

**PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN  
CIN U34109UP1994PLC016359

**PAVNA ZADI SECURITY**  
**SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN

**TWENTY THIRD ANNUAL REPORT**

**2017 – 2018**

**Audited Financial Statements for the year**  
**2017-2018**

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN  
CIN U34109UP1994PLC016359

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# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN  
CIN U34109UP1994PLC016359

## **MANAGEMENT & OTHERS**

### **BOARD OF DIRECTORS**

Mr. PAWAN JAIN	(Chairman)
Mrs. ASHA JAIN	(Managing Director)
Mr. SWAPNIL JAIN	(Whole time Director)
Mr. MUKESH JAIN	(Whole time Director)
Mr. KONTHIYATHU CHELLAPPAN DEVADAS NAIR	(Independent Director)
Mr. ASHOK KUMAR LUHADIA	(Independent Director)

### **AUDITORS**

**M/s ARUN VARSHNEY & ASSOCIATES**  
Chartered Accountants  
AALFA0501F  
M. N. 073299  
12-13, 1<sup>st</sup> Floor Vikram arcade  
Railway Road  
Aligarh-202001

### **BANKERS**

Punjab National Bank  
Bajaj Finance Limited

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN  
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## **WORK AREA**

### **UNIT-I**

9 Km., Delhi Road,  
Vill. Bhankri, Aligarh

### **UNIT-II**

X-46, MIDC, Bajaj Nagar,  
Waluj, Aurangabad (Mah.)

## **REGD OFFICE**

VIMLANCHALHARI NAGAR ALIGARH  
UTTAR PRADESH UP 202001 IN

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN

CIN U34109UP1994PLC016359

## **CHAIRMAN'S MESSAGE**

### **Dear Shareholders,**

I regard your presence in the 24<sup>th</sup> Annual General Meeting of our Company on behalf of the Board. I am thankful to all the shareholders who relied on me and helping me in performing the job of Chairman of the Company and now I would like to place before you, our performance for the financial year ending 31<sup>st</sup> March, 2018 and the outlook for the future. The Director's report and the audited accounts for the year ended 31<sup>st</sup> March, 2018, have been with you and with your permission; I shall take them as read.

### **GROWTH:-**

After a fairly long period of economic slowdown and recession, the economy moves towards the growth which shows sign of growth for last two years. This year we achieved around 20% growth in the turnover as compared to last year.

### **PERFORMANCE:-**

I am pleased to inform you that Our Company has designed and produced new model to be introduced by it and received an approval for the same. During the year, the company has made resultant efforts by getting overseas orders and others with the joint efforts of foreign technical collaborator.

### **STRATEGIES:-**

During the year, imported technology was utilized and same has been achieved with the help of our foreign technical collaborator and enable itself to produce advance and competitive products to the customers.

The company had moved to cut/reduce the fixed cost as the business of company in last few years has achieved considerable growth with whatever the resources are with the company; the emphasis on the development of human resources with a view to

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN

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upgrade their competence and managerial qualities so as to enable them to function effectively in the more competitive and rapidly changing environment.

The Company has set up one of the most advanced and extensive platform for the customers of our company by producing some new products for vehicles of two wheelers and three wheelers with the use of best available technology together with the help of Zadi S.P.A., Italy. We are trying to get entry in other major 2-3 wheeler manufacturers in India besides Bajaj, Honda, Piaggio and Mahindra & Mahindra.

## **ACKNOWLEDGEMENT:-**

This is the continuation of never ending journey. I am privileged to be on this journey surrounded by talented-devotee employees, loyal and dedicated customers. Therefore, I wish to thank our management and the staff of the Pavna Zadi Security Systems Ltd. On behalf of the Board and on my own behalf, I take this opportunity to thank our customers, bankers, creditors and all the shareholders for the cooperation and assistance extended to your company and to look forward to their continued support.

I thank you all for your faith in Pavna Zadi Security Systems Limited.

Yours Sincerely,

**PAWAN JAIN**

**CHAIRMAN**

**DIN: 00035084**

**R/o "Vimlanchal", Hari Nagar,**

**Aligarh 202001 UP IN**

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03<sup>rd</sup> September, 2018 at Aligarh

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN  
CIN U34109UP1994PLC016359

Date: 03<sup>rd</sup> September, 2018

Dear Members/Directors/Auditors',

**YOU ARE CORDIALLY INVITED TO ATTEND THE TWENTY FOURTH (24<sup>th</sup>) ANNUAL GENERAL MEETING (THE 'AGM') OF THE MEMBERS OF PAVNA ZADI SECURITY SYSTEMS LIMITED (THE 'COMPANY') TO BE HELD ON 29<sup>TH</sup> SEPTEMBER, 2018, AT 12:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN**

**The Notice of the meeting, containing the business to be transacted, is enclosed.**

Thanking You,

For and on behalf of

For **PAVNA ZADI SECURITY SYSTEMS LIMITED**

PAWAN JAIN  
(Chairman)  
DIN: 00035084  
R/o "Vimlanchal", Hari Nagar,  
Aligarh 202001 UP IN

**Enclosures:**

1. Notice of the AGM
2. Attendance slip
3. Proxy form

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN  
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## **NOTICE TO THE MEMBERS**

NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF **PAVNA ZADI SECURITY SYSTEMS LIMITED** WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN ON SATURDAY, THE 29<sup>TH</sup> DAY OF SEPTEMBER, 2018 AT 12.30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

### **ORDINARY BUSINESS:-**

1. To receive, consider and adopt the Director's Report along with the Audited Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2018 and the Balance Sheet as at that date and the Auditors' Report thereon.
2. To appoint a Director in place of ASHA JAIN, who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3. **CONTINUATION OF AUDITOR:**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT**, pursuant to the provisions of Section 139 of the Companies Act 2013 and the Rules made there under, M/s. **Arun Varshney & Associates.**, Chartered Accountants, Aligarh, bearing ICAI Having FRN 005560C being an Statutory auditor of the Company who were appointed at the Annual General Meeting held on 30<sup>th</sup> September 2014 for a term of 5 consecutive years be and is hereby Continued as the Auditors of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized in consultation with the Company's Auditors to appoint Auditor of the Company, to audit the accounts of the Company's on such terms and conditions including remuneration as the Board of Directors may deem fit.

By Order of the Board of Directors  
For **PAVNA ZADI SECURITY SYSTEMS LIMITED**

PAWAN JAIN  
(Chairman)  
DIN: 00035084  
R/o "Vimlanchal", Hari Nagar,  
Aligarh 202001 UP IN

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Dated this 03/09/2018 at Aligarh



# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN  
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## **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTES IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
2. The Notice of AGM, Annual Report, Proxy Form and Attendance Slip are being sent to Members.
3. A BRIEF PROFILE OF THE DIRECTORS RETIRING BY ROTATION AND ELIGIBLE FOR RE-APPOINTMENT, AS REQUIRED BY PROVISION OF THE COMPANIES ACT, 2013 IS GIVEN ALONGWITH THE EXPLANATORY STATEMENT.
4. MEMBERS SEEKING ANY INFORMATION WITH REGARD TO ACCOUNTS ARE REQUESTED TO WRITE TO THE COMPANY AT LEAST 10 DAYS BEFORE THE MEETINGS SO AS TO ENABLE MANAGEMENT TO KEEP INFORMATION READY.
5. THE REGISTER OF MEMBERS AND THE SHARE TRANSFER BOOK OF THE COMPANY WILL REMAIN CLOSED FROM 03<sup>rd</sup> SEPTEMBER, 2018 TO 30<sup>TH</sup> SEPTEMBER, 2018 (BOTH DAYS INCLUSIVE).
6. MEMBERS ARE REQUESTED TO BRING THEIR COPY OF ANNUAL REPORT AT THE MEETING.

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

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## **EXPLANATORY STATEMENT**

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

**Brief profile of Directors retiring by rotation:**

### **Pursuant to Item No. 2**

**ASHA JAIN**

ASHA JAIN is of 67 years of age. She is having vast experience in Sales and Marketing and Management. Her working experience is more than 20 years with confidence and determination, her presence in the Board will definitely be benefited to the Company.

By Order of the Board of Directors  
For **PAVNA ZADI SECURITY SYSTEMS LIMITED**

PAWAN JAIN  
(Chairman)  
DIN: 00035084  
R/o "Vimlanchal", Hari Nagar,  
Aligarh 202001 UP IN

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Dated this 03/09/2018 at Aligarh

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN  
CIN U34109UP1994PLC016359

## **Directors' Report – 2017-2018**

To,  
The Members,  
**PAVNA ZADI SECURITY SYSTEMS LIMITED,**  
Aligarh

Your Directors have pleasure in presenting the Annual Report together with Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2018.

### ➤ **FINANCIAL RESULTS**

The Company's financial performance for the year under review along with previous year's figures is given here under:

<b>Particulars</b>	<b>Financial Year ended 31<sup>st</sup> March, 2018</b>	<b>Financial Year ended 31<sup>st</sup> March, 2017</b>
	<b>(Amount in Rs.)</b>	<b>(Amount in Rs.)</b>
Net Sales/Income from Business Operations	1,066,307,804.51	833,612,268.37
Other Income	1,363,830.93	3,535,043.46
<b>Total Income</b>	<b>1,067,671,635.44</b>	<b>837,147,311.83</b>
Less: Expenses	1,017,759,330.00	802,251,838.91
Profit / (Loss) before tax and Extraordinary / exceptional items	<b>49,912,305.44</b>	<b>34,895,472.92</b>
Less: Extraordinary / exceptional items	-	-
Profit/(Loss) before tax	<b>49,912,305.44</b>	<b>34,895,472.92</b>
Less: Current Income Tax	16,604,067.00	11,555,013.00
Less: Previous year adjustment of Income Tax	-	-
Less Deferred Tax	(47,053.00)	1,655,317.00
<b>Net Profit/(Loss) after Tax</b>	<b>33,355,291.44</b>	<b>21,685,142.92</b>
Earnings per share (Basic)	128.59	83.60
Earnings per Share(Diluted)	128.59	83.60

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN  
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## ➤ **FINANCIAL RESULTS**

During the year under review, the Company earned total revenue of Rs. **1,067,671,635.44/-** against Rs. **83,71,47,311.83/-** in the Previous Year. The Net Profit after Tax achieved by the Company for the year under review was **Rs. 33,355,291.44/-** against the Profit after Tax of **Rs. 2,16,85,142.92/-** achieved by the Company in the previous Financial Year. The said profit was due to economic growth, high competition in the market. The boards of directors are in big hope to work harder in future in order to receive good recognition in the market and good profits are to be realized during the running year.

## ➤ **FUTURE OUTLOOK**

The Indian economy is better than that of last year and the Company had generated more revenue from operation. Your directors wished to perform better during the coming financial years and generate more profits in the coming financial years.

## ➤ **ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure I and is attached to this Report.

## ➤ **NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**

The Company had met 06 times during the financial year under review. The intervening gap between the Meetings was within the period as prescribed under the Companies Act, 2013.

## ➤ **DIRECTORS**

During the year ASHA JAIN retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-election as director.

Mr. KONTHIYATHU CHELLAPPAN DEVADAS NAIR and Mr. ASHOK KUMAR LUHADIA are Independent Directors of the company.

None of the other Director is disqualified as on 31<sup>st</sup> March, 2018 from being appointed as director in pursuance of Section 164 of the Companies Act, 2013.

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## ➤ **DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the Section 134 (5) of the Companies Act, 2013, the board hereby submits its responsibility statement.

that in the preparation of the Annual Accounts for the financial year ended 31/03/2018, the applicable accounting standards have been followed along with proper explanations relating to material departures;

that the Directors had selected the accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2018 and of the Profit & Loss of the company for the year ended 31<sup>st</sup> March, 2018;

that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and

that the Directors had prepared the annual accounts for the year ended 31<sup>st</sup> March, 2018 on a going concern basis.

the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## ➤ **DECLARATION OF INDEPENDENT DIRECTORS**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

## ➤ **COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are applicable to the Company and hence the Company has devised policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

## ➤ **EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS OR THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS.**

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There were no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

➤ **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

There were no loans or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and as reported in the balance sheet, hence the said provision is not applicable.

➤ **PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review and but there were transactions as reported in Balance sheet/ Disclosure in accordance with AS-18.

Disclosure in accordance with Balance sheet/AS-18

## **Related Party Transaction**

<b>2B. RELATED PARTY DISCLOSURES</b>				
<b>NAME OF PERSON</b>	<b>RELATION</b>	<b>NATURE OF PAYMENT</b>	<b>AS ENDED MARCH 31, 2018</b>	<b>AS ENDED MARCH 31, 2017</b>
			<b>Amount (Rs.)</b>	<b>Amount (Rs.)</b>
a) Mrs.Asha Jain	Managing Director	Remuneration	2790000.00	2580000.00
b) Mr. Pawan Jain	Director	Remuneration	2190000.00	1980000.00
c) Mr. Mukesh Jain	Director	Remuneration	2280000.00	2040000.00
d) Mr.Swapnil Jain	Director	Remuneration	2100000.00	1800000.00
e) Mrs.Priya Jain	Wife of Director	Salary	2250000.00	2100000.00
f) Mrs. Asha Jain	Managing Director	Building Rent	324000.00	324000.00
g) Mr. Pawan Jain	Director	Building Rent	324000.00	324000.00
h) Mr. Pawan Jain	Director	Lease Rent	10000.00	10000.00
i) Mr. Mukesh Jain	Director	Lease Rent	500000.00	333333.00
j) Mr. Pawan Jain	Director	Trade Mark Royalty	2689109.00	2284832.00
k) Mr. Pawan Jain	Director	Interest	0.00	145454.00
l) Mr.Swapnil Jain	Director	Interest	4910.00	7671.00
m) Mr. Mukesh Jain	Director	Interest	115183.00	0.00
n) Mrs. Asha Jain	Managing Director	Interest	13233.00	0.00
o) Mrs. Akansha Jain	D/O Director	Interest	2992.00	0.00
p) Mrs. Mamta Jain	Wife of Director	Interest	85323.00	0.00
q) Mr Mukesh Jain HUF	Director's HUF	Interest	2992.00	0.00
r) Mrs. Shivani Jain	Daughter in law Director	Interest	2244.00	0.00

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

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## ➤ **AFFAIRS OF THE COMPANY**

To deal in Automobiles locks, special locks, security system, safety device, rubber components etc.

## ➤ **RESULTS OF BUSINESS OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS**

During the year under review, the Company has achieved a total turnover including income from other operation of Rs. **1,067,671,635.44/-**. The Net Profit/(Loss) after tax during the year has been Rs. **33,355,291.44/-**.

## ➤ **DISCLOSURE ABOUT COST AUDIT**

The provision of maintenance of cost audit records and filing the same is not applicable to the Company.

## ➤ **CHANGE IN THE NATURE OF BUSINESS**

There was no change in nature of business during the year

## ➤ **AMOUNT TRANSFER TO ANY RESERVE**

There was an amount of Profit during the year transferred to reserve from profit & loss account.

## ➤ **DIVIDEND**

Your Directors did not recommend any dividend for the financial year ended on 31st March-2018 in order to conserve the resources for sustained growth of the Company.

## ➤ **SHARES**

- a) **Equity shares with differential rights:** The Company has not issued any equity share with differential rights during the year under review.
- b) **Buy Back of Securities:** The Company has not bought back any of its securities during the year under review.
- c) **Sweat Equity:** The Company has not issued any Sweat Equity Shares during the year under review.
- d) **Bonus Shares:** No Bonus Shares were issued during the year under review.

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- e) **Employees Stock Option Plan:** The Company has not provided any Stock Option Scheme to the employees.

➤ **CHANGE IN REGISTERED OFFICE OF THE COMPANY**

There is no change in registered office of the Company during the period under review.

➤ **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

➤ **MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which these financial statements relate on the date of this report

➤ **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The particulars as required under section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 with regard to conservation of energy, technology absorption are **Nil** during the year under review. There were foreign exchange earnings or outgo during the year under review



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<b>(A) CONSERVATION OF ENERGY</b>	
The steps taken or impact on conservation of energy	NA
The steps taken by the company for utilizing alternate sources of Energy	NA
The capital investment on energy conservation equipments	NA
<b>(B) TECHNOLOGY ABSORPTION</b>	
The efforts made towards technology absorption	NA
The benefits derived like product improvement, cost reduction, product development or import substitution	NA
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NA
The expenditure incurred on research and development	NA

## **Details of Foreign currency transactions are as follows:**

- The company has earned income in Foreign Currency during the year.
- The company has incurred any expenditure in Foreign Currency.

## **Foreign Exchange Earnings and Outgo:**

		2017-18	2017-18
A	Total Foreign Exchange Earnings	1,99,738.84 in EURO	3,84,465.55 in US \$
B	Total Foreign Exchange Outgo	13,38,100.00 in YEN	2,62,934.00 in US \$

## **➤ STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

## **➤ DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

## **➤ AUDITORS**

**M/S. ARUN VARSHNEY & ASSOCIATES.**, Chartered Accountants, Aligarh, bearing ICAI Having **FRN 005560C** be and is hereby continued as Auditors of the Company.

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The Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143 (12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

## ➤ **DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 are applicable to the Company.

The Committee comprises of the independent Directors viz. Mr. KONTHIYATHU CHELLAPPAN DEVADAS NAIR (INDEPENDENT DIRECTOR), Mr. ASHOK KUMAR LUHADIA (INDEPENDENT DIRECTOR) and Mr. PAWAN JAIN (Chairman of the Committee). All the Members of the Committee possess strong accounting and financial management knowledge.

The Company Secretary of the Company, Mr. ANUJ ASHOK is the Secretary of the Committee.

All the recommendations of the Audit Committee were accepted by the Board.

## ➤ **FIXED DEPOSITS**

The Company has not accepted or invited any Fixed Deposits from the Public as envisaged under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules 2014.

## ➤ **DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## ➤ **CONSOLIDATED FINANCIAL STATEMENT**

The provisions of Section 129(3) of Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are not applicable to the Company.

## ➤ **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiaries, Joint Ventures and Associate Companies.

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## ➤ **INTERNAL FINANCIAL CONTROLS**

The said disclosure has been taken care of by the management of the Company in relation to the financial statement of the Company.

## ➤ **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

No significant or material orders were passed by the any Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

## ➤ **PARTICULARS OF EMPLOYEES:**

The Company does not have any employees who were in receipt of remuneration aggregating to the sum prescribed under Section 134 of the Companies Act, 2013.

## ➤ **BUSINESS/INDUSTRIAL RELATIONS:**

The Business Relations have remained cordial and harmonious during the year.

## ➤ **ACKNOWLEDGEMENTS:**

Your directors place on record their sincere appreciation of the Company to the Bankers for their continued support, to the officers, staff and workers of the Company for their relentless and dedicated efforts and devotion put in by them in tough such time of the Company and look forward for a bright future.

By Order of the Board of Directors  
For **PAVNA ZADI SECURITY SYSTEMS LIMITED**

ASHA JAIN  
(MANAGING DIRECTOR)  
DIN: 00035024  
R/o "Vimlanchal", Gopal Puri,  
Aligarh 202001 UP IN

PAWAN JAIN  
(CHAIRMAN)  
DIN: 00035084  
R/o "Vimlanchal", Hari Nagar,  
Aligarh 202001 UP

---

Dated this 03/09/2018 at Aligarh

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN  
CIN U34109UP1994PLC016359

## **ANEXXURE I:**

**Form No. MGT-9**

**ANNUAL RETURN**

**As on the financial year ended on 31/03/2018**

**Of**

**PAVNA ZADI SECURITY SYSTEMS LIMITED**

[Pursuant to Section 92(3) of the Companies Act, 2013

*And*

Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN  
CIN U34109UP1994PLC016359

## **I. REGISTRATION AND OTHER DETAILS:**

CIN:	<b>U50300UP1994PL016359</b>
Registration Date [DDMMYY]	19/04/1994
Company Name	PAVNA ZADI SECURITY SYSTEMS LIMITED
Category of the Company	Public Company
Address	Vimlanchal', Hari Nagar, Aligarh UTTAR PRADESH UP 202001 IN
Whether Listed Company	No
Name , Address and contact details of Registrar and Transfer agent if any	No

## **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	Parts and Accessories of Automobiles	293	99.577%

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

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% OF SHARE HELD	APPLICABLE SECTION
	N/A				

# PAVNA ZADI SECURITY SYSTEMS LIMITED

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN

CIN U34109UP1994PLC016359

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

### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2017]				No. of Shares held at the end of the year[As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	0	249,290	249,290	96.1%	0	249,290	249,290	96.1%	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other (Relatives, Friends Under same Management Entities and others)	0	10,110	10,110	3.9%	0	10,110	10,110	3.9%	0
<b>Sub Total shareholding of Promoter (A) (1)</b>	<b>0</b>	<b>259,400</b>	<b>259,400</b>	<b>100%</b>	<b>0</b>	<b>259,400</b>	<b>259,400</b>	<b>100%</b>	<b>0</b>
<b>(2) Foreign</b>									
a) NRIs Individual	0	0	0	0	0	0	0	0	0
b) Others-Individual	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any others...	0	0	0	0	0	0	0	0	0
<b>Sub Total shareholding</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN

CIN U34109UP1994PLC016359

<b>of Promoter (A) (2)</b>									
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>0</b>	<b>259,400</b>	<b>259,400</b>	<b>100%</b>	<b>0</b>	<b>259,400</b>	<b>259,400</b>	<b>100%</b>	<b>0</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
2. Non-Institutions									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0	0	0	0	0	0

# PAVNA ZADI SECURITY SYSTEMS LIMITED

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN

CIN U34109UP1994PLC016359

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	0	<b>259,400</b>	<b>259,400</b>	<b>100%</b>		<b>259,400</b>	<b>259,400</b>	<b>100%</b>	0

## i) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	



# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN

**CIN U34109UP1994PLC016359**

1	Asha Jain	92,439	35.63%	NIL	190429	73.41%	NIL	+37.78%
2	Pawan Jain HUF	21	0.008%	NIL	21	0.008%	NIL	0%
3	Pawan Jain	98,000	37.77%	NIL	10	0.0038%		-37.76%
4	Mukesh Jain	24,926	9.62%	NIL	24,926	9.62%	NIL	0%
5	Swapnil Jain	33,904	13.07%	NIL	33,904	13.07%	NIL	0%
6	Priya Jain	10100	3.86%	NIL	10100	3.86%	NIL	0%
7	Mamta Jain	10	00.385%	NIL	10	00.385%	NIL	0%

### 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	249,290	96.1%	249,290	96.1%
	Transfer of shares took place dated 20/02/2018 where shares of the promoter Mr. PAWAN JAIN were transferred to promoter Mr. ASHA JAIN only. Hence, No change.	0	0	0	0
	At the end of the year	249,290	96.1%	249,290	96.1%

### iv) Shareholding Pattern of top ten Shareholders:

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

SN	For Each of the Top 10 Shareholders	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 Shareholding during the year specifying the reasons for increase /	NIL			

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN

**CIN U34109UP1994PLC016359**

	decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year				

**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
	At the beginning of the year	249,269	96.1%	249,269	96.1%
	Transfer of shares took place dated 20/02/2018 where shares of the Director Mr. PAWAN JAIN were transferred to Director Mr. ASHA JAIN only. Hence, No change.	0	0	0	0
	At the end of the year	249,269	96.1%	249,269	96.1%

**V) INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	190,280,719.25	0	0	190,280,719.25
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	190,280,719.25	0	0	190,280,719.25
<b>Change in Indebtedness during the financial year</b>	0	0	0	0
* Addition	0	8,473,973.00	0	8,473,973.00
* Reduction	18,705,418.39	0	0	18,705,418.39
<b>Net Change</b>	(18,705,418.39)	8,473,973.00	0	(10,231,445.39)
<b>Indebtedness at the end of the financial year</b>	0	0	0	0
i) Principal Amount	171,575,300.86	8,473,973.00	0	180,049,273.86

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN  
CIN U34109UP1994PLC016359

ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	171,575,300.86	8,473,973.00	0	180,049,273.86

## **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 Director/ MD/WTD/ Manager				Total Amount
		ASHA JAIN	MUKESH JAIN	SWAPNIL JAIN-	PAWAN JAIN	
1	Gross salary	2,790,000	2,280,000	2,100,000	2,190,000	9,360,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	<b>Total (A)</b>	2,790,000	2,280,000	2,100,000	2,190,000	9,360,000
	Ceiling as per the Act					

### *B. Remuneration to other directors*

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		KONTHIYATHU CHELLAPPAN DEVADAS NAIR	ASHOK KUMAR LUHADIA	----	---	---

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN  
CIN U34109UP1994PLC016359

1	Independent Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

## 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	N/A	N/A	N/A	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	Others, specify...				
5	Others, please specify				
	Total				

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN  
CIN U34109UP1994PLC016359

## **VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

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

By Order of the Board of Directors  
For **PAVNA ZADI SECURITY SYSTEMS LIMITED**

ASHA JAIN  
(MANAGING DIRECTOR)  
DIN: 00035024  
R/o "Vimlanchal", Gopal Puri,  
Aligarh 202001 UP IN

PAWAN JAIN  
(CHAIRMAN)  
DIN: 00035084  
R/o "Vimlanchal", Hari Nagar,  
Aligarh 202001 UP IN

Dated this 03/09/2018 at Aligarh

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN  
CIN U34109UP1994PLC016359

## **ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP IN ALL RESPECTS AND HAND IT OVER AT THE  
ENTERANCE OF THE MEETING HALL

REGD. FOLIO NO./CLIENT ID : -----  
DP ID NO. : -----  
CLIENT ID : -----  
NO. OF SHARES : -----  
NAME : -----  
ADDRESS : -----

I hereby certify that I am a registered shareholder/proxy for the registered shareholder of the company. I hereby record my presence at the Annual General Meeting of the Company to be held on Saturday, 29<sup>th</sup> September, 2018 at 12.30 PM. at the Registered Office of the Company at **VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN**

<b>NAME OF THE SHAREHOLDER/PROXY</b>	<b>SIGNATURE OF SHAREHOLDER/PROXY</b>

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN

CIN U34109UP1994PLC016359

## **ATTENDANCE SLIP**

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I hereby certify that I am a registered shareholder/proxy for the registered shareholder of the company. I hereby record my presence at the Annual General Meeting of the Company to be held on Saturday, 29<sup>th</sup> September, 2018 at 12.30 PM. at the Registered Office of the Company at **VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN.**

<b>NAME OF THE SHAREHOLDER/PROXY</b>	<b>SIGNATURE OF SHAREHOLDER/PROXY</b>

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN

CIN U34109UP1994PLC016359

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CLIENT ID : -----  
NO. OF SHARES : -----  
NAME : -----  
ADDRESS : -----

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<b>NAME OF THE SHAREHOLDER/PROXY</b>	<b>SIGNATURE OF SHAREHOLDER/PROXY</b>



# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN  
CIN U34109UP1994PLC016359

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ENTERANCE OF THE MEETING HALL

REGD. FOLIO NO./CLIENT ID : -----  
DP ID NO. : -----  
CLIENT ID : -----  
NO. OF SHARES : -----  
NAME : -----  
ADDRESS : -----

I hereby certify that I am a registered shareholder/proxy for the registered shareholder of the company. I hereby record my presence at the Annual General Meeting of the Company to be held on Saturday, 29<sup>th</sup> September, 2018 at 12.30 PM. at the Registered Office of the Company at **VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN.**

<b>NAME OF THE SHAREHOLDER/PROXY</b>	<b>SIGNATURE OF SHAREHOLDER/PROXY</b>

# **PAVNA ZADI SECURITY SYSTEMS LIMITED**

R/o VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN  
CIN U34109UP1994PLC016359

## **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: **U34109UP1994PLC016359**

Name of the company: **PAVNA ZADI SECURITY SYSTEMS LIMITED**

Registered office: VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN.

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

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

1. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

3. Name: .....

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me and on my behalf at the Annual general meeting of the company, to be held on the 29<sup>th</sup> day of September 2018 at 12:30 P.M at **VIMLANCHALHARI NAGAR ALIGARH UTTAR PRADESH UP 202001 IN** and at any adjournment thereof in respect of such resolutions as mention in notice of meeting:

Affix

Revenue Stamp

Signed this 03<sup>rd</sup> day of September 2018

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.