



P G INDUSTRY LIMITED

ANNUAL REPORT

2014-2015

P G INDUSTRY LIMITED

Regd. Off: D – 22, 301, Third Floor, Chattarpur Enclave, Phase – II, 100 Ft. Road, New Delhi - 110074

CIN: L74899DL1993PLC056421

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BOARD OF DIRECTORS

- Shri Saket Dalmia
- Shri Amit Dalmia
- Shri Pardip Asopa
- Shri Anil Kumar
- Smt. Usha Sharma

AUDIT COMMITTEE

- Shri Pardip Asopa (Chairman)
- Shri Amit Dalmia
- Shri Anil Kumar

STAKEHOLDERS RELATIONSHIP COMMITTEE

- Shri Anil Kumar (Chairman)
- Shri Amit Dalmia
- Shri Pardip Asopa

NOMINATION AND REMUNERATION COMMITTEE

- Shri Pardip Asopa (Chairman)
- Shri Anil Kumar
- Shri Amit Dalmia

CHIEF FINANCIAL OFFICER

Shri Aman Agrawal

COMPANY SECRETARY

Shri Davender Kumar

REGISTERED OFFICE

D – 22, 301, Third Floor, Chattarpur Enclave
Phase – II, 100 Ft. Road, New Delhi – 110074

Tel.: 011- 26654053

Fax: 011- 26654052

Website: www.pgil.com

E-Mail: pgindustrytd@gmail.com

BANKERS

Vijaya Bank
Defence Colony
New Delhi – 110 048

P G INDUSTRY LIMITED

Regd. Off: D – 22, 301, Third Floor, Chattarpur Enclave, Phase – II, 100 Ft. Road, New Delhi - 110074

CIN: L74899DL1993PLC056421

STATUTORY AUDITORS

M/s Vishal G Goel & Co.
(Chartered Accountants)
304, A. J. Chamber, Gali no. 4
Pyare Lal Road, Naiwala
Karol Bagh, New Delhi – 110 005
Tel: 011 -28751044

SECRETARIAL AUDITORS

M/s R Miglani & Co.
(Company Secretaries)
769/777, First Floor, D B Gupta Road
Karol Bagh, New Delhi – 110 005
Mobile: +91-9711560406
+91-8512899066

PLANT LOCATION

E – 237, Phase – II
RIICO Industrial Area
Behror, Rajasthan

REGISTRAR AND SHARE TRANSFER AGENTS

M/s MAS SERVICES LIMITED
T – 34, Second Floor
Okhla Industrial Area, Phase – II,
New Delhi - 110 020
Tel: 011-26387281/82/83
E-Mail: info@masserv.com

INVESTOR HELPDESK

Telephone: 011- 26654053
E-Mail: pgindustryLtd@gmail.com

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NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Members of **M/s P G INDUSTRY LIMITED** will be held at D – 22, 301, Third Floor, Chattarpur Enclave, Phase – II, 100 Ft. Road, New Delhi – 110 074 on Wednesday 30th September, 2014 at 09:30 A. M. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Annual Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss for the year ended on that date along with the reports of Directors' and Auditors thereon.
2. To declare Dividend on Equity Shares for the Financial Year ended on 31st March 2015.
3. To appoint a Director in place of Mr. Amit Dalmia (DIN: 00083646), who retires by rotation and, being eligible, offers himself for reappointment.
4. To ratify appointment of Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

5. Re – appointment of Mrs. Usha Sharma as a Director

To consider and if thought fit to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mrs. Usha Sharma (DIN: 07155779), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11th April, 2015 in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Act proposing his candidature to the Office of Director, be and is hereby appointed as a Director of the Company.

6. Increase in Limit of Borrowing Power

To consider and if thought fit to pass the following Resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as the Board may think fit, any sum or sums of money not exceeding ₹ 50,00,00,000 /- (Rupees Fifty Crores Only) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

7. Re – appointment of Managing Director

To consider and if thought fit to pass the following Resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 164, 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof and subject to such approvals as may be necessary, **approval of the members of the company** be and is hereby accorded to the **Re – appointment of Shri Saket Dalmia (DIN: 00083636)** as the Managing Director of the company for a period of five years with effect from **01st April, 2016** upon the terms and conditions including remuneration as set out in Explanatory Statement submitted to this meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved and sanctioned with the authority to the Board of directors of the Company to alter and vary the terms and conditions of the said Re – appointment in such manner as the Board may deem fit and as may be acceptable to Shri Saket Dalmia, the Managing Director.”

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.”

8. Amendment to Ordinary Resolution passed in the EOGM held on 27th March 2015 for Increase in Limit of Director’s Remuneration:

To consider and if thought fit to pass the following Resolution as **Special Resolution**:

“**RESOLVED THAT** the words “and subject to the approval of Central Government and such alterations and modifications, if any, that may be effected by the Central Government in granting such approvals” be and are hereby omitted retrospectively from the Ordinary Resolution passed in Extra – Ordinary General Meeting duly held on 27th March 2015.

RESOLVED FURTHER THAT pursuant to provisions of Schedule V to the Companies Act, 2013, Consent of the Company be and is hereby accorded to the payment of remuneration for the period of Three Years from the date stated in Ordinary Resolution passed in Extra – Ordinary General Meeting duly held on 27th March 2015”.

**By Order of the Board
For P G INDUSTRY LIMITED**

**Place: New Delhi
Date: 31st August 2015**

**Sd/-
Amit Dalmia
Chairman – Director
DIN: 00083646**

NOTES:

1. A member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member of the company. Proxies in order to be valid must be lodged at the registered office of the company at D – 22, 301, Third Floor, Chattarpur Enclave, Phase – II, 100 Ft. Road, New Delhi – 110074, not less than 48 hours before commencement of the meeting. Proxy form is annexed.

2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 5 to 8 is annexed hereto.
3. Dividend on Equity Shares, if declared by the Company will be paid after 5th October, 2015 to those members, whose names appear on the Register of Members of the Company as on 24th September, 2015. The dividend in respect of Shares held in electronic form would be payable to the beneficial owners of the shares as on beginning of 24th September, 2015, as per details that may be provided by the Depositories for this purpose.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. The Register of members and share Transfer Books will remain closed from 24th September, 2015 to 30th September, 2015 (both days inclusive).
8. The Members are requested to notify change of address, if any to, the company's Registrar & Transfer Agent, M/s **MAS Services Limited**, T – 34, 2nd Floor, Okhla Industrial Area, Phase – II, New Delhi – 110 020.
9. It will be appreciated that queries, if any, on the accounts and operations of the company are sent to the company 10 days in advance of the meeting so that the answer could be made readily available.
10. **Recognizing the spirit of the Green Initiative in Corporate Governance initiated by the Ministry of Corporate Affairs, the Company proposes to send Annual Report and other documents/notices to shareholders to the email address provided to the Depository/Company. Shareholders are requested to register and/or update email address with the respective Depository Participant or the Company, to ensure that documents from the Company reach their preferred email address.**

11. **Voting through Electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th September, 2015 (10:00 a. m.) and ends on 29th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- a. In case a Member receives an email from NSDL [for members whose email-IDs are registered with the Company/Depository Participants(s)] :
- i. Open email and open PDF file viz.; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder - Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select "EVEN" of "**P G Industry Limited**".
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to **neeraj.ca98@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
- b. In case a Member receives physical copy of the Notice of AGM or members, whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy:
- i. Initial password is provided as below at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number), USER ID; PASSWORD/PIN
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on Toll Free No.: 1800-222-990.

- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- VIII. You can also update your mobile number and email-id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 23rd September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@masserv.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Neeraj Budhiraja, Chartered Accountant (Membership No. 097418) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.pgil.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE.
- XVII. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 A. M. to 01:00 P. M.) on all working days, except Saturdays, Sundays and Bank Holidays up to the date of the AGM of the Company.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Name of Director	Mrs. Usha Sharma	Mr. Saket Dalmia
Date of Birth	05/11/1973	08/07/1973
Date of Original Appointment	11/04/2015	01/04/2002
Qualifications	Graduation	Post Graduation in Business Administration
Expertise in Specific Area	Sales & Marketing	Purchase of Raw Material, Sales and Marketing
Directorships held in Other Companies	Nil	ASMN Jewells & Securities Limited N Construction Private Limited A.Construction Private Limited SND Constructions Private Limited MSD Constructions Private Limited RSD Constructions Private Limited MDA Constructions Private Limited PHD Chamber of Commerce & Industry Satchit Media Network Private Limited Mehar Buildtech Private Limited Matrix Propcon Private Limited Avighna Properties Private Limited Ramya Agrotech Private Limited
No. of Shares held in Company	Nil	62,220
Relationship with Other Directors	Not Applicable	Relative of Chairman
No. of Board Meetings attended during the Year 2014 – 15	Not Applicable	13

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the Special Business mentioned under:

Item No. 5: Mrs. Usha Sharma (DIN: 07155779) was appointed as an Additional Director by the Board of Director w.e.f. 11th April 2015. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of this Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that the presence of Mrs. Usha Sharma on the Board is desirable and would be beneficial to the company and hence recommend resolution No.5 for approval.

None of the Directors, except Mrs. Usha Sharma is concerned or interested in this resolution. The Board recommends resolution under Item No. 5 to be passed as **ordinary resolution**.

Item No. 6: Sections 180(1)(c) of the Companies Act, 2013 empowers the Board to borrow moneys in excess of the aggregate of its Paid-up Capital and Free Reserves of the Company (apart from the temporary loans obtained from the Company's bankers in the Ordinary course of business), subject to the approval of the Members of the Company in General Meeting.

The Board, therefore seeks the approval of the members to raise the aggregate limit of borrowing upto ₹ 50,00,00,000 /- (Rupees Fifty Crores Only). The special resolution set out at Item No. 6 of the Notice of the meeting is intended for the purpose and Board recommends the same.

None of the Directors, Key Managerial Personnel of your Company and their relatives are concerned or interested in the above Resolution. The Board recommends resolution under Item No. 6 to be passed as **Special Resolution**.

Item No. 7: The Board of directors of the company at their meeting held on 13th August 2015 re – appointed Shri Saket Dalmia (DIN: 00083636) as the Managing Director of the Company for a period of five years with effective from 01st April 2016 and is subject to the approval of the shareholders at the General Meeting by Special Resolution and other approvals, if any, as may be necessary.

The principal terms of appointment and remuneration of Shri Saket Dalmia are as follows:

1. Salary : Rs. 18,00,000 /- p. a.
2. Commission : NIL
3. Perquisites, allowance and other benefits : NIL

The Managing Director shall also be entitled to reimbursement of expenses actually incurred by him for the business of the company. He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.

Shri Saket Dalmia, Managing Director shall not be liable to retire by rotation. The resolution is recommended to be passed as **Special Resolution**.

None of the directors of the company except Shri Saket Dalmia and Shri Amit Dalmia are concerned or interested in the resolution.

Item No. 8: The Shareholders of the Company had passed Ordinary Resolution in the Extra – Ordinary General Meeting duly held on 27th March 2015 for **Increase in Limit of Director`s Remuneration** which is as follows:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act and subject to the approval of Central Government and such alterations and modifications, if any, that may be effected by the Central Government in granting such approvals, Consent of the Company be and is hereby accorded to the revision in the limit of remuneration (with effect from 01st April 2015) payable to Directors of the Company, by way of change in the maximum limit of Rs. 42,00,000 /- (Rupees Forty Two Lacs Only) with authority to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix their salary within such maximum limit, in any manner to any director, increasing thereby, proportionately, all benefits related to the quantum of salary, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

As per provisions of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Companies Act, 2013, approval of Central Government is not required if compliance with the provisions of Schedule V to the Companies Act, 2013 is made and your Company had complied with the same. So, it is necessary to amend the said Ordinary Resolution.

Schedule V to the Companies Act, 2013 also provides that a special resolution should be passed at the General Meeting of the Company for payment of remuneration for a period not exceeding three years.

The Board recommends this resolution to be passed as **Special Resolution**.

None of the directors of the company except Shri Saket Dalmia and Shri Amit Dalmia are concerned or interested in the resolution.

*Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Bank Holidays from 10.00 A. M. – 01.00 P. M. up to the date of the Meeting.

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CIN: L74899DL1993PLC056421

BOARD'S REPORT

To,
The Shareholders

Your Board of Directors take pleasure in presenting the 22nd Board's Report of the Company together with the Audited Statement of the Accounts for the year ended on 31st March, 2015.

FINANCIAL HIGHLIGHTS	(₹ In Lacs)	
PARTICULARS	31.03.2015	31.03.2014
Sales	5192.89	3232.81
Other Income	4.04	1.49
Total Income	5196.93	3234.30
Expenses	4847.34	2902.05
Earnings before depreciation, finance costs and taxes	349.59	332.25
Less: Depreciation and Finance Costs	257.58	272.34
Profit/ (Loss) before taxation	92.01	59.91
Tax Expenses	31.13	21.41
Balance Surplus Carried to Balance Sheet	60.88	38.50

WORKING RESULTS

During the year under review, the Company achieved the sales turnover of ₹ 5192.89 Lacs as against ₹ 3232.81 Lacs of the previous financial year. The profit before tax and profit after tax are at ₹ 92.01 Lacs and ₹ 60.88 Lacs respectively for the Financial Year 2014 – 15 as against ₹ 59.91 Lacs and ₹ 38.50 Lacs for the previous financial year.

DIVIDEND

Your Directors have recommended a Dividend of ₹ 0.50 /- per share (Face Value of ₹ 10 per share) aggregating to ₹ 23.12 Lacs for the year 2014-15. The Dividend Tax amounts to ₹ 4.62 Lacs.

DEPOSIT

The Company has not accepted any deposits from the public or its employees during the year under review.

CAPITAL

The paid up equity capital of the Company is ₹ 4,62,42,200 divided into 46,24,220 equity shares of ₹ 10 each. The Company has not come out with any share issue during the year.

BOARD MEETINGS

Thirteen Board Meetings were convened and held during the year. The details of the Board Meetings have been provided under Corporate Governance Report.

DIRECTORS

In accordance with the provisions of the Articles of Association of the Company, Mr. Amit Dalmia retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mrs. Usha Sharma was appointed as Additional Director of the Company and in terms of Section 161 of the Companies Act, 2013, they hold office upto the date of the ensuing Annual General Meeting. It is proposed to appoint Mrs. Usha Sharma as Non Executive Director at the forthcoming Annual General Meeting. The Company has received a notice from shareholder in terms of Section 160 of the Act signifying its intention to propose the appointment of Mrs. Usha Sharma as Director in the forthcoming Annual General Meeting.

Mr. Saket Dalmia was appointed as Managing Director for a period of 5 years and whose term of office shall expire on 31st March 2016. It is proposed to re – appoint Mr. Saket Dalmia as Key Managerial Personnel (Managing Director) of your Company with effect from 01st April 2016 for a further period of Five Years.

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and Rules made there under and are independent of the management.

PROCEDURE FOR NOMINATION AND APPOINTMENT OF DIRECTORS

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The Nomination and Remuneration Committee reviews and evaluates the resumes of potential candidates vis-a-vis the required competencies. The Nomination and Remuneration Committee also meets with potential candidates, prior to making recommendations of their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.

CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of Section 178(3) of the Act.

Qualifications:

A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

Positive Attributes: In addition to the duties as prescribed under the Act, the Directors of the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment. Independent Directors are also expected to abide by the Code of Independent Directors as outlined in Schedule IV to the Act

Independence: In accordance with the above criteria, a Director will be considered as an 'Independent Director' if he/she meets with the criteria for 'Independent Director' as laid down in the Act.

ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS

Pursuant to the provisions of the Act, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria and the performance evaluation process for the Board, its Committees and Directors. The Board's functioning is evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Directors were evaluated on aspects such as attendance, contribution at Board/Committee meetings and guidance/support to the management outside Board/Committee meetings. The Committees of the Board were assessed on the degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The performance evaluation of the Independent Directors was carried out by the Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board, its Committees and the Directors.

The Chairman of the Board provided feedback to the Directors on the significant highlights with respect to the evaluation process of the Board.

AUDITORS:

STATUTORY AUDITORS: M/s. Vishal G Goel & Co., Statutory Auditors of the Company hold office till the conclusion of the ensuing Annual General Meeting. They have confirmed their eligibility to the effect that their appointment, if made, would be within the prescribed limit under the Act, and they are eligible for appointment.

SECRETARIAL AUDITOR: Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules made there under, the Company had appointed M/s. R Miglani & Co., Company Secretaries to undertake the Secretarial Audit of the Company for the year ended 31st March, 2015. The Secretarial Audit Report is annexed as **Annexure A**.

The Auditors' Report and the Secretarial Audit Report for the Financial Year ended 31st March, 2015 do not contain any qualification, reservation, adverse remark or disclaimer.

The Auditors have confirmed that, their appointment, if made, would be within the limits prescribed under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified in terms of Section 139 of the Companies Act, 2013.

AUDIT COMMITTEE

The composition of Audit Committee has been provided under Corporate Governance Report for the Financial Year ended on 31st March 2015. The Board has accepted all the recommendations of the Audit Committee during the year.

KEY MANAGERIAL PERSONNEL

In compliance with provisions of Section 203 of the Companies Act, 2013, during the Financial Year 2014-15, The Managing Director, Chief Financial Officer and the Company Secretary have been nominated as Key Managerial Personnel.

INSURANCE

The Properties and insurable assets and interest of your Company such as buildings, plant & machinery and stocks among others, are adequately insured.

BONUS ISSUE

During the year the Company has not issued any bonus shares.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the annual accounts for the financial year ended March 31, 2015 the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the year under review
- (iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) That the directors had prepared the annual accounts on a going concern basis for the financial year ended on March 31, 2015.
- (v) That the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The details of loans, guarantees and investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 have been stated in the notes to the Financial Statements forming part of Annual Report.

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

Pursuant to Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules 2014, the following information is provided:

A. CONSERVATION OF ENERGY

Our Company is not an energy intensive unit, however regular efforts are made to conserve energy.

B. RESEARCH AND DEVELOPMENT

The Company did not have any activity during the year.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year, the Company had spent ₹ 48,13,514.96 in foreign currency.

PARTICULARS OF EMPLOYEES AND REMUNERATION

Statement containing information as required under Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure B**.

There were no employees in receipt of remuneration as prescribed under the provisions of Rule 5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure C**.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

SALES

During the year ended March 31, 2015, your company has gross sales of ₹ 55,03,46,470.00 /- as against ₹ 34,46,01,167.00 /- during the previous financial year.

FORWARD LOOKING STATEMENTS

This MD&A includes information that is forward-looking in nature. Such statements concern the future earnings of the Company, its operations, its financial results and its financial situation. Such forward-looking statements can be identified through use of expressions such as “believe”, “foresee”, “anticipate”, “estimate”, “expect” and other similar types of terms. Such statements are based on the information available at the time that they were made and on the good faith of management according to information available at this time. The statements include an element of uncertainty and the actual results may be significantly different from the assumptions and estimations described in the forward looking statements.

The actual results will be affected by numerous factors over which the Company has no influence. Consequently, we recommend against placing undue trust in such forward-looking statements since future events and actual results may differ significantly from our forecasts.

The Industry: Opportunities & Threats

The Company's main business is cutting, finishing and trading of Imported Marbles, but it can be done only after the raw material has been purchased / imported. The Government of India has laid down certain policies for granting Import License, which is followed by strict rules and regulations. The person who gets the license can import the raw materials during the year.

P G Industry is exposed to risk of price fluctuation on raw materials as well as finished products in all its products as due to import of raw materials it has the risk of delaying or loss in the shipment which may cause rise in the price of the raw materials and finished goods too. Due to increase in the Import tariff or import duties it also affects the flexibility of the prices of the raw materials.

Business Outlook and Overview:

The main business of the Company is to Manufacture and Trading of Imported Marbles. The Company's strategy is to strengthen its business with the objective of long term growth. Its growth depends on the development of the Real Estate Sector. Now a day's Real Estate Sector is developing day by day and the demand for the Imported Marbles also increasing.

The Company's Import is based on the Government policies as laid by them. Its Import is on the basis of licenses granted by Ministry of Commerce & Industry, Government of India.

Internal Control Systems and Cost:

The Company has a proper and adequate system of internal controls to ensure that all the assets are safeguarded, protected against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly. The company conducts audit of various departments based on an annual audit plan through Senior Executive of the Company along with the head of finance department. The views of the statutory auditors are also considered to ascertain the adequacy of the internal control system.

Human Resource Development:

The Company believes that its human resources have been pivotal force to accelerate the growth of the organization right from its inception and it has been the company's continuous endeavour to create an environment where people excel and feel a sense of belongingness to the organization. The Company makes a continuous and concerted efforts not only to groom its human resources to meet with the present and future challenges in the field of Technology and Management functions but also focuses on providing an environment conducive for growth of employees and organization in the rapidly changing industrial scenario. To support the growing and expanding business needs, talent acquisition and development at all levels have been regularly groomed through need based training & development programmes organized by inviting expert faculties from outside as well as with the help of internal faculties the employees to attend specialized training programmes organized by the reputed training institutes in the country.

The Company has always remained conscious about the importance of safety, environment and health aspects and accordingly, training programmes on safety awareness, etc were organized in house during the year.

The Company is continuously endeavoring to improve industrial relations by proactive initiatives / actions and results, very harmonious, cordial and healthy industrial relations though out the year led to an atmosphere conducive for the sustenance of growth and enrichment of value for the shareholders.

ACKNOWLEDGEMENT

Your Directors express their sincere thanks and appreciation for the cooperation received from the Investors, Shareholders, Banks and Business Associates during the year under review. Your Directors also wish to place on record their appreciation for the excellent performance and contribution of the Employees to the Company's progress during the year under review.

Place: New Delhi
Date: 13th August 2015

For and on behalf of the Board

Sd/-
Amit Dalmia
(Chairperson)



R Miglani & Co.

COMPANY SECRETARIES

769/777, 1st Floor, D B Gupta Road

Karol Bagh, New Delhi 110005

MB: 9711560406, 8512899066

Ph. Off: 011-45871139, Fax: 011-23633833

Email: csrajnigmigiani@gmail.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule
No.9 of the Companies (Appointment and Remuneration Personnel)
Rules, 2014]*

To,
The Members,
P G INDUSTRY LIMITED
A-30, KAILASH COLONY
2ND FLOOR,
NEW DELHI-110048

I have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **M/s P G INDUSTRY LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s P G INDUSTRY LIMITED** ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

I have also examined compliance with the applicable clauses of the Listing agreement entered into by the Company with Stock Exchanges in India.

I report that during the year under review, the Company has complied with the provisions of the Acts, rules regulations and guidelines mentioned above.

I further report that there were no actions/events in pursuance of:

- a. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- b. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

- c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

Requiring Compliance thereof by the Company during the Financial Year and Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable during the year.

I further report that based on information provided by the company its officers and authorize representative during the conduct of the audit and also on the review of compliance report by respective department head/ Company Secretary/ CEO taken on the records by the company, in my opinion adequate systems and process and control mechanism exists in the company to monitor and ensure compliance with applicable general Laws like labour law and Environmental Law.

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

I further report that Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that compliance by the Company of other Financial Laws like Direct and Indirect Laws has not been reviewed in this audit since the same have been subject to review by statutory Financial Audit and other designated professionals.

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

I further report that during the audit period the company has not made any major changes in the following events/actions in pursuance of the below law, rules, regulations and guidelines.

- i. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- iv. Merger / amalgamation / reconstruction, etc.
- v. Foreign technical collaborations

Place: Delhi
Date :-30TH MAY,2015

FOR R MIGLANI & CO.
(Company Secretaries)

Sd/-
Prop:- Rajni Miglani
CP No:- 11273

PARTICULARS OF EMPLOYEES AND REMUNERATION

[Pursuant to Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Explanation: (i) the expression “median” means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one;
(ii) if there is an even number of observations, the median shall be the average of the two middle values)

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year:

Name of the Director	Ratio to Median
Mr. Saket Dalmia – Managing Director	5.51
Mr. Amit Dalmia – Director	3.68
Mr. Pardip Asopa – Director	N. A.
Mr. Anil Kumar – Director	N. A.

2. The percentage increase in remuneration of each Director, Chief Financial Officer, and Company Secretary in the Financial Year:

Name of the Director, C. F. O and C S	Percentage increase in Remuneration
Mr. Saket Dalmia – Managing Director	NIL
Mr. Amit Dalmia – Director	NIL
Mr. Pardip Asopa – Director	NIL
Mr. Anil Kumar – Director	NIL
Mr. Aman Agrawal – Chief Financial Officer	NIL
Mr. Davender Kumar – Company Secretary	50.00

3. The percentage increase in the median remuneration of employees in the Financial Year:

NIL

4. The number of permanent employees on the rolls of Company:

Twenty Eight

5. The explanation on the relationship between average increase in remuneration and Company performance:

The alignment between the performance of the Company and employee remuneration is built into the design of the compensation and reward policies. The Company’s compensation philosophy is based on the principle of Pay for Performance while maintaining internal equity and external parity.

6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

Aggregate Remuneration of Key Managerial Personnel (₹ in Lacs)	21.15
Turnover (₹ in Lacs)	5503.46
Remuneration of KMP’s as percentage of Turnover	0.38
Earning Before Taxation (₹ in Lacs)	92.01
Remuneration of KMP’s as percentage of E. B. T.	22.99

7. Variations in the Market Capitalization of the Company, Price Earnings Ratio as at the closing date of the current Financial Year and previous Financial Year:

Particulars	31 st March 2015	31 st March 2014	Percentage Change
Market Capitalization (₹ in Lacs)	882.76	462.42	90.90
Price – Earnings Ratio	14.46	12.05	20.00

8. Percentage Increase over Decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last Public Offer in case of listed companies:

Not Applicable

9. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentile Increase in the salaries of Employees 11.16 %

Average percentile Increase in Managerial Remuneration NIL

The increment given to the employees of the Company are based on their skills, performance and potential along with remuneration policy.

10. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

Name of the Director, C. F. O and C S	Remuneration (In ₹ Lacs)	Turnover (In ₹ Lacs)	Remuneration as %age of Turnover	E.B.T. (In ₹ Lacs)	Remuneration as %age of E. B. T.
Mr. Saket Dalmia – Managing Director	9.00	5,503.46	0.16	92.01	9.78
Mr. Amit Dalmia – Director	6.00	5,503.46	0.11	92.01	6.52
Mr. Pardip Asopa – Director	N. A.	5,503.46	NIL	92.01	NIL
Mr. Anil Kumar – Director	N. A.	5,503.46	NIL	92.01	NIL
Mr. Aman Agrawal – Chief Financial Officer	7.35	5,503.46	0.13	92.01	7.99
Mr. Davender Kumar – Company Secretary	4.80	5,503.46	0.09	92.01	5.22

11. The key parameters for any variable components of remuneration availed by the Directors:

Not Applicable

12. The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:

Mr. Saket Dalmia, Managing Director of the Company is highest paid Director. No other employee has received remuneration in excess of the remuneration paid to Mr. Saket Dalmia during the year.

13. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

Place: New Delhi
Date: 13th August 2015

For and on behalf of the Board

Sd/-
Amit Dalmia
(Chairperson)

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON 31/03/2015
OF
P G INDUSTRY LIMITED

[Pursuant to Section 92(3) of the Companies Act, 2013 And
Rule 12(1) of the Company (Management & Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L74899DL1993PLC056421																							
	Foreign Company Registration Number/GLN																								
	Registration Date [DDMMYY]	13-12-1993																							
ii)	Name of the Company	P G INDUSTRY LIMITED																							
iii)	Category of the Company [Pl. tick]	1. Public Company <input checked="" type="checkbox"/> 2. Private Company																							
	Sub Category of the Company [Please tick whichever are applicable]	<table border="1"> <tr><td>1. Government Company</td><td></td></tr> <tr><td>2. Small Company</td><td></td></tr> <tr><td>3. One Person Company</td><td></td></tr> <tr><td>4. Subsidiary of Foreign Company</td><td></td></tr> <tr><td>5. NBFC</td><td></td></tr> <tr><td>6. Guarantee Company</td><td></td></tr> <tr><td>7. Limited by shares</td><td><input checked="" type="checkbox"/></td></tr> <tr><td>8. Unlimited Company</td><td></td></tr> <tr><td>9. Company having share capital</td><td></td></tr> <tr><td>10. Company not having share capital</td><td></td></tr> <tr><td>11. Company Registered under Section 8</td><td></td></tr> </table>			1. Government Company		2. Small Company		3. One Person Company		4. Subsidiary of Foreign Company		5. NBFC		6. Guarantee Company		7. Limited by shares	<input checked="" type="checkbox"/>	8. Unlimited Company		9. Company having share capital		10. Company not having share capital		11. Company Registered under Section 8
1. Government Company																									
2. Small Company																									
3. One Person Company																									
4. Subsidiary of Foreign Company																									
5. NBFC																									
6. Guarantee Company																									
7. Limited by shares	<input checked="" type="checkbox"/>																								
8. Unlimited Company																									
9. Company having share capital																									
10. Company not having share capital																									
11. Company Registered under Section 8																									
iv)	Whether shares listed on recognized Stock Exchange(s) If yes, details of stock exchanges where shares are listed	YES																							
		SN	Stock Exchange Name	Code																					
		1	Bombay Stock Exchange	A1																					
		2	Calcutta Stock Exchange	A4																					
v)	NAME AND REGISTERED OFFICE ADDRESS OF COMPANY:																								
	Company Name	P G INDUSTRY LIMITED																							
	Address	A-30, SECOND FLOOR, KAILASH COLONY,																							
	Town / City	NEW DELHI																							
	State	DELHI																							
	Pin Code:	110048																							
	Country Name :	INDIA																							
	Country Code	IN																							
	Telephone (With STD Area Code Number)	011-26654053																							
	Fax Number :																								
	Email Address	pgindustry ltd@gmail.com																							
	Website	www.pgil.com																							
Name of the Police Station having jurisdiction where the registered office is situated	POLICE STATION GREATER KAILASH, DELHI																								
Address for correspondence, if different from address of registered office:	N. A.																								
Vi)	Name and Address of Registrar & Transfer Agents (RTA):- Full address and contact details to be given.																								
	Registrar & Transfer Agents (RTA):-	MAS SERVICES LIMITED																							
	Address	T-34, SECOND FLOOR, OKHLA INDUSTRIAL AREA, PHASE – II																							
	Town / City	NEW DELHI																							
	State	DELHI																							
	Pin Code:	110020																							
	Telephone (With STD Area Code Number)	011-2638 7281, 82, 83																							
	Fax Number :	011-2638 7384																							
Email Address	info@masserv.com																								

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	MARBLE	52341	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate
1	Not Applicable	Not Applicable	Not Applicable

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

a. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	4,79,440		4,79,440	10.37	4,80,235		4,80,235	10.38	0.01
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	13,00,899		13,00,899	28.13	7,53,114		7,53,114	16.29	(11.84)
e) Banks / FI									
f) Any other									
Total shareholding of Promoter (A)	17,80,339		17,80,339	38.50	12,33,349		12,33,349	26.67	(11.83)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds		1,45,000	1,45,000	3.14		1,45,000	1,45,000	3.14	0.00
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-		1,45,000	1,45,000	3.14		1,45,000	1,45,000	3.14	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	15,60,299	1,03,200	16,63,499	35.97	21,17,010	1,01,200	22,18,210	47.97	12.00
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	43,050	8,30,400	8,73,450	18.89	95,354	7,97,600	8,92,954	19.31	0.42
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	63,450	98,100	1,61,550	3.49	36,400		1,34,500	2.91	(0.58)
c) Others (specify)									

Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members	382		382	0.01	207		207	0.00	(0.01)
Trusts									
Foreign Bodies - D R									
Sub-total (B)(2):-	16,67,181	10,31,700	26,98,881	58.36	22,48,971	9,96,900	32,45,871	70.19	11.83
Total Public Shareholding (B)=(B)(1)+ (B)(2)	16,67,181	11,76,700	28,43,881	61.50	22,48,971	11,41,900	33,90,871	73.33	11.83
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	34,47,520	11,76,700	46,24,220	100.00	34,82,320	11,41,900	46,24,220	100.00	0.00

b. Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Manju Devi Dalmia	2,07,000	4.48		2,07,795	4.49		0.01
2	Puja Dalmia	1,10,220	2.38		1,10,220	2.38		0.00
3	Saket Dalmia	62,220	1.35		62,220	1.35		0.00
4	Amit Dalmia	1,00,000	2.16		1,00,000	2.16		0.00
5	Vishal Enclave (P) Ltd.	2,78,032	6.01		-----	0.00		(6.01)
6	Newlook Vinimay (P) Ltd.	7,53,114	16.29		7,53,114	16.29		0.00
7	Capetown Merchandise (P) Ltd.	2,69,753	5.83		-----	0.00		(5.83)
	Total	1780339	38.50		1233349	26.67		(11.83)

V. CHANGE IN PROMOTERS' SHAREHOLDING (please specify, if there is no change)

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	17,80,339	38.50	17,80,339	38.50
Equity Shares transferred to Non Promoters	(5,47,785)	(11.84)	12,32,554	26.66
Equity Shares purchased from Open Market	795	0.01	12,33,349	26.67
At the end of the year	12,33,349	26.67	12,33,349	26.67

VI. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name of the Shareholder	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	PSH Constructions Pvt. Ltd.	At the beginning of the year	867890	18.77	867890	18.77
		05.04.2014 – Increase	600	0.01	868490	18.78
		09.05.2014 – Increase	500	0.01	868990	18.79
		10.05.2014 – Increase	550	0.01	869540	18.80
		13.05.2014 – Increase	100	0.00	869640	18.81
		14.05.2014 – Increase	300	0.01	869940	18.81

		17.05.2014 – Increase	500	0.01	870440	18.82
		31.05.2014 – Increase	300	0.01	870740	18.83
		25.06.2014 – Decrease	(300)	0.01	870440	18.82
		01.07.2014 – Decrease	(100)	0.00	870340	18.82
		01.07.2014 – Decrease	(200000)	4.33	670340	14.50
		09.07.2014 – Decrease	(200)	0.00	670140	14.49
		16.07.2014 – Increase	100	0.00	670240	14.49
		21.07.2014 – Decrease	(100)	0.00	670140	14.49
		09.08.2014 – Increase	100	0.00	670240	14.49
		20.08.2014 – Increase	100	0.00	670340	14.50
		20.09.2014 – Increase	100	0.00	670440	14.50
		22.09.2014 – Decrease	(100)	0.00	670340	14.50
		24.09.2014 – Decrease	(200)	0.00	670140	14.49
		30.09.2014 – Decrease	(66)	0.00	670074	14.49
		01.10.2014 – Decrease	(100)	0.00	669974	14.49
		09.10.2014 – Decrease	(200)	0.00	669774	14.48
		09.12.2014 – Increase	100	0.00	669874	14.49
		05.01.2015 – Decrease	(300)	0.01	669574	14.48
		06.01.2015 – Decrease	(100)	0.00	669474	14.48
		24.01.2015 – Increase	749	0.02	670223	14.49
		30.01.2015 – Increase	300	0.01	670523	14.50
		19.02.2015 – Increase	50	0.00	670573	14.50
		20.02.2015 – Decrease	(401)	0.01	670172	14.49
		25.02.2015 – Decrease	(300)	0.01	669872	14.49
		28.02.2015 – Decrease	(100)	0.00	669772	14.48
		07.03.2015 – Increase	898	0.02	670670	14.50
		18.03.2015 – Increase	400	0.01	671070	14.51
		18.03.2015 – Increase	700	0.02	671770	14.53
		19.03.2015 – Increase	100	0.00	671870	14.53
		31.03.2015 – Increase	1091	0.02	672961	14.55
		At the end of the year	672961	14.55	672961	14.55
2.	VPS Constructions Pvt. Ltd.	At the beginning of the year	690509	14.93	690509	14.93
		27.06.2014 – Increase	550	0.01	691059	14.94
		28.06.2014 – Increase	200	0.00	691259	14.95
		28.06.2014 – Increase	300	0.01	691559	14.96
		30.06.2014 – Decrease	(100)	0.00	691459	14.95
		14.07.2014 – Decrease	(100)	0.00	691359	14.95
		17.09.2014 – Decrease	(100)	0.00	691259	14.95
		23.09.2014 – Decrease	(100)	0.00	691159	14.95
		30.09.2014 – Increase	100	0.00	691259	14.95
		08.01.2015 – Decrease	(600)	0.01	690659	14.94
		09.01.2015 – Decrease	(100)	0.00	690559	14.93
		24.01.2015 – Increase	400	0.01	690959	14.94
		29.01.2015 – Increase	1400	0.03	692359	14.97
		29.01.2015 – Increase	100	0.00	692459	14.97
		07.02.2015 – Increase	610	0.01	693069	14.99
		24.03.2015 – Decrease	(5)	0.00	693064	14.99
		At the end of the year	693064	14.99	693064	14.99
3.	Canbank Mutual Fund	At the beginning of the year	95000	2.05	95000	2.05
		At the end of the year	95000	2.05	95000	2.05
4.	BOI Mutual Fund	At the beginning of the year	50000	1.08	50000	1.08
		At the end of the year	50000	1.08	50000	1.08
5.	Morepen Finance Ltd.	At the beginning of the year	48900	1.06	48900	1.06
		At the end of the year	48900	1.06	48900	1.06
6.	Purshottam Khandelwal	At the beginning of the year	36400	0.78	36400	0.78
		At the end of the year	36400	0.78	36400	0.78
7.	Narendra Shah	At the beginning of the year	26000	0.56	26000	0.56
		At the end of the year	26000	0.56	26000	0.56
8.	Rajat Prasad	At the beginning of the year	22300	0.48	22300	0.48
		At the end of the year	22300	0.48	22300	0.48

9.	Rekha Agarwal	At the beginning of the year	15250	0.33	15250	0.33
		12.12.2014 – Decrease	(6000)	0.13	9250	0.20
		31.12.2014 – Increase	3000	0.06	12250	0.26
		23.01.2015 – Decrease	(1250)	0.02	11000	0.23
		06.02.2015 – Decrease	(5000)	0.10	6000	0.13
		31.03.2015 – Increase	2984	0.06	8984	0.19
		At the end of the year	8984	0.19	8984	0.19
10.	Hind Securities & Credit Ltd.	At the beginning of the year	15200	0.33	15200	0.33
		At the end of the year	15200	0.33	15200	0.33

VII. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

S. No.	Name of the Director or Key Managerial Personnel	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Saket Dalmia	At the beginning of the year	62220	1.35	62220	1.35
	Managing Director	At the end of the year	62220		62220	1.35
2.	Amit Dalmia	At the beginning of the year	100000	2.16	100000	2.16
	Director	At the end of the year	100000	2.16	100000	2.16
3.	Pardip Asopa	At the beginning of the year	1000	0.01	1000	0.01
	Director	At the end of the year	1000	0.01	1000	0.01

VIII. INDEBTEDNESS (Indebtedness of the Company including interest outstanding/accrued but not due for payment)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	14,26,41,044.65	10,27,47,220.91	--	24,53,88,265.56
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	14,26,41,044.65	10,27,47,220.91	--	24,53,88,265.56
Change in Indebtedness during the financial year				
* Addition	75,72,414.73	81,58,000.00	--	1,57,30,414.73
* Reduction	(5,80,688.52)	(80,46,259.00)	--	(86,26,947.52)
Net Change	69,91,726.21	1,11,741.00	--	71,03,467.21
Indebtedness at the end of the financial year				
i) Principal Amount	14,96,32,770.86	10,28,58,961.91	--	25,24,91,732.77
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	14,96,32,770.86	10,28,58,961.91	--	25,24,91,732.77

IX. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

a. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

S. No.	Particulars of Remuneration	Name of Managing Director
		SAKET DALMIA
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9,00,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--
2	Stock Option	--
3	Sweat Equity	--
4	Commission	
	- as % of profit - others, specify...	--
5	Others, please specify	--
	Total (A)	9,00,000.00

b. REMUNERATION TO OTHER DIRECTORS

S. No.	Particulars of Remuneration	Name of Directors			Total Amount (In ₹)
		AMIT DALMIA	PARDIP ASOPA	ANIL KUMAR	
1	Independent Directors				
	Fee for attending board committee meetings				
	Commission	--	--	--	--
	Others, please specify				
	Total (1)	--	--	--	--
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	--	--	--	--
	Commission	--	--	--	--
	Salary	6,00,000.00	--	--	6,00,000.00
	Total (2)	6,00,000.00	--	--	6,00,000.00
	Total (B)=(1+2)	6,00,000.00	--	--	6,00,000.00
	Total Managerial Remuneration	6,00,000.00	--	--	6,00,000.00

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

S. No.	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	TOTAL
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,80,000.00	7,35,000.00	12,15,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission			
	- as % of profit others, specify...	--	--	--
5	Others, please specify	--	--	--
	Total	4,80,000.00	7,35,000.00	12,15,000.00

X. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					

**Place: New Delhi
Date: 13th August 2015**

For and on behalf of the Board

**Sd/-
Amit Dalmia
(Chairperson)**

P G INDUSTRY LIMITED

Regd. Off: D – 22, 301, Third Floor, Chattarpur Enclave, Phase – II, 100 Ft. Road, New Delhi – 110074

CIN: L74899DL1993PLC056421

REPORT ON CORPORATE GOVERNANCE

1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Corporate Governance philosophy is scripted as:

“As a good corporate citizen, the Company is committed to sound corporate governance based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success.”

We believe that our company shall go beyond adherence to regulatory framework. Our corporate structure, business and disclosure practices have been aligned to our Corporate Governance Philosophy. Transparency, accountability, fairness and intensive communication with stakeholders are integral to our functioning. We believe in system driven performance and performance oriented systems. We accord highest priority to these systems and protect the interests of all our shareholders, particularly the minority shareholders.

We have tried to blend growth and efficiency with governance and ethics. Our Board of Directors, guided by the mission statement, formulate strategies and policies having focus on optimizing value for various stakeholders like consumers, shareholders and the society at large.

2) COMPOSITION OF BOARD OF DIRECTORS:

(A) As on March 31, 2015, the board comprised of Four Directors with an optimum combination of Executive, Non Executive and Independent Directors. The composition of the Board and category of Directors is as follows:

S. NO.	NAME OF DIRECTOR	CATEGORY
1	Shri Saket Dalmia	Promoter, Managing & Executive Director
2	Shri Amit Dalmia	Promoter & Non-Executive Director
3	Shri Anil Kumar	Independent Non-Executive Director
4	Shri Pardip Asopa	Independent Non-Executive Director

The Board meets regularly and is responsible for the proper direction and management of the Company.

The composition of the Board, number of meetings held, attendance of the Directors at the Board Meetings and last Annual General Meeting and number of Directorship and Chairmanship/Membership of committees in other companies in respect of each Director is given herein below:

<u>Name of Directors</u>	<u>Category</u>	<u>Particulars of Attendance</u>			<u>Other Directorships*</u>
		<u>at Board Meetings held during 2014-2015</u>		<u>at AGM held on 30/09/2014</u>	
		<u>Held</u>	<u>Attended</u>		
Mr. Saket Dalmia (Managing Director)	Promoter & Executive	13	13	Yes	13
Mr. Amit Dalmia (Director)	Promoter & Non-Executive	13	13	Yes	6
Mr. Anil Kumar (Director)	Independent Non-Executive	13	12	Yes	1
Ms. Pardip Asopa (Director)	Independent Non-Executive	13	12	Yes	1

* No. of other Directorships indicated above is inclusive of Directorship of Private/Public Limited companies as on March 31, 2015.

(B) Date and No. of Board Meetings held

During the Financial year ended March 31, 2015, the Board met 13 (Thirteen) times on 15th April 2014, 30th May 2014, 22nd July 2014, 14th August 2014, 16th September 2014, 27th September 2014, 27th October 2014, 05th November 2014, 13th November 2014, 05th December 2014, 13th February 2015, 24th February 2015 and 30th March 2015. Requisite quorum was present for all the meetings. The maximum gap between any two meetings did not exceed four months.

3. AUDIT COMMITTEE:

(A) As on March 31, 2015, the Audit Committee of the company comprises Three Non-Executive Directors, of which two of them are Independent. The Chairman of the committee is an independent Director having financial and accounting knowledge. The composition of Audit Committee and attendance of Directors at committee meetings is shown below:

Name of the Director	Designation	Attendance at Committee Meetings	
		Held	Attended
Mr. Pardip Asopa	Chairman	5	5
Mr. Amit Dalmia	Member	5	5
Mr. Anil Kumar	Member	5	5

Statutory Auditors were invited to participate in the meetings of Audit Committee wherever necessary.

(B) Meeting / Attendance:

During the financial year ended 31st March 2015 the Audit Committee of the company met five times. The dates of the meetings were 21st May 2014, 01st August 2014, 31st October 2014, 29th January 2015 and 28th March 2015.

(C) Terms of Reference:

The terms of reference of Audit committee cover the matters specified for audit committee under clause 49 of the Listing Agreement as well as in Section 177 of the Companies Act, 2013. The Audit Committee has been granted powers as prescribed under the Listing Agreement.

4. NOMINATION AND REMUNERATION COMMITTEE:

(A) As on March 31, 2015, the Nomination and Remuneration Committee comprised of three Directors with Mr. Pardip Asopa as Chairman, Mr. Amit Dalmia and Mr. Anil Kumar as members. The terms of reference of the Remuneration Committee include fixation of salary, perquisites etc. of Managing/Executive Directors and for recommending the amount of commission payable to Executive Directors.

(B) All the members had full attendance in the meetings of the Committee during the year.

(C) The Company has adopted a Remuneration Policy for remuneration of Directors, KMP and other employees, which is aligned to the philosophy of the Company. The principles governing the Company's Remuneration Policy is provided in the Board's Report.

(D) The following are the details of the remuneration paid to Managing/Executive Directors during the Financial Year under discussion:

Name of the Director	Designation	Remuneration (Rs.)	Perquisites
Mr. Saket Dalmia	Managing Director	9,00,000	NIL
Mr. Amit Dalmia	Director	6,00,000	NIL

5. STAKEHOLDER'S GRIEVANCE COMMITTEE:

As on March 31, 2015, Shareholder's Grievance Committee comprised of Mr. Anil Kumar as Chairman of the committee and Mr. Amit Dalmia and Mr. Pardip Asopa as its members to look into redressal of shareholders and investors grievances with respect to transfer of share, dematerialisation of shares, non receipt of declared dividend or Annual report etc. and other matters relating to shareholder relationship.

Mr. Davender Kumar, Company Secretary has been designated as Compliance Officer of the Company. The Shareholders grievance committee met to take note of redressal of shareholders complaint, But the Company didn't receive any complaint during the year.

No complaint has been received from any shareholder during the year under review. All the members of the committee were present in meetings held during the year.

6. ANNUAL GENERAL MEETINGS:

The last three Annual General Meetings of the company were held at:

1. 10:00 A.M. on 30th September, 2014 at A-30, 2nd Floor, Kailash Colony, New Delhi-110 048;
2. 03:30 P.M. on 28th September, 2013 at A-30, 2nd Floor, Kailash Colony, New Delhi-110 048;
and
3. 03:30 P.M. on 29th September, 2012 at A-30, 2nd Floor, Kailash Colony, New Delhi-110 048;

No special resolution had been passed in the previous three Annual General Meetings held.

No special resolution was passed through Postal Ballot during the year under review.

7. DISCLOSURES:

The disclosures on related party transactions are as per Accounting Standard 18 issued by the Institute of Chartered Accounts of India are given in notes attached to the Balance Sheet.

There were no penalties, strictures imposed on the company by the Stock Exchange or SEBI or any Statutory Authority or any matter related to Capital Market during the last three years.

As per the criteria 1.a. of the SEBI Circular No. CIR/CFD/POLICY CELL/7/2014 dated 15th September 2014, compliance with the provisions of Clause 49 is not mandatory, for the time being, in respect of Companies having paid up equity share capital not exceeding ₹ 10 Crore and Net Worth not exceeding ₹ 25 Crore, as on the last day of the previous financial year. Therefore, compliance of Clause 49 of the Listing Agreement is not mandatory for Company with effect from 01st October 2014.

8. MEANS OF COMMUNICATION:

The means of communication between the Company and the shareholders are transparent and investor friendly. The Annual, Half yearly and Quarterly results are submitted to the Stock Exchange in accordance with Listing Agreement. All price sensitive information is intimated at the earliest to the Stock Exchanges. Management discussions and Analysis forms part of Annual Report, which is posted to the Shareholders of the Company.

- (i) Quarterly results are normally published in the Hindi and English language of Business Standards of Delhi edition.
- (ii) Quarterly results are also displayed on the Website of the Company.

www.pgil.com

9. CEO/CFO CERTIFICATION:

As required under Clause 49 of the Listing Agreement, a Certificate duly signed by Managing Director and C. F. O. was placed at the meeting of the Board of Directors held on 13th August 2015.

10. GENERAL SHAREHOLDER INFORMATION:

- (i) The 22nd Annual General Meeting of the Members of the Company is scheduled to be held on Wednesday the 30th day of September, 2015 at 09:30 A.M. at D – 22, 301, Third Floor, Chattarpur Enclave, Phase – II, 100 Ft. Road, New Delhi – 110074.
- (ii) **Financial calendar for the year 2014-15:**
Financial Year : April 1, 2014- March 31, 2015

Adoption of Quarterly Results

First Quarter Unaudited Financial Results	August 14, 2014
Second Quarter Unaudited Financial Results	November 13, 2014
Third Quarter Unaudited Financial Results	February 13, 2015
Fourth Quarter audited Financial Results	May 30, 2015

(iii) **Details of Book Closure:**

From 24th September 2015 to 30th September, 2015 (both days inclusive).

- (iv) Dividend shall be paid after 05th October 2015.

(v) **Listing on Stock Exchanges:**

As on March 31, 2015, the Equity Shares of Company are listed at following Stock Exchanges:

(a) **Bombay Stock Exchange Limited, Mumbai**
P J Towers, Dalal Street, Mumbai- 400 001

(b) **The Calcutta Stock Exchange Limited**
7, Lyons Range, Kolkata – 700 001

(vi) **Stock Code:**

Stock Code: **531281 (BSE)**
Demat ISIN: **INE 807H01015 (NSDL and CDSL)**

(vii) **Market Price Data:**

YEAR	MONTH	HIGH (₹)	LOW (₹)	NO. OF SHARES
2014	April	9.70	9.70	699
2014	May	9.30	7.40	2,250
2014	June	7.05	5.53	7,520
2014	July	7.38	5.80	630
2014	August	8.52	7.74	581
2014	September	8.90	6.26	1,066
2014	October	5.95	5.66	300
2014	November	6.23	5.94	1,084
2014	December	8.65	6.54	5,910
2015	January	14.03	9.08	7,360
2015	February	19.40	13.75	3,710
2015	March	22.40	19.00	5,567

(viii) Registrar and Transfer Agents:

M/s MAS SERVICES PRIVATE LIMITED
T – 34, 2nd Floor
Okhla Industrial Area, Phase -II
New Delhi – 110 020
TEL: 011-26387281/82/83

(ix) Share Transfer System:

Presently the majority of Shares of the Company are in dematerialized form.

(x) Shareholding Pattern as on 31st March, 2015:

Categories	No. of Shares	% of Shareholding
Indian Promoters	12,33,349	26.67
Persons Acting in Concert	--	--
Institutional Investors	1,45,000	3.14
Bodies Corporate	22,18,210	47.97
Indian Public	10,27,661	22.22
Non Resident Indians	--	--
Total	46,24,220	100.00

(xi) Dematerialization of shares:

The Company has arrangement with National Securities Depository Limited (NSDL) as well as Central Depository Services (India) Limited (CDSL) for dematerialization of shares of the company with ISIN NO. INE807H01015 for both NSDL & CDSL.

Those shareholders who wish to know more about the same may contact the company's Registrar and Share Transfer Agent or Share Department of the company.

(xii) The Company has not issued any GDRs/ADRs/ warrants or any Convertible Instruments.

(xiii) Plant Location:

E-236,237 and I-2, Phase – II
RIICO Industrial Area
Behror, Rajasthan

(xiv) Code of Conduct:

The Board has laid down a code of conduct for all board members and senior management of the company. All the board members and senior management personnel have affirmed compliance with the code for the financial year ended 31st March, 2015.

(xv) Reconciliation of Share Capital Audit:

In compliance with SEBI (Depository & Participants) Regulations, 1996, reconciliation of share capital Audit was carried out by a qualified Practicing Company Secretary on a quarterly basis for the purpose of reconciliation of share capital held in depositories and in physical form with the total issued and listed capital of the Company. The Audit Report issued by the Practicing Company Secretary confirms that the total issued/listed capital is in agreement with the total number of shares held in physical form and in dematerialized form with NSDL & CDSL.

(xvi) **Address for correspondence:**

Shareholder`s Correspondence may be addressed to:

<p><u>Registered Office:</u> M/s P G INDUSTRY LIMITED D – 22, 301, Third Floor, Chattarpur Enclave, Phase – II, 100 Ft. Road New Delhi – 110 048 <u>Email: pgindustry ltd@gmail.com</u> Phone: 011-26654053</p>	<p><u>OR</u></p>	<p><u>Registrar & Transfer Agent :</u> M/s MAS SERVICES LIMITED T – 34, 2nd Floor, Okhla Industrial Area, Phase -II New Delhi – 110 020 <u>Email: info@masserv.com</u> Phone: 011-26387281/82/83</p>
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P G INDUSTRY LIMITED

Regd. Off: D – 22, 301, Third Floor, Chattarpur Enclave, Phase – II, 100 Ft. Road, New Delhi - 110074

CIN: L74899DL1993PLC056421

DECLARATION ON CODE OF CONDUCT

To
The Members of P G Industry Limited

All the Board members and the senior management personnel have, for the financial year ended 31st March, 2015 affirmed compliance with the code of conduct laid down by the Board of Directors of the company in terms of the Clause 49 of the listing agreement with stock exchange.

For P G INDUSTRY LIMITED

Sd/-
Saket Dalmia
(Managing Director)
DIN: 00083636

P G INDUSTRY LIMITED

Regd. Off: D – 22, 301, Third Floor, Chattarpur Enclave, Phase – II, 100 Ft. Road, New Delhi - 110074

CIN: L74899DL1993PLC056421

Chief Executive Officer (CEO) and Chief Finance Officer (CFO) Certification

We, Saket Dalmia, Managing Director and Aman Agrawal, C. F. O., to the best of our knowledge and belief, certify that:

- 1) We have reviewed financial statement and the cash flow statement for the year and that to the best of our knowledge and belief:
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - b) These statements together present a true and fair view of the Company's affairs and are compliance with existing accounting standard, applicable laws and regulations.
- 2) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or which violate the company's code of conduct.
- 3) We are responsible for establishing and maintaining internal controls for financial reporting and we have:
 - a) Evaluated the effectiveness of internal control systems of the company pertaining to financial reporting;
 - b) Disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware.
 - c) The steps they have taken or propose to take to rectify these deficiencies.
- 4) We have indicated to the company's auditors and the Audit committee of the Board of Directors
 - (a) Significant changes that have occurred in the internal control over financial reporting during the year;
 - (b) All significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements;
 - (c) Instances of significant fraud, if any, of which we are aware and the involvement therein of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: New Delhi
Date: 13/08/2015

Sd/-
Saket Dalmia
Managing Director
DIN: 00083636

Sd/-
Aman Agrawal
C. F. O.
ACA - 501723



R Miglani & Co.
COMPANY SECRETARIES
769/777, 1st Floor, D B Gupta
Road Karol Bagh, New Delhi 110005
MB: 9711560406, 8512899066
Ph. Off: 011-45871139
Email: csrajnimiglani@gmail.com

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,
The Members
P G Industry Limited

We have examined the compliance of Corporate Governance by **P G Industry Limited** for the year ended on **March 31, 2015** as stipulated in *Clause 49* of the *Listing Agreement* of the said Company with the stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the Directors and the management, we certify that the company has complied with the conditions of corporate governance as stipulated in *Clause 49* of the *Listing Agreement*.

We state that no shareholder Complaint was received during the year as per the records maintained by the Shareholder's Grievance Committee.

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

FOR R MIGLANI & CO.
Company Secretaries

Sd/-
CS Rajni Miglani
(Proprietor)
C. P. No. 11273

Place: New Delhi
Date: 13th August, 2015



Vishal G Goel & Co.
Chartered Accountants

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INDEPENDENT AUDITOR'S REPORT

To the Members of
P G Industry Limited

1. We have audited the accompanying financial statements of **P G Industry Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and 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 on the Financial Statements

2. 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 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. 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.
4. 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.



Vishal G Goel & Co.
Chartered Accountants

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

Opinion

6. 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, 2015;
 - b) in the case of the Profit and Loss Account, of the profit/ loss 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 Requirement

7. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards;



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- e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013;
- f) In our opinion, the company has adequate internal financial controls system in place and such controls have the operating effectiveness.

For: Vishal G Goel & Co.
(Chartered Accountants)

Sd/-
Ca Vishal Goel
(Proprietor)
F.C.A., DISA
Membership No.- 094685
Firm Regn. No.- 020330 N

Place: New Delhi
Date: 30 May 2015



Vishal G Goel & Co.
Chartered Accountants

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Annexure to Auditors' Report for the year ended on 31st March, 2015

The Annexure referred to in paragraph 7 of the Our Report of even date to the members of P G Industry Limited on the accounts of the company for the year ended 31st March, 2015.

- 1) a) The company has maintained proper records showing full particulars including quantitative details and situations of fixed assets.
 - b) We are informed that management has carried out the physical verification of the fixed assets at reasonable intervals, which is considered reasonable having regard to the size of the Company and the nature of its business and no material discrepancies have been noticed on such physical verification to the extent verification was made during the year.
 - c) The company has not disposed off any part of its fixed assets so as to affect its going concern assumptions.
- 2) a) As explained to us physical verification of inventory has been conducted by the management during the year at reasonable intervals.
 - b) In our opinion, procedure of physical verification of the inventories followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) The Company has maintained proper records of inventories and no material discrepancies were noticed on physical verification.
- 3) The company has not granted interest free unsecured loans to any party covered in the register maintained under section 189 of the Companies Act, 2013.
- 4) In our opinion and according to the information and explanation given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of inventories, fixed assets and for the sale of goods and services. Further on the basis of our examination of the books and records of the company, and according to the information and explanation given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in internal control systems.
- 5) According to the information and explanation given to us, the company has not accepted any deposits during the year from the public under the provisions of the sections 73 to 76 of the Act and the rules framed there.
- 6) As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under sub-section (1) of section 148 of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.



Vishal G Goel & Co.

Chartered Accountants

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- 7) (a) According to the information and explanation given to us, in our opinion, the company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty and Excise Duty, Value Added Tax, Cess and any other material statutory dues as applicable with the appropriate authorities.
- (b) There are no undisputed amount payable in respect of such statutory dues which have remained outstanding as at 31st March, 2015 for a period more than six months from the date they became payable.
- 8) According to the information and explanation given to us, No amount is required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made there under.
- 9) The company has accumulated profit of ₹ 597.25 Lacs at the end of the financial year 2014-15 and has earned profit after tax in current financial year of ₹ 60.88 Lacs.
- 10) According to the records of the company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of its dues to banks and financial institutions.
- 11) According to the information and explanation given to us, the company has given a guarantee in favour of M/s. Priceless Overseas Limited for loan taken from Vijaya Bank, Defence Colony, New Delhi and the terms & conditions whereof are not prejudicial to the interest of the company.
- 12) As per information and explanation given to us, the company has not obtained any term loan during the year.

For: Vishal G Goel & Co.
(Chartered Accountants)

Sd /-
Ca Vishal Goel
(Proprietor)
F.C.A., DISA
Membership No.- 094685
Firm Regn. No.- 020330 N

Place: New Delhi
Date: 30 May 2015

P G Industry Limited
Balance Sheet as at 31st March, 2015

(Amount in ₹)

Particulars	Notes	Audited	Audited
		31/Mar/2015	31/Mar/2014
Equity and liabilities			
Shareholder's funds			
Share capital	3	46,242,200.00	46,242,200.00
Reserves and surplus	4	59,725,079.55	56,411,833.62
		<u>105,967,279.55</u>	<u>102,654,033.62</u>
Non-current liabilities			
Long-term borrowings	5	102,858,961.91	102,747,220.91
Long-term provisions	7	87,780.00	80,780.00
		<u>102,946,741.91</u>	<u>102,828,000.91</u>
Current liabilities			
Short-term borrowings	8	149,632,770.86	142,060,356.13
Trade payables	9	49,367,707.00	16,846,630.00
Other current liabilities	9	26,758,591.23	25,463,277.98
Short-term provisions	7	5,999,781.00	1,628,556.00
		<u>231,758,850.09</u>	<u>185,998,820.11</u>
TOTAL		<u>440,672,871.55</u>	<u>391,480,854.64</u>
Assets			
Non-current assets			
Fixed assets			
Tangible assets	10	88,558,020.32	93,226,514.72
Non-current investments	11	114,381.00	114,381.00
Deferred tax assets (net)	6	1,789,061.00	1,667,255.00
		<u>90,461,462.32</u>	<u>95,008,150.72</u>
Current assets			
Inventories	14	194,937,588.00	182,152,472.00
Trade receivables	13	107,802,569.01	79,054,185.90
Cash and bank balances	15	1,490,160.17	867,483.02
Short-term loans and advances	12	45,981,092.05	34,398,563.00
		<u>350,211,409.23</u>	<u>296,472,703.92</u>
TOTAL		<u>440,672,871.55</u>	<u>391,480,854.64</u>
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Vishal G Goel & Co.
Chartered Accountants

Sd/-
Ca Vishal Goel
(Proprietor)
Membership No.- 094685
Firm Regn. No.- 020330 N
Place: Delhi
Date: 30th May, 2015

As approved
For and on behalf of the Board of Directors

Sd/-
Saket Dalmia
(Managing Director)
DIN: 00083636

Sd/-
Davender Kumar
Company Secretary
ACS - 30043

Sd/-
Amit Dalmia
(Director)
DIN: 00083646

Sd/-
Aman Agrawal
C.F.O.
ACA - 501723

P G Industry Limited

(Amount in ₹)

Statement of Profit and Loss for the period ended 31st March, 2015

Particulars	Notes	Audited	Audited
		31/Mar/2015	31/Mar/2014
Income			
Revenue from operations (gross)	16	550,346,470.00	344,601,167.00
Less: Excise duty		3,115,983.00	2,152,164.00
Less: Sales Tax		27,941,125.00	19,167,734.00
Revenue from operations (net)	16	519,289,362.00	323,281,269.00
Other income	17	404,482.00	149,095.00
Total Revenue (I)		519,693,844.00	323,430,364.00
Expenses			
Cost of Materials Consumed	18	425,756,853.57	246,970,520.06
Employee benefit expenses	19	7,291,704.00	6,533,122.00
Other expenses	20	51,686,170.17	36,701,576.26
Total (II)		484,734,727.74	290,205,218.32
Earning before depreciation and amortization, finance costs and taxes (I-II)		34,959,116.26	33,225,145.68
Depreciation and amortisation expense	10	5,969,974.40	4,507,337.00
Finance costs	21	19,788,214.93	22,726,726.01
Total (III)		25,758,189.33	27,234,063.01
Profit Before Tax (I-II-III)		9,200,926.93	5,991,082.67
Tax Expenses			
Current Year tax		3,225,388.00	1,628,556.00
Deferred tax charge / (credit)		(121,806.00)	385,924.00
Income tax adjustment for earlier years		9,706.00	126,936.00
Total Tax Expense		3,113,288.00	2,141,416.00
Profit for the year		6,087,638.93	3,849,666.67
Earnings per share	22	1.32	0.83
Basic and diluted [Nominal value of shares Rs 10/- (Previous year Rs 10/-)]			
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Vishal G Goel & Co.
Chartered Accountants

Sd/-
Ca Vishal Goel
(Proprietor)
Membership No.- 094685
Firm Regn. No.- 020330 N
Place: Delhi
Date: 30th May, 2015

As approved
For and on behalf of the Board of Directors

Sd/-
Saket Dalmia
(Managing Director)
DIN: 00083636

Sd/-
Davender Kumar
Company Secretary

Sd/-
Amit Dalmia
(Director)
DIN: 00083646

Sd/-
Aman Agrawal
C.F.O.

P G Industry Limited
(Amount in ₹)
Cash Flow Statement for the year ended 31st March, 2015

Particulars	31/Mar/2015	31/Mar/2014
A. Cash flow from operating activities		
Net Profit before Tax	9,200,926.93	5,991,082.67
Adjustments for		
Depreciation and amortisation expense	5,969,974.40	4,507,337.00
Rental Income	(72,000.00)	(72,000.00)
Interest income	(91,259.00)	(77,095.00)
Interest expense	19,788,214.93	22,726,726.01
Operating profit before working capital changes	<u>34,795,857.26</u>	<u>33,076,050.68</u>
Movement in working capital:		
(Increase)/Decrease in Trade Receivables	(28,748,383.11)	24,176,504.40
(Increase)/Decrease in Inventories	(12,785,116.00)	(17,638,112.00)
(Increase)/Decrease in Current Loans and Advances	(11,582,529.05)	(7,589,755.00)
(Decrease)/Increase in Trade Payables	32,521,077.00	311,132.00
(Decrease)/Increase in Other Current Liabilities	1,295,313.25	(25,903,952.79)
(Decrease)/Increase in Long term provisions	7,000.00	7,000.00
Cash generated from operations	<u>15,503,219.35</u>	<u>6,438,867.29</u>
Direct taxes paid	<u>(1,638,262.00)</u>	<u>(2,601,934.00)</u>
Net cash generated from operating activities (A)	<u>13,864,957.35</u>	<u>3,836,933.29</u>
B. Cash flow from investing activities		
Purchase of fixed assets, CWIP and capital advance	(1,301,480.00)	(7,749,546.00)
Rent Received	72,000.00	72,000.00
Interest received	91,259.00	77,095.00
Net cash (used in) investing activities (B)	<u>(1,138,221.00)</u>	<u>(7,600,451.00)</u>
C. Cash flow from financing activities		
Proceeds / (Repayment) of long term borrowings	111,741.00	34,706,665.48
Proceeds from / (Repayment of) short term borrowings	7,572,414.73	(8,744,558.27)
Interest paid	<u>(19,788,214.93)</u>	<u>(22,726,726.01)</u>
Net cash generated from / (used in) financing activities (C)	<u>(12,104,059.20)</u>	<u>3,235,381.20</u>
Net Increase in cash and cash equivalents (A+B+C)	622,677.15	(528,136.51)
Cash and cash equivalents at the beginning of the year	867,483.02	1,395,619.53
Cash & cash equivalents at the end of the year	<u>1,490,160.17</u>	<u>867,483.02</u>

P G Industry Limited

(Amount in ₹)

Cash Flow Statement for the year ended 31st March, 2015

Particulars	31/Mar/2015	31/Mar/2014
Components of cash & cash equivalents as at 31 March, 2014		
Cash on hand	716,433.24	370,685.24
Balances with Scheduled banks:		
On Current accounts	320,261.93	79,627.78
On Fixed deposit accounts	453,465	417,170
Balances with non-scheduled banks - on current account		
	1,490,160.17	867,483.02

Notes:

- 1 The above Cash Flow Statement has been prepared under the "Indirect Method" as stated in Accounting Standard 3 on Cash Flow Statements issued by The Institute of Chartered Accountants of India.
- 2 Negative Figures have been shown in brackets.

As per our report of even date
For Vishal G Goel & Co.
Chartered Accountants

Sd/-
Ca Vishal Goel
(Proprietor)
Membership No.- 094685
Firm Regn. No.- 020330 N
Place: Delhi
Date: 30th May, 2015

As approved
For and on behalf of the Board of Directors

Sd/-
Saket Dalmia
(Managing Director)
DIN: 00083636

Sd/-
Davender Kumar
Company Secretary
ACS - 30043

Sd/-
Amit Dalmia
(Director)
DIN: 00083646

Sd/-
Aman Agrawal
C.F.O.
ACA - 501723

P G Industry Limited

Notes to financial statements for the year ended 31st March 2015

1 Nature of Operations

P G Industry Limited (hereinafter referred to as 'the Company') was incorporated on December 13, 1993 and is engaged in the manufacturing and selling of Marble Blocks/Slabs.

2 Statement of Significant Accounting Policies

a Basis of preparation of Financial Statements

The accounts of the Company are prepared on going concern basis, under the historical cost convention, as per applicable accounting standards and generally accepted Accounting principles, and the company adopts the accrual basis in the preparation of the accounts, unless otherwise stated.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

b Tangible fixed assets

i) Fixed Assets are stated at original cost of acquisition and includes insurance, freight, Finance Charge and installation expenses.

ii) The costs of leasehold land shown in the balance sheet represent the consideration paid to RIICO at the time of transfer in favour of the Company.

c Depreciation

Pursuant to the notification of Schedule II to the Companies Act, 2013 ("The Act"), by the Ministry of Corporate Affairs effective from 01st April 2014, the management has reassessed based on technical evaluation and changed, where ever necessary the useful lives to compute depreciation, to conform to the requirements of the Act. Accordingly, the carrying amount as at 01st April 2014 is being depreciated over the remaining useful life of the asset to compute the carrying amount as at 31st March 2015.

Lease hold land is not depreciable.

d Impairment of tangible and intangible assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value, an impairment loss is charged to the statement of profit and loss in the year in which asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been change in the estimate of recoverable amount. No impairment Profit or Loss has been identified during the year.

e Valuation of Inventories

Inventories are valued as follows:

Inventories are valued at cost. Cost includes cost for manufactured goods/process stock components of material, custom duty, shipping freight, inland freight, transportation cost, consumables and labour charges etc. Closing stock has been calculated following FIFO method.

f Foreign currency transactions

Transactions in the foreign exchange are recorded at prevailing rate on/or near to the date of transaction. All exchange gains and losses are accounted for in the Profit and Loss Account

g Revenue recognition

(i) Sale of goods

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods.

(ii) Income from Job Work

Revenue from Job Work Contracts is recognized on an accrual basis in accordance with the terms of the accounting policy adopted by the company

h Segment Reporting Policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

i Retirement and other employee benefits

Retirement benefits in the form of Provident Fund are defined contribution schemes and the contributions are charged to the Profit and Loss Account of the year when the contribution to the fund is due. There are no other obligations other than the contribution payable to that fund.

j Income tax

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

k Earning Per share

Basic Earning Per Share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating Diluted Earning Per Share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

l Provision, Contingent liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation.

P G Industry Limited

Notes to financial statements for the Period ended 31st March, 2015

Audited

Audited

3. Share capital

Particulars	31/Mar/15	31/Mar/14
Authorised shares		
70,00,000 (Previous year 70,00,000) equity shares of Rs. 10/- each	70,000,000.00	70,000,000.00
Issued, subscribed and fully paid-up shares		
46,24,220 (Previous year 46,24,220) equity shares of Rs. 10/- each fully paid up	46,242,200.00	46,242,200.00
Total subscribed and fully paid-up share capital	46,242,200.00	46,242,200.00

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

Equity shares	31/Mar/15		31/Mar/14	
	No. of shares	(Rs.)	No. of shares	(Rs.)
At the beginning of the year	4,624,220	46,242,200.00	4,624,220	46,242,200.00
Outstanding at the end of the year	4,624,220	46,242,200.00	4,624,220	46,242,200.00

(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.

(c) Details of shareholders holding more than 5% shares in the Company

Particulars	31/Mar/15		31/Mar/14	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Equity shares of Rs. 10/- each fully paid				
VPS Constructions (P) Ltd.	693,064	14.99	690,509	14.93
PSH Constructions (P) Ltd.	672,961	14.55	867,890	18.77
Newlook Vinimay Pvt. Ltd.	753,114	16.29	753,114	16.29
Vishal Enclave Pvt. Ltd.	-	-	278,032	6.01
Capetown Merchandise Pvt. Ltd.	-	-	269,753	5.83
Vishiv Trading Pvt. Ltd.	269,753	5.83	-	-
S V K Trading Pvt. Ltd.	478,032	10.34	-	-

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

4. Reserves and surplus

Particulars	31/Mar/15	31/Mar/14
Surplus in the statement of profit and loss		
Balance as per the last financial statement	56,411,833.62	52,562,166.95
Profit for the year	6,087,638.93	3,849,666.67
Net surplus in the statement of profit and loss	62,499,472.55	56,411,833.62
Less: Appropriation for :-		
Proposed equity dividend	2,312,110.00	-
Provision for tax on proposed equity dividend	462,283.00	-
	2,774,393.00	-
Total reserves and surplus	59,725,079.55	56,411,833.62

For P G INDUSTRY LIMITED

Sd/-
Saket Dalmia
(Managing Director)
DIN: 00083636

Sd/-
Amit Dalmia
(Director)
DIN: 00083646

P G Industry Limited

Notes to financial statements for the Period ended 31st March, 2015

	Audited	Audited
5. Long-term borrowings	Non-current portion	Non-current portion
Particulars	31/Mar/15	31/Mar/14
Term Loans		
Secured Loans		
-From HDFC Bank (Secured against Hypothecation of Vehicle financed)	-	580,688.52
Unsecured Loans		
-From Directors & Relatives	8,814,845.91	656,845.91
-From Others	94,044,116.00	102,090,375.00
	102,858,961.91	103,327,909.43
The above amount includes		
Secured borrowings	-	580,688.52
Unsecured borrowings	102,858,961.91	102,747,220.91
Amount disclosed under the head "other current liabilities" (refer note 9)	-	(580,688.52)
Net amount	102,858,961.91	102,747,220.91

6. Deferred tax Assets (net)

Particulars	31/Mar/15	31/Mar/14
Deferred tax assets		
Impact of expenditure charged to the statement of profit and loss in the current year/ earlier years but allowable for tax purposes on income basis	6,336,035.00	6,336,035.00
Gross deferred tax assets (A)	6,336,035.00	6,336,035.00
Deferred tax liabilities		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	4,546,974.00	4,668,780.00
Gross deferred tax liabilities (B)	4,546,974.00	4,668,780.00
Net deferred tax assets (A-B)	1,789,061.00	1,667,255.00

7. Provisions

Particulars	Long term		Short term	
	31/Mar/15	31-Mar-14	31/Mar/15	31-Mar-14
Provision for employee benefits				
Provision for gratuity	87,780.00	80,780.00		
	87,780.00	80,780.00	-	-
Other provisions				
Income tax provision			3,225,388.00	1,628,556.00
Proposed equity dividend			2,312,110.00	-
Provision for tax on proposed equity dividend			462,283.00	-
	-	-	5,999,781.00	1,628,556.00
	87,780.00	80,780.00	5,999,781.00	1,628,556.00

For P G INDUSTRY LIMITED

Sd/-
Saket Dalmia
(Managing Director)
DIN: 00083636

Sd/-
Amit Dalmia
(Director)
DIN: 00083646

P G Industry Limited**Notes to financial statements for the Period ended 31st March, 2015****Audited****Audited****8. Short-term borrowings**

Particulars	31/Mar/15	31/Mar/14
Cash credit facilities from banks (secured)	149,632,770.86	142,060,356.13
	149,632,770.86	142,060,356.13
The above amount includes:		
Secured borrowings	149,632,770.86	142,060,356.13
Unsecured borrowings		
	149,632,770.86	142,060,356.13

Cash credit facility / Working Capital Loan from Vijaya Bank, Defence Colony amounting to Rs. 1496.33 lacs (Previous year Rs. 1420.60 lacs) together with interest and other charges are secured by way of hypothecation of all Company's Stock in trade and Book Debts, both present and future. This facility is further secured by way of hypothecation of immovable fixed assets of the company as well as of its associate companies and personal guarantee of the directors.

9. Other current liabilities

Particulars	31/Mar/15	31/Mar/14
Trade payables	49,367,707.00	16,846,630.00
	(A) 49,367,707.00	16,846,630.00
Other liabilities		
Current maturities of long term borrowings (refer note 5)	-	580,688.52
Others:		
Payable towards capital goods	1,171,980.00	809,387.00
Advances from customers	15,857,090.35	6,852,192.00
Sales tax/ VAT payable	3,944,040.00	2,151,184.00
Other payables	5,321,995.88	14,623,354.46
Service tax payable	310,124.00	143,354.00
TDS payable	136,138.00	285,264.00
EPF Payable	12,694.00	13,175.00
ESI Payable	4,529.00	4,679.00
	(B) 26,758,591.23	25,463,277.98
Total (A+B)	76,126,298.23	42,309,907.98

For P G INDUSTRY LIMITED

Sd/-
Saket Dalmia
(Managing Director)
DIN: 00083636

Sd/-
Amit Dalmia
(Director)
DIN: 00083646

10. Tangible assets

Fixed Assets	Useful Life	Gross Block			Accumulated Depreciation			Net Block		
		As at 31 March 2014	Additions	(Disposals)	As at 31 March 2015	As at 31 March 2014	Depreciation charge for the year	(On disposals)	As at 31.03.2015	As at 31.03.2014
Land (Lease Hold)		1,337,899.50	-	-	1,337,899.50	-	-	-	1,337,899.50	1,337,899.50
Land (Lease Hold) New		42,675,980.00	-	-	42,675,980.00	-	-	-	42,675,980.00	42,675,980.00
Factory Building	30	7,333,972.86	-	-	7,333,972.86	207,626.74	-	4,527,152.34	2,806,820.52	3,014,447.27
Building - Labour Room	60	3,846,341.00	-	-	3,846,341.00	57,439.23	-	240,546.23	3,605,794.77	3,663,234.00
Plant & Machinery	15	47,513,211.60	-	-	47,513,211.60	2,168,822.82	-	17,084,033.76	30,429,177.84	32,598,000.66
Furniture & Fixture	10	752,541.00	-	-	752,541.00	2,687.17	-	752,541.00	-	2,687.17
Office Equipment	5	4,912,075.73	25,000.00	(1,179,310.50)	3,757,765.23	1,593,761.47	(1,179,310.50)	1,844,607.02	1,913,158.21	3,481,919.68
Vehicle	10	10,811,865.00	-	-	10,811,865.00	660,527.27	-	5,773,811.07	5,038,053.93	5,698,581.20
Computer	3	885,760.24	104,500.00	-	990,260.24	343,867.74	-	885,879.74	104,380.50	343,748.24
Blades/Segments	1	809,387.00	1,171,980.00	(809,387.00)	1,171,980.00	935,241.96	(809,387.00)	525,224.96	646,755.04	410,017.00
Total		120,879,033.93	1,301,480.00	(1,988,697.50)	120,191,816.43	5,969,974.40	(1,988,697.50)	31,633,796.11	88,558,020.32	93,226,514.72
Previous Year		113,685,392.93	7,193,641.00	-	120,879,033.93	4,507,337.00	(555,905.00)	27,652,519.21	93,226,514.72	89,984,305.72

Note:

Useful lives and residual value in some cases have been taken different as provided under Schedule II to the Companies Act, 2013 and the same have been taken on the basis of present condition of the Assets and expected realisable value after the assets ceased to be in working position.

For and on behalf of the Board of Directors

Sd/-
Saket Dalmia
(Managing Director)
DIN: 00083636

Sd/-
Amit Dalmia
(Director)
DIN: 00083646

P G Industry Limited

Notes to financial statements for the Period ended 31st March, 2015

Audited

Audited

11. Non-current investments

Particulars	31/Mar/15	31/Mar/14
Trade investments (valued at cost unless stated otherwise)		
Unquoted equity instruments		
Investment in other body corporates	114,381.00	114,381.00
	<u>114,381.00</u>	<u>114,381.00</u>

12. Loans and advances

Particulars	Non-current		Current	
	31/Mar/15	31/Mar/14	31/Mar/15	31/Mar/14
Security Deposits				
Secured, considered good				-
Unsecured, considered good			1,058,036.80	1,542,800.00
(A)	-	-	1,058,036.80	1,542,800.00
Advances recoverable in cash or in kind or for value to be received, considered good unless stated otherwise				
Secured, considered good				-
Unsecured, considered good			17,436,638.45	159,697.00
(B)	-	-	17,436,638.45	159,697.00
Others loans and advances				
Unsecured, considered good				
Income Tax Refund due			298,640.00	298,640.00
Income Tax Refund due AY 2009-10			146,769.00	146,769.00
Income Tax Refund due AY 2010-11			6,839.00	6,839.00
Income Tax Refund due [AY 2011-12]			853,679.00	853,679.00
Income Tax Refund due [AY 2012-13]			155,022.00	155,022.00
Tax Deducted at Source [AY 2014-15]			-	55,806.00
Tax Deducted at Source [AY 2015-16]			32,242.00	-
Modvat Credit on Excise Duty Receivable			20,635,995.00	17,370,561.00
E. Cess 2% Receivable on Capital Goods			177.00	177.00
E. Cess 1% Receivable on Capital Goods			76.00	76.00
E. Cess 2% Receivable on Cenvet Credit			866.00	208.00
E. Cess 1% Receivable on Cenvet Credit			350.00	26.00
Intt on Security Electricity Behror Receivable			35,462.00	37,432.00
Additional Custom Duty Receivable on Slabs			1,194,234.00	5,772,299.00
Prepaid expenses			852,465.80	360,175.00
Advance to Suppliers			773,600.00	5,138,357.00
Advance Custom Duty			2,500,000.00	2,500,000.00
(C)	-	-	27,486,416.80	32,696,066.00
Total (A+B+C)	<u>-</u>	<u>-</u>	<u>45,981,092.05</u>	<u>34,398,563.00</u>

For P G INDUSTRY LIMITED

Sd/-
Saket Dalmia
(Managing Director)
DIN: 00083636

Sd/-
Amit Dalmia
(Director)
DIN: 00083646

P G Industry Limited

Notes to financial statements for the Period ended 31st March, 2015

Audited

Audited

13. Trade receivables	Non-current		Current	
Particulars	31/Mar/15	31/Mar/14	31/Mar/15	31/Mar/14
Unsecured, considered good unless stated otherwise				
Outstanding for a period exceeding six months from the date they are due for payment				
Unsecured, considered good			36,549,387.70	15,453,374.50
Secured, considered good			-	-
(A)	-	-	36,549,387.70	15,453,374.50
Other receivables				
Unsecured, considered good			71,253,181.31	63,600,811.40
Secured, considered good			-	-
(B)			71,253,181.31	63,600,811.40
Total (A + B)	-	-	107,802,569.01	79,054,185.90
14. Inventories(valued at lower of cost & net realisable value)				
Particulars	Non-current		Current	
Particulars	31/Mar/15	31/Mar/14	31/Mar/15	31/Mar/14
Raw materials			65,115,300.00	34,160,716.00
Stores and spare			340,260.00	325,650.00
Finished goods			129,482,028.00	147,666,106.00
(A)	-	-	194,937,588.00	182,152,472.00
15. Cash and bank balances				
Particulars	Non-current		Current	
Particulars	31/Mar/15	31/Mar/14	31/Mar/15	31/Mar/14
Cash and cash equivalents				
Balances with banks:				
On current accounts			320,261.93	79,627.78
Cash in hand			716,433.24	370,685.24
(A)	-	-	1,036,695.17	450,313.02
Other bank balances:				
Deposits with original maturity of more than 12 months			453,465.00	417,170.00
Deposits with original maturity of more than 3 months but less than 12 months				-
(B)	-	-	453,465.00	417,170.00
Total (A + B)		-	1,490,160.17	867,483.02

For P G INDUSTRY LIMITED

Sd/-
Saket Dalmia
(Managing Director)
DIN: 00083636

Sd/-
Amit Dalmia
(Director)
DIN: 00083646

P G Industry Limited**(Amount in ₹)**

Notes to financial statements for the Period ended 31st March, 2015

Audited**Audited****16. Revenue from operations**

Particulars	31/Mar/15	31/Mar/14
Revenue from operations		
Sale of products	550,198,602.00	344,238,467.00
Job Work	147,868.00	362,700.00
Other Operating Income		
Revenue from operations (gross)	550,346,470.00	344,601,167.00
Less: Excise duty	3,115,983.00	2,152,164.00
Less: Sales Tax	27,941,125.00	19,167,734.00
Revenue from operations (net)	519,289,362.00	323,281,269.00

17. Other income

Particulars	31/Mar/15	31/Mar/14
Interest on Bank / Security deposits	91,259.00	77,095.00
Rent Received	72,000.00	72,000.00
Commission Received	241,223.00	-
	404,482.00	149,095.00

18. Cost of Materials Consumed

Particulars	31/Mar/15	31/Mar/14
Inventory at the beginning of the year	181,826,822.00	164,173,226.00
Add : Purchases & Direct Expenses	438,527,359.57	264,624,116.06
Less : Inventory at the end of the year	194,597,328.00	181,826,822.00
	425,756,853.57	246,970,520.06

19. Employee benefit expense

Particulars	31/Mar/15	31/Mar/14
Salary & Wages	6,760,907.00	5,947,688.00
Contribution to Provident and other funds	116,194.00	128,059.00
Provision for Gratuity	7,000.00	7,000.00
Staff Welfare	407,603.00	450,375.00
	7,291,704.00	6,533,122.00

For P G INDUSTRY LIMITED

Sd/-

Saket Dalmia
(Managing Director)**DIN: 00083636**

Sd/-

Amit Dalmia
(Director)**DIN: 00083646**

P G Industry Limited**(Amount in ₹)**

Notes to financial statements for the Period ended 31st March, 2015

Audited**Audited****20. Other Expenses**

Particulars	31/Mar/15	31/Mar/14
Consumption of stores and spares	16,234,851.00	9,396,220.00
Power and fuel	3,176,453.00	2,681,419.00
Other Manufacturing expenses	1,235,871.00	1,111,248.00
Repairs and maintenance:		
-Plant and machinery	252,536.00	179,626.00
-Godown	421,699.00	858,654.00
Rent	2,021,250.00	1,902,000.00
Rates, Fees and taxes	831,091.80	850,010.00
Insurance	333,732.00	352,882.95
Travelling and conveyance	7,557,972.50	6,087,148.00
Communication costs	1,022,803.79	1,024,291.69
Printing and stationary	193,650.00	185,927.00
Legal and professional fees	746,310.00	568,284.00
Directors' Remuneration	1,500,000.00	1,500,000.00
Electricity and diesel expenses	1,377,180.00	1,247,040.57
Payments to auditor	70,000.00	50,000.00
Freight and forwarding charges	2,142,979.00	1,459,242.00
Vehicle running and maintenance	810,709.80	1,461,350.69
Security and other service charges	-	44,946.00
Discount allowed	883,850.32	283,324.00
Advertisement and sales promotion	7,340,718.28	3,343,144.00
Bank charges	2,639,282.80	1,212,360.85
Penalty	81,900.00	7,020.00
Donation	100,000.00	36,100.00
Miscellaneous expenses	711,329.88	859,337.51
	51,686,170.17	36,701,576.26

21. Finance costs

Particulars	31/Mar/15	31/Mar/14
Interest expense	19,788,214.93	22,726,726.01
	19,788,214.93	22,726,726.01

For P G INDUSTRY LIMITED

Sd/-
Saket Dalmia
(Managing Director)
DIN: 00083636

Sd/-
Amit Dalmia
(Director)
DIN: 00083646

P G Industry Limited

(Amount in ₹)

Notes to financial statements for the Period ended 31st March, 2015

Audited

Audited

22. Earning per equity share

Particulars	31/Mar/15	31/Mar/14
Net profit as per profit and loss statement	6,087,638.93	3,849,666.67
No. of equity shares at the beginning and closing of the period / year	4,624,220	4,624,220
Weighted average number of equity shares for calculating basic and diluted EPS	4,624,220	4,624,220
Basic and Diluted earnings per share (Rs.)	1.32	0.83

23. Auditor's Remuneration:-

Particulars	31/Mar/15	31/Mar/14
Audit fees	40,000.00	22,500.00
Tax audit fees	10,000.00	7,500.00
Limited review	20,000.00	20,000.00
Total	70,000.00	50,000.00

24. Segment Information**Primary Segments**

The following is the distribution of the Company's consolidated sales (net of Excise duty & Sales Tax) by geographical market, regardless of where the goods were produced.

Particulars	31/Mar/15	31/Mar/14
Domestic Market	519,289,362.00	323,281,269.00
Overseas Markets	-	-
Total	519,289,362.00	323,281,269.00

25. Contingent liabilities (not provided for) in respect of

Particulars	31/Mar/15	31/Mar/14
(a) Corporate Guarantee given in favour of Body Corporate	75,500,000.00	92,500,000.00
Total	75,500,000.00	92,500,000.00

26.1 Value of Imports calculated on CIF Basis (on accrual basis)

Particulars	31/Mar/15	31/Mar/14
Raw materials	125,791,040.20	98,270,538.00
	125,791,040.20	98,270,538.00

26.2 Earnings in Foreign Currency (on accrual basis)

Particulars	31/Mar/15	31/Mar/14
Exports at F.O.B value	-	-
	-	-

26.3 Expenditure in Foreign Currency (on accrual basis)

Particulars	31/Mar/15	31/Mar/14
Travelling	4,813,514.96	4,983,379.00
	4,813,514.96	4,983,379.00

For P G INDUSTRY LIMITED

Sd/-
Saket Dalmia
(Managing Director)
DIN: 00083636

Sd/-
Amit Dalmia
(Director)
DIN: 00083646

27. Quantity Details

Class of Goods	Marble Slabs		Marble Blocks	
	31/Mar/15	31/Mar/14	31/Mar/15	31/Mar/14
	Qty (SQFT)	Qty (SQFT)	QTY (M.T.)	QTY (M.T.)
Opening Stock	813,105	792,613	1,319	1,191
Value (Rs.)	147,666,106	128,462,598	34,160,716	35,710,628
Purchase/ Processed	1,849,119	1,254,004	5,771	3,752
Sales/ Processed	1,986,174	1,233,512	4,867	3,624
Closing Stock	676,050	813,105	2,224	1,319
Value (Rs.)	129,482,028	147,666,106	65,115,300	34,160,716

28. Imported and indigenous raw materials, components, stores and spares consumed

Particulars	% of total consumption		(₹)	(₹)
	31/Mar/15	31/Mar/14	31/Mar/15	31/Mar/14
Raw materials				
Imported	39.22%	49.87%	166,995,231.57	123,158,703.06
Indigenously obtained	60.78%	50.13%	258,761,622.00	123,811,817.00
	100%	100%	425,756,853.57	246,970,520.06
Stores and spares				
Imported	0.00%	0.00%	-	-
Indigenously obtained	100.00%	100.00%	16,234,851.00	9,396,220.00
	100%	100%	16,234,851.00	9,396,220.00

For P G INDUSTRY LIMITED

Sd/-
Saket Dalmia
(Managing Director)
DIN: 00083636

Sd/-
Amit Dalmia
(Director)
DIN: 00083646

29. Related party disclosures

- (a) Key Management Personnel
- Mr. Saket Dalmia (Managing Director)
 - Mr. Amit Dalmia (Director)
 - Mr. Raja Ram Dalmia (Relative)
 - Mrs. Manju Devi Dalmia (Relative)
- (b) Other Related Party
- Priceless Overseas Limited

Related party transactions

The following table provides the total amount of transactions those have been entered into with related parties for the relevant financial year:

Particulars	Other Related Party		Key Management Personnel		Total	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)
Transactions for the year:						
Sales	77.34	239.78	-	-	77.34	239.78
Purchase	464.78	800.22	-	-	464.78	800.22
Rent Received	0.72	0.72	-	-	0.72	0.72
Key Management Personnel						
Directors Remuneration paid			15.00	15.00	15.00	15.00
Salary Paid (Relative)			2.25	2.64	2.25	2.64
Rent Paid (Relative)			2.40	1.80	2.40	1.80

Notes :

1. Transactions and balances relating to reimbursement of expenses to / from related parties have not been considered above.
2. Transactions with the related party has not been considered above, after the date when party ceased to be related party.

For P G INDUSTRY LIMITED

Sd/-
Saket Dalmia
(Managing Director)
DIN: 00083636

Sd/-
Amit Dalmia
(Director)
DIN: 00083646

30. Income Tax assessment has been completed up to assessment year 2013-14. Sales Tax assessment has been completed up to assessment year 2010-11

31. In the opinion of the management, all the Current Assets, Loan and Advances have a value at which they are stated in the Balance Sheet, if realized in the ordinary course of the business and the provision for all known liabilities are adequate and are not in excess of the amount payable.

32. The Board of Directors has considered, approved and recommended a Final Dividend of ₹ 0.50 per equity share amounting to ₹ 23,12,110 excluding Dividend Distribution Tax of ₹ 4,62,283 subject to the approval of Annual General Meeting of the Company.

33. The Company has been sanctioned Buyers Credit Limit of ₹ 500.00 Lacs by Vijaya Bank, Defence Colony, Delhi and same has not been utilised/availed till 31st March 2015.

34. The accounts of sundry Debtors/Creditors and advances are subjected to confirmation from parties.

35. Previous year figures have been re-arranged/re-grouped wherever necessary.

36. Notes No's 1 to 35 form an integral part of Balance Sheet and Statement of Profit and Loss Account.

As per our report of even date
For Vishal G Goel & Co.
Chartered Accountants

Sd/-
Ca Vishal Goel
(Proprietor)
Membership No.- 094685
Firm Regn. No.- 020330 N
Place: Delhi
Date: 30th May, 2015

As approved
For and on behalf of the Board of Directors

Sd/-
Saket Dalmia
(Managing Director)
DIN: 00083636

Sd/-
Davender Kumar
Company Secretary
ACS - 30043

Sd/-
Amit Dalmia
(Director)
DIN: 00083646

Sd/-
Aman Agrawal
C.F.O.
ACA - 501723

P G INDUSTRY LIMITED
CIN: L74899DL1993PLC056421

Regd. office: D – 22, 301, Third Floor, Chattarpur Enclave, Phase – II, 100 Ft. Road, New Delhi – 110074

Contact No.: 011-26654053; Email Id: pgindustryLtd@gmail.com; Website: www.pgil.com

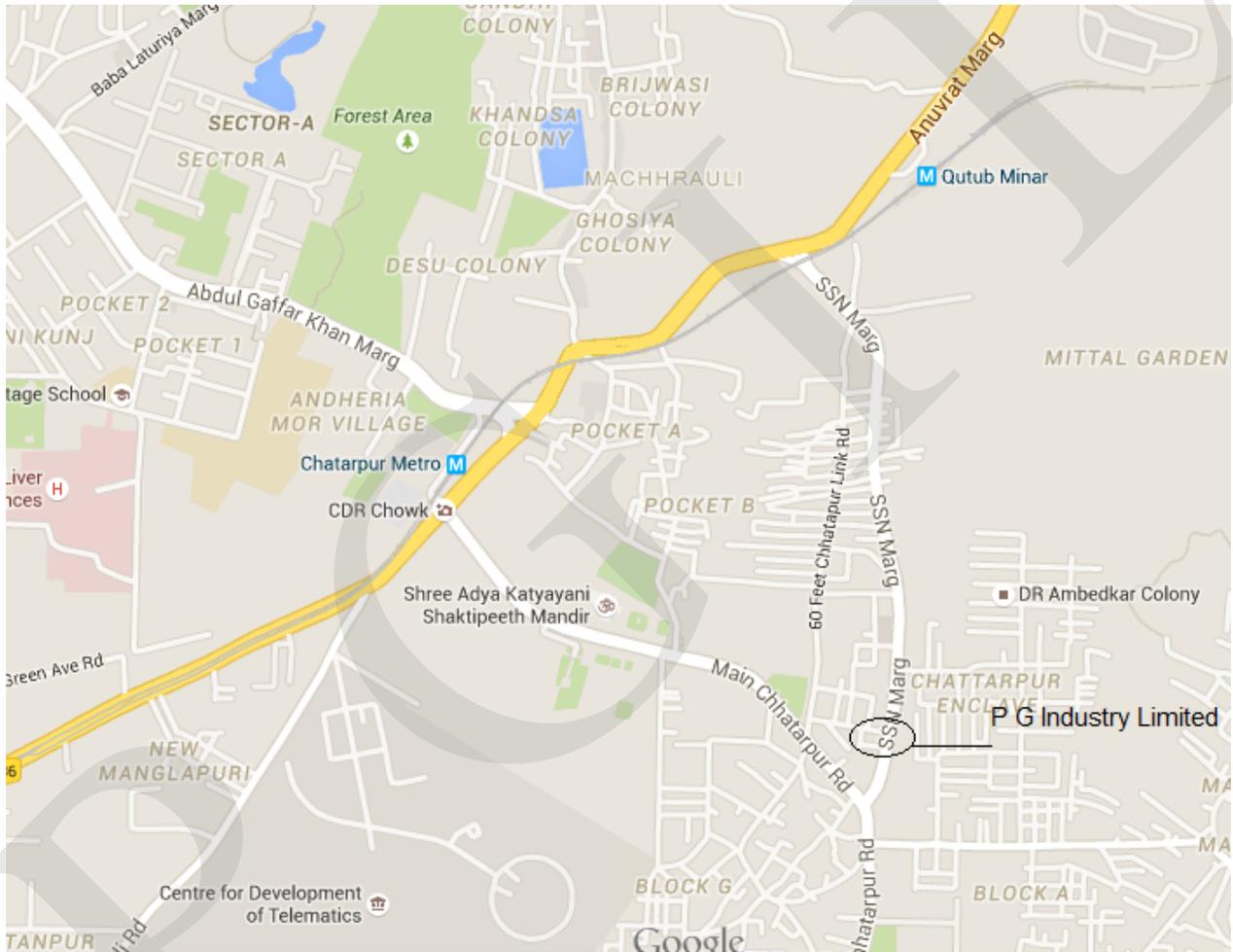
ATTENDANCE SLIP

I/We hereby record my presence at the 22nd Annual General Meeting held on Wednesday, 30th September, 2015 at 09:30 A.M. at D – 22, 301, Third Floor, Chattarpur Enclave, Phase – II, 100 Ft. Road, New Delhi - 110074.

Name of the Shareholders or Proxy (In Block Letters)	
No. of Shares Held	
Regd. Folio No.	
DP ID & Client ID	

Signature of the Shareholder

Note: Please complete this attendance slip and hand it over at the entrance of the hall.



P G INDUSTRY LIMITED

CIN: L74899DL1993PLC056421

Regd. office: D – 22, 301, Third Floor, Chattarpur Enclave, Phase – II, 100 Ft. Road, New Delhi – 110074

Contact No.: 011-26654053; Email Id: pgindustryLtd@gmail.com; Website: www.pgil.com

FORM NO. MGT-11

PROXY FORM

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

Name of the Members	
Registered Address	
E – mail	
Folio No. / DP ID – Client ID	

I/We, being the member holding _____ shares of **P G Industry Limited**, hereby appoint

1. Name: _____ Address: _____ E-mail id: _____

Signature:....., or failing him

2. Name: _____ Address: _____ E-mail id: _____

Signature:....., or failing him

3. Name: _____ Address: _____ E-mail id: _____

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **22nd Annual General Meeting** of the Company to be held on Wednesday, 30th September, 2015 at 09:30 A. M. at **D – 22, 301, Third Floor, Chattarpur Enclave, Phase – II, 100 Ft. Road, New Delhi - 110074** at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolution	Optional*	
		For	Against
	Ordinary Business:		
1.	To receive, consider and adopt the Annual Balance Sheet as at 31 st March, 2015		
2.	To declare Dividend on Equity Shares		
3.	Re – appointment of Mr. Amit Dalmia (DIN: 00083646), who retires by rotation and, being eligible, offers himself for reappointment		
4.	To ratify appointment of Statutory Auditors of the Company		
	Special Business:		
5.	Re – appointment of Mrs. Usha Sharma as a Director		
6.	Increase in Limit of Borrowing Power		
7.	Re – appointment of Managing Director		
8.	Amendment to Ordinary Resolution passed in the EOGM held on 27th March 2015 for Increase in Limit of Director’s Remuneration		

Signed this day of2015.

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

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