Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013

Item No. 3

The Board of Directors of the Company, at its meeting held on 28th May, 2014, has, subject to the approval of members, appointed Mr. Dinesh Jain as Managing Director, for a period of five years from 28th May, 2014. It is proposed to seek the member's approval for the appointment of Mr. Dinesh Jain as Managing Director, in terms of applicable provisions of the Act.

PUSHPSONS INDUSTRIES LIMITED

Mr. Dinesh Jain joined the Board of Directors of the Company as a promoter director with effect from 30th, June, 1994. The said appointment was approved by the members of the Company by way of an Ordinary Resolution. Mr. Dinesh Jain is member of the Institute of Chartered Accountants of India. He is a director in three private limited Companies and working since 1994 as a promoter director 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. Dinesh Jain, was appointed as Whole Time Director of the Company with effect from 01st April, 2013. Mr Dinesh Jain, Director retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for reappointment. Mr. Dinesh Jain has rich experience of more than 20 years in the field of manufacturing and export of carpets, rugs, rugs and home furnishings. The terms and conditions of appointment and remuneration as may be recommended by the Human Resources, Nomination and Remuneration Committee (the "HRNR Committee") of the Board and be decided by the Board of Directors and acceptable to Mr. Dinesh Jain."

Mr. Dinesh Jain is interested in the proposed resolutions. Mr. Pankaj Jain is his relative (brother) and may be deemed to be concerned or interested in this resolution.

The Board recommends the Resolution set out at item No. 3 of the Notice for approval by the Members.

Item No. 4

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Dhruv Jain for the office of Director, to be appointed as such, under the provisions of Section 149 of the Companies Act, 2013.

Mr. Dhruv Jain is not disqualified from being appointed in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. He does not hold any shares in the Company. He is not a director in any other company.

The Resolution seeks the approval of members for the appointment of Mr. Dhruv Jain as a Director pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is liable to retire by rotation.

Mr. Dhruv Jain has done his Chemical Engineering from The University of Melbourne, Australia in 2011. He has more than two years of experience in the field of Spin Finish and export of made ups. He has participated in the trade exhibitions at Hannover, Germany.

In the opinion of the Board of Directors, Mr. Dhruv Jain, director proposed to be appointed, fulfils the conditions specified in the Act and Rules made thereunder.

Mr. Dhruv Jain is interested in the proposed resolutions. Mr. Pankaj Jain is his relative (father) and may be deemed to be concerned or interested in this resolution.

The Board recommends the Resolution set out at item No. 4 of the Notice for approval by the Members.

Item No. 5

Mr. Vikram Prakash is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 10-02-1995 Mr. Vikram Prakash is Member of the Audit Committee of the Board of Directors of the Company.

Mr. Vikram Prakash holds degree in B. Sc. Mechanical Engineering and a member of the Institution of Engineers, India (MEA). Mr. Vikram Prakash is a director in E. C. E. Industries Limited, Naihati Jute Mills Co. Limited, Indian Tonners & Developers Ltd., Noida Medicare Limited and Deepak Spinners Limited.

Mr. Vikram Prakash does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Vikram Prakash is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Vikram Prakash being eligible and offering himself for

PUSHPSONS INDUSTRIES LIMITED

appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Mr. Vikram Prakash as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Vikram Prakash fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Vikram Prakash as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vikram Prakash as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vikram Prakash as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Vikram Prakash, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 6

Mr. S.B.L. Jain is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 18-10-2003. Mr. S.B.L. Jain is Member of the Audit Committee of the Board of Directors of the Company. Mr. S.B.L. Jain is Bachelor of Engineering from the University of Rajasthan and is fellow member of the Institute of Engineers (India).

Mr. S.B.L. Jain does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. S.B.L. Jain is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. S.B.L. Jain being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing S.B.L. Jain as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. S.B.L. Jain fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. S.B.L. Jain as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. S.B.L. Jain as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. S.B.L. Jain as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. S.B.L. Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

For and on behalf of the Board

New Delhi
28th May, 2014

Sd/-
Pankaj Jain
Director
DIN: 00001923

PUSHPSONS INDUSTRIES LIMITED

DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the 20th Annual Report together with the audited Statements of Accounts for the year ended 31st March 2014.

FINANCIAL HIGHLIGHTS

	Year ended 31.03.2014 Rupees	Year ended 31.03.2013 Rupees
Sales and Other Income	4,54,19,995	1,85,10,097
Profit before interest and depreciation	57,77,768	15,61,364
Financial Expenses	1,13,850	1,32,480
Depreciation	13,57,227	13,54,263
Profit after Interest and depreciation	43,06,691	74,621
Net profit during the year	43,06,691	74,621

DIVIDEND

Due to inadequate profits and accumulated losses in the Company, your directors have decided not to recommend any dividend.

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 Nineteen (no. 19) as on 31st March, 2014. The Industrial relations remained cordial during the year.

DIRECTORS

Shri Dinesh Jain and Shri Vikram Prakash, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

In terms of Clause 49 of the Listing Agreement with stock exchange, the details of the Directors to be appointed / re-appointed are contained in the accompanying notice for convening the ensuing Annual General Meeting.

During the year Shri R. N. Bansal resigned and was relieved from the Board of Directors with effect from 24-02-2014. Your Board of Directors wish to place on record their sincere appreciation for the guidance and valuable contributions made by Shri R. N. Bansal in the deliberation of the Board of Directors during his tenure as Director of the company.

We, with great sorrow inform the demise of Dr. M. R. Jain on 03rd April, 2014, the Chairman and promoter director of our Company. The Company places record his vision and contributions to the growth of our Company.

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, 2014;

PUSHPSONS INDUSTRIES LIMITED

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.

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 116848 (Previous Year 89487) 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. 406.78 Lacs (Previous year was Rs.148.53 Lacs). The expenses in foreign exchange on Exhibition Expenses is Rs. 19.32 Lacs (Previous year was Rs. 7.17 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

Sd/-

Pankaj Jain
Chairman

New Delhi
28th May, 2014

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 2 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. 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. Venktaraman 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
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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. Ram Nath Bansal, Independent Director has resigned from Audit Committee and Board of Directors of the Company on 24th February, 2014.

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.

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

PUSHPSONS INDUSTRIES LIMITED

The composition of the Board of Directors during the year ended 31st March, 2014 is as under :-

Name of Director	Category of Director	Attendance Board Meeting	Attendance Annual General Meeting	No. of Director-ship	Other Committee Membership	Companies Committee Chairmanship
Dr. M. R. Jain	Promoter Director	4	Present	01	01	—
Shri Pankaj Jain	Promoter Director	4	Present	—	—	—
Shri Dinesh Jain	Promoter Director	4	Present	—	—	—
Shri R. N. Bansal	Non-Executive Independent Director	4	Present	03	04	04
Shri Vikram Prakash	Non-Executive Independent Director	4	Present	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 18.05.2013, 05.08.2013, 09.11.2013 & 01.02.2014.

3. Audit Committee

The Audit Committee comprises of two non-executive independent directors viz Mr. Vikram Prakash and Mr Satya Bhushan Lal Jain and one executive director Mr. Pankaj Jain. 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 18.05.2013, 05.08.2013, 09.11.2013 & 01.02.2014. The attendance during the year is as under :-

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

PUSHPSONS INDUSTRIES LIMITED

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	17978
Shri Vikram Prakash	17978
Shri S. B. L Jain	17978

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 three committee meeting was held as there was no matter for consideration.

6. Annual General Meetings

The Company held three Annual General Meetings as under:-

For the Year	Venue	Day and Date
2013	439, Village Shahoorpur, P. O. Fatehpur Beri, New Delhi-110030	5th August, 2013
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

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) or Business Standard and one Hindi newspaper (Jansatta) or Business Standard. Since the quarterly results are published in newspapers the same are not sent to the shareholders of the company.

PUSHPSONS INDUSTRIES LIMITED

9. General Shareholders Information

1. **Annual General Meeting**
 - **Date and Time** Friday the August 08th, 2014, 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** Saturday the August 02nd, 2014 to Friday the August 08th, 2014 (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.

11. Distribution of shareholding as on March 31st 2014

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

PUSHPSONS INDUSTRIES LIMITED

12. Categories of Shareholding as on March 31st 2014

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
E-mail : beetalrta@gmail.com

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
E-mail : info@pushpsons.com

For and on behalf of the board

New Delhi
28th May, 2014

Sd/-
Pankaj 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, 2014.

For Pushpsons Industries Limited

New Delhi
28th May, 2014

Sd/-
Pankaj 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, 2014 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 of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

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, 2014 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.

New Delhi
28h May, 2014

Sd/-
Pankaj Jain
Director

Sd/-
Sunil Bansal
Manager - Finance

PUSHPSONS INDUSTRIES LIMITED

INDEPENDENT AUDITOR'S REPORT

To The members of
Pushpsons Industries Limited.

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Pushpsons Industries Limited (the Company), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's 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 notified under the Companies Act, 1956 (the Act) read with the General Circular 15 / 2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company 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 Section 227(4A) 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.

PUSHPSONS INDUSTRIES LIMITED

- 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 Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
- e. On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

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

Sd/-
(Rakesh Verma)
Partner

Membership Number 83311

New Delhi
28th May, 2014

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, 2014 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.

PUSHPSONS INDUSTRIES LIMITED

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.
6. According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore the provisions of paragraph 4(vi) of the Order are not applicable to the Company.
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, 2014 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 Order 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

New Delhi
28th May, 2014

Sd/-
(Rakesh Verma)
Partner
Membership Number 83311

PUSHPSONS INDUSTRIES LIMITED

Balance Sheet as at 31st March, 2014

	Schedule	As at 31st March, 2014 (Rupees)	As at 31st March, 2013 (Rupees)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	52,705,000	52,705,000
Reserves and Surplus	2	(19,673,590)	(23,980,281)
Non-Current Liabilities			
Long-term borrowings	3	8,000,000	8,000,000
Current Liabilities			
Trade payables	4	942,657	3,384,070
Other current liabilities	5	1,004,229	722,034
Total		42,978,296	40,830,823
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	6	27,213,149	30,792,703
Long term loans and advances	7	1,092,904	1,126,738
Current assets			
Inventories	8	4,039,182	6,418,469
Trade receivables	9	2,195,733	346,095
Cash and cash equivalents	10	5,379,032	1,277,397
Short-term loans and advances	11	940,422	369,125
Other current assets	12	2,117,874	500,296
Total		42,978,296	40,830,823

Notes on Financial Statements 1 to 27

As per our Report of even date

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

Rakesh Verma
Partner
Membership No. 83311

New Delhi
28th May, 2014

For and on behalf of the Board

Pankaj Jain Director

Dinesh Jain Director

PUSHPSONS INDUSTRIES LIMITED

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

	Schedule	Year ended 31st March, 2014 (Rupees)	Year ended 31st March, 2013 (Rupees)
INCOME			
Revenue from operations	13	45,118,435	17,924,041
Other Income	14	301,560	586,056
Total Revenue		45,419,995	18,510,097
Expenses:			
Cost of materials consumed	15	15,782,716	8,294,819
Changes in inventories of finished goods, Work-in-progress and Stock-in-Trade	16	2,392,007	(2,050,526)
Employee benefit expense	17	2,375,424	2,426,091
Financial costs	18	113,850	132,480
Depreciation and amortization expense		1,357,227	1,354,263
Other expenses	19	19,092,079	8,278,350
Total Expenses		41,113,304	18,435,476
Profit before tax		4,306,691	74,621
Tax Expense:			
(1) Minimum Alternate Tax	26	—	—
(2) Deferred Tax	27	—	—
Profit for the year		4,306,691	74,621
Earning per equity share of Rs. 10 each: Basic and Diluted	20	0.93	0.02
Notes on Financial Statements	1 to 27		

As per our Report of even date

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

Rakesh Verma
Partner
Membership No. 83311

New Delhi
28th May, 2014

For and on behalf of the Board

Pankaj Jain Director

Dinesh Jain Director

PUSHPSONS INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

	As at 31st March, 2014 (Rupees)	As at 31st March, 2013 (Rupees)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit as per statement of Profit and Loss	4,306,691	74,621
Adjustment for		
Depreciation	1,357,227	1,354,263
Obsolete Assets discarded	2,177,327	—
Finance Charges Paid	113,850	132,480
Operating profit before working capital changes	7,955,095	1,561,364
Adjustment for:		
Trade Receivable	(1,849,638)	(27,937)
Other Receivable	(2,143,875)	2,579,038
Inventories	2,379,287	(2,158,868)
Trade and Other Payable	(2,159,219)	(850,454)
Operating profit after working capital changes	(3,773,445)	(458,221)
Net cash from operating activities (A)	4,181,650	1,103,143
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	—	(123,075)
Net cash used in investing activities (B)	—	(123,075)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Long Term Loans & Advance	33,834	(21,103)
Finance Charges paid	(113,850)	(132,480)
Net cash used in / from financing activities (C)	(80,016)	(153,583)
NET CHANGE IN CASH AND ITS EQUIVALENTS (A+B+C)	4,101,635	826,485
OPENING BALANCE OF CASH AND ITS CASH EQUIVALENTS	1,277,397	450,912
CLOSING BALANCE OF CASH AND ITS CASH EQUIVALENTS	5,379,032	1,277,397

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

Rakesh Verma
Partner
Membership No. 83311

New Delhi
28th May, 2014

For and on behalf of the Board

Pankaj Jain Director

Dinesh Jain Director

PUSHPSONS INDUSTRIES LIMITED

Notes to the Financial Statements

	As At 31st March, 2014 (Rupees)	As At 31st March, 2013 (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)	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, 2014		As at 31st March, 2013	
	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	(26,555,911)	(26,630,532)
Profit during the year	4,306,691	74,621
Closing Balance	<u>(22,249,220)</u>	<u>(26,555,911)</u>
Total	(19,673,590)	(23,980,281)

PUSHPSONS INDUSTRIES LIMITED

Notes to the Financial Statements

	As At 31st March, 2014 (Rupees)	As At 31st March, 2013 (Rupees)
3. LONG-TERM BORROWINGS		
Unsecured		
From Directors (Interest Free)	8,000,000	8,000,000
Total	<u>8,000,000</u>	<u>8,000,000</u>
4. TRADE PAYABLES		
Trade Payables	942,657	3,384,070
Total	<u>942,657</u>	<u>3,384,070</u>
<p>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, 2014 together with interest paid / payable under the said Act have not been given.</p>		
5. OTHER CURRENT LIABILITIES		
Other Payable - Employees	142,802	116,573
Statutory Dues	29,428	58,609
Other Payables Expenses	209,203	177,474
Advance against Sales	622,796	369,378
Total	<u>1,004,229</u>	<u>722,034</u>

Notes to the Financial Statements

6. FIXED ASSETS - TANGIBLE

	(AMOUNT IN RUPEES)									
	GROSS BLOCK		DEPRECIATION / AMORTISATION			NET BLOCK				
	As At 01.04.2013	Addi- tions	Dedu- ctions/ Adjustments	Total at 31.03.2014	As At 01.04.2013	For the Year	Written Back	Upto at 31.03.2014	As At 31.03.2014	As At 31.03.2013
Land (Lease Hold)	16,664,139	—	—	16,664,139	—	—	—	—	16,664,139	16,664,139
Building	16,768,010	—	—	16,768,010	8,666,184	560,052	—	9,226,236	7,541,774	8,101,826
Plant and Machinery	14,219,707	—	10,125,276	4,094,431	9,113,584	675,436	7,902,949	1,886,071	2,208,360	5,106,123
Furniture and Fixtures	721,973	—	—	721,973	458,827	45,701	—	504,528	217,445	263,146
Vehicles	785,643	—	—	785,643	129,576	74,636	—	204,212	581,431	656,037
Office Equipment	115,861	—	—	115,861	114,459	1,402	—	115,861	—	1,402
TOTAL	49,275,333	—	10,125,276	39,150,057	18,482,630	1,357,227	7,902,949	11,936,908	27,213,149	30,792,703
PREVIOUS YEAR	49,152,258	123,075	—	49,275,333	17,128,367	1,354,263	—	18,482,630	30,792,703	30,792,703

PUSHPSONS INDUSTRIES LIMITED

Notes to the Financial Statements

	As At 31st March, 2014 (Rupees)	As At 31st March, 2013 (Rupees)
7. LONG TERM LOANS AND ADVANCES		
Security deposits (Unsecured, considered good)	1,016,592	1,016,592
Tax deducted at source	76,312	70,326
Others	-	39,820
Total	<u>1,092,904</u>	<u>1,126,738</u>
8. INVENTORIES		
- Work-in-Progress	2,505,579	3,188,884
- Finished Goods	1,053,766	2,762,468
- Consumables and Spares	479,837	467,117
Total	<u>4,039,182</u>	<u>6,418,469</u>
Detail of Work-in-Progress		
Fabric	410,257	994,189
Yarn	2,012,164	2,140,944
Others	83,158	53,751
Total	<u>2,505,579</u>	<u>3,188,884</u>
Detail of Finished Goods*		
Rugs and carpets	1,053,766	2,762,486
Total	<u>1,053,766</u>	<u>2,762,486</u>
For mode of valuation. Refer Annexure I		
9. TRADE RECEIVABLES		
Trade receivables outstanding for a period exceeding six months (Unsecured, considered good)	-	-
Others	2,195,733	346,095
Total	<u>2,195,733</u>	<u>346,095</u>

PUSHPSONS INDUSTRIES LIMITED

Notes to the Financial Statements

	As At 31st March, 2014 (Rupees)	As At 31st March, 2013 (Rupees)
10. CASH AND CASH EQUIVALENTS		
Balance with Banks	2,867,120	1,068,320
Cash-on-hand	11,912	209,077
Fixed Deposit (Maturity Period 12 Months)	2,500,000	—
Total	5,379,032	1,277,397
11. SHORT-TERM LOANS AND ADVANCES		
Prepaid expenses	365,611	369,125
Others	574,811	—
Total	940,422	369,125
12. OTHER CURRENT ASSETS		
Export Incentives receivable	2,036,258	500,296
Accrued Interest on Bank Deposits	36,616	—
Others	45,000	—
Total	2,117,874	500,296

Notes to the Statement of Profit & Loss

	Year Ended 31st March, 2014 (Rupees)	Year Ended 31st March, 2013 (Rupees)
13. REVENUE FROM OPERATIONS		
Sale of products		
Manufactured goods	40,724,204	14,741,411
Other operating revenues		
Export Incentives	4,002,717	3,032,411
Exchange Rate Fluctuation	391,514	150,219
Total	45,118,435	17,924,041
14. OTHER INCOME		
Interest	59,853	—
Other Income	241,707	586,056
Total	301,560	586,056

PUSHPOSONS INDUSTRIES LIMITED

Notes to the Statement of Profit & Loss

	Year Ended 31st March, 2014 (Rupees)	Year Ended 31st March, 2013 (Rupees)
15. COST OF MATERIALS CONSUMED		
Raw Materials	15,782,716	8,294,819
Total	15,782,716	8,294,819
Imported and indigenous raw material consumed	Year ended Rupees	Year ended Rupees
	%	%
Imported	—	—
Indigenous	100	100
Total	100	100
Detail of raw material consumed		
Fabric	2,480,614	1,690,578
Yarn	6,544,602	2,508,862
Rugs	6,453,531	3,935,509
Others	303,969	159,870
Total	15,782,716	8,294,819
16. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Stock at commencement		
Work in Progress	3,188,884	2,916,256
Finished Goods	2,762,468	984,570
Total	5,951,352	3,900,826
Stock at Close		
Work in Progress	2,505,579	3,188,884
Finished Goods	1,053,766	2,762,468
Total	3,559,345	5,951,352
NET CHANGE	2,392,007	(2,050,526)
17. EMPLOYEES BENEFITS EXPENSES		
Salaries and Wages	1,910,580	1,963,055
Contribution to Provident and Other Funds	96,558	109,899
Staff Welfare	368,286	353,137
Total	2,375,424	2,426,091
18. FINANCIAL COST		
- Working Capital	3,115	80,648
- Bank Charges	110,735	51,832
Total	113,850	132,480

PUSHPSONS INDUSTRIES LIMITED

Notes to the Statement of Profit & Loss

	Year Ended 31st March, 2014 (Rupees)	Year Ended 31st March, 2013 (Rupees)		
19. OTHER EXPENSES				
Consumable Stores and Spares	1,271,909	520,672		
Electricity and Water	819,201	855,532		
Material Processing	2,810,394	239,491		
Freight and Cartage	777,528	277,100		
Insurance - Plant & Machinery and Building	38,727	40,521		
Packing material consumed	774,413	360,046		
Repair and Maintenance - Plant and Machinery	189,755	100,598		
Labour Charges	2,643,921	1,776,157		
Security Charges	411,368	525,054		
Testing Fees	33,427	6,495		
Dyeing Charges	1,855,429	644,792		
Obsolete Assets Discarded	2,177,327	—		
A.G.M. Expenses	25,155	20,043		
Advertisement and Staff Recruitment	50,415	52,397		
Auditors Remuneration	30,000	25,000		
Books & Periodicals	30,000	—		
Clearing & Forwarding	1,265,975	411,349		
Conveyance and Travelling	385,956	36,726		
Cost Audit fees	15,000	11,000		
Director's Sitting Fees	53,934	44,000		
Exhibition	2,269,616	1,391,439		
Insurance - others	27,822	24,545		
Lease Rent (Land)	321,954	321,954		
Legal and Professional	132,839	101,514		
Listing Fees	28,090	28,090		
Miscellaneous	180,366	150,724		
Postage, Courier and Telephone	453,560	304,178		
Printing and Stationary	17,998	8,933		
Total	19,092,079	8,278,350		
Imported and indigenous raw material consumed	%	Year ended Rupees	%	Year ended Rupees
Imported	—	—	—	—
Indigenous	100	1,271,909	100	520,672
Total	100	1,271,909	100	520,672
20. EARNING PER EQUITY SHARE				
Profit for the year	4,306,691	74,621		
Average number of equity share of Rs. 10/- each	4650100	4650100		
Earning per equity share basic and diluted	0.93	0.02		

PUSHPSONS INDUSTRIES LIMITED

Notes to the Statement of Profit & Loss

	Year Ended 31st March, 2014 (Rupees)	Year Ended 31st March, 2013 (Rupees)
21. EXPENDITURE IN FOREIGN CURRENCY		
Exhibition Expenses	1,932,483	717,279
22. EARNING IN FOREIGN CURRENCY		
Export of Goods (FOB)	40,677,835	148,531,140
23. 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	Executive Director	
(iii) Shri Dinesh Jain	Whole-time 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	0.00	3.00
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

24. 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.
25. No provision for Income Tax and Minimum Alternate Tax (MAT) on Book profits has been made in view of the availability of unabsorbed business loss and unabsorbed depreciation.
26. In accordance with Accounting Standard 22 'Accounting for Taxes on income' issued by the Institute of Chartered Accountants of India, the Company would have a net Deferred Tax asset. However, in view of the tax losses incurred by the Company during the current and earlier years, deferred tax assets on timing differences and on unabsorbed depreciation and business losses have not been accounted for in the books since it is not virtually certain that they will be realised against future profits.
27. Significant accounting policies adopted by the Company are disclosed in the statement annexed to these financial statements as Annexure I.

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

Rakesh Verma
Partner
Membership No. 83311

New Delhi
28th May, 2014

For and on behalf of the Board

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
Tel. : (91) 011-26818631, 26818632 Fax : (91) 011-26814918 E-mail : info@pushpsons.com
CIN : L74899DL1994PLC059950

ATTENDANCE SLIP

L. F. No.	
No. of Shares Held	

I / We hereby record my / our presence at the 20th Annual General Meeting of the Company on Friday, August 08th, 2014 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

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Tel. : (91) 011-26818631, 26818632 Fax : (91) 011-26814918 E-mail : info@pushpsons.com
CIN : L74899DL1994PLC059950

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 20th Annual General Meeting of the Company to be held on Friday, August 08th, 2014 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.....2014.

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