



PEE CEE COSMA SOPE LIMITED

CIN : L24241UP1986PLC008344

Company Information

Board of Directors	
Shri Ashok Kumar Jain 120, Jaipur House, Agra-282 002	: Executive Chairman DIN : 00113133
Shri Pramod Kumar Jain 42, Surya Nagar, Agra-282 002	: Managing Director DIN : 00112805
Shri Mahendra Kumar Jain 119, Jaipur House, Agra-282 002	: Whole Time Director DIN : 00172395
Shri Nemi Chandra Jain 3, Chrch Road, Civil Lines, Agra-282 002	: Independent Director DIN : 00172406
Shri Amar Singh Rajput 43-44, New Subhash Nagar, Phase-II Lawyer's Colony, Agra-282 002	: Independent Director DIN : 00172301
Shri Anil Gupta Shanti Krishna' 5034/3, Sant Nagar, Karol Bagh, New Delhi-110 005	: Independent Director DIN : 00283431
Smt. Babita Agarwal B-138, Kamla Nagar, Agra-282 005	: Independent Director DIN : 07101475
Company Secretary Mrs. Nidhi Agarwal Flat No. 102, Kaveri Gold Apartment, Khandari, Agra-282002 (U.P.)	Auditors M/s. BSD & Co. Chartered Accountants 810, 8th Floor, Antriksh Bhawan 22, Kasturba Gandhi Marg, New Delhi-110001
Chief Financial Officer Brij Mohan Verma 35/57 B, Lashkarpur, Agra-282 005 (U.P.)	Works (1) 51 & 52, Malanpur Industrial Area, Malanpur, Distt - Bhind (M.P.) (2) 7th K.M. Stone, Adalpur, Dholpur (Raj.) (3) 655, Village Artoni, Agra (U.P.)
Registered Office "Padam Deep" G-10/8, Sanjay Place, Agra-282 002 (U.P.)	Registrar & Share Transfer Agent Skyline Financial Services Pvt. Ltd. D-153, Ist Floor, Okhla Ind. Area Phase-I, New Delhi-110 020
Bankers State Bank of India, Sanjay Place, Agra	

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**Annual General Meeting on Monday, 24th September, 2018
at Hotel Ashish Palace, Fatehabad Road, Agra at 3.00 p.m.**

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



PEE CEE COSMA SOPE LIMITED

NOTICE TO THE 31ST ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the Members of M/s Pee Cee Cosma Sope Limited will be held on Monday, 24th September, 2018 at 3.00 P.M. at Hotel Ashish Palace, Fatehabad Road, Agra-282 001, Uttar Pradesh, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of 30% (Rs. 3.00 per equity share) for the year ended March 31, 2018.
3. To appoint a Director in place of Shri Pramod Kumar Jain (DIN 00112805), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To re-appoint Shri Nemi Chandra Jain, as an Independent Director for Second Term and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:
“**Resolved that** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Shri Nemi Chandra Jain (DIN: 00172406), who was appointed as an Independent Director and who holds office of the Independent Director up to 31st March, 2019 and who meets the criteria for Independence, being eligible for re-appointment be and is hereby re-appointed as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive 5 (five) years w.e.f. 1st April, 2019.”
5. To re-appoint Shri Amar Singh Rajput, as an Independent Director for Second Term and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:
“**Resolved that** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors)

Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Shri Amar Singh Rajput (DIN: 00172301), who was appointed as an Independent Director and who holds office of the Independent Director up to 31st March, 2019 and who meets the criteria for Independence, being eligible for re-appointment be and is hereby re-appointed as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive 5 (five) years w.e.f. 1st April, 2019.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
“**Resolved that** in supersession of the earlier resolution passed through postal ballot, pursuant to section 372A of the Companies Act, 1956, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”), which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, to give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, as they may deem fit in the interest of the Company and at such time or times and in such form or manner as they may think fit, notwithstanding that the aggregate of loans or guarantees or any security in connection with a loan, or the acquisition of any securities, as aforesaid, proposed to be given/made together with loans or guarantees or any security in connection with a loan or the acquisition of any securities, as aforesaid, already given/ made by the Company, may exceed 60% of the aggregate of the paid up share capital, free reserves and securities



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premium account or 100% of the free reserves and securities premium account of the Company, whichever is more, provided however, that the aggregate of the loans or guarantees or any security in connection with a loan or the acquisition of any securities, as aforesaid, shall not exceed 50 Crores (Rupees Fifty Crores only) at any point of time.

Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of giving of loans or guarantees or providing any security in connection with a loan or the acquisition of any securities, as aforesaid, and further to do all acts, deeds, matters and things and to execute all documents and writings as may be necessary, proper or desirable or expedient to give effect to this resolution."

Regd. Office:

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

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

Ashok Kumar Jain
DIN:00113133
Executive Chairman
Add: 120, Jaipur House
Agra- 282 002, U.P.

Date:11.08.2018

Place:Agra

NOTES :

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

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

3. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
4. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 17th September, 2018 to Monday, 24th September, 2018 (both days inclusive).
6. Payment of Final Dividend @30% (Rs. 3.00 per Equity Share having face value of Rs. 10 each) for the Financial Year ended on 31st March, 2018, as recommended by the Board, if approved at this AGM, will be made only to those Members whose names appear in the Register of Members of the Company as on 17th September, 2018, being the date of book closure or to their mandates, as the case may be. In respect of Equity Shares held in electronic form, the Final Dividend will be paid on the basis of beneficial ownership as on 17th September, 2018, as per details furnished by the National Securities Depository Ltd. (NSDL) and Central Depositories Services (India) Ltd. (CDSL) for this purpose.
7. A. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company M/s Skyline Financial Services Pvt Ltd., D-153/A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi- 110 020; Phone No. 011-26812682-83:-



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

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

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

- i) **Their email id.**
 ii) All changes with respect to their address, email id, ECS mandate and bank details.
 C. Kindly note that as per SEBI Circular CIR/MRD/DP/10/2013 dated March 21, 2013 it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, **You are requested to register/ update your correct bank account details with the Company/RTA/Depository Participant, as the case may be.**

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

copy of the Annual Report for the year ended March 31, 2018 has been sent to all the members whose email address (es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in terms of SEBI Circular No. CIR/CFD/DIL/7/2011 dated 05.10.2011 the hard copies of Annual Report have been sent to all other members who have not registered their email address (es). **Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest by submitting duly filled in "e-Communication Registration Form" (available on our website www.doctorsoap.com in Investor Relation) to the Company/RTA.** Members can also submit their form along with Attendance Slip at the Registration Counter at AGM. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost. The Notice of the 31st Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.doctorsoap.com for download by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.

11. The Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall. However, in case of non-receipt of Notice of Annual General Meeting, members are requested to write to the Company at its registered office for issuing the duplicate of the same or download the same from Company's website www.doctorsoap.com.
12. In case you have any query relating to the enclosed Annual Accounts you are requested to send the same to the Company Secretary at the Registered Office of the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready for replying at the meeting.
13. **Transfer of unclaimed dividend to Investors' Fund:** In terms of the provisions of Section 125 of the Companies Act, 2013 read with Investor Education and Protection Fund (Awareness and



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

Financial Year ended	Rate of Dividend (%)	Date of Declaration of Dividend
31.03.2013	12	29.09.2013
31.03.2014	12	26.09.2014
31.03.2015	15	28.09.2015
31.03.2016	18	26.09.2016
31.03.2017	25	27.09.2017

14. Any shareholder who has not encashed the dividend warrants for the financial year 2012-13, 2013-14 , 2014-15 , 2015-16 and 2016-17 may claim the same immediately. **Please note that the unclaimed dividend once transferred to Investors Education and Protection Fund cannot be claimed by the shareholders.**

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

16. Voting through electronic means:

- i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
- ii) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited as the Authorised Agency to provide e-voting facilities.
- iii) The Board of Directors have appointed Mr Debabrata Deb Nath, Company Secretary in Whole Time Practice, 785, Pocket-E, Mayur

Vihar-II, Delhi-110 091 as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.

- iv) Members are requested to carefully read the instructions for e-voting before casting their vote.
- v) The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting :

Commencement of e-voting	From 9.00 a.m. (IST) on Friday, 21st September, 2018
End of e-voting	Upto 5.00 p.m. (IST) on Sunday, 23rd September, 2018

- vi) The cut-off date (i.e. the record date) for the purpose of e-voting is 17th September, 2018.
- vii) Declaration of Result of e-voting:
 - a) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date).
 - b) The Scrutinizer shall after the conclusion of e-voting period and before the closing of working hours on 26th September, 2018 unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - c) The Scrutinizer's decision on the validity of the vote shall be final and binding.
 - d) The Results on resolutions shall be declared on or within 48 hours of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
 - e) The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.doctorsoap.com) within 48 hours of passing of the resolutions at the AGM and communicated to the Stock Exchanges where the Company shares are listed.
- viii) The procedure and instructions for e-voting are given separately with this Annual Report.

Explanatory Statement

Item No. 4 & 5 : Section 149(10) of the Companies Act, 2013 provides that an Independent Director shall



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hold office for a term of up to 5 (Five) consecutive years on the Board and shall be eligible for re-appointment for Second Term of 5 (Five) consecutive years on passing a Special Resolution by the Company and disclosure of such appointment in its Boards' Report. Section 149(11) provides that an Independent Director may hold office for up to 2 (Two) consecutive terms.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreements with the stock exchanges, Shri Nemi Chandra Jain (DIN: 00172406) and Shri Amar Singh Rajput (DIN: 00172301) were appointed as an Independent Directors on the Board of the Company for a period of 5 (Five) consecutive years w.e.f. 1st April, 2014. They shall hold office as an Independent Directors of the Company up to 31st March, 2019 ("First Term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

On the recommendation of the Nomination and Remuneration Committee, and based upon the performance evaluation of Independent Directors and the Board considers that, given their backgrounds, rich experiences of diversified sectors and contributions made by them during their tenure, the continued association of Shri Nemi Chandra Jain and Shri Amar Singh Rajput would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors.

Accordingly, the Board has recommended reappointment of Shri Nemi Chandra Jain and Shri Amar Singh Rajput as an Independent Directors of the Company, not liable to retire by rotation and for Second Term of 5 (Five) consecutive years on the Board of the Company effective from 1st April, 2019.

Section 149 of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013. Shri Nemi Chandra Jain and Shri Amar Singh Rajput are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors and all of them have also given declarations that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations (as amended from time to time). In the opinion of the Board, both the above

two Directors meet the criteria of Independence and qualifies for appointment as an Independent Directors.

Details of Directors whose re-appointment as an Independent Directors for Second Term are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI). Copy of draft letters of re-appointment of Shri Nemi Chandra Jain and Shri Amar Singh Rajput setting out the terms and conditions of appointment shall be available for inspection by the Members at the Registered Office of the Company.

Shri Nemi Chandra Jain and Shri Amar Singh Rajput are interested in the resolutions set out respectively at Item Nos. 5 & 6 of the Notice with regard to their respective re-appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Resolutions set out at Item Nos. 5 & 6 of the Notice for approval by the Members by way of Special Resolutions.

Item No.6 : The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the



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Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No. 6 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No. 6 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

Regd. Office:

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

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

Ashok Kumar Jain
DIN:00113133
Executive Chairman

Date:11.08.2018

Place:Agra

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

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

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

Particulars	Pramod Kumar Jain
DIN	00112805
Father's Name	Late Shri Padam Chand Jain
Date of Birth	26.06.1952
Address	42, Surya Nagar, Agra-282002, Uttar Pradesh
Designation	Managing Director
Education	B.Tech, Ph.D
Experience	More than 32 years of experience
Companies in which holds Directorship*	1. Pee Cee Realty Builders Pvt.Ltd. 2. Pee Cee Raj Developers Pvt. Ltd. 3. Shree Riddhi Siddhi Buildwell Ltd. 4. Shree Riddhi Siddhi Realtech Pvt Ltd. 5. Shree Riddhi Siddhi Edutech Pvt.Ltd.
Companies in which holds membership of committees*	Nil
Shareholding in the Company (No. & %)	1. No.of shares 4198 & 29.62% 2. NIL 3. No.of shares 434700 & 15% 4. No.of shares 6614 & 26.90% 5. No.of shares 2000 & 20%

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

Particulars	Nemi Chandra Jain
DIN	00172406
Father's Name	Late Shri Chhadammi Lal Jain
Date of Birth	25.04.1940
Address	3, Church Road, Civil Lines, Agra-282002, Uttar Pradesh
Designation	Director
Education	B.Sc. Engineer
Experience	More than 34 years of experience in Architectural field
Companies in which holds Directorship*	Dhruv Infraheights Private Limited Devyash Farm Fresh Foods Pvt. Ltd.
Companies in which holds membership of committees*	Nil
Shareholding in the Company (No. & %)	Nil

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

Particulars	Amar Singh Rajput
DIN	00172301
Father's Name	Late Shri Sheoraj Singh Rajput
Date of Birth	01.01.1940
Address	43, New Subhash Nagar, Lawyers Colony, Agra 282002, Uttar Pradesh
Designation	Director
Education	B.Sc. Engineer
Experience	More than 32 years of experience in Architectural field
Companies in which holds Directorship*	Nil
Companies in which holds membership of committees*	Nil
Shareholding in the Company (No. & %)	Nil

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



PEE CEE COSMA SOPE LIMITED

DIRECTORS' REPORT

TO THE MEMBERS OF PEE CEE COSMA SOPE LTD. The Directors hereby present their 31st Annual Report on the business and operations of the Company and the Financial Accounts for the year ended 31st March, 2018.

Financial Highlights.

Particulars	(Rs. in Lakhs)	
	Current Year 31.03.2018	Previous Year 31.03.2017
Net Revenue from Operation	7850.84	8031.40
Other Income	2.07	5.84
Total Income	7852.91	8037.24
Total Expenditure	7296.26	7806.50
Profit before tax	556.64	230.73
Provision for tax	189.79	76.81
Profit after tax	366.80	156.09
Dividend on Equity Shares (including tax on distributed profits)	79.62	57.33
Transfer to General Reserve	10.00	10.00
Paid-up Share Capital	264.62	264.62
Reserves and Surplus (excluding revaluation reserve)	1778.33	1491.16

Company Performance

During the year under review total income of the Company was Rs. 78,52,90,723 as against Rs. 80,37,23,499 in the previous year. The Company was able to earn a marginal profit for the year of Rs. 5,56,64,247 against a profit of Rs. 2,30,73,435. Your Directors are putting in their best efforts to improve the performance of the Company.

Statement of Company's Affair

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

Change in nature of Business of the Company

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

Material Changes, etc.

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company- 31st March, 2018 and the date of this Report.

Dividend

The Board of Directors had declared a dividend of Rs.

3.00/- per share (30%) on the Equity Shares of the Company, for the Financial year ended March 31, 2018 amounting to Rs. 79,38,750. The aforesaid amount of dividend is exclusive of Dividend Tax amounting to Rs. 16,16,139. The dividend on equity shares will be paid to members whose names appear in the Register of Members as on 17th September, 2018; in respect of shares held in dematerialised form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners as on that date.

Transfer of Unpaid Unclaimed Dividend and Shares to IEPF

During the year 2017-18, Unclaimed Dividend for Financial Year 2009-10 of Rs. 1,30,320/- was transferred to the Investor Education and Protection Fund (IEPF), as required under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time). Pursuant to the provisions of section 124(6) of the Companies Act, 2013 and the rules mentioned aforesaid, all shares in respect of which dividend has been unpaid/unclaimed for a consecutive period of seven years were also transferred to the IEPF Authority in accordance with the aforesaid rules. Details of such transferred shares is available at Company's website and such shares



can be claimed back from IEPF authority only after following the prescribed procedure.

Share Capital

The paid up Equity Share Capital as on 31st March, 2018 was Rs. 2,64,62,500. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

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

The Company neither granted any loans, guarantees nor made any investments under Section 186 of the Act as at the end of the Financial Year 2017-18.

Disclosure on Deposit under Chapter V

The Company has neither accepted nor renewed any deposits during the Financial Year 2017-18 in terms of Chapter V of the Companies Act, 2013.

Report on Subsidiaries, Associates and Joint Venture companies

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

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

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

Listing

At present, the equity shares of the Company are listed at BSE Ltd. The annual listing fees for the financial year 2018-19 to BSE Ltd has been paid.

Corporate Governance

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

Directors

Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, one-

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

Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreements with the stock exchanges, Shri Nemi Chandra Jain (DIN: 00172406) and Shri Amar Singh Rajput (DIN: 00172301) were appointed as an Independent Directors on the Board of the Company for a period of 5 (Five) consecutive years w.e.f. 1st April, 2014. They shall hold office as an Independent Directors of the Company up to 31st March, 2019 ("First Term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Board has recommended re-appointment of Shri Nemi Chandra Jain and Shri Amar Singh Rajput as an Independent Directors of the Company, not liable to retire by rotation and for Second Term of 5 (Five) consecutive years on the Board of the Company effective from 1st April, 2019.

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

Key Managerial Personnel

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



DIRECTORS' REPORT

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

Policy on Directors appointment and Policy on remuneration

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

Particulars of remuneration of Directors / KMP / Employees

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

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as 'Annexure 4' which forms part of this report.

Number of Meetings of the Board

During the Financial Year 2017-18, 5 (five) number of Board meetings were held. Attendance of Directors are as below:

Name	Total No. of Board meeting	Total No. of board meeting attended
Ashok Kumar Jain	5	5
Mahendra Kumar Jain	5	4
Pramod Kumar Jain	5	5
Nemi Chandra Jain	5	4
Amar Singh Rajput	5	5
Anil Gupta	5	4
Babita Agarwal	5	5

Performance Evaluation of the Board, its Committees and Individual Directors

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

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

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

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

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



DIRECTORS' REPORT

satisfaction with the evaluation process.

Composition of Audit Committee

As on 31st March, 2018, the Audit Committee of the Company comprises the following directors:

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

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

Statutory Auditors and their Report

M/s B S D & Co., Chartered Accountants, Statutory Auditors of the Company were appointed at the 30th (Thirtieth) Annual General Meeting of the Company held on 27th September, 2017 for a term of five (5) years, subject to the ratification by Members at every subsequent Annual General Meeting till then. The Ministry of Corporate Affairs vide notification dated 7th May, 2018 has obliterated the requirement of seeking Members' ratification at every Annual General Meeting on appointment of Statutory Auditor during their tenure of five (5) years. Accordingly, the resolution for ratification of the appointment of Statutory Auditors of the Company has not been placed before the Members.

Vide notification dated February 16, 2015, the Ministry of Corporate Affairs notified the Indian Accounting Standards ("Ind AS") to be applicable to certain class of companies including listed companies, for the accounting periods beginning on or after April 1, 2016, with comparatives to be provided for the period ending on March 31, 2016. Ind AS has replaced the existing Indian GAAP prescribed under Section 133 of the Companies Act, 2013. The Financial Statement for the financial year ended March 31, 2017, forming part of this Annual Report have been prepared in accordance with Ind AS with a transition date of April 1, 2015. Explanations capturing areas of differences and reconciliations from Indian GAAP to Ind AS have been provided in the notes to accounts to the standalone and consolidated financial statements.

Secretarial Auditors

Your Board, during the year, appointed M/s R & D Company Secretaries, to conduct Secretarial Audit of the Company for the financial year ended 31st March,

2018. The Report of M/s R & D Company Secretaries in terms of Section 204 of the Act is provided in the "Annexure 5" forming part of this Report.

Directors' Responsibility Statement

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

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

Secretarial Standards

The Company has complied with the provisions of Secretarial Standards issued by Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.

Corporate Social Responsibility (CSR)

As per the provisions of Section 135 of the Companies Act, 2013 and Rules framed thereunder and on the basis of Audited Financial Statement for the year 2017-18, the Company comes under the purview of the provisions of Corporate Social Responsibility as the net profit calculated in accordance with the provisions of section 198 of the Act exceeds Rs. 5 Crore.



In the Board meeting held on 26th May, 2018, the Corporate Social Responsibility Committee was constituted in the line of provisions of Section 135 of the Companies Act, 2013 and Rules framed thereunder. As per Section 135 of the Companies Act, 2013, the Company has a Corporate Social Responsibility (CSR) Committee of its Board of Directors. The Committee comprises of Shri Nemi Chandra Jain (Chairman), Shri Ashok Kumar Jain and Shri Pramod Kumar Jain (Member).

The vision of Pee Cee Cosma Sope Ltd. is to take undertake CSR activities to make sustainable impact on the human development of under served communities through initiatives in Education, Health and Livelihoods.

Further, the Board of Directors of your Company has also adopted the CSR Policy of the Company as approved by the Corporate Social Responsibility Committee which is also available on the website of the Company at www.doctorsoap.com.

Internal Financial Controls System

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

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

During the year the Internal auditors have also been engaged for providing assistance in improvising IFC framework (including preparation of Risk & Control Matrices for various processes) and deployment of Self Assessment Tool.

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

Risk Management Policy

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

The Internal Audit Department facilitates the execution of Risk Management Practices in the Company, in the areas of risk identification, assessment, monitoring, mitigation and reporting. Through this programme, each Function and Unit addresses opportunities and risks through a comprehensive approach aligned to the Company's objectives. The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status.

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

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



DIRECTORS' REPORT

Vigil Mechanism Policy

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

Prevention of Sexual Harassment

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

Web address for Annual Return

The extract of the Annual Return in form MGT-9 for the financial year 2017-18 is annexed herewith as **Annexure- 6** to this Report. The Complete set of Annual Report and Annual Return shall be available on the website of the Company i.e. www.doctorsoap.com.

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

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract or arrangement with related parties which could be considered 'material' according to the policy of the Company on Materiality of Related Party Transactions. The detail of particulars of contracts or arrangements with related parties referred to in Section 188(1) is given in Form AOC-2 annexed with this report marked as '**Annexure 7**'.

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

Acknowledgements

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

Regd. Office:

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

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

Ashok Kumar Jain

DIN:00113133

Executive Chairman

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

Date:11.08.2018

Place:Agra

Encl:

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



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

Conservation of Energy		
(i)	Steps taken or impact on conservation of energy	No steps taken during the year. Though Company is trying to find out various alternatives in relation to conservation of energy
(ii)	Steps taken by the Company for utilizing alternate sources of energy	No steps taken during the year. Though Company is trying to find out various alternatives in relation to conservation of energy
(iii)	Capital investment on Energy Conservation equipment	During the year 2017-18 there was no Capital Investment in the Company on Energy Conservation equipment
Technology Absorption		
(i)	The efforts made towards technology absorption	Nil
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	Nil
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	Nil
a)	the details of technology imported;	Nil
b)	the year of import;	Nil
c)	whether the technology been fully absorbed;	Nil
d)	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Nil
(iv)	the expenditure incurred on Research and Development.	Nil
Foreign Exchange Earnings & Outgo		
	The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.	Nil

Annexure-2

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

NOMINATION AND REMUNERATION POLICY

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

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

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

"Key Managerial Personnel" means:

- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- (ii) Chief Financial Officer;
- (iii) Company Secretary; and
- (iv) such other officer as may be prescribed.



DIRECTORS' REPORT

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

Objective:

The objective of the policy is to ensure that

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

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

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

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

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

TERM / TENURE

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

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

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

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

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



DIRECTORS' REPORT

REMOVAL : The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

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

POLICY FOR REMUNERATION TO DIRECTORS / KMP / SENIOR MANAGEMENT PERSONNEL

- 1) Remuneration to Managing Director / Whole-time Directors:
 - a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
 - b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.
- 2) Remuneration to Non- Executive / Independent Directors:
 - a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
 - b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
 - c) An Independent Director shall not be eligible

to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i. The Services are rendered by such Director in his capacity as the professional; and
 - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
 - e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).
- 3) Remuneration to Key Managerial Personnel and Senior Management:
 - a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
 - b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
 - c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
 - d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

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



PEE CEE COSMA SOPE LIMITED

DIRECTORS' REPORT

Annexure-3

Statement of particulars of employees pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended 31st March, 2018.

A. List of Top Ten Employees of the Company

Sr. Name	Designation	Remuneration (in Rs.)	Nature of employment	Qualifications	Experience (in years)	Date of Appointment	Age (in years)	Particulars of last employment	Percentage of equity shares in the company	Relationship with Director/ Manager & name of such person
1. Ashok Kumar Jain	Whole Time Director	2171885	Permanent	B A	41	10/11/1986	69	N.A.	4.60%	Brother
2. Pramod Kumar Jain	Managing Director	2241970	Permanent	B Tech, PHD	37	10/11/1986	66	N.A.	5.25%	Brother
3. Mahendra Kumar Jain	Whole Time Director	2150322	Permanent	B A	46	10/11/1986	75	N.A.	3.16%	Brother
4. G K Bhuwania	Vice President(MKT)	801335	Permanent	BSC LLB	31	01/04/1988	62	N.A.	NIL	Brother in Law
5. Brij Mohan Verma	(C F O)	989606	Permanent	CA (Inter)	25	01/10/2013	53	N.A.	NIL	NIL
6. O.P. Goyal	Vice Presidents	485063	Permanent	BSC	40	01/04/2006	73	N.A.	NIL	NIL
7. D N Chaturvedi	Business Dev Manager	530900	Permanent	B Com	27	01/07/1991	56	N.A.	NIL	NIL
8. Avinash Chand Garg	Accounts Executive	490400	Permanent	B Com LLB	29	16/09/1989	54	N.A.	NIL	NIL
9. P S Dandotiya	Production Manager	428858	Permanent	MSC	41	01/01/2006	69	N.A.	NIL	NIL
10. R D Singh Tomar	Accounts Executive	388000	Permanent	B Com LLB	19	01/09/2009	40	N.A.	NIL	NIL

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

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



PEE CEE COSMA SOPE LIMITED

DIRECTORS' REPORT

Annexure-4

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

Rule	Particulars	Name	Remuneration	Ratio
5(i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	Pramod Kumar Jain	2241970	27.74:1
		Mahendra Kumar Jain	2150322	26.61:1
		Ashok Kumar Jain	2171885	26.87:1
5(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	Name	Ratio	
		Pramod Kumar Jain	5.76%	
		Mahendra Kumar Jain	5.70%	
		Ashok Kumar Jain	9.61%	
		Brij Mohan Verma	7.10%	
5(iii)	The percentage increase in the median remuneration of employees in the financial year.	Nidhi Agarwal	9.95%	
		7%		
5(iv)	The number of permanent employees on the rolls of the company.	318		
5(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The average % increase was 10% for all Employees and Managerial Personnel during the year. The increase is on the basis of performance of the Company and regular increment on yearly basis as per the Company's policy. Accordingly, no further justification required.		
5(xii)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.	Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior Management is as per the Remuneration Policy of the Company.		

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



PEE CEE COSMA SOPE LIMITED

SECRETARIAL AUDIT REPORT, FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

Annexure-5

To

The Members

Pee Cee Cosma Sope Ltd

G-10/8 Padam Deep, Sanjay Place

Agra- 282 002, Uttar Pradesh

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines

prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

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

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



PEE CEE COSMA SOPE LIMITED

SECRETARIAL AUDIT REPORT, FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

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

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

We further report that

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

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

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

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

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

FOR R&D
Company Secretaries

Place: Delhi
Dated: 11.08.2018

Debabrata Deb Nath
Partner
FCS No. : 7775; CP No. : 8612

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

'Annexure A'

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

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

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

FOR R&D
Company Secretaries

Place: Delhi
Dated: 11.08.2018

Debabrata Deb Nath
Partner
FCS No. : 7775; CP No. : 8612



PEE CEE COSMA SOPE LIMITED

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

Annexure-6

As on financial year ended on 31.03.2018

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

I. REGISTRATION AND OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

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



PEE CEE COSMA SOPE LIMITED

FORM NO. MGT-9

i) Category-wise Share Holding

Category of Share holders	No. of Shares held at the beginning of the year [As on 31 March, 2017]				No. of Shares held at the end of the year [As on 31 March, 2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% Total Shares	
A. Promoter's*									
(1) Indian									
a) Individual/ HUF	1,804,224	-	1,804,224	68.18%	1,804,224	-	1,804,224	68.18%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	172,515	-	172,515	6.52%	172,515	-	172,515	6.52%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Partnership Firms	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	1,976,739	-	1,976,739	74.70%	1,976,739	-	1,976,739	74.70%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	1,976,739	-	1,976,739	74.70%	1,976,739	-	1,976,739	74.70%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	100	100	0.00%	-	100	100	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1) :-	-	100	100	0.00%	-	100	100	0.00%	0.00%



PEE CEE COSMA SOPE LIMITED

FORM NO. MGT-9

i) Category-wise Share Holding

Category of Share holders	No. of Shares held at the beginning of the year [As on 31 March, 2017]				No. of Shares held at the end of the year [As on 31 March, 2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	85,354	4,300	89,654	3.39%	69,134	4,200	73,334	2.77%	-18.20%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals	-	-	-		-	-	-		
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	273,571	233,375	506,946	19.16%	276,686	200,025	476,711	18.01%	-5.96%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	53,288	-	53,288	2.01%	92,275	-	92,275	3.49%	73.16%
Hindu Undivided Family	18557	-	18,557	0.70%	25657	-	25,657	0.97%	38.26%
Non Resident Indians	426	-	426	0.02%	760	-	760	0.03%	78.40%
Overseas									
Corporate Bodies	-	-	-	0.00%			-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%			-	0.00%	0.00%
Clearing Members	540	-	540	0.02%	674	-	674	0.03%	24.81%
Trusts	-	-	-	0.00%			-	0.00%	0.00%
Foreign Bodies - DR	-	-	-	0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	431,736	237,675	669,411	25.30%	465,186	204,225	669,411	25.30%	0.00%
Total Public (B)	431,736	237,775	669,511	25.30%	465,186	204,325	669,511	25.30%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	2,408,475	237,775	2,646,250	100.00%	2,441,925	204,325	2,646,250	100.00%	0.00%



PEE CEE COSMA SOPE LIMITED

FORM NO. MGT-9

ii) Shareholding of Promoter*

SN	Shareholder's Name	Share holding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered of total Shares	
1.	Vipin Garg	1,000	0.04%	-	1,000	0.04%	-	0.00%
2	Mudita Mittal	1,000	0.04%	-	1,000	0.04%	-	0.00%
3	Meeta Agarwala	1,000	0.04%	-	1,000	0.04%	-	0.00%
4	Veena Agarwal	1,000	0.04%	-	1,000	0.04%	-	0.00%
5	Manish Agarwal	1,000	0.04%	-	1,000	0.04%	-	0.00%
6	Shalini Mittal	2,000	0.08%	-	2,000	0.08%	-	0.00%
7	Mayank Jain (HUF)	6,500	0.25%	-	6,500	0.25%	-	0.00%
8	Richa Agarwal	8,900	0.34%	-	8,900	0.34%	-	0.00%
9	PC Sons (HUF)	90,200	3.41%	-	90,200	3.41%	-	0.00%
10	Shikha Jain	31,062	1.17%	-	31,062	1.17%	-	0.00%
11	Stuti Jain	38,604	1.46%	-	38,604	1.46%	-	0.00%
12	Pranit Jain	53,625	2.03%	-	53,625	2.03%	-	0.00%
13	Divya Jain	64,556	2.44%	-	64,556	2.44%	-	0.00%
14	Mayank Jain	65,500	2.48%	-	65,500	2.48%	-	0.00%
15	Ashok Kumar Jain (HUF)	78,150	2.95%	-	78,150	2.95%	-	0.00%
16	Anuj Jain	81,391	3.08%	-	81,391	3.08%	-	0.00%
17	Ankur Jain	83,384	3.15%	-	83,384	3.15%	-	0.00%
18	Mahendra Kumar Jain	83,584	3.16%	-	83,584	3.16%	-	0.00%
19	Lajja Jain	104,719	3.96%	-	104,719	3.96%	-	0.00%
20	Asha Lata Jain	111,250	4.20%	-	111,250	4.20%	-	0.00%
21	Maya Jain	117,110	4.43%	-	117,110	4.43%	-	0.00%
22	Pramod Kumar Jain HUF	118,260	4.47%	-	118,260	4.47%	-	0.00%
23	Ashok Kumar Jain	121,794	4.60%	-	121,794	4.60%	-	0.00%
24	Pramod Kumar Jain	138,821	5.25%	-	138,821	5.25%	-	0.00%
25	Mahendra Kumar Jain HUF	149,900	5.66%	-	149,900	5.66%	-	0.00%
26	Ankit Jain	249,914	9.44%	-	249,914	9.44%	-	0.00%
27	Maya Infracon Pvt Ltd	57,505	2.17%	-	57,505	2.17%	-	0.00%
28	M2 Reality Pvt Ltd	57,505	2.17%	-	57,505	2.17%	-	0.00%
29	Shree Riddhi Siddhi Realtech Pvt Ltd	57,505	2.17%	-	57,505	2.17%	-	0.00%



PEE CEE COSMA SOPE LIMITED

FORM NO. MGT-9

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

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year			45,823,554	1731.64%		0.00%
	Changes during the year	25.04.2014	Sale	1,000	0.00%	45,822,554	1731.60%
		26.12.2014	Sale	184,607	0.00%	45,637,947	1724.63%
		07.01.2015	Sale	15,000	0.00%	45,622,947	1724.06%
	At the end of the year			45,622,947	1724.06%	0.00%	

There is no Change in the Promoters' Shareholding

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

iv) Shareholding pattern of Top ten Shareholders (as on 31.03.2018) (Other than Directors, Promoters* and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1.	RAVIRAJ DEVELOPERS PVT LTD						
	At the beginning of the year	01.04.2017		30,280	1.14%	30,280	1.14%
	Changes during the year	21.04.2017	Transfer	540	0.02%	30,820	1.16%
		28.04.2017	Transfer	9793	0.37%	40,613	1.53%
		05.05.2017	Transfer	7319	0.28%	47,932	1.81%
		12.05.2017	Transfer	8435	0.32%	56,367	2.13%
		19.05.2017	Transfer	5150	0.19%	61,517	2.32%
		30.06.2017	Transfer	1566	0.06%	63,083	2.38%
		08.09.2017	Transfer	(2000)	-0.08%	61,083	2.31%
		20.09.2017	Transfer	(1249)	-0.05%	59,834	2.26%
		29.09.2017	Transfer	(1167)	-0.04%	58,667	2.22%
		31.10.2017	Transfer	(6889)	-0.26%	51,778	1.96%
		03.11.2017	Transfer	(24131)	-0.91%	27,647	1.04%
		10.11.2017	Transfer	(1651)	-0.06%	25,996	0.98%
		17.11.2017	Transfer	(645)	-0.02%	25,351	0.96%
		24.11.2017	Transfer	(77)	0.00%	25,274	0.96%
		01.12.2017	Transfer	(339)	-0.01%	24,935	0.94%
		08.12.2017	Transfer	(4731)	-0.18%	20,204	0.76%
		15.12.2017	Transfer	(4112)	-0.16%	16,092	0.61%
		29.12.2017	Transfer	(950)	-0.04%	15,142	0.57%
		12.01.2018	Transfer	(1000)	-0.04%	14,142	0.53%
		19.01.2018	Transfer	(1542)	-0.06%	12,600	0.48%
		02.02.2018	Transfer	(1084)	-0.04%	11,516	0.44%
		09.02.2018	Transfer	(1552)	-0.06%	9,964	0.38%
		16.02.2018	Transfer	(1000)	-0.04%	8,964	0.34%
		23.02.2018	Transfer	(1675)	-0.06%	7,289	0.28%
		09.03.2018	Transfer	(500)	-0.02%	6,789	0.26%
		16.03.2018	Transfer	(1208)	-0.05%	5,581	0.21%
		23.03.2018	Transfer	(500)	-0.02%	5,081	0.19%
	At the end of the year	31.03.2018		5,081	0.19%	5,081	0.19%



PEE CEE COSMA SOPE LIMITED

FORM NO. MGT-9

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
2.	SHRI PARASRAM HOLDINGS PVT LTD						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year	21.04.2017	Transfer	100	0.00%	100	0.00%
		08.09.2017	Transfer	(76)	0.00%	24	0.00%
		03.11.2017	Transfer	9,976	0.38%	10,000	0.38%
		15.12.2017	Transfer	6,000	0.23%	16,000	0.60%
		22.12.2017	Transfer	3,417	0.13%	19,417	0.73%
		12.01.2018	Transfer	3,370	0.13%	22,787	0.86%
		19.01.2018	Transfer	4,832	0.18%	27,619	1.04%
		26.01.2018	Transfer	800	0.03%	28,419	1.07%
		02.02.2018	Transfer	(16,371)	-0.62%	12,048	0.46%
		09.02.2018	Transfer	(1,384)	-0.05%	10,664	0.40%
		23.02.2018	Transfer	150	0.01%	10,814	0.41%
		02.03.2018	Transfer	(250)	-0.01%	10,564	0.40%
		23.03.2018	Transfer	(1,000)	-0.04%	9,564	0.36%
		30.03.2018	Transfer	88	0.00%	9,652	0.36%
	At the end of the year	31.03.2018		9,652	0.36%	9,652	0.36%
3.	SJM INVESTMENTS (DELHI) PVT LTD						
	At the beginning of the year	01.04.2017		9,300	0.35%	9,300	0.35%
	Changes during the year	07.04.2017	Transfer	37	0.00%	9,337	0.35%
		14.04.2017	Transfer	143	0.01%	9,480	0.36%
		21.04.2017	Transfer	580	0.02%	10,060	0.38%
		12.05.2017	Transfer	(250)	-0.01%	9,810	0.37%
		03.11.2017	Transfer	(497)	-0.02%	9,313	0.35%
		24.11.2017	Transfer	(1,000)	-0.04%	8,313	0.31%
		08.12.2017	Transfer	(1,500)	-0.06%	6,813	0.26%
		15.12.2017	Transfer	(1,121)	-0.04%	5,692	0.22%
		22.12.2017	Transfer	(3,000)	-0.11%	2,692	0.10%
		29.12.2017	Transfer	(499)	-0.02%	2,193	0.08%
		12.01.2018	Transfer	(228)	-0.01%	1,965	0.07%
		19.01.2018	Transfer	(1,053)	-0.04%	912	0.03%
		26.01.2018	Transfer	(415)	-0.02%	497	0.02%
		09.02.2018	Transfer	(497)	-0.02%	-	0.00%
	At the end of the year	31.03.2018		-	0.00%	-	0.00%
4.	HEMANT SHAH						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year	07.07.2017	Transfer	220	0.01%	220	0.01%
		11.08.2017	Transfer	30	0.00%	250	0.01%
		18.08.2017	Transfer	4	0.00%	254	0.01%
		08.09.2017	Transfer	26	0.00%	280	0.01%
		15.09.2017	Transfer	(267)	-0.01%	13	0.00%
		10.11.2017	Transfer	45	0.00%	58	0.00%
		24.11.2017	Transfer	110	0.00%	168	0.01%
		01.12.2017	Transfer	(133)	-0.01%	35	0.00%
		15.12.2017	Transfer	2,970	0.11%	3,005	0.11%
		22.12.2017	Transfer	2,400	0.09%	5,405	0.20%
		29.12.2017	Transfer	70	0.00%	5,475	0.21%
		05.01.2018	Transfer	40	0.00%	5,515	0.21%
		12.01.2018	Transfer	660	0.02%	6,175	0.23%
		19.01.2018	Transfer	550	0.02%	6,725	0.25%
		25.01.2018	Transfer	(1,675)	-0.06%	5,050	0.19%
		26.01.2018	Transfer	(3,050)	-0.12%	2,000	0.08%
		02.02.2018	Transfer	5,289	0.20%	7,289	0.28%
		16.02.2018	Transfer	330	0.01%	7,619	0.29%
		16.02.2018	Transfer	2,943	0.11%	10,562	0.40%



PEE CEE COSMA SOPE LIMITED

FORM NO. MGT-9

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
		23.02.2018	Transfer	1,469	0.06%	12,031	0.45%
		09.03.2018	Transfer	5	0.00%	12,036	0.45%
		16.03.2018	Transfer	424	0.02%	12,460	0.47%
		30.03.2018	Transfer	250	0.01%	12,710	0.48%
		31.03.2018	Transfer	50	0.00%	12,760	0.48%
	At the end of the year	31.03.2018		12,760	0.48%	12,760	0.48%
5.	DEENA H SHAH						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year	07.07.2017	Transfer	50	0.00%	50	0.00%
		14.07.2017	Transfer	(10)	0.00%	40	0.00%
		28.07.2017	Transfer	(5)	0.00%	35	0.00%
		11.08.2017	Transfer	70	0.00%	105	0.00%
		03.11.2017	Transfer	(45)	0.00%	60	0.00%
		10.11.2017	Transfer	25	0.00%	85	0.00%
		17.11.2017	Transfer	75	0.00%	160	0.01%
		24.11.2017	Transfer	(2)	0.00%	158	0.01%
		15.12.2017	Transfer	1,980	0.07%	2,138	0.08%
		22.12.2017	Transfer	950	0.04%	3,088	0.12%
		29.12.2017	Transfer	335	0.01%	3,423	0.13%
		05.01.2018	Transfer	35	0.00%	3,458	0.13%
		12.01.2018	Transfer	214	0.01%	3,672	0.14%
		19.01.2018	Transfer	2	0.00%	3,674	0.14%
		25.01.2018	Transfer	1,143	0.04%	4,817	0.18%
		02.02.2018	Transfer	1,274	0.05%	6,091	0.23%
		23.02.2018	Transfer	985	0.04%	7,076	0.27%
		02.03.2018	Transfer	2,832	0.11%	9,908	0.37%
		09.03.2018	Transfer	720	0.03%	10,628	0.40%
		16.03.2018	Transfer	390	0.01%	11,018	0.42%
		30.03.2018	Transfer	21	0.00%	11,039	0.42%
	At the end of the year	31.03.2018		11,039	0.42%	11,039	0.42%
6.	SHAREKHAN LIMITED						
	At the beginning of the year	01.04.2017		15,887	0.60%	15,887	0.60%
	Changes during the year	07.04.2017	Transfer	(850)	-0.03%	15,037	0.57%
		14.04.2017	Transfer	1	0.00%	15,038	0.57%
		21.04.2017	Transfer	(140)	-0.01%	14,898	0.56%
		28.04.2017	Transfer	24	0.00%	14,922	0.56%
		05.05.2017	Transfer	(25)	0.00%	14,897	0.56%
		12.05.2017	Transfer	10	0.00%	14,907	0.56%
		19.05.2017	Transfer	6	0.00%	14,913	0.56%
		26.05.2017	Transfer	175	0.01%	15,088	0.57%
		02.06.2017	Transfer	(150)	-0.01%	14,938	0.56%
		09.06.2017	Transfer	(101)	0.00%	14,837	0.56%
		07.07.2017	Transfer	200	0.01%	15,037	0.57%
		14.07.2017	Transfer	50	0.00%	15,087	0.57%
		21.07.2017	Transfer	15	0.00%	15,102	0.57%
		28.07.2017	Transfer	(65)	0.00%	15,037	0.57%
		25.08.2017	Transfer	80	0.00%	15,117	0.57%
		01.09.2017	Transfer	(80)	0.00%	15,037	0.57%
		20.09.2017	Transfer	225	0.01%	15,262	0.58%
		22.09.2017	Transfer	(225)	-0.01%	15,037	0.57%
		27.10.2017	Transfer	75	0.00%	15,112	0.57%
		31.10.2017	Transfer	1,300	0.05%	16,412	0.62%
		03.11.2017	Transfer	(656)	-0.02%	15,756	0.60%
		10.11.2017	Transfer	(909)	-0.03%	14,847	0.56%
		17.11.2017	Transfer	200	0.01%	15,047	0.57%



PEE CEE COSMA SOPE LIMITED

FORM NO. MGT-9

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
		24.11.2017	Transfer	(199)	-0.01%	14,848	0.56%
		01.12.2017	Transfer	40	0.00%	14,888	0.56%
		08.12.2017	Transfer	(91)	0.00%	14,797	0.56%
		15.12.2017	Transfer	(15)	0.00%	14,782	0.56%
		22.12.2017	Transfer	(755)	-0.03%	14,027	0.53%
		29.12.2017	Transfer	3,650	0.14%	17,677	0.67%
		05.01.2018	Transfer	(3,277)	-0.12%	14,400	0.54%
		12.01.2018	Transfer	(376)	-0.01%	14,024	0.53%
		19.01.2018	Transfer	(1)	0.00%	14,023	0.53%
		02.02.2018	Transfer	(5)	0.00%	14,018	0.53%
		09.02.2018	Transfer	(5)	0.00%	14,013	0.53%
		23.02.2018	Transfer	3,890	0.15%	17,903	0.68%
		02.03.2018	Transfer	(3,387)	-0.13%	14,516	0.55%
		09.03.2018	Transfer	(4,614)	-0.17%	9,902	0.37%
		16.03.2018	Transfer	(111)	0.00%	9,791	0.37%
	At the end of the year	31.03.2018		9,791	0.37%	9,791	0.37%
7.	INVESTORS EDUCATION AND PROTECTION FUND						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year	12.01.2018	Transfer	23,450	0.89%	23,450	
		19.01.2018	Transfer	250	0.01%	23,700	0.90%
	At the end of the year	31.03.2018		23,700	0.90%	23,700	0.90%
8.	ACE TRANSFORMERS PVT LTD						
	At the beginning of the year	01.04.2017		15,621	0.59%	15,621	0.59%
	Changes during the year	21.04.2017	Transfer	(2,500)	-0.09%	13,121	0.50%
		28.04.2017	Transfer	(5,000)	-0.19%	8,121	0.31%
		12.05.2017	Transfer	(1,065)	-0.04%	7,056	0.27%
		27.10.2017	Transfer	(2,000)	-0.08%	5,056	0.19%
		03.11.2017	Transfer	(4,100)	-0.15%	956	0.04%
		15.12.2017	Transfer	(28)	0.00%	928	0.04%
		22.12.2017	Transfer	(928)	-0.04%	-	0.00%
	At the end of the year	31.03.2018		-	0.00%	-	0.00%
9.	DHEERAJ KUMAR LOHIA						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year	03.11.2017	Transfer	26,060	0.98%	26,060	0.98%
		10.11.2017	Transfer	500	0.02%	26,560	1.00%
		17.11.2017	Transfer	500	0.02%	27,060	1.02%
		24.11.2017	Transfer	200	0.01%	27,260	1.03%
		01.12.2017	Transfer	408	0.02%	27,668	1.05%
		08.12.2017	Transfer	500	0.02%	28,168	1.06%
		15.12.2017	Transfer	200	0.01%	28,368	1.07%
		09.02.2018	Transfer	1,000	0.04%	29,368	1.11%
	At the end of the year	31.03.2018		29,368	1.11%	29,368	1.11%
10.	SANGEETHA S						
	At the beginning of the year	01.04.2017		13,350	0.50%	13,350	0.50%
	Changes during the year	22.12.2017	Transfer	(50)	0.00%	13,300	0.50%
		12.01.2018	Transfer	(505)	-0.02%	12,795	0.48%
		16.02.2018	Transfer	(125)	0.00%	12,670	0.48%
		23.02.2018	Transfer	(450)	-0.02%	12,220	0.46%
	At the end of the year	31.03.2018		12,220	0.46%	12,220	0.46%



PEE CEE COSMA SOPE LIMITED

FORM NO. MGT-9

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
A.	Executive Directors :						
1	Ashok Kumar Jain						
	At the beginning of the year	01.04.2017		121,794	4.60%	121,794	4.60%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2018		121,794	4.60%	121,794	4.60%
2	Mahendra Kumar Jain						
	At the beginning of the year	01.04.2017		83,584	3.16%	83,584	3.16%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2018		83,584	3.16%	83,584	3.16%
3	Pramod Kumar Jain						
	At the beginning of the year	01.04.2017		138,821	5.25%	138,821	5.25%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2018		138,821	5.25%	138,821	5.25%
B.	Non-Executive Directors :						
4	Nemi Chandra Jain						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2018		-	0.00%	-	0.00%
5	Amar Singh Rajput						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2018		-	0.00%	-	0.00%
6	Anil Gupta						
	At the beginning of the year	01.04.2017		305	0.01%	305	0.01%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2018		305	0.01%	305	0.01%
7	Babita Agarwal						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2018		-	0.00%	-	0.00%
C.	Key Managerial Personnel other than MD/WTD						
8	Brij Mohan Verma						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2018		-	0.00%	-	0.00%
9	Nidhi Agarwal						
	At the beginning of the year	01.04.2017		-	0.00%	-	0.00%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year	31.03.2018		-	0.00%	-	0.00%



PEE CEE COSMA SOPE LIMITED

FORM NO. MGT-9

V) INDEBTEDNESS -

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

	Particulars	Secured Loan excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	Indebtedness at the beginning of the financial year				
i)	Principal Amount	39,833,950	-	-	39,833,950
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	39,833,950	-	-	39,833,950
	Change in Indebtedness during the financial year				
	*Addition	-	-	-	-
	* Reduction	12,360,578	-	-	12,360,578
	Net Change	(12,360,578)	-	-	(12,360,578)
	Indebtedness at the end of the financial year				
i)	Principal Amount	27,473,372	-	-	27,473,372
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	27,473,372	-	-	27,473,372

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (Rs./Lac)
		Pramod Kumar Jain	Ashok Kumar Jain	Mahendra Kumar Jain	
	Designation				
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,800,000	1,800,000	1,800,000	5,400,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	441,970	371,885	350,322	1,164,177
	(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)	2,241,970	2,171,885	2,150,322	6,564,177
	Ceiling as per the Act	42,00,000	42,00,000	42,00,000	



PEE CEE COSMA SOPE LIMITED

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B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount (Rs./Lac)
		Nemi Chandra Jain	Amar Singh Rajput	Anil Gupta	Babita Agarwal	
	Independent Directors					
	Fee for attending board committee meetings	37,500	31,000	22,000	25,000	115,500
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total	37,500	31,000	22,000	25,000	115,500

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

SN	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (Rs./Lac)
		Brij Mohan Verma	Nidhi Agarwal	
	Name			
	Designation	CFO	CS	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	989,606	218,082	1,207,688
	(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	989,606	218,082	1,207,688

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

During the year 2017-18, there were no penalties/punishment/compounding of offences under the Companies Act, 2013



PEE CEE COSMA SOPE LIMITED

SECRETARIAL AUDIT REPORT, FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

Form No. AOC-2

Annexure-7

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

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

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

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

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

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

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

Date:11.08.2018
Place:Agra



PEE CEE COSMA SOPE LIMITED

INDEPENDENT AUDITOR'S REPORT

To

**The Members of
Pee Cee Cosma Sope Ltd.**

Report on the Ind AS Financial Statements : We have audited the accompanying Ind AS financial statements of Pee Cee Cosma Sope Limited ('the Company'), which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss (including Other Comprehensive Income/(loss)), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

Auditor's Responsibility : Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

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

Opinion : In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2018 and its profit

(including other comprehensive income/(loss)) its cash flows and the changes in equity for the year ended on that date.

Other Matters : The Financial information of the Company for the year ended 31.03.2017 and the transition date opening balance sheet as at 1.4.2016 included in the Ind AS financial statements, are based on the previously issued statutory financial statements for the years ended 31.03.2017 and 31.03.2016 prepared in accordance with the Companies (Accounting Standard) rules 2006 (as amended) which were audited by another auditor namely M/s Doogar & Associates, Chartered Accountants, on which they expressed an unmodified opinion dated 29th May, 2017 and 28th May, 2016 respectively. The adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition to Ind AS have been audited by us, on which we have expressed an unmodified opinion vide our report dated 26th May, 2018.

Our opinion is not qualified in respect of their matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "A", a statement on the matters specified in the paragraph 3 and 4 of the order.

2. As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income/(loss)) the Cash Flow Statement and the Statement of changes in Equity dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder;
- e) On the basis of the written representations received from the directors as on 31st March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - I. the Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 34 to the Ind AS financial statements;
 - II. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR BSD & CO.
Chartered Accountants
(Firm Reg No-000312S)
(CA. Warsha Singhania)
Partner
Membership No. 520935

Place: Agra
Dated: 26.05.2018



PEE CEE COSMA SOPE LIMITED

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the Ind AS financial statements for the year ended 31st March 2018, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
2. (a) The inventories, except material lying with the third parties, has been physically verified at reasonable intervals by the management during the year.
(b) In our opinion and according to the information and explanations given to us the procedures followed by the management for such physical verification are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) In our opinion Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of accounts.
3. According to the information and explanation given to us the Company has not granted any secured or unsecured loans, to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
5. The Company has not accepted any deposits from the public. Accordingly, paragraph 3 (v) of the order is not applicable to the Company.
6. According to the information and explanations given to us, the cost records have been maintained by the company pursuant to section 148 (1) of the Companies Act 2013 and are of the opinion that, prima facie, the prescribed cost records have been made and maintained, however, we have not made a detailed examination of such cost records.
7. (a) According to the information & explanations given to us and on the basis of our examination of the records of the Company, Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, GST, duty of excise, value added tax, cess and any other statutory dues applicable to it and there are no undisputed statutory dues outstanding as at 31st March, 2018 for a period exceeding six months from the date they became payable.
(b) According to the information & explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, GST, value added tax which have not been deposited on account of any dispute, except the following, along with the forum where dispute is pending:.



PEE CEE COSMA SOPE LIMITED

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

Name of Statute	Nature of the dues	Amount (Rs)	Forum where dispute is pending
ESI Act	ESI (2004-05)	1,05,241	Civil Court, Agra
M.P Land Revenue Act, 1959	Land Conversion Charges	14,03,603	Court of Collector, Bhind (M.P.)

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

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

FOR BSD & CO.
Chartered Accountants
(Firm Reg No-000312S)
(CA. Warsha Singhania)
Partner
Membership No. 520935

Place: Agra
Dated: 26.05.2018



PEE CEE COSMA SOPE LIMITED

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of **Pee Cee Cosma Sope Limited** ("the Company") as of 31st March 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion : In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR BSD & CO.
Chartered Accountants
(Firm Reg No-000312S)
(CA. Warsha Singhania)
Partner
Membership No. 520935

Place: Agra
Dated: 26.05.2018



PEE CEE COSMA SOPE LIMITED

BALANCE SHEET AS AT 31ST MARCH 2018

(Amount in Rupees unless otherwise stated)					
	PARTICULARS	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	ASSETS				
1	Non Current Assets				
(a)	Property, Plant and Equipment	2	65,116,518	69,787,964	72,466,085
(b)	Capital Work in Progress	2	-	80,881	87,062
(c)	Investment in Property	3	25,844,687	25,844,687	25,844,687
(d)	Financial Assets				
(i)	Loans	4	1,318,928	1,154,530	1,116,684
(ii)	Other Financial Assets	5	4,498,435	4,295,892	6,161,762
(e)	Deferred Tax Assets (net)	6	4,264,372	3,712,736	3,022,173
(f)	Other Non-Current Assets	7	46,281,377	46,445,492	46,022,411
	Total Non Current Assets		147,324,317	151,322,182	154,720,864
2	Current Assets				
(a)	Inventories	8	111,311,325	94,734,705	98,050,932
(b)	Financial Assets				
(i)	Trade receivables	9	4,733,663	2,746,903	4,044,960
(ii)	Cash and Cash Equivalents	10	1,581,689	2,460,160	2,621,205
(iii)	Other Bank Balances	11	986,087	863,103	870,234
(iv)	Other Financial Assets	12	17,814	13,496	56,868
(c)	Other Current assets	13	2,277,974	3,272,956	5,692,500
	Total Current Assets		120,908,552	104,091,323	111,336,699
	TOTAL ASSETS		268,232,869	255,413,505	266,057,563
	EQUITY AND LIABILITIES				
	Equity				
(a)	Equity Share Capital	14	26,462,500	26,462,500	26,462,500
(b)	Other Equity		177,833,265	149,116,103	139,239,293
	Total Equity		204,295,765	175,578,603	165,701,793
	Liabilities				
1	Non-Current Liabilities				
(a)	Financial Liabilities				
(i)	Borrowings	15	-	1,483,143	674,309
(ii)	Other Financial Liabilities	16	2,683,113	3,560,000	3,535,000
(b)	Provisions	17	1,468,362	1,347,092	1,078,772
	Total Non-Current Liabilities		4,151,475	6,390,235	5,288,081



PEE CEE COSMA SOPE LIMITED

BALANCE SHEET AS AT 31ST MARCH 2018

(Amount in Rupees unless otherwise stated)

PARTICULARS	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
2 Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	18	27,473,372	37,450,831	53,470,490
(ii) Trade Payables	19	13,426,396	10,729,744	13,050,800
(iii) Other Financial Liabilities	20	8,490,452	9,347,380	14,294,398
(b) Other Current Liabilities	21	6,317,054	10,641,704	8,698,607
(c) Provisions	22	59,881	4,325,503	4,716,468
(d) Current Tax Liabilities	23	4,018,474	949,505	836,926
Total- Current Liabilities		59,785,629	73,444,667	95,067,689
TOTAL EQUITY AND LIABILITIES		268,232,869	255,413,505	266,057,563
Significant Accounting Policies	1			
Notes to Balance Sheet and Statement of Profit & Loss	1-43			

The notes referred to above form an integral part of financial statements.

As per our audit report of even date attached

For **B S D & Co.**,

For and on Behalf of the Board

Chartered Accountants

(Firm Regn. No. 000312S)

CA. Warsha Singhania

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

(Partner)

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

Membership No. 520935

(M. K. Jain) Whole Time Director DIN No. : 00172395

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

Place : Agra

(Nidhi Agarwal) Company secretary

Dated: 26.05.2018

(B.M. Verma) Chief Financial Officer



PEE CEE COSMA SOPE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH 2018

(Amount in Rupees unless otherwise stated)				
	PARTICULARS	Note	Year Ended March 31, 2018	Year Ended March 31, 2017
I.	REVENUE			
	1 Revenue from Operations	24	785,084,080	803,139,813
	2 Other Income	25	206,643	583,686
	Total Revenue		785,290,723	803,723,499
II	EXPENSES			
	1 Cost of Materials Consumed	26	540,389,001	517,962,888
	2 Changes in Inventories of Finished goods & Process goods	27	(2,477,470)	445,445
	3 Excise Duty on Sale of Goods		20,658,953	93,200,197
	4 Employee Benefit Expenses	28	76,347,479	71,336,927
	5 Finance Costs	29	2,302,295	5,042,380
	6 Depreciation & Amortization Expenses		6,773,536	7,319,282
	7 Other Expenses	30	85,632,682	85,342,945
	Total Expenses		729,626,476	780,650,064
III	PROFIT BEFORE TAX		55,664,247	23,073,435
IV	Tax Expense	31		
	i. Current Tax		19,528,400	8,479,100
	ii. Deferred Tax		(549,019)	(797,966)
V	PROFIT FOR THE YEAR		36,684,866	15,392,301
	Other Comprehensive Income			
	Items that will not be reclassified to statement of profit and loss		(7,914)	324,846
	Tax impacts on above		2,617	(107,404)
	Total Other Comprehensive Income		(5,297)	217,442
	Total comprehensive income for the year		36,679,569	15,609,743
VI	EARNINGS PER EQUITY SHARE			
	(Nominal value of share Rs. 10/- each)			
	Basic & Diluted Earnings Per Share (in Rs)	32	13.90	5.90
	Significant Accounting Policies	1		
	Notes to Balance Sheet and Statement of Profit & Loss	1-43		
The notes referred to above form an integral part of financial statements.				
As per our audit report of even date attached				
For B S D & Co. , Chartered Accountants (Firm Regn. No. 000312S) CA. Warsha Singhania (Partner) Membership No. 520935		For and on Behalf of the Board		
Place : Agra Dated: 26.05.2018		(A. K. Jain) (P. K. Jain) (M. K. Jain) (N.C. Jain) (Nidhi Agarwal) (B.M. Verma)	Executive Chairman Managing Director Whole Time Director Director Company secretary Chief Financial Officer	DIN No. : 00113133 DIN No. : 00112805 DIN No. : 00172395 DIN No. : 00172406



PEE CEE COSMA SOPE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

(Amount in Rupees unless otherwise stated)

PARTICULARS	Year Ended March 31, 2018	Year Ended March 31, 2017
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax and extra ordinary items	55,664,247	23,073,435
Adjusted for		
Depreciation	6,773,536	7,319,282
(Profit)/Loss on Sale of Fixed Assets	(65,349)	(6,458)
Interest Income	(108,822)	(340,838)
Interest & Finance Charges	1,815,467	4,701,780
Ind AS Adjustment due to Employee Benefit Expenses	(5,297)	217,442
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	64,073,781	34,964,643
ADJUSTMENTS FOR WORKING CAPITAL CHANGES:		
Decrease/(Increase) in Trade Receivables	(1,986,760)	1,298,057
Decrease/(Increase) in Inventories	(16,576,620)	3,316,227
Increase/(Decrease) in Trade Payables	2,696,652	(2,321,056)
Decrease/(Increase) in Other Financial Assets	(371,259)	1,871,396
Decrease/(Increase) in Other Non Current Assets	(387,521)	(1,113,643)
Decrease/(Increase) in Other Current Assets	994,982	2,419,545
Decrease/(Increase) in Other Bank Balances	(122,984)	7,131
Increase/(Decrease) in Provisions	(4,144,352)	(122,645)
Increase/(Decrease) in Other non current financial liabilities	(876,887)	25,000
Increase/(Decrease) in Other financial liabilities	(856,928)	(4,947,018)
Increase/(Decrease) in Other current liabilities	(1,255,681)	2,055,676
CASH GENERATED FROM OPERATING ACTIVITIES:	41,186,423	37,453,312
Direct Taxes Paid	(18,979,381)	(7,681,134)
NET CASH FROM OPERATING ACTIVITIES	22,207,042	29,772,178
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Sale of Fixed Assets	189,570	41,000
Purchase of Fixed Assets	(2,145,430)	(4,669,522)
Interest Received during the year	108,822	340,838
NET CASH USED IN INVESTING ACTIVITIES	(1,847,038)	(4,287,684)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Interest & Finance Charges paid	(1,815,467)	(4,701,780)
Proceeds/(Repayment) of Non Current Borrowings	(1,483,143)	808,834
Proceeds/(Repayment) of Current Borrowings	(9,977,458)	(16,019,660)
Dividend Paid	(6,615,625)	(4,763,250)
Dividend Tax Paid	(1,346,782)	(969,683)
NET CASH USED IN FINANCING ACTIVITIES	(21,238,475)	(25,645,538)
NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS	(878,471)	(161,044)
CASH AND CASH EQUIVALENTS (OPENING BALANCE)	2,460,160	2,621,205
CASH AND CASH EQUIVALENTS (CLOSING BALANCE)	1,581,689	2,460,160



PEE CEE COSMA SOPE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Notes	As at 31.03.2018	As at 31.03.2017
a) 'RECONCILIATION STATEMENT OF CASH AND BANK BALANCES		
Cash and cash equivalents at the end of the year as per above	<u>1,581,689</u>	<u>2,460,160</u>
Cash and cash equivalents as per balance sheet (refer note 10)	<u>1,581,689</u>	<u>2,460,160</u>

b) 'DISCLOSURE AS REQUIRED BY IND AS 7
Reconciliation of liabilities arising from financing activities

31st March, 2018	Opening Balance	Cash Flows	Non Cash Changes	Closing Balances
Non Current Secured Borrowings	1,483,143	(1,483,143)	-	-
Current Secured Borrowings	37,450,831	(9,977,458)	-	27,473,372
Total	38,933,974	(11,460,601)	-	27,473,372
31st March, 2017	Opening Balance	Cash Flows	Non Cash Changes	Closing Balances
Non Current Secured Borrowings	674,309	808,834	-	1,483,143
Current Secured Borrowings	53,470,490	(16,019,660)	-	37,450,831
Total	54,144,799	(15,210,826)	-	38,933,974

As per our audit report of even date attached

For **B S D & Co.,**

Chartered Accountants

(Firm Regn. No. 000312S)

CA. Warsha Singhania

(Partner)

Membership No. 520935

Place : Agra

Dated: 26.05.2018

For and on Behalf of the Board

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

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

(M. K. Jain) Whole Time Director DIN No. : 00172395

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

(Nidhi Agarwal) Company secretary

(B.M. Verma) Chief Financial Officer



PEE CEE COSMA SOPE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	Balance as at 01.04.2016	Changes in Equity Share capital during the year	Balance as at 31.03.2017
A Equity Share Capital			
For the year ended 31.03.2017	26,462,500	-	26,462,500
Particulars	Balance as at 01.04.2017	Changes in Equity Share capital during the year	Balance as at 31.03.2018
For the year ended 31.03.2018	26,462,500	-	26,462,500

Reserve and Surplus							
Particulars	Capital Reserve	General Reserve	Capital Redemption Reserve	Retained Earnings	Reimeasurement (Losses)/Gain on defined benefit Plan	Total Other Comprehensive Income	Total Other Equity
Balance as at 01.04.2016	2,303,275	24,553,442	72,312,500	40,070,076	-	-	139,239,293
Profit for the year				15,392,301			15,392,301
Other comprehensive income/(loss)					217,442	217,442	217,442
Dividend				(4,763,250)			(4,763,250)
Tax on Dividend				(969,683)			(969,683)
Transfer in/out Reserve	-	1,000,000	-	(1,000,000)			-
Balance as at 31.03.2017	2,303,275	25,553,442	72,312,500	48,729,444	217,442	217,442	149,116,103
Balance as at 01.04.2017	2,303,275	25,553,442	72,312,500	48,729,444	217,442	217,442	149,116,103
Profit for the year				36,684,866			36,684,866
Other comprehensive income/(loss)					(5,297)	(5,297)	(5,297)
Dividend				(6,615,625)			(6,615,625)
Tax on Dividend	-			(1,346,782)			(1,346,782)
Transfer in/out Reserve		1,000,000		(1,000,000)			-
Balance as at 31.03.2018	2,303,275	26,553,442	72,312,500	76,451,903	212,145	212,145	177,833,265

Note:- General Reserve has been created by transfer out of profit generated by the company and is available for distribution to shareholders.

The Notes referred to above form an integral part of the Financial Statements

As per our audit report of even date attached

For **B S D & Co.**,

Chartered Accountants

(Firm Regn. No. 000312S)

CA. Warsha Singhania

(Partner)

Membership No. 520935

Place : Agra

Dated: 26.05.2018

For and on Behalf of the Board

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

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

(M. K. Jain) Whole Time Director DIN No. : 00172395

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

(Nidhi Agarwal) Company secretary

(B.M. Verma) Chief Financial Officer



PEE CEE COSMA SOPE LIMITED

DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 101 FIRST TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS

Reconciliation of Equity as per previous GAAP and IND AS for the year ended 31st March'2017 and as at 1st April'2016 is as under :

Particulars	Reference Note No.	As at 31st March, 2017			As at 01st April, 2016		
		Previous GAAP Ind AS	Effect of transition to Sheet	As per Ind AS balance	Previous GAAP Ind AS	Effect of transition on Sheet	As per Ind AS balance
A ASSETS							
1) NON CURRENT ASSETS							
Property, Plant and Equipment	1	69787964	-	69787964	72466085	-	72466085
Capital Work In Progress	1	80881	-	80881	87062	-	87062
Investment in Property		25844687	-	25844687	25844687	-	25844687
Financial Assets				-			-
i) Loans		1154530	-	1154530	1116684	-	1116684
ii) Other Financial Assets		4295892	-	4295892	6161762	-	6161762
Deferred Tax Assets (Net)		3712736	-	3712736	3022173	-	3022173
Other Non-current Assets		46445492	-	46445492	46022411	-	46022411
Total Non Current Assets		151322182	-	151322182	154720864	-	154720864
2) CURRENT ASSETS							
Inventories		94734705	-	94734705	98050932	-	98050932
Financial Assets							
i) Trade Receivable		2746903	-	2746903	4044960	-	4044960
ii) Cash and cash equivalents		2460160	-	2460160	2621205	-	2621205
iii) Other Bank Balances		863103	-	863103	870234	-	870234
iv) Other current financial assets		13496	-	13496	56868	-	56868
Other Current Assets		3272956	-	3272956	5692500	-	5692500
Total Current Assets		104091323	-	104091323	111336699	-	111336699
Total Assets		255413505	-	255413505	266057563	-	266057563
1) Equity							
Equity Share Capital		26462500	-	26462500	26462500	-	26462500
Other Equity	4	141153696	7962407	149116103	133506360	5732933	139239293
Total Equity		167616196	7962407	175578603	159968860	5732933	165701793
2) NON-CURRENT LIABILITIES							
Financial liabilities							
Borrowings		1483143	-	1483143	674309	-	674309
Other Financial Liabilities		3560000	-	3560000	3535000	-	3535000
Provisions		1347092	-	1347092	1078772	-	1078772
Total Non Current Liabilities		6390235	-	6390235	5288081	-	5288081
3) CURRENT LIABILITIES							
Financial liabilities							
Borrowings		37450831	-	37450831	53470490	-	53470490
i) Trade Payables		10729744	-	10729744	13050800	-	13050800
ii) Other Current Financial Liabilities		9347380	-	9347380	14294398	-	14294398
Other current liabilities		10641704	-	10641704	8698607	-	8698607
Provisions	4	12287910	(7962407)	4325503	11286327	(5732933)	5553394
Current Tax Liabilities (Net)		949505		949505			0
Total Current Liabilities		81407074	(7962407)	73444667	100800622	(5732933)	95067689
Total Equity and Liabilities		255413505	-	255413505	266057563	-	266057563

Note: Previous GAAP figures have been reclassified to confirm to IND AS presentation requirements for the purpose of this note.

Reconciliation of Equity

PARTICULARS	Note	As at 31st March, 2017	As at 1st April, 2016
Equity as per Previous GAAP		167616196	159968860
Add:			
Reversal of Proposed Dividend including tax on Proposed Dividend	4	7962407	5732933
Equity as per IND AS		175578603	165701793



PEE CEE COSMA SOPE LIMITED

DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 101 FIRST TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS

Reconciliation of Profit as per previous GAAP and IND AS for the year ended 31st March'2017 is as under:

	PARTICULARS	Reference Note No.	For the year ended 31st March 2017		
			Previous GAAP	Effect of transition to Ind AS	As per Ind AS
I	REVENUE				
	Revenue from Operations		803139813	-	803139813
	Other Income		583686	-	583686
	TOTAL REVENUE		803723499	-	803723499
II	EXPENSES				
	Cost of Material Consumed		517962888	-	517962888
	Changes in Inventories of Finished Goods & Process Goods		445445	-	445445
	Excise Duty on Sale of Goods		93200197	-	93200197
	Employee Benefits Expense	2	71012081	324846	71336927
	Depreciation & Amortization Expenses		5042380	-	5042380
	Finance Costs		7319282	-	7319282
	Other Expenses		85342945	-	85342945
	TOTAL EXPENSES		780325218	324846	780650064
III	PROFIT BEFORE TAX (I-II)		23398281	(324846)	23073435
IV	TAX EXPENSE				
	Current Tax		8479100	-	8479100
	Deferred Tax	6	(690562)	(107404)	(797966)
V	PROFIT FOR THE YEAR (III-IV)		15609743	(217442)	15392301
VI	OTHER COMPREHENSIVE INCOME	5			
	Items that will not be reclassified to profit or loss				
	Remeasurement of the net defined benefit plans			324846	324846
	Tax Impact on above		0	(107404)	(107404)
VII	TOTAL COMPREHENSIVE INCOME (V+VI)		15609743	-	15609743

Note: Previous GAAP figures have been reclassified to confirm to IND AS presentation requirements for the purpose of this note.

Reconciliation of total comprehensive income as previously reported under IGAAP to INDAS

Particulars	For the Year Ended 31st March, 2017
Net Profit as per previous GAAP	15,609,743
Less:	
Actuarial gain on defined employee benefit plan recognised through OCI	(324,846)
Tax Impact on above	107,404
Net Profit as per IND AS	15,392,301
Other Comprehensive Income of Actuarial Gain on defined employee benefit plan	324,846
Tax Expense on above	(107,404)
Total Comprehensive income for the year	15,609,743



PEE CEE COSMA SOPE LIMITED

DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 101 FIRST TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS

Footnotes to reconciliation of Equity & Total Comprehensive Income for the Year

- 1 **Property, Plant & Equipments (PPE)** : The Company availed the exemption available under IND AS 101 to continue the carrying value for all its Property, Plant & Equipment and intangibles as recognised in the financial statements as at the date of transition to Ind AS, measured as per the IGAAP and use that as its deemed cost as at the date of transition (01.04.2016)
- 2 **Defined Benefit Plan** : The Actuarial gain/losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in the net interest on the net defined benefit liability are recognised in balance sheet through other comprehensive income. Thus employee benefit expenses are increased by Rs. 3.25 Lacs and recognised in other comprehensive income gross of tax for the year ended March 31, 2017
- 3 **Sale of Goods** : Under IGAAP, excise duty was reduced from Gross Sales. Under Ind AS, excise duty is not reduced from Gross but shown as an expense in the statement of profit and loss, due to which sale of goods has increased by Rs 932.00 Lakhs with a corresponding increase in expense under the head excise duty on sale of goods for the period ended March 31, 2017.
- 4 **Dividend** : Under the previous GAAP, dividends proposed by the board of directors after the balance sheet date but before the approval of the financial statements were considered as adjusting events. Accordingly, provision for proposed dividend was recognised as a liability. Under INd AS, such dividends are recognised when the same is approved by the shareholders in the general meeting.
- 5 **Other Comprehensive Income** : Under previous GAAP, the Company has not presented Other Comprehensive Income (OCI) separately. Hence, the statement of profit and loss under previous GAAP has been reconciled with statement of profit and loss and other comprehensive income as per Ind AS.
Actuarial gain of Rs 3.25 Lacs on defined benefit plans for the employees and Rs 1.07 Lacs deferred tax expense on the same as per Ind AS has been reclassified to the Other Comprehensive Income from Statement of Profit and Loss
- 6 **Deferred Tax** : Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application on Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP. This has resulted deferred tax asset by Rs 1.07 lacs.



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

CORPORATE AND GENERAL INFORMATION : Pee Cee Cosma Sope Limited ("the Company") is domiciled and incorporated in India and its equity shares are listed at Bombay Stock Exchange(BSE). The registered office of Company is Situated at Padam Deep, G-10/8, Sanjay Place, Agra-282002. The Company is engaged in the business of Manufacturing of Laundry Soap, Detergent Powder and Cake operating in State of Uttar Pradesh, Rajasthan and Madhya Pradesh. The financial statements of the company for the year ended 31st March 2018 were approved and authorized for issue by board of directors in their meeting held on 26th Day of May, 2018

STATEMENT OF COMPLIANCE : The financial statements are a general purpose financial statement which have been prepared in accordance with the Companies Act 2013, Indian Accounting Standards and complies with other requirements under para 3 of Ind AS 101.

BASIS OF PREPARATION : Pursuant to MCA notification for applicability of IND AS, The Companies (Indian Accounting Standards) Rules, 2015 (as amended), the Company has adopted INDAS for the financial year beginning from April 1, 2017 with April 1, 2016 as the date of transition. These are the Company's first annual financial statements prepared complying in all material respects with the accounting standards notified under Section 133 of the Companies Act 2013, read with the Companies (Indian Accounting Standards) Rule 2015. The financial statements comply with IND AS notified by Ministry of Company Affairs ("MCA"). The Company has consistently applied the accounting policies used in the preparation of its opening IND AS Balance Sheet at April 1, 2016 and comparative period presented. The company prepared financial statements for all periods upto 31st March 2017 in accordance with The Accounting Standards notified u/s 133 of The Companies Act 2013 (as amended) (read with Companies (Accounts) Rules 2014 ("Indian GAAP"). Indian GAAP is considered as the previous GAAP, under INDAS 101. The reconciliation of effects of the transition from Indian GAAP to IND AS is disclosed in these financial statements. The financial statement has been prepared considering all IND AS as notified by MCA till reporting date i.e. March 31st, 2018. The financial statements provide comparative information in respect to the previous year (including Balance Sheet at the beginning on the transition date to IND AS).

The financial statements of the company are consistently prepared and presented under historical cost convention on an accrual basis in accordance with INDAS.

The company's functional currency and presentation currency is Indian Rupees (INR). All amounts disclosed in the financial statements and notes are in INR except otherwise indicated.

Classification of Assets and Liabilities into Current and Non-Current : The Company presents its assets and liabilities in the Balance Sheet based on current/ non-current classification.

As asset is treated as current when it is:

- a) expected to be realised or intended to be sold or consumed in normal operating cycle;
- b) held primarily for the purpose of trading;
- c) expected to be realised within twelve months after the reporting period; or
- d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when :

- a) it is expected to be settled in normal operating cycle;
- b) it is held primarily for the purpose of trading;
- c) it is due to be settled within twelve months after the reporting period; or
- d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the company has ascertained its operating cycle being a period within twelve months for the purpose of current and non-current classification of assets and liabilities.

Use of judgements, estimates and assumptions

The preparation of the company's financial statements required management to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment in the future periods in the carrying amount of assets or liabilities affected.

The following are the key assumptions concerning the future, and other other key sources of estimation uncertainty at the end of reporting period that may have significant risk of causing material adjustments to the carrying amounts of assets and liabilities with in :-



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

- a) Useful life of property, plant and equipment and intangible assets: The company has estimated useful life of the Property, Plant and Equipment as specified in Schedule II to Companies Act 2013. However, the actual useful life for individual equipments could turn out to be different, there could be technology changes, breakdown, unexpected failure leading to impairment or complete discard. Alternately, the equipment may continue to provide useful service well beyond the useful assumed.
- b) Fair value measurement of financial instruments: When the fair values of financial assets and financial liabilities cannot be measured based on quoted process in active market, the fair value is measured using valuation techniques including book value and discounted cash flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not possible, a degree of judgement is required in establishing fair values.
- c) Impairment of financial and non-financial assets: The impairment provisions for the financial assets are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the input for the impairment calculations, based on Company's past history, existing market conditions, technology, economic developments as well as forward looking estimates at the end of each reporting period.
- d) Taxes: Taxes have been paid / provided, exemptions availed, allowances considered etc. are based on the extent laws and the company's interpretation of the same based on the legal advice received wherever required. These could differ in the view taken by the authorities, clarifications issued subsequently by the government and court, amendments to statutes by the government etc.
- e) Defined benefit plans: The cost of defined benefit plans and other post-employment benefits plans and the present value of such obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future.
- f) Provisions: The Company makes provisions for leave encashment and gratuity, based on report received from the independent actuary. These valuation reports use complex valuation models using not only the inputs provided by the Company but also various other economic variables. Considerable judgement is involved in the process.
- g) Contingencies: A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligations at the end of the reporting period. However, the actual liability could be considerably different.

1. Property, Plant and Equipment

- (i) Freehold land is carried at historical cost. All other Property, plant and equipment are stated at their cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment loss, if any, on transition to Ind AS on 01.04.2016 and subsequently the company uses cost model as per Ind AS-16. The cost of Tangible assets comprises its purchase price, borrowing cost, any other cost directly attributable to bringing the assets into present location and condition necessary for it to be capable of operating in the manner intended by the Management, initial estimation of any de - commissioning obligations and finance cost.
- (ii) Depreciation on Fixed Assets is provided on Straight Line Method over their useful lives and in the manner specified in Schedule II of the Companies Act, 2013. Depreciation on Fixed Assets is provided on Written Down Value Method over their useful lives and in the manner specified in Schedule II of the Companies Act, 2013. Property, Plant & Equipment which are added/disposed off during the year the depreciation is provided on pro rata basis with reference to month of addition/deletion. Leasehold land is amortised over the period of lease.
- (iii) Component Accounting When significant parts of property, plant and equipment are required to be replaced at intervals, the Company derecognizes the replaced part, and recognizes the new part with its own associated useful life and it is depreciated accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred. The present value of the expected cost for the decommissioning of the asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.
- (iv) Expenditure during construction/erection period is included under Capital Work-in-Progress and is allocated to the respective fixed assets on completion of construction/ erection.
- (v) Property, plant and equipment are eliminated from financial statement, either on disposal or when retired from



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

active use. Losses arising in the case of retirement of Property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognized in Statement of Profit and Loss in the year of occurrence.

- (vi) The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

2. Intangible Assets:

- (i) Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably. Intangible Assets are stated at cost which includes any directly attributable expenditure on making the asset ready for its intended use. Intangible assets with finite useful lives are capitalized at cost and amortized on a straight-line basis over a period of 5 years.
- (ii) Software:- Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit and loss in the period in which the expenditure is incurred. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. Intangibles assets with indefinite useful lives (like goodwill, brands), if any are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite useful life is reviewed annually to determine whether indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite life is made on prospective basis.

3. Inventories: Inventories are valued as under

Raw materials, Packing material, Stores and spares are valued at lower of cost (on a first in first out basis) and net realisable value. However materials and other items held for use in production of inventories are not written down below cost if finished products in which they will be incorporated are expected to be sold at or above manufacturing cost.

Stock in process is valued at lower of cost (on a first in first out basis) and net realisable value.

Finished goods are valued at cost (on a first in first out basis) or net realisable value whichever is lower. Cost for this purpose include direct materials, direct labour utilities, variable direct costs and manufacturing overheads, based on the normal operating capacity and depreciation.

4. (a) Cash and Cash Equivalents:

- i) Cash and cash equivalents are financial assets. Cash and cash equivalents consist of cash and short-term highly liquid investments that are readily convertible to cash with original maturities of three months or less at the time of purchase and are carried at cost plus accrued interest.
- ii) For the purpose of the statement of Cash Flows, cash and cash equivalents consist of cash and short term deposits as defined above, net of outstanding bank overdrafts as they are considered as an integral part of the Company's cash management.

b) Cash Flow Statement : Cash Flow are reported using indirect method, whereby profit for the year is adjusted for effects of transactions of non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing, and financing activities of the company are segregated.

c) Bank Balances Other than above : Dividend Escrow account balance, deposit with bank as margin money for guarantees issued by bank, deposits kept as security deposit for statutory authorities are accounted as bank balance other than cash and cash equivalent.

5. Financial Instruments:

A financial instrument is any contract that at the same time gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments are recognized as soon as the company becomes a contracting party to the financial instrument. In cases where trade date and settlement date do not coincide, for non-derivative financial instruments the settlement date is used for initial recognition or derecognition, while for derivatives the trade date is used. Financial instruments stated as financial assets or financial liabilities are generally not offset; they are only offset when a legal right to set-off exists at that time and settlement on a net basis is intended.

A. Financial Assets: Financial assets include trade receivable, cash and cash equivalents, equity / debt instruments held. Initially all financial assets are recognised at amortised cost or fair value through Other Comprehensive Income or fair value through Statement of Profit or Loss, depending on its business model for



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

those financial assets and their contractual cash flow characteristics. Subsequently, based on initial recognition/ classification, where assets are measured at fair value, gain and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

(a) Trade receivables: Trade receivables are recognised initially at fair value and subsequently measured at amortized cost less credit loss/impairment allowances.

Receivables that do not bear interest or bear below market interest rates and have an expected term of more than one year are discounted with the discount subsequently amortized to interest income over the term of the receivable.

Impairment is made on the expected credit loss model, which are the present value of the cash deficits over the expected life of receivables. The estimated impairment losses are recognised in the Statement of Profit and Loss. Subsequent changes in assessment of impairment are recognized in the Statement of Profit and Loss as changes in estimates.

The company makes provision for expected credit loss against trade receivables based on the simplified approach (i.e. the loss allowance is measured as the amount equal to lifetime expected credit losses).

(b) Loans & other financial assets : Loans and other financial assets are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and other financial assets are measured at amortized cost using the effective interest method, less any impairment losses.

B. Financial liabilities: Financial liabilities such as loans and borrowings and other payables are recognized initially on the trade date, which is the date that the Company becomes a party to the contractual terms of the instrument. Financial liabilities other than fair valued through profit and loss are recognized initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method. Transaction costs of financial liability carried at fair value through profit or loss is expensed in profit or loss. The Company derecognizes a financial liability when its contractual obligations are settled or cancelled or expired.

Financial liabilities at fair value through profit or loss:

It include financial liabilities held for trading and are designated such at initial recognition. Financial liabilities are held for trading if they are incurred for the purpose of repurchasing in near term and also include Derivatives that are not part of an effective hedge accounting in accordance with IND AS 109 , classified as "held for trading" and carried at fair value through profit or loss. Financial liabilities at fair value through profit or loss are measured at each reporting date at fair value with all the changes recognized in the Statement of Profit and Loss.

Financial liabilities measured at amortised cost

Post recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method ("EIR"). Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the Statement of Profit and Loss.

Loans and Borrowings

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the effective interest method. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Trade and other payables:

A payable is classified as 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. Trade accounts payable and other non-derivative financial liabilities are in general measured at amortized cost using the effective interest method. Finance charges, including premiums payable on redemption or settlement, are periodically accrued using the effective interest method and increase the liabilities' carrying amounts unless they have already been settled in the period in which they were incurred.

C. Impairment of non-financial assets:

At each reporting date, the company assesses whether there is any indication that a non-financial asset may be impaired. If any such indication exists, the recoverable amount of the non-financial asset is estimated in



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

order to determine the extent of the impairment loss, if any. Recoverable amount is determined:

- In the case of an individual asset, at the higher of the Fair Value less cost to sell and the value in use; and
- In the case of cash generating unit (a group of assets that generates identified, independent cash flows) at the higher of cash generating unit's fair value less cost to sell and the value in use.

Where it is not possible to estimate the recoverable amount of an individual non-financial asset, the company estimates the recoverable amount of the smallest cash generating unit to which the non-financial asset belongs. The recoverable amount is the higher of an asset's or cash generating unit's fair value less costs of disposal and its value in use. If the recoverable amount of a non-financial asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the non-financial asset or cash generating unit is reduced to its recoverable amount. Impairment losses are recognized immediately in the statement of Profit and Loss. Where an impairment loss subsequently reverses, the carrying amount of the non-financial asset or cash generating unit is increased to the revised estimate of its recoverable amount. However, this increased amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for that non-financial asset or cash generating unit in prior periods. A reversal of an impairment loss is recognized immediately in the statement of Profit and Loss.

D. Revenue Recognition:

Revenue is recognised when the significant risk and rewards of ownership have been transferred to the buyer, recovery of consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

(a) **Sale of Goods:** Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taken into account contractually defined terms of payment and are inclusive of Excise duty and net of Goods and Service Tax (GST), returns, discount and rebates.

(b) **Interest Income:** For all Financial instruments measured at amortised cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in statement of profit and loss.

E. Employees Benefits:

(a) **Short Term Employee Benefit:** All employees' benefits payable wholly within twelve months rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized during the period in which the employee renders related service.

(b) **Defined Contribution Plan:** Contributions to the Employees' Provident Fund and Employee's State Insurance are recognized as Defined Contribution Plan and charged as expenses in the year in which the employees render the services.

(c) **Defined Benefit Plan (Unfunded):** The Leave Encashment and Gratuity are defined benefit plans. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method with actuarial valuations being carried out at each balance sheet date, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. Re-measurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability, are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not classified to the statement of profit and loss in subsequent periods. Past Service cost is recognised in the statement of profit and loss in the period of plan amendment. Net Interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Company recognises the following changes in the net defined benefit obligation under employee benefit expenses in the statement of profit and loss.

- Service costs comprising current service costs, gains and losses on curtailments and non-routine Settlements.
- Net interest income or expense.

(d) **Long term Employee Benefit:** Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date.



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

(e) **Termination benefits:** Termination benefits are recognised as an expense in the period in which they are incurred.

The Company shall recognise a liability and expense for termination benefits at the earlier of the following dates:

- (a) when the entity can no longer withdraw the offer of those benefits; and
- (b) when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits.

F. Borrowing Costs:

- (a) Borrowing costs that are specifically attributable to the acquisition, construction, or production of a qualifying asset are capitalised as a part of the cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.
- (b) For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period.
- (c) All other borrowing costs are recognised as expense in the period in which they are incurred.

G. Leases:

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, whether fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

(a) **Finance Lease :** Finance Lease that transfer substantially all of the risks and benefits incidental to ownership of the leased item, are capitalised at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and a reduction in the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability .Finance charges are recognised in finance costs in the statement of profit and loss unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Company's policy on borrowing costs.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

(b) **Operating Lease :** Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by lessor are classified as operating leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned. Payments/receipts under operating lease are recorded in the Statement of Profit and Loss on a straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

H. Taxes on Income:

Income Tax expenses comprise current tax expenses and the net change in the deferred tax asset or liabilities during the year. Current and Deferred tax are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity respectively.

Current Tax : The Company provides current tax based on the provisions of the Income Tax Act, 1961 applicable to the Company.

Deferred Tax : Deferred tax is recognised using the Balance Sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or liability is settled, based on tax rates (and tax laws) that have been enacted or substantially enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

I. Provisions, Contingent liabilities, Contingent assets and Commitments:

- (a) **General** : The Company recognizes provisions for liabilities and probable losses that have been incurred when it has a present legal or constructive obligation as a result of past events and it is probable that the Company will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a financing cost.

Contingent liability is disclosed in the case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation:
- A present obligation arising from past events, when no reliable estimate is possible:
- A possible obligation arising from past events, unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

Contingent assets are not recognised but are disclosed in financial statement when an inflow of economic benefit is probable.

- (b) **Other Litigation claims**: Provision for litigation related obligation represents liabilities that are expected to materialise in respect of matters in appeal.

J. Exceptional Items:

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the company is such that its disclosure improves the understanding of the performance of the company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

K. Earnings per share:

Basic Earnings per share is calculated by dividing the profit from continuing operations and total profit, both attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. In case there are any dilutive securities during the period presented, the impact of same is given to arrive at diluted earning per share.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

L. Segment accounting:

The company's business falls within a primary business segment viz .” Manufacturing of Laundry Soap, Detergent Powder and Cake, which is the only segment.

M. Fair value measurement:

The Company measures financial instruments such as derivatives and certain investments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:



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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

- In the principal market for the asset or liability.
Or
 - In the absence of a principal market, in the most advantageous market for the asset or liability
The principal or the most advantageous market must be accessible by the Company.
The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.
A fair value measurement of a non-financial asset takes in to account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.
All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole;
 - Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
 - Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
 - Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.
For assets and liabilities that are recognised in the balance sheet on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.
For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.
- N. First Time Adoption- Mandatory Exceptions and Optional Exemptions**
The company has prepared the opening balance sheet as per IND AS as on transition date as on 01.04.2016 by
- a) recognising all assets and liabilities whose recognition is required by Ind AS
 - b) not recognising items of assets and liabilities not permitted by Ind AS
 - c) reclassifying item from previous GAAP to Ind AS as required under Ind AS
 - d) applying Ind AS in measurement of recognised assets and liabilities
- However, this principle is subject to certain exceptions and certain optional exemptions availed by the company as under:-
- 1. De - recognition of Financial Assets and Liabilities**
The company has applied derecognition requirements of financial assets and liabilities prospectively for transactions occurring on or after 01.04.2016.
 - 2. Impairment of Financial Assets-** The Company has applied impairment requirements of Ind AS 109 retrospectively, however as permitted by Ind AS 101, it has used reasonable and supportable information to determine credit risk at the date at which financial instruments were initially recognised in order to compare it with credit risk at transition date. However, the Company has not undertaken an exhaustive search for information when determining at the date of transition to Ind AS whether there has been significant increase in credit risk since initial recognition as permitted by Ind AS 101.
 - 3. Deemed Cost of Property, Plant and Equipment-** The Company has elected to continue with carrying value of all its Property, Plant and Equipment recognised as of 01.04.2016 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.



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(Amount in Rupees unless otherwise stated)										
2. PROPERTY, PLANT and EQUIPMENTS										
Particulars	Lands (Leasehold)	Land (Freehold)	Buildings	Plant & Machinery	Furniture & Fixtures	Electric Fittings/ Appl.	Computers	Vehicles	Total Tangible	
Gross Carrying Value as on 01.04.2016	743,925	31,876,200	60,051,583	69,388,161	5,692,080	5,123,859	2,348,404	15,866,979	191,091,191	
Addition	-	-	-	920,625	8,515	77,667	27,750	3,641,146	4,675,703	
Deletions	-	-	-	-	-	-	29,200	443,855	473,055	
Gross Carrying Value as on 31.03.2017	743,925	31,876,200	60,051,583	70,308,786	5,700,595	5,201,526	2,346,954	19,064,270	195,293,840	
Accumulated Depreciation as on 01.04.2016	48,566	-	41,098,935	54,948,770	5,334,820	4,173,233	1,962,770	11,058,012	118,625,107	
Depreciation for the period	9,713	-	2,158,953	2,623,957	26,460	343,795	151,875	2,004,529	7,319,282	
Deductions/Adjustments	-	-	-	-	-	-	8,474	430,039	438,513	
Accumulated Depreciation as on 31.03.2017	58,279	-	43,257,888	57,572,727	5,361,280	4,517,028	2,106,171	12,632,502	125,505,876	
Gross Carrying Value as on 01.04.2017	743,925	31,876,200	60,051,583	70,308,786	5,700,595	5,201,526	2,346,954	19,064,270	195,293,840	
Addition	-	-	26,036	786,675	2,600	97,745	520,048	793,207	2,226,311	
Deletions	-	-	24,601	-	-	-	-	1,961,242	1,985,843	
Gross Carrying Value as on 31.03.2018	743,925	31,876,200	60,053,018	71,095,461	5,703,195	5,299,271	2,867,002	17,896,235	195,534,308	
Accumulated Depreciation as on 01.04.2017	58,279	-	43,257,888	57,572,727	5,361,280	4,517,028	2,106,171	12,632,502	125,505,876	
Depreciation for the period	9,713	-	1,870,886	2,225,349	20,192	214,155	297,403	2,135,838	6,773,536	
Deductions/Adjustments	-	-	21,103	-	-	-	-	1,840,519	1,861,622	
Accumulated Depreciation as on 31.03.2018	67,992	-	45,107,671	59,798,076	5,381,472	4,731,183	2,403,574	12,927,821	130,417,790	
Net Carrying Value as on 01.04.2016	695,360	31,876,200	18,952,648	14,439,391	357,260	950,627	385,634	4,808,967	72,466,085	
Net Carrying Value as on 31.03.2017	685,646	31,876,200	16,793,695	12,736,059	339,315	684,498	240,783	6,431,768	69,787,964	
Net Carrying Value as on 31.03.2018	675,933	31,876,200	14,945,347	11,297,385	321,723	568,088	463,428	4,968,414	65,116,518	
Notes										
Capital work-in-progress includes :-										
WIP Plant & Machinery										87,062
Total										87,062
	As at 31.03.2018				As at 31.03.2017				As at 01.04.2016	



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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

(Amount in Rupees unless otherwise stated)			
Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 3 : Investment in Property			
Investment Property (Valued at Cost)			
Developed Plots measuring 8101.65 sq. yard at village Machwa Tehsil and District Jaipur (Rajasthan) in the Project of M/s Ansal Properties & Infrastructure Ltd., New Delhi			
Opening Balance	25,844,687	25,844,687	25,844,687
Additions	-	-	-
Deletions	-	-	-
Closing Balance	25,844,687	25,844,687	25,844,687
Total	25,844,687	25,844,687	25,844,687
Note 4 : Loans			
(Unsecured unless otherwise stated)			
Security Deposit Paid	1,318,928	1,154,530	1,116,684
Total	1,318,928	1,154,530	1,116,684
Note 5 : Other Non Current Financial Assets			
Bank Deposit with maturity more than twelve months	815,000	810,000	610,000
Deposit/NSC held as security money with more than twelve months*	1,000	1,000	1,000
Interest Accrued on Deposits/NSC more than twelve months	130,652	69,494	14,022
Direct Tax Refundable (Net of Provision for Tax)	3,551,783	3,415,398	5,536,740
Total	4,498,435	4,295,892	6,161,762
*Pledged with Sales Tax Department			
Note 6 : Deferred Tax Assets (net)			
Property Plant & Equipment	3,759,089	3,249,176	2,585,814
Total	3,759,089	3,249,176	2,585,814
Employee Benefits	505,283	570,964	436,359
Net Deferred asset on account of IND AS Adjustment	-	(107,404)	-
Total	505,283	463,560	436,359
Net Deferred Tax Asset	4,264,372	3,712,736	3,022,173
Note 7 : Other Non Current Assets			
Capital Advance for Immovable Property at Greater Noida U.P.	46,000,000	46,000,000	46,000,000
Prepaid Expenses	281,377	445,492	22,411
Total	46,281,377	46,445,492	46,022,411
Note 8 : Inventories			
Raw Materials and Packing Materials	61,432,276	45,912,207	47,938,390
Goods in Transit	-	1,315,716	2,324,932
Stock in Process	2,236,576	4,417,983	4,723,427
Finished Goods	45,530,264	40,871,388	41,011,389
Stores & Spares and Other Materials	2,112,209	2,217,411	2,052,794
Total	111,311,325	94,734,705	98,050,932



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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

(Amount in Rupees unless otherwise stated)			
Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 9 : Trade Receivables (Unsecured unless otherwise stated)			
Considered Good	4,733,663	2,746,903	4,044,960
Total	4,733,663	2,746,903	4,044,960
Note 10 : Cash & Cash Equivalents			
Balances with Banks :			
- In Current Account	1,266,818	1,236,368	1,467,683
Deposit with original maturity of less than three months	40,000	40,000	320,000
Cash on Hand	273,107	1,182,968	832,068
Stamp on hand	1,764	824	1,454
Total	1,581,689	2,460,160	2,621,205
Note 11 : Other Bank Balances			
Balances with Banks in Earmarked Accounts:			
- Unclaimed/Unpaid Dividend Account	945,081	822,097	829,228
Deposit with original maturity of more than three months but less than twelve months	41,006	41,006	41,006
Total	986,087	863,103	870,234
Note 12 : Other Current Financial Assets			
Interest accrued and due on Bank FDR's maturing with in twelve months	17,814	13,496	56,868
Total	17,814	13,496	56,868
Note 13 : Other Current Assets (Unsecured, considered good unless otherwise stated)			
Advance against goods, services & others	680,826	343,335	2,594,984
	680,826	343,335	2,594,984
Balance with Government/statutory authorities	1,057,765	2,465,941	2,647,773
Prepaid Expenses	539,383	463,680	449,743
Total	2,277,974	3,272,956	5,692,500
Note 14 : Equity Share Capital			
Authorised			
2750000 (2017-2750000 ; 2016-2750000) Equity Shares of Rs 10/- each	27,500,000	27,500,000	27,500,000
725000 (2017-725000 ; 2016-725000) 12% Non Cumulative Compulsorily Redeemable Preference Shares of Rs 100/- each	72,500,000	72,500,000	72,500,000
Issued, Subscribed & Fully Paid up			
2646250 (2017-2646250 ; 2016-2646250) Equity Shares of Rs 10/- each	26,462,500	26,462,500	26,462,500
Total Issued, Subscribed & Fully Paid up	26,462,500	26,462,500	26,462,500



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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

Note 14.1: Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

Particulars	As At March 31, 2018		As At March 31, 2017		As At April 1, 2016	
	Number	Amount	Number	Amount	Number	Amount
Equity Shares						
Shares outstanding at the beginning of the year	2,646,250	26,462,500	2,646,250	26,462,500	2,646,250	26,462,500
Shares issued during the year	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-
Shares outstanding at the end of the year	2,646,250	26,462,500	2,646,250	26,462,500	26,46,250	26,462,500

Note 14.2 : Terms/ Rights Attached to Shares

Equity : The Company has only one class of Equity Shares having a par value of Rs. 10 per share. Each holder of Equity Shares is entitled to one vote per share and ranks pari passu. The Dividend proposed by the Board of Directors is subject to approval of the shareholders at the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders. During the year ended March 31, 2018 the amount of dividend proposed as distribution to equity shareholders is Rs. 3 per share (P.Y. Rs. 2.50 per share).

Note 14.3 : 1466250 Equity Shares out of issued subscribed and paid up share capital were allotted in pursuant to the Scheme of Arrangement as approved by the Hon'ble Allahabad High Court on 5th July 2011 without payment being received in cash.

Note 14.4 : 723125 12% Non Cumulative Compulsorily Redeemable Preference Shares, redeemable at par within a period of 10 years from the date of issue, with a call option available to the company for early redemption, have been issued

without payment being received in cash to the share holders of Amalgamating Company in pursuance of Scheme of Arrangement as approved by Hon'ble Allahabad High Court on 5th July 2011.

Note 14.5 : In earlier years Company has redeemed 253093 & 196708 totalling 449801 12% Non Cumulative Compulsorily Redeemable Preference Shares of Rs. 100 each .The same is approved by Board of Directors in their meeting held at 29.05.2013 & 11.02.2014 respectively. In respect to above Capital Redemption Reserve of Rs. 44980100/- has been created by debiting Rs. 4498010/- from Preference Share Redemption Reserve and Rs. 40482090/- from surplus in the Statement of Profit and Loss.

Note 14.6 : In earlier years Company has further redeemed balance 273324 12% Non Cumulative Compulsorily Redeemable Preference Shares of Rs. 100 each .The same is approved by Board of Directors in their meeting held at 14.11.2014 & 12.02.2015 respectively. In respect to above Capital Redemption Reserve of Rs. 27332400/- has been created by debiting Rs. 5466480/- from Preference Share Redemption Reserve and Rs. 21865920/- from surplus in the Statement of Profit and Loss.



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

Note 14.7: Details of Equity Shareholders holding more than 5% shares in equity capital of the company.

Name of Shareholder	As At March 31, 2018		As At March 31, 2017		As At April 1, 2016	
	No. of Share Held	% of Holding	No. of Share Held	% of Holding	No. of Share Held	% of Holding
Mr Mahendra Kumar Jain (HUF)	149,900	5.66	149,900	5.66	149,900	5.66
Mr Pramod Kumar Jain	138,821	5.25	138,821	5.25	138,821	5.25
Mr Ankit Jain	249,914	9.44	249,914	9.44	249,914	9.44

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

(Amount in Rupees unless otherwise stated)

Note 15 : Non Current Borrowings	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Secured			
Vehicle Loan From Bank	-	2,383,119	6,869,895
Less: Current Maturities of Non Current Borrowings (Refer Note No. 20)		(899,976)	(6,195,586)
Total	-	1,483,143	674,309

Terms of repayment :

Perticulars	Installment/Rate of interest (P.A.)	Outstanding as at 31.03.2018	Repayment made in 2017-18
Vehicle Loan 1*	Monthly/10.95%	157,502	157,502
Vehicle Loan 2*	Monthly/11%	32,004	32,004
Vehicle Loan 3*	Monthly/10.92%	83,109	83,109
Vehicle Loan 4*	Monthly/10.30%	1,717,821	1,717,821
Vehicle Loan 5*	Monthly/10.25%	392,683	392,683

*Vehicle Loans are secured against hypothecation of related vehicle.

Note 16 : Other Financial Liabilities	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Security Deposit Received	2,683,113	3,560,000	3,535,000
Total	2,683,113	3,560,000	3,535,000
Note 17 : Non Current Provisions			
Provision for Employee Benefit			
- Leave Encashment	1,468,362	1,347,092	1,078,772
Total	1,468,362	1,347,092	1,078,772
Note 18 : Current Borrowings			
Secured			
(a) Working Capital Loan			
From Bank	27,473,372	37,450,831	53,470,490
Total	27,473,372	37,450,831	53,470,490



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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

Note 18.1 : Nature of Security of Working Capital Loans :

Working capital loan from State Bank of India, are secured by way of hypothecation charge on entire current assets comprising of stocks of raw material, stores & spares, stock in process, Finished Goods lying in Unit's works, godowns, offices, and elsewhere in units possession including the goods in transit & cash credit balance in their accounts and further secured by all present and future book debts/receivables etc. It is further collaterally secured by way of equitable mortgage of Factory land & building situated at plot no. 51-52 Malanpur Industrial Area , Distt. Bhind. (M.P.) measuring 31017.58 sft, Factory Land and Building at 7 km Stone Adalpur Dholpur, Rajasthan, measuring 52155.63 sq.mt and hypothecation of entire plant & machinery movable and immovable (present & future) in the name of company located at various units and elsewhere. Further secured by personal guarantee of Shri M.K. Jain, Shri A.K. Jain, Shri P.K. Jain.

Note: 19 - Trade Payables

(Amount in Rupees unless otherwise stated)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Total outstanding dues of micro and small enterprises Due to Micro and Small Enterprises*	123,479	190,462	257,694
Outstanding dues of trade payables other than micro and small enterprises	13,302,917	10,539,282	12,793,106
Total	13,426,396	10,729,744	13,050,800
Note 19.1 : Disclosure pertaining to Micro, Small and medium enterprises:			
Principal Amount due to suppliers under MSMED Act, 2006	123,479	190,462	257,694
Interest accrued and due to supplier under MSMED Act, 2006 on the above Amount	Nil	Nil	Nil
Payment made to suppliers (other than interest) beyond appointed day during the year	Nil	Nil	Nil
Interest paid to supplier under MSMED Act, 2006	Nil	Nil	Nil
Interest due and payable on payment made to suppliers beyond appointed date during the year	Nil	Nil	Nil
Interest accrued and remaining unpaid at the end of accounting year	Nil	Nil	Nil
Interest charged to statement of profit and loss account during the year for the purpose of disallowance under section 23 of MSMED Act, 2006	Nil	Nil	Nil
Dues to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by Auditors.			
Note 20 : Current Other Financial Liabilities			
Current maturities of non current borrowings	-	899,976	6,195,586
Interest accrued and due on borrowings	-	-	93,302
Unclaimed dividends*	945,081	822,097	829,228
Due to Directors	360,000	340,000	231,350
Due to Employees	7,185,371	7,285,307	6,944,932
Total	8,490,452	9,347,380	14,294,398
*Appropriate amounts shall be transferred to Investor Education & Protection Fund if and when due.			
Note 21 : Other Current Liabilities			
Advance from Customers	4,507,463	6,780,642	5,181,658
Statutory Dues Payable	1,809,591	3,861,062	3,516,949
Total	6,317,054	10,641,704	8,698,607
Note 22 : Current Provisions			
Provision for Employee Benefit			
-Leave Encashment	59,881	54,958	241,012
Others			
Provision for Excise Duty on Finished Goods	-	4,270,545	4,475,456
Total	59,881	4,325,503	4,716,468
Note 23 : Current Tax Liabilities			
Provision for Income Tax (Net of Advance Tax)	4,018,474	949,505	836,926
Total	4,018,474	949,505	836,926



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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

(Amount in Rupees unless otherwise stated)		
Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Note 24 : Revenue From Operations		
Sale of Products Domestic		
Laundry Soap	419,646,721	475,531,558
Detergent Powder	326,497,544	288,076,471
Detergent Cake	38,939,815	39,531,784
Total	785,084,080	803,139,813
Note 25 : Other Income		
Interest Income		
- on bank FDR's	70,181	74,365
- Others	38,641	266,473
Profit on Sale of Fixed Asset	65,349	6,458
Liabilities no longer required written back	7,281	72,220
Others	25,191	164,170
Total	206,643	583,686
Note 26 : Cost of Material Consumed		
Opening Stock	45,912,207	47,938,390
Add : Purchases	555,909,070	515,936,705
Less : Closing Stock	61,432,276	45,912,207
Total	540,389,001	517,962,888
Note -The Consumption figures shown above are after adjusting excess and shortage ascertained on physical count, unserviceable items etc.		
- Raw Material Consumed includes consumption of packing materials		
Note 27: Change in inventories in Finished Goods and Process Goods		
CLOSING STOCK		
Process Goods	2,236,576	4,417,983
Finished Goods	45,530,265	40,871,388
	47,766,841	45,289,371
LESS : OPENING STOCK		
Process Goods	4,417,983	4,723,427
Finished Goods	40,871,388	41,011,389
	45,289,371	45,734,816
Total	2,477,470	(445,445)
Note 28 : Employee Benefit Expenses		
Salaries, Wages, Allowances and Bonus	61,459,603	58,579,643
Company's Contribution to Provident and Other funds.	6,638,750	5,518,288
Directors Remuneration	6,526,067	6,103,584
Staff Welfare Expenses	1,723,059	1,135,412
Total	76,347,479	71,336,927
Note 29 : Finance Cost		
Interest on Secured loans	1,574,974	4,448,374
Interest paid to Others	240,493	253,406
Bank Charges and Commission	486,828	340,600
Total	2,302,295	5,042,380



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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

(Amount in Rupees unless otherwise stated)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Note 30 : Other Expenses		
Manufacturing Expenses		
Stores & Spares consumed	1,142,420	1,563,507
Power & Fuel	14,406,761	11,606,609
Lab Maintenance	127,362	138,569
Machinery Repairs	1,641,798	2,056,468
Factory Building Repairs	588,037	962,460
Excise duty on finished goods	-	4,270,545
Total	17,906,378	20,598,158
Establishment Expenses		
Rent	1,860,256	1,808,813
Rates and Taxes	181,457	188,988
Insurance Charges	877,254	822,676
Directors Sitting Fees	115,500	85,500
Auditors Remuneration	250,000	325,000
Travelling & Conveyance	4,921,745	3,921,996
Legal & Professional Charges	1,740,946	1,960,782
Printing & Stationery Expenses	383,106	332,453
Membership Fees & Subscription	451,721	461,389
Postage and Telephones	778,240	903,004
Electricity Expenses	1,113,648	1,411,536
Other Repairs	2,337,714	1,726,351
Vehicle Running & Maintenance Expenses	2,753,198	2,521,689
Security Service Charges	3,172,370	2,932,130
Charity & Donations	168,200	184,500
Fixed Assets Written Off	3,498	-
Other Expenses	903,681	712,387
Total	22,012,534	20,299,194
Selling Expenses:		
Advertisement & Publicity Expenses	4,228,389	3,788,173
Sales Promotion Expenses	9,097,546	10,097,335
Freight Charges & Forwarding Charges	31,224,390	26,414,957
Sales Commission & Brokerage	864,426	3,195,464
Entry Tax / Vat /Service Tax	299,018	949,664
Total	45,713,770	44,445,593
Total	85,632,682	85,342,945
Note 31 : Income Tax		
Tax expense comprises of :		
Current Income Tax	19,528,400	8,479,100
Deferred tax	(549,019)	(797,966)
Total	18,979,381	7,681,134

The major components of Income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the company at 33.06% and the reported tax expense in statement of profit and loss are as follows :



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

(Amount in Rupees unless otherwise stated)		
Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Accounting profit before tax	55,664,247	23,073,435
Applicable tax rate	33.06%	33.06%
Computed tax expense	18,404,270	7,628,770
Tax effect of :		
Expenses disallowed (net)	746,561	727,601
Effect of expenses allowed on payment basis	(738)	27,200
Effect of Ind AS adjustments	(2,617)	107,404
Other adjustments		(23,144)
Interest charged u/s 234B & C of Income Tax Act	380,925	11,270
Current Tax Provision (A)	19,528,400	8,479,100
Incremental/ (decremental) deferred tax liability on account of Ind AS adjustments	2,617	(107,404)
Incremental deferred tax assets on account of tangible and intangible fixed assets	(509,914)	(663,362)
Incremental deferred tax assets on account of others	(41,722)	(27,200)
Deferred Tax Provision (B)	(549,019)	(797,966)
Tax expense recognised in statement of profit and loss (A+B)	18,979,381	7,681,134
Note 32 : Earnings Per Share		
Profit/(Loss) after tax	36,679,569	15,609,743
Equity Shares outstanding at the year end	2,646,250	2,646,250
Nominal Value Per Share (Rs)	10	10
Basic & Diluted Earnings Per Share	13.90	5.90
(Amount in Rupees unless otherwise stated)		
Note 33 : Auditors Remuneration		
Audit Fees	250,000	250,000
Tax Audit Fees	-	75,000
Total	250,000	325,000
Note 34 : Contingent Liability		
Claims against the company not acknowledge as debt		
Excise (including Service Tax)*	419,223	491,720
Trade Tax & VAT	629,085	110,000
State Levies**	1,403,603	1,403,603
Income Tax***	-	2,677,309
ESI	105,241	105,241
Guarantees		
FDR held as security in Sales Tax	41,006	41,006
NSC Held as Security in Sales Tax	1,000	1,000
<p>*During the Year CESAT, Allahabad in its judgement dated 23.08.2016 set aside the impugned order of the department for demand of Rs. 18.88 crores and allow the appeal in the favour of the Company.</p> <p>**The SDO Gohad has raised a demand of Rs. 14,03,603.00 on the Company as charges for change of land use from agriculture to industrial in respect of its factory land measuring 7.25 acres in Malanpur Industrial Area, Malanpur District Bhand which is disputed by the Company and is still pending at the Court of Collector Bhand(M.P.).</p> <p>***During the Year ITAT Agra in its judgement dated 20.03.2018 allowed the appeal for the A.Y. 2010-11 in the favour of the Company.</p>		



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

35 Related Party Disclosure : Related party disclosures as required by Indian Accounting Standard (Ind AS)-24 is as under:-

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

M/S Pee Cee Realty Builders Private Limited	M/S Suraj Bhan Agencies Limited
M/S Ram Shyam Investment and Trading Co. Private Ltd.	M/S M2 Reality Private Limited
M/S Jai Gopal Investment and Trading Co. Private Limited	M/S Maya Infracon Private Limited
M/S Agra Land Developers Private Limited	M/S Pee Cee Raj Developers Private Limited
M/S Padam Housing and Developers Private Limited	M/S Lucerne Constructions Private Limited
M/S Maya Realtech LLP	M/S Shree Riddhi Siddhi Buildwell Limited
M/S Shree Riddhi Siddhi Edutech Private Limited	M/S Shree Riddhi Siddhi Realtech Private Ltd.
P.C.Sons HUF	Director is Karta
Mahendra Kumar Jain HUF	Director is Karta

2 Key Management Personnel

Mr. Ashok Kumar Jain	Designation Chairman (Executive)
Mr. Pramod Kumar Jain	Managing Director
Mr. Mahendra Kumar Jain	Whole Time Director
Mr. Nemi Chandra Jain	Director
Mr. Amar Singh Rajput	Director
Mr. Anil Gupta	Director
Smt. Babita Agarwal	Director

3 Relatives of Key Management Personnel

Asha Lata Jain	Wife Of Director
Maya Jain	Wife Of Director
Lajja Jain	Wife Of Director
Mayank Jain	Son of Director
Ankur Jain	Son of Director
Anuj Jain	Son of Director
Ankit Jain	Son of Director

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

S. No.	Name of Related Party	Entities over which Key Managerial Personnel or their relatives exercises significant influence			Key Management Personnel		
		31.03.2018	31.03.2017	01.04.2016	31.03.2018	31.03.2017	01.04.2016
1	Trading Sale Suraj Bhan Agencies Limited	81081417	182486246	193994053			
2	Remuneration paid (Including Perquisites) Ashok Kumar Jain Mahendra Kumar Jain Pramod Kumar Jain				2161375 2136522 2228170	1976730 2020838 2106016	1848453 1904674 1875307
3	Rent Paid Pee Cee Realty Builders Private Limited	660000	660000	660000			
4	Sales Incentive Suraj Bhan Agencies Limited	608110	1368647	1441114			
5	Reimbursement of Expenses Suraj Bhan Agencies Limited	5515396	0	0			



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

6	Interest paid on Security Deposit Suraj Bhan Agencies Limited	189000	189000	189000			
7	Sitting Fees Paid Mr. Nemi Chandra Jain Mr. Amar Singh Rajput Mr. Anil Gupta Smt. Babita Agarwal Outstanding balance as at 31.03.2018				37500 31000 22000 25000	26500 19000 20000 20000	35500 24000 15000 20000
1	Loans and Advances For Land Purchase M/S Pee Cee Realty Builders Private Ltd.	46000000	46000000	46000000			
2	Remuneration Payable Accounts Ashok Kumar Jain Mahendra Kumar Jain Pramod Kumar Jain				120000 120000 120000	120000 120000 100000	80000 70000 80000
3	Security Deposit Suraj Bhan Agencies Limited	2100000	2100000	2100000			
36	Balances of trade receivable, trade payable, loan/advances given and other financial and non financial assets and liabilities are subject to reconciliation and confirmation from respective parties. The balance of said trade payable, loan/advances given and other financial and non financial assets and liabilities are taken as shown by the books of accounts. the ultimate outcome of such reconciliation and confirmation cannot presently be determined, therefore, no provision for any liability that may result out of such reconciliation and confirmation has been made in the financial statement, the financial impact of which is unascertainable due to the reasons as above stated.						
37	Defined Benefit Plan- Gratuity						
	1 Actuarial Assumptions						
	a) Economic Assumptions The principal assumptions are the discount rate & salary growth rate. The discount rate is generally based upon the market yields available on Government bonds at the accounting date relevant to currency of benefit payments for a term that matches the liabilities. Salary growth rate is company's long term best estimate as to salary increases & takes account of inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis as provided in relevant accounting standard. These valuation assumptions are as follows :						
					31/03/2018	31/03/2017	
	i) Discounting Rate				7.75	7.50	
	ii) Future salary Increase				5	5	
	b) Demographic Assumption Attrition rates are the company's best estimate of employee turnover in future determined considering factors such as nature of business & industry, retention policy, demand & supply in employment market, standing of the company , business plan, HR Policy etc as provided in the relevant accounting standard. Attrition rates as given below:						
					31/03/2018	31/03/2017	
	i) RetirementAge (Years)				58	58	
	ii) Mortality rates inclusive of provision for disability**				100% of IALM (2006 -08)		
	iii) Attrition at Ages				Withdrawal	Withdrawal	
					Rate (%)	Rate (%)	
	Up to 30 Years				5.00	2.00	
	From 31 to 44 years				3.00	3.00	
	Above 44 years				2.00	2.00	



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

2. Scale of Benefits

a) Salary for calculation of gratuity	Last drawn qualifying salary.
b) Vesting Period	5 years of service.
c) Benefit on normal retirement	As per the provisions of payment of Gratuity Act 1972 as amended.
d) Benefit on early retirement / withdrawal / resignation	Same as normal retirement benefit based on service upto the date of exit.
e) Benefit on death in service	Same as normal retirement benefit based on service upto the date of death & no vesting conditions apply.

2.1 (a): Table Showing Changes in Present Value of Obligations:

Period	From: 01.04.2017 To 31.03.2018	From: 01.04.2016 To 31.03.2017
Present value of the obligation at the beginning of the period	88,06,833	82,31,726
Interest cost	6,82,530	6,17,379
Current service cost	8,06,391	7,86,805
Past Service Cost	-	-
Benefits paid (if any)	(13,92,348)	(11,91,984)
Actuarial (gain)/loss	(82517.00)	3,62,907
Present value of the obligation at the end of the period	88,20,889	88,06,833

2.1 (b): Bifurcation of total Actuarial (gain) / loss on liabilities

Period	From: 01.04.2017 To 31.03.2018	From: 01.04.2016 To 31.03.2017
Actuarial gain / losses from changes in Demographics assumptions (mortality)	Not Applicable	
Actuarial (gain)/ losses from changes in financial assumptions	(1,38,937)	
Experience Adjustment (gain)/ loss for Plan liabilities	56420	
Total amount recognized in other comprehensive Income	(82517)	

2.2 : Key results (The amount to be recognized in the Balance Sheet):

Period	As on: 31.03.2018	As on: 31.03.2017
Present value of the obligation at the end of the period	88,20,889	88,06,833
Fair value of plan assets at end of period	1,24,90,445	1,15,01,692
Net liability/(asset) recognized in Balance Sheet & related analysis	(36,69,556)	(26,94,859)
Funded Status	36,69,556	26,94,859

2.3 (a) : Expense recognized in the statement of Profit and Loss:

Period	From: 01.04.2017 To 31.03.2018	From: 01.04.2016 To 31.03.2017
Interest cost	6,82,530	6,17,379
Current service cost	8,06,391	7,86,805
Past Service Cost	-	-
Expected return on plan asset	(8,91,381)	(8,39,977)
Expenses to be recognized in P&L	5,97,540	5,64,207

2.3 (b) : Other comprehensive (income) / expenses (Remeasurement)

Period	From: 01.04.2017 To 31.03.2018	From: 01.04.2016 To 31.03.2017
Actuarial (gain)/loss - obligation	(82517)	3,62,907
Actuarial (gain)/loss - plan assets	74603	(38061)
Total Actuarial (gain)/loss	(7914)	3,24,846



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

2.4 : Table showing changes in the Fair Value of Planned Assets:

Period	From: 01.04.2017 To 31.03.2018	From: 01.04.2016 To 31.03.2017
Fair value of plan assets at the beginning of the period	1,15,01,692	1,11,99,696
Expected return on plan assets	8,91,381	8,39,977
Contributions	15,64,323	6,15,942
Benefits paid	(13,92,348)	(11,91,984)
Actuarial gain/(loss) on plan assets	(74603)	38061
Fair Value of Plan Asset at the end of the Period	1,24,90,445	1,15,01,692

2.5 : Table showing Fair Value of Planned Assets:

Period	From: 01.04.2017 To 31.03.2018	From: 01.04.2016 To 31.03.2017
Fair value of plan assets at the beginning of the period	1,15,01,692	1,11,99,696
Actual return on plan assets	8,16,778	8,78,038
Contributions	15,64,323	6,15,942
Benefits paid	(13,92,348)	(11,91,984)
Fair value of plan assets at the end of the period	1,24,90,445	1,15,01,692

2.6 : Actuarial (Gain)/Loss on Planned Assets:

Period	From: 01.04.2017 To 31.03.2018	From: 01.04.2016 To 31.03.2017
Actual return on plan assets	8,16,778	8,78,038
Expected return on plan assets	8,91,381	8,39,977
Actuarial gain/ (Loss)	(74603)	38061

2.7 : Experience adjustment:

Period	From: 01.04.2017 To 31.03.2018	From: 01.04.2016 To 31.03.2017
Experience Adjustment (Gain) / loss for Plan liabilities	56420	-
Experience Adjustment Gain / (loss) for Plan assets	(74603)	-

3.1 : Summary of membership data at the date of valuation and statistics based thereon:

Period	From: 01.04.2017 To 31.03.2018	From: 01.04.2016 To 31.03.2017
Number of employees	275	260
Total monthly salary	20,70,990	18,63,090
Average Past Service(Years)	9.3	10.2
Average Future Service (yr)	14.8	14.8
Average Age(Years)	43.2	43.2
Weighted average duration (based on discounted cash flows) in years	10	11
Average monthly salary	7,531	7,166

3.2 : The assumptions employed for the calculations are tabulated:

Discount rate	7.75 % per annum	7.50 % per annum
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PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

Salary Growth Rate	5.00 % per annum	5.00 % per annum
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Expected rate of return	7.75% per annum	7.50% per annum
Withdrawal rate (Per Annum)	5.00% p.a. (18 to 30 Years)	2.00% p.a.
Withdrawal rate (Per Annum)	3.00% p.a. (30 to 44 Years)	-
Withdrawal rate (Per Annum)	2.00% p.a. (44 to 58 Years)	-
3.3 : Benefits valued:		
Normal Retirement Age	58 Years	58 Years
Salary	Last drawn qualifying salary	Last drawn qualifying salary
Vesting Period	5 Years of service	5 Years of service
Benefits on Normal Retirement	15/26 * Salary * Past Service (yr)	15/26 * Salary * Past Service (yr)
Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply
Limit	2000000	1000000
3.4: Current Liability (*Expected payout in next year as per schedule III of the Companies Act, 2013) :		
Period	As on: 31.03.2018	As on: 31.03.2017
Current Liability (Short Term)*	-	-
Non Current Liability (Long Term)	-	-
Total Liability	-	-
3.5: Effect of plan on entity's future cash flows		
3.5 (a): Funding arrangements and funding policy		
The company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the company. Any deficit in the assets arising as results of such valuation is funded by the company		
3.5 (b): Expected contribution during the next annual reporting period		
The Company's best estimate of Contribution during the next year	10,77,074	9,98,217
3.5 (c): Maturity profile of defined benefit obligation		
Weighted average duration (based on discounted cash flows) in years	10	11
3.5 (d): Estimate of expected benefit payments (In absolute terms i.e. undiscounted)		
01 Apr 2018 to 31 Mar 2019		5,11,292
01 Apr 2019 to 31 Mar 2020		5,06,860
01 Apr 2020 to 31 Mar 2021		11,18,298
01 Apr 2021 to 31 Mar 2022		5,97,047
01 Apr 2022 to 31 Mar 2023		12,10,752
01 Apr 2023 Onwards		72,74,009



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

3.6: Projection for next period:

Best estimate for contribution during next Period	10,77,074
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3.7: Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Period	As at: 31.03.2018
Defined Benefit Obligation (Base)	88,20,889 @ Salary Increase Rate : 5%, & discount rate :7.75%
Liability with x% increase in Discount Rate	81,55,350; x=1.00% [Change (8)%]
Liability with x% decrease in Discount Rate	95,76,246; x=1.00% [Change 9%]
Liability with x% increase in Salary Growth Rate	95,89,676; x=1.00% [Change 9%]
Liability with x% decrease in Salary Growth Rate	81,32,849; x=1.00% [Change (8)%]
Liability with x% increase in Withdrawal Rate	89,36,219; x=1.00% [Change 1%]
Liability with x% decrease in Withdrawal Rate	86,92,525; x=1.00% [Change (1)%]

Note. The fair value of plan assets as at 31.03.2018 is more than the present value of obligation as at 31.03.2018, therefore no adjustment have been made in the Balance Sheet. Further the amount of premium of Rs. 16,19,131/- paid to LIC is debited to Statement of Profit and Loss.

Description of Risk Exposures : Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow -

- A) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- B) Investment Risk - If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- C) Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability.
- D) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- E) Withdrawals - Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

Leave encashment (Unfunded) : The valuation of Leave Encashment has been done on the basis of actuarial valuation on projected unit (PUC) method and is provided in the financial statement and does not require disclosure as mentioned in Para 158 of IND AS 19. Provision of leave encashment as per actuarial is less than the liability provided in books of accounts, hence the management has made the provision for leave encashment on accrual basis.

Defined Contribution Plan

Provident Fund - The company contributes Provident Fund (Employer as well as Employee Share) to Provident Fund Commissioner Aga (U.P) and Employers Contribution to such fund is charged to Statement of Profit and Loss. The Provident fund contribution charged to Statement of Profit and Loss for the the year ended 31.03.2018 amounted to Rs. 31,93,095/-



PEE CEE COSMA SOPE LIMITED

BALANCE SHEET AS AT 31ST MARCH 2018

38 Financial Instruments: Accounting classification, Fair value measurements							
Particulars	Carrying Value	Classification			Fair Value		
		FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
31st March, 2018							
Financial Assets							
Loans	1,318,928	-	-	1,318,928	-	-	-
Other Non Current Financial Assets	4,498,435	-	-	4,498,435	-	-	-
Trade Receivable	4,733,663	-	-	4,733,663	-	-	-
Cash and cash equivalents	1,581,689	-	-	1,581,689	-	-	-
Other Bank Balances	986,087	-	-	986,087	-	-	-
Other Current Financial Assets	17,814	-	-	17,814	-	-	-
Total	13,136,616	-	-	13,136,616	-	-	-
Financial Liabilities							
Non Current Borrowings	-	-	-	-	-	-	-
Other Non Current Financial Liabilities	2,683,113	-	-	2,683,113	-	-	-
Current Borrowings	27,473,372	-	-	27,473,372	-	-	-
Trade Payables	13,426,396	-	-	13,426,396	-	-	-
Other Current Financial Liabilities	8,490,452	-	-	8,490,452	-	-	-
Total	52,073,333	-	-	52,073,333	-	-	-
31st March, 2017							
Financial Assets							
Loans	1,154,530	-	-	1,154,530	-	-	-
Other Non Current Financial Assets	4,295,892	-	-	4,295,892	-	-	-
Trade Receivable	2,746,903	-	-	2,746,903	-	-	-
Cash and cash equivalents	2,460,160	-	-	2,460,160	-	-	-
Other Bank Balances	863,103	-	-	863,103	-	-	-
Other Current Financial Assets	13,496	-	-	13,496	-	-	-
Total	11,534,084	-	-	11,534,084	-	-	-
Financial Liabilities							
Non Current Borrowings	1,483,143	-	-	1,483,143	-	-	-
Other Non Current Financial Liabilities	3,560,000	-	-	3,560,000	-	-	-
Current Borrowings	37,450,831	-	-	37,450,831	-	-	-
Trade Payables	10,729,744	-	-	10,729,744	-	-	-
Other Current Financial Liabilities	9,347,380	-	-	9,347,380	-	-	-
Total	62,571,098	-	-	62,571,098	-	-	-
1st April, 2016							
Financial Assets							
Loans	1,116,684	-	-	1,116,684	-	-	-
Other Non Current Financial Assets	6,161,762	-	-	6,161,762	-	-	-
Trade Receivable	4,044,960	-	-	4,044,960	-	-	-
Cash and cash equivalents	2,621,205	-	-	2,621,205	-	-	-
Other Bank Balances	870,234	-	-	870,234	-	-	-
Other Current Financial Assets	56,868	-	-	56,868	-	-	-
Total	14,871,713	-	-	14,871,713	-	-	-
Financial Liabilities							
Non Current Borrowings	674,309	-	-	674,309	-	-	-
Other Non Current Financial Liabilities	3,535,000	-	-	3,535,000	-	-	-
Current Borrowings	53,470,490	-	-	53,470,490	-	-	-
Trade Payables	13,050,800	-	-	13,050,800	-	-	-
Other Current Financial Liabilities	14,294,398	-	-	14,294,398	-	-	-
Total	85,024,997	-	-	85,024,997	-	-	-



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

39 Financial Risk Management : The company activities exposes it to variety at financial risk i.e. Credit Risk , Liquidity Risk , Capital Risk , Interest Rate Risk. These risks are managed by senior management of the company and is supervised by Board of Directors of the company , to minimise potential adverse effects on the financial performance of the company.

(i) **Credit Risk :** Credit risk from cash and cash equivalents and bank deposits is considered immaterial in view of the creditworthiness of the banks the company works with. Credit risk is the risk i.e a customer or the counter party fails to pay to the company causing financial loss. The credit risk primarily arises from outstanding receivables from customer. The company has specific policies for managing customer credit risk on an ongoing basis; These policies factor in the customer financial position, past experience and other customer specific factor.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the company. The Company makes provision for doubtful debt or write off when a debtor fails to make contractual payments greater than two years past due. When loans or receivables have either been provided for or written off, the company continues to engage in enforcement activity to attempt to recover the receivable due. When recoveries are made, these are recognised in the Statement of Profit and Loss. The company has low credit risk in respect to cash and cash equivalent, other bank balances, other financial assets, trade receivables and security deposits paid.

(ii) **Liquidity Risk :** Liquidity Risk is the risk that the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due. Management monitors rolling forecasts of the liquidity position and cash and cash equivalent on the basis of expected cash flows. The company takes into account the liquidity of the market in which the entity operates.

The following table summarizes the liquidity position of the company :-

S. No	Particulars	As at 31 March 2018
i	Undrawn fund based credit facilities from bank	30000000
ii	Cash & cash equivalents and Bank Balances	1581689
	Total	31581689
iii	Bank and Other Borrowings	27473372

The above chart depicts that the company have adequate liquidity and considers liquidity risk as low risk

(iii) **Capital Risk Management:** The company capital risk management objective is to ensure that all times its remains a going concern and safeguards the interest of the shareholders and other stakeholders. The company monitors capital on the basis of carrying amount of equity plus its subordinated loan, less cash and other cash equivalents as presented on the face of the statement of financial position and cash flow hedges recognised in other comprehensive income.

The company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to the shareholders, return capital to shareholders or issue new shares. The amount managed as capital by the Company are summarised as follows:

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Non Current Borrowings (including current maturity of Non Current Borrowings)	-	2383119	6963197
Current Borrowings	27473372	37450831	53470490
Less: Cash and Cash Equivalents	1581689	2460160	2621205
Net Debt	25891683	37373790	57812482
Total Equity	204295765	175578603	165701793
Net Debt to Equity Ratio	0.13	0.21	0.35



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

The above chart depicts that the company have low capital risk

(iv) **Interest Rate Risk** : The company has working capital facilities with the bank. The company policy is to minimize cash flow risk exposure on short term borrowings. At 31st March the company is exposed to changes in market interest rate through bank borrowings at variable interest rates. The company exposure to interest rate risk on borrowings is as follows:

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Non Current Borrowings at fixed rate	-	2383119	6963197
Current Borrowings at variable rate	27473372	37450831	53470490

The above chart depicts that the company have low interest risk

(v) **Foreign Currency Risk** : The company do not normally deal in foreign currency transactions. The company do not have any foreign currency risk.

40 The Company is engaged in single product i.e. Manufacturing of Laundry Soap, Detergent Powder and Cake. These in context of Indian Accounting Standard 108 (Ind AS 108) on Segment Reporting are considered to constitute one single primary segment

41 Standards issued but not effective

The Ministry of Company Affairs (MCA) have issued Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (Indian Accounting Standards) Amendment Rules, 2018 amending IND AS - 115 and is applicable to the Company for Annual periods on or after 01.04.2018. The oompany intents to adopt revised IND AS - 115 when become effective. The effect of applying IND AS - 115 on the financial statements of the Company will be immaterial

42 Event after the reporting period

The board of directors of the Company have recommended dividend of Rs 3/- per share for the financial ended 31.03.2018 for the approval of shareholders. The actual dividend outgo and tax thereon will be dependant on share capital outstanding as on recorded/book clousure.

43 Previous years figures have been regrouped, rearranged or reclassified, wherever necessary to confirm the current year's classification.

As per our audit report of even date attached

For **B S D & Co.,**

Chartered Accountants

(Firm Regn. No. 000312S)

CA. Warsha Singhania

(Partner)

Membership No. - 0520935

Place : Agra

Dated: 26.05.2018

For and on Behalf of the Board

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

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

(M. K. Jain) Whole Time Director DIN No. : 00172395

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

(Nidhi Agarwal) Company secretary

(B.M. Verma) Chief Financial Officer



PEE CEE COSMA SOPE LIMITED

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

PROXY FORM

Form No. MGT-11
Proxy form

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

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

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

- Name :
Address :
E-mail Id :
- Name :
Address :
E-mail Id :
- Name :
Address :
E-mail Id :

Signature :, or failing him
Signature :, or failing him
Signature :

- as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual general meeting of the company, to be held on the **Monday, 24th September, 2018 at 3.00 P.M. at Hotel Ashish Palace, Fatehabad Road, Agra, 282 001, U.P.** and at any adjournment thereof in respect of such resolutions as are indicated below:
- Resolution No.** (1) Adoption of Audited Financial Statements for the financial year ended 31st March, 2018.
(2) Declaration of dividend of 30% on Equity Shares for the financial year 2017-18. (3) To appoint a Director in place of Shri Pramod Kumar Jain who retires by rotation and, being eligible, offers himself for re-appointment.
(4) Reappointment of Mr. Nemi Chandra Jain (DIN : 00172406) as an Independent Director for a second term of five years
(5) Re-appoint of Mr. Amar Singh Rajput (DIN : 00172301) as an Independent Director for a second term of five years
(6) Loan and Investments made by the company upto the limit of Rs. 50 Crores.

AFFIX
Re. 1.00
REVENUE
STAMP

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

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



PEE CEE COSMA SOPE LIMITED

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

ATTENDANCE SLIP

Folio/Client I.D. No.

Full Name of the Shareholder No. of Shares held

Full Name of Proxy I hereby record my presence at the Thirty First Annual General Meeting of the Company held on **Monday, 24th September, 2018 at 3.00 P.M. at Hotel Ashish Palace, Fatehabad Road, Agra, U.P.**

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

Signature of Shareholder/Proxy

