

INFORMATION  
MEMORANDUM  
OF



PINCON SPIRIT LIMITED

Regd. Office: 7, Red Cross Place, Wellesley House,  
3 Floor, Kolkata – 700 001

## INFORMATION MEMORANDUM

### PINCON SPIRIT LIMITED

{CIN NO: L67120WB1978PLC031561}

Registered Office	7, Red Cross Place, "Wellesley House" 3rd Floor, Kolkata – 700 001, West Bengal
Phone Number	033 - 2231 9135, 033 – 2262 4943/44
E-Mail	<a href="mailto:pinconspiritlimited@gmail.com">pinconspiritlimited@gmail.com</a>
Website	<a href="http://www.pinconspirit.in">www.pinconspirit.in</a>
Company Secretary and Compliance Officer	Mr. Aditya Karwa
Registrar and Share Transfer Agent	<b>Niche Technologies Pvt. Ltd.</b> D-511, Bagree Market, 71, B.R.B.Basu Road, Kolkata – 700 001, West Bengal <b>Tel. No.:</b> 033 2235-7270/7271 <b>Fax No.:</b> 033 2215-6823 <b>Email:</b> <a href="mailto:nichetechpl@nichetechpl.com">nichetechpl@nichetechpl.com</a> <b>Website:</b> <a href="http://www.nichetechpl.com">www.nichetechpl.com</a> <b>Contact Person:</b> Mr. S. Abbas

**INFORMATION MEMORANDUM FOR LISTING OF  
10,021,500 EQUITY SHARES OF RS. 10/- EACH FULLY PAID UP**

**NO EQUITY SHARES ARE PROPOSED TO BE SOLD / OFFERED PURSUANT TO THIS  
INFORMATION MEMORANDUM**



## **GENERAL RISKS**

Investments in equity and equity related securities involve a degree of risk and investors should not invest in equity of Pincon Spirit Limited unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the shares of the Company. For taking an investment decision, investors must rely on their own examination of the Company including the risks involved.

## **ABSOLUTE RESPONSIBILITY OF PINCON SPIRIT LIMITED**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Information Memorandum contains all information with regard to the Company, which is material, that the information contained in this Information Memorandum is true and correct in all material respects, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

## **LISTING**

The existing Equity Shares of the Company are listed on the Calcutta Stock Exchange Limited. Now the Company proposes to list the equity shares of the Company on the BSE Limited. An application is being made along with the Information Memorandum to BSE seeking listing.

The Information Memorandum would also be made available on the BSE website ([www.bseindia.com](http://www.bseindia.com)).

## **MINIMUM SUBSCRIPTION:**

The Company is an existing listed Company on Calcutta Stock Exchange Limited and with that status the application is filed for Direct Listing with BSE Limited and therefore the said provision is not applicable which is otherwise applicable to IPO/FPO.



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**DEFINITIONS AND ABBREVIATIONS**

Unless the context otherwise indicates, the following terms have the meanings given below. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

We, us, Company, Our Company, The Company, Pincon, PSL	Refers to "Pincon Spirit Limited", a Company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 7, Red Cross Place, "Wellesley House" 3rd Floor, Kolkata – 700 001
Act	The Companies Act, 1956 and amendments thereto. The Companies Act, 2013(to the extent applicable)
AGM	Annual General Meeting
Articles	Articles of Association of the Company
Auditors	CA. Anupam Sarkar, Chartered Accountant, The Statutory Auditor of the Company
Board	Board of Directors of Pincon Spirit Limited
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited
Company Secretary / Compliance Officer	Mr. Aditya Karwa
CSE	Calcutta Stock Exchange Limited
DCA	Department of Company Affairs
Depositories Act	The Depositories Act, 1996 as amended from time to time
Directors	Directors on the Board of Pincon Spirit Limited
EGM	Extra Ordinary General Meeting
ENA	Extra Neutral Alcohol
EPS	Earnings Per Share
Equity Shares	Fully paid-up shares of Rs. 10/- each of the Company
Equity Shareholders	Equity Shareholders of the Company
FMCG	Fast Moving Consumer Goods
IMFL	Indian Made Foreign Liquor
Information Memorandum/ IM	This Information Memorandum, as filed with BSE
ISIN	International Securities Identification Number
I T Act	Income Tax Act, 1961 and subsequent amendments thereto



MCA	Ministry of Corporate Affairs
MOA	Memorandum of Association of Pincon Spirit Limited as amended
NSDL	National Securities Depository Limited
RBI	Reserve Bank of India
ROC	Registrar of Companies, West Bengal
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI (SAST) Regulations, 2011	"SEBI (SAST) Regulations, 2011 means Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with amendments issued subsequent to that date."

In the Information Memorandum all reference to 'Rs.' refer to Rupees, the lawful currency of India, reference to one gender also refers to another gender and the word 'Lakh' or 'Lac' means 'one hundred thousand' and the word 'million' means 'Ten Lacs' and the word 'Crore' means 'Ten Million'.



**RISK FACTORS**

The Risk Factors have been determined on the basis of their materiality. These risks are not the only ones that we face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any of the risks described in this section. The numbering of the risk factors has been done to facilitate the ease of reading and reference, and does not in any manner indicate the importance of one risk factor over another.

**INTERNAL & EXTERNAL RISK FACTORS**

- We are subject to extensive statutory and/or regulatory requirements and any failure to comply with such requirements could subject us to penalties or sanctions, which in turn could adversely affect our business, the results of our operations and financial conditions.
- The current FMCG manufacturing facilities and the domestic sales of the Company are geographically concentrated in Agra in the state of Uttar Pradesh and Kolkata in the state of West Bengal and any local social unrest can adversely affect the Company's operations.
- A brief summary of the various legal proceedings involving our Company/Director(s)/Promoter(s) is given below:

Type of Cases	Cases against Our Promoter/ Directors	Cases filed by Our Promoter/Director
Civil Proceedings	NIL	1
Criminal Proceedings	1	NIL

Note: Please refer Page no. 44 for details.

- We rely on third party suppliers for certain raw materials. Unfavorable fluctuations in the price, availability and quality of raw materials could cause production delays and increase production costs.
- Our production depends upon the availability of certain principal raw materials such as molasses based ENA Spirit and coarse grain based ENA Spirit. Our failure to procure such raw material at commercially favorable terms including at competitive prices, in a timely manner, or at all could adversely affect our business, results of operations and financial condition.
- We face risks and uncertainties associated with the implementation of our expansion projects.



- Our inability to adjust our product mix in line with market demand and change in customer preferences may adversely impact our business.
- The loss or shutdown of operations at any of our manufacturing facilities or our Bottling facilities could have a material adverse effect on our business, financial condition and results of operations.
- We sell our IMFL through government corporations which account for a significant portion of our sales. Any disruption in the volume of our sales through government corporations, whether due to eligibility criteria or otherwise could adversely affect our financial condition and results of operations
- We depend upon consumer preferences and spending habits with regard to our spirits products, and if consumer spending habits change, or if we are unable to respond effectively and in a timely manner to those changes, our operations and/or profitability could be adversely affected.
- The business of edible oils is often driven by customers' preferences where generally high quality products are sought. Change in the domestic and international market in terms of customers' preferences may bring about a significant decline in the prices of our products, thereby affecting our sales and profitability.
- Our indebtedness and the conditions and restrictions imposed by the lenders under the financing arrangements could adversely affect our ability to conduct our business and operations.
- We may not be able to target higher growth markets and newer geographies, which could have an adverse effect on the results of our operations and affect our profitability.
- The seasonality of the spirits industry requires us to predict demand and build up inventory accordingly.
- The success of our business is substantially dependent upon the services of key management personnel, the loss of any of whom could adversely affect our business.
- Advertising of spirits products is restricted in India.
- We face significant competition, and if we are not able to compete effectively in the edible oils industry, our business, results of operations and financial conditions will be adversely affected.
- We face competition from Indian and international spirits manufacturers.
- We face competition from both our direct competitors and bulk importers of edible oil in India. Our product namely, edible oil is produced by a large number of manufacturers, both in India and abroad, some of whom are significantly larger and have greater financial, distribution, and marketing resources than our Company.





- The edible oil trade is speculative in nature.
- Increased environmental regulation and changing consumer environmental awareness could affect our operations.
- Non availability of sufficient water or labour may affect the operations of the green field project and expansion as our industry is highly water consumptive. Non-availability of sufficient water will have a direct bearing on running the operations of the green field project and expansion. Further non availability of sufficient skilled and unskilled labour will also affect the operations of green field project / expansion.
- We may not have obtained all necessary licences and approvals as applicable to our business, and thereby the same could have an adverse effect on the results of operations.
- We may not be able to prevent the counterfeiting of our products.
- Contamination of our products could hurt our reputation and decrease our sales.
- We may not have adequate insurance coverage for claims against us.
- International market risks and trade barriers may affect our business.
- Foreign investors are subject to foreign investment restrictions under Indian law that limits our Company's ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.
- The Spirit Industry is heavily regulated by the government and is politically sensitive. Any changes in regulations or applicable government policies could materially adversely affect the operations and growth prospects.
- The Spirit industry has negative perception in the Indian cultural context. This leads to circumstances like ban on advertising of alcoholic beverages in the print/TV media, which is not conducive to business development.
- Our Company may not be able to keep pace with changing consumer preferences and new product introductions which may consequently have an adverse impact on the Company's business and growth. In addition, products developed by competing companies may make the Company's products less competitive.
- Any Public Interest Litigation filed by any Non Government Organization (NGO) or others against settling up of the brewery project will have an adverse impact on the project as well as operations.
- Political instability or changes in the Central Government could adversely affect economic conditions in India generally and consequently our Company's business.



- The Edible Oil industry is over dependent on Government's concessions & subsidies for its survival & growth. Hence, any change in policy has significant impact on the industry.
- Any change in the policies of the countries, in terms of tariff and non-tariff barriers, from which the Company imports or intends importing its raw materials and/or to which its products may be exported in future, will have an impact on the Company's profitability. Similarly, any adverse movement in the exchange rate may have a corresponding effect on the export realization/cost of imports and consequently affect the Company's profitability.
- Natural calamities such as floods, earthquakes, terrorist attacks and other acts of violence or war/destruction involving India and other countries could adversely affect the Country's business and economy. These acts may also result in a loss of business confidence, make travel and other services more difficult and ultimately affect the Company's business, financial conditions and results of operations.
- A slowdown in economic growth in India could cause the Company's business to suffer. Any slowdown in the Indian economy and the consequent impact on disposable income could adversely affect the Company's sales and consequently affect the results of operations.
- Our Company's performance is highly dependent upon the growth of business and economy in the State and the country, whose progress and welfare generates the demand. An economic down turn may negatively impact the operating results of the Company.



## **GENERAL INFORMATION**

Our Company was incorporated on June 29, 1978, as “**Sarang Viniyog Limited**” under the provisions of the Companies Act, 1956 with the Registrar of Companies, West Bengal and received the certificate of Commencement of Business on July 5, 1978.

Subsequently the name of our Company was changed to **Pincon Spirit Limited** vide a fresh Certificate of Incorporation dated, August 5, 2011.

The Corporate Identification Number of Company is **L67120WB1978PLC031561**.

Now the Equity Shares of the Company i.e. Pincon Spirit Limited shall be admitted to trading on BSE. Such admission for trading will be subject to fulfillment by the Company of Direct Listing criteria of BSE for such issues and also subject to such other terms and conditions as may be prescribed by BSE at the time of the application by the Company seeking listing.

### **Eligibility Criterion**

The Company is submitting its Information Memorandum, containing information about itself, making disclosures in line with the disclosure requirement for listing through Direct Listing, applicable, to BSE for making the said Information Memorandum available to public through their website viz. [www.bseindia.com](http://www.bseindia.com)

Also the Company has made the said Information Memorandum available on its website viz. [www.pinconspirit.in](http://www.pinconspirit.in)

### **Prohibition by SEBI**

Our Company, its Directors, its Promoters, other Companies promoted by the our promoters and Companies with which the Company's directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

### **Disclaimer Clause of BSE**

As required, a copy of this Information Memorandum is being submitted to BSE Limited. The BSE does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- Warrant that, this Company's securities will be traded or will continue to be traded on the BSE; or



- Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the BSE. Every person who desires to acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

### **Filing**

This Information Memorandum has been filed with BSE in due compliance.

### **Listing**

An application has been made to BSE for enlistment and permission to deal in the existing Equity Shares of the Company.

### **General Disclaimer from the Company**

Our Company accepts no responsibility for statement made otherwise than in the Information Memorandum or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by the Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

### **Demat Credit**

The Company has already executed Agreements with NSDL and CDSL for its securities in Demat form. Tripartite agreements have been signed between the Company, the Registrar and CDSL and NSDL.

The ISIN No. allotted to the Company is **INE675G01018**.

### **Details of PAN & TAN of the Company:**

<b>Name of the Company</b>	<b>PAN of the Company</b>	<b>TAN of the Company</b>
Pincon Spirit Limited	AAHCS8354B	CALS10746B



In case of any queries / clarifications, the under-mentioned official may be contacted:

Contact Details	
Name of Contact Person	Mr. Aditya Karwa
Designation	Company Secretary & Compliance Officer
Address & Contact No.	7, Red Cross Place, "Wellesley House" 3rd Floor, Kolkata - 700 001, Tel: +91 33 2231 9135
Email - id	pinconspiritlimited@gmail.com

<p><b>Statutory Auditors:</b> <b>CA. Anupam Sarkar,</b> <b>Chartered Accountant</b> <b>Address:</b> 1/52, Bijoygarh, Kolkata-700032, West Bengal <b>Mobile :</b> +91 99 0377 6223 <b>Contact Person:</b> CA. Anupam Sarkar</p>	<p><b>Registrar and Share Transfer Agent:</b> <b>Niche Technologies Pvt. Ltd.</b> <b>Address:</b> D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata - 700 001, West Bengal <b>SEBI Regn. No.:</b> INR000003290 <b>Tel. No.:</b> 033-2235-7270/ 7271. 2234-3576 <b>Fax No.:</b> 033-2215-6823 <b>Email:</b> <a href="mailto:nichetechpl@nichetechpl.com">nichetechpl@nichetechpl.com</a> <b>Website:</b> <a href="http://www.nichetechpl.com">www.nichetechpl.com</a> <b>Investor Grievance Email:</b> <a href="mailto:nichetechpl@nichetechpl.com">nichetechpl@nichetechpl.com</a> <b>Contact Person:</b> Mr. S. Abbas</p>
<p><b>Company Secretary &amp; Compliance Officer:</b> <b>Mr. Aditya Karwa</b> <b>Address:</b> 7, Red Cross Place, "Wellesley House" 3rd Floor, Kolkata - 700 001, West Bengal <b>Tel :</b> +91 33 2231 9135 <b>Fax :</b> +91 33 4008 0690 <b>Email:</b> pinconspiritlimited@gmail.com</p>	<p><b>Banker to the Company:</b> <b>Punjab National Bank</b> <b>Address:</b> 135, B.R.B.B Road, Kolkata-700001, West Bengal <b>Tel No:</b> 033-22427291 <b>Fax No:</b> (033) 40305701 <b>E-mail:</b> bo0090@pnb.co.in <b>Contact Person:</b> Mr. Uma Kant Das</p>

*(Investors can contact the Compliance Officer, Registrar & Share Transfer Agent in case of transfer, transmission, conversion, endorsement, issue of duplicate certificate or any other related problem.)*



## PROFILE AND BRIEF HISTORY

Our Company was incorporated under the Companies Act, 1956 in the name of **Sarang Viniyog Limited** under the Certificate of Incorporation dated June 29, 1978 with the Registrar of Companies, West Bengal and received the Certificate for Commencement of Business on July 5, 1978. Subsequently the name of our Company was changed to **Pincon Spirit Limited** vide a fresh Certificate of Incorporation dated, August 5, 2011.

In the year 1978, our Company made an Initial Public Issue of 99,300 Equity Shares of Rs. 10 each issued at par and got its Equity Shares listed on the Calcutta Stock Exchange Ltd.

In the year 2004, Jevan Equipments & Spares (P) Limited and Plant Dealers (P) Limited companies incorporated under the provisions of Companies Act 1956 was merged with Sarang Viniyog Limited (Renamed as Pincon Spirit Limited) under a scheme of amalgamation sanctioned by Honorable High Court of Calcutta. Pincon Spirit Limited issued 99,21,500 equity shares under the scheme of amalgamation and subsequently listed on CSEL on September 15, 2004.

Our company has entered into Scheme of amalgamation with M/s. Gomukh Commercial Pvt. Ltd. (GCPL) in share swap ratio of 3:1 wherein our company will issue 2,80,29,000 Equity shares of Rs. 10/- each and will pay a consideration of Rs.0.06 to shareholders of GCPL. The said scheme is filed with Stock Exchange is awaiting SEBI & Stock Exchange clearance and will be later filed with High Court of Kolkata.

### Details of change in the name of the Company since its incorporation

- The company was incorporated under the Companies Act, 1956, in the name and style of “**SARANG VINIYOG LIMITED**” and the said company received Certificate of Commencement of Business pursuant to Section 149(3) of the Companies Act, 1956 on July 5, 1978
- In the year 2011, the name of company “**SARANG VINIYOG LIMITED**” was changed to “**PINCON SPIRIT LIMITED**”. The said name was approved by ROC West Bengal vide its Certificate dated August 5, 2011.

### Details of changes in the Registered Office of the Company since its incorporation.

Date of change	Previous Address	New Address
June 29, 1978	Since Incorporation	17, Sircar Lane, Calcutta-700007
August 28, 1980	17, Sircar Lane, Calcutta-700007	23A, Netaji Subhas Road, Room No. 31, 1 <sup>st</sup> Floor, Calcutta-700001
July 15, 2002	23A, Netaji Subhas Road, Room No. 31, 1 <sup>st</sup> Floor, Calcutta-700001	7/1A, Grant Lane, 2 <sup>nd</sup> Floor, Room No.-205, Kolkata-700012
August 29, 2005	7/1A, Grant Lane, 2 <sup>nd</sup> Floor, Room No.-205, Kolkata-700012	33, C.R. Avenue, 9 <sup>th</sup> Floor, Room No.-902, Kolkata-700012

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January 13, 2006	33, C.R. Avenue, 9 <sup>th</sup> Floor, Room No.- 902, Kolkata-700012	4, Fairle Place, 6 <sup>th</sup> Floor, Room No. 610, Kolkata-700001
February 10, 2010	4, Fairle Place, 6 <sup>th</sup> Floor, Room No. 610, Kolkata-700001	Suite No. 915, 9th Floor, 99, C R Avenue, Kolkata-700072
March 11, 2010	Suite No. 915, 9th Floor, 99, C R Avenue, Kolkata-700072	P - 223, CIT Road, Scheme VIM, Kolkata-700054.
August 07, 2012	P - 223, CIT Road, Scheme VIM, Kolkata-700054.	"Wellesley House", 7 Red Cross Place, 3 <sup>rd</sup> Floor, Kolkata -700001

- As on date, our Company does not have any outstanding convertible instruments (warrants /FCDs/PCDs) etc. or options or similar instruments, convertible into Equity Shares at a later stage.
- As on date of this IM, NO Equity Shares of our Company are under lock in.

**KEY MILESTONES:**

Year	Key Events / Milestone / Achievements
1978	➤ Incorporation of the Company in the name and style of “Sarang Viniyog Limited.”
	➤ Our Company received Certificate of Incorporation and Commencement of Business
2009	➤ Our Company launched three new Products viz, ❖ Pincon XXX Rum, ❖ Pincon No.1 Whisky, and ❖ Pincon 9000 Strong Beer.
2010	➤ Crossed a turnover of Rs.50 Crores.
2011	➤ Entered into an agreement with National Industrial Corporation Ltd. (NICOL) for Manufacturing of IMFL under the brand name Pincon XXX Rum and Pincon No. 1 Whisky.
	➤ Entered into an agreement with Priya Laboratories for contractual Bottling.
	➤ Entered into an agreement with Sikkim Breweries Limited for manufacturing of Pincon 9000 Strong Beer.
	➤ Entered into a lease agreement with Frontier Distillery Pvt. Ltd. Brewing and Bottling of own Brand.
	➤ Crossed Turnover of Rs.100 Crores.
	➤ Our Company launched two new Products viz, ❖ Pincon King’s Coin 50° Whisky and ❖ Pincon King’s Coin 50° Vodka.
	➤
2012	➤ Crossed Turnover of Rs. 200 Crores.
	➤ Acquired owned Bottling Plant in West Bengal.
	➤ Our Company launched two new Products viz ❖ Ruby Gold XO Brandy and ❖ Royal Pride Whisky.
2013	➤ Crossed Turnover of Rs.300 Crores.
	➤ Company has become one of the leading intermediaries of IMFL products in West Bengal with an established tie-up with more than 3000 licenses.
	➤ Our Company launched a new product - Highland Blue Whisky in upper regular segment with overwhelming market response.
	➤ Introduced FMCG Division in Q1 of FY 13-14 in multi state level.
	➤ Brand Registered with Odisha State Beverages Corporation
	➤ Obtained sole distributorship in West Bengal for FASHION VODKA, a premium Vodka Brand.
2014	➤ Commenced South India and North India operations for FMCG and IMFL products
	➤ Introduction of new business of blending and bottling of Own Brand Country Spirit, in the Brand name of “Bangla No. 1”



**CAPITAL STRUCTURE**

**Share Capital**

Particulars	Amt. in Rupees
<b><u>Present Authorised Capital</u></b> 1,00,30,000 Equity Shares of Rs. 10/- Each	10,03,00,000
<b><u>Present Issued, Subscribed and Paid Up Capital</u></b> 1,00,21,500 Equity Shares of Rs. 10/- Each Fully Paid Up	10,02,15,000

**Changes in Authorized Share Capital**

Date of Meeting	Changes in Authorized Share Capital
Upon Incorporation	On Incorporation, the initial authorized share capital of the Company comprised of Rs. 10,00,000 divided into in 1,00,000 Equity Shares of Rs.10 each.
30.12.2003	Increase in the authorized share capital of the Company from Rs.10,00,000/- divided into 1,00,000 Equity Shares of Rs.10 each to Rs. 10,03,00,000 divided into in 1,00,30,000 Equity Shares of Rs.10 each.

**Issued, Subscribed and Paid up Share Capital Built up**

Date of Allotment	No. of Equity Shares allotted	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Cumulative Paid-up Capital (Rs.)	Consideration	Nature of Issue and Category of Allottees
June 13, 1978	700	700	10	10	7000	Cash	Subscribers to the Memorandum
October 23, 1978	99,300	1,00,000	10	10	10,00,000	Cash	Initial Public Offer
January 19, 2004	99,21,500	1,00,21,500	10	10	10,02,15,000	Cash	Allotment Pursuant to scheme of merger with Jeevan Equipments & Spares (P) Ltd & Planet Dealers (P) Ltd

**Shareholding Pattern as on September 19, 2014**

Category	No. of Shareholders	No. of Shares	% of Shares Held
<b>Promoters and Promoter Group</b>			
Individual	NIL	NIL	00.00
Body Corporate	NIL	NIL	00.00
<b>Public Shareholding</b>			
Individuals	410	6,235,183	62.22
Body Corporate	90	3,785,517	37.77
Others	1	800	00.01
<b>Total</b>	<b>501</b>	<b>10,021,500</b>	<b>100.00</b>

**Distribution of Shareholding**

Distribution of Shareholding as on September 19, 2014, is as given below:

**(I)(a) Shareholding pattern as on September 19, 2014, as per Clause 35 of Listing Agreement**

Category of Share holder	No. of Share holders	Total No. of Shares	Total No. of Shares held in Dematerialized Form	Total Shareholding as a % of Total No. of Shares			Shares pledged or Otherwise encumbered
				As a % of (A+B)	As a % of (A+B+C)	No. of shares	
<b>(A) PROMOTER AND PROMOTER GROUP</b>							
<b>Indian</b>							
Individuals/ Hindu Undivided Family	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub-Total (A)(1)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Foreign</b>							
<b>Sub-Total (A)(2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Sub Total (A)(1)+(A)(2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>PUBLIC SHAREHOLDING</b>							
<b>Institutions</b>							
<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Non- institutions</b>							
Bodies Corporate	90	3,785,517	1,001,917	37.774	37.774	0	0

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Individuals - (i) Individual shareholders holding Nominal share capital up to Rs.1 lakh.	366	348,210	230,310	3.475	3.475	0	0
(ii) Individual shareholders holding Nominal share capital in excess of Rs. 1 lakh.	44	5,886,973	3,803,573	58.743	58.743	0	0
(iii) Other							
- Clearing Member	1	800	800	0.008	0.008		
<b>Sub-Total (B) (2)</b>	<b>501</b>	<b>10,021,500</b>	<b>5,036,600</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0</b>
<b>Total Public Shareholding (B) = (B) (1) + (B) (2)</b>	<b>501</b>	<b>10,021,500</b>	<b>5,036,600</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0</b>
<b>TOTAL (A) +( B)</b>	<b>501</b>	<b>10,021,500</b>	<b>5,036,600</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0</b>
<b>Shares held by Custodians and against which Depository Receipts have been issued</b>							
Promoters and Promoter Group	0	0	0	0	0	0	0
Public	0	0	0	0	0	0	0
<b>GRAND TOTAL (A) + (B) + (C)</b>	<b>501</b>	<b>10,021,500</b>	<b>5,036,600</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0</b>

**(1)(b) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category “promoter and promoter group”**

Sr. No.	Name of the Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
	NIL		

**(1)(c) Statement showing Shareholding of persons belonging to the category “Public” and holding more than 1% of the total number of shares of the Company:**

Sr. No.	Name of the Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	Accent Commerce (P) Ltd	4,50,000	4.490
2.	Anima Credit and Investments (P) Ltd	5,00,000	4.989
3.	Bam Basuki Tradelinks Pvt Ltd	1,68,100	1.677
4.	Bestlife Merchantile Pvt Ltd	1,45,000	1.447
5.	Cuckoo merchandise (P) Ltd	4,50,000	4.490
6.	Dhoombain Commerce (P) Ltd	1,06,000	1.058
7.	Gomti Commerce Pvt Ltd	2,30,000	2.295
8.	Graceful Advisory Services Pvt Ltd	3,80,000	3.792
9.	Sensex Distributors Pvt Ltd	1,90,000	1.896
10.	Ajay Tiwari	1,22,700	1.224
11.	Dipak Kumar Das	1,94,000	1.936
12.	Mithun Das	1,27,300	1.270
13.	Monoranjan Roy	29,93,393	29.870
14.	Sujit Kumar	1,25,000	1.247
15.	Yogesh Poswal	1,05,000	1.048

**(1)(d) Statement showing Shareholding of persons belonging to the category “Public” and holding more than 5% of the total number of shares of the Company:**

Sr. No.	Name of the Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	Monoranjan Roy	29,93,393	29.87

**(I)(e) Statement showing details of locked-in-shares**

Sr. No.	Name of the Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
	Nil	Nil	Nil

**LIST OF TOP 10 SHAREHOLDERS AS ON SEPTEMBER 19, 2014.**

S. No	Name of Shareholders	No of Shares	% of total No. of Shares
1.	Mr. Monoranjan Roy	29,93,393	29.87
2.	M/s Anima Credit & Investments (P) Ltd.	5,00,000	4.99
3.	M/s Cuckoo Merchandise (P) Ltd.	4,50,000	4.49
4.	M/s Accent Commerce (P) Ltd.	4,50,000	4.49
5.	M/s Graceful Advisory Services Pvt. Ltd.	3,80,000	3.79
6.	M/s Gomti Commercial Pvt. Ltd.	2,30,000	2.30
7.	M/s Sensex Distributors Private Limited	1,90,000	1.90
8.	M/s Bam Basuki Tradelink Pvt. Ltd.	1,68,100	1.68
9.	M/s Bestlite Mercantile Pvt. Ltd.	1,45,000	1.45
10.	Mr. Sujit Kumar	1,25,000	1.25

**Shareholding Pattern as on June 30, 2014**

Category	No. of Shareholders	No. of Shares	% of Shares Held
<b>Promoters and Promoter Group</b>			
Individual	NIL	NIL	00.00
Body Corporate	NIL	NIL	00.00
<b>Public Shareholding</b>			
Individuals	208	6,235,183	62.22
Body Corporate	90	3,785,517	37.77
Others	1	800	00.01
<b>Total</b>	<b>299</b>	<b>10,021,500</b>	<b>100.00</b>

**Distribution of Shareholding**

Distribution of Shareholding as on June 30, 2014, is as given below:

**(I)(a) Shareholding pattern as on June 30, 2014, as per Clause 35 of Listing Agreement**

Category of Shareholder	No. of Shareholders	Total No. of Shares	Total No. of Shares held in Dematerialized Form	Total Shareholding as a % of Total No. of Shares			Shares pledged or Otherwise encumbered
				As a % of (A+B)	As a % of (A+B+C)	No. of shares	
<b>(A) PROMOTER AND PROMOTER GROUP</b>							
<b>Indian</b>							
Individuals/ Hindu Undivided Family	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub-Total (A)(1)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Foreign</b>							
<b>Sub-Total (A)(2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Sub Total (A)(1)+(A)(2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>PUBLIC SHAREHOLDING</b>							
<b>Institutions</b>							

**Information Memorandum- Pincon Spirit Limited**

<b>Sub-Total (B) (1)</b>	0	0	0	0	0	0	0
<b>Non- institutions</b>							
Bodies Corporate	90	3,785,517	1,001,917	37.774	37.774	0	0
Individuals - (iii) Individual shareholders holding Nominal share capital up to Rs.1 lakh.	164	344,515	226,615	3.436	6.634	0	0
(iv) Individual shareholders holding Nominal share capital in excess of Rs. 1 lakh.	44	5,890,668	3,807,268	58.780	55.584	0	0
(iii)Other							
- Clearing Member	1	800	800	0.008	0.008		
<b>Sub-Total (B) (2)</b>	<b>299</b>	<b>10,021,500</b>	<b>5,036,600</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0</b>
<b>Total Public Shareholding (B) = (B) (1) + (B) (2)</b>	<b>299</b>	<b>10,021,500</b>	<b>5,036,600</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0</b>
<b>TOTAL (A) +(B)</b>	<b>299</b>	<b>10,021,500</b>	<b>5,036,600</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0</b>
<b>Shares held by Custodians and against which Depository Receipts have been issued</b>							
Promoters and Promoter Group	0	0	0	0	0	0	0
Public	0	0	0	0	0	0	0
<b>GRAND TOTAL (A) + (B) + (C)</b>	<b>299</b>	<b>10,021,500</b>	<b>5,036,600</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0</b>

**(1)(b) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category “promoter and promoter group”**

Sr. No.	Name of the Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
	NIL		

**(1)(c) Statement showing Shareholding of persons belonging to the category “Public” and holding more than 1% of the total number of shares of the Company:**

Sr. No.	Name of the Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	Accent Commerce (P) Ltd	4,50,000	4.490
2.	Anima Credit and Investments (P) Ltd	5,00,000	4.989
3.	Bam Basuki Tradelinks Pvt Ltd	1,68,100	1.677
4.	Bestlife Merchantile Pvt Ltd	1,45,000	1.447
5.	Cuckoo merchandise (P) Ltd	4,50,000	4.490
6.	Dhombain Commerce (P) Ltd	1,06,000	1.058
7.	Gomti Commerce Pvt Ltd	2,30,000	2.295
8.	Graceful Advisory Services Pvt Ltd	3,80,000	3.792
9.	Sensex Distributors Pvt Ltd	1,90,000	1.896
10.	Ajay Tiwari	1,22,700	1.224
11.	Dipak Kumar Das	1,94,000	1.936
12.	Mithun Das	1,27,300	1.270
13.	Monoranjan Roy	29,93,393	29.870
14.	Sujit Kumar	1,25,000	1.247
15.	Yogesh Poswal	1,05,000	1.048

**(1)(d) Statement showing Shareholding of persons belonging to the category “Public” and holding more than 5% of the total number of shares of the Company:**

Sr. No.	Name of the Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	Monoranjan Roy	29,93,393	29.87



**(I)(e) Statement showing details of locked-in-shares**

Sr. No.	Name of the Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
	Nil	Nil	Nil

**Shareholding Pattern as on March 31, 2014**

Category	No. of Shareholders	No. of Shares	% of Shares Held
<b>Promoters and Promoter Group</b>			
Individual	NIL	NIL	00.00
Body Corporate	NIL	NIL	00.00
<b>Public Shareholding</b>			
Individuals	208	6,235,183	62.22
Body Corporate	90	3,785,517	37.77
Others	1	800	00.01
<b>Total</b>	<b>299</b>	<b>10,021,500</b>	<b>100.00</b>

**Distribution of Shareholding**

Distribution of Shareholding as on March 31, 2014, is as given below:

**(I)(a) Shareholding pattern as on March 31, 2014, as per Clause 35 of Listing Agreement**

Category of Shareholder	No. of Shareholders	Total No. of Shares	Total No. of Shares held in Dematerialized Form	Total Shareholding as a % of Total No. of Shares			Shares pledged or otherwise encumbered
				As a % of (A+B)	As a % of (A+B+C)	No. of shares	
<b>(A) PROMOTER AND PROMOTER GROUP</b>							
<b>Indian</b>							
Individuals/ Hindu Undivided Family	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL

*Information Memorandum- Pincon Spirit Limited*

<b>Sub-Total (A)(1)</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Foreign</b>							
<b>Sub-Total (A)(2)</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub Total (A)(1)+(A)(2)</b>	NIL	NIL	NIL	NIL	NIL	NIL	<b>NIL</b>
<b>PUBLIC SHAREHOLDING</b>							
<b>Institutions</b>							
<b>Sub-Total (B)(1)</b>	0	0	0	0	0	0	0
<b>Non- institutions</b>							
Bodies Corporate	90	3,785,517	1,001,917	37.774	37.774	0	0
Individuals - (v) Individual shareholders holding Nominal share capital up to Rs.1 lakh.	107	343,500	225,600	3.428	3.428	0	0
(vi) Individual shareholders holding Nominal share capital in excess of Rs. 1 lakh.	46	5,891,683	3,486,983	58.790	58.790	0	0
(iii)Other							
- Clearing Member	1	800	800	0.008	0.008		
<b>Sub-Total (B)(2)</b>	<b>244</b>	<b>10,021,500</b>	<b>4,715,300</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0</b>
<b>Total Public Shareholding (B) = (B) (1) + (B) (2)</b>	<b>244</b>	<b>10,021,500</b>	<b>4,715,300</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0</b>
<b>TOTAL (A) +(B)</b>	<b>244</b>	<b>10,021,500</b>	<b>4,715,300</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0</b>
<b>Shares held by Custodians and against which Depository Receipts have been issued</b>							
Promoters and Promoter Group	0	0	0	0	0	0	0
Public	0	0	0	0	0	0	0
<b>GRAND TOTAL (A) + (B) + (C)</b>	<b>244</b>	<b>10,021,500</b>	<b>4,715,300</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0</b>

**(1)(b) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category “promoter and promoter group”**

Sr. No.	Name of the Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
	NIL		

**(1)(c) Statement showing Shareholding of persons belonging to the category “Public” and holding more than 1% of the total number of shares of the Company:**

Sr. No.	Name of the Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	Accent Commerce (P) Ltd	4,50,000	4.490
2.	Anima Credit and Investments (P) Ltd	5,00,000	4.989
3.	Bam Basuki Tradelinks Pvt Ltd	1,68,100	1.677
4.	Bestlife Merchantile Pvt Ltd	1,45,000	1.447
5.	Cuckoo merchandise (P) Ltd	4,50,000	4.490
6.	Dhombain Commerce (P) Ltd	1,06,000	1.058
7.	Gomti Commerce Pvt Ltd	2,30,000	2.295
8.	Graceful Advisory Services Pvt Ltd	3,80,000	3.792
9.	Sensex Distributors Pvt Ltd	1,90,000	1.896
10.	Ajay Tiwari	1,22,700	1.224
11.	Monoranjan Roy	29,93,393	29.870
12.	Sujit Kumar	1,25,000	1.247
13.	Yogesh Poswal	1,05,000	1.048

**(1)(d) Statement showing Shareholding of persons belonging to the category “Public” and holding more than 5% of the total number of shares of the Company:**

Sr. No.	Name of the Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	Monoranjan Roy	29,93,393	29.87

**(I)(e) Statement showing details of locked-in-shares**

<b>Sr. No.</b>	<b>Name of the Shareholder</b>	<b>Number of shares</b>	<b>Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}</b>
	Nil	Nil	Nil

**Details of Outstanding Convertible Instruments including Warrants Pending Conversion**

There are no Outstanding Convertible Instruments including Warrants Pending for Conversion

**Statement showing dividends and cash bonuses paid during the last 10 years or such shorter period as the Company has been in existence**

Company has not paid dividends and cash bonuses during the last 10 years

**Statement containing particulars of the dates of and parties to all material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents (except those entered into in the ordinary course of business carried on or intended to be carried on by the Company) together with the brief description of terms, subject matter and general nature of the documents, if applicable**

Not Applicable.

**Statement containing particulars of any commission, brokerage, discount or other special terms including an option for the issue of any kind of securities granted to any person, if applicable**

Not Applicable.

**Our company has entered into Scheme of amalgamation with M/s. Gomukh Commercial Pvt. Ltd. (GCPL) in share swap ratio of 3:1 wherein our company will issue 2,80,29,000 Equity shares of Rs. 10/- each and will pay a consideration of Rs.0.06 to shareholders of GCPL. The said scheme is filed with Stock Exchange is awaiting SEBI & Stock Exchange clearance and will be later filed with High Court of Kolkata.**

**OUR HISTORY, BUSINESS, PROMOTER AND MANAGEMENT**

Name of Company	Pincon Spirit Limited
Registered & Corporate Office	7, Red Cross Place, "Wellesley House" 3rd Floor, Kolkata - 700 001, <b>Tel No.:</b> 033 - 2231 9135, 033 - 2262 4943/44 <b>Email:</b> pinconspiritlimited@gmail.com
Company Website Address	<a href="http://www.pinconspirit.in">www.pinconspirit.in</a>
Name of Directors as on date	1. Mr. Monoranjan Roy - Managing Director 2. Mr. Arup Thakur - Executive Director & CFO 3. Mr. Subrata Basu - Executive Director 4. Mr. Jagbahadur Singh Negi - Independent Director 5. Mr. Kunal Saxena - Independent Director 6. Mr. Santanu Mitra - Independent Director
Brief Nature of Business	The company is engaged in the business of Blending, Bottling and Whole Sale Distribution own Brand of IMFL products i.e. PINCON, having Rum, Whisky, Vodka, Beer, Brandy etc.  In Q1 of FY 2013-14, the Company added another line of business i.e. FMCG Division comprising of Edible Oil of different types, to its activity profile. The Company has also added Blending, Bottling of Country Spirit into its present line of activities in the Q2 of FY 2013-14.
Name change of Company in last five years	The Name of the Company was changed from " <b>SARANG VINIYOG LIMITED</b> " to its present name " <b>PINCON SPIRIT LIMITED</b> " in the year 2011.
Change in main line of business in last five years	Our Company added another line of business i.e. FMCG Division comprising of Edible Oil of different types, to its activity profile in the first quarter of FY 2013-14
Exchanges where the Company is listed indicating Regional Stock Exchange	The Company's Equity Shares are Listed with Calcutta Stock Exchange Limited.
Whether listing fees paid to all the Exchanges	Listing fees has been paid till date to Calcutta Stock Exchange Limited.
Name of Auditors and the Changes in last five years with the dates, If yes reason for the same	<b>CA. Anupam Sarkar,</b> Chartered Accountant 1/52 Bijoygarh, Kolkata-700032 <b>Mobile : +91 99 0377 6223</b>  <b>There is no change in the Auditors of the Company in the last five years</b>
Action taken against the Company by any other exchange in last five years	No action has been taken against our Company by any stock exchange in last five years.

**MAIN OBJECTS OF THE COMPANY**

**THE MAIN OBJECTS OF THE COMPANY AS PER MEMORANDUM OF ASSOCIATION ARE AS FOLLOWS:**

1. To acquire, exchange, invest, buy, sell, transfer, hypothecate, deal in/and dispose of any shares, stocks, debentures, whether perpetual or redeemable debenture, debenture stock, securities, properties and securities of any Government and Local Authority, bonds, certificates and to receive money, deposits on interest or otherwise and to lend money, and negotiate loans with or without security to such companies, firms or persons, and on such terms as may seem expedient, and to guarantee the performance of contracts by any person, companies or firms provided that the company shall not carry on the business of banking.
2. To borrow or raise or secure the payment of money in such manner as the Company may think fit and in particular by the issue of Bonds, Debentures, Perpetual or otherwise charged upon all or any part of the Company's properties, both present and future, including its uncalled capital and to purchase, release or pay of any such securities.
3. To undertake and carry on business of safe deposit companies and trust companies and guarantee business in all their respective branches.
4. To carry in all their respective branches the business of general finance, investment, trust and legal trust.
5. To act as brokers and underwriters and to give any guarantee for the payment of money or the performance of any obligations or underwriting.
6. To carry on all or any of the business of buyers, sellers, suppliers, traders, merchants, importers, exporters, hires, indenters, brokers, agents, assemblers, packers, stockiest, distributors, manufactures, processors and dealers of and in all kinds of agricultural produces, food-articles, forest products, minerals, metals, industrial and other gases, Alcohol, Wines & Beverages, edible and non-edible oils and fats, Vanaspati, Refined Oils consumer goods, household goods, hardware & stores, Supper Enameled Cooper Wires, Aluminum Wires, Steel Wires and Cables, plant & machinery, stores spare parts and accessories, commercial, natural and man-made fibres, textiles of all kinds, all types of yarn, Jute and Jute products, cement, chemicals, building materials, vehicles, vehicle parts, machine parts, industrial components, Iron and Steel, plastics, and electronic parts & devices, bullion, Precision stones, work of art, antique, curios, Jewellery and ornaments and in all kinds of machinery, accessories and other things required in connection therewith.

**Overview**

Our Company is listed with Calcutta Stock Exchange and is engaged in three distinct business lines in Indian Made Foreign Liquor (IMFL), Country Spirit Division and Fast Moving Consumer Goods (FMCG).

Our Company is managed by able Board of Directors who is having professional aptitude and qualification in their respective field of operations. The Key Managerial persons are also highly experienced and veterans in IMFL & FMCG marketing and production.

**IMFL Division**

It consists of Blending Bottling and Wholesale Distribution of Indian Made Foreign Liquor (IMFL) viz. Rum, Whiskey, Vodka, Brandy and Beer (in Beverages). The Company is having its own brand i.e. 'PINCON' in Rum, Whiskey and Vodka, Brandy, having market base in Multi-state level. It is also having Wholesale distribution of almost all the leading and established brands in West Bengal.

One of the Subsidiary Company M/s Priya Laboratories Pvt. Ltd. is having its own bottling Unit at Kolkata . The Company is also having bottling with under tie-up arrangement with Srilab Breweries Pvt. Ltd. (Ranchi, Jharkhand), Kwality Bottlers Pvt. Ltd. (Khurda, Odisha) and Kalpatharu Breweries & Distilleries Pvt. Ltd. (Bengaluru, Karnataka)

The present market base of own brand is in the states of West Bengal, Jharkhand, Odisha and in UT of Goa. It has imminent plans for entering the states of Bihar, Andhra Pradesh, New Delhi, Assam, Arunachal Pradesh, Meghalaya and Chhattisgarh with ultimate objectives of PAN India presence.

The Company / its subsidiary/ associates has IMFL/Beer distribution licenses in Kharagpur and Kolkata. All these distribution licenses serve for all major IMFL Companies in the trade with a combined storage capacity of above one lakh cases.



The Company is engaged in the activity of Blending, Bottling of Own Brand Products like:

- ✦ PINCON XXX Matured Rum
- ✦ Highland Blue Deluxe Whisky
- ✦ PINCON No. 1 Select Whisky
- ✦ Pincon Perfect Vodka
- ✦ Pincon King's Coin 50° Whisky
- ✦ Pincon King's Coin 50° Vodka
- ✦ Pincon King's Coin 50° Rum

Pincon XXX Rum is the most emerging and known mass brand in the State of West Bengal. It enjoys maximum brand recall and its present in every nook and corner in the State.

### **COUNTRY SPIRIT DIVISION**

The Company has started a new business of Blending and bottling of Own Brand Country Spirit in the name of M/S Yours Laboratories Private Limited at Gopalpur, Chandigarh, P. O. -Ganganagar, 24 Parganas (North) Pin.: 700132, West Bengal. The Brand name is registered as "Bangla No. 1". The present production capacity of the unit is around 25000 cases per month.





**FMCG Division**

The Company has a wide spread distributor tie-up for marketing its FMCG products consisting of “PINCON” brand Edible Oil. Present market base has active presence in West Bengal, Jharkhand, Odisha in Eastern India and in Uttar Pradesh in Northern India. The production set-up of the Company is in Kolkata, West Bengal and Agra, Uttar Pradesh. The units are well equipped with modern machineries for effective and proper production along with adequate quality control measures. There is adequate storage space for stocking of raw materials and finished goods for unhindered market supply.

The Company has also received an order from West Bengal Essential Commodities Supply Corporation Limited, a Government of West Bengal undertaking for supply of Kachi Ghani Mustard Oil to the ration card holders in every district of West Bengal.



**OUR MANAGEMENT**

Sr. No	Directors	Date of Appointment	No. of Equity Shares held & % of Share holding	Other Directorships
1.	<p><b>Name:</b> Mr. Monoranjan Roy  <b>Age:</b> 38 years  <b>Designation:</b> Chairman &amp; Managing Director  <b>Address:</b>                      247/C Raipur Road, Sree Colony, Kolkata, 700092, West Bengal.  <b>Experience:</b> 15 years  <b>Occupation:</b> Business  <b>Qualification:</b> Masters in Economics &amp; Masters in Business Management  <b>DIN:</b> 02275811</p>	August 10, 2010	29,93,393 Shares (29.87 %)	<ul style="list-style-type: none"> <li>➤ Gomukh Commercial Private Limited</li> <li>➤ Paul Distributors Pvt Ltd</li> <li>➤ Priya Laboratories Private Limited</li> <li>➤ Yours Laboratory Private Limited</li> </ul>
2.	<p><b>Name:</b> Mr. Arup Thakur  <b>Age:</b> 50 years  <b>Designation:</b> Executive Director  <b>Address:</b>                      Top Floor, 91B, Sanfuipara, Baidyapara, Kolkata-700078, West Bengal.  <b>Experience:</b> 20 years  <b>Occupation:</b> Service  <b>Qualification:</b> Chartered Accountant  <b>DIN:</b> 03476120</p>	January 3, 2013	NIL	<ul style="list-style-type: none"> <li>➤ Pincon Public School Limited</li> <li>➤ Pincon Securities Limited</li> <li>➤ Paul Distributors Private Limited</li> </ul>
3.	<p><b>Name:</b> Mr. Subrata Basu  <b>Age:</b> 47 Years  <b>Designation:</b> Executive Director  <b>Address:</b>                      42D, Baldeo Para, Maniktola Main Road, Maniktola, Kolkata, 700006, West Bengal.  <b>Experience:</b> 20 Years  <b>Occupation:</b> Business  <b>Qualification:</b> M.Com  <b>DIN:</b> 06758717</p>	December 16, 2013	NIL	NIL

**Information Memorandum- Pincon Spirit Limited**

4.	<p><b>Name:</b> Mr. Jagbahadur Singh Negi  <b>Age:</b> 66 Years  <b>Designation:</b> Independent Director  <b>Address:</b>  QTR.NO – 193, 2<sup>nd</sup> Floor, Gautam Nagar,  Delhi – 110049,  New Delhi.  <b>Experience:</b> 40 Years  <b>Occupation:</b> Retired IPS  <b>Qualification:</b> IPS  <b>DIN:</b> 05300787</p>	June 30, 2014	NIL	NIL
5.	<p><b>Name:</b> Mr. Kunal Saxena  <b>Age:</b> 27 Years  <b>Designation:</b> Independent Director  <b>Address</b>  Hno. 102, Sai Brindavan Mansion, Vijay Vihar Layout, Kodigehalli Main Road, Bangalore – 560048, Karnataka.  <b>Experience:</b> 10 Years  <b>Occupation:</b> Business  <b>Qualification:</b> B-Tech &amp; MBA in Marketing, Program on Business Management from IIM, Kolkata  <b>DIN:</b> 06910627</p>	June 30, 2014	NIL	NIL
6.	<p><b>Name:</b> Dr. Santanu Mitra  <b>Age:</b> 59 Years  <b>Designation:</b> Independent Director  <b>Address</b>  3c, Nandy Street, Kolkata – 700029, West Bengal.  <b>Experience:</b> 30 Years  <b>Occupation:</b> Company Secretary  <b>Qualification:</b> PCS &amp; Phd. In Law  <b>DIN:</b> 06553939</p>	July 14, 2014	NIL	<ul style="list-style-type: none"> <li>➤ Genesung Medicare Services Private Limited</li> <li>➤ Jain Infraprojects Limited</li> </ul>

**Brief Profile of Directors**

<b>Name</b>	<b>Mr. Monoranjan Roy</b>
<b>PAN</b>	AROPR1716R
<b>Profile</b>	<p>Mr. Monoranjan Roy aged about 38 years is a successful Industrialists having business experience of over 15 years. He has done Masters in Economics &amp; Business Management. He started his business career at a very tender age. By virtue of his hard work and honest endeavor for achieving business goal, he has created a commendable position in the business circle. His assignments have diversified range of activities from base of management to regulation.</p> <p>Mr. Monoranjan Roy has been honored by “Excellence Award” as the Entrepreneur of the year 2011 by “Institute of Economic Studies (IES)”.</p>

<b>Name</b>	<b>Mr. Arup Thakur</b>
<b>PAN</b>	AHAPT9481B
<b>Profile</b>	<p>Mr. Arup Thakur, Chartered Accountant by profession, having an experience of over 20 years in Accounts, Audit, Finance, Investments. During the course of his professional career, he gained vast exposure in the field of Bank Audit, Audit of Govt. Undertakings and other Sundry audit. He has also acquired an in depth exposure in Project Feasibility Study and Project Appraisal. His diversified experience in finance, accounts, audit and investments benefits PINCON Group in maintaining the business activity within the prudential norms. He is entrusted with the overall finance and investment decision of the Company.</p>

<b>Name</b>	<b>Mr. Subrata Basu</b>
<b>PAN</b>	BWHPB4572Q
<b>Profile</b>	<p>Mr. Subrata Basu has almost two decades of banking experience at senior level in a reputed public sector &amp; private sector bank with experience in processing large value proposals, corporate finance proposals, supervising &amp; monitoring credit administration activities for east, north-east &amp; central zone. He also served as VP-Corporate Business development with Peerless Securities Ltd.</p>

<b>Name</b>	<b>Mr. Jag Bahadur Singh Negi (JBS Negi)</b>
<b>PAN</b>	ADAPN7103J
<b>Profile</b>	<p>Mr. JBS Negi aged about 66 yrs is presently serving as Advisor to Magma Fincorp Ltd., Amity International School &amp; Scretary to NEKIB Delhi. He is Retired IPS of 1976 Batch of noted repute, posted first at West Bengal for 11 years, 8 and half years in CBI, 5 years in Tripura, 6 years in Sashast Seema Bal (SSB) to serve the people.</p>

<b>Name</b>	<b>Mr. Kunal Saxena</b>
PAN	BUAPS2174L
Profile	Mr. Kunal Saxena is a B. Tech ( IT – Gold Medalist) from Guru Nanak Dev University. He has done his project management from IIT, Delhi, program on Business Management from IIM (Calcutta), SAP from Western Georgia University, MBA in Marketing from Edit Cowan University, Australia. He has an overall work experience of around a decade.

<b>Name</b>	<b>Dr. Santanu Mitra</b>
PAN	AEWPM1740D
Profile	Dr. Santanu Mitra aged about 59 years is a doctorate in law and FCS having a vast experience in the Legal field. He is having above 25 years of experience. Presently he is serving as a faculty in numerous Institutes and Universities such as Institute of Engineering & Management (IEM), Indian Institute of Planning & Management, Heritage Institute of Technology, Institute of Company Secretary of India, Etc.

**Changes in Board of Directors during last five years:**

There have been no changes in our board of Director during last five years except following:

Sr. No.	Name of the Director	Date of Appointment	Date of Cessation
1.	Mr. Hare Krishna Behera	02/05/2006	09/06/2010
2.	Mr. Sanjay Chatterjee	13/01/2009	09/06/2010
3.	Mr. Amar Nath Kundu	01/04/2009	04/04/2011
4.	Mr. Ranadeep Basu	01/04/2009	07/07/2010
5.	Mr. Siddhartha Roy	12/06/2011	06/08/2011
6.	Mr. Partha Dutta	02/06/2010	28/07/2010
7.	Mr. Amit Das	22/01/2010	13/03/2011
8.	Mr. Dipankar Basu	06/01/2011	06/08/2011
9.	Mr. Pratyush Kumar Saha	06/01/2011	13/06/2011
10.	Mr. Bahadur Singh Kathoria	08/08/2011	10/10/2011
11.	Mr. Swapan Kumar Sircar	04/12/2012	06/03/2014
12.	Mr. Malay Kumar Banerjee	04/12/2012	07/02/2012
13.	Mr. Monoranjan Roy	12/03/2010	09/06/2010
14.	Mr. Monoranjan Roy (As Managing Director)	10/08/2010	-
15.	Mrs. Mousumi Roy	04/09/2009	04/04/2011
16.	Mrs. Mousumi Roy	06/08/2011	28/02/2014
17.	Mr. Arup Thakur	03/01/2013	-
18.	Mr. Raj Kumar Roy	06/08/2011	06/03/2014
19.	Mr. Hari Singh	08/06/2012	06/03/2014
20.	Mr. Mrinmoy Kasyapi	03/01/2013	06/03/2014
21.	Mr. JBS Negi	08/06/2012	30/10/2013
22.	Mr. Subrata Basu	16/12/2013	-
23.	Mr. Kunal Saxena	30/06/2014	-
24.	Mr. JBS Negi	30/06/2014	-
25.	Mr. Santanu Mitra	14/06/2014	-

**Details of Borrowing Powers of the Company**

The Board may from time to time at its discretion, subject to the provisions of the Companies Act, raise or borrow from and secure payments of any sum or sums of money for the purposes of the Company.

**Relationship among directors**

None of the present directors of our Company are having any family relationship with each other.

**Arrangements with major shareholders, customers, suppliers or others**

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any Director was appointed as a Director or member of senior management of Our Company.

**Interest of Directors**

All the Directors of the Company may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or Committee thereof as well as to the extent of other remuneration and/or reimbursement of expenses payable to them for services rendered by them as officers of the Company in accordance with the applicable laws. All the Directors may also be deemed to be interested to the extent of equity shares, if any, already held by them and also to the extent of any dividend payable to them and other distributions in respect of the said equity shares. All the Directors may also be deemed to be interested to the extent of normal transactions, if any, with the Company.

**Corporate Governance**

The Company is in compliance to all the applicable clauses of Corporate Governance including the Corporate Governance norms under clause 49.

Our Company being listed Company, is in compliance with Clause 49 of the Listing Agreements pertaining to Corporate Governance, including composition of Board of Directors, appointment of Independent Directors and constitution of Committees such as Audit Committee, Shareholders’ / Investor Grievance Committee and Remuneration Committee.

**Composition of Board of Directors**

The Board of Directors of the Company consists of 6 (Six) Directors out of which 3 (Three) are Non Executive- Independent Directors, 3 (Three) are Executive Directors.

The Board of directors has formed various committees’ viz. Audit Committee, Shareholders/Investor’s Grievance committee and Remuneration Committee as required under Clause 49 of the Listing Agreement as under:

<b>Committee</b>	<b>Name of the Director</b>	<b>Designation</b>
<b>Audit Committee</b>	Mr. JBS Negi	Chairman - Independent Director
	Mr. Kunal Saxena	Member - Independent Director
	Mr. Arup Thakur	Member - Executive Director
<b>Shareholder/ Investor Grievance Committee</b>	Mr. JBS Negi	Chairman - Independent Director
	Mr. Kunal Saxena	Member - Independent Director
	Mr. Subrata Basu	Member - Executive Director
<b>Remuneration Committee</b>	Mr. JBS Negi	Chairman- Independent Director
	Mr. Kunal Saxena	Member - Independent Director
	Mr. Santanu Mitra	Member - Independent Director

**Compliance Report on Corporate Governance as on date of IM**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	<b>49 I</b>		NA
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation disclosures	49(IB)	Yes	
(C) Other provisions as to Board and Committees	49(IC)	Yes	
(D) Code of Conduct	49(ID)	Yes	
<b>II. Audit Committee</b>	<b>49(II)</b>		NA
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(IIB)	Yes	
(C) Powers of Audit Committee	49(IIC)	Yes	
(D) Role of Audit Committee	49(IID)	Yes	
(E) Review of Information by Audit Committee	49(IIE)	Yes	
<b>III. Subsidiary Companies</b>	<b>49(III)</b>	Yes	
<b>IV. Disclosures</b>	<b>49(IV)</b>		
(A) Basis of related party transactions	49(IV A)	NA	
(B) Disclosure of Accounting treatment	49 (IV B)	N.A	There is no change in accounting policies other than accounting standards.
(C) Board Disclosures - Risk Management	49(IVC)	Yes	
(D) Proceeds from Public Issues, rights issues, preferential basis etc.	49(IV D)	N.A	
(E) Remuneration of Directors	49(IV E)	Yes	
(F) Management	49(IV F)	Yes	
(G) Shareholders	49(IV G)		
<b>V. CEO/CFO Certification</b>	<b>49 (V)</b>	Yes	
<b>VI. Report on Corporate Governance</b>	<b>49(VI)</b>	Yes	
<b>VII. Compliance</b>	<b>49(VII)</b>	Yes	



**Board Procedure**

The Board of Directors meets at least once in a quarter and there will be not less than 4 meetings in a year. The agenda for the meeting together with the relevant notes are circulated in accordance with the provisions of the Companies Act, 2013.

**Report on Corporate Governance**

Our Company is in compliance with the provisions of the clause 49 of the Listing Agreement.

**Compliance Certificate on Corporate Governance**

Certificates from our Statutory Auditors confirming compliance with all the conditions of the Corporate Governance, as stipulated in clause 49 of the Listing Agreement of the Stock Exchange are in place.

**Compliance with Listing Agreement**

Our Company is listed on CSE and has complied with the requirements under the Listing Agreement of CSE.

**Declaration of Operating Results**

We declare the Quarterly operating results which are reported to the Stock Exchange in compliance with the provisions of the Listing Agreement.

**Payment or Benefit**

No amount or benefit (other than salary) has been paid or given by Our Company within two preceding years or intended to be given to any officer of Our Company.

**DETAILS OF THE PROMOTERS IN CATEGORY OF BODY CORPORATE:**

Our company does not have any promoters. Our Company is a professionally managed company and does not have an identifiable promoter in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations").



**DETAILS OF SUBSIDIARY COMPANIES**

As on the date of this Information Memorandum the Company has two subsidiary Companies as follows:

Sr. No.	Name	Listing Status
1.	<b>M/s. Paul Distributors Private Limited</b>	Unlisted
2.	<b>M/s. Priya Laboraties Private Limited</b>	Unlisted

**1. M/S. PAUL DISTRIBUTORS PRIVATE LIMITED**

<b>Name of the Company</b>	<b>M/S. PAUL DISTRIBUTORS PRIVATE LIMITED</b>
<b>Brief nature of Business</b>	The Company is engaged in the selling of Indian Made Foreign Liquor (IMFL). It caters to domestic markets only. Pincon Spirit Limited owns 55% of the Company's equity shares capital and has the ability to control its operating and financial policies.
<b>Date of Incorporation</b>	29 June 1995
<b>CIN</b>	U55109WB1995PTC072426
<b>PAN Card no.</b>	AADCP1242R
<b>Registered Office Address</b>	O. T. Road, Inda, Kharagpur, District - Paschim Medinipur, West Bengal- 721305
<b>Board of Directors</b>	1. Mr. Monoranjan Roy 2. Mr. Arup Thakur

**Shareholding pattern of the Company:**

Sr. No.	Name of the Directors	Number of Shares held	%age of Shareholding
1	Pincon Spirit Limited	55,000	55%
2	Monoranjan Roy	40,000	40%
3	Arup Thakur	5,000	5%
	<b>TOTAL</b>	<b>100,000</b>	<b>100.00%</b>

**2. M/S. PRIYA LABORATIES PRIVATE LIMITED**

<b>Name of the Company</b>	<b>M/S. PRIYA LABORATIES PRIVATE LIMITED</b>
<b>Brief nature of Business</b>	The Company is engaged in the Bottling and Blending of Indian Made Foreign Liquor (IMFL). It caters to domestic markets only. Pincon Spirit Limited owns 62.50% of the Company's equity shares capital and has the ability to control its operating and financial policies.
<b>Date of Incorporation</b>	10 November 2003
<b>CIN</b>	U24246WB2003PTC097219
<b>PAN Card no.</b>	AADCP4377M

<b>Registered Office Address</b>	7, Red Cross Place, "Wellesley House", 3 <sup>rd</sup> Floor, Kolkata- 700001
<b>Board of Directors</b>	1. Mr. Monoranjan Roy 2. Mr. Raj Kumar Roy

**Shareholding pattern of the Company:**

<b>Sr. No.</b>	<b>Name of the Directors</b>	<b>Number of Shares held</b>	<b>%age of Shareholding</b>
1.	Pincon Spirit Limited	1,523,625	62.50%
2.	Monoranjan Roy	914,175	37.50%
	<b>TOTAL</b>	<b>2,437,800</b>	<b>100.00%</b>

The Subsidiary companies as stated above are unlisted Companies and further no public issue (including any rights issue to the public) had been made in the preceding three years. The companies have not become a sick Company under the meaning of SICA.

**GROUP COMPANIES**

As on date other than the Subsidiary Companies mentioned above, Our Company does not have any Group Companies or other companies under the same management within the meaning of section 370 (1B) which is presently listed on BSE or which has made any capital issue during the last three years.

**OUTSTANDING LITIGATION AND OTHER REGULATORY DISCLOSURES**

**OUTSTANDING LITIGATION:**

**Company**

As on date, there are no pending litigations by or against the Company.

**Subsidiary:**

As on date there are no pending litigation by or against the subsidiaries of the Company

**Group Companies:**

As on date we do not have any group Company.

**Directors**

As on date, there are no pending litigations in by or against our Directors except the following:

Special Case no. 11/2012, G.R 1506/2006 and G.R 1507/2006 against Mr. Monoranjan Roy u/s.120B/420/467/468/471/419 of IPC is pending before Ld. Judge Special ,Court No. 4, Calcutta and Ld. 21th M.M Court, Calcutta respectively and Special Case no. 2/2009, 3/2009 and 4/2009 U/S 120 B/409/420/467 IPC Pending before Ld. Special Judge at Alipore. Mr. Monoranjan Roy challenging the said FIR's/cases had filed an application for proceeding u/s. 482 CrPC before the Honble High Court at Calcutta. The said application is preliminarily accepted and an order to stay the proceedings passed by the Honble. High Court at Calcutta.

Mr. Monoranjan Roy has filed a case against Mr. Arvind Singh (Prop. Of Kona F.L. Off Shop) Case No. C/48118/13 before Ld. 19th Metropolitan Magistrate, Kolkata. U/S 138 of NI Act, 1881.

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**GENERAL DISCLOSURE:**

There were no materially significant transactions with the related parties viz. Promoters, Directors and their relatives, conflicting with Company's interest.

No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory Authority or any matter related to capital markets during the last three years.

**FINANCIAL INFORMATION**

**STATEMENT OF ASSETS AND LIABILITIES (Standalone)**

(Rs. In Lacs)

Sr. No.	Particulars	31.03.2014	31.03.2013	31.03.2012	31.03.2011
1	<b>Shareholder's Funds</b>				
	(a) Share Capital	1,002.15	1,002.15	1,002.15	1,002.15
	(b) Reserve and Surplus	2,955.96	1,961.17	1,113.03	427.35
2	<b>Share Application Money Pending For Allotment</b>				
3	<b>Non-Current Liabilities</b>				
	(a) Long Term Borrowings	3,044.01	-	-	-
	(b) Deferred Tax Liabilities	-	-	-	0.05
4	<b>Current Liabilities</b>				
	(a) Short-Term Borrowings	3,207.07	800.63	636.46	-
	(b) Trade Payables	84.91	87.83	80.75	103.20
	(c) Other Current Liabilities	50.73	16.52	-	3.83
	(d) Short-Term Provisions	1,252.47	884.00	461.00	214.23
	<b>TOTAL</b>	<b>11,597.30</b>	<b>4,752.30</b>	<b>3,293.39</b>	<b>1,750.84</b>
II	<b>ASSETS</b>				
1	<b>Non-Current Assets</b>				
	(a) Fixed Assets				
	(i) Tangible Assets	1,995.62	1,670.38	5.47	6.91
	(ii) Capital work-in- progress	-	-	150.00	-
	(b) Non - Current Investments	702.36	-	-	-
	(c) Long-Term Loans and Advances	243.09	200.00	250.00	-
	(d) Deferred Tax Assets	5.55	0.17	0.14	-
2	<b>Current Assets</b>				
	(a) Inventories	2,135.58	900.20	683.18	302.22
	(b) Trade Receivable	2,549.77	753.64	682.87	808.68
	(c) Cash and Cash Equivalents	38.59	80.64	51.53	4.01
	(d) Other Current Assets	3,926.74	1,147.27	1,470.20	628.99
	<b>TOTAL</b>	<b>11,597.30</b>	<b>4,752.30</b>	<b>3,293.39</b>	<b>1,750.84</b>



<b>STATEMENT OF ASSETS AND LIABILITIES (Standalone)</b>		<b>(Rs in Lakhs)</b>
	<b>Particulars</b>	<b>31.03.2010</b>
1	Sources of Funds:	
	Share Capital	1,002.15
2	Reserves and Surplus	438.28
	<b>TOTAL</b>	<b>1,440.43</b>
	Application for Funds:	
1	Fixed Assets	6.10
2	Investments	14.00
	Deferred Tax	-
3	Current Assets, Loans & Advances:	
	Inventories	294.06
	Sundry Debtors	2,566.72
	Cash & Bank Balances	2.29
	Loans & Advances	3,593.53
	Less :	
4	Current Liabilities & Provisions:	5,036.28
	Net Current Assets	1,420.33
	Deferred Tax Assets	0.001
	<b>TOTAL</b>	<b>1,440.43</b>
<p><b>*Note:</b> Balance Sheet for the F.Y 2009-10 is in old format, as Revised Schedule VI was not applicable.</p>		



**STATEMENT OF PROFIT AND LOSS (Standalone)**

(Rs. In Lacs)

Particulars	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Revenue From Operation	38,256.62	32,009.46	24,464.29	10,654.63
Other Income	43.09	-	-	-
<b>Total Revenue</b>	<b>38299.71</b>	<b>32,009.46</b>	<b>24,464.29</b>	<b>10,654.63</b>
<b>Expenses</b>				
Cost of Materials Consumed	9683.45	8578.85	7210.38	9971.85
Purchase of Traded Goods	25887.04	20454.68	15341.59	-
Change in Inventories	(841.65)	44.95	(177.68)	-
Other Manufacturing Expenses	527.79	450.68	388.89	-
Employee Benefit Expenses	89.36	32.61	18.32	10.20
Administrative & General Expenses	183.22	83.54	37.72	19.27
Selling & Distribution Expenses	883.60	872.83	771.97	229.22
Finance Costs	165.58	103.87	27.07	-
Depreciation and Amortization Expense	222.41	116.33	1.45	2.00
<b>Total Expenses</b>	<b>36,800.83</b>	<b>30,738.35</b>	<b>23,458.81</b>	<b>10232.56</b>
<b>Profit before exceptional and extraordinary items and tax</b>	-	-	-	-
<b>Provision for Standard and Sub-Standard assets</b>	-	-	-	-
<b>Profit before extraordinary items and tax</b>	-	-	-	-
<b>Extraordinary Items</b>	-	-	-	-
<b>Profit before Tax</b>	1,498.88	1,271.1	1,005.48	422.06
<b>Tax Expenses</b>	-	-	-	-
(1) Current tax	509.46	423	320	141
(2) Deferred Tax Liability/(Assets)	(5.37)	(0.04)	(0.2)	0.06
<b>Profit/loss for the year from continuing operation</b>	-	-	-	-
<b>Profit/(loss) from discounting operations</b>	-	-	-	-
<b>Tax expenses of discounting operations</b>	-	-	-	-





Profit/Loss from discontinuing operations after tax	-	-	-	-
Profit for the year	994.78	848.14	685.68	281.00
Earning per Equity share:				
Basic & Diluted	<b>9.93</b>	<b>8.46</b>	6.84	2.80

STATEMENT OF PROFIT AND LOSS (Standalone)		(Rs in Lakhs)
Particulars		31.03.2010
1	<b>INCOME</b>	
	Sales	5,597.82
	Other Income	-
	<b>TOTAL</b>	<b>5,597.82</b>
2	<b>EXPENDITURE</b>	
	Cost of Goods traded	5,247.61
	Employee Benefit Expenses	7.00
	Administrative & General Expenses	11.34
	Selling and Distribution Expenses	115.20
	Depreciation	1.17
	<b>TOTAL</b>	<b>5,382.35</b>
	<b>Profit before tax</b>	<b>215.47</b>
	Provision for Taxation	73.23
	Deferred Tax Adjustment	0.001
	<b>Profit After Taxation</b>	<b>142.23</b>
	Balance b/f from Last Year	(2.24)
	<b>Balance Carried to Profit &amp; Loss Account</b>	<b>139.98</b>
	Basic & Diluted Earnings Per Share	1.42
<p><b>*Note:</b> Statement of Profit for the F.Y 2009-10 is in old format, as Revised Schedule VI was not applicable.</p>		

**CASH FLOW STATEMENT FOR THE YEAR (Standalone)**

(Rs. In Lacs)

PARTICULARS	2013-14	2012-13	2011-12	2010-11	2009-10
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>					
Net Profit before tax	1,498.88	1,271.10	1,005.48	422.07	215.47
<b>Adjustments for:</b>					
Depreciation	222.41	116.33	1.45	2.00	1.17
Interest Paid	165.58	103.87	27.07	-	-
<b>Operating Profit before Working capital changes</b>	<b>1,886.88</b>	<b>1,491.31</b>	<b>1,033.99</b>	<b>424.07</b>	<b>216.65</b>
<b>Adjustments for:</b>					
(Increase) / Decrease in Inventories	(1,235.38)	(217.02)	(380.96)	(8.16)	(64.58)
(Increase)/ Decrease in Account Receivable	(1,796.12)	(70.77)	125.82	1,758.04	-1,845.70
(Increase)/ Decrease in Loans & Advances	(2,779.47)	322.93	(841.20)	2,964.54	-3,380.56
Increase/ (Decrease) in Account Payables	399.76	446.61	220.47	4,715.01	4,879.14
<b>Cash Generated from Operations</b>	<b>(3,524.34)</b>	<b>1,973.05</b>	<b>158.12</b>	<b>423.48</b>	<b>(195.06)</b>
Tax Paid	(509.47)	(423.00)	(320.00)	(141.00)	(73.24)
<b>Net Cash from Operating Activities</b>	<b>(4,033.81)</b>	<b>1,550.05</b>	<b>(161.88)</b>	<b>282.48</b>	<b>(268.29)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES:</b>					
Fixed Assets (including C.W.I.P.)	(547.65)	(1,631.24)	(150.00)	(2.82)	(7.28)
Fixed Deposit	(43.09)	50.00	(250.00)	-	-
Investment in Subsidiary	(702.36)	-	-	-	-
Proceeds from sale of Investments	-	-	-	14.00	-
Investment in Securities	-	-	-	-	(14.00)
<b>Net Cash from Investing Activities</b>	<b>(1,293.10)</b>	<b>(1,581.24)</b>	<b>(400.00)</b>	<b>11.18</b>	<b>-21.28</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>					
Application Money Received	-	-	-	-	290.44
Application Money Returned	-	-	-	(291.94)	-
Proceeds of Unsecured Loans	3,044.01	-	-	-	-
Proceeds of Secured Loans	2,406.43	164.18	636.46	-	-
Interest Paid	(165.58)	(103.87)	(27.07)	-	-
<b>Net Cash from Financing Activities</b>	<b>5,284.86</b>	<b>60.30</b>	<b>609.39</b>	<b>(291.94)</b>	<b>290.44</b>
<b>Net Increase/(Decrease) in Cash and Cash equivalents</b>	<b>(942.05)</b>	<b>29.10</b>	<b>47.51</b>	<b>1.73</b>	<b>0.87</b>
Cash and Cash equivalents as at 1st April (Opening Balance)	80.64	51.53	4.02	2.29	1.43
Cash and Cash equivalents as at 31st March (Closing Balance)	38.59	80.64	51.53	4.02	2.29

**STATEMENT OF ASSETS AND LIABILITIES (CONSOLIDATED)**

(Rs. In Lacs)

Sr. No.	Particulars	31.03.2014
1	<b>Shareholder's Funds</b>	
	(a) Share Capital	1,002.15
	(b) Reserve and Surplus	2,966.01
	(c) Minority Interest	524.91
2	<b>Share Application Money Pending For Allotment</b>	
3	<b>Non-Current Liabilities</b>	
	(a) Long Term Provisions	3,044.01
	(b) Deferred Tax Liabilities	-
4	<b>Current Liabilities</b>	
	( a ) Short-Term Borrowings	3,207.06
	(b) Trade Payables	374.81
	(c) Other Current Liabilities	110.38
	(d) Short-Term Provisions	1,349.25
	<b>TOTAL</b>	<b>12,596.60</b>
II	<b>ASSETS</b>	
1	<b>Non-Current Assets</b>	
	(a) Fixed Assets	
	(i)Tangible Assets	2,161.77
	(ii)Intangible Assets	36.24
	(b) Non - Current Investmnets	-
	(c) Long-Term Loans and Advances	557.72
	(d) Deferred Tax Assets	123.47
2	<b>Current Assets</b>	
	(a) Inventories	3,179.80
	(b) Trade Receivable	2,809.07
	(c) Cash and Cash Equivalentents	69.05
	(d) Other Current Assets	3,659.43
	<b>TOTAL</b>	<b>12,596.60</b>



**STATEMENT OF PROFIT AND LOSS (CONSOLIDATED)**

(Rs. In Lacs)

Particulars	31.03.2014
Revenue From Operation	38,452.49
Other Income	46.05
<b>Total Revenue</b>	<b>38,498.54</b>
<b>Expenses</b>	
Cost of Materials Consumed	9683.45
Purchase of Traded Goods	26,189.65
Change in Inventories	(984.69)
Other Manufacturing Expenses	530.18
Employee Benefit Expenses	91.31
Administrative & General Expenses	187.54
Selling & Distribution Expenses	887.49
Finance Costs	165.63
Depreciation and Amortization Expense	222.90
<b>Total Expenses</b>	<b>36,973.49</b>
<b>Profit before exceptional and extraordinary items and tax</b>	<b>-</b>
<b>Provision for Standard and Sub-Standard assets</b>	<b>-</b>
<b>Profit before extraordinary items and tax</b>	<b>-</b>
<b>Extraordinary Items</b>	
<b>Profit before Tax</b>	<b>1,525.04</b>
<b>Tax Expenses</b>	<b>-</b>
(1) Current tax	517.45
(2) Deferred Tax Liability/(Assets)	(5.37)
(3) Minority Interest (Post Subsidiary)	8.12
<b>Profit/loss for the year from continuing operation</b>	<b>-</b>
<b>Profit/(loss) from discounting operations</b>	<b>-</b>
<b>Tax expenses of discounting operations</b>	<b>-</b>
<b>Profit/Loss from discontinuing operations after tax</b>	<b>-</b>
<b>Profit for the year</b>	<b>1,004.83</b>
<b>Earning per Equity share:</b>	
Basic & Diluted	<b>10.03</b>



<b>CASH FLOW STATEMENT FOR THE YEAR 2013-14 (CONSOLIDATED)</b>		
<b>(In Rupees)</b>		
PARTICULARS	Amount 2013-14 Rs.	Amount 2012-13 Rs.
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before tax	1525.05	-
<b>Adjustments for:</b>		
Depreciation	222.91	-
Interest Paid	165.63	-
Other Extra ordinary Non Cash Items	(15.85)	
Non Operating Income	(46.05)	
Preliminary Expenses	0.001	
<b>Operating Profit before Working capital changes</b>	<b>1851.69</b>	-
<b>Adjustments for:</b>		
(Increase) / Decrease in Inventories	(3179.80)	-
(Increase)/ Decrease in Account Receivable	(2809.07)	
(Increase)/ Decrease in Loans & Advances	(3659.44)	-
Increase/ (Decrease) in Account Payables	495.20	-
<b>Cash Generated from Operations</b>	<b>(7301.43)</b>	
Tax Paid	(517.46)	-
<b>Net Cash from Operating Activities</b>	<b>(7818.88)</b>	-
<b>B CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Fixed Assets (including C.W.I.P.)	(2161.77)	-
Fixed Deposit & Investment	(557.73)	-
Investment in Subsidiary	(36.25)	-
<b>Net Cash from Investing Activities</b>	<b>(2755.75)</b>	-
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds of Share & Reserve	3969.28	
Proceeds of Unsecured Loans	3044.01	-
Proceeds of Secured Loans	3207.06	-
Other Non Operating Income	46.05	
Share of Minority Interest	542.91	
Interest Paid	(165.63)	-
<b>Net Cash from Financing Activities</b>	<b>10643.69</b>	-
Net Increase/(Decrease) in Cash and Cash equivalents	<b>69.06</b>	-
Cash and Cash equivalents as at 1st April (Opening Balance)	-	-
Cash and Cash equivalents as at 31st March (Closing Balance)	69.06	-

**MATERIAL DOCUMENTS FOR INSPECTION**

1. Memorandum and Articles of Association of the Company, as amended.
2. Certificate of Incorporation dated June 29, 1978 of the Company.
3. Certificate for Commencement of business dated July 5, 1978 of the Company.
4. Fresh Certificate of Incorporation Consequent upon Change of Name dated August 8, 2011.
5. Copies of Annual Reports of Pincon Spirit Limited for the last five financial years ended March 31, 2014, 2013, 2012, 2011 and 2010.
6. Audited Financials for the year ended March 31, 2014.
7. Agreement among NSDL, our Company and the Registrar dated October 20, 2004.
8. Agreement among CDSL, our Company and the Registrar dated October 25, 2004.



**DECLARATION**

No statement made in this Information Memorandum contravenes any of the provisions of the Companies Act, 1956 and Companies Act, 2013 to the extent applicable and the rules made there under. All the legal requirements connected with the direct listing as also the guidelines, instructions etc. issued by SEBI, Government and any other competent authority in this behalf have been duly complied with. All the information contained in this document is true and correct.

**Signed On Behalf of the Board of Directors**

**For, Pincon Spirit Limited**



**Monoranjan Roy  
Managing Director**

**Place: Kolkata**

**Date: 27/10/2014**