

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

304 A to Z Industrial Estate,
G. K. Marg, Lower Parel,
Mumbai 400 013.

NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Shareholders of Polo Queen Industrial and Fintech Limited will be held at the Registered office of the Company at 304 A to Z Industrial Estate, G. K. Marg, Lower Parel, Mumbai 400 013 on Friday 28th September, 2012 at 2.00 p.m. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2012 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nandlal Sanghai who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT subject to the approval of the members at the ensuing Annual General Meeting and in supersession of the resolution passed at the Annual General Meeting held on 30th September, 2000 and pursuant to Section 293(1) (d) and other applicable provisions, if any, of the Companies Act, 1956 consent of the Company be and is hereby accorded to the Board of Directors borrowing from time to time, as it may consider fit, any sum or sums of money, not exceeding Rs. 25,00,00,000/- (Rupees Twenty Five Crores) on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose.”

RESOLVED FURTHER THAT THE Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things that may be necessary or expedient for giving effect to the above resolution.”

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT subject to the approval of the members at a General Meeting and pursuant to the provisions of Sections 198, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 Company hereby accords its approval for revision in the remuneration of Mr. Umesh Agarwal as Whole-time Director of the Company with effect from 1st April, 2012 for the balance period of his tenure i.e. upto 31st March, 2014. The other term and conditions of his appointments will remain same as provided in the shareholders resolution dated 30th September, 2008.

6. To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 314 (1B) and all other applicable provisions, if any, of the Companies Act, 1956 the consent of the Company be and is hereby accorded to the increase in the remuneration payable to Mrs. Vasudha Sanghai, relative of a Director of the Company, as Executive to an amount of Rs. 49,000/- per month with effect from 1st April, 2012.

By order of the Board of Directors

Sd/-

(NANDLAL SANGHAI)
CHAIRMAN

Place : Mumbai

Date :20th June, 2012

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
1. An Explanatory Statement as required under Section 173 of the Companies Act, 1956 is annexed hereto.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2012 to 28th September, 2012 (both days inclusive) for the purpose of the Annual General Meeting.
4. Members are requested to bring their copies of Annual Report and Accounts to the Meeting.

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

EXPLANATORY STATEMENT UNDER SECTION 173 OF THE COMPANIES ACT, 1956.

Item No.4

At the Annual General Meeting of the Company held on 30th September, 2000, the Board of Directors were authorised under Section 293(1) (d) of the Companies Act, 1956, to borrow in excess of its paid up capital and free reserves upto an amount of Rs. 5,00,00,000 (Rupees Five Crores). In view of the increase in the Company's activities and expansion of the operations, it may become necessary to borrow in excess of Rs. 5,00,00,000 (Rupees Five Crores). It is therefore considered advisable to authorise the Board of Directors to borrow upto a maximum amount of Rs. 25,00,00,000 (Rupees Twenty Five Crores) apart from temporary loans obtained from the Company's Bankers in the ordinary course of business.

The resolution at Item No. 4 of the Notice which is an enabling resolution is necessary in view of the said section 293(1) (d) of the Companies Act, 1956.

None of the Directors is concerned or interested in the said resolution.

Item No. 5

Mr. Umesh Kumar Agarwal was appointed as the Whole Time Director of the Company pursuant to Section 269 and other applicable provisions of the Companies Act, 1956 for a period of 5 years with effect from 1st April, 2008 as per the resolution passed at the Annual General Meeting of the Company held on 30th September, 2008 on the terms as set out in that resolution.

Considering the inflationary trend and the substantial increase in the business activities of the Company, resulting in increase in the workload and responsibilities of the Whole time Director, as also the amount of remuneration payable to managerial personnel occupying similar positions in other comparable Companies, the Board of Directors of the Company has deemed fit to increase the remuneration payable to Mr. Agarwal to Rs. 50,000/- per month with effect from 1st April, 2012 for the remaining period of his current tenure. The other terms and conditions of his appointment shall remain the same as approved by the members at the Annual General Meeting held on 30th September, 2008. The resolution as set out in this item of the Notice is accordingly commended for your acceptance. The above may also be treated as an Abstract of the variation under section 302 of the Companies Act, 1956. Although not necessary, a copy of the resolution passed at the Annual General Meeting of the Company held on 30th September, 2008 is available for inspection of the members to ascertain any information that they may require, at the Registered Office of the Company between 10.00 a.m. to 1.00 p.m. on any working day except Saturday.

Except Mr. Umesh Kumar Agarwal, none of the other Directors of the Company is, in any way concerned or interested in the Resolution.

Item No. 6

The Board of Directors at their Meeting held on 30th March, 2012 appointed Mrs. Vasudha Sanghai as Executive of the Company with effect from 1st April, 2012 and approved the payment of remuneration to her at Rs. 49,000/- per month Mrs. Vasudha Sanghai, is a relative of Mr. Nandlal Sanghai and Mr. Rahul Sanghai, Directors of the Company and under Section 314(1B) of the Companies Act, 1956, the payment of total monthly remuneration in excess of Rs. 10,000 per month incidental to holding an office of profit requires prior consent of the members by a Special Resolution. As the remuneration to be paid to Mrs. Vasudha Sanghai, exceeds Rs. 10,000 per month the consent of the Company is now being sought as per the Special Resolution mentioned in the Notice and the same are recommended for approval.

Mr. Nandlal Sanghai and Mr. Rahul Sanghai being related to Mrs. Vasudha Sanghai may be deemed to be interested in the resolution.

By order of the Board of Directors

Sd/-
(NANDLAL SANGHAI)
CHAIRMAN

Place : Mumbai

Date : 20th June, 2012

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

DIRECTOR'S REPORT

Dear Members,

We have pleasure in presenting the Twenty Eighth Annual Report together with the audited statement of Accounts of the Company for the year ended 31st March, 2012.

FINANCIAL RESULTS:

	31st March, 2012	31st March, 2011
Profit before Interest and Depreciation	1,80,81,959	57,69,707
Less: Interest	1,32,71,636	12,67,344
Depreciation	4,02,699	4,84,315
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	1,36,74,335	17,51,659
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Profit before Tax	44,07,624	40,18,048
Less: Provision for Taxation	13,60,000	13,00,000
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Profit After Tax	30,47,624	27,18,048
Add: Balance brought Forward from Previous year	10,90,917	3,72,738
Add/(Less) : Short provision of Income Tax for earlier years	(20,931)	(131)
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Profit available for Appropriation	41,59,472	30,90,917
Less: Transferred to General Reserve	25,00,000	20,00,000
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Balance Carried to Balance Sheet	16,59,472	10,90,917
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OPERATIONS:

During the year under review the Company has recorded receipts of Rs. 3750.18 Lacs as compared to Rs. 1175.56 Lacs in the previous year and net profit after tax of Rs. 30.68 Lacs as compared to profit of Rs. 27.18 Lacs In the previous year. Your Company. The multidivisional working of the Company is progressing smoothly and the activities in the various divisions is as per the details given below:

DOAN RAJKAMAL

The Company has already commenced production and marketing of FMCG products and aims to expand the business activity in this division significantly in the coming year.

POLO QUEEN SOLUTIONS

The Company proposes to amalgamate with Polo Queen Infotech & Textile Pvt. Ltd., an associate Company to carry out the development of an I.T. park and expand it's activities in this sector.

POLO QUEEN MIN CHEM

Under this division the Company is carrying out trading activities in chemicals and minerals and is hopeful of expanding it's business in the coming year.

POLO QUEEN PHARMA

The Company has completed acquisition of land in Mahad for this division and intends to initiate the process of construction of the factory shortly.

CHANGE OF OBJECTS

The Main Objects Clause of the Company was altered by inserting new clauses broad basing the business of Information technology and also clauses for the development of IT Parks, which the Company intends to carry out subsequent to the completion of the proposed amalgamation. These alterations were approved by the shareholders by Postal Ballot.

AMALGAMATION OF THE COMPANY :

Your Directors at their meeting held on 20th June 2012 approved the proposal of amalgamation of Polo Queen Infotech and Textile Limited, an associate company into the Company effective 1st April, 2012 (appointed date). In view of commonality of business interest and synergistic linkages that exist between them, it is considered desirable and expedient to amalgamate.

The Board of Directors of your Company are in the process of obtaining the approval for the scheme of amalgamation from concerned Stock Exchanges.

FIXED DEPOSITS:

The Company has not accepted any fixed deposit from the public.

DIRECTORATE:

As per the Articles of Association of the Company Mr. Rahul Kumar Sanghai retires by rotation, but being eligible, offers himself for re-appointment.

CONSERVATION OF ENERGY:

Information pursuant to Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 is not applicable.

PARTICULARS OF EMPLOYEES:

During the year under review none of the employees of the Company were in receipt of remuneration in excess of the limits prescribed under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed;
- ii) Appropriate accounting policies have been selected and applied consistently, and have made judgment and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2012 and of the Profit of the Company for the year under review;
- iii) Proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities have been taken to the best of their knowledge and ability;
- iv) The annual accounts have been prepared on a "going concern basis".

COMPLIANCE CERTIFICATE :

The Compliance Certificate dated 20th June, 2012 in terms of Section 383 A of the Companies Act, 1956 issued by Mrs. Grishma Khandwala, Company Secretary in Whole time practice is attached.

AUDITORS :

M/s N. K. Jalan & Co., Auditors of the Company will retire at the conclusion of the ensuing Annual General Meeting. They have given their consent to act as Auditors of the Company, if reappointed. Members are requested to appoint them and to fix their remuneration.

For and on behalf of the Board of Directors

Sd/-
(NANDLAL SANGHAI)
CHAIRMAN

Sd/-
(RAHUL SANGHAI)
DIRECTOR

Sd/-
(UMESH AGARWAL)
DIRECTOR

Place : Mumbai

Dated: 20th June, 2012.