


FORM A

Format of covering letter of the Annual Audit Report

1.	Name of the Company	Pee Cee Cosma Sope Ltd
2.	Annual financial statements for the year Ended	31st March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	NA
5.	To be signed by- <ul style="list-style-type: none"> • Pramod Kumar Jain (Managing Director) • Brij MOhan Verma (CFO) • Udit Bansal (Auditor of the company) • Nemi Chand Jain (Audit Committee Chairman) 	<p>For Pee Cee Cosma Sope Ltd.</p> <p><i>[Signature]</i> Managing Director</p> <p>For Pee Cee Cosma Sope Ltd.</p> <p><i>[Signature]</i> (C.F.O.)</p> <p><i>[Signature]</i></p> <p>For Pee Cee Cosma Sope Ltd.</p> <p><i>[Signature]</i> Director</p> 



PEE CEE COSMA SOPE LIMITED

CIN : L24241UP1986PLC008344

Company Information

Board of Directors

Shri Ashok Kumar Jain 120, Jaipur House, Agra-282 002	: Executive Chairman	DIN : 00113133
Shri Pramod Kumar Jain 42, Surya Nagar, Agra-282 002	: Managing Director	DIN : 00112805
Shri Mahendra Kumar Jain 119, Jaipur House, Agra-282 002	: Whole Time Director	DIN : 00172395
Shri Nemi Chandra Jain 3, Chruch Road, Civil Lines, Agra-282 002	: Independent Director	DIN : 00172406
Shri Amar Singh Rajput 43-44, New Subhash Nagar, Lawer's Colony, Agra-282 002	: Independent Director	DIN : 00172301
Shri Anil Gupta Shanti Krishna' 5034/3, Sant Nagar, Karol Bagh, New Delhi-110 005	: Independent Director	DIN : 00283431
Smt. Babita Agarwal B-138, Kamla Nagar, Agra-282 005	: Independent Director	DIN : 07101475

Company Secretary

Mrs. Nidhi Agarwal
Flat No. 102, Kaveri Gold Apartment,
Khandari, Agra

Chief Financial Officer

Brij Mohan Verma
35/57 B, Lashkarpur, Agra-282 005 (U.P.)

Registered Office

"Padam Deep"
G-10/8, Sanjay Place, Agra-282 002 (U.P.)

Bankers

State Bank of India, Sanjay Place, Agra

Auditors

M/s. Doogar & Associates
Chartered Accountants
13, Cummunity Centre,
East of Kailash, New Delhi-110065

Works

- (1) 51 & 52, Malanpur Industrial Area, Malanpur, Distt - Bhind (M.P.)
- (2) 7th K.M. Stone, Adalpur, Dholpur (Raj.)
- (3) 655, Village Artoni, Agra (U.P.)

Registrar & Share Transfer Agent

Skyline Financial Services Pvt. Ltd.
D-153, Ist Floor, Okhla Ind. Area
Phase-I, New Delhi-110 020

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Annual General Meeting on Monday, 28th September, 2015
at Hotel Ashish Palace, Fatehabad Road, Agra at 3.00 p.m.

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



PEE CEE COSMA SOPE LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 28th Annual General Meeting of the Members of M/s Pee Cee Cosma Sope Limited will be held on **Monday, 28th September, 2015 at 3.00 P.M. at Hotel Ashish Palace, Fatehabad Road, Agra, 282 001**, Uttar Pradesh, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the Financial Year ended on 31st March, 2015 and the Reports of the Directors and Auditors thereon.
2. To declare dividend of Equity Shares for the financial year 2014-15.
3. To appoint a Director in place of Mr. Pramod Kumar Jain (DIN 00112805), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. Doogar & Associates, Chartered Accountants, New Delhi (Firm Registration No. 000561N) as approved by Members at the Twenty Seventh Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Thirtieth Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2016.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
“Resolved that pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr Anil Gupta (DIN :00283431), who was appointed as an Additional Director of the Company with effect from 14th November, 2014 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 14th November, 2014.”
6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
“Resolved that pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with

Schedule IV of the said Act, Ms Babita Agarwal (DIN :07101475), who was appointed as an Additional Director of the Company with effect from 25th March, 2015 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 25th March, 2015.”

7. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“Resolved that pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of revised clause 49-VII of the Listing Agreement, the approval of the Company be and is hereby accorded to the Board of Directors, to enter into contracts/arrangements/transactions with M/s Suraj Bhan Agencies Ltd., a Company under the same management, Relating To The Transfer Or Receipt of Goods, Products, Materials for an estimated amount upto Rs.30 Crore in each financial year and / or availing and providing of services, utilities and property on lease, for an estimated amount of up to Rs.1 Crore every financial year on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Suraj Bhan Agencies Ltd.”

Resolved further that the Board of Directors be and are hereby authorised to decide upon the nature and value of the products, goods, materials, services or facilities to be transacted with Suraj Bhan Agencies Ltd. and to do all such acts, matters and things as may be necessary to give effect to the above resolution.”.

Regd. Office: By order of the board
G-10/8 **For Pee Cee Cosma Sope Ltd**
Padam-Deep
Sanjay Place,
Agra - 282 002
Uttar Pradesh
Date:13.08.2015
Place:Agra

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



NOTICE OF ANNUAL GENERAL MEETING

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 5 to 7 of the notice set out above is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF ANNUAL GENERAL MEETING.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.
5. The Share Transfer Books and Register of Members of the Company will remain closed from Tuesday, 22nd September, 2015 to Monday, 28th September, 2015 (both days inclusive).
6. A. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company M/s Skyline Financial Services Pvt Ltd., D-153/A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi- 110 020; Phone No. 011-26812682-83:-
 - i) their bank account details in order to receive payment of dividend through electronic mode,
 - ii) **their email id**, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,
 - iii) any change in their address/e-mail id/ECS mandate/ bank details, share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:
 - i) **their email id**.
 - ii) all changes with respect to their address, email id, ECS mandate and bank details.C. Kindly note that as per SEBI Circular CIR/MRD/DP/10/2013 dated March 21, 2013 it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/Depository Participant, as the case may be.
7. The Securities and Exchange Board of India has notified that the shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferee of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
8. The shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert



NOTICE OF ANNUAL GENERAL MEETING

their shares into dematerialized form in their own interest and convenience purpose.

9. In accordance with section 20 of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report for the year ended March 31, 2015 has been sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in terms of SEBI Circular No. CIR/CFD/DIL/7/2011 dated 05.10.2011 the hard copies of Annual Report have been sent to all other members who have not registered their email address(es). Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest by submitting duly filled in "e-Communication Registration Form" (available on our website www.doctorsoap.com in Investor Relation) to the Company/RTA. Members can also submit their form along with Attendance Slip at the Registration Counter at AGM. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost. The Notice of the 28th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.doctorsoap.com for download by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.
10. The Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall. However, in case of non-receipt of Notice of Annual General Meeting, members are requested to write to the Company at its registered office for issuing the duplicate of the same or download the same from Company's website www.doctorsoap.com.
11. In case you have any query relating to the enclosed Annual Accounts you are requested to

send the same to the Company Secretary at the Registered Office of the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready for replying at the meeting.

12. **Transfer of unclaimed dividend to Investors' Fund:** In terms of the provisions of Section 205C of the Companies Act, 1956 read with Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, any dividend, which remains unpaid/unclaimed for a period of 7 years from the date of declaration, is required to be transferred to Investor Education and Protection Fund ('the Fund'). A shareholder can therefore claim the amount of unpaid/unclaimed dividend up till 7 years from the date of declaration of dividend. Detail of Dividend declared against which Dividend remain unpaid are mentioned below:

Financial Year ended	Rate of Dividend (%)	Date of Declaration of Dividend
31.03.2009	25	09.09.2009
31.03.2010	25	30.12.2010
31.03.2013	12	29.09.2013
31.03.2014	12	26.09.2014

13. Any shareholder who has not encashed the dividend warrants for the financial year 2008-09, 2009-10, 2012-13 and 2013-14 may claim the same immediately. **Please note that the unclaimed dividend once transferred to Investors Education and Protection Fund cannot be claimed by the shareholders.**
14. The information required to be provided under the Listing Agreement entered into by the Company with the Stock Exchanges regarding the Directors proposed to be reappointed are provided in the Report on Corporate Governance forming part of the Annual Report.
15. Details under Clause 49 of the Listing agreement with the Stock exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, is separately annexed hereto. The Directors seeking appointment/reappointment have furnished the declaration under Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as required under section 164(2) of the Companies Act, 2013.



NOTICE OF ANNUAL GENERAL MEETING

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

17. Voting through electronic means:

- i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
- ii) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited as the Authorised Agency to provide e-voting facilities.
- iii) The Board of Directors have appointed Mr Debabrata Deb Nath, Company Secretary in Whole Time Practice, 785, Pocket-E, Mayur Vihar-II, Delhi-110 091 as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
- iv) Members are requested to carefully read the instructions for e-voting before casting their vote.
- v) The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting :

Commencement of e-voting	From 9.00 a.m. (IST) on Friday, 25th September, 2015
End of e-voting	Upto 5.00 p.m. (IST) on Sunday, 27th September, 2015

- vi) The cut-off date (i.e. the record date) for the purpose of e-voting is 22nd September, 2015.
- vii) Declaration of Result of e-voting:
 - a) The voting rights of the Members shall be in proportion to the paid-up value of their

shares in the equity capital of the Company as on the cut-off date (i.e. the record date).

- b) The Scrutinizer shall after the conclusion of e-voting period and before the closing of working hours on 28th September, 2015 unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- c) The Scrutinizer's decision on the validity of the vote shall be final and binding.
- d) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
- e) The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.doctorsoap.com) within 2 (two) days of passing of the resolutions at the AGM and communicated to the Stock Exchanges where the Company shares are listed.
- viii) The procedure and instructions for e-voting are given separately with this Annual Report.
- viii) The procedure and instructions for e-voting are given separately with this Annual Report.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The Board of Directors of the Company had appointed Mr Anil Gupta as an Additional Director of the Company with effect from 14th November, 2014. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Anil Gupta shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Anil Gupta signifying her candidature as an Independent Director of the Company. A brief profile of Mr. Anil Gupta, including nature of her expertise, is provided at Corporate Governance Report of this Annual Report.

The Company has received a declaration of independence from Mr Anil Gupta. In the opinion of the Board, Mr Anil Gupta fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of the draft Letter of



NOTICE OF ANNUAL GENERAL MEETING

Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.doctorsoap.com None of the Directors or Key Managerial Personnel and their relatives, except Mr Anil Gupta, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 5 for approval of the Members.

Item No. 6

The Board of Directors of the Company had appointed Ms. Babita Agarwal an Additional Director of the Company with effect from 25th March, 2015. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Babita Agarwal shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Ms. Babita Agarwal signifying her candidature as an Independent Director of the Company. A brief profile of Ms. Babita Agarwal, including nature of her expertise, is provided at Corporate Governance Report of this Annual Report.

The Company has received a declaration of independence from Ms Babita Agarwal. In the opinion of the Board, Ms Babita Agarwal fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.doctorsoap.com None of the Directors or Key Managerial Personnel and their relatives, except Ms Babita Agarwal, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 6 for approval of the Members.

Item No. 7

Suraj Bhan Agencies Ltd. is a Company under the same management and a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Clause 49-VII(B)(2) of the Listing Agreement.

In terms of proviso to Clause 49-VII(C) of the amended Listing Agreement, the contracts/arrangements/transactions relating to transfer or receipt of products, goods, materials or services with Suraj Bhan Agencies Ltd. are material in nature as

these transactions. Therefore, in terms of Clause 49-VII(E) and section 188 of the Companies Act, 2013 and rules made thereunder, the contracts / arrangements / transactions with Suraj Bhan Agencies Ltd. require the approval of shareholders of the Company by way of special resolution.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

1. Name of the related party: Suraj Bhan Agencies Limited
2. Name of the director or key managerial personnel who is related:
 - a. Mr Mahendra Kumar Jain
 - b. Mr Pramod Kumar Jain
 - c. Mr Ashok Kumar Jain
3. Nature of relationship: Company under the same management.
4. Nature, material terms, monetary value and particulars of the contract:

Transfer or receipt of goods, products, materials for an estimated amount upto Rs.30 Crore in each financial year and / or availing and providing of services, utilities and property on lease, for an estimated amount of up to Rs.1 Crore every financial year on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Suraj Bhan Agencies Ltd on arm's length basis.
5. Any other information relevant or important for the members to make a decision on the proposed transaction: None.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr Mahendra Kumar Jain, Mr Ashok Kumar Jain and Mr Pramod Kumar Jain alongwith their relatives to the extent of their shareholding in the company are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no. 7 for the approval of the members as a special resolution.

Regd. Office:

G-10/8

Padam-Deep

Sanjay Place,

Agra - 282 002

Uttar Pradesh

Date: 13.08.2015

Place: Agra

By order of the board

For Pee Cee Cosma Sope Ltd

Ashok Kumar Jain

DIN: 00113133

Executive Chairman

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



PEE CEE COSMA SOPE LIMITED

DIRECTORS' REPORT

TO THE MEMBERS OF PEE CEE COSMA SOPE LTD

The Directors hereby present their 28th Annual Report on the business and operations of the Company and the financial accounts for the year ended 31st March, 2015.

(Amount in Rs)

Particulars	Current Year	Previous Year
Revenue from operations	80,54,22,963.82	75,67,34,442.33
Other Income	7,14,950.40	7,60,332.52
Profit/(Loss) before Tax	2,04,19,731.55	2,86,06,707.54
Provision for Tax		
• Current Tax	77,89,000.00	97,00,000.00
• Tax adjustment related to earlier years	1,04,748.60	1,03,653.00
• Deferred Tax	(9,35,226.00)	37,924.00
Profit/(Loss) after Tax	1,34,61,208.95	1,87,65,130.54
Balance of profit/ (loss) brought forward from previous year	3,55,31,870.50	6,85,34,550.96
Dividend on Equity Shares (including tax on distributed profits)	39,69,375.00	31,75,500.00
Dividend on Preference Shares	-	32,79,888.00
Tax on Dividend	8,08,069.00	10,97,093.00
Transfer to General Reserve	10,00,000.00	10,00,000.00
Balance of profit/ (loss) carried forward to Balance Sheet	2,05,77,003.58	3,55,31,870.50

Company Performance

During the year under review total income of the Company was Rs. 80,61,37,914.22 as against Rs. 75,74,94,774.85 in the previous year. The Company was able to earn a marginal profit for the year of Rs. 1,34,61,208.95 against a profit of Rs. 1,87,65,130.54. Your Directors are putting in their best efforts to improve the performance of the Company.

Statement of Company's Affair

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

Change in nature of Business of the Company

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

Material Changes etc.

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company-31st March, 2015 and the date of this Report.

Dividend

The Board of Directors had declared a dividend of

Rs1.50 /- per share (15%) on the Equity Shares of the Company, for the financial year ended March 31, 2015 amounting to Rs. 39.69 lac. The aforesaid amount of dividend is exclusive of Dividend Tax amounting to Rs. 8.08 lac. The dividend on equity shares will be paid to members whose names appear in the Register of Members as on 22nd September, 2015; in respect of shares held in dematerialised form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners as on that date.

Share Capital

The paid up Equity Share Capital as on 31st March, 2015 was 2.64 crores. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

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

The Company neither granted any loans, guarantees nor made any investments under Section 186 of the Act as at end of the Financial Year 2014-15.



Disclosure on Deposit under Chapter V

The Company has neither accepted nor renewed any deposits during the Financial Year 2014-15 in terms of Chapter V of the Companies Act, 2013.

Report on Subsidiaries, Associates and Joint Venture companies

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

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

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

Listing

At present, the equity shares of the Company are listed at Bombay Stock Exchange Ltd. (BSE). The annual listing fees for the financial year 2015-16 to BSE has been paid.

Corporate Governance

The Company has complied with the provisions of Clause 49 of the Listing Agreement relating to the Corporate Governance. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. A Certificate from Company Secretary in Practice on compliance of Clause 49 of the Listing Agreement.

Certificate of the CEO/CFO, inter-alia, confirming the correctness of the financial statements, compliance with Company's Code of Conduct, adequacy of the internal control measures and reporting of matters to the Audit Committee in terms of Clause 49 of the Listing Agreement with the Stock Exchanges, is attached in the Corporate Governance Report and forms part of this Report.

Directors

During the year, Mr. Anil Gupta had resigned as Director w.e.f. August 14, 2014, owing to personal reason to which he was finding it difficult to effectively discharge his duties as Director. Further, Mr Anil Gupta has been appointed by the Board of Directors as Additional Director of the Company w.e.f. November 14, 2014. He shall hold office upto the date of the ensuing AGM of the Company and, being eligible, offer himself for re-appointment. The Company has also received a notice in writing from a member proposing his candidature for the office of

Director along with a deposit of Rupees one lakh.

In Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Consequently, Mr. Pramod Kumar Jain, Director will retire by rotation at the ensuing AGM, and being eligible, offer himself for re-appointment in accordance with the provisions of the Companies Act, 2013.

Pursuant to Section 149(1) of the Companies Act, 2013 the Board of Directors of the Company had on 25th March, 2015 appointed a Women Director Ms. Babita Agarwal as Additional Director in the category of Non-Executive Independent Director. Ms. Babita Agarwal shall hold office upto the date of the ensuing AGM of the Company and, being eligible, offer herself for re-appointment. The Company has also received a notice in writing from a member proposing her candidature for the office of Director along with a deposit of Rupees one lakh. She will not be subject to retirement by rotation, for a term of 5 (five) consecutive years commencing from the date of her appointment as an Additional Director in the Company i.e. 25th March, 2015.

The brief resume of the Directors being appointed/reappointed, the nature of their expertise in specific functional areas, names of companies in which they have held Directorships, Committee Memberships/ Chairmanships, their share holding etc., are provided in the report on Corporate Governance forming part of the Annual Report.

In terms of Section 149(5) of the Companies Act, 2013 Shri Nemi Chandra Jain and Shri Amar Singh Rajput were appointed as Non-Executive Independent Directors of the Company within the meaning of Section 149 and 152 [including Section 149(10)] of the new Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years in the Annual General Meeting held on 26th September, 2014.

Pursuant to the provisions under Section 134(3)(d) of the Companies Act, 2013, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Act, the Board hereby confirms that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in the said Section 149(6).



Key Managerial Personnel

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

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

*Ceased to be Company Secretary due to sudden demise on May 15, 2015 and Ms. Nidhi Agarwal was appointed as Company Secretary w.e.f May 30, 2015.

During the year, Mr. Mahendra Kumar Jain was re-appointed as Whole time Director of the Company w.e.f April 1, 2014. Mr. Brij Mohan Verma was appointed as Chief Financial Officer of the Company w.e.f May 30, 2014.

Policy on Directors appointment and Policy on remuneration

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

Particulars of remuneration of Directors/ KMP/Employees

There are no employees who are in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as 'Annexure 3' which forms part of this report.

Number of Meetings of the Board

During the Financial Year 2014-15, 5 (five) number of Board meetings were held. For details thereof kindly refer to the section Board of Directors in the Corporate Governance Report.

Performance Evaluation of the Board, its Committees and Individual Directors

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Agreement with Stock

Exchanges, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors.

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

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

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

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

Composition of Audit Committee

As on 31st March, 2015, the Audit Committee of the Company comprises the following directors:

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



DIRECTORS' REPORT

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

Statutory Auditors and their Report

The Auditors, M/sDoogar& Associates, Chartered Accountants, were appointed with your approval at the 27th AGM to hold such office till the conclusion of the 30th AGM. The Board, in terms of Section 139 of the Act, on the recommendation of the Audit Committee, has recommended for the ratification of the Members the appointment of M/s Doogar & Associates from the conclusion of the ensuing AGM till the conclusion of the 30th AGM.

The Board, in terms of Section 142 of the Act, on the recommendation of the Audit Committee, has also recommended for the approval of the Members the remuneration of M/s. Doogar & Associates for the financial year 2015-16.

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. Further, the notes to accounts referred to in the Auditor's Report are self-explanatory.

Secretarial Auditors

Your Board, during the year, appointed M/s R & D Company Secretaries, to conduct secretarial audit of the Company for the financial year ended 31st March, 2015. The Report of M/s. R & D Company Secretaries in terms of Section 204 of the Act is provided in the "Annexure 4" forming part of this Report.

Directors' Responsibility Statement

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

- a) That in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed alongwith proper explanation relating to material departures;
- b) That they had selected such accounting policies and applied them consistently, and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

- c) That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That they had prepared the annual accounts on a going concern basis;
- e) That they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) That they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Corporate Social Responsibility (CSR)

The Company does not come under the preview of Section 135 of the Companies Act, 2013 in relation to Corporate Social Responsibility.

Internal Financial Controls with reference to the financial statements

Details of internal financial control and its adequacy are included in the Management Discussion and Analysis Report, which forms part of this Report.

Risk Management Policy

The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and Clause 49 of the Listing Agreement. It establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

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

Sustainability is embedded in the Corporate Enterprise Risk Management programme, which



DIRECTORS' REPORT

gives an opportunity to increase the effectiveness of risk management practices and for improving business efficiency. The Company's social and environmental policies correlate strongly with the risk management strategy and ultimately the financial performance.

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

Vigil Mechanism Policy

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

Prevention of Sexual Harassment

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints. Its redressal is placed on the intranet for the benefit of its employees. During the year under review, no complaints were reported to the Board.

Extract of Annual Return

Extract of Annual Return of the Company is annexed herewith as Annexure 5 to this Report.

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

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were in the ordinary course of business and on arm's length

basis. During the year, the Company had not entered into any contract or arrangement with related parties which could be considered 'material' according to the policy of the Company on Materiality of Related Party Transactions.

Your attention is drawn to the Related Party disclosures set out in Note no. 32 of the Financial Statements.

Acknowledgements

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

By order of the board

For Pee Cee Cosma Sope Ltd

Ashok Kumar Jain

DIN:00113133

Executive Chairman

Add: 120, Jaipur House,

Agra- 282 002, U.P.

Date:13.08.2015

Place:Agra

Encl:

1. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo-**Annexure-1**
2. Company's Policy on Directors' appointment and remuneration-**Annexure-2**
3. Statement of particulars of employees pursuant to the provisions of Section 197(12) of the Companies Act, 2013-**Annexure-3**
4. Secretarial Audit Report-**Annexure-4**
5. Extract of Annual Return in MGT-9-**Annexure-5**



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

Conservation of Energy		
(i)	Steps taken or impact on conservation of energy	No steps taken during the year. Though Company is trying to find out various alternatives in relation to conservation of energy
(ii)	Steps taken by the Company for utilizing alternate sources of energy	No steps taken during the year. Though Company is trying to find out various alternatives in relation to conservation of energy
(iii)	Capital investment on Energy Conservation equipment	During the year 2014-15 there was no Capital Investment in the Company on Energy Conservation equipment
Technology Absorption		
(i)	The efforts made towards technology absorption	Nil
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	Nil
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	Nil
a)	the details of technology imported;	Nil
b)	the year of import;	Nil
c)	whether the technology been fully absorbed;	Nil
d)	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Nil
(iv)	the expenditure incurred on Research and Development.	Nil
Foreign Exchange Earnings & Outgo		
	The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.	Nil

Annexure2

Company's Policy on Directors' appointment and remuneration

Our policy on the appointment and remuneration of directors and key managerial personnel provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of the Company. The nomination and remuneration policy is provided herewith pursuant to Section 178(4) of the Companies Act and Clause 49(VI)(B)4) of the Listing Agreement. The policy is also available on our website www.doctorsoap.com

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the

Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

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

“**Key Managerial Personnel**” means:

- (i) Managing Director, or Chief Executive



DIRECTORS' REPORT

Officer or Manager and in their absence, a Whole-time Director;

- (ii) Chief Financial Officer;
- (iii) Company Secretary; and
- (iv) such other officer as may be prescribed.

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

Objective:

The objective of the policy is to ensure that

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

Role of the Committee:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key

Executives and overseeing.

- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

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

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

TERM / TENURE

a) Managing Director/Whole-time Director

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole Time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall



be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

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

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

EVALUATION

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

REMOVAL

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

RETIREMENT

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

POLICY FOR REMUNERATION TO DIRECTORS/ KMP/SENIOR MANAGEMENT PERSONNEL

- 1) Remuneration to Managing Director / Whole-time Directors:
 - a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
 - b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.
- 2) Remuneration to Non- Executive / Independent Directors:
 - a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
 - b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be
 - c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
 - d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i. The Services are rendered by such Director in his capacity as the professional; and
 - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession; and
 - e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the



DIRECTORS' REPORT

stock options and other share based payments to be made to Directors (other than Independent Directors).

- 3) Remuneration to Key Managerial Personnel and Senior Management:
- The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
 - The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
 - The Fixed pay shall include monthly

remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

- The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

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

Annexure 3

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

Rule	Particulars	Name	Remuneration	Ratio
(i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	Pramod Kumar Jain	1707418	14:1
		Mahendra Kumar Jain	1691485	14:1
		Ashok Kumar Jain	1727677	14:1
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	10%		
(iii)	The percentage increase in the median remuneration of employees in the financial year.	2%		
(iv)	The number of permanent employees on the rolls of the company.	90 Nos.		
(v)	The explanation on the relationship between average increase in remuneration & company performance.	The Average increase is based on the objectives of Remuneration policy of the Company that is designed to attract, motivate and retain the employees who are the drivers of organization success and helps the Company to retain its industry competitiveness. Pay mix is designed to reflect the performance and is aligned to the long term interests of the shareholders.		
(vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company.	Name	%age of revenue	%age of PBT
		Pramod Kumar Jain	0.21%	8.36%
		Mahendra Kumar Jain	0.21%	8.28%
		Ashok Kumar Jain	0.21%	8.46%
		Brij Mohan Verma	0.09%	3.66%
		Athar Ali Abdi	0.01%	0.47%



DIRECTORS' REPORT

<p>(vii) Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year & previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and</p> <p>In case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year</p>	<p>The details of variation in the market capitalisation and price earnings ratio at the closing date of the current and previous financial:-</p> <table border="1" data-bbox="591 303 1271 520"> <thead> <tr> <th>Particulars</th> <th>As on 31st March, 2015</th> <th>As on 31st March, 2014</th> <th>% Increase (Decrease)</th> </tr> </thead> <tbody> <tr> <td>Price earning ratio</td> <td>7.31%</td> <td>4.58%</td> <td>59.61%</td> </tr> <tr> <td>Market capitalization (in Mn)</td> <td>141.18</td> <td>97.9</td> <td>44.21%</td> </tr> </tbody> </table> <p>Percentage increase over/ decrease in the market quotations of the shares of the Company as compared to the rate at which the Company came out with the last public offer in the year: The Company had come out with initial public offer (IPO) in 1989. An amount of Rs. 1,000 invested in the said IPO would be worth Rs. 3,720 as on 31st March, 2015.</p>	Particulars	As on 31st March, 2015	As on 31st March, 2014	% Increase (Decrease)	Price earning ratio	7.31%	4.58%	59.61%	Market capitalization (in Mn)	141.18	97.9	44.21%						
Particulars	As on 31st March, 2015	As on 31st March, 2014	% Increase (Decrease)																
Price earning ratio	7.31%	4.58%	59.61%																
Market capitalization (in Mn)	141.18	97.9	44.21%																
<p>(viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.</p>	<p>The average % increase was 10% for all employees and Managerial Personnel during the year. The increase is on the basis of performance of the Company and regular increment on yearly basis as per the Company's policy. Accordingly, no further justification required.</p>																		
<p>(ix) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company.</p>	<table border="1" data-bbox="591 946 1271 1137"> <thead> <tr> <th>Name</th> <th>%age of revenue</th> <th>%age of PBT</th> </tr> </thead> <tbody> <tr> <td>Pramod Kumar Jain</td> <td>0.21%</td> <td>8.36%</td> </tr> <tr> <td>Mahendra Kumar Jain</td> <td>0.21%</td> <td>8.28%</td> </tr> <tr> <td>Ashok Kumar Jain</td> <td>0.21%</td> <td>8.46%</td> </tr> <tr> <td>Brij Mohan Verma</td> <td>0.09%</td> <td>3.66%</td> </tr> <tr> <td>Athar Ali Abdi</td> <td>0.01%</td> <td>0.47%</td> </tr> </tbody> </table>	Name	%age of revenue	%age of PBT	Pramod Kumar Jain	0.21%	8.36%	Mahendra Kumar Jain	0.21%	8.28%	Ashok Kumar Jain	0.21%	8.46%	Brij Mohan Verma	0.09%	3.66%	Athar Ali Abdi	0.01%	0.47%
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Brij Mohan Verma	0.09%	3.66%																	
Athar Ali Abdi	0.01%	0.47%																	
<p>(x) The key parameters for any variable component of remuneration availed by the Directors.</p>	<p>The key parameters for variable component of the remuneration to the Directors are recommended by the Nomination and Remuneration Committee in accordance with the laid down remuneration policy. The Board approves the compensation of Executive Directors. The remuneration to Directors is within the overall limits approved by the shareholders.</p>																		
<p>(xi) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year.</p>	<p>There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.</p>																		
<p>(xii) It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.</p>	<p>Pursuant to Rule 5(1) (xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior Management is as per the Remuneration Policy of the Company.</p>																		



PEE CEE COSMA SOPE LIMITED

SECRETARIAL AUDIT REPORT, FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

To
The Members

Pee Cee Cosma Sope Ltd

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

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

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015, according to the provisions of:

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

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not applicable as the Company has not issued/ proposed to issue any Employee Stock Option Scheme and Employee Stock Purchase Scheme during the financial year under review.
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable as the Company has not issued any debt securities during the financial year under review.
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (De-listing of Equity Shares) Regulations, 2009; Not applicable as the Company has not delisted/ proposed to delist its equity shares from any stock exchange during the financial year under review.
 - h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998; Not applicable as the Company has not bought back/ propose to buy back any of its securities during the financial year under review.
- vi. The Company has identified the following laws as specifically applicable to the Company.
 - a. Legal Metrology Act, 2009 and the rules made thereunder
 - b. Environment [Protection] Act, 1986
 - c. Hazardous Wastes [Management and Handling] Rules, 1989

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



PEE CEE COSMA SOPE LIMITED

SECRETARIAL AUDIT REPORT, FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

- i. Secretarial Standards issued by The Institute of Company Secretaries of India; Not applicable as not notified during the period under review.
- ii. The Listing Agreements entered into by the Company with Stock Exchanges;

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

We further report that

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

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

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

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

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

Place: Delhi For R&D
Date: 13.08.2015 Company Secretaries

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

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

'Annexure A'

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

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

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

Place: Delhi For R&D
Date: 13.08.2015 Company Secretaries

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



PEE CEE COSMA SOPE LIMITED

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2015

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L 24241 UP 1986 PLC 008344
ii)	Registration Date	10.11.1986
iii)	Name of the Company	Pee Cee Cosma Sope Limited
iv)	Category/Sub Category of the Company	Company Limited by Shares/ Indian Non-Government Company
v)	Address of the Registered office and contact details	G-10/8 Padam-Deep, Sanjay-Place, Agra-282 002 Uttar Pradesh
vii)	Whether listed company (Yes/No)	Yes
viii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Skyline Financial Services Pvt Ltd. D-153/A, 1st Floor, Okhla Industrial Area Phase-1 New Delhi-110020, Tel: 01126292682-83 E-Mail: info@skylinerta.com, praveen@skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Manufacture of soap and detergents, cleaning and polishing preparations, perfumes and toilet preparations	2424*	100%

*As per NIC 2004

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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



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

i) Category-wise Share Holding

Category of Share holders	No. of Shares held at the beginning of the year [As on 01.04.2014]				No. of Shares held at the end of the year [As on 31.03.2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% Total Shares	
A.Promoter's									
(1) Indian									
a) Individual/ HUF	1804224	Nil	1804224	68.18%	1804224	Nil	1804224	68.18%	Nil
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	172515	Nil	172515	6.52%	172515	Nil	172515	6.52%	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A)(1)	1976739	Nil	1976739	74.70%	1976739	Nil	1976739	74.70%	Nil
(2) Foreign									
a) NRIs Individual	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Share holding of Promoter A=A(1)+A(2)	1976739	Nil	1976739	74.70%	1976739	Nil	1976739	74.70%	Nil
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	100	100	0.00	Nil	100	100	0.00	Nil
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil



PEE CEE COSMA SOPE LIMITED

FORM NO. MGT-9

Category of Share holders	No. of Shares held at the beginning of the year [As on 01.04.2014]				No. of Shares held at the end of the year [As on 31.03.2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% Total Shares	
g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	Nil	100	100	0.00	Nil	100	100	0.00	Nil
2. Non-Institutions									
a) Bodies Corp.	25107	4500	29607	1.12%	52712	4300	57012	2.15%	92.76%
i) Indian	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	266234	247375	513609	19.41%	268038	243125	511163	19.32%	(0.43%)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	106562	Nil	106562	4.03%	81186	Nil	81186	3.07%	(24.19)
c) Others									
i. NRI	1919	Nil	1919	0.07%	919	Nil	919	0.03%	(51.72)
ii. HUF	17344	Nil	17344	0.66%	18731	Nil	18731	0.71%	7.69
Clearing Members	370	Nil	370	0.01%	Nil	Nil	Nil	Nil	(100)
Clearing House	Nil	Nil	Nil	Nil	400	Nil	400	0.02%	Nil
Sub-Total (B)(2)	417536	251875	669411	25.30%	421986	247425	669411	25.30%	Nil
Total Public Shareholding (B)=(B)(1)+(B)(2)	417536	251975	669511	25.30%	421986	247525	669511	25.30%	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	2394275	251975	2646250	100%	2398725	247525	2646250	100%	Nil



PEE CEE COSMA SOPE LIMITED

FORM NO. MGT-9

ii) Shareholding of Promoter-

SN	Shareholder's Name	Share holding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered of total Shares	
1.	Vipin Garg	1000	0.04	0.00	1000	0.04	0.00	Nil
2.	Mudita Mittal	1000	0.04	0.00	1000	0.04	0.00	Nil
3.	Meeta Agarwala	1000	0.04	0.00	1000	0.04	0.00	Nil
4.	Veena Agarwal	1000	0.04	0.00	1000	0.04	0.00	Nil
5.	Manish Agarwal	1000	0.04	0.00	1000	0.04	0.00	Nil
6.	Shalini Mittal	2000	0.08	0.00	2000	0.08	0.00	Nil
7.	Mayank Jain HUF	6500	0.25	0.00	6500	0.25	0.00	Nil
8.	Richa Agarwal	8900	0.34	0.00	8900	0.34	0.00	Nil
9.	P.C.Sons (HUF)	90200	3.41	0.00	90200	3.41	0.00	Nil
10.	Shikha Jain	31062	1.17	0.00	31062	1.17	0.00	Nil
11.	Stuti Jain	38604	1.46	0.00	38604	1.46	0.00	Nil
12.	Pranit Jain	53625	2.03	0.00	53625	2.03	0.00	Nil
13.	Divya Jain	64556	2.44	0.00	64556	2.44	0.00	Nil
14.	Mayank Jain	65500	2.48	0.00	65500	2.48	0.00	Nil
15.	Ashok Kumar Jain (H.U.F)	78150	2.95	0.00	78150	2.95	0.00	Nil
16.	Anuj Jain	81391	3.08	0.00	81391	3.08	0.00	Nil
17.	Ankur Jain	83384	3.15	0.00	83384	3.15	0.00	Nil
18.	Mahendra Kumar Jain	83584	3.16	0.00	83584	3.16	0.00	Nil
19.	Lajja Jain	104719	3.96	0.00	104719	3.96	0.00	Nil
20.	Asha Lata Jain	111250	4.20	0.00	111250	4.20	0.00	Nil
21.	Maya Jain	117110	4.43	0.00	117110	4.43	0.00	Nil
22.	Promod Kumar Jain HUF	118260	4.47	0.00	118260	4.47	0.00	Nil
23.	Ashok Kumar Jain	121794	4.60	0.00	121794	4.60	0.00	Nil
24.	Pramod Kumar Jain	138821	5.25	0.00	138821	5.25	0.00	Nil
25.	Mahendra Kumar Jain HUF	149900	5.66	0.00	149900	5.66	0.00	Nil
26.	Ankit Jain	249914	9.44	0.00	249914	9.44	0.00	Nil
27.	Maya Infracon Pvt Ltd	57505	2.17	0.00	57505	2.17	0.00	Nil
28.	M2 Realty Pvt Ltd	57505	2.17	0.00	57505	2.17	0.00	Nil
29.	Shree Riddhi Siddhi Realtech Pvt Ltd	57505	2.17	0.00	57505	2.17	0.00	Nil
	Total	1976739	100%	0.00	1976739	100%	0.00	Nil



PEE CEE COSMA SOPE LIMITED

FORM NO. MGT-9

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

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL			
	At the end of the year				

iv) Shareholding Pattern of top ten Shareholders:

(other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. no	Name of Share holder	Shareholding at the beginning of the year 01.04.2014/end of the year (31.03.2015)		Date	Increase/ (Decrease) in Share holding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of Shares	% of total shares of the company
1.	Priyanka Gupta	20000	0.76	31.03.2014	-	-	-	-
		20000	0.76	31.03.2015	-	-	-	-
2.	Ritu Gupta	19768	0.75	31.03.2014	-	-	-	-
		19768	0.75	31.03.2015	-	-	-	-
3.	Sharad Kanayalal Shah	17282	0.65	31.03.2014	-	-	-	-
		17282	0.65	31.03.2015	-	-	-	-
4.	ACE Transformers Pvt Ltd	15321	0.58	31.03.2014	-	-	-	-
		15321	0.58	31.03.2015	-	-	-	-
5.	Sangeetha's	13350	0.50	31.03.2014	-	-	-	-
		13350	0.50	31.03.2015	-	-	-	-
6.	Raviraj Developers Ltd	2210	0.08	31.03.2014				
				01.08.2014	5454	Purchase	7664	0.29
				15.08.2014	2637	Purchase	10301	0.39
				05.09.2014	325	Purchase	10626	0.40
				19.09.2014	225	Purchase	10851	0.41
				06.03.2015	100	Purchase	10951	0.41
		10951	0.41	31.03.2015				
7.	Varsha Sharad Shah	10786	0.41	31.03.2014				
		10786	0.41	31.03.2015	-	-	-	-
8.	Darshan Financial Services Pvt Ltd	0	0	31.03.2014	-	-	-	-
				25.07.2014	2045	Purchase	2045	0.08
				01.08.2014	701	Purchase	2746	0.10
				15.08.2014	6716	Purchase	9462	0.36
		9462	0.36	31.03.2015	-	-	-	-
9.	Ramesh Chimanlal Shah	9000	0.34	31.03.2014	-	-	-	-
		9000	0.34	31.03.2015	-	-	-	-
10.	Anita Uttamchand Jain	5404	0.20	31.03.2014				
				30.06.2014	3132	Purchase	8536	0.32
		8536	0.32	31.03.2015	-	-	-	-



PEE CEE COSMA SOPE LIMITED

FORM NO. MGT-9

v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Ashok Kumar Jain				
	At the beginning of the year	121794	4.60%	121794	4.60%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the end of the year	121794	4.60%	121794	4.60%
	Mahendra Kumar Jain				
	At the beginning of the year	83584	3.16%	205378	7.76%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the end of the year	83584	3.16%	205378	7.76%
	Pramod Kumar Jain				
	At the beginning of the year	138821	5.25%	344199	13.01%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the end of the year	138821	5.25%	344199	13.01%
	Nemi Chandra Jain				
	At the beginning of the year	Nil	Nil	344199	13.01%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	344199	13.01%
	Amar Singh Rajput				
	At the beginning of the year	Nil	Nil	344199	13.01%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	344199	13.01%
	Anil Gupta				
	At the beginning of the year	305	0.01%	344504	13.02%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil



PEE CEE COSMA SOPE LIMITED

FORM NO. MGT-9

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the end of the year	305	0.01%	344504	13.02%
	Athar Ali Abdi				
	At the beginning of the year	Nil	Nil	344504	13.02%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	344504	13.02%
	Brij Mohan Verma				
	At the beginning of the year	Nil	Nil	344504	13.02%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	344504	13.02%

V) INDEBTEDNESS -

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

		Secured Loan and excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	Indebtedness at the beginning of the financial year				
i)	Principal Amount	68113475	Nil	Nil	68113475
ii)	Interest due but not paid	233063	Nil	Nil	233063
iii)	Interest accrued but not due	0	Nil	Nil	0
	Total (i+ii+iii)	68351867	Nil	Nil	68351867
	Change in Indebtedness during the financial year				
	● Addition	3636652	Nil	Nil	3636652
	● Reduction	7678916	Nil	Nil	7678916
	Net Change	4042264	Nil	Nil	4042264
	Indebtedness at the end of the financial year	75953082	Nil	Nil	75953082
i)	Principal Amount	75720019	Nil	Nil	75720019
ii)	Interest due but not paid	233063	Nil	Nil	233063
iii)	Interest accrued but not due	0	Nil	Nil	0
	Total (i+ii+iii)	75953082	Nil	Nil	75953082



PEE CEE COSMA SOPE LIMITED

FORM NO. MGT-9

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Pramod Kumar Jain	Mahendra Kumar Jain	Ashok Kumar Jain	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1440000	1440000	1440000	4320000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	267418	251485	287677	806580
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission	0	0	0	0
	- as % of profit - others, specify...				
5.	Others, please specify	0	0	0	0
	Total (A)	1707418	1691485	1727677	5126580
	Ceiling as per the Act	Rs.42 Lac per annum by Ordinary Resolution for 5 years and complied with other condition. Rs.84 Lac per annum by Special Resolution for 3 years and complied with other condition. As per Schedule V of the Companies Act, 2013			

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		Nemi Chandra Jain	Amar Singh Rajput	Anil Gupta	
1.	Independent Directors				
	Fee for attending board committee meetings	35500	22000	15000	72500
	Commission	0	0	0	0
	Others, please specify	0	0	0	0
	Total (1)	35500	22000	15000	72500
2.	Other Non-Executive Directors	0	0	0	0
	Fee for attending board committee meetings	0	0	0	0
	Commission	0	0	0	0
	Others, please specify	0	0	0	0
	Total (2)	0	0	0	0
	Total (B)=(1+2)	35500	22000	15000	72500
	Total Managerial Remuneration	35500	22000	15000	72500
	Overall Ceiling as per the Act	Not applicable as only sitting fees paid			



FORM NO. MGT-9

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	96000	751800	847800
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission	0	0	0	0
	- as % of profit	0	0	0	0
	others, specify...	0	0	0	0
5.	Others, please specify	0	0	0	0
	Total	0	96000	751800	847800

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Cautionary Statement : This Management Discussion and Analysis statements of Annual Report has been included in adherence to the spirit enunciated in the code of corporate Governance approved by the Securities and Exchange Board of India, Statement in the Management Discussion and Analysis describing the Company's objectives, projections estimates expectation may be "Forward-Looking Statement" within the meaning of applicable securities laws and regulation. These statements are subject to certain risks and uncertainties. Actual result could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the Government policies, economic development, political factors and such other factors beyond the control of the Company.

Industry Structure, Developments & Outlook : The consumer market landscape in India has taken rapid strides in terms of shifts in buying behaviour influenced by increased urbanisation, a growing middle-class, altering lifestyles and the emergence of the retailer as a powerhouse, to affect and sway the consumer's decision making.

Despite this, the Indian FMCG industry, over last three years, witnessed growth challenges. Sales were impacted by a weak economy, persistently high inflation, subdued consumer confidence, all of which have had a direct bearing on demand. The tide, nonetheless, is expected to gradually turn as confidence in the market rebounds, leading to a sustained demand recovery.

In 2014, consumer optimism witnessed a sharp turnaround, after a few years of adverse macro conditions (e.g. high inflation, slowing growth) that led to a steady decline as per the Credit Suisse Emerging Consumer Survey. The formation of a strong government at the centre (the first single party majority in 30 years) has triggered a major revival in consumer sentiment. As a result, India ranks first on the Credit Suisse Emerging Consumer Scorecard 2015, unseating China – a big improvement from last year when it was ranked fourth. The study highlights that more people believe this is a good time for making big ticket purchases as average household income increased by around 10% in 2014 after being relatively steady during the last two years.

The survey conducted to gauge consumer sentiment across nine emerging economies has seen India jump from the fourth to the first rank. The three key metrics to estimate consumer sentiment included medium term expectations of personal finances, expectations of inflation, and household income trends alongside their immediate spending intentions. This revival in consumer sentiment has been primarily driven by urban India. The Government of India has also played a major role in the growth of this segment. It has enacted policies to attract new capital and also to boost consumption and thereby give impetus to economic growth.

The India's market is consumer driven, with spending anticipated to more than double by 2025. This has resulted in the Indian consumer segment, broadly classified into

urban and rural markets, becoming the focus of marketers from around the world. Nielsen projects rural India's FMCG market to beat the US\$ 100 billion mark by 2025. FMCG players will require to align to the pulse of the Indian consumers' sentiments by customising their product portfolio as per the local market requirements.

For global conglomerates, India is an indispensable market for expanding their market share going forward. India's young demographic and a middle class with rising disposable income is a key contributor to this.

Opportunities & Threats : The opportunities for Soap and Detergent industries are due to rise in income of urban and rural population the demand for detergent is growing steadily. Cost effectiveness and timely delivery schedule is boosting the export of production made by soap and detergent companies. Now-a-days due to availability of Big Bazaars, Reliance fresh etc. the end users of production can direct approach through this retail chain. People become conscious about their health and hygiene which increase the requirements of this industry. On the other hand the soap and detergent face threats from due to difficult in keeping consumers loyal to Company's brand. Consumers are price sensitive and shift to other brand in view of promotional offers. Higher advertisement and promotional expenses required for better brand building.

Risks & Concern : The Company is exposed to major risk and concern like higher raw material cost, internal cost, transportation cost and advertisement cost. Increasing competition firm multinational and domestic companies.

Human resource / Industrial relations : Management is keen on following the best practices for attracting, retaining and enhancing human resources of the Company. The company's Industrial relations continued to be harmonious during the year under review. The Company continue to invest in people through various initiatives which enable the work force to meet out the production requirements and challenges related thereto and to infuse positive enthusiasm towards the organization.

Internal Control Systems and Adequacy : The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. The company has implemented suitable controls on ongoing basis to assure that all resources are utilized optimally, financial transactions are reported with the accuracy and all applicable laws and regulations are strictly complied with.

Product wise Performance : Presently the Company has been dealing in only one segment, i.e., Soap and Detergents. The details of the Soap and Detergents business segment is as follows:

Product	Sales			
	Current Year (2014-15)		Previous Year (2013-14)	
	Quantity (MT)	Value (Rs in Lacs)	Quantity (MT)	Value (Rs in Lacs)
Soap & Detergents	22830.41	9089.25	21935.47	8516.56



REPORT ON CORPORATE GOVERNANCE

Corporate Governance refers to the set of systems, principles and processes by which a company is governed. They provide the guidelines as to how the company can be directed or controlled so as to fulfill its goal and objectives in a manner that adds to the value of the company and benefit to all stakeholders in the long term. Stakeholders in this case would include everyone ranging from the Board of Directors, management, shareholders to customers, suppliers, financiers, employees and society at large. Strong and improved Corporate Governance practices are indispensable in today's competitive world and complex economy.

PEE CEE looks at Corporate Governance requirements as an integral part of business strategy which contributes to business growth in ethical perspective. Besides complying with the prescribed corporate practices as per Clause 49 of the Listing Agreement, the Company has voluntarily adopted various practices of governance in terms of highest ethical and responsible standard of business, globally bench marked.

This chapter, along with the chapters on Management Discussion and Analysis and Additional Shareholders Information, reports PEE CEE compliance with Clause 49 of Listing Agreement highlighting the additional initiatives taken in line with international best practices.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Our Company's philosophy on Corporate Governance envisages attainment of highest levels of accountability, transparency, responsibility and fairness in all aspects of its operations. Our business culture and practices are founded upon a common set of values that govern our relationships with customers, employees, shareholders, suppliers and the communities in which we operate. The Company believes that all its actions must serve the underlying goal of enhancing overall shareholder value on a sustained basis.

The Company is conscious of its responsibility as a good corporate citizen. The Company values transparency, professionalism and accountability.

2. BOARD OF DIRECTORS

The Company maintains an optimum combination of Executive, Non-Executive and Independent Directors. The Board consists of total Seven (7) directors on 31st March 2015. Mr Ashok Kumar Jain is the Executive Chairman, Mr. Pramod Kumar Jain is the Managing Director, Mr Mahendra Kumar Jain is the Whole Time Director of the Company and four (4) Non-Executive Independent Director including one (1) Woman Director.

None of the Directors on the Company's Board is a Member of more than ten Committees and Chairman of more than five Committees across all the companies in which he is a Director.

Following is the list of Directors and other details as on 31st March, 2015:

Name of the Director & Designation	Category	No. of positions held in other Public Companies ¹		
		Board	Committee	
			Membership	Chairmanship
Ashok Kumar Jain, Executive Chairman	Executive Promoter	Nil	Nil	Nil
Pramod Kumar Jain, Managing Director	Executive Promoter	1	Nil	Nil
Mahendra Kumar Jain, Whole Time Director	Executive Promoter	Nil	Nil	Nil
Amar Singh Rajput, Director	Non-Executive Independent	Nil	Nil	Nil
Nemi Chandra Jain, Director	Non-Executive Independent	Nil	Nil	Nil
Anil Gupta, Director	Non-Executive Independent	3	Nil	Nil
Babita Agarwal, Director	Non-Executive Independent	Nil	Nil	Nil

¹Excludes directorships in Associations, Private, Foreign and Section 25 companies.



REPORT ON CORPORATE GOVERNANCE

Directors' Attendance Record

During the period 01.04.2014 to 31.03.2015, 5 (five) meetings of the Board of Directors were held on 30.05.2014, 14.08.2014, 14.11.2014, 12.02.2015 and 25.03.2015. The Board was supplied with all relevant information and supporting papers, which were required, to transact the business specified in the agenda of Board Meetings held. The intervening period between the Board Meetings was well within the maximum time gap of four months as prescribed in Clause 49 of the Listing Agreement. Details of attendance of Directors in the Board meeting during this period are as under:

Name of the Director	No. of Board Meeting	Attendance at the Board Meeting	Whether attended Last AGM
Pramod Kumar Jain	5	5	Yes
Ashok Kumar Jain	5	5	Yes
Mahendra Kumar Jain	5	5	Yes
Amar Singh Rajput	5	4	Yes
Nemi Chandra Jain	5	5	Yes
Anil Gupta	3	3	No
Babita Agarwal	NA	NA	NA

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

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

Particulars	Pramod Kumar Jain	Anil Gupta	Babita Agarwal
DIN	00112805	00283431	07101475
Father's Name	Late Shri P. C. Jain	Mr. Shanti Sarup Gupta	Mr. Ramdas Singhal
Date of Birth	26th June, 1952	9th September, 1950	25th November, 1966
Address	42, Surya Nagar, Agra- 282 002, U.P.	Shanti Krishna, 5034/3 Sant Nagar, Karol Bagh New Delhi -110 005	B-138, Kamla Nagar, Agra- 282 005, U.P.
Designation	Managing Director	Director	Director
Education	B.Tech & Ph.d	B.Tech, FIE	Graduate
Experience	More than 28 years experience in FMCG Sector	More than 30 years experience in administrative field	More than 20 years experience in professional service
Companies in which holds Directorship*	1. Pee Cee Realty Builders Pvt Ltd 2. Pee Cee Raj Developers Pvt Ltd 3. Shree Riddhi Siddhi Buildwell Ltd 4. Shree Riddhi Siddhi Edutech Pvt Ltd	1. Nepa Ltd. 2. Bengal Chemicals & Pharma Ltd. 3. Pasupati Spinning & Weaving Mills Ltd.	Nil
Companies in which holds membership of committees*	Nil	Nil	Nil
Shareholding in the Company (No. & %)	1,38,821 5.25%	305 0.01%	Nil

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



REPORT ON CORPORATE GOVERNANCE

4. COMMITTEES OF BOARD OF DIRECTORS

PEE CEE COSMA has Three Board level Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for members of various Committees. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below.

I. AUDIT COMMITTEE

Composition

As on 31st March, 2015, the Audit Committee of the Company comprises the following directors:

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

The Company Secretary of the Company is the Secretary of the Committee.

Meetings & Attendance

During the financial year 2014-15 the Audit Committee held 4 (four) meetings on 30.05.2014, 14.08.2014, 14.11.2014 and 12.02.2015. The intervening period between the Audit Committee Meetings was well within the maximum time gap of four months as prescribed in Clause 49 of the Listing Agreement. Details of attendance of members in the Audit Committee meeting during this period are as under:

Name of the Director	Category	No of Audit Committee Meeting	Attendance at the Audit Committee Meeting
Mr. Nemi Chandra Jain	Independent Director	4	4
Mr. Amar Singh Rajput	Independent Director	4	4
Mr. Pramod Kumar Jain	Executive and Promoter Director	4	4

Role and Power of Audit Committee

All members of the Audit Committee have accounting and financial management expertise. The Chairman of the Committee attended the Annual General Meeting (AGM) held on September 26, 2014 to answer shareholders' queries. The Audit Committee shall have the authority to investigate into any matter that may be prescribed and the matters listed below and for this purpose the Audit Committee shall have full access to information contained in the records of the Company and external professional advice, if necessary:

- To review the Company's financial reporting process and ensure that the financial statements give a true and fair view of the affairs of the Company.
- To review the Company's audit procedures and techniques.
- To review with the management, external and internal procedures and the adequacy of internal control systems.
- To review the quarterly and annual financial statements and submit the same to the Board.
- Any other matter that may be delegated by the Board from time to time.

II. NOMINATION AND REMUNERATION COMMITTEE

Composition

As on 31st March, 2015, the Nomination and Remuneration Committee consists of three Directors, all of them being non-executive and independent directors.

- Mr. Nemi Chandra Jain - Chairman (Independent Director)
- Mr. Amar Singh Rajput - Member (Independent Director)
- Mr. Anil Gupta - Member (Independent Director)



REPORT ON CORPORATE GOVERNANCE

The Company Secretary of the Company is the Secretary of the Committee.

Meetings & Attendance

During the period 01.04.2014 to 31.03.2015, No meeting of the Nomination and Remuneration Committee was held.

The Remuneration Committee shall have the power to determine the Company's policy on specific remuneration packages including pension rights and other compensation for executive directors and for this purpose, the Remuneration Committee shall have full access to information contained in the records of the Company and external professional advice, if necessary.

Remuneration Policy of the Company

The Executive Chairman, Managing Director and the Whole Time Director of the Company are entitled for payment of Remuneration as decided by the Board and approved by the members as per the provisions of the Companies Act, 2013. No remuneration was paid to any Non-Executive Directors during the financial year 2014-15 except sitting fee for attending Board meetings.

Details of the Directors' Remuneration for the financial year ended 31st March, 2015

Name of Director	Salaries & Perquisites (In Rs.)	Commission, Bonus Ex-gratia (In Rs.)	Sitting Fee (In Rs.)	Total Amount (In Rs.)	No. of Equity Shares held (& %)
Pramod Kumar Jain	1707418	Nil	Nil	1707418	1,38,821 (5.25%)
Ashok Kumar Jain	1727677	Nil	Nil	1727677	121794 (4.60%)
Mahendra Kumar Jain	1691485	Nil	Nil	1691485	83584 (3.16%)
Amar Singh Rajput	Nil	Nil	22000	22000	Nil
Nemi Chandra Jain	Nil	Nil	35500	35500	Nil
Anil Gupta	Nil	Nil	15000	15000	305 (0.01%)
Babita Agarwal	Nil	Nil	Nil	Nil	Nil

III. STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition

As on 31st March, 2015, the Stakeholders Relationship Committee consists of three Directors, the Chairman being non-executive:

1. Mr. Nemi Chandra Jain - Chairman (Independent Director)
2. Mr. Ashok Kumar Jain - Member (Executive and Promoter Director)
3. Mr. Mahendra Kumar Jain - Member (Executive and Promoter Director)

The Company Secretary of the Company is the Secretary of the Committee.

Attendance

During the period 01.04.2014 to 31.03.2015, 18 (Eighteen) meetings of the Stakeholders Relationship Committee were held on 10.05.2014, 31.05.2014, 20.06.2014, 30.06.2014, 10.07.2014, 19.07.2014, 31.07.2014, 09.08.2014, 08.10.2014, 14.11.2014, 21.11.2014, 29.11.2014, 06.12.2014, 07.01.2015, 22.01.2015, 14.02.2015, 21.03.2015 and 31.03.2015, The Committee was supplied with all relevant information and supporting papers, which were required, to transact the business specified in the agenda of Meeting held.



REPORT ON CORPORATE GOVERNANCE

Name of the Director	Category	No of Stakeholders Relationship Committee Meeting	Attendance at the Stakeholders Relationship Committee Meeting
Mr. Nemi Chandra Jain	Chairman (Independent Director)	18	18
Mr. Ashok Kumar Jain	Member (Executive and Promoter Director)	18	18
Mr. Mahendra Kumar Jain	Member (Executive and Promoter Director)	18	18

The Committee was constituted to look into redressing the shareholders and investors' complaints and to expedite the process of redressal of complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.

Investor Grievance Redressal

During the year 2014-15, the Company had received one complaint from the shareholders, which is disposed off during the year.

5. GENERAL BODY MEETINGS

A. Particulars of past three Annual General Meetings of the Company:

Date	Year	Venue	Time	No.(s) of Special Resolution passed
26.09.2014	2013-14	Hotel Ashish Palace, Fatehabad Road, Agra	3.00 P.M	3
26.09.2013	2012-13	Hotel Ashish Palace, Fatehabad Road, Agra	3.00 P.M	Nil
27.09.2012	2011-12	Hotel Ashish Palace, Fatehabad Road, Agra	3.00 P.M	Nil

Special Resolution passed during the last three Annual General Meetings.

Date	Year	Business passed
26.09.2014	2013-14	<ul style="list-style-type: none"> ● Authorisation to Board u/s 180(1)(a) ● Authorisation to Board u/s 180(1)(c) ● Re-appointment of Mr Mahendra Kumar Jain as Whole Time Director

All resolutions moved at the last three Annual General Meeting were passed by a show of hands by the requisite majority of members attending the meeting.

No resolution was put through Postal Ballot in the last year and there is no resolution, which is required to be passed by Postal Ballot.

6. SUBSIDIARY COMPANIES

The Company does not have any Subsidiary Company.

7. DISCLOSURES

(a) Related Party Transactions

There are no materially significant related party transactions with its Promoters, the Directors or the Management, their Subsidiaries or Relatives etc., which may have potential conflict with the interest of the company at large. The other related party transactions are given in Point no. 32 of Notes on Accounts annexed to and forming the part of Balance Sheet and Profit and Loss Account of the Company.

(b) Non-compliance by the Company, Penalties, Structures

There were no instances of non-compliance by the Company, penalties, structures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.



REPORT ON CORPORATE GOVERNANCE

(c) Non mandatory requirements

The Company proposes to adopt the non-mandatory requirements given in Annexure-ID of Clause 49 of the listing agreement in due course of time.

8. CODE OF CONDUCT

The Board has formulated a code of conduct for the Board members and senior management of the Company. The same has also been posted on the website of the Company. All Board members and senior management personnel have affirmed their compliance with the code.

Declaration on compliance with code of conduct by the Chairman and the Managing Director:

The Board has formulated a code of conduct for the Board members and senior management of the Company, which has been posted on the website of the Company - www.doctorsoap.com

It is hereby affirmed that all the Directors and senior management personnel have complied with the code of conduct framed by the Company and a confirmation to that effect has been obtained from the directors and senior management.

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

Pramod Kumar Jain
DIN: 00112805
Managing Director
Address: 42, Surya Nagar,
Agra- 282 002, U.P.

9. MEANS OF COMMUNICATION

- At present quarterly/ half-yearly reports are not being sent to each household of shareholders.
- The Quarterly / half-yearly / Annual Accounts results:** The Company's quarterly results are published in 'Financial Express' (English) Delhi and Mumbai Edition and 'DLA' (Hindi) Agra Edition, and are displayed on its website (www.doctorsoap.com)
- Website:** The Company's website (www.doctorsoap.com) contains a separate dedicated section 'Investor Relations' where shareholders' information is available.
- Annual Report:** The Annual Report containing, inter alia, Audited Annual Accounts, Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website (www.doctorsoap.com).
- SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

10. GENERAL SHAREHOLDERS INFORMATION

i) Annual General Meeting	
Date & Time	Monday, 28th September, 2015, 3.00 P.M.
Venue	Hotel Ashish Palace, Fatehabad Agra-282 001, Uttar Pradesh
Date of Book Closure	Tuesday, 22nd September, 2015 to Monday, 28th September, 2015
Dividend Payment Date	3rd October, 2015



REPORT ON CORPORATE GOVERNANCE

ii) Financial Calendar

Events	Tentative time frame
Financial Reporting for the first quarter ended 30th June, 2015	On or before 14th August, 2015
Financial Reporting for the second quarter ending 30th September, 2015	On or before 14th November, 2015
Financial Reporting for the third quarter ending 31st December, 2015	On or before 14th February, 2016
Financial Reporting for the fourth quarter ending 31st March, 2016	On or before 30th May, 2016 (Audited)

iii) Listing on Stock Exchange

The equity shares of the Company are listed on the following Stock Exchange:

BSE Ltd (BSE)

Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001

Tel No.: 022-22721234, 22721233 Fax No.: 022-22722082 / 22723132

E-Mail: corp.relations@bseindia.com

Website: www.bseindia.com

The company has paid the listing fees payable to BSE for F.Y. 2015-16.

iv) **Stock Code:** BSE: 523329

v) **Market Price Data:** High/ low of market price of the Company's equity shares traded on BSE during the last financial year were as follows:

Month	High	Low	Volume	Month	High	Low	Volume
April 14	34	29.05	81981	October 14	52	43.05	699288
May 14	39.3	28.2	191005	November 14	52.65	39.6	409999
June 14	40.75	33.35	1694330	December 14	49.75	40.6	346749
July 14	53.75	33.05	1342281	January 15	46.95	38.55	467549
August 14	56	41.35	1525144	February 15	55.95	40.05	604211
September 14	61	37.2	483902	March 15	43.5	36.55	174792

Source: www.bseindia.com

There was no quotation available of the Company's scrip on the UPSE.

vi) Registrar and Transfer Agents

Skyline Financial Services Private Limited is the Registrar and Share Transfer Agent for the shares of the Company in both physical as well as electronic modes. Securities lodged for transfer at the Registrar's address or at the Company's Registered Office, are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. Senior Executives of the Company are empowered to approve transfer of shares and debentures and other investor related matters. Grievances received from investors and other miscellaneous correspondence on change of address, mandates, etc. are processed by the Registrars within 15 days.

Members are requested to correspond with the Company's Registrar and Transfer Agents M/s Skyline Financial Services Private Limited quoting their folio no. at the following address:

M/s Skyline Financial Services Private Limited,

D-153/A, 1st Floor, Okhla Industrial Area Phase -1, New Delhi-110 020,

Tel- 011-26292682-83

E-Mail: info@skylinerta.com, praveen@skylinerta.com



REPORT ON CORPORATE GOVERNANCE

vii) Reconciliation of Share Capital and Certificate under Clause 47(c) of Listing Agreement

- A qualified practicing Company Secretary carried out a Secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).
- Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, certificates, on half yearly basis, have been issued by a Company Secretary in Practice for due compliance of share transfer formalities by the Company.

viii) Shareholding Pattern

Shareholding Pattern of the Company as on 31st March, 2015 is given below:-

Category	No. of Shares	%
Promoters		
a) Individuals / Hindu Undivided Family	18,04,224	68.18%
b) Bodies Corporate	1,72,515	6.52%
Total (A)	19,76,739	74.70%
Public Shareholding (Non Institution)		
a) Banks/Financial Institution	100	0.00%
b) b)Bodies Corporate	57,012	2.15
c) Individuals	5,92,349	22.38
d) Hindu Undivided Family	18,731	0.71
e) NRI/OCB's	919	0.03
f) Clearing Member/ House	400	0.02
Total (B)	6,69,511	25.30
Grand Total (A+B)	26,46,250	100%

ix) Distribution of Shareholding

Distribution of Shareholding of the Company as on 31st March, 2015 is as following:

Range of Shares	Shareholders' Numbers	% to Total Number	Shares in No.				%age
			Physical	NSDL	CDSL	Total	
Up to 5,00	2447	92.20	188738	79775	38744	307257	11.61
501 –1,000	107	4.03	34337	38344	17750	90431	3.42
1,001 – 2,000	41	1.54	14325	39895	9072	63292	2.39
2,001 -3,000	19	0.72	10125	30588	7020	47733	1.80
3,001 –4,000	3	0.11	Nil	11140	Nil	11140	0.42
4,001 –5,000	1	0.04	Nil	Nil	4811	4811	0.18
5,001-10,000	8	0.30	Nil	45395	14394	59789	2.26
10,001 & Above	28	1.06	Nil	1404629	657168	2061797	77.91
TOTAL	2654	100	247525	1649766	748959	2646250	100

x) Dematerialization of Shares

The shares of the Company are in dematerialized segment and are available for trading in depository system of both National Securities Depository Limited and Central Depository Services (India) Limited. As on 31st March 2015 about 90.64% (previous year-90.48%) of the Company's equity paid-up capital had been dematerialized. Trading in equity shares of the Company at the Stock Exchange is permitted compulsorily in demat mode.



REPORT ON CORPORATE GOVERNANCE

- xi) There are no outstanding GDRs/ADRs/Warrants or any Convertible other Instruments as on the date.
- xii) Address for Correspondence: The shareholders may send their communication grievances/ queries to the Registrar and Share Transfer Agents at their Address mentioned above or to the Company at its Corporate Office:

Pee Cee Cosma Sope Ltd
G-10/8, Padam Deep, Sanjay Place, Agra-282002, Uttar Pradesh
Tel.No. 0562-2527332, Fax. No. 0562-2527329
e-mail: pccosmalisting@doctorsoap.com

CEO/CFO Certification

We, Pramod Kumar Jain, Managing Director and Brij Mohan Verma, Chief Financial Officer, responsible for the finance function certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2015 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations. (b) To the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee:
- (i) significant changes in internal control over financial reporting during the year;
- (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Date : 04.08.2015
Place : Agra

Pramod Kumar Jain
DIN: 00112805
Managing Director
Address: 42, Surya Nagar,
Agra- 282 002, U.P.

Brij Mohan Verma
Chief Financial Officer
Address : 35/57 B,
Lashkarpur,
Agra- 282 002, U.P.



REPORT ON CORPORATE GOVERNANCE

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
M/s Pee Cee Cosma Soap Ltd

We have examined the compliance of conditions of Corporate Governance by Pee Cee Cosma Soap Ltd, for the year ended on 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said company with Stock Exchange.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

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

**For R&D
Company Secretaries**

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

**Debabrata Deb Nath
Partner
ACS: 7775; CP: 8612**



INDEPENDENT AUDITOR'S REPORT

To
The Members of
Pee Cee Cosma Sope Ltd.

Report on the Standalone Financial Statements : We have audited the accompanying standalone financial statements of **Pee Cee Cosma Sope Ltd.** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements : The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's directors, as well as evaluating the overall

presentation of the financial statements.

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

Opinion : In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164 (2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements Refer Note 30 to the financial statements
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR DOOGAR & ASSOCIATES
Chartered Accountants
(Firm Reg No-000561N)
(CA. UDIT BANSAL)
Partner
M. No. 401642

Place: Agra
Dated: 30.05.2015



(Referred to in Paragraph under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date on the accounts of Pee Cee Cosma Sope Limited for the year ended 31st March, 2015)

1. (a) The Company has maintained proper records to show full particulars including quantitative details and situation of fixed assets.
(b) The fixed assets have been physically verified by the management at the reasonable intervals, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
2. (a) The inventory, except material lying with the third parties has been physically verified by the management during the year.
(b) In our opinion and according to the information and explanations given to us the procedures followed by the management for such physical verification are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) In our opinion Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of accounts.
3. (a) According to information and explanation given to us the Company has not granted any secured or unsecured loans, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us there is an adequate internal control system commensurate with the size of the Company and nature of its business with regard to the purchase of inventory and fixed assets and also for the sale of goods & services. Further on the basis of our examination of the books of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across nor have we been informed of any instance of major weaknesses in the aforesaid internal control systems.
5. According to the information and explanations given to us, the Company has not accepted any deposit from the public within the meaning of provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Therefore, the provisions of the clause 3 (v) of the order are not applicable to the Company.
6. According to the information and explanations given to us, the cost records have been maintained by the company pursuant to section 148 (1) of the Companies Act 2013 and are of the opinion that, prima facie, the prescribed cost records have been made and maintained, however, we have not made a detailed examination of such cost records.
7. (a) According to the information & explanations given to us, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, excise, value added tax, cess and any other statutory dues applicable to it and there are no undisputed statutory dues outstanding as at March 31, 2015 for a period exceeding six months from the date they became payable.
(b) According to the information & explanations given to us, there are no dues of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess which have not been deposited on account of any dispute, except the following, along with the forum where dispute is pending:



ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

Name of Statute	Nature of the dues	Amount (Rs)	Forum where dispute is pending
Income Tax Act	Income Tax (A.Y. 2009-10)	10,42,322	Hon'ble High Court, Allahabad
Income Tax Act	Income Tax (A.Y. 2010-2011)	3,13,050	ITAT, Agra
Income Tax Act	Income Tax (A.Y. 2010-2011)	26,77,310	CIT (Appeal) II, Agra
Income Tax Act	Income Tax (A.Y. 2011-2012)	3,93,070	CIT (Appeal) II, Agra
Central Excise	Excise Duty (2007-08 to 2010-2011)	15,38,544	Addl Commissioner Central Excise, Kanpur.
Central Excise	Excise Duty (Jan 2002 to Feb 2006)	18,88,86,000	CESAT, New Delhi (Refer note no 30)
U.P. Trade Tax	Sales Tax (1995-96)	2,25,000	Hon'ble High Court, Allahabad
Central Sales Tax	Sales Tax (1995-96)	1,60,710	Hon'ble High Court, Allahabad
Rajasthan Trade Tax	Sales Tax (2000-01)	68,452	Rajasthan Tax Board, Ajmer
U.P. Vat Act	Trade Mark License Fee (2003-04)	27,084	Dy. Commissioner, Agra
U.P. Vat Act	Trade Mark License Fee (2004-05)	24,393	Dy. Commissioner, Agra
ESI Act	ESI (2004-05)	1,05,241	Civil Court, Agra
M.P Land Revenue Act, 1959	Land Conversion Charges	14,03,603	Court of Collector, Bhind (M.P.)

(c) According to the information and explanation given to us, the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of Companies Act, 1956 and rules made there under has been transferred to such fund within time.

8. The Company does not have any accumulated losses at the end of the financial year. The Company has not incurred cash losses in the financial year covered by our audit and in the immediately preceding financial year.
9. In our opinion and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution or bank. The Company has not issued any debentures.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
11. In our opinion, and according to the information and explanations given to us, term loans have generally been applied for the purposes for which they were raised.
12. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

FOR DOGAR & ASSOCIATES
Chartered Accountants
(Firm Reg No-000561N)

Place: Agra
Dated: 30.05.2015

(CA. UDIT BANSAL)
Partner
M. No. 401642



PEE CEE COSMA SOPE LIMITED

BALANCE SHEET AS AT 31ST MARCH 2015

(Amount in Rupees unless otherwise stated)

PARTICULARS	Note	As at March 31, 2015	As at March 31, 2014
A. EQUITY AND LIABILITIES			
1. SHAREHOLDERS' FUNDS			
a. Share Capital	2	2,64,62,500	5,37,94,900
b. Reserves and Surplus	3	11,87,46,221	11,08,35,168
2. NON CURRENT LIABILITIES			
a. Long Term Borrowings	4	1,17,78,106	2,10,00,000
b. Other Long Term Liabilities	5	35,80,000	35,80,000
c. Long Term Provisions	6	10,02,302	9,36,844
3. CURRENT LIABILITIES			
a. Short Term Borrowings	7	5,47,62,283	4,31,13,475
b. Trade Payables	8	2,63,95,542	1,43,88,604
c. Other Current Liabilities	9	2,82,34,366	1,65,04,446
d. Short term Provisions	10	1,07,24,743	1,16,48,918
TOTAL		28,16,86,063	27,58,02,355
B ASSETS			
1. NON CURRENT ASSETS			
a. Fixed Assets	11		
(i) Tangible Assets		7,77,02,983	8,16,48,299
		7,77,02,983	8,16,48,299
b. Deferred Tax Asset	12	26,07,976	12,91,075
c. Long Term Loans & Advances	13	5,32,46,910	5,19,26,678
d. Other Non Current Assets	14	9,60,181	5,91,555
2. CURRENT ASSETS			
a. Current Investments	15	2,58,01,123	2,54,10,000
b. Inventories	16	10,95,15,835	10,29,55,478
c. Trade receivables	17	40,22,114	39,31,860
d. Cash and Bank Balances	18	36,26,220	31,51,142
e. Short term Loans & Advances	19	42,02,721	48,78,099
f. Other Current Assets	20	-	18,169
TOTAL		28,16,86,063	27,58,02,355

Notes to Balance Sheet and Statement of Profit & Loss 1-37

In terms of our report attached

For and on Behalf of the Board

For **DOOGAR & ASSOCIATES,**

Chartered Accountants
(Firm Reg. No. 000561N)

CA. UDIT BANSAL

(Partner)

M. NO. - 401642

Place : Agra

Dated: 30th May, 2015

(A. K. Jain)

(P. K. Jain)

(M. K. Jain)

(N.C. Jain)

(Nidhi Agarwal)

Executive Chairman DIN No. : 00113133

Managing Director DIN No. : 00112805

Director DIN No. : 00172395

Director DIN No. : 00172406

Company secretary



PEE CEE COSMA SOPE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH 2015

(Amount in Rupees unless otherwise stated)

PARTICULARS	Note	Year Ended March 31, 2015	Year Ended March 31, 2014
I. REVENUE			
1. Revenue from Operations (Gross)	21	90,89,25,275	85,16,56,988
Less: Excise Duty		10,35,02,311	9,49,22,546
Revenue from Operations (Net)		80,54,22,964	75,67,34,442
2. Other Income	22	7,14,950	7,60,333
Total Revenue		80,61,37,914	75,74,94,775
II. EXPENSES			
1. Cost of Raw Material Consumed	23	62,28,03,926	57,23,36,072
2. Changes in Inventories of Finished goods & Process goods	24	(1,09,50,808)	23,47,494
3. Employee Benefit Expenses	25	6,56,46,181	5,80,44,992
4. Finance Cost	26	80,75,945	46,49,723
5. Depreciation & Amortisation Expenses		96,90,463	69,98,406
6. Other Expenses	27	9,04,52,475	8,45,11,381
Total Expenses		78,57,18,182	72,88,88,068
III. PROFIT BEFORE TAX		2,04,19,732	2,86,06,707
IV. Tax Expense			
i. Current Tax		77,89,000	97,00,000
ii. Tax adjustment related to earlier years		1,04,749	1,03,653
iii. Deferred Tax		(9,35,226)	37,924
V. PROFIT AFTER TAX		1,34,61,209	1,87,65,130
VI. EARNINGS PER EQUITY SHARE (Nominal value of share Rs. 10/- each)			
Basic Earnings Per Share (in Rs)	28	5.10	7.10
Diluted Earnings Per Share (in Rs)		5.10	7.10

Notes to Balance Sheet and Statement of Profit & Loss 1-37

In terms of our report attached

For and on Behalf of the Board

For **DOOGAR & ASSOCIATES,**

Chartered Accountants

(Firm Reg. No. 000561N)

CA. UDIT BANSAL

(Partner)

M. NO. - 401642

Place : Agra

Dated: 30th May, 2015

(A. K. Jain)

(P. K. Jain)

(M. K. Jain)

(N.C. Jain)

(Nidhi Agarwal)

Executive Chairman DIN No. : 00113133

Managing Director DIN No. : 00112805

Director DIN No. : 00172395

Director DIN No. : 00172406

Company secretary



PEE CEE COSMA SOPE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in Rupees unless otherwise stated)

PARTICULARS	Year Ended March 31, 2015	Year Ended March 31, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax and extra ordinary items	2,04,19,732	2,86,06,707
Adjusted for		
Depreciation	96,90,463	69,98,406
Profit on Sale of Fixed Assets (Net)	(3,97,975)	-
Interest received	(1,87,721)	(6,29,927)
Interest paid	75,95,031	39,53,747
Fixed Assets Written Off	2,25,076	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	3,73,44,606	3,89,28,933
ADJUSTMENTS FOR WORKING CAPITAL CHANGES:		
Inventories	(65,60,357)	(1,23,278)
Trade & Other Receivables	(90,254)	1,34,34,726
Other Current and Non-Current Assets	(21,63,379)	(33,16,866)
Trade Payables	1,20,06,938	28,07,389
Other Current and Non-Current Liabilities & Provisions	1,60,73,154	25,63,920
CASH GENERATED FROM OPERATING ACTIVITIES:	5,66,10,708	5,42,94,824
Direct Taxes Paid	(69,58,523)	(98,41,577)
NET CASH FROM OPERATING ACTIVITIES	4,96,52,185	4,44,53,247
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Sale of Fixed Assets	12,03,000	95,323
Purchase of Fixed Assets	(79,29,635)	(14,16,398)
Interest received	1,87,721	6,29,927
NET CASH USED IN INVESTING ACTIVITIES	(65,38,914)	(6,91,148)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Redemption of Preference Shares	(2,73,32,400)	(4,49,80,100)
Interest & Finance Charges paid	(75,95,030)	(39,53,747)
Dividend Paid	(64,55,388)	(1,18,53,000)
Dividend Tax Paid	(10,97,093)	(20,14,417)
NET CASH USED IN FINANCING ACTIVITIES	(4,24,79,911)	(6,28,01,264)
NET INCREASE/ (DECREASE) IN CASH & CASH EQUIVALENTS	6,33,360	(1,90,39,165)
CASH AND CASH EQUIVALENTS (OPENING BALANCE)	23,39,452	2,13,78,617
CASH AND CASH EQUIVALENTS (CLOSING BALANCE)	29,72,812	23,39,452

Note 1. The above Cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 on 'Cash Flow Statements'

Note 2. Previous year figures have been re-grouped and re-arranged wherever so required.

In terms of our report attached
For **DOOGAR & ASSOCIATES,**
Chartered Accountants
(Firm Reg. No. 000561N)

For and on Behalf of the Board

CA. UDIT BANSAL
(Partner)

(**A. K. Jain**) Executive Chairman DIN No. : 00113133
(**P. K. Jain**) Managing Director DIN No. : 00112805
(**M. K. Jain**) Director DIN No. : 00172395
(**N.C. Jain**) Director DIN No. : 00172406
(**Nidhi Agarwal**) Company secretary

M. NO. - 401642

Place : Agra

Dated: 30th May, 2015



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

1. SIGNIFICANT ACCOUNTING POLICIES:

i. Basis of Accounting

Financial Statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and to comply with Accounting Standards referred to in Section 133 of the Companies Act 2013 read with Rule 7 of Company (Accounts) Rules 2014, to the extent applicable.

The Company follows the mercantile system of accounting and recognizes the income & expenditure on accrual basis.

All assets and liabilities have been classified as Current or Non-current as per Company's normal operating cycle. Based on the nature of products and time between acquisition of assets/materials for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle being a period of one year for the purpose of classification of assets and liabilities as current and non-current.

ii. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

iii. Accounting Policies

a. FIXED ASSETS

Fixed Assets are stated at acquisition cost less accumulated depreciation. Cost includes inward freight, duties, taxes and incidental expenses related to acquisition and installation incurred up to the date of commissioning of assets.

b. DEPRECIATION

i) Depreciation on fixed assets for the year ended 31st March 2014, is provided for on the Written Down Value method in the manner and at the rates specified in Schedule XIV to the Companies Act, 1956 except on fixed assets with 100% rate of depreciation which are fully depreciated in the year of addition.

Effective from 1st April 2014, depreciation is charged on the basis of useful life of the fixed assets. The Company has adopted useful life of fixed assets as given in Part 'C' of Schedule II of the Companies Act, 2013 in respect of all fixed assets.

ii) Leasehold land is amortised over the period of lease.

iii) Intangible assets are amortised over their estimated useful life. In respect of Computer Software as 5 years.

c. IMPAIRMENT OF ASSETS

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss.

d. INVESTMENTS

Long-term investments are carried at cost less provision, if any, for diminution in value other than temporary. Current investments are carried individually, at lower of cost and fair value.

e. INVENTORIES

(i) Raw materials, Packing Material, Stores & Spares are valued at lower of cost or net realisable value. Cost of materials is ascertained on First in First out basis.

(ii) Finished and Semi-finished goods produced by the Company are valued at lower of cost or net realisable value.

f. SALES

Sale of goods is recognized at the time of dispatch of finished goods to the customers and is net of excise duty, sales return, rate difference and cash discounts. Consignment sales are recognized on receipt of account sales from the agents.

g. PURCHASES AND EXPENSES

Purchases include cost of materials, transportation charges, Entry Tax and are net of refund of Sales Tax, credit availed under the Cenvat Scheme and State VAT during the year and other claims and discounts. Expenses on which Service Tax is charged are account for net of Service Tax.

h. RETIREMENT BENEFITS

i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit & Loss of the year in which the employee has rendered services.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

- ii) Post employment benefits are recognized as an expense in the Statement of Profit & Loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable towards contributions. The present value is determined using market yields of government bonds, at the balance sheet date, as the discounting rate.
- iii) Other long term employee benefits are recognized as an expense in the Statement of Profit & Loss for the year in which the employee has rendered services. Estimated liability on account of long term benefits is discounted to the present value using the market yield on government bonds as on the date of balance sheet.
- iv) Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Statement of Profit & Loss.
- i. BORROWING COSTS**
Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.
- j. ACCOUNTING FOR TAXES ON INCOME**
The accounting treatment followed for taxes on income is to provide for current and deferred tax. Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred Tax resulting from the difference between book and taxable profits is accounted for using the tax rates and laws that have been enacted or substantially enacted as on Balance Sheet date. The Deferred Tax is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.
- k. EARNINGS PER SHARE**
The earnings considered in ascertaining the company's EPS comprise the Net Profit or Loss for the period after tax and extra ordinary items. The basic EPS is computed on the basis of weighted average number of equity shares outstanding during the year. The number of shares for computation of diluted EPS comprises of weighted average number of equity shares considered for deriving basic EPS and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares.
- l. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**
Contingent liability if any is disclosed by way of notes on account. Provision is made in accounts in respect of those contingencies which are likely to materialize in to liabilities after the year-end till the adoption of accounts by the Board of Directors and which have material effect on the position stated in the balance sheet. Contingent Assets are neither recognized nor disclosed in the financial statements.
- m. CASH & CASH EQUIVALENTS**
For the purpose of Cash Flow Statement cash and cash equivalents includes cash in hand, demand deposit with the bank, other short term highly liquid investments within original maturities of 3 months or less.

(Amount in Rupees unless otherwise stated)

2. Share Capital	As At March 31, 2015		As At March 31, 2014	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of Rs 10/- (Previous year Rs. 10/-) each	27,50,000	2,75,00,000	27,50,000	2,75,00,000
12% Non Cumulative Compulsorily Redeemable Preference Shares of Rs 100/- (Previous Year Rs. 100/-) each	7,25,000	7,25,00,000	7,25,000	7,25,00,000
Issued, Subscribed & Fully Paid up				
Equity Shares of Rs 10/- (Previous year Rs. 10/-) each	26,46,250	2,64,62,500	26,46,250	2,64,62,500
12% Non Cumulative Compulsorily Redeemable Preference Shares of Rs 100/- (Previous Year Rs. 100/-) each	-	-	2,73,324	2,73,32,400
Total Issued, Subscribed & Fully Paid up	26,46,250	2,64,62,500	29,19,574	5,37,94,900



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

Particulars	As At March 31, 2015		As At March 31, 2014	
	Number	Amount	Number	Amount
Equity Shares				
Shares outstanding at the beginning of the year	26,46,250	2,64,62,500	26,46,250	2,64,62,500
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	26,46,250	2,64,62,500	26,46,250	2,64,62,500
Particulars	As At March 31, 2015		As At March 31, 2014	
12% Non Cumulative Compulsorily Redeemable Preference Shares	Number	Amount	Number	Amount
Shares outstanding at the beginning the year	2,73,324	2,73,32,400	7,23,125	7,23,12,500
Shares issued during the year	-	-	-	-
Shares bought back during the year	2,73,324	2,73,32,400	4,49,801	4,49,80,100
Shares outstanding at the end of the year	-	-	2,73,324	2,73,32,400

2.2 Terms/ Rights Attached to Shares

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

Preference : The Company has only one class of Preference Shares having a par value of Rs. 100 per share. Each holder of Preference Shares is not entitled to vote at any General Meeting of the members of the Company in relation to any of the matters solely by virtue of Preference Shares. The Preference shares shall be eligible for Dividend at the rate Prescribed by the Board of the Company at the time of issuance. The Preference Shares shall be redeemed as per the terms of the issue.

- 2.3 1466250 Equity Shares out of issued subscribed and paid up share capital were allotted in pursuant to the Scheme of Arrangement as approved by the Hon'ble Allahabad High Court on 5th July 2011 without payment being received in cash.
- 2.4 723125 12% Non Cumulative Compulsorily Redeemable Preference Shares, redeemable at par within a period of 10 years from the date of issue, with a call option available to the company for early redemption, have been issued without payment being received in cash to the share holders of Amalgamating Company in pursuance of Scheme of Arrangement as approved by Hon'ble Allahabad High Court on 5th July 2011.
- 2.5 Last year Company has redeemed 253093 & 196708 totalling 449801 12% Non Cumulative Compulsorily Redeemable Preference Shares of Rs. 100 each .The same is approved by Board of Directors in their meeting held at 29.05.2013 & 11.02.2014 respectively. In respect to above Capital Redemption Reserve of Rs. 44980100/- has been created by debiting Rs. 4498010/- from Preference Share Redemption Reserve and Rs. 40482090/- from surplus in the Statement of Profit and Loss.
- 2.6 During the year Company has further redeemed balance 136662 & 136662 totalling 273324 12% Non Cumulative Compulsorily Redeemable Preference Shares of Rs. 100 each .The same is approved by Board of Directors in their meeting held at 14.11.2014 & 12.02.2015 respectively. In respect to above Capital Redemption Reserve of Rs. 27332400/- has been created by debiting Rs. 5466480/- from Preference Share Redemption Reserve and Rs. 21865920/- from surplus in the Statement of Profit and Loss.

2.7 Details of Equity Shareholders holding more than 5% shares in Equity Capital of the Company.#

Name of Shareholder	As At March 31, 2015		As At March 31, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr Mahendra Kumar Jain (HUF)	149900	5.66	149900	5.66
Mr Pramod Kumar Jain	138821	5.25	138821	5.25
Mr Ankit Jain	249914	9.44	249914	9.44

2.8 Details of Preference Shareholders holding more than 5% shares in Preference Capital of the Company.#

Name of Shareholder	As At March 31, 2015		As At March 31, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr Mahendra Kumar Jain	-	-	33449	12.24
P C Sons (HUF)	-	-	17500	6.40
Mr Pramod Kumar Jain	-	-	58500	21.40
Mr Ashok Kumar Jain	-	-	36000	13.17
Smt Asha Lata Jain	-	-	47125	17.24
Smt Maya Jain	-	-	48750	17.84

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



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(Amount in Rupees unless otherwise stated)

3. Reserves & Surplus	As at March 31, 2015	As at March 31, 2014
a. Capital Reserve		
As Per Last Balance Sheet	23,03,275	23,03,275
	23,03,275	23,03,275
b. General Reserve		
As Per Last Balance Sheet	2,25,53,441	2,15,53,441
Add: Transfer From Surplus in the Statement of Profit & Loss	10,00,000	10,00,000
Closing Balance	2,35,53,441	2,25,53,441
c. Preference Shares Redemption Reserve		
As Per Last Balance Sheet	54,66,480	72,31,250
Add: Transfer From Surplus in the Statement of Profit & Loss	-	27,33,240
Less: Transfer to Capital Redemption Reserve	54,66,480	44,98,010
Closing Balance	-	54,66,480
d. Capital Redemption Reserve		
As Per Last Balance Sheet	4,49,80,100	-
Add: Transfer From Preference Shares Redemption Reserve	54,66,480	44,98,010
Add: Transfer From Surplus in the Statement of Profit & Loss	2,18,65,920	4,04,82,090
Closing Balance	7,23,12,500	4,49,80,100
e. Surplus in the Statement of Profit & Loss		
As Per Last Balance Sheet	3,55,31,872	6,85,34,553
Less: Adjustment in opening balance on adoption of Schedule II of the Companies Act 2013 (Net of Deferred Tax)	7,72,712	-
Add: Profit for the Year	1,34,61,209	1,87,65,130
Less: Appropriations:		
Transfer to General Reserve	10,00,000	10,00,000
Transfer to Preference Shares Redemption Reserve	-	27,33,240
Transfer to Capital Redemption Reserve	2,18,65,920	4,04,82,090
Proposed Dividend on Equity Shares	39,69,375	31,75,500
[Rs.1.50 per share(Previous Year Rs. 1.20)]		
Proposed Dividend on Preference Shares	-	32,79,888
[NIL (Previous Year Rs. 12.00)]		
Tax on Dividend	8,08,069	10,97,093
Closing Balance	2,05,77,005	3,55,31,872
Total	11,87,46,221	11,08,35,168



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(Amount in Rupees unless otherwise stated)

4. Long Term Borrowings	As At March 31, 2015		As At March 31, 2014	
	Non Current	Current Maturities	Non Current	Current Maturities
Secured				
Term Loan From Bank	1,00,00,000	80,00,000	2,10,00,000	40,00,000
Less: Amount disclosed under the head 'Other Current Liabilities' (Refer Note no.9)		80,00,000		40,00,000
Vehicle Loan From Bank	17,78,106	11,79,630	-	-
Less: Amount disclosed under the head 'Other Current Liabilities' (Refer Note no.9)		11,79,630		-
Total	1,17,78,106	-	2,10,00,000	-

Particulars	Installments/Rate of interest (P.A.)	Outstanding as at 31.3.2015	Annual repayment schedule		
			2015-16	2016-17	2017-18
Term Loan (Refer Note 7.1)	Quarterly/14.60%	1,80,00,000	80,00,000	80,00,000	20,00,000
Vehicle Loan 1*	Monthly/10.95%	10,35,088	4,14,941	4,62,926	1,57,221
Vehicle Loan 2*	Monthly/11%	3,73,072	1,61,048	1,80,022	32,002
Vehicle Loan 3*	Monthly/10.92%	9,71,652	4,20,225	4,68,320	83,107
Vehicle Loan 4*	Monthly/10.30%	5,77,924	1,83,416	2,04,255	1,90,253

(Amount in Rupees unless otherwise stated)

5. Other Long Term Liabilities	As At March 31, 2015	As At March 31, 2014
Security Deposit Received	3580000	3580000
Total	3580000	3580000
6. Long Term Provisions		
Provision for Employee Benefit		
-Leave Encashment	1002302	936844
Total	1002302	936844
7. Short Term Borrowings		
Secured		
(a) Working Capital Loan		
From Bank	54762283	43113475
Total	54762283	43113475

7.1 Nature of Security of Term Loan & Working Capital Loans : Term Loan & Working capital loan from State Bank of India, are secured by way of hypothecation of stocks of raw material, stores, spares, stock in process, Finished Goods, including Book Debts etc, lying in Unit's works, godowns, offices, and elsewhere in units possession including the goods in transit. Further extension of charge on current assets of the Company to cover the Corporate Term Loan. It is further collaterally secured by way of equitable mortgage of Factory land & building situated at plot no.51-52 Malanpur Industrial Area, Distt. Bhand. (M.P.) measuring 31017.58 sft, Factory Land and Building at Dholpur, Rajasthan, measuring 52155.63 sqmt, Factory Land & Building of P.C. Soap & Chemicals (through its partners) and hypothecation of unencumbered plant & machinery of Malanpur & Dholpur unit and extension of charge on fixed assets of the Company. Further secured by personal guarantee of Sri M.K.Jain, Sri A.K.Jain, Sri P.K.Jain and TPG of P.C. Soap & Chemicals (through its partners).



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(Amount in Rupees unless otherwise stated)

8. Trade Payables	As At March 31, 2015	As At March 31, 2014
Due to Micro Small and Medium Enterprises	25,53,481	25,10,551
Due to Other Supplies & Services	2,38,42,061	1,18,78,053
Total	2,63,95,542	1,43,88,604
8.1 Disclosure pertaining to Micro, Small and medium enterprises:		
Particulars		
Principal Amount due outstanding	25,53,481	25,10,551
Interest due on (1) above and unpaid	NIL	NIL
Interest paid to the suppliers during the year	NIL	NIL
Payments made to the supplier beyond the appointed day during the year	NIL	NIL
Interest due and payable for the period of delay	NIL	NIL
Interest accrued and remaining unpaid as on 31.03.2015	NIL	NIL
Amount of further interest remaining due and payable in succeeding year.	NIL	NIL

Dues to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by Auditors.

9. Other Current Liabilities	As At March 31, 2015	As At March 31, 2014
Current maturities of long-term debt (Refer Note no.4)	91,79,630	40,00,000
Interest accrued and due on borrowings	2,38,392	3,20,124
Advance from Customers	90,79,730	50,96,037
Investor Education & Protection Fund*		
- Unclaimed dividends	6,53,408	5,61,690
Due to Directors	3,20,550	2,38,441
Other payables		
(i) Employee Related Liabilities	48,48,920	46,12,132
(ii) Statutory Liabilities	39,13,736	16,76,022
Total	2,82,34,366	1,65,04,446

*Appropriate amounts shall be transferred to Investor Education & Protection Fund if and when due.

10. Short Term Provisions	As At March 31, 2015	As At March 31, 2014
Provision for Employee Benefit		
- Leave Encashment	1,98,642	1,23,825
Others		
Provision for Excise Duty on Finished Goods	57,48,657	39,72,612
Proposed Dividend on Equity Shares	39,69,375	31,75,500
Proposed Dividend on Preference Shares	-	32,79,888
Tax on Proposed Dividend	8,08,069	10,97,093
Total	1,07,24,743	1,16,48,918



PEE CEE COSMA SOPE LIMITED

FIXED ASSETS

(Amount in Rupees unless otherwise stated)

11. FIXED ASSETS

S No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As At 01/04/2014	Addition During the Period	Deduction/ Adjustments	As At 31/03/2015	Up To 01/04/2014	For the Period	Deduction/ Adjustments*	Up To 31/03/2015	As At 31/03/2015	As At 31/03/2014
Tangible Assets											
1.	Leasehold Land	7,43,926	-	-	7,43,926	29,141	9,713	-	38,854	7,05,072	7,14,785
2.	Freehold Land	3,18,76,200	-	-	3,18,76,200	-	-	-	-	3,18,76,200	3,18,76,200
3.	Building	6,00,51,583	-	-	6,00,51,583	3,57,06,726	28,94,977	-	3,86,01,703	2,14,49,880	2,43,44,857
4.	Plant & Machinery	6,94,60,411	11,56,559	28,39,036	6,77,77,934	4,95,32,473	43,38,053	20,56,511	5,18,14,015	1,59,63,919	1,99,27,938
5.	Furniture & Fixtures	61,97,051.52	1,12,531	6,26,053	56,83,530	56,39,143	19,722	3,55,289	53,03,576	3,79,954	5,57,909
6.	Office Equipments	54,28,875	1,27,961	9,91,530	45,65,306	42,29,949	3,65,727	7,08,866	38,86,810	6,78,496	11,98,926
7.	Computer	41,79,485	4,38,675	23,93,591	22,24,569	39,49,643	1,44,723	23,50,117	17,44,249	4,80,320	2,29,842
8.	Vehicles	1,38,96,560	60,93,909	47,50,044	1,52,40,425	1,10,98,718	19,17,548	39,44,983	90,71,283	61,69,142	27,97,842
	Total	19,18,34,092	79,29,635	1,16,00,254	18,81,83,473	11,01,85,793	96,90,463	94,15,766	11,04,80,490	7,77,02,983	8,16,48,299
	Previous Year Figures	19,04,40,692	14,16,399	22,999	19,18,34,092	10,32,10,307	69,98,406	22,920	11,01,85,793	8,16,48,299	8,72,30,385

*Refer Note No. 36

(Amount in Rupees unless otherwise stated)

12. Deferred Tax Asset (Net)

	Deferred tax Asset/ (Liability) As At March 31, 2014	Current year (charge)/ Credit	Deferred tax Asset/ (Liability) As At March 31, 2015
Difference in depreciation for accounting and income tax purpose (Adjustment in opening balance on account of initial adoption of Schedule II of The Companies Act, 2013)	6,60,931	10,22,573	16,83,504
Provision for Leave Encashment Expenses related to Amalgamation	-	-	3,81,675
Total	12,91,075	9,35,226	26,07,976



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(Amount in Rupees unless otherwise stated)

	As At March 31, 2015	As At March 31, 2014
13. Long Term Loans & Advances		
Capital Advance for Immovable Property at Greater Noida U.P.	4,60,00,000	4,60,00,000
Security Deposit Paid	10,06,919	9,96,344
Prepaid Expenses	1,10,026	1,78,286
Direct Tax Refundable(Net of Provisions)	61,29,965	47,52,048
Total	5,32,46,910	5,19,26,678
14. Other Non Current Assets		
Deposit more than twelve months	8,30,375	5,30,375
Deposit/NSC held as security money with more than twelve months*	32,006	32,006
Interest Accrued on Deposits/NSC more than twelve months	97,800	29,174
Total	9,60,181	5,91,555
* Pledged with Sales Tax Department		
15. Current Investments		
Investment Property (Valued at Cost) Developed Plots measuring 8101.65 sq. yard at village Machwa Tehsil and District Jaipur (Rajasthan) in the Project of M/s Ansal Properties & Infrastructure Ltd., New Delhi	2,58,01,123	2,54,10,000
Total	2,58,01,123	2,54,10,000
16. Inventories (Valued at lower of cost or net realisable value)		
Raw Materials	4,59,82,497	5,36,60,735
Goods in Transit	35,49,158	-
Stock in process	81,42,683	46,06,740
Finished Goods	4,99,43,211	4,25,28,346
Stores & Spares and other materials	18,98,286	21,59,657
Total	10,95,15,835	10,29,55,478
17. Trade Receivables (Unsecured considered good unless otherwise stated)		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	20,482	495
Other Trade Receivables	40,01,632	39,31,365
Total	40,22,114	39,31,860
18. Cash And Bank Balances		
Cash & Cash Equivalents		
Balances with Banks:		
- In Current Account	21,55,394	17,14,335
Cash on Hand	8,16,186	6,23,812
Stamp on hand	1,232	1,305
	29,72,812	23,39,452
Other Bank Balances		
Unclaimed/Unpaid Dividend Account	6,53,408	5,61,690
Deposit with original maturity of more than three months but less than twelve months	-	2,50,000
Total	36,26,220	31,51,142



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(Amount in Rupees unless otherwise stated)

	As At March 31, 2015	As At March 31, 2014
19. Short Term Loans & Advances		
(Unsecured, considered good unless otherwise stated)		
Advance against goods, services & others	13,87,116	9,95,523
Total	13,87,116	9,95,523
Balance with Government/statutory authorities	23,25,155	34,04,013
Prepaid Expenses	4,90,450	4,78,563
Total	42,02,721	48,78,099
20. Other current assets		
Interest accrued and due on Bank FDR's maturing with in twelve months	-	18,169
Total	-	18,169
	Year Ended March 31, 2015	Year Ended March 31, 2014
21. Revenue From Operations		
Domestic Sale	90,89,25,275	85,16,56,988
Total	90,89,25,275	85,16,56,988
21.1 Additional Information of details of product sold		
Laundry Soap	57,85,25,243	55,85,72,010
Detergent Powder	28,45,90,386	25,70,38,757
Detergent Cake	4,58,11,446	3,60,46,221
Total	90,89,27,075	85,16,56,988
22. Other Income		
Interest Income		
- On bank FDR's	80,112	47,977
- Others	1,07,609	5,81,950
Profit on Sale of Fixed Asset	3,97,975	-
Liabilities no longer required written back	7,662	4,323
Misc. Receipts	1,21,592	1,26,083
Total	7,14,950	7,60,333
23. Cost of Raw Material Consumed		
Opening Stock	5,36,60,735	5,10,22,779
Add : Purchases	61,51,25,688	57,49,74,028
Less : Closing Stock	4,59,82,497	5,36,60,735
Total	62,28,03,926	57,23,36,072
23.1 Additional Information of Raw Material Consumed:		
- The Consumption figures shown above are after adjusting excess & shortage ascertained on physical count, unserviceable items etc.		
- Raw Material Consumed includes consumption of packing materials		
1. Oil & Fats	25,76,89,408	24,52,26,366
2. Colour & Chemicals	25,60,03,744	23,30,12,974
3. Fillers & Additives	5,95,27,054	5,16,42,185
4. Packing Materials	4,95,83,720	4,24,54,547
Total	62,28,03,926	57,23,36,072



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(Amount in Rupees unless otherwise stated)

24. Change in inventories in Finished Goods and Process Goods	Year Ended March 31, 2015	Year Ended March 31, 2014
CLOSING STOCK		
Process Goods	81,42,683	46,06,740
Finished Goods	4,99,43,211	4,25,28,346
	5,80,85,894	4,71,35,086
LESS : OPENING STOCK		
Process Goods	46,06,740	49,70,453
Finished Goods	4,25,28,346	4,45,12,127
	4,71,35,086	4,94,82,580
Total	1,09,50,808	(23,47,494)
24.1 Additional Information:		
Detail of Finished Goods and Processed Goods		
Class of Products		
Finished Goods		
1. Laundry Soap	3,49,29,186	3,07,54,530
2. Detergent Powder	1,12,62,515	87,50,435
3. Detergent Cake	37,51,510	30,23,381
	4,99,43,211	4,25,28,346
Process Goods		
1. Laundry Soap	79,02,721	44,42,516
2. Detergent Cake	2,39,962	1,64,224
	81,42,683	46,06,740
25. Employee Benefit Expenses		
Salaries, Wages, Allowances and Bonus	5,36,96,176	4,85,06,288
Company's Contribution to Provident and Other funds.	57,81,519	38,91,127
Directors Remuneration	51,26,580	46,04,962
Staff Welfare Expenses	10,41,906	10,42,615
Total	6,56,46,181	5,80,44,992
26. Finance Cost		
Interest on secured loans	73,52,982	37,09,287
Interest paid to Others	2,42,049	2,44,460
Bank Charges and Commission	4,80,914	6,95,976
Total	80,75,945	46,49,723



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(Amount in Rupees unless otherwise stated)

27. Other Expenses	Year Ended March 31, 2015	Year Ended March 31, 2014
I. Manufacturing Expenses		
a. Stores & Spares consumed	14,75,468	17,54,643
b. Power & Fuel	1,80,33,269	1,85,46,998
c. Lab Maintenance	1,08,890	1,18,041
d. Machinery Repairs	20,10,152	21,07,873
e. Factory Building Repairs	6,99,904	5,65,963
f. Excise duty on finished goods	57,48,657	39,72,612
Total	2,80,76,340	2,70,66,130
II. Establishment Expenses		
a. Rent	16,39,578	16,79,831
b. Rates and Taxes	1,78,837	1,82,589
c. Insurance Charges	9,86,251	10,24,567
d. Directors Sitting Fees	72,500	75,000
e. Auditors Remuneration	3,25,000	3,25,000
f. Travelling & Conveyance	39,57,710	32,07,045
g. Legal & Professional Charges	11,75,816	14,29,753
h. Printing & Stationery Expenses	3,50,556	3,25,676
i. Postage and Telephones	7,95,755	7,53,021
j. Electricity Expenses	8,59,253	7,62,242
k. Other Repairs	17,76,037	11,16,587
l. Vehicle Running & Maintenance Expenses	26,88,616	28,53,781
m. Security Service Charges	26,84,523	23,29,536
n. Charity & Donations	1,40,600	1,72,050
o. Fixed asset written off	2,25,076	79
p. Miscellaneous Expenses	13,33,775	13,17,919
Total	1,91,89,883	1,75,54,676
III. Selling Expenses:		
a. Advertisement & Publicity Expenses	53,63,558	74,64,226
b. Sales Promotion Expenses	43,27,388	33,10,345
c. Freight Charges & Forwarding Charges	2,86,95,986	2,54,28,042
d. Sales Commission & Brokerage	36,50,343	36,60,470
e. Entry Tax / Vat	11,48,977	27,492
Total	4,31,86,252	3,98,90,575
Total (I+II+III)	9,04,52,475	8,45,11,381



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(Amount in Rupees unless otherwise stated)

28. Earning Per Shares	As At March 31, 2015	As At March 31, 2014
Profit/(Loss) after tax	1,34,61,209	1,87,65,130
Equity Shares outstanding at the year end	26,46,250	26,46,250
Weighted average number of Ordinary Shares used as denominator for calculating basic and diluted earnings per share	26,46,250	26,46,250
Nominal Value Per Share (Rs)	10	10
Basic Earnings Per Share	5.10	7.10
Diluted Earnings Per Share	5.10	7.10
29. Auditors Remuneration	Year Ended March 31, 2015	Year Ended March 31, 2015
a. Audit Fees	3,00,000	3,00,000
b. Tax Audit Fees	25,000	25,000
Total	3,25,000	3,25,000
30. Contingent Liability		
(a) Claims against the company not acknowledge as debt		
1. Excise (including Service Tax)*	19,06,19,663	19,06,19,663
2. Trade Tax & VAT	6,15,639	11,61,639
3. State Levies**	14,03,603	14,03,603
4. Income Tax	44,25,752	69,62,180
5. ESI	1,05,241	1,05,241
(b) Guarantees		
1. FDR held as security in Sales Tax	31,006	31,006
2. NSC Held as Security in Sales Tax	1,000	1,000

*It includes amount of Rs. 18,88,86000/- which the Appellate Tribunal Central Excise & Service Tax, New Delhi treating it as prima-facie strong case in favour of the company and has stayed payment of demand and penalties as such and the management does not consider necessary to make provision for the said liability.

**The SDO Gohad has raised a demand of Rs. 14,03,603 on the Company as charges for change of land use from agriculture to industrial in respect of its factory land measuring 7.25 acres in Malanpur Industrial Area, Malanpur District Bhind which is disputed by the Company and is still pending at the Court of Collector Bhind(M.P.).



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

31. Employee Benefits

The details of the Company's post-retirement benefit plans for gratuity for its employees are given below which is certified by the actuary and relied upon by auditors:

A. Gratuity

- i) Movement in the liability recognized in Balance Sheet is as under:

(Amount in Rupees unless otherwise stated)

Description	Amount (Rs.) As At March 31, 2015	Amount (Rs.) As At March 31, 2014
Present value of obligation at the beginning of the year	63,42,002	69,60,885
Current service cost	7,11,490	6,15,883
Interest cost	5,07,360	6,26,480
Benefit paid	(15,50,554)	(6,57,414)
Actuarial (gain) / loss on obligation	18,74,537	(12,03,832)
Present value of obligation as at the end of year	78,84,835	63,42,002
ii) Net assets / liability recognized in Balance Sheet as at 31st March, 2015		
Present value of obligation as at 31st March, 2015	78,84,835	63,42,002
Fair value of plan assets as at 31st March, 2015	1,00,65,854	96,07,899
(Assets)/Liabilities recognized in the Balance Sheet	(21,81,019)	(32,65,897)
iii) Amount recognized in Profit & Loss account is as under:		
Current service cost	7,11,490	6,15,883
Interest cost	5,07,360	6,26,480
Expected return on planned assets	(7,92,859)	(7,94,297)
Net actuarial (gain)/loss recognized during the year	18,74,537	(12,03,832)
Expenses to be recognized in the statement of P/L	23,00,528	(7,55,766)
iv) Changes in fair value of plan assets		
Fair value of plan assets at the beginning of the period	96,07,899	92,76,280
Expected return on plan assets	7,92,859	7,94,297
LIC New employees opening scheme	1,60,009	93,833
Contribution	10,55,641	1,00,903
Benefit Paid	(15,50,554)	(6,57,414)
Actuarial Gain/Loss	-	-
Fair value of plan assets at the end of the period	1,00,65,854	96,07,899
For determination of gratuity liability of the Company the following actuarial assumption were used.		
Discount rate	8.00%	9.00%
Future salary increase	5.00%	5.00%
Expected rate of return on planned assets	9.00%	8.75%
Method used	Projected unit credit actuarial method	Projected unit credit actuarial method

The fair value of plan assets as at 31.03.2015 is more than the present value of obligation as at 31.03.2015, therefore no adjustment have been made in the Balance Sheet. Further the amount of premium of Rs. 11,13,601 paid to LIC is debited to Statement of Profit and Loss.



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

B. Leave Encashment

Provision for leave encashment in respect of unavailed leaves standing to the credit of employees is made on accrual basis. The Company does not maintain any fund to pay for leave encashment.

i) Movement in the liability recognized in Balance Sheet is as under:

(Amount in Rupees unless otherwise stated)

Description	Amount (Rs.) As At March 31, 2015	Amount (Rs.) As At March 31, 2014
Present value of obligation at the beginning of the year	6,18,693	7,04,840
Interest cost	49,495	63,436
Current service cost	1,28,742	1,06,901
Actuarial (gain)/loss on obligation	7,38,995	(2,56,484)
Present value of obligation at the end of the year	15,35,925	6,18,693
ii) Amount recognized in Profit & Loss account is as under:-		
Current service cost	128742	106901
Interest cost	49495	63436
Net actuarial (gain)/loss recognized during the year	7,38,995	(2,56,484)
Recognized in Profit & Loss account	9,17,232	(86,147)
iii) Amount recognized in the Balance Sheet as at 31st March, 2015		
Present value of obligation as at 31st March, 2015	618693	618693
Current Liability	78873	23082
Non Current Liability	715238	595611
Total	794111	618693
For determination of liability in respect of leave encashment, the Company has used the following actuarial assumption.		
Discount rate	8.00%	9.00%
Future salary increase	5.00%	5.00%
Actuarial method used	Project unit credit actuarial method	Project unit credit actuarial method

Provision of leave encashment as per actuarial is less than the liability provided in books of accounts, hence the management is of the opinion that provision for leave encashment is to be made on accrual basis.

C. Provident Fund

The Company makes contribution to statutory provident fund in accordance with Employees Provident Fund and Misc. Provision Act, 1952. This is post employment benefit and is in the nature of defined contribution plan.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

32 Related Party Disclosure:

Details of disclosure as required by "Accounting Standard (AS) -18 on Related Party Disclosures" are as under:-

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

Pee Cee Realty Builders Private Limited

Suraj Bhan Agencies Limited

P.C.Sons HUF

Director is Karta

Mahendra Kumar Jain HUF

Director is Karta

Mayank Jain HUF

Director's Son is Karta

Ashok Kumar Jain HUF

Director is Karta

Pramod Kumar Jain HUF

Director is Karta

2. Key Management Personnel

Designation

Mr. Ashok Kumar Jain

Chairman (Executive)

Mr. Pramod Kumar Jain

Managing Director

Mr. Mahendra Kumar Jain

Whole Time Director

3. Relatives of Key Management Personnel

Asha Lata Jain

Wife Of Director

Maya Jain

Wife Of Director

Lajja Jain

Wife Of Director

Ankit Jain

Son of Director

Ankur Jain

Son of Director

Anuj Jain

Son of Director

Divya Jain

Daughter in Law of Director

Stuti Jain

Daughter in Law of Director

Shikha Jain

Daughter in Law of Director

Master Pranit Jain

Grand Son Of Director

Mayank Jain

Son of Director



PEE CEE COSMA SOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

5.	Advance For Immovable Property Pee Cee Realty Builders Private Limited	NIL (10,00,000)	NIL (NIL)	NIL (NIL)
6.	Sales Incentive Suraj Bhan Agencies Limited	11,07,632 (10,90,332)	NIL (NIL)	NIL (NIL)
7.	Interstet paid on Security Deposit Suraj Bhan Agencies Limited	1,89,000 (1,89,000)	NIL (NIL)	NIL (NIL)
1.	Outstanding balance as at 31.03.2015 Trade Receivable Suraj Bhan Agencies Limited	NIL (7,36,004.93)	NIL (NIL)	NIL (NIL)
2.	Loans and Advances For Land Purchase Pee Cee Realty Builders Private Limited	4,60,00,000 (4,60,00,000)	NIL (NIL)	NIL (NIL)
3.	Remuneration Payable Accounts Ashok Kumar Jain Mahendra Kumar Jain Prmod Kumar Jain		90,000 (66,141) 95,000 (79,000) 1,00,000 (79,000)	
4.	Security Deposit Suraj Bhan Agencies Limited	21,00,000 (21,00,000)		

Figures in bracket represents previous year figures

33. The Company has only one business segment of Manufacturing and accordingly the disclosure requirements as prescribed in the Accounting Standard-17 on segment reporting are not applicable to the company.
34. Inventories, loans & advances, trade receivables and other current/non current assets are in the opinion of the management do not have a value on realization in the ordinary course of the business, less than the amount at which they are stated in the Balance Sheet.
35. Balance in trade receivables, trade payables, current / non current advances given / received are subject to reconciliation and confirmation from respective Parties. The balance of said trade receivables, trade payables, current / non current advances given / received are taken as shown by the books of accounts. The ultimate outcome of such reconciliation and confirmation cannot presently be determined.
36. During the year effective from 1st April 2014, the Company has revised estimated useful life of all of its fixed assets as per the Schedule II of the Companies Act 2013. Based on current estimates, depreciation of Rs 7,72,711.86 (net of deferred tax asset of Rs. 3,81,765.00) on account of assets whose useful life has already been exhausted as on 01.04.2014, has been adjusted with opening balance of Reserves and Surplus. Had there not been any change in the useful life of the fixed assets, depreciation for the year ended 31.03.2015 would have been lower by Rs. 27, 40,655.52.
37. Previous year figures have been re-grouped and re-arranged wherever so required.
38. All notes number 1-37 forms an integral part of the financial statements.

As per our Report of even date attached.

For and on Behalf of the Board

For **DOOGAR & ASSOCIATES,**

Chartered Accountants
(Firm Reg. No. 000561N)

CA. UDIT BANSAL
(Partner)

M. NO. - 401642

Place : Agra

Dated: 30th May, 2015

(A. K. Jain)

(P. K. Jain)

(M. K. Jain)

(N.C. Jain)

(Nidhi Agarwal) Company secretary

Executive Chairman DIN No. : 00113133

Managing Director DIN No. : 00112805

Director DIN No. : 00172395

Director DIN No. : 00172406



PEE CEE COSMA SOPE LIMITED

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

PROXY FORM

Form No. MGT-11
Proxy form

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

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

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

- Name :
Address :
E-mail Id :
Signature :, or failing him
- Name :
Address :
E-mail Id :
Signature :, or failing him
- Name :
Address :
E-mail Id :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual general meeting of the company, to be held on the **Monday, 28th September, 2015 at 3.00 P.M. at Hotel Ashish Palace, Fatehabad Road, Agra, 282 001, Uttar Pradesh** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. (1.) Adoption of Annual Audited Accounts for the financial year ended 31st March, 2015. (2.) Declaration of dividend of 15% on Equity Shares for the financial year 2014-15. (3.) To appoint a Director in place of Shri Pramod Kumar Jain who retires by rotation and, being eligible, offers himself for re-appointment. (4.) To ratify appointment of Statutory Auditors of the Company. (5.) To appoint Shri Anil Gupta as Independent Director of the Company. (6.) To appoint Smt Babita Agarwal as Independent Director of the Company. (7.) To approve related party transaction falling u/s 188 of the Companies Act, 2013.

**AFFIX
Re. 1.00
REVENUE
STAMP**

Signed this..... day of..... 20.... Signature of Shareholder..... Signature of Proxy holder(s).....

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



PEE CEE COSMA SOPE LIMITED

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

ATTENDANCE SLIP

Folio/Client I.D. No.

Full Name of the Shareholder No. of Shares held

Full Name of Proxy I hereby record my presence at the Twenty Eight Annual General Meeting of the Company held on **Monday the 28th day of September, 2015 at 3.00 P.M. at HOTELASHISH PALACE, Fatehabad Road, Agra.**

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

Signature of Shareholder/Proxy

