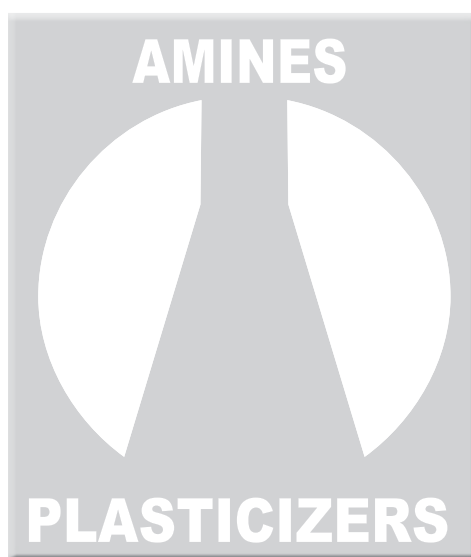


# **AMINES & PLASTICIZERS LIMITED**



**Annual Report  
2011 -12**

HEMANT KUMAR RUIA      *Chairman & Managing Director*

**DIRECTORS**

K.K. SEKSARIA  
DR. M.K. SINHA  
DR. P.H. VAIDYA  
A. S. NAGAR  
B. M. JINDEL

AJAY PURANIK      *Company Secretary*

**BANKER**

STATE BANK OF INDIA

**AUDITORS**

D. BASU & CO.  
LODHA & CO.

**REGISTERED OFFICE**

PAUL ENCLAVE, PRINCIPAL J.B. ROAD, CHENIKUTHI,  
GUWAHATI - 781 003, ASSAM

**REGISTRAR & SHARE  
TRANSFER AGENT**

M/s. Sharepro Services (India) Pvt. Ltd.,  
13 AB, Samhita Warehousing Complex,  
2<sup>nd</sup> Floor, Sakinaka Telephone Exchange Lane,  
Off. Andheri Kurla Road, Sakinaka, Andheri (East),  
Mumbai - 400 072

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## NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the members of **AMINES & PLASTICIZERS LIMITED** will be held on Friday, 28th September, 2012 at 2.30 p.m. at RND Banquet Hall, Hotel Gateway, G.S. Road, Christian Basti, Guwahati, Assam 781 005, to transact the following business :

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2012, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and Report of the Directors with Addendum and Report of the Auditors thereon.
2. To declare dividend on Equity shares.
3. To appoint a Director in place of Mr. Arun Nagar, who retires by rotation and is eligible, for re-appointment.
4. To appoint a Director in place of Mr. Brijmohan Jindel, who retires by rotation and is eligible, for re-appointment.
5. To appoint Statutory Auditors and in this connection, if thought fit, to pass the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of sections 224, 226 and other applicable provisions, if any of the Companies Act, 1956, M/s Bhandari Dastur Gupta & Associates, Chartered Accountants (Firm Registration No.119739W), Mumbai be and are hereby appointed as the Statutory Auditors of the Company in place of M/s Lodha & Co., Chartered Accountants (Firm Registration No. 301051E) and M/s D. Basu & Co., Chartered Accountants (Firm Registration No. 301111E), to hold the office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the Company on a remuneration to be determined by the Board of Directors”.

### SPECIAL BUSINESS:

6. To consider and if thought fit to pass with or without modification(s) the following resolutions as an Ordinary Resolution;

**“RESOLVED THAT** pursuant to Section 94 and other applicable provisions, if any, of

the Companies Act, 1956, the Authorized Share Capital of the Company be increased from ₹ 10,00,00,000 (Rupees Ten Crores) divided into 95,00,000 (Ninety Five Lacs) Equity Shares of ₹ 10/- each and 50,000 (Fifty Thousand) Preference Shares of ₹ 100/- each to ₹ 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,25,00,000 (One Crore Twenty Five Lacs) Equity Shares of ₹ 10/- each and 2,50,000 (Two Lacs Fifty Thousand) Preference Shares of ₹ 100/- each and that Clause V of the Memorandum of Association of the Company be altered accordingly”.

**“RESOLVED FURTHER THAT** pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956, the existing clause V of the Memorandum of Association of the Company be substituted by the following:

### Clause V

The Share Capital of the Company is ₹ 15,00,00,000 (Rupees Fifteen Crores) divided into 1,25,00,000 (One Crore and Twenty Five Lacs) Equity Shares of ₹ 10/- (Rupees Ten) each and 2,50,000 (Two Lacs Fifty Thousand) Preference Shares of ₹ 100/- (Rupees One Hundred) each with a power to increase or reduce the capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of the Company for the time being.”

By Order of the Board

For **AMINES & PLASTICIZERS LIMITED**

Place : Mumbai

Date : 07.08.2012

**AJAY PURANIK**

(Company Secretary)

**Registered Office:**

Chenikuthi,

Guwahati - 781 003, Assam.

## NOTES:

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- (2) Instrument of proxy duly completed and signed in order to be effective must be deposited at the Company's Registered Office at Chenikuthi, Guwahati, Assam or at Head Office at Mumbai not less than 48 hours before the commencement of the Annual General Meeting.
- (3) The Dividend on Equity Shares as recommended by the Board of Directors, if declared at the meeting, will be made payable after 28th September, 2012 to those Shareholders whose names appear in the Register of Members as on 28th September, 2012.
- (4) The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2012 to 28th September, 2012 (both days inclusive).
- (5) The Company has connectivity with both the Depositories i.e., Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Limited (NSDL) and ISIN No. is INE275D01014. Members are requested to dematerialize their shares for scrip less trading.
- (6) Members holding shares in physical form are requested to notify immediately any change of address, if any, to the Company's Registrar & Share Transfer Agent (STA) and in case their shares are held in dematerialized form this information should be passed on directly to their respective depository participants and not to the Company/STA, without any delay. Members are also requested to intimate their email ID to the Company/STA for fast communication.
- (7) Details under clause 49 of the listing Agreement with the Stock Exchanges in respect of Directors seeking reappointment at the Annual General Meeting, is separately annexed hereto.

- (8) Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956, the amounts of dividends remaining unclaimed for a period of seven (7) years are to be transferred to the Investor Education and Protection Fund set up by the Central Government.

Details of dividend declared for the year 2009-10 are given below :

Date of Declaration	Dividend per share (₹)	Due Date of the proposed transfer to the Investor Education and Protection Fund
20.09.2010	₹ 1	19.09.2017

Members who have not encashed the Dividend Warrants for the above year are requested to write to the Company or the Registrar and Share Transfer Agent for revalidation of Dividend Warrants before such unclaimed dividends is transferred to the Investor Education and Protection Fund.

- (9) Members desirous of getting any information on the accounts and operations of the Company, are requested to forward their queries to the Company at least seven working days prior to the meeting so that the required information can be made available at the meeting.
- (10) The Annual Accounts of the Subsidiary Companies are kept for inspection by any members in the Head Office of the Company and of the Subsidiary Companies concerned. The Company shall furnish a hard copy of the accounts of subsidiaries to any shareholder on demand.

By Order of the Board

For **AMINES & PLASTICIZERS LIMITED**

Place : Mumbai  
Date : 07.08.2012

**AJAY PURANIK**  
(Company Secretary)

## Registered Office:

Chenikuthi,  
Guwahati - 781 003, Assam.

## **ANNEXURE TO NOTICE**

### **Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.**

#### **Item No. 5:**

M/s D. Basu & Co., Chartered Accountants and M/s Lodha & Co., Chartered Accountants, the Statutory Auditors of the Company retiring at the conclusion of this Annual General Meeting have expressed their unwillingness to be re-appointed as the Statutory Auditors of the Company. In view of the same, the Board at its meeting held on August 7, 2012 proposed the appointment of M/s Bhandari Dastur Gupta & Associates, Chartered Accountants, Mumbai, having Firm Registration No. 119739W, as the Statutory Auditors of the Company to hold the office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting. The Company has received confirmation from M/s Bhandari Dastur Gupta & Associates, Chartered Accountants, Mumbai, to the effect that appointment if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956. Accordingly appointment of M/s Bhandari Dastur Gupta & Associates, Chartered Accountants, Mumbai, is being proposed and recommended as an Ordinary Resolution.

None of the directors of the Company is in any way concerned or interested in the resolution.

Your Directors recommend Ordinary Resolution for the approval of the members.

#### **Item No. 6:**

The present authorized Share Capital of the Company is ₹ 10,00,00,000/- (Rupees Ten Crores) divided into 95,00,000(Ninety Five Lacs) Equity Shares of ₹ 10/- each and 50,000(Fifty Thousand) Preference Shares of ₹ 100/- each. The growth of Company's operations requires augmentation of resources. Accordingly, increase in authorized Share Capital by creation of additional 30,00,000 (Thirty Lacs) Equity Shares of ₹ 10/- (Rupees Ten) each and 2,00,000 (Two Lacs) Preference Shares of ₹ 100/- (Rupees Hundred) each is recommended.

As per section 94(2) of the Companies Act, 1956, the power to increase the authorized share capital has to be exercised by obtaining consent of the shareholders of the Company. Accordingly, the resolution at Item No. 6 of the Notice seeks approval of the members for increasing the authorized capital and for making consequential changes in the Memorandum of Association of the Company.

None of the directors of the Company is in any way concerned or interested in the resolution. Your Directors recommend the resolution for your approval.

**Details of Directors seeking re-appointment in forthcoming  
Annual General Meeting**

<b>Name of the Director</b>	<b>ARUN NAGAR</b>	<b>BRIJMOHAN JINDEL</b>
Date of Birth	09.10.1946	13.06.1945
Date of last appointment	30.09.2009	20.09.2010
Expertise in specific functional area	Wide Experience in General Insurance and Administration	Rich and varied experience in Income Tax, Accounts & Finance
Qualifications	Bachelor of Law, Masters in English Literature (M.A.)	BA, IRS (Indian Revenue Service)
Number of outside Directorships held in Public Limited Companies as on 31.03.2012	Nil	Nil
Other Directorship / Committee Membership held as on 31.03.2012	Nil	Jindel Builders Private Limited  Solidarity Financial Services Private Limited
Chairman / Member of the Committee of the Board of Public Companies on which he is a Director as on 31.03.2012	NIL	NIL
Shareholding	NIL	NIL

## DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their Thirty Seventh Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2012.

(₹ in Lakhs)

<b>FINANCIAL RESULTS</b>	<b>For the year ended 31.03.2012</b>	<b>For the year ended 31.03.2011</b>
Income	<b>18968.71</b>	18979.74
Profit before Interest, Depreciation and Taxes	<b>1360.06</b>	1003.44
Less: Interest	<b>805.36</b>	625.83
Depreciation	<b>125.69</b>	76.41
Profit before Tax	<b>429.01</b>	301.20
Provision for taxation	<b>122.17</b>	88.67
Profit after Tax	<b>306.84</b>	212.53
Balance of profit brought forward from the previous year	<b>1557.42</b>	1365.77
Proposed Dividend on:		
Equity Shares	<b>27.51</b>	—
Preference Shares	—	1.29
Corporate Dividend Tax	<b>4.46</b>	0.21
Balance of Profit carried to Balance Sheet	<b>1832.29</b>	1557.42

### DIVIDEND:

Your Directors are pleased to recommend a Dividend of 50 paise per Equity Share (i.e. 5%) on 55,02,000 Equity Shares of ₹ 10/- each, subject to approvals.

### OPERATIONS AND FUTURE PROSPECTS:

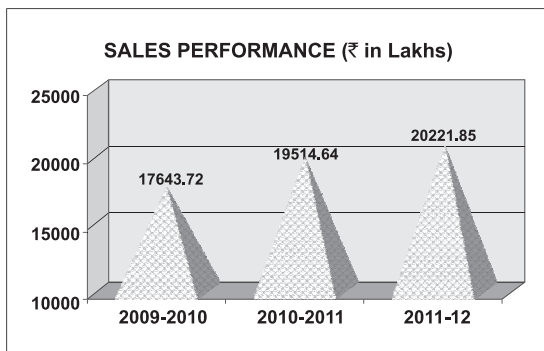
During the year under review, the Company had a total income of ₹ 18968.71 Lacs as against ₹ 18979.74 Lacs in the previous year. The profit before tax was ₹ 429.01 Lacs from ₹ 301.20 Lacs, which shows a jump of more than 42% as compared to the previous year. The profit after tax was ₹ 306.84/- Lacs as compared to last year

of ₹ 212.53 Lacs grown at the rate of more than 44%.

The Company's profitability improved due to the various expansions carried out in the last year and also in the current year. The Company has concentrated more on its manufacturing activities and revenue from trade activities were minimal. With the increase in production range and expansion in capacities there was an overall improvement in the Revenue from manufacturing activities.

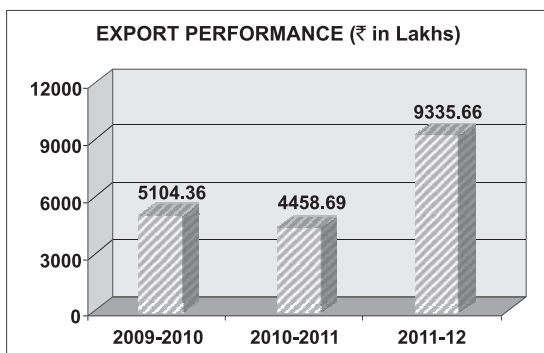
During the year under review, in spite of the market pressure, stiff competition and other operational challenges, there was greater demand

for the Company's products. However, due to steep increase in the prices of raw materials consumed and ever increasing interest cost had put a lot of pressure on the bottom line of the Company. The following chart depicts the comparative sales figures for last three years.



## EXPORTS :

Your Company's Export Turnover has risen phenomenally in the current year to ₹ 9335.66 Lacs as compared to the previous year of ₹ 4458.69 Lacs. The Company could achieve such a remarkable performance due to its concerted efforts in tapping Overseas clients through aggressive Marketing Worldwide.



## ISO CERTIFICATION:

The Company has an ISO 9001: 2008 certification (valid up to 13th Jan. 2013) wherein main emphasis is on saving cost by conserving natural resources. Further, Det Norske Veritas (DNV) has carried out "Surveillance Audit" for OHSAS 18001: 2007 and Environment Management System ISO 14001: 2004 across your Company's installation.

As reported in the last years' Director's Report, the Company had taken measures to obtain ISO 14001:2004 & 18001:2007 Certification and now it is valid till 09th April, 2013.

ISO 14001:2004 Certification relates to conservation of Natural Resources whereby the environment becomes less polluted. Therefore, it is committed to ensure minimum impact to environment through its operations. OHSAS 18001:2007 Certification relates to Safety and Health. Various measures have been taken by the Company in order to ensure compliance in its true spirit.

## CREDIT RATING :

As required under BASEL II Norms stipulated by RBI for Credit facilities availed by the Company, the Company had obtained Credit ratings for its Credit facilities. ICRA Limited has assigned credit rating BB for long term limits and A4 for short term limits.

## RESEARCH & DEVELOPMENT:

The Company continues its thrust on R&D efforts. With the continuous efforts on its R&D activities, the Company has yielded good results in developing Ethoxylated and Propoxylated products range which have been quite well accepted in the world market. The Company's concentration on high purity and quality products are well accepted in Cosmetics and Pharmaceutical industries. The Company has developed Alkoxyated products which has bright future for tyre and rubber applications in the automobile industry. The product has been accepted by some of the most reputed manufacturers. The R&D efforts for developing low impurity profile products receives good reception in the cosmetic industry and is well accepted in the International market.

## REACH COMPLIANCE:

The Company completed the pre-registration of all relevant chemical products, having export potential to EU Market, under REACH. All these products have also been notified under CLP (Classification, Labeling & Packaging) to ECHA (European Chemical Agency), a REACH-related compliance which is mandatory.



## **DIRECTORS:**

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Mr. A. S. Nagar and Mr. B. M. Jindel, Directors, retire by rotation and are eligible for re-appointment. The Board recommends their reappointment.

Brief resume of the Directors proposed to be reappointed, nature of their expertise in specific functional areas and names of public limited companies in which they hold directorships and memberships / chairmanships of Board Committees, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Notice forming part of the Annual Report.

## **AUDITORS:**

M/s. D. Basu & Co. (Firm Regn. No: 301111E) Kolkata, expressed their unwillingness to be re-appointed as Auditors of the Company, and the office of the Auditor stands to be vacated by them. M/s. Lodha & Co., (Firm Regn. No: 301051E) Mumbai, Chartered Accountants, the other joint Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting of the Company.

## **COST AUDITOR:**

The Company has appointed M/s Anikhindi, Joshi and Co., Cost Accountants as the Cost Auditors of the Company for the financial year 2012-13 applicable to the Company vide MCA Circular G.S.R. 429 dt. 3rd June, 2011.

## **STATUTORY DISCLOSURES:**

### **INSURANCE:**

All properties and insurable interest of the Company including buildings, plant and machineries, stores and spares have been adequately insured.

### **SUBSIDIARY COMPANIES:**

The Management is pleased to report that the Company's 100% subsidiary company, APL Engineering Services Pvt Ltd. have begun its commercial operation during the year under

review. Tie ups have been established with various major manufacturers and order book position is satisfactory.

APL Infotech Ltd. has received a major Overseas order and customization is in progress. The Company has tied up with one of the largest software company in India for marketing of its Software in India and Overseas. The detailed activities of Subsidiary Companies have been reported in the Management Discussion Analysis annexed to the Report.

In accordance with the general circular issued by the Ministry of Corporate Affairs, Government of India, the financial statements of subsidiary companies are not being attached with Annual Accounts of the Company. However, the financial information of the subsidiary companies is disclosed in the Annual Report. In addition, the Annual Accounts of subsidiary companies have been kept at the Registered/Head Office of the Company and can be inspected and obtained by members during office hours till the date of Annual General Meeting of the Company. The Consolidated Financial Statements presented by the Company include financial results of its subsidiary companies.

### **FIXED DEPOSITS:**

The Company has not accepted or renewed any Deposits from public during the year under review and there is no unpaid or unclaimed deposits lying with the Company.

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

Pursuant to the provisions of Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, prescribed particulars as applicable is annexed hereto as Annexure 'A' and forms part of this Report.

### **PARTICULARS OF EMPLOYEES:**

None of the employees of the Company fall under the provision of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, during the year under report.

## DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of provisions of Section 217 (2AA) of the Companies Act, 1956, the Directors on the Board confirm that:

- 1) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures wherever applicable;
- 2) The Directors had selected such 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 at the end of the financial year and of the profit of the Company for the year under review;
- 3) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) The Directors have prepared the annual accounts on a going concern basis.

## INDUSTRIAL RELATIONS:

The industrial relations remained cordial during the year under review.

## CORPORATE GOVERNANCE:

Corporate Governance primarily involves compliances with all statutory requirements under the applicable laws, and to maintain higher standards of commitment, transparency, accountability, financial prudence in the better interest of its stakeholders. The Company has complied with the mandatory provisions of Corporate Governance. As prescribed under the Listing Agreement of the Stock Exchanges,

a separate report on Corporate Governance appears after this report. A certificate from M/s. VKM and Associates, Practicing Company Secretaries with regard to compliance of the Corporate Governance Code by the Company is annexed hereto and forms part of this report. Further, a separate Management Discussion & Analysis Report is also enclosed with this report.

## CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Accounting Standard AS-21 on Consolidated Financial Statements, your Directors provide the Audited Consolidated Financial Statements in the Annual Report. Though only a part of your Company's business is conducted through its subsidiaries, your Directors believe that the consolidated accounts provide a more accurate representation of the performance of your Company.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

## APPRECIATION:

Your directors would like to express their appreciation for the assistance and co-operation received from all its Customers, Collaborators, Government Agencies, Financial Institutions, Bankers, Suppliers, Shareholders, Employees and other associates who have reposed their trust and confidence in the Company.

For and on behalf of the Board

**HEMANT KUMAR RUIA**

*Chairman & Managing Director*

Place : Mumbai

Date : 29.05.2012

## **ANNEXURE 'A'**

Statement pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

### **A. CONSERVATION OF ENERGY**

#### **a) Energy conservation measures taken:**

The management has throughout emphasized on conservation of energy and has made conscious efforts to encourage energy conservation.

#### **I. Electrical Energy**

1. New panels are incorporated in electrical system to minimize losses, which has helped to not only reduce consumption of electricity but also reduced breakdown & production downtime.
2. To ensure minimal losses, regular preventive/predictive maintenance of electrical system is carried out.
3. Retrofitting of energy efficient metal halide lamps are carried out to replace High wattage lamps to save electricity & improve lux levels.
4. Maintaining higher power factor has resulted in reduction of maximum demand & also saved electrical losses.
5. In order to minimize electrical losses regular up gradation of electrical system is carried out on a continuous basis.
6. High rated motors are replaced with new energy efficient motors, which have helped in reducing energy consumption & process downtime.
7. LED lamps are used in certain applications instead of incandescent lamps to reduce blowing of lamps & reducing energy consumption.
8. Old cables are phased out to reduce losses & save electricity consumption.

#### **II. Briquette/Furnace oil / LDO Consumption**

1. Operation of Boilers & Thermo Pack on briquettes has helped in reducing high cost FO/LDO consumption. Also Consumption of fuel oil/briquette has lowered due to utilization of plant and Machinery combined with optimum product mix output.
2. Periodic cleaning and usage of cooling water additives is done to reduce scaling thus resulting in better heat transfer.
3. Steam jet ejector provided for vacuum system are replaced by water jet ejector, which reduces consumption of steam , thereby reducing consumption of Fuel
4. Revamping of insulation on piping and equipments are carried out as and when required to reduce heat losses.
5. Proper usage of fuel additives and boiler water additives is being adhered to obtain better heat generation efficiency.

#### **b) Additional Investments and proposals, if any, is being implemented for reduction of consumption of energy:**

1. Briquette fired Hot oil unit commissioned during the year for reducing consumption of LDO
2. New cooling Tower installed to improve cooling system & thereby reducing process losses.

3. Additional balancing equipments are being installed to increase and obtain better plant capacities so that optimum plant utilization can be achieved and thereby reduction in energy consumption.
4. It is proposed to commercialize few new value added products which have been developed on the pilot plant scale, for improved plant utilization.
5. It is proposed to install an additional briquette fire boiler to further improve the Energy Saving in the Company.

**c) Impact of the measures at (a) and (b) for reduction of energy consumption and consequent impact on the cost of production:.**

The various measures taken as mentioned above have resulted in higher plant production at lower energy consumption levels. This has resulted in our products being very competitive in the market and thus earns better realization, especially in exports.

**d) Total energy consumption and energy consumption per unit of production:**

As per Form 'A' of the Annexure

**B. TECHNOLOGY ABSORPTION:**

Efforts made in technology absorption as per Form 'B' of the Annexure.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

	<b>Current Year 2011-12 (₹ In Lacs)</b>	<b>Current Year 2010-2011 (₹ in Lacs)</b>
1. Foreign exchange earned		
Export of goods on FOB basis	<b>9335.66</b>	4458.69
2. CIF value of Imports	<b>3959.50</b>	3691.22
3. Expenditure in foreign currencies	<b>113.44</b>	133.40

For and on behalf of the Board

Place : Mumbai  
Date : 29.05.2012

**HEMANT KUMAR RUIA**  
*Chairman & Managing Director*

# FORM A

Form for disclosure of particulars with respect to conservation of energy.

	For the year ended 31.03.2012	For the year ended 31.03.2011
<b>A. Power and Fuel Consumption :</b>		
1. Electricity		
(a) Purchased Units/Lakhs	39.43	27.31
Total amount (₹ in Lakhs)	246.83	158.33
Cost per unit – ₹	6.26	5.80
(b) Own Generation		
(i) Through Diesel Generator Set :		
Units generated/Lakhs	NEGLIGIBLE	NEGLIGIBLE
Units per Ltr. of Diesel Oil	NEGLIGIBLE	NEGLIGIBLE
Cost – ₹ / Unit	NEGLIGIBLE	NEGLIGIBLE
(ii) Through Steam Turbine/Generator	NIL	NIL
2. Coal (specify quality and where used)	NIL	NIL
3. Furnace Oil Quantity – M.T.	638	366
Total amount – ₹ in Lakhs	229.46	89.91
Average rate – ₹ / M.T.	35953	24568
4. Others/internal generation Light Diesel Oil – K Ltrs	398	296
Total amount – ₹ in Lakhs	210.85	119.43
Average rate – ₹ /K. Ltr.	52943	40360
5. Others/internal generation Briquettes – MT	9465	5410
Total amount – ₹ in Lakhs	486.82	229.84
Average rate – ₹ /MT.	5143	4248

**B. Consumption per unit of Production:**

	Standards (if any)	For the year ended 31.3.2012	For the year ended 31.3.2011
Products			
<b>Alkyl Alknolamines (Average Consumption):</b>			
Furnance Oil (per MT)	Ltrs	24	24
L.D.O. (per MT)	Ltrs	50	93
Electricity (per MT)	Units	163	306
Briquette (per KG)	Kgs	839	997

## FORM B

### Form for disclosure of particulars with respect to absorption

- |  |  |            |              |              |               |          |               |   |  |  |       |
|--|--|------------|--------------|--------------|---------------|----------|---------------|---|--|--|-------|
| 1. Specific areas in which the Research & Development carried out by the Company | <p>The Research &amp; Development efforts are focused on:</p> <ol style="list-style-type: none"> <li>Research and Development work was carried for new range of Ethoxylates &amp; Propoxylated products and commercialized.</li> <li>Development of new products process.</li> <li>Upgradation of existing product quality and technology to reduce / optimize cost of manufacturing</li> <li>Development of down stream product formulation using existing product as raw material.</li> <li>Develop export substituted product catering needs of various industries.</li> <li>Energy, fuel &amp; water conservation.</li> </ol>                                  |            |              |              |               |          |               |   |  |  |       |
| 2. Benefits derived as a result of the above R & D                               | <ol style="list-style-type: none"> <li>New developed Ethoxylates &amp; Propoxylates products have added value to our product range.</li> <li>Modification in existing plants, equipments designs and process has resulted in improved yields both in terms of quality and as also through put in Amines plant.</li> <li>Exports of specialty products developed in R&amp;D meeting international standards.</li> <li>Improved quality products and reduction of waste making environmental friendly process.</li> <li>New product formulated have benefitted local gas processing industries and international customer has resulted in value addition.</li> </ol> |            |              |              |               |          |               |   |  |  |       |
| 3. Future plan of action   | <ol style="list-style-type: none"> <li>To continue our R&amp;D efforts for new Ethoxylated Propoxylated products.</li> <li>To develop specialty products as import substitutes.</li> <li>To meet requirements of new products and formulation of local and international gas processing industries.</li> <li>To adopt latest information technology for developing process already in use to reduce cost of manufacturing.</li> </ol>  |            |              |              |               |          |               |   |  |  |       |
| 4. Expenditure on R&D  | <table border="0"> <tr> <td>a) Capital</td> <td style="text-align: right;">₹ 8,92,000/-</td> </tr> <tr> <td>b) Recurring</td> <td style="text-align: right;">₹ 63,44,000/-</td> </tr> <tr> <td>c) Total</td> <td style="text-align: right;">₹ 72,36,000/-</td> </tr> <tr> <td colspan="2">Total R&amp;D expenditure as a percentage of turnover</td> </tr> <tr> <td></td> <td style="text-align: right;">0.35%</td> </tr> </table>   | a) Capital | ₹ 8,92,000/- | b) Recurring | ₹ 63,44,000/- | c) Total | ₹ 72,36,000/- | Total R&D expenditure as a percentage of turnover |  |  | 0.35% |
| a) Capital   | ₹ 8,92,000/-   |            |              |              |               |          |               |   |  |  |       |
| b) Recurring   | ₹ 63,44,000/-  |            |              |              |               |          |               |   |  |  |       |
| c) Total   | ₹ 72,36,000/-  |            |              |              |               |          |               |   |  |  |       |
| Total R&D expenditure as a percentage of turnover                                |  |            |              |              |               |          |               |   |  |  |       |
|  | 0.35%  |            |              |              |               |          |               |   |  |  |       |
| 5. Technology absorption, adaptation and innovation                              |  |            |              |              |               |          |               |   |  |  |       |
| a) Efforts, in brief, made towards technology & innovation                       | <ol style="list-style-type: none"> <li>Absorption of new process developed has helped to manufacture products meeting international standards.</li> <li>Development of specialized pressure reaction for new molecules to cater the needs of various industries.</li> <li>Adaptation of newly designed process and engineering parameters has become cost effective and suitable for local customers.</li> <li>Technical Persons have been sent to attend various seminars, symposiums to acquire latest information in relevant field.</li> </ol>   |            |              |              |               |          |               |   |  |  |       |

- |   |  |
|---|--|
| b) Benefits derived as a Result of the Efforts<br>e.g. Improvement,<br>cost reduction, product<br>development import<br>substitution                                | a) Revamping of plant and equipment and process have resulted in improved product quality and commercialization of new products. |
|   | b) Newly designed plant and equipment have increased the production capacity of products.  |
|   | c) Commitments for timely deliveries for local and overseas customer are being fulfilled.  |
|   | d) Increased production capacity with available plant resources making economically viable products.                             |
| <br>c) In case of imported technology (imported during the last five yrs reckoned from the beginning of the financial year) following information may be furnished. |  |
| a) Technology imported  | No technology imported   |
| b) Year of import   | N.A.   |
| c) Has technology been fully absorbed   | N.A.   |
| d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans and actions  | N.A.   |

For and on behalf of the Board

Place : Mumbai  
Date : 29.05.2012

**HEMANT KUMAR RUIA**  
*Chairman & Managing Director*

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## Addendum to the Directors' Report Approved in the Meeting of Board of Directors Held on May 29, 2012.

At the end of the Meeting of the Board of Directors held on August 7, 2012, M/s Lodha & Co., Chartered Accountants(Firm Registration No. 301051E), have expressed their unwillingness to continue as Statutory Auditors. The Company has received confirmation under section 224(1B) of the Companies Act, 1956 from M/s Bhandari Dastur Gupta & Associates, Chartered Accountants (Firm Registration No.119739W), Mumbai confirming their availability as Statutory Auditors. The Directors recommend their appointment.

For and on behalf of the Board

Place : Mumbai  
Date : 07.08.2012

**HEMANT KUMAR RUIA**  
*Chairman & Managing Director*

# REPORT ON CORPORATE GOVERNANCE

Corporate Governance in Amines and Plasticizers Limited ensures accountability, transparency and fairness in all its transactions. It assigns responsibility and authority to its Board of Directors, its Committee & Senior Management team. The level of commitment and sense of values which the Company nurtures leads to efficiency in operation and increased Stakeholder value. We believe that good Corporate Governance emerges from application of the best and sound management practices and compliances with the Laws coupled with adherence to highest Standards of transparency and business ethics. These main drivers, together with Company's ongoing contributions to the Society through meaningful Corporate Social Responsibility initiatives will play a pivotal role in fulfilling our vision to be the most admired and competitive company in our industry and our mission to create value for all our stakeholders.

The Company places great emphasis on sustainable development of the Community at large for a better tomorrow. The Company also believes that its operations ensure that the precious natural resources are utilized in a prudent manner. Therefore, the Company has adopted the code of conduct and disclosure practices under SEBI regulations which strengthens the implementations of Code of Corporate Governance. The Company also ensures full compliance with the applicable laws and regulations under various Statutes and Enactments.

In terms of Clause 49 of the Listing Agreement executed with the Stock Exchange, the details of compliance are as follows

## 1. Board of Directors (Board)

### (a) Composition and Category of Directors:

The Board of Directors provides strategic direction and thrust to the operations of the Company and takes care of the business needs and stakeholders' interest. The Board consists of Six Directors out of which Chairman and Managing Director (CMD) is an Executive Member of the Board and others are Non- Executive Directors.

The Chairman of the Board is an Executive Director and more than two third of the Board comprises of Independent Directors.

Except the Managing Director, all other Directors are eligible to retire by rotation as per the provisions of the Companies Act, 1956. The Composition of the Board and other relevant details relating to the Directors are depicted in the table given below:

Name of the Director	Category of Directorship	Attendance particulars		No. of other directorships and committee memberships other than APL		
		Board Meeting	Last AGM	Other Directorships #	Committee @	
					M	C
Mr. H. K. Ruia	CMD	5	Yes	10	—	—
Mr. K.K. Seksaria	NE/ID	3	No	9	—	—
Dr. M. K. Sinha	NE/ID	2	No	2	—	—
Dr. P. H. Vaidya	NE/ID	4	No	1	—	—
Mr. A. S. Nagar	NE/ID	3	No	0	—	—
Mr. B. M. Jindel	NE/ID	5	No	2	—	—
M = Membership; C = Chairmanship; NE/ID = Non-Executive/Independent; CMD = Chairman & Managing Director # Directorships in Private Limited Companies included; @ comprises of Audit and Investors' Grievance Committee of Public Limited Companies;						



**(b) Meeting:**

Five Board Meetings were held during the financial year ended 31st March, 2012, viz. on 30th May, 2011, 8th August, 2011, 12th September, 2011, 9th November, 2011 and 13th February, 2012.

**(c) Board Agenda:**

The Board meetings are scheduled well in time and Board members are given a notice of at least seven days before the meeting date. The Board members are provided with well structured and comprehensive agenda papers. All major agenda items are backed by in-depth background information and analysis, wherever possible, to enable the Board to take appropriate and informed decisions.

## 2. Audit Committee

**(a) Terms of Reference:**

Terms of Reference of Audit Committee include amongst other things mainly:

- \* Overseeing financial reporting process;
- \* Recommending the appointment of Statutory and Internal Auditors;
- \* Reviewing with management the quarterly, half yearly and annual financial statements on;
  - any change in accounting policies and practices
  - compliance with accounting standards
  - complying with Stock Exchange and other legal requirements concerning the financial Statements.
  - any related party transactions
- \* Reviewing the adequacy of internal control systems and periodic audit reports;
- \* Discussing with the Statutory Auditors about the nature and scope of audit;
- \* Reviewing the financial statements and investments made by the unlisted subsidiary companies;
- \* Analysis of the effects of alternative generally accepted accounting principles on the financial statements;
- \* Review of annual Management Discussion and Analysis of financial condition and results of operations and the Directors' Responsibility Statement;
- \* Disclosures made under the CEO and CFO certification to the Board;
- \* Reviewing the effectiveness of the system for monitoring compliance with laws and regulations;
- \* Ensure good financial practices throughout in the Company.

Name of the Director	Designation	No. of Meetings Attended
Mr. A. S. Nagar	Chairman	3
Mr. B. M. Jindel	Member	4
Mr. H. K. Ruia	Member	4
Dr. M. K. Sinha	Member	2

**(b) Composition of Audit Committee:**

The Audit Committee presently comprises of Mr. A. S. Nagar, Chairman, besides, Mr. B. M. Jindel, Dr. M. K. Sinha and Mr. H. K. Ruia. Two-thirds of the members of Audit Committee are

independent directors. All of them have financial and accounting knowledge. Mr. Ajay Puranik, Company Secretary is the Secretary of the Committee. Chief Financial Officer & Statutory Auditors attend meetings by invitation.

## (c) Attendance

Four meetings were held during the financial year ended 31st March, 2012, viz. on 30th May, 2011, 8th August, 2011, 9th November, 2011, 13th February, 2012.

## 3. Remuneration Committee:-

### (a) Composition and Meetings

The Remuneration Committee presently comprises of Mr. A. S. Nagar, Chairman, besides, Mr. B. M. Jindel and Mr. K. K. Seksaria, the non-executive directors and Mr. H. K. Ruia, an executive director. A Meeting of the Committee was held on 30/05/2011 for revision of remuneration paid to Mr. Hemant Kumar Ruia.

### (b) Terms of Reference

The remuneration committee is directed towards rewarding performance. It is aimed at attracting and retaining high caliber management talent by evaluating their performance based on their potentials, leadership skills. The Remuneration Committee decides and approves from time to time the remuneration payable to Chairman & Managing Director & also recommends the remuneration package of other senior managerial personnel, if any, and sitting fees payable to non-executive directors. The Company pays remuneration by way of salary, perquisites, allowance and additional remuneration to its Chairman & Managing Director. The remuneration payable to Chairman & Managing Director is as per the amended provisions of Schedule XIII of the Companies Act, 1956.

### (c) Remuneration of Non-Executive Directors

Name of Director	Sitting Fees Paid (₹)	
	Board Meeting	Audit Committee Meeting
Mr. K. K. Seksaria	7,500	—
Dr. M. K. Sinha	5,000	2,000
Dr. P. H. Vaidya	10,000	—
Mr. A. S. Nagar	7,500	3,000
Mr. B. M. Jindel	12,500	4,000

### (d) Remuneration of Whole Time Director

The Chairman & Managing Director is the only Whole Time Director in the Company. The remuneration paid to Mr. Hemant Kumar Ruia, Chairman and Managing Director during the year 2011-2012 was ₹ 24,01,750/- (excluding PF/SA) which is shown in detail here under:

Salary (₹)	Perquisites (₹)	PF / SA contribution (₹)	Bonus (₹)	Commission (₹)
16,65,000/-	5,14,750/-	2,83,200/-	2,22,000/-	NIL

As per the Special Resolution passed at the last Annual General Meeting of the Company held on 29th September, 2011, the remuneration paid to Mr. Hemant Kumar Ruia, Chairman and Managing Director was increased from ₹ 55,000/- per month plus perquisites to ₹ 1,00,000/- per month plus perquisites.

## 4. Shareholders' Committee:

### (a) Share Transfer Committee

The Committee is comprised of an Executive Director and a Non-Executive Independent Director. Mr. H. K. Ruia is the Chairman and Mr. A. S. Nagar is the other member of the Committee. The Committee looks into the issues relating to Shareholders, including transfer, transmission and transposition of shares, issue of duplicate share certificates and other related matters. The Committee meets to consider and approve these matters from time to time.

### (b) Shareholders' Grievance Committee

The Committee presently consists of three Non-Executive Independent Directors and an Executive Director. This Committee specifically looks into the redressal of shareholders' and investors' complaints such as transfer of Credit of shares to their demat account, Non-receipt of Dividend/Notices/Annual Report etc. with a primary objective to improve investor relations. The Committee met four times during the financial year 2011-12 viz. 30th May, 2011, 8th August, 2011, 9th November, 2011, 13th February, 2012.

Composition of the committee and attendance of each Director at these meetings are as follows:

Name of the Director	Designation	No. of Meetings Attended
Mr. A. S. Nagar	Chairman	3
Mr. K. K. Seksaria	Member	3
Mr. B. M. Jindel	Member	4
Mr H. K. Ruia	Member	4

### (c) Compliance Officer

Mr. Ajay Puranik, Company Secretary is the Compliance Officer pursuant to clause 47 (a) of the Listing Agreement with the Stock Exchange.

### (d) Details of complaints/correspondences received and resolved during the year

Number of correspondences received from Share holders	90
Number of correspondences redressed	90
Number of complaints/correspondences not resolved	0

## 5. General Body Meeting

### (a) Annual General Meeting

AGMs	Date of AGMs	Location	Time
AGM (34th)	30th September, 2009	Guwahati	2.00 P. M.
AGM (35th)	20th September, 2010	Guwahati	3.00 P. M.
AGM (36th)	29th September, 2011	Guwahati	3.30 P. M.

### (b) Resolutions passed at last 3 Annual General Meetings

**2008-09**

No special resolution was passed

## 2009-10 :

Redemption of 19385, 14% Cumulative Redeemable Preference Shares of ₹ 100/- each.

## 2010-11

Revision of terms and conditions relating to the payment of remuneration of Mr. Hemant Kumar Ruia, Chairman & Managing Director from ₹ 55000/- p.m. plus perquisites to ₹ 1,00,000/- p.m. plus perquisites.

### (c) Resolutions passed through Postal Ballot

No Special/Ordinary resolutions were passed through Postal Ballot during the year 2008-09 and 2010-11.

#### (During the year 2009-10)

“Special”:-

- i) Alteration of object clause of Memorandum of Association pursuant to Section 17 of the Companies Act, 1956.
- ii) Commencement of business pursuant to Section 149 (2A) of the Companies Act, 1956.

## 6. Code of Conduct

The Board has laid down a well- defined “Code of Conduct” (the “Code”) for all the Board members and Senior officials of the Company for ethical professional conduct and the Code is posted on the website of the Company [www.amines.com](http://www.amines.com). Annual confirmation regarding compliance with the Code is obtained from every person covered by the Code of Conduct. A declaration to this effect signed by the CMD is forming part of the report.

## 7. CEO / CFO Certification

The Chairman and Managing Director and Chief Financial Officer of the Company have given a certificate to the Board as contemplated in Clause 49 of the Listing Agreement.

## 8. Disclosures

- a) The Company has not entered into any pecuniary transactions with its promoters or directors except as disclosed in the Accounts.
- b) The Company has followed the Guidelines of Accounting Standards laid down by the Central Government and The Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements
- c) During the last three years, there were no penalties or strictures imposed on the Company either by the Stock Exchanges or by SEBI or any statutory authority for non-compliance on any matter related to capital markets.
- d) The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. The Board periodically discusses the significant business risks identified by the management and the mitigation process being taken up.
- e) During the year under review, the Company has not raised any funds from public issue, rights issue or preferential issue.

## 9. Compliance

The Board reviews periodically compliance reports of all Laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non compliances, if any.

## 10. Subsidiary Company

The minutes of the meetings of the Board of Directors and the Financial Statements for the year ended March 31, 2012 of APL Infotech Limited and APL Engineering Services Pvt. Ltd Subsidiaries of the Company were placed before the Board and Audit Committee for review.

## 11. Means of Communication

This is being done through submission of quarterly results to the stock exchanges in accordance with the listing agreement and publication in the newspapers.

- (a) The quarterly results are published in 2 News papers circulated at Assam:
  - i) The North East Times (English) and
  - ii) Ajir Asom, Amar Assam (Assamese)
- (b) The financial results and shareholding pattern are posted on the website of the Company under corporate information at [www.amines.com](http://www.amines.com)
- (c) This report on Corporate Governance forms part of the Annual Report of the Company and the Certificate from a Practicing Company Secretary confirming compliance is enclosed herewith.
- (d) A report on Management Discussion & Analysis is also a part of the Company's Annual Report.

## 12. General Shareholder Information

### (a) Company Registration Details :

The Company is registered in the State of Assam, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L24229AS1973PLC001446.

### (b) Annual General Meeting

Date	:	September 28, 2012
Time	:	2.30 P.M.
Venue	:	RND Banquet Hall, Hotel Gateway, G.S. Road, Christian Basti, Guwahati, Assam 781 005.

### (c) Financial Calendar

Results for the Quarter Ending on	:	Tentative date of declaration
30th June, 2012	:	First week of August, 2012
30th September, 2012	:	First week of November, 2012
31st December, 2012	:	First week of February, 2013
31st March, 2013	:	Last week of May, 2013

### (d) Period of Book Closure

: 24/09/2012 to 28/09/2012  
(Both days inclusive)

### (e) Listing on Stock Exchanges

: Bombay Stock Exchange Limited,  
P. J. Towers, Dalal Street, Mumbai – 400 001.

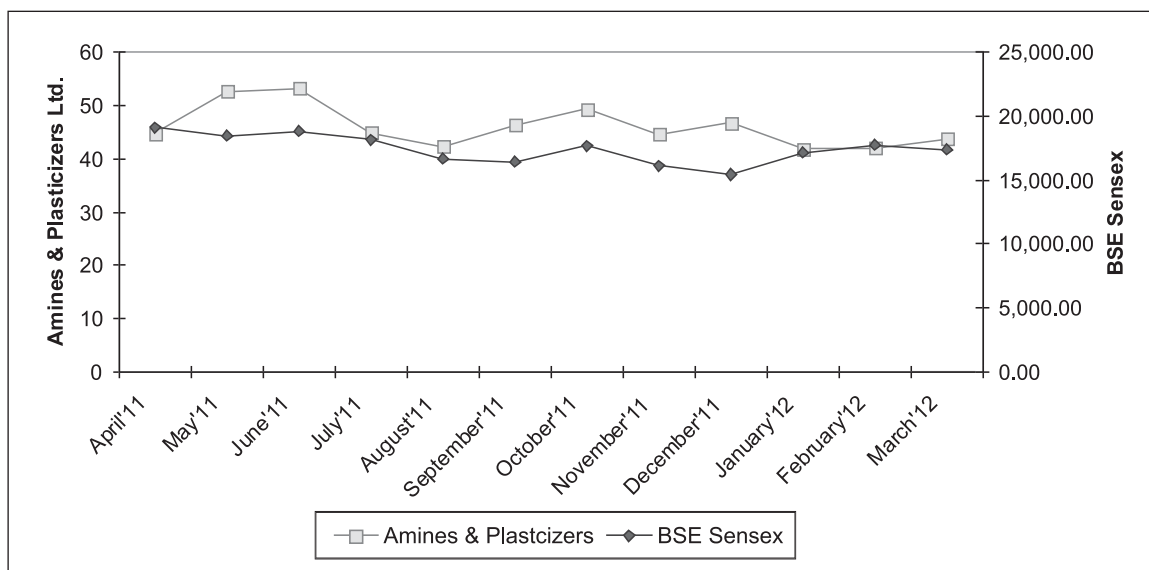
### (f) Stock Code

: Bombay Stock Exchange Limited : 506248

### (g) Market Information

Market price data-monthly high / low of Company's Equity Shares & Sensex during the last financial year.

Month	Amines & Plasticizers Ltd.		BSE Sensex	
	High (₹)	Low (₹)	High	Low
April 2011	48.65	40.85	19,811.14	18,976.19
May 2011	52.70	42.40	19,253.87	17,786.13
June 2011	53.30	53.30	18,873.39	17,314.38
July 2011	50.65	38.75	19,131.70	18,131.86
August 2011	49.35	42.40	18,440.07	15,765.53
September 2011	49.00	42.10	17,211.80	15,801.01
October 2011	49.40	44.80	17,908.13	15,745.43
November 2011	46.95	44.65	17,702.26	15,478.69
December 2011	44.75	44.10	17,003.71	15,135.86
January 2012	43.00	43.00	17,258.97	15,358.86
February 2012	44.50	38.10	18,523.78	17,061.55
March 2012	43.75	39.60	18,040.69	16,920.61



## (h) Registrar and Transfer Agent

M/s. Sharepro Services (India) Pvt. Ltd., 13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072 Tel : (022) 67720300/400 • Fax No : (022) 2859 1568  
E-mail : [Sharepro@shareproservices.com](mailto:Sharepro@shareproservices.com)

## (i) Share Transfer System

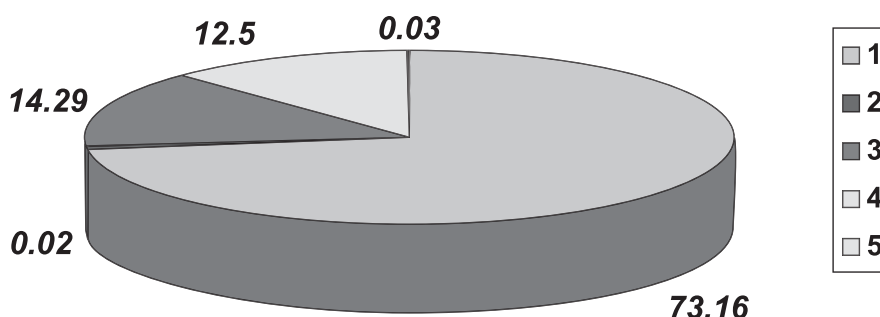
The transfer of shares in physical form is processed and completed by Registrar & Transfer Agent within a period of 15 days from the date of lodgment, if the documents are proper in all respect. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants.

In compliance with Clause 47(c) the Listing Agreement, a Company Secretary in Practice carries out audit of the System of Transfer and a certificate to that effect is obtained and filed with Stock Exchange on half yearly basis.

**(j) Shareholding Pattern as on 31.03.2012**

Sr. No.	Category	No. of Shares held	% of Shareholding
1	Promoters	4025475	73.16
2	Banks / Financial Institutions and Insurance Companies.	1200	0.02
3	Bodies Corporate	786485	14.29
4	Indian Public /HUF / Clearing Members	687909	12.50
5	NRIs / OCBs / Foreign Nationals	931	0.03
	<b>Total</b>	<b>5502000</b>	<b>100.00</b>

**PIE CHART SHOWING THE SHAREHOLDING OF THE COMPANY**



**(k) Distribution of Shareholding as on 31.03.2012**

No. of Equity Shares Held	No. of Shareholders	Percentage of Shareholders	No. of Shares	Percentage of Shares
Up to – 5000	4199	99.479	568900	10.340
5001 – 10000	5	0.118	35185	0.639
10001 – 20000	7	0.166	99199	1.803
20001 – 30000	3	0.071	75008	1.363
30001 – 40000	0	0.000	0	0.000
40001 – 50000	0	0.000	0	0.000
50001 – 100000	1	0.024	97298	1.768
100001 and above	6	0.142	4626410	84.086
<b>Total</b>	<b>4221</b>	<b>100.00</b>	<b>5502000</b>	<b>100.00</b>

The total shareholding held in the electronic form as on 31/03/2012 is **4395080** with NSDL and CDSL.

Total number of shares demated as on 31.03.2012:-

	No. of Shares	% of Paid Up Capital
NSDL	492251	8.95
CDSL	3902829	70.93
Physical	1106920	20.12
<b>Total</b>	<b>5502000</b>	<b>100</b>

\* **Depositories** : Central Depository Services (India) Ltd. (CDSL)  
National Securities Depository Ltd. (NSDL)

\* **ISIN** : INE275D01014

(l) **Outstanding GDRs/ADRs** : No such GDRs/ADRs/Warrants or any convertible instruments were issued and outstanding.

(m) **Plant Location** : Chemical Plant (Unit No. I)  
Thane – Belapur Road, Turbhe, Navi Mumbai – 400 705.  
: APL Industrial Gases Plant (Unit No. II)  
Survey No. 49, Village Vadval – 420 020,  
Taluka Khalapur, Dist. Raigad.

(n) **Address for Correspondence** : **Registered Office :**  
Paul Enclave, Pranati Builders Pvt. Ltd.,  
Principal J. B. Road, Chenikuthi, Guwahati,  
Assam – 781 003.  
**Corporate Office :**  
'D' Bldg, Shivsagar Estate,  
Dr. Annie Besant Road, Worli,  
Mumbai – 400 018.

### 13. Status of Compliance with Non-Mandatory Requirements :

Your Company continuously strives towards improving its Corporate governance practices. Whilst your Company is fully compliant with the mandatory requirements of the Clause 49 of the listing Agreement, the adoption of non mandatory requirements under Clause 49 of the listing agreement are reviewed by the Board from time to time. The status of non mandatory requirement is as follows :

#### Office space for Non-Executive Chairman

The Company has an Executive Chairman and therefore the issue of providing office to Non-Executive Chairman does not arise. The Company has no specific tenure specified for Independent Directors. The tenure of certain Independent Directors exceeds the period of 9 years.

#### Remuneration Committee

The Company has a Remuneration Committee, the details of which are mentioned earlier in this Annual Report.

#### Shareholder' rights to receive financial results

The financial results of the Company for every quarter are published in the newspapers and are also put on the Company's website [www.amines.com](http://www.amines.com).



## **Audit qualifications**

During year under review, there was no audit qualification in the Company's financial statements. The Company continues to adopt best practices to ensure the regime of unqualified financial statements.

## **Corporate Communications**

During the Audit and Board Meetings, the Chairman and Company Secretary give extensive briefings to the Board members on the business of the Company and on various financial, legal & compliance issues.

## **Whistle Blower Policy**

The Whistle Blower Policy aims to encourage all employees to inform the Company regarding any kind of misuse of Company property, mismanagement or wrongful conduct prevailing in the Company and no personnel has been denied access thereto. The disclosure would be sent to the Chairman of the Audit Committee / the 'Ombudsman' who would investigate and recommend to the management of the Company to take such disciplinary or corrective action as may be deemed fit.

For and on behalf of the Board

Place : Mumbai  
Date : 29.05.2012

**HEMANT KUMAR RUIA**  
*Chairman & Managing Director*

## **CERTIFICATE ON CORPORATE GOVERNANCE**

To

**The Members of  
Amines & Plasticizers Limited**

We have examined the compliance of conditions of Corporate Governance by **Amines & Plasticizers Limited**, for the year ended 31st March, 2012, 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 has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. 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 and the representations made by the Directors and the Management, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

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

For **VKM & ASSOCIATES**  
*Company Secretaries*

**Vijay Kumar Mishra**  
Partner

Membership No. F-5023  
C.P. No. 4279

Place : Mumbai  
Date : 29.05.2012

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## **DECLARATION OF CODE OF CONDUCT**

To

**The Members of  
Amines & Plasticizers Limited**

This is to confirm that Board has laid down a code of conduct for all Board members and senior management of the company. It is further confirmed that all directors and senior management personnel of the company have affirmed compliance with the code of conduct of the company as at 31st March 2012, as envisaged in clause 49 in the Listing Agreement with stock exchanges.

Place : Mumbai  
Date : 29.05.2012

**HEMANT KUMAR RUIA**  
*Chairman & Managing Director*

## MANAGEMENT DISCUSSION AND ANALYSIS

The Management of Amines and Plasticizers Limited is pleased to present its Management & Discussion Analysis Report before the Shareholders of the Company.

### BUSINESS OVERVIEW

Amines and Plasticizers Limited (APL) is a pioneer and one of the largest Producers of Ethanolamines, Speciality Chemicals, Gas treating solvents in India. APL is a global supplier of organic and speciality chemicals which find utility in Oil Refineries, Industrial Plants, Pharmaceuticals, Agrochemicals Industry and Electronics Industry

The year 2011-2012 continued with a high degree of uncertainty and volatility in the Indian as well as in the global economy due to Euro Zone Crisis. During the year under review inflation remained above 7.5% level compelling the Reserve Bank of India (RBI) to tighten the liquidity running in the system. This has adversely affected the borrowing costs of the Corporates since Banks did not cut lending rates. Despite of all these challenges, recession and exemplary high costs in the business, your Company had withstood the pressure and reported better earnings.

Your Company's expansion project for Propoxylation facilities was completed during the year under review and has become operational, thereby making the Ethoxylation plant more versatile. Certain Ethoxylated/ Propoxylated products were developed in the R&D and the Company has started exporting the same. The Company continues to explore the possibilities of developing more Ethoxylated and Propoxylated products for the Oil & Gas Industry. One high value product has been developed and plant trials have been done successfully. The Company is exploring the possibility of marketing of the same in the International markets.

During the year under review, the Company has further added 20% to its Ethoxylation facility and in the current year the Company intends to double its Ethoxylation/Propoxylation capacity further. Necessary applications have been made to the Bank for the required Term Loan.

The Company continues to exports its MDEA and specialty blends which are well accepted Worldwide and are exploring at the possibility of installing certain additional equipments and modifications in the existing MDEA plant to increase the capacity.

### SUBSIDIARY COMPANIES PROGRESS :

As on 31st March, 2012, the Company has a 100% Wholly Owned Subsidiary, viz. APL Engineering Services Private Ltd. and another Subsidiary, viz. APL Infotech Ltd., where it is holding 51% equity.

The fabrication unit of APL Engineering Services Private Ltd. which was set up at Khopoli has become fully operational as on date. During the year under review, a major order from a local engineering company has been completed and delivered satisfactorily. Further, during the current year, the Company has received a reasonable amount of orders and its order book position is satisfactory. The Company has also tied up with a large Industrial House for doing Fabrication work and is receiving regular orders for fabrication job work from them. APL Engineering Services Private Ltd. is also undertaking various fabrication for its parent company to assist in timely completion of its expansion activities, thus saving costs.

APL Infotech Limited, a subsidiary of your Company received an order for a Chilled Water Pipeline system from overseas market and the customization of the software is under progress. Demonstration of the trial runs is being carried out for the same. The customization of the software is expected to be completed and the software will be delivered / installed at the Customer's site by the end of the current Financial Year. This will be Company's 1st Show-Case Project in the Middle East.

APL Infotech Limited has also tied up with one of the largest Software Company in India for marketing of the software in Domestic and International markets and expects results from them. The Company is also in talks with the largest Gas Transportation Company in India for installation of the software on their cross country gas transportation. Since this type of software is being developed for the 1st time in India, marketing of the

same is time consuming and we expect good result in future as gas transportation will be in great demand in the country in future.

## ISO COMPLIANCE :

As reported earlier, the Company had taken measures to obtain ISO 14001:2004 & 18001:2007 Certification and now it is valid till 09th April, 2013.

ISO 14001:2004 Certification relates to conservation of natural resources whereby the environment becomes less polluted. OHSAS 18001:2007 Certification relates to Safety and Health. Various measures have been taken by the Company in order to ensure compliance in its true spirit.

## GREEN INITIATIVE :

As a part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (MCA), Government of India, through its various Circulars has allowed Companies to send notices /documents, annual reports, financial statements, etc. ie. (corporate communication) to its shareholders through electronic form at the registered e-mail addresses of the shareholders. The Company thus, proposes to send all communication to its shareholders in the electronic mode in lieu of the physical mode allowing paperless compliances by Companies through electronic mode. Therefore, members who are holding Company's share(s) in demat and have registered their email address in the records of the Depositories will receive all communication through electronic mode. The Annual Report of the Company and all major corporate communications would also be uploaded on the Company's website: [www.amines.com](http://www.amines.com) for information and perusal.

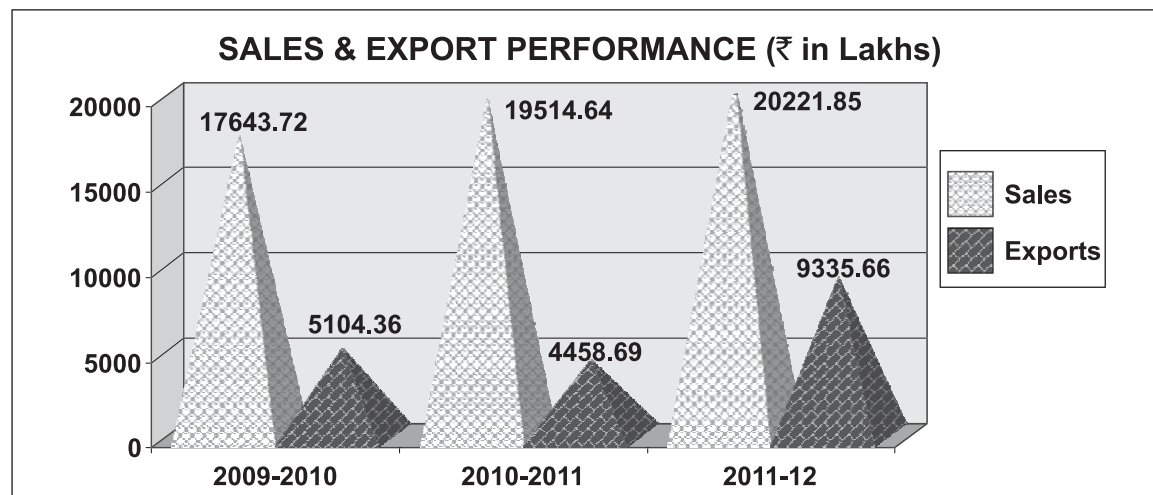
Going Green:

- reduces paper consumption
- ensures prompt receipt of information
- avoids loss in transit.

## INDUSTRY STRUCTURE AND DEVELOPMENT

Your Company focuses on enhancing shareholder value and looks beyond immediate opportunities by nurturing the business for long term growth. During the year under review, the aggregate revenue of the Company was ₹ 18,968.71 Lakhs and profit before tax stood at ₹ 429.01 Lakhs. The Company has achieved a better turnover and also higher profit as compared to previous year.

The chart depicts the export and total sales achieved by the Company over last 3 years.



The Company's products are mainly exported to Middle East, Europe, USA, Korea and China. The acceptability of the Company's products has enabled the Company to put up an improved performance during the year under report.

In the domestic market, the Company's major clients continue to be Public Sector Undertakings engaged in the Refinery and Natural Gas business, besides the Private Sectors, where the Company sells its products in various Industries such as Lubricants, Cosmetics, Dyestuff etc.

## PRODUCTWISE PERFORMANCE

The Company results show that its existing range as well as the new range of products have been well accepted in the International market, as a result of which the export turnover has doubled. During the year under review, the Company has developed certain new Ethoxylated and Propoxylated products for the Automobile Industry (Rubber-hose). The Company has also developed a new product for the Cosmetic industry and the product has unique advantage and expects this product to pick up sales in the international market. The product is under trial with various cosmetic users world over and once the trials are completed large volumes are expected.

## RESEARCH AND DEVELOPMENT PROGRAMMES

R&D facility of the Company is continuing its thrust in developing various new products which are more eco-friendly as required as per International Standards. With the globalization forcing all industries to be most competitive in terms of their all round performance, your company's R&D efforts were focused on producing very high purity products, not only for our new venture of Ethoxylates / Propoxylates and Alkoxylates, but also in the fields where our products goes as Cosmetic Ingredients, Pharmaceutical Intermediates, Gas Treating Solvents (Generic as well as Formulated) and Spinning Solvent for specialty fashion fibers.

In an era of globalization, automobile industry being one of the major gainer in India, the Specialty Alkoxylates has bright future as they find applications in rubber and urethane based automobile auxiliaries. Few of our products are used in Automobile Coatings/ Paints are exported and well accepted by major manufacturers.

With our high purity and very low impurity-profile (in ppm / ppb levels), our Cosmetic ingredients are finding markets abroad with Cosmetics majors, besides domestic market.

Few our Pharmaceutical Intermediates are high value products and extreme care is taken to achieve the purity level meeting International Standards, by vigilant R&D efforts employing sophisticated, modern analytical instruments.

Due to the advent of Shale Gas in the energy scene, our Speciality Gas Treating Solvents and Oil-Field chemicals are finding specific attention in our R&D schemes, besides achieving its requirement in various Natural Gas, Refineries & Fertilizer units all over the world. Due to constant R&D efforts, we are venturing into " Purification or reclaiming Amine Solvents" field too.

With fashion conscious world population growing stupendously, one of our product, used as Spinning Solvent for Fashion Fibers, gained good export market , not only to Europe, USA, South Eastern countries but also to China, from where people import. Because of its high purity achieved with R&D efforts, its application in electronic field also has grown considerably, resulting in getting orders from Korean Electronic giants too.

## OPPORTUNITIES, THREATS, RISKS AND CONCERNS

Your Company has a wide range of products covering different, varied applications. The Company's constant endeavor in upgradation and expansion of its marketing capacities has resulted in developing/ catering to various new products which finds utility in pharmaceuticals and Automobile Industries.

As you are aware, the Company has a dedicated team of technical professionals, chemical engineers which is continuously working in seizing new opportunities, developing new combinations which are hitherto not tried by anyone else in the Chemical Industry.

Ethylene Oxide is the main Raw Materials which is highly inflammable, explosive in nature. The product cannot be imported due to its explosive nature and had it be sourced domestically. Its price therefore becomes susceptible to steep fluctuations. Also other petroleum based products are largely dependent on the price of international crude / gas prices. The Company also faces stiff competition from Domestic as well as International players since their pricing is cheaper. However, increase in Dollar/ Euro value has contributed in better realization of Export proceeds.

## INTERNAL CONTROL SYSTEM

The Company has implemented an internal control framework for all the major processes to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with the policies, procedures, laws and regulations, safeguarding of assets and economical and efficient use of resources.

Internal Audit is conducted at regular intervals at all locations and covers the key areas of operations. It is an independent, objective and assurance function, responsible for evaluating and improving the effectiveness of risk management, control and governance processes. Internal Audit plays a key role by providing an assurance to the Board of Directors, and value adding consultancy service to the business operations.

## HUMAN RESOURCE MANAGEMENT

Your Company has valued both experience and fresh talent, and takes pride in the commitment, competence and dedication shown by its employees in all areas of business. Your Company has structured induction process at all locations and management development programs to upgrade skill of managers. Objective appraisal systems are in place for senior management staff. Your Company is conscious of the importance of environmentally clean and safe operations. Your Company's policy requires the conduct of all operations in such a manner so as to ensure safety of all concerned. Industrial relations remained cordial during the year

## FINANCIAL PERFORMANCE

The Company has sustained its growth in the current year. The efficient utilization of existing capacities, introduction of new products has helped the Company to sustain turnover during the year. The comparative financial results for the years 2011-2012 and 2010-11 are as shown below:

(₹ in Lakhs)

FINANCIAL RESULTS	2011-12	2010-11
Total Income	18968.71	18979.74
Total Expenditure	17608.65	17976.30
Profit before Depreciation and Tax	1360.06	1003.44
Less: Depreciation	125.69	76.41
Interest	805.36	625.83
Profit Before Tax	429.01	301.20
Provision for taxation	122.17	88.67
Profit After Tax	306.84	212.53

The total income was ₹ 18968.71 Lacs as compared to ₹ 18979.74 Lacs. The Company was able to hold on to a series of good performance of last few years inspite of higher input cost and severe competition.

With the growing Income, the Company has managed to reduce the total expenditure to ₹ 17608.65 Lacs in the year under review as compared to ₹ 17976.30 Lacs in the previous year.

## **RESULTS OF OPERATION**

The break-up of total income is as shown herein below:

(₹ in Lakhs)

<b>Income</b>	<b>Year ending 31.03.2012</b>	<b>Year ending 31.03.2011</b>
Sales And Service	<b>18869.53</b>	18907.15
Other Income	<b>99.18</b>	72.59
Total Income	<b>18968.71</b>	18979.74

The revenue from sales includes export revenue of ₹ 9335.66 Lacs and domestic sales of ₹ 10886.15 Lacs i.e. 46.17% of export sales and 53.83% of domestic sales during the year under report.

## **SAFE HARBOUR CLAUSE**

The Management Discussion Analysis describing the Company's objectives, projections, estimates, expectations or predictions may contain certain "forward-looking statements" within the meaning of applicable securities laws and regulations. The management could not guarantee that these forward looking statements will be realized although all the assumptions are made prudently. Actual results could differ from those expressed or implied due to risks, uncertainties and even inaccurate assumptions. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic development within India and the countries in which the Company conducts business and other incidental factors.

Thus, the Company undertakes no obligation to publicly update any forward looking statements whether as a result of new information, future events or otherwise. Subject to this management disclaimer, this discussion and analysis should be perused.

## AUDITORS' REPORT

To the Members of

**AMINES AND PLASTICIZERS LIMITED**

1. We have audited the attached Balance Sheet of AMINES AND PLASTICIZERS LIMITED as at 31<sup>st</sup> March, 2012 and also the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 (hereinafter referred to as the "Act"), we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that: -
  - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - (d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards specified in the Companies (Accounting Standards) Rules, 2006, to the extent applicable;
  - (e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March, 2012 from being appointed as a director of the Company in terms of clause (g) of sub-section (1) of Section 274 of the Act;
  - (f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements read together with accompanying notes 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:
    - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2012;
    - ii) in the case of the Statement of Profit & Loss, of the profit of the Company for the year ended on that date; and
    - iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For **LODHA & Co.**

Firm Registration No.301051E

*Chartered Accountants*

**A. M. Hariharan**

*Partner*

(Membership No. 38323)

Place : Mumbai

Date : 29<sup>th</sup> May, 2012

For **D. BASU & Co.**

Firm Registration No. 301111E

*Chartered Accountants*

**Atanu Chatterjee**

*Partner*

(Membership No. 50105)

Place : Mumbai

Date : 29<sup>th</sup> May, 2012



## ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2012 OF AMINES AND PLASTICIZERS LIMITED

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we state that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Company's programme to physically verify all fixed assets over three years period is considered reasonable having regard to the size of the Company and nature of its fixed assets. Pursuant to the programme, physical verification was carried out during the year and no material discrepancies were noticed on such physical verification.
- c) No substantial part of fixed assets has been disposed off by the Company during the year.
2. a) The inventory has been physically verified by the management at the year end. Inventories lying with the third parties and in-transit have been verified by the management with reference to confirmation or statement of accounts or subsequent receipt of goods.
- b) The procedures for physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- c) The Company has maintained proper records of inventory and the discrepancies between the physical inventory and the book inventory noticed on physical verification as mentioned in para (b) above were not material and have been properly dealt with in the books of account.
3. a) During the year, the Company has granted unsecured loans to following subsidiary companies covered under Section 301 of the Act without stipulation as to when the principal will be repaid so also when the interest would be paid, where applicable :

(₹ in Lacs)

	<b>APL Infotech Limited (APLIL)</b>	<b>APL Engineering Services Private Limited (APLESPL)</b>
Relationship	Subsidiary (51% holding)	Wholly owned Subsidiary
Rate of Interest (%)	14%	Interest free
Loan Given during the year	119.65	123.75
Loan Repaid during the year	14.00	0.05
Maximum Balance outstanding during the Year	245.50	356.32
Interest Accrued and due on above (A)	48.54	NA
Year end Balance (B)	245.51	356.32
<b>Total (A+B)</b>	<b>294.05</b>	<b>356.32</b>

- b) i) In respect of APLIL, during the year, it has received orders which are under execution, the management is hopeful of realising the principal and interest accrued thereon at the earliest and on the basis of such representation by the management, the terms and conditions of the aforesaid loan has not been considered prejudicial to the interest of the Company.
- (ii) In respect of APLESPL, its fabrication Unit has been operationalised during the year and received orders which are under execution, the management is confident of recovering the

amount in due course and accordingly, has not been considered prejudicial to the interest of the Company.

- c) The Company has taken interest free unsecured loans from two parties covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year was ₹ 60 lacs and the year-end balance of loan taken from aforesaid parties was ₹ Nil.
  - d) The terms and conditions of the aforesaid loan taken was prima-facie, not prejudicial to the interest of the Company and the principal amount has been repaid as stipulated.
4. In our opinion and according to the information and explanations given to us, having regard to the explanation that some of the items purchased and sold are of the special nature and suitable alternative source does not exist for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for purchase of inventory, shares and securities and fixed assets and with regard to the sale of goods, services, shares and securities. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have we been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
  5. a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Act that need to be entered into the register maintained under the said Section have been so entered.  
b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in (a) above and exceeding the value of ₹ 5 lakh with any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
  6. The Company has not accepted any deposits within the meaning of Sections 58A, 58AA or any other relevant provisions of the Act and rules framed there under.
  7. In our opinion, the Company has an internal audit system commensurate with the size of the Company and nature of its business.
  8. On the basis of records produced, we are of the opinion that prima facie, the cost records and accounts prescribed by the Central Government under Section 209 (1) (d) of the Act have been maintained. However, we are not required to and thus have not carried out any detailed examination of such accounts and records, with a view to ascertain whether these are accurate and complete.
  9. a) The Company is generally regular in depositing with the appropriate authorities the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it. As explained to us, no undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.  
b) According to the information and explanations given to us, there are no dues in respect of income tax, sales tax, wealth tax, service tax, customs duty, excise duty and cess which have not been deposited with the appropriate authorities on account of any dispute except the following :

Name of the Statute	Nature of Dues	Period to which it relates	₹ in Lacs	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	Assessment Year 2009-10	29.51	Commissioner of Income Tax (Appeals), Guwahati
Central Sales Tax Act, 1956	Sales Tax	1999-2003	10.04	Appellate Tribunal - Mazgaon

10. The Company does not have accumulated losses as at 31st March 2012 and has not incurred any cash losses in the current financial year and in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions or banks.
12. During the year, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi /mutual benefit fund/ society. Therefore, provisions of clause 4(xiii) of the Order are not applicable to the Company.
14. The Company has kept adequate records of its transactions and contracts in respect of dealing in shares and securities and timely entries have been made therein. All the shares and securities have been held in the name of the Company.
15. In our opinion and according to the information and explanations given to us, the terms and conditions on which the Company has given guarantee for loans taken by others from banks and financial institutions, are not, prima facie prejudicial to the interest of the Company.
16. According to the information and explanations given to us, the Company has not obtained any term loan during the year.
17. According to the information and explanations given to us and on an overall examination of the cash flow statement and balance sheet of the Company, in our opinion, the funds raised on short-term basis have, prima facie, not been used for long-term investment.
18. During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act.
19. The Company has not raised any money by way of issue of debentures.
20. The Company has not raised any money by way of public issue during the year or in the recent past.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For **LODHA & Co.**

Firm Registration No.301051E

*Chartered Accountants*

**A. M. Hariharan**

*Partner*

(Membership No. 38323)

Place : Mumbai

Date : 29<sup>th</sup> May, 2012

For **D. BASU & Co.**

Firm Registration No. 301111E

*Chartered Accountants*

**Atanu Chatterjee**

*Partner*

(Membership No. 50105)

Place : Mumbai

Date : 29<sup>th</sup> May, 2012



## BALANCE SHEET AS AT 31ST MARCH, 2012

Particulars	Note No.	(₹ in lacs) As at 31st March, 2012	(₹ in lacs) As at 31st March, 2011
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	1	550.20	550.20
Reserves and surplus	2	1,987.59	1,716.01
<b>Non-current liabilities</b>			
Long-term borrowings	3	352.38	2.37
Deferred tax liabilities (Net)	4	229.03	159.88
Long-term provisions	5	21.14	37.08
<b>Current liabilities</b>			
Short-term borrowings	6	3,642.90	2,865.36
Trade payables	7	4,265.88	3,765.55
Other current liabilities	8	499.85	138.44
Short-term provisions	9	126.65	45.60
<b>TOTAL</b>		<b>11,675.62</b>	<b>9,280.48</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets	10		
Tangible assets		2,191.60	1,720.66
Intangible assets		8.27	11.31
Capital work-in-progress		44.32	61.30
Non-current investments	11	171.93	171.95
Long-term loans and advances	12	733.66	473.12
Other non-current assets	13	82.64	37.91
<b>Current assets</b>			
Inventories	14	3,217.62	2,740.19
Trade receivables	15	3,438.49	2,650.88
Cash and Bank Balances	16	159.71	125.50
Short-term loans and advances	17	1,131.93	1,058.46
Other current assets	18	495.45	229.20
<b>TOTAL</b>		<b>11,675.62</b>	<b>9,280.48</b>
Significant accounting policies and Notes accompanying form an integral part of financial statements	27		

As per our attached Report of even date

For **LODHA & Co.**  
Chartered Accountants

**A.M. Hariharan**  
Partner

For **D. BASU & Co.**  
Chartered Accountants

**Atanu Chatterjee**  
Partner

For on behalf of Board of Directors

**Hemant Kumar Ruia** *Chairman & Mg. Director*

**P.H. Vaidya**  
**A.S. Nagar**  
**B.M. Jindel** } *Directors*

**Ajay Puranik** *Company Secretary*

Mumbai, Dated: 29th May, 2012

Mumbai, Dated: 29th May, 2012

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012**

Particulars	Note No.	(₹ in lacs) For the year ended 31st March, 2012	(₹ in lacs) For the year ended 31st March, 2011
Revenue from operations	19	18869.53	18907.15
Other income	20	99.18	72.59
<b>Total Revenue</b>		<b>18968.71</b>	<b>18979.74</b>
<b>Expenses:</b>			
Cost of materials consumed	21	13796.38	7904.83
Purchases of Stock-in-Trade		88.80	7143.33
Manufacturing and Operating Costs	22	1651.84	1000.07
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	23	(376.43)	89.83
Employee benefits expense	24	581.92	551.75
Finance costs	25	805.36	625.83
Depreciation and amortization expense		125.69	76.41
Less Transferred from Revaluation Reserve		(3.29)	(3.36)
		122.40	73.05
Other expenses	26	1869.43	1289.84
<b>Total expenses</b>		<b>18539.70</b>	<b>18678.54</b>
<b>Profit before tax</b>		<b>429.01</b>	<b>301.20</b>
Tax expense:			
Current tax		91.50	62.65
Deferred tax		69.15	59.36
Wealth Tax		0.09	0.25
MAT Credit Entitlement		(31.74)	(33.32)
Tax Provision relating to earlier years		(6.83)	(0.27)
<b>Profit for the year</b>		<b>306.84</b>	<b>212.53</b>
Earnings per equity share: (Face value of ₹ 10 each)			
Basic & Diluted		5.58	3.84
Significant accounting policies and Notes accompanying form an integral part of financial statements	27		

As per our attached Report of even date

 For **LODHA & Co.**  
Chartered Accountants

**A.M. Hariharan**  
Partner

 For **D. BASU & Co.**  
Chartered Accountants

**Atanu Chatterjee**  
Partner

For on behalf of Board of Directors

**Hemant Kumar Ruia** Chairman & Mg. Director

**P.H. Vaidya**  
**A.S. Nagar**  
**B.M. Jindel** } Directors

**Ajay Puranik** Company Secretary

Mumbai, Dated: 29th May, 2012

Mumbai, Dated: 29th May, 2012

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012**

	Current Year (₹ in lacs)	Previous Year (₹ in lacs)
<b>A. Cash Flow from Operating Activities</b>		
Net profit before tax and extraordinary items	429.01	301.20
Adjustments for:		
Depreciation	122.40	73.05
Sundry Balances Written Off/Back (Net)	–	(3.72)
(Profit)/ Loss on Sale of fixed assets	(35.59)	2.31
Dividend received on Investments	(0.23)	(1.82)
Interest Income	(39.28)	(43.79)
Interest Paid	805.36	625.83
Operating profit before working capital changes	1281.67	953.06
Adjustments for:		
Trade and other receivables *	(1418.64)	(44.35)
Inventories	(477.43)	(515.63)
Trade payables	525.69	850.77
	(1370.37)	290.79
<b>Cash generated from operations</b>	(88.71)	1243.85
Direct taxes (paid) /Refund (net of tax paid)	(38.62)	(135.44)
<b>Net cash flow from operating activities (A)</b>	(127.33)	1108.41
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(637.52)	(932.45)
Sale of Investments	0.02	33.33
Investment in Subsidiary	–	(99.00)
Dividend received on Investments	0.23	1.82
Interest Received	39.28	43.79
Sale of Fixed Assets	96.50	6.99
<b>Net cash flow from/ (used in) investing activities (B)</b>	(501.49)	(945.52)
<b>C. Cash Flow from Financing Activities</b>		
Proceeds/(Repayment) from Long Term Borrowings (Net)	666.23	2.19
Proceeds/(Repayment) from Short Term Borrowings	777.54	(82.19)
Redemption of Preference shares	–	(19.39)
Dividend paid	–	(1.50)
Interest Paid	(805.36)	(625.83)
<b>Net cash flow from / (used in) financing activities (C)</b>	638.42	(726.72)
<b>Net increase/(decrease) in cash and cash equivalents Total = A+B+C</b>	9.60	(563.83)
<b>Cash and Cash equivalents – Opening Balance</b>	10.21	574.04
<b>– Closing Balance</b>	19.81	10.21

\* Includes Margin Money in the form of Term Deposits with the Bank for margin money / bank guarantees, Dividend Account and Rent Account.

**Notes**

- The above cash flow statement has been prepared by using the indirect method as per Accounting Standard 3 - 'Cash Flow Statement' notified in the Companies (Accounting Standard) Rules, 2006.
- Previous year's figures have been regrouped/recast, wherever necessary.

As per our attached Report of even date

For **LODHA & Co.**  
Chartered Accountants

**A.M. Hariharan**  
Partner

For **D. BASU & Co.**  
Chartered Accountants

**Atanu Chatterjee**  
Partner

For on behalf of Board of Directors

**Hemant Kumar Ruia** *Chairman & Mg. Director*

**P.H. Vaidya**  
**A.S. Nagar**  
**B.M. Jindel** } *Directors*

**Ajay Puranik** *Company Secretary*

Mumbai, Dated: 29th May, 2012

Mumbai, Dated: 29th May, 2012

**NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2012**
**1. SHARE CAPITAL**

Particulars	As at 31st March 2012		As at 31st March 2011	
	Number	₹ in lacs	Number	₹ in lacs
<b><u>Authorised</u></b>				
Equity Shares of ₹ 10 each	9,500,000	950.00	9,500,000	950.00
Preference Shares of ₹ 100 each	50,000	50.00	50,000	50.00
		1,000.00		1,000.00
<b><u>Issued, Subscribed &amp; Paid up</u></b>				
Equity Shares of ₹ 10 each fully paid up	5,502,000	550.20	5,502,000	550.20
<b>Total</b>	<b>5,502,000</b>	<b>550.20</b>	<b>5,502,000</b>	<b>550.20</b>

**1.1 Right, Preference and Restrictions attached to Equity Shares**

The Company has only one class of equity shares having par value of ₹ 10 per share. Each Shareholder is entitled to one vote per share. In the event of liquidation of the Company the holder of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential payments. However, no such preferential amount exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

**1.2 Reconciliation of numbers of Equity Shares**

Particulars	As at 31st March 2012		As at 31st March 2011	
	Number	₹ in lacs	Number	₹ in lacs
Shares outstanding at the beginning of the year	5,502,000	550.20	5,502,000	550.20
Shares issued during the year	—	—	—	—
Shares bought back during the year	—	—	—	—
Shares outstanding at the end of the year	5,502,000	550.20	5,502,000	550.20

**1.3 Reconciliation of numbers of Preference Shares**

Particulars	As at 31st March 2012		As at 31st March 2011	
	Number	₹ in lacs	Number	₹ in lacs
Shares outstanding at the beginning of the year	—	—	19,385	19.39
Shares issued during the year	—	—	—	—
Shares Redeemed during the year	—	—	19,385	19.39
Shares outstanding at the end of the year	—	—	—	—

**1.4 Details of members holding Equity Shares more than 5%**

Name of Shareholder	As at 31st March 2012		As at 31st March 2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Hemant Kumar Ruia	2199893	39.98%	2199893	39.98%
Multiwyn Investments & Holdings Pvt. Ltd.	1206477	21.93%	1206477	21.93%
India Carbon Limited	699000	12.70%	699000	12.70%
Chefair Investment Pvt. Ltd.	508000	9.23%	508000	9.23%

**NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2012**
**2. RESERVES & SURPLUS**

Particulars	(₹ in lacs) As at 31st March, 2012	(₹ in lacs) As at 31st March, 2011
<b>a. Revaluation Reserve</b>		
Opening Balance	138.54	144.35
(-) Transferred to Statement of Profit & Loss	3.29	3.36
(-) Relating to Assets discarded / Written off	—	2.45
Closing Balance	135.25	138.54
<b>b. Capital Reserve</b>		
Opening Balance	0.05	0.05
Closing Balance	0.05	0.05
<b>c. Capital Redemption Reserve</b>		
Opening Balance	20.00	0.62
(+) Transferred from Statement of Profit & Loss	—	19.38
Closing Balance	20.00	20.00
<b>d. Surplus: Statement of Profit &amp; Loss</b>		
Opening balance	1,557.42	1,365.77
Add: Net Profit for the year as per Statement of Profit & Loss	306.84	212.53
(-) Transferred to General Reserve	—	—
(-) Proposed Dividend- Equity Shares (₹ 0.50 per share; previous year Nil per share)	27.51	—
(-) Corporate Dividend Tax	4.46	0.21
(-) Proposed Dividend -Preference Shares (Nil per share; previous year ₹ 6.63 per share)	—	1.29
(-) Transferred to Capital Redemption Reserve	—	19.38
Closing Balance	1,832.29	1,557.42
<b>Total</b>	<b>1,987.59</b>	<b>1,716.01</b>

**3. LONG TERM BORROWINGS**
**Secured**
**(i) Term loans :**

from a bank

230.77

—

**(ii) Vehicle Loans**

from banks

34.64

2.37

265.41

2.37

**Unsecured**
**Term loans**
**(i) From banks**

50.57

—

**(ii) From other Bodies Corporate**

36.40

—

86.97

—

**Total**
**352.38**
**2.37**



**NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2012**
**3.1 Repayment & other terms of the Borrowings are as at 31st March 2012 follows :**

(₹ in lacs)

Nature of Security	Repayment terms as at 31st March 2012			
	Rate of Interest	Total	0-1 Years	1-4 Years
<b>Secured Loans :</b>				
Term Loan from Bank				
Secured against hypothecation of Fixed Assets created out of Term Loan as continuing /collateral security and is also personally guaranteed by Managing Director of the Company.				
	15.25% Floating	<b>461.54</b>	230.77	230.77
Vehicle Loans				
Secured against hypothecation of Vehicles purchased there-against and is also personally guaranteed by Managing Director of the Company.				
	10% to 12%	<b>44.66</b>	10.02	34.64
	<b>Total</b>	<b>506.20</b>	<b>240.79</b>	<b>265.41</b>
<b>Unsecured Loans:</b>				
From Banks	15% to 18%	<b>80.75</b>	30.18	50.57
From Other Bodies Corporate	15% to 18%	<b>83.15</b>	46.75	36.40
	<b>Total</b>	<b>163.90</b>	<b>76.93</b>	<b>86.97</b>

**3.2 Repayment & other terms of the Borrowings as at 31st March 2011 are as follows :**

(₹ in lacs)

Nature of Security	Repayment terms as at 31st March 2011			
	Rate of Interest	Total	0-1 Years	1-4 Years
<b>Secured Loans :</b>				
Vehicle Loans				
Secured against hypothecation of Vehicles purchased there-against and is also personally guaranteed by Managing Director of the Company.				
	10% to 12%	<b>3.87</b>	1.50	2.37

**NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2012**
**4. DEFERRED TAX LIABILITIES (NET)**

Particulars	(₹ in lacs) As at 31st March, 2012	(₹ in lacs) As at 31st March, 2011
Deferred tax liability on account of : Depreciation	241.52	173.85
Deferred tax assets on account of : Less : Provision for doubtful debts & Other Employee benefits	(12.49)	(13.97)
<b>Total</b>	<b>229.03</b>	<b>159.88</b>

**5. LONG TERM PROVISIONS**

Provision for employee benefits	21.14	37.08
<b>Total</b>	<b>21.14</b>	<b>37.08</b>

**6. Short Term Borrowings**
**Secured**
**Working Capital Facilities**

From Banks:

Secured against hypothecation of stock-in-trade (except stock of trading shares and securities) and stores and against Security of Trade Bills and by way of mortgage of the immovable properties (both present and future) of the Company, situated at Turbhe and Vadval as continuing /collateral security and is also personally guaranteed by Managing Director of the Company.

3,642.90	2,854.85
<b>3,642.90</b>	<b>2,854.85</b>

**Unsecured**

Loans repayable on demand to Bodies Corporate

–	10.51
–	10.51
<b>3,642.90</b>	<b>2,865.36</b>

**7. Trade Payables**

Micro, Small and Medium Enterprises	–	–
Others	4,265.88	3,765.55
<b>Total</b>	<b>4,265.88</b>	<b>3,765.55</b>

7.1 Disclosure in accordance with section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

Principal amount remaining unpaid	–	–
Interest paid in terms of section 16	–	–
Interest due & payable for the period of delay in payments	–	–
Interest accrued & remaining unpaid	–	–
Interest due & payable even in succeeding years	–	–

The Company has compiled the above information based on the status submitted by the suppliers under the said Act.

7.2 Trade Payable include ₹ 1714.36 lacs (₹ 1585.98 lacs) being the amount of acceptances of Bills of Exchange by the Company, drawn by the Suppliers.

**NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2012**
**8. Other Current Liabilities**

Particulars	(₹ in lacs) As at 31st March, 2012	(₹ in lacs) As at 31st March, 2011
Current maturities of long-term borrowings (Refer Note 3)	<b>317.72</b>	1.50
Unpaid dividends	<b>1.39</b>	1.41
Deposits from Dealers and Agents	<b>9.84</b>	8.74
Advance against Sales	<b>26.29</b>	28.85
<u>Other Liabilities :</u>		
(i) Statutory Dues	<b>139.10</b>	92.82
(ii) Employees Related	<b>5.51</b>	5.12
<b>Total</b>	<b>499.85</b>	138.44

**9. Short Term provisions**

Proposed Dividend on Equity Shares	<b>27.51</b>	—
Tax on proposed Equity Dividend	<b>4.46</b>	—
Provision for Employee benefits	<b>7.69</b>	11.58
Provision for Income Tax (Net of Tax paid ₹ 406.40 Lacs ;previous year ₹ 362.30 Lacs)	<b>86.90</b>	33.77
Provision for Wealth Tax	<b>0.09</b>	0.25
<b>Total</b>	<b>126.65</b>	45.60

**NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2012**
**10. FIXED ASSETS**

(₹ in lacs)

Particulars	Gross Block (Cost/Book Value)				Accumulated Depreciation/Amortisation				Net Block	
	Balance as at 1st April 2011	Additions	Deduction on Disposals	Balance as at 31st March 2012	Balance up to 31st March 2011	Depreciated on charge for the year	Deduction on Disposals	Balance as at 31st March 2012	Balance as at 31st March 2012	Balance as at 31st March 2011
<b>a. Tangible Assets</b>										
Freehold Land	6.83	7.55	—	14.38	—	—	—	—	14.38	6.83
Leasehold Land (Refer Note 10.1 below)	220.43	—	—	220.43	82.70	2.65	—	85.35	135.08	137.73
Buildings	337.19	107.52	—	444.71	103.46	11.27	—	114.73	329.98	233.73
Plant & Equipment	2,322.55	448.58	63.91	2,707.22	1,090.11	87.23	5.32	1,172.02	1,535.20	1,232.44
Furniture and Fixture	29.87	0.29	—	30.16	20.77	1.02	—	21.79	8.37	9.10
Office Equipment	105.29	27.86	—	133.15	75.63	9.33	—	84.96	48.19	29.66
Vehicles	134.83	62.70	8.08	189.45	63.66	11.15	5.76	69.05	120.40	71.17
<b>Total (a)</b>	<b>3,156.99</b>	<b>654.50</b>	<b>71.99</b>	<b>3,739.50</b>	<b>1,436.33</b>	<b>122.65</b>	<b>11.08</b>	<b>1,547.90</b>	<b>2,191.60</b>	<b>1,720.66</b>
<b>b. Intangible Assets</b>										
Software	18.76	—	—	18.76	7.45	3.04	—	10.49	8.27	11.31
<b>Total (b)</b>	<b>18.76</b>	<b>—</b>	<b>—</b>	<b>18.76</b>	<b>7.45</b>	<b>3.04</b>	<b>—</b>	<b>10.49</b>	<b>8.27</b>	<b>11.31</b>
<b>Total (a+b)</b>	<b>3,175.75</b>	<b>654.50</b>	<b>71.99</b>	<b>3,758.26</b>	<b>1,443.78</b>	<b>125.69</b>	<b>11.08</b>	<b>1,558.39</b>	<b>2,199.87</b>	<b>1,731.97</b>
<b>Previous Year</b>	2,341.10	875.29	40.64	3,175.75	1,396.26	76.41	28.89	1,443.78	1,731.97	
<b>c. Capital Work In Progress</b>										
Plant & Equipment under installation									44.32	38.68
Building Under Construction									—	22.62
<b>Total</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>44.32</b>	<b>61.30</b>

**10.1** Leasehold land is for the period of 95 years commencing from 1st August, 1968.

**10.2** The Company has revalued Leasehold Land, certain Buildings, Plant & Equipment in the year 1990-91 on the basis of reports of an external approved valuer on market value/replacement cost using standard indices. The revalued amounts (net of withdrawals) remaining substituted for the historical cost in the gross block of fixed assets as at the close of the year are Leasehold Land. ₹ 219.94 lacs (₹ 219.94 lacs), Buildings ₹ 50.93 lacs (₹ 50.93 lacs), Plant & Equipment ₹ 700 lacs. (₹ 700 lacs).

**NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2012**
**11. NON CURRENT INVESTMENTS**

Details of Non Current Investments (Long Term)

Sr. No.	Name of the Body Corporate	Sub-sidiary/ Others	No. of Shares		Face Value (fully paid up) ₹	Extent of Holding (%)		(₹ in Lacs)	
			2012	2011		2012	2011	2012	2011
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
(a)	<b>Investment in Quoted Equity Shares (Non -Trade)</b>								
i	Reliance Communication Limited	Others	3,200	3,200	5	–	–	18.92	18.92
ii	Reliance Infrastructure Limited	Others	3,000	3,000	10	–	–	47.01	47.01
		<b>Total</b>						<b>65.93</b>	<b>65.93</b>
(b)	<b>Investment in Unquoted Equity Shares (Non Trade) Subsidiary</b>								
i	APL Infotech Limited	Subsidiary	597,500	597,500	10	51%	51%	5.98	5.98
ii	APL Engineering Services Pvt. Ltd.	Subsidiary	10,000	10,000	10	100%	100%	100.00	100.00
		<b>Total</b>						<b>105.98</b>	<b>105.98</b>
(c)	<b>Other Investment</b>								
	Government Securities (NSC)	Others						0.02	0.04
		<b>Total</b>						<b>0.02</b>	<b>0.04</b>
	<b>Grand Total (a+b +c )</b>							<b>171.93</b>	<b>171.95</b>
Aggregate amount of quoted investments								<b>65.93</b>	65.93
Market Value of quoted investments								20.30	24.14
Aggregate amount of unquoted investments								106.00	106.02

**NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2012**
**12. LONG TERM LOANS AND ADVANCES**

Particulars	(₹ in lacs) As at 31st March, 2012	(₹ in lacs) As at 31st March, 2011
Unsecured, considered good		
a) Capital Advances	92.01	59.93
b) Security Deposits	39.82	40.71
c) Loans to Subsidiary Companies	601.83	372.48
<b>Total</b>	<b>733.66</b>	<b>473.12</b>

**13. OTHER NON -CURRENT ASSETS**

Prepaid Expenses	10.75	4.59
MAT credit Receivable	71.89	33.32
<b>Total</b>	<b>82.64</b>	<b>37.91</b>

**14. INVENTORIES**

Particulars	(₹ in lacs) As at 31st March 2012	(₹ in lacs) As at 31st March 2011
a. Raw Materials	515.91	673.84
Goods-in-transit	600.67	373.95
	<b>1,116.58</b>	<b>1,047.79</b>
b. Materials for Repacking	79.29	174.12
Goods-in-transit	349.45	251.29
	<b>428.74</b>	<b>425.41</b>
c. Work-in-progress	419.11	275.49
	<b>419.11</b>	<b>275.49</b>
d. Finished goods	1,041.66	764.75
	<b>1,041.66</b>	<b>764.75</b>
e. Stores and spares, Packing Material and Fuel	211.53	226.75
	<b>211.53</b>	<b>226.75</b>
<b>Total</b>	<b>3,217.62</b>	<b>2,740.19</b>

**15. Trade Receivables**

Particulars	(₹ in lacs) As at 31st March, 2012	(₹ in lacs) As at 31st March, 2011
<b>UNSECURED</b>		
Outstanding for a period less than six months from the date they are due for payment		
Considered good	3,412.02	2,648.32
	<b>3,412.02</b>	<b>2,648.32</b>
Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	26.47	2.55
Considered doubtful	13.34	13.33
	<b>39.81</b>	<b>15.89</b>
Less: Provision for doubtful debts	13.34	13.33
	<b>26.47</b>	<b>2.55</b>
<b>Total</b>	<b>3,438.49</b>	<b>2,650.88</b>

**NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2012**
**16. Cash and Bank Balances**

Particulars	₹ in lacs		₹ in lacs	
	As at 31st March 2012		As at 31st March 2011	
<b>Cash and Cash Equivalents</b>				
<b>(i) Balances with banks</b>				
i) In Current Accounts	16.98		8.53	
ii) Cheques on hand	1.41		—	
iii) Cash on hand	1.42	19.81	1.68	10.21
<b>ii) Earmarked balances with banks:</b>				
a) Balance in Unpaid Dividend Account	1.39		1.41	
b) Balance in Rent Account	38.43		27.98	
c) Balances with banks to the extent held as margin money or security against the borrowings, guarantees, other commitments	100.08	139.90	85.90	115.29
<b>Total</b>		<b>159.71</b>		<b>125.50</b>

**17. SHORT TERM LOANS AND ADVANCES**

Particulars	₹ in lacs	₹ in lacs
	As at 31st March, 2012	As at 31st March, 2011
Unsecured, considered good		
Balances with Customs, Excise, etc	873.26	844.89
VAT Recoverable	111.28	28.75
Deposits	1.04	2.83
Others	146.35	181.99
<b>Total</b>	<b>1131.93</b>	<b>1058.46</b>

**18. OTHER CURRENT ASSETS**

Interest receivable on Fixed Deposits	3.36	2.97
Interest receivable from Subsidiary	48.54	34.05
Receivable towards sale of fixed Assets	9.48	—
Export Incentive receivable	355.24	139.92
Claims and other receivables	3.15	3.09
Prepaid Expenses	75.68	49.17
<b>Total</b>	<b>495.45</b>	<b>229.20</b>

**NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2012**
**19. REVENUE FROM OPERATIONS**

Particulars	(₹ in lacs) For the year ended 31 March, 2012	(₹ in lacs) For the year ended 31 March, 2011
Sale of products	20,221.81	19,514.64
Sale of services	—	105.00
Export Incentives	413.54	154.42
Less : Excise duty	(1,765.82)	(866.91)
<b>Total</b>	<b>18,869.53</b>	<b>18,907.15</b>

**20. OTHER INCOME**

Interest Income	39.28	43.79
Dividend from Long term Investments (Non Trade)	0.23	1.82
Excess Provision Written Back	0.06	—
Net gain on sale of current investments	0.54	—
Commission income	6.95	0.13
Net surplus on Sale of Fixed Assets	35.59	—
Cylinder rent Received	7.48	10.28
Other non-operating income	9.05	16.57
<b>Total</b>	<b>99.18</b>	<b>72.59</b>

**21. COST OF MATERIAL CONSUMED**

Raw Material consumed	9,720.25	4,660.99
Purchases of Repacking & Re Sale	3,726.73	3,085.61
Packing Material Consumed	349.40	158.22
<b>Total</b>	<b>13,796.38</b>	<b>7,904.83</b>

**22. MANUFACTURING AND OPERATING COSTS**

Power and fuel	1,304.90	657.87
Conversion Charges	14.50	70.57
Research & Development Expenses	63.44	56.49
Laboratory Expenses	27.61	21.10
Technical Fees	—	15.00
Other Manufacturing and Operating expenses	81.73	44.47
Repairs to Machinery	117.93	128.85
Repairs to Buildings	41.73	5.72
<b>Total</b>	<b>1,651.84</b>	<b>1,000.07</b>



**NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2012**
**23. CHANGES IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS**

Particulars	(₹ in lacs) For the year ended 31 March, 2012	(₹ in lacs) For the year ended 31 March, 2011
<b>Opening Stock:</b>		
Finished Goods	764.75	1,042.59
Work in Progress	275.49	114.82
Material for Re Sale	—	0.19
<b>Total</b>	<b>1,040.24</b>	<b>1,157.60</b>
<b>Closing Stock</b>		
Finished Goods	1,041.66	764.75
Work in Progress	419.11	275.49
<b>Total</b>	<b>1,460.77</b>	<b>1,040.24</b>
Add/(Less): Variation in excise duty on opening and closing stock of finished goods	44.10	(27.53)
<b>Total</b>	<b>(376.43)</b>	<b>89.83</b>
<b>24. EMPLOYEE BENEFITS EXPENSES</b>		
Salaries and wages	475.18	444.14
Contributions to provident and other funds	29.06	27.57
Staff welfare expenses	77.68	80.04
<b>Total</b>	<b>581.92</b>	<b>551.75</b>
<b>25. FINANCE COSTS</b>		
Interest expense	475.32	365.03
Other borrowing costs	330.04	260.80
<b>Total</b>	<b>805.36</b>	<b>625.83</b>
<b>26. OTHER EXPENSES</b>		
Rent	22.76	22.78
Repairs & Maintenance Others	41.04	32.88
Insurance	29.15	25.07
Rates and taxes	125.08	75.19
Conveyance & Vehicle Expenses	67.54	59.44
Commission on Sales	684.71	442.69
Freight Outward	414.20	288.37
<b>Auditors' Remuneration</b> (Excluding Service tax ₹ 0.57 lacs; previous year ₹ 0.48 lacs)		
Audit fees	1.30	1.30
Taxation matters	0.83	0.83
Management Services	0.25	0.25
Certification work	3.00	2.55
Reimbursement of Out of Pocket Expenses	0.73	0.70
	6.11	5.63
Managerial Remuneration	26.85	15.50
Loss on Shares & Securities	—	38.09
Loss on Sale of Fixed Assets	—	2.31
Director's sitting Fees	0.52	0.70
Miscellaneous expenses	451.47	281.20
<b>Total</b>	<b>1,869.43</b>	<b>1,289.84</b>

## **SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2012**

### **NOTE - 27**

#### **A) SIGNIFICANT ACCOUNTING POLICIES**

##### **1. GENERAL**

- a) The financial statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) applicable in India under the historical cost convention except for certain fixed assets, which have been revalued, in accordance with the applicable Accounting Standards (AS) notified in Companies (Accounting Standard) Rules, 2006 and on the principles of a going concern.
- b) The Company follows the mercantile system of accounting and recognizes income and expenditure on the accrual basis except those with significant uncertainties.
- c) The accounting policies have been consistently followed.

##### **2. USE OF ESTIMATES**

The preparation of financial statements in conformity with generally accepted accounting principals (GAAP) requires management to make estimates and assumptions that affect the reported amount of assets, liabilities and disclosures of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses for that year. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively.

##### **3. FIXED ASSETS**

- a) Fixed Assets are stated at cost adjusted by revaluation in case of Leasehold Land, certain Buildings, Plant & Machinery, Research & Development Equipment and Effluent Treatment Plant.
- b) In accordance with AS 28 on 'Impairment of Assets' notified in the Companies (Accounting Standard) Rules, 2006, where there is an indication of impairment of the Company's assets related to cash generating units, the carrying amounts of such assets are reviewed at each balance sheet date to determine whether there is any impairment. The recoverable amount of such assets is estimated as the higher of its net selling price and its value in use. An impairment loss is recognized whenever the carrying amount of such assets exceeds its recoverable amount. Impairment loss is recognized in the statement profit and loss. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to the extent of the carrying value of the asset that would have been determined (net of amortization / depreciation), had no impairment loss been recognized.

##### **4. DEPRECIATION**

- a) Depreciation on Fixed Assets (Except Gas Cylinders on which higher rate of Depreciation has been provided) is provided on straight line method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956. Further, in the case of revalued assets, depreciation is calculated on straight line method on the revalued amounts at the rates as determined by the valuer. The difference between the depreciation on the assets based on such revaluation and that on original cost is transferred from Revaluation Reserve Account to Profit and Loss Account.
- b) Depreciation on Oxygen Gas Cylinders & Nitrogen gas Cylinder is provided on the basis of anticipated life, as certified by a Chartered Engineer, on straight line method @ 5.5555% & @ 10% per annum respectively.
- c) Premium and Development Cost paid for Leasehold-land is amortised over the period of lease.

## **SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2012**

- d) Depreciation on Fixed Assets added/disposed off/discarded during the year has been provided on the pro-rata basis with reference to the month of addition/disposal/discarding.

### **5. INVESTMENTS**

Long term Investments are stated at cost less provision, if any, for diminution in value, which is other than temporary.

All current investment are valued at lower of cost or net market value and provision is made to recognize any decline in the carrying value.

### **6. VALUATION OF INVENTORIES**

- a) Inventories are valued at lower of cost and estimated net realisable value. Obsolete, defective and unserviceable stocks are provided for.
- b) Cost of Stores and Spares is computed on Moving Weighted Average and other Inventories on FIFO basis.
- c) Materials-in-process are valued at raw material cost and estimated cost of conversion.
- d) Cost of finished goods includes conversion and other costs incurred in bringing the inventories to their present location and condition.

### **7. FOREIGN CURRENCY TRANSACTIONS**

Transactions in foreign currencies are recorded at the rates prevailing on the date of the transaction. Monetary items denominated in foreign currency are restated at the rate prevailing on the balance sheet date.

The exchange differences arising on forward foreign currency contracts other than those entered into to hedge the foreign currency risk of firm commitments or highly probable forecast transactions are recognized in the period in which they arise based on the difference between i) foreign currency amount of the contract translated at the exchange rate on the reporting date and ii) the same foreign currency amount translated at the later of the date of inception of the forward exchange contract or the last reporting date.

The premium or discount arising at the inception of the forward foreign currency contracts is amortized as an expense or income over the life of the contract.

Any profit or loss arising on cancellation or renewal of forward foreign exchange contracts is recognized as income or expense for the year.

### **8. REVENUE RECOGNITION :**

- a. Revenue from sale of goods is recognized when significant risks and rewards of ownership are transferred to the customers which coincides with the date of dispatch/bill of lading.
- b. Sale includes excise duty and freight, wherever applicable and is net of sales tax /VAT.
- c. Export incentives are accounted for when there is a certainty of receipt / utilization.
- d. Revenue from technical services recognized on the basis of milestones for rendering services as per the agreement.

### **9. RESEARCH AND DEVELOPMENT EXPENDITURE**

Revenue expenditure is charged to Profit and Loss Account and Capital Expenditure is added to the cost of Fixed Assets in the year in which it is incurred.

## **SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2012**

### **10. EMPLOYEE BENEFITS**

a) Gratuity :

The Company provides for gratuity, a defined benefit plan, covering eligible employees. Liability under gratuity plan is determined on actuarial valuation done by an independent valuer at the end of the year, based upon which, the Company contributes to the Amines & Plasticize Limited Employees' Gratuity Fund

b) Provident Fund :

Eligible employees receive benefits from a provident fund, which is a defined contribution plan to the Trust/Government administered Trust. Both the employee and the company make contribution to the Amines plasticizers Limited Employees' provident Fund Trust / Government administered Trust equal to the specified percentage of the covered employee's salary. Company also contributes to a Government administered pension fund on behalf of its employees.

c) Liability for leave encashment / entitlement is provided on the basis of actuarial valuation at the year end.

### **11. BORROWING COSTS**

Borrowing costs attributable to the acquisition and construction of qualifying assets are capitalised as a part of the cost of respective assets upto the date when such asset is ready for its intended use. Other borrowing costs are charged to Profit and Loss Account.

### **12. INCOME TAX**

a) Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961.

b) Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realised in future. The same is subject to review annually. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the balance sheet date

c) MAT credit entitlement is recognized and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

### **13. LEASES**

Where the Company has substantially acquired all risks and rewards of ownership of the assets, leases are classified as financial lease. Such assets are capitalized at the inception of the lease, at the lower of the fair value or present value of minimum lease payment and liability is created for equivalent amount. Each lease rent paid is allocated between liability and interest cost so as to obtain constant periodic rate of interest on the outstanding liability for each year.

Where significant portion of risks and reward of ownership of assets acquired under lease are retained by lessor, leases are classified as Operating Lease. Lease rentals for such leases are charged to Profit and Loss account.

### **14. PROVISION, CONTINGENT LIABILITIES & CONTINGENT ASSETS**

a) A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefit will be required to settle an obligation.

b) Contingent liabilities, unless the possibility of the outflow of resources embodying economic benefit is remote, are disclosed by way of notes to accounts.

c) Contingent assets are not recognized or disclosed in the financial statement.

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2012

	As at 31.03.2012 ₹ in lacs	As at 31.03.2011 ₹ in lacs
<b>B) NOTES ON ACCOUNTS :</b>		
1. Contingent Liabilities not provided for in respect of :		
i) Disputed Sales Tax Dues	10.04	10.04
ii) Disputed Excise Duty matters	2.75	2.75
iii) Claims against the Company not acknowledged as debts	5.14	5.14
iv) Corporate Gurantee to the extent of loan taken by subsidiaries	219.35	291.87
v) Disputed Income tax Matters (including interest upto date of Demand)	29.36	—
2. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	21.32	14.79
3. i) In the opinion of the management, any of the assets other than fixed assets & non Current investments have value on realization in the ordinary course of business at least equal to the amount at they are stated.		
ii) The accounts of certain Trade Receivables, Trade Payables, Loans and Advances are however, subject to formal confirmations/reconciliations and consequent adjustments, if any. The management does not expect any material difference affecting the current years financial statements.		
4. There is a diminution of ₹ 45.63 lacs (₹ 41.79 lacs )in the value of Long term Investments, the Management is hopeful of realising its investments, since fall in prices are temporary in nature and investment is in Bluechips & "A" Group Companies and therefore, no provision is considered necessary.		
5. a) The following are included under other heads of expenses in the Statement of Profit and Loss:		
	For the year 31.03.2012 ₹ In lacs	For the year 31.03.2011 ₹ In lacs
i) Salaries, Wages and Bonus	57.87	55.12
ii) Contribution to Provident and other funds	2.97	3.03
iii) Staff and Workmen Welfare Expenses	3.18	2.36
vi) Stores and Spare Parts Consumed	71.06	71.65
b) Aggregate Expenses:	31.03.2012	31.03.2011
Aggregate amount incurred on specific expenses:	₹ In lacs	₹ In lacs
i) Salaries, Wages, Bonus and Gratuity	533.05	499.26
ii) Contribution to Provident and other funds	32.03	30.60
iii) Staff and Workmen Welfare Expenses	80.86	82.40
vi) Stores and Spare Parts Consumed	71.06	71.65

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2012

6. i) Foreign exchange difference (net) debited to the Statement of Profit & Loss for the year ₹ 97.86 lacs (₹ 2.87 lacs)
- ii) Details of Foreign currency unhedged

in Lacs

Particulars	Foreign Currency	2011-12		2010-11	
		Amount in Foreign Currency	Indian rupee equivalent	Amount in Foreign Currency	Indian rupee equivalent
<b>Assets:</b>					
Trade Receivables	USD	24.90	1,285.78	10.88	511.53
	GBP	0.98	80.04	0.48	34.17
	Euro	0.50	34.00	–	–
Advances	USD	0.04	1.88	0.07	3.04
	Euro	0.08	5.59	–	–
Bank Balance	USD	0.01	0.55	0.02	0.91
	EUR	0.08	5.59	0.04	2.52
<b>Total</b>		<b>26.58</b>	<b>1,413.41</b>	<b>11.48</b>	<b>552.16</b>
<b>Liabilities:</b>					
Trade Payable	USD	21.43	1,096	12.96	578.72
<b>Total</b>		<b>21.43</b>	<b>1,096</b>	<b>12.96</b>	<b>578.72</b>

7. Raw Materials consumed

	Amount (₹ in lacs)
a) Organic Chemicals	9388.28 (4429.09)
b) inorganic Chemicals	269.12 (179.65)
c) Others	62.84 (52.25)
	<b>9720.25</b> <b>(4660.99)</b>

8. (a) Value of imported and indigenous materials consumed and percentage thereof to total consumption

	Value (₹ in lacs)	Percentage
i) Imported	1,328.04 (636.00)	13.66 (13.65)
ii) Indigenous	8,392.21 (4,025.00)	86.34 (86.35)
	<b>9,720.25</b> <b>(4,660.99)</b>	<b>100.00</b> <b>(100.00)</b>

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2012

(b) Stores and Spare Parts consumed of ₹ 71.06 lacs (₹ 71.65 lacs ) and debited to other accounts.

	<b>31.03.2012</b>	31.03.2011
	<b>₹ in lacs</b>	₹ in lacs
9. a) CIF value of Imports :		
i) Raw Materials	<b>664.00</b>	152.34
ii) Materials For Resale and Repacking	<b>3,295.50</b>	3,538.88
b) Expenditure in Foreign Currency : (on payment basis)		
i) Travelling Expenses	<b>3.99</b>	17.73
ii) Bank Charges & Commission	<b>6.43</b>	10.62
iii) Commission	<b>96.86</b>	83.23
iv) Others	<b>6.16</b>	21.82
c) Earnings in Foreign Exchange : (on accrual basis)		
FOB value of Exports	<b>9,335.66</b>	4,458.69

10. Disclosure in Respect of Related Parties pursuant to AS-18 "Related Party Disclosures", are given below :

### A. List of Related Parties

i) Party where control exists: Subsidiaries

APL Infotech Limited

APL Engineering Services Private Limited ( wholly owned subsidiary )

ii) Other Related parties with whom the company has entered into transactions during the year

#### a) Associates

Multiwyn Investments & Holdings Private Limited

APL Holdings & Investments Limited

APL Investments Limited

Chefair Investment Pvt. Ltd.

#### b) Key Management Personnel :

Mr. Hemant Kumar Ruia - Chairman & Managing Director

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2012

**B. Related Party Transactions :**

Amount / ₹ In lacs

NATURE OF TRANSACTION	Referred to in A(i) above	Referred to in A(ii)(a) above	Referred to in A(ii)(b) above
<b>INCOME</b>			
APL Infotech Limited			
Interest on Loan	31.65 (37.84)		
APL Engineering Services Private Limited			
Sales	0.03 (-)		
Rent	0.18 (0.22)		
Expenses Reimbursement	0.70 (15.91)		
<b>Expenses</b>			
<b>Service &amp; Maintenance Charges</b>			
APL Holdings & Investments Limited		5.81 (5.81)	
APL Investments Limited		5.81 (5.81)	
Managerial Remuneration-Mr. Hemant Kumar Ruia			26.85 (15.60)
<b>Finance</b>			
<b>Loan given</b>			
APL Infotech Limited	105.65 (-152.40)		
APL Engineering Services Private Limited	123.70 (135.94)		
Corporate Guarantee to the extent of loan taken by subsidiary	- (291.87)		
<b>Loans taken and repaid</b>			
Multiwyn Investments & Holdings Private Limited		15.00 (25.00)	
Chefair Investment Pvt Ltd		- (30.00)	
Mr Hemant Kumar Ruia			45.00 (65.00)
<b>Equity investment</b>			
APL Engineering Services Private Limited	- (99.00)		



## SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2012

### C. Outstanding balance in respect of Related parties as at 31st March,2012

Amount / ₹ In lacs

NATURE OF TRANSACTION		Referred to in A(i) above	Referred to in A(ii)(a) above	Referred to in A(ii)(b) above
APL Infotech Limited	Loan Receivable	294.05 (173.91)		
APL Engineering Services Private Limited	Loan Receivable	356.32 (232.62)		
	Receivable	0.03 (-)		
	Corporate Guarantee	219.35 (291.87)		
APL Holdings & Investments Limited	Trade Payables		19.58 (14.36)	
APL Investments Limited	Trade Payables		19.58 (14.36)	

#### Notes :

- i) No amounts in respect of related parties have been provided for/ written off / written back during the year.
  - ii) Related party relationship is as identified by the Company and relied upon by the Auditors.
11. The computation of Basic and Diluted Earnings per Share :

	<b>For the year 31.03.2012</b>	For the year 31.03.2011
Net Profit after Tax (₹ In lacs )	306.84	212.53
Less: Dividend Payable on Preference Shares (₹ Lacs )	—	1.29
Net Profit available to Equity Shareholders (₹ Lacs)	306.84	211.24
Weighted average no. of equity shares (denominator in lacs)		
Basic	55.02	55.02
Diluted	55.02	55.02
Nominal value of Share (₹)	10	10
Basic and Diluted Earnings Per Share (₹)	5.58	3.84

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2012

12. Disclosure as required by Accounting Standard 15 (Revised) on Employee Benefits: -  
In respect of gratuity, defined benefit scheme (based on Actuarial Valuation) –

Description	31.03.2012 ₹ In lacs	31.03.2011 ₹ In lacs
A. Expense recognised in the statement of Profit and Loss Account for the year		
– Current Service Cost	6.90	30.10
– Interest Cost	10.19	9.05
– Expected return on plan assets	11.12	10.89
– Net actuarial (gain) / loss recognised during the year	13.96	20.78
Total Expense	42.18	70.82
B. Actual return on plan assets		
– Expected return of plan assets	11.12	10.89
– Actuarial (gain) / loss on plan assets	(0.43)	1.29
– Actual return of plan assets	10.70	9.61
C. Net Asset / (Liability) recognised in the Balance Sheet		
– Present value of obligation	123.09	140.71
– Fair value of plan assets	125.62	124.76
– Funded status (surplus / (deficit))	2.53	–15.94
– Net Asset / (Liability) recognised in the Balance Sheet	2.53	–15.94
D. Change in Present value of Obligation during the year		
– Present value of obligation at the beginning of the year	140.71	124.06
– Current Service Cost	6.90	6.63
– Past Service Cost - Vested Benefit	–	23.47
– Interest Cost	10.19	9.05
– Benefits paid	48.24	42.00
– actuarial (gain) / loss on obligation	(13.54)	(19.50)
– Present value of obligation at the end of the year	123.09	140.71
E. Change in Assets during the year		
– Fair value of plan assets as at beginning of the year	124.76	126.40
– Expected return on plan assets	11.12	10.89
– Contributions made	38.41	30.76
– Benefits paid	48.24	42.00
– actuarial (gains) / loss on plan assets	0.43	1.29
– Fair value of plan assets at the end of the year	125.62	124.76
F. Major categories of plan assets as a percentage of total plan		
– Mutual Fund	90%	90%
– Government Bonds	10%	10%
G. Actuarial Assumptions		
– Discount rate	8.75%	8.25%
– Expected rate of return on assets	8%	8%
– Mortality Rate	LIC (1994-96) Table	LIC (1994-96) Table
– Future salary increases consider inflation, seniority, promotion and other relevant factors	2%	2%

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2012

13. The Company has taken/ given certain premises on lease, the lease agreements whereof are mutually renewable / cancellable.
14. a) Figures shown in brackets relate to the previous year.  
b) Figures of previous year have been regrouped/rearranged, wherever considered necessary to conform to the current year's presentation.

### Signatories to Notes 1 to 27

**Hemant Kumar Ruia** *Chairman & Mg. Director*

**P.H. Vaidya**  
**A.S. Nagar**  
**B.M. Jindel**

*Directors*

Mumbai, Dated : 29th May, 2012

**Ajay Puranik** *Company Secretary*

### STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES

PARTICULARS	APL Infotech Ltd.	APL Engineering Services Pvt. Ltd.
Financial year of the subsidiary company ended on	31st March, 2012	31st March, 2012
No. of Equity Shares held by Amines & Plasticizers Limited in the subsidiary as at 31st March, 2012	597500 Equity Shares of 10/- each fully paid	10,00,000 Equity Shares of 10/- each fully paid
Extent of interest of Amines & Plasticizers Limited in the capital of the subsidiary company	51%	100%
Net aggregate amount of Profit / (Loss) of the subsidiary so far as it concerns to the members of Amines & Plasticizers Limited as it is not dealt with the Company's accounts for the year ended 31st March, 2012 of the subsidiary	(1,234,677)	(639,997)
Net aggregate amount of Profit / (Loss) of the subsidiary so far as dealt with or provision is made for those losses in the accounts of Amines & Plasticizers Limited for the year ended 31st March, 2012 of the subsidiary	—	—

(₹ in Lacs)

PARTICULARS	As on 31st March, 2012	
	APL Infotech Ltd.	APL Engineering Services Pvt. Ltd.
Capital	117.15	100.00
Reserves / (Loss)	(31.39)	(5.89)
Total Assets	678.70	722.65
Total Liabilities	592.94	628.54
Investments	—	—
Turnover (Net of Excise)	21.96	6.53
Profit / (Loss) Before Taxation	(24.21)	(6.40)
Profit / (Loss) After Taxation	(24.21)	(6.40)
Proposed Dividend	—	—

For and on behalf of the Board

**Hemant Kumar Ruia** *Chairman & Mg. Director*

**P.H. Vaidya**  
**A.S. Nagar**  
**B.M. Jindel**

*Directors*

Mumbai, Dated : 29th May, 2012

**Ajay Puranik** *Company Secretary*

## AUDITORS' REPORT

To

**The Board of Directors of Amines & Plasticizers Limited**

1. We have audited the attached Consolidated Balance Sheet of **Amines & Plasticizers Limited** (the 'Parent Company') as at March 31, 2012 and also the Statement of Consolidated Profit & Loss and Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These Financial Statements are the responsibility of the Parent Company's management and have been prepared by them on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statement of two subsidiaries namely APL Infotech Limited & APL Engineering Services Private Limited whose financial statements reflect total asset of ₹ 1401.36 lacs as at 31, 2012 and total Revenue of ₹ 28.49 lacs for the year ended March 31, 2012. These Financial statements have been audited by other auditors and our opinion, in so far as it relates to the amount included in respect of the said subsidiaries is based solely on these audited financial statements.
4. We report that the consolidated financial statements have been prepared by the Parent Company's management in accordance with the requirements of the Accounting Standards (AS) 21 – Consolidated Financial Statements prescribed by Companies (Accounting Standards) Rules, 2006.
5. Based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the components and to the best of our information and according to the explanations given to us, we are of the opinion that the attached Consolidated Financial Statements read together with accompanying notes give a true and fair view in conformity with the accounting principles generally accepted in India:
  - (i) in the case of Consolidated Balance Sheet, of the state of affairs of the parent Company and its subsidiaries as at March 31, 2012;
  - (ii) in the case of Statement of Consolidated Profit and Loss, of the profit of the parent Company and its subsidiaries for the year ended on that date;
  - (iii) in the case of Consolidated Cash Flow, of the cash flows of the Parent Company and its subsidiaries for the year ended on that date.

For **LODHA & Co.**  
Firm Registration No. 301051E  
*Chartered Accountants*

**A.M. Hariharan**  
*Partner*  
Membership No. 38323

Place : Mumbai  
Date : 29<sup>th</sup> May, 2012

For **D. BASU & Co.**  
Firm Registration No. 301111E  
*Chartered Accountants*

**Atanu Chatterjee**  
*Partner*  
Membership No. 50105

Place : Mumbai  
Date : 29<sup>th</sup> May, 2012

**CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2012**

Particulars	Note No.	(₹ in Lacs) As at 31 <sup>st</sup> March, 2012	(₹ in Lacs) As at 31 <sup>st</sup> March, 2011
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	1	550.20	550.20
Reserves and surplus	2	1,881.06	1,628.00
<b>Minority interest</b>		42.02	53.88
<b>Non-current liabilities</b>			
Long-term borrowings	3	800.73	513.23
Deferred tax liabilities (Net)	4	229.03	159.88
Long-term provisions	5	21.14	37.08
<b>Current liabilities</b>			
Short-term borrowings	6	3,642.90	2,865.36
Trade payables	7	4,289.46	3,777.14
Other current liabilities	8	599.03	239.60
Short-term provisions	9	126.65	45.60
<b>TOTAL</b>		<b>12,182.23</b>	<b>9,869.98</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets	10		
Tangible assets		2,840.75	1,724.42
Intangible assets		522.86	11.31
Capital work-in-progress		44.32	640.30
Intangible Assets under Development		—	423.02
Non-current investments	11	65.95	65.97
Long-term loans and advances	12	132.12	100.93
Other non-current assets	13	82.64	37.91
<b>Current assets</b>			
Inventories	14	3,232.41	2,740.19
Trade receivables	15	3,446.07	2,673.07
Cash and Bank Balances	16	161.09	126.86
Short-term loans and advances	17	1,206.18	1,129.84
Other current assets	18	447.84	196.16
<b>TOTAL</b>		<b>12,182.23</b>	<b>9,869.98</b>
Significant accounting policies and accompanying Notes form an integral part of financial statements	27		

As per our attached Report of even date

For **Lodha & Co.**  
Chartered Accountants

**A.M. Hariharan**  
Partner

For **D. Basu & Co.**  
Chartered Accountants

**Atanu Chatterjee**  
Partner

For and on behalf of Board of Directors

**Hemant Kumar Ruia** *Chairman & Managing Director*
**P.H. Vaidya**  
**A.S. Nagar**  
**B.M. Jindel** } *Directors*
**Ajay Puranik** *Company Secretary*

Mumbai, Dated : 29<sup>th</sup> May, 2012

Mumbai, Dated : 29<sup>th</sup> May, 2012

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2012

Particulars	Note No.	(₹ in Lacs) For the year ended 31 <sup>st</sup> March, 2012	(₹ in Lacs) For the year ended 31 <sup>st</sup> March, 2011
Revenue from operations	19	<b>18,898.01</b>	18,907.15
Other income	20	<b>68.34</b>	34.77
<b>Total Revenue</b>		<b>18,966.35</b>	18,941.92
<b>Expenses:</b>			
Cost of materials consumed	21	<b>13,802.92</b>	7,904.83
Purchases of Stock-in-Trade		<b>88.80</b>	7,143.33
Manufacturing and Operating Costs	22	<b>1,651.84</b>	1,000.07
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	23	<b>(376.43)</b>	89.83
Employee benefits expense	24	<b>582.29</b>	551.75
Finance costs	25	<b>807.29</b>	625.83
Depreciation and amortization expense		<b>127.75</b>	77.17
Less: Transferred from Revaluation Reserve		<b>(3.29)</b>	(3.36)
		<b>124.46</b>	73.81
Other expenses	26	<b>1,886.55</b>	1,290.36
<b>Total expenses</b>		<b>18,567.72</b>	18,679.82
<b>Profit before tax</b>		<b>398.63</b>	262.10
Tax expense:			
(1) Current tax		<b>91.50</b>	62.65
(2) Deferred tax		<b>69.15</b>	59.36
(3) Wealth Tax		<b>0.09</b>	0.25
(4) MAT Credit Entitlement		<b>(31.74)</b>	(33.32)
(5) Tax Provision relating earlier years		<b>(6.83)</b>	(0.48)
		<b>—</b>	—
<b>Profit for the year</b>		<b>276.46</b>	173.63
Minority Interest		<b>(11.86)</b>	0.02
<b>Profit Available for Appropriation</b>		<b>288.32</b>	173.61
Earnings per equity share: (face value of ₹ 10 each)			
Basic & Diluted		<b>5.24</b>	3.13
Significant accounting policies and accompanying Notes form an integral part of financial statements	27		

As per our attached Report of even date

For **Lodha & Co.**  
Chartered Accountants

**A.M. Hariharan**  
Partner

For **D. Basu & Co.**  
Chartered Accountants

**Atanu Chatterjee**  
Partner

For and on behalf of Board of Directors

**Hemant Kumar Ruia** *Chairman & Managing Director*

**P.H. Vaidya**  
**A.S. Nagar**  
**B.M. Jindel** } *Directors*

**Ajay Puranik** *Company Secretary*

Mumbai, Dated : 29<sup>th</sup> May, 2012

Mumbai, Dated : 29<sup>th</sup> May, 2012

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2012**

	<b>Current Year (₹ in Lacs)</b>	<b>Previous Year (₹ in Lacs)</b>
<b>A. Cash Flow from Operating Activities</b>		
Net profit before tax and extraordinary items	398.63	262.10
Adjustments for:		
Depreciation	124.46	73.81
Sundry Balances Written Off/Back (Net)	–	(3.72)
Dividend Received on long term investment	(0.23)	(1.82)
(Profit)/Loss on Sale of fixed assets	(35.59)	2.31
Interest Income	(7.63)	(5.97)
Interest Paid	807.29	653.02
Operating profit before working capital changes	1,286.93	979.72
Adjustments for:		
Trade and other receivables	(1,162.82)	(141.49)
Inventories	(492.20)	(515.64)
Trade payables	535.53	855.94
	(1,119.49)	198.81
<b>Cash generated from operations</b>	167.44	1,178.52
Direct taxes (paid) / Refund (net of tax paid)	(38.61)	(134.84)
<b>Net cash flow from operating activities (A)</b>	128.83	1,043.69
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(797.54)	(1,284.26)
Sale of Investments	–	33.33
Dividend Received on long term investment	0.23	1.82
Interest Received	7.63	5.97
Sale of Fixed Assets	96.50	6.99
<b>Net cash flow from/(used in) investing activities (B)</b>	(693.18)	(1,236.15)
<b>C. Cash Flow from Financing Activities</b>		
Proceeds/(Repayment) from Long Term Borrowings (Net)	603.72	293.61
Proceeds/(Repayment) from Short Term Borrowings	777.54	9.26
Redemption of Preference shares	–	(19.39)
Dividend paid	–	(1.50)
Interest Paid	(807.29)	(653.02)
<b>Net cash flow from/(used in) financing activities (C)</b>	573.98	(371.04)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>Total = A + B + C</b>	9.63
<b>Cash and Cash equivalents</b>	<b>– Opening Balance</b>	(563.50)
	<b>– Closing Balance</b>	11.57
	21.19	11.57

**Notes**

- The above cash flow statement has been prepared by using the indirect method as per Accounting Standard 3 – 'Cash Flow Statement' notified in the Companies (Accounting Standard) Rules, 2006.
- Previous year's figures have been regrouped/recast, wherever necessary.

For **Lodha & Co.**  
Chartered Accountants

**A.M. Hariharan**  
Partner

For **D. Basu & Co.**  
Chartered Accountants

**Atanu Chatterjee**  
Partner

For and on behalf of the Board

**Hemant Kumar Ruia** Chairman & Managing Director

**P.H. Vaidya**  
**A.S. Nagar**  
**B.M. Jindel** } Directors

**Ajay Puranik** Company Secretary

Mumbai, Dated : 29<sup>th</sup> May, 2012

Mumbai, Dated : 29<sup>th</sup> May, 2012

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31<sup>ST</sup> MARCH, 2012

### 1. SHARE CAPITAL

Particulars	As at 31 <sup>st</sup> March, 2012		As at 31 <sup>st</sup> March, 2011	
	Number	₹ in Lacs	Number	₹ in Lacs
Authorised				
Equity Shares of ₹ 10 each	9,500,000	950.00	9,500,000	950.00
Preference Shares of ₹ 100 each	50,000	50.00	50,000	50.00
		<b>1,000.00</b>		<b>1,000.00</b>
Issued, Subscribed & Paid up				
Equity Shares of ₹ 10 each fully paid up	5,502,000	550.20	5,502,000	550.20
<b>Total</b>	<b>5,502,000</b>	<b>550.20</b>	<b>5,502,000</b>	<b>550.20</b>

### 2. RESERVES & SURPLUS

Particulars	(₹ in Lacs) As at 31 <sup>st</sup> March, 2012	(₹ in Lacs) As at 31 <sup>st</sup> March, 2011
<b>a. Revaluation Reserve</b>		
Opening Balance	138.54	144.35
(-) Transferred to Statement of Profit & Loss	3.29	3.36
(-) Relating to Assets discarded/Written off	—	2.45
Closing Balance	<b>135.25</b>	<b>138.54</b>
<b>b. Capital Reserve</b>		
Opening Balance	0.05	0.05
Closing Balance	<b>0.05</b>	<b>0.05</b>
<b>c. Capital Redemption Reserve</b>		
Opening Balance	20.00	0.62
(+) Transferred from Statement of Profit & Loss	—	19.38
Closing Balance	<b>20.00</b>	<b>20.00</b>
<b>d. Surplus: Statement of Profit &amp; Loss</b>		
Opening balance	1,415.65	1,262.92
Add: Net Profit for the year as per Statement of Profit & Loss	288.32	173.61
(-) Proposed Dividend – Equity Shares (₹ 0.50 per share; previous year Nil per share)	27.51	—
(-) Corporate Dividend Tax	4.46	0.21
(-) Proposed Dividend – Preference Shares (Nil per share; previous year ₹ 6.63 per share)	—	1.29
(-) Transferred to Capital Redemption Reserve	—	19.38
Closing Balance	<b>1,672.00</b>	<b>1,415.65</b>
<b>e. Capital Reserve (arising on Consolidation)</b>		
Opening balance	53.76	53.76
Closing Balance	<b>53.76</b>	<b>53.76</b>
<b>Total</b>	<b>1,881.06</b>	<b>1,628.00</b>



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS  
AS AT 31<sup>ST</sup> MARCH, 2012 (Contd.)**

**3. LONG TERM BORROWINGS**

Particulars	(₹ in Lacs) As at 31 <sup>st</sup> March, 2012	(₹ in Lacs) As at 31 <sup>st</sup> March, 2011
<b>SECURED</b>		
<b>Term loans :</b>		
from banks	378.12	219.87
<b>Vehicle Loans (from Bank)</b>	34.64	2.37
	<u>412.76</u>	<u>222.24</u>
<b>UNSECURED</b>		
<b>Term loans</b>		
From banks	50.57	—
From other Bodies Corporate	337.40	290.99
	<u>387.97</u>	<u>290.99</u>
<b>Total</b>	<u>800.73</u>	<u>513.23</u>

**4. DEFERRED TAX LIABILITIES (NET)**

Deferred tax liability on account of :		
Depreciation	241.52	173.85
Deferred tax assets on account of :		
Less : Provision for doubtful debts & Other Employee benefits	(12.49)	(13.97)
<b>Total</b>	<u>229.03</u>	<u>159.88</u>

**5. LONG TERM PROVISIONS**

Provision for employee benefits	21.14	37.08
<b>Total</b>	<u>21.14</u>	<u>37.08</u>

**6. SHORT TERM BORROWINGS**
**SECURED**
**Working Capital Facilities**

From a Bank	3,642.90	2,854.85
	<u>3,642.90</u>	<u>2,854.85</u>

**UNSECURED**

Loans repayable on demand from a Body Corporate	—	10.51
	<u>—</u>	<u>10.51</u>
<b>Total</b>	<u>3,642.90</u>	<u>2,865.36</u>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS  
AS AT 31<sup>ST</sup> MARCH, 2012 (Contd.)**

**7. TRADE PAYABLES**

Particulars	(₹ in Lacs) As at 31 <sup>st</sup> March, 2012	(₹ in Lacs) As at 31 <sup>st</sup> March, 2011
Micro, Small and Medium Enterprises	—	—
Others	4,289.46	3,777.14
<b>Total</b>	<b>4,289.46</b>	<b>3,777.14</b>

**8. OTHER CURRENT LIABILITIES**

Current maturities of long-term borrowings	389.72	73.50
Unpaid dividends	1.39	1.41
Deposits from Dealers and Agents	9.84	8.74
Interest accrued but not due on borrowings	23.07	16.41
Advance against Sales	26.29	34.12
<b>Other Payables :</b>		
(i) Statutory Dues	143.20	98.42
(ii) Employees Related	5.52	7.00
<b>Total</b>	<b>599.03</b>	<b>239.60</b>

**9. SHORT TERM PROVISIONS**

Proposed Dividend on Equity Shares	27.51	—
Tax on proposed Equity Dividend	4.46	—
Provision for employee benefits	7.69	11.58
Provision for Income Tax (Net of Tax paid ₹ 406.40 Lacs; Previous year ₹ 362.30 Lacs)	86.90	33.77
Provision for Wealth Tax	0.09	0.25
<b>Total</b>	<b>126.65</b>	<b>45.60</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31<sup>ST</sup> MARCH, 2012 (Contd.)

### 10. FIXED ASSETS

(₹ in Lacs)

Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION/AMORTISATION			NET BLOCK		
	Balance as at 1 <sup>st</sup> April, 2011	Additions	Deduction On Disposals	Balance as at 31 <sup>st</sup> March, 2012	Balance upto 31 <sup>st</sup> March, 2011	Depreciation charge for the year	Deduction On Disposals	Balance as at 31 <sup>st</sup> March, 2012	Balance as at 31 <sup>st</sup> March, 2011
<b>a. Tangible Assets</b>									
Freehold Land	6.83	7.55	-	14.38	-	-	-	14.38	6.83
Leasehold Land (Refer Note 10.2 below)	220.43	-	-	220.43	82.70	2.65	-	135.08	137.73
Buildings	337.19	371.83	-	709.02	103.46	11.63	-	593.93	233.73
Plant & Equipments	2,322.55	827.89	63.91	3,086.53	1,090.11	87.97	5.32	1,913.77	1,232.44
Furniture & Fixtures	29.87	1.98	-	31.85	20.77	1.05	-	10.03	9.10
Office Equipment	110.06	29.86	-	139.92	76.64	10.12	-	53.16	33.42
Vehicles	134.83	62.70	8.08	189.45	63.66	11.15	5.76	120.40	71.17
	-	-	-	-					
<b>Total (a)</b>	3,161.76	1,301.81	71.99	4,391.58	1,437.34	124.57	11.08	2,840.75	1,724.42
<b>b. Intangible Assets</b>									
Software	18.76	514.73	-	533.49	7.45	3.18	-	522.86	11.31
	18.76	514.73	-	533.49	7.45	3.18	-	522.86	11.31
<b>Total (a + b)</b>	3,180.52	1,816.54	71.99	4,925.07	1,444.79	127.75	11.08	3,363.61	1,735.73
<b>Previous Year</b>	2,345.77	875.39	40.63	3,180.53	1,396.53	77.17	28.90	1,735.73	
<b>c. Capital Work In Progress</b>									
Plant & Equipment under installation								44.32	312.79
Building Under Construction								-	259.54
Preoperative expenditure pending for allocation								-	67.97
								44.32	640.30
<b>d. Intangible Assets under Development (Software)</b>								-	423.02
								-	423.02
<b>Total</b>	-	-	-	-	-	-	-	44.32	1,063.32

10.1 : Leasehold land is for the period of 95 years commencing from 1<sup>st</sup> August, 1968.

10.2 : The Parant Company has revalued Leasehold Land, certain Buildings, Plant & Equipment in the year 1990-91 on the basis of reports of an external approved valuer on market value/replacement cost using standard indices. The revalued amounts (net of withdrawals) remaining substituted for the historical cost in the gross block of fixed assets as at the close of the year are Leasehold Land. ₹ 219.94 lacs (₹ 219.94 lacs), Buildings ₹ 50.93 lacs (₹ 50.93 lacs), Plant & Equipment ₹ 700 lacs. (₹ 700 lacs).

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31<sup>ST</sup> MARCH, 2012 (Contd.)

### 11. NON CURRENT INVESTMENT

Details of Non Current Investments (Long term)

Sr. No.	Name of the Body Corporate	Others	No. of Shares		Face Value ₹	Extent of Holding (%)		(₹ in Lacs)	
			2012	2011		2012	2011	2012	2011
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
(a)	<b>Investment in Quoted Equity Shares-Non Trade</b>								
	1. Reliance Communication Limited	Others	3,200	3,200	5	—	—	18.92	18.92
	2. Reliance Infrastructure Limited	Others	3,000	3,000	10	—	—	47.01	47.01
	<b>Total</b>							<b>65.93</b>	65.93
(b)	<b>Other Investment</b>								
	Government Securities (NSC)							0.02	0.04
	<b>Total</b>							<b>0.02</b>	0.04
	<b>Total</b>							<b>0.02</b>	0.04
	<b>Grand Total (a + b)</b>							<b>65.95</b>	65.97
	Aggregate amount of quoted investments							<b>65.93</b>	65.93
	Market Value of quoted investments							<b>20.30</b>	24.14
	Aggregate amount of unquoted investments							<b>0.02</b>	0.04

### 12. LONG TERM LOANS AND ADVANCES

Particulars	(₹ in Lacs) As at 31 <sup>st</sup> March, 2012	(₹ in Lacs) As at 31 <sup>st</sup> March, 2011
Unsecured, considered good		
Capital Advances	92.01	59.93
Security Deposits	40.11	41.00
<b>Total</b>	<b>132.12</b>	<b>100.93</b>

### 13. OTHER NON-CURRENT ASSETS

Prepaid Expenses	10.75	4.59
MAT credit Receivable	71.89	33.32
<b>Total</b>	<b>82.64</b>	<b>37.91</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS  
AS AT 31<sup>ST</sup> MARCH, 2012 (Contd.)**

**14. INVENTORIES**

Particulars	(₹ in Lacs) As at 31 <sup>st</sup> March, 2012	(₹ in Lacs) As at 31 <sup>st</sup> March, 2011
a. Raw Materials	519.47	673.84
Goods-in-transit	600.67	373.95
	<b>1,120.14</b>	<b>1,047.79</b>
b. Materials for Repacking	90.52	174.12
Goods-in-transit	349.45	251.29
	<b>439.97</b>	<b>425.41</b>
c. Work-in-progress	419.11	275.49
	<b>419.11</b>	<b>275.49</b>
d. Finished goods	1,041.66	764.75
	<b>1,041.66</b>	<b>764.75</b>
e. Stores and spares, Packing Material and Fuel	211.53	226.75
	<b>211.53</b>	<b>226.75</b>
<b>Total</b>	<b>3,232.41</b>	<b>2,740.19</b>

**15. TRADE RECEIVABLES**

Particulars	(₹ in Lacs) As at 31 <sup>st</sup> March, 2012	(₹ in Lacs) As at 31 <sup>st</sup> March, 2011
<b>UNSECURED</b>		
<b>Outstanding for a period less than six months from the date they are due for payment</b>		
Considered good	3,419.60	2,648.33
	<b>3,419.60</b>	<b>2,648.33</b>
<b>Outstanding for a period exceeding six months from the date they are due for payment</b>		
Considered good	26.47	24.74
Considered doubtful	13.34	13.34
	<b>39.81</b>	<b>38.08</b>
Less: Provision for doubtful debts	13.34	13.34
	<b>26.47</b>	<b>24.74</b>
<b>Total</b>	<b>3,446.07</b>	<b>2,673.07</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS  
AS AT 31<sup>ST</sup> MARCH, 2012 (Contd.)**

**16. CASH AND BANK BALANCES**

Particulars	(₹ in Lacs) As at 31 <sup>st</sup> March, 2012	(₹ in Lacs) As at 31 <sup>st</sup> March, 2011
Cash and Cash Equivalents		
(i) Balances with banks in Current Account	18.35	9.81
(ii) Cheques, drafts on hand	1.41	—
(iii) Cash on hand	1.43	1.76
	<b>21.19</b>	<b>11.57</b>
(ii) Earmarked balances with banks :		
(a) Balance in Unpaid Dividend Account	1.39	1.41
(b) Balance in Rent Account	38.43	27.98
(c) Balances with banks to the extent held as margin money or security against the borrowings, guarantees, other commitments	100.08	85.90
<b>Total</b>	<b>161.09</b>	<b>126.86</b>

**17. SHORT TERM LOANS AND ADVANCES**

Particulars	(₹ in Lacs) As at 31 <sup>st</sup> March, 2012	(₹ in Lacs) As at 31 <sup>st</sup> March, 2011
Unsecured, considered good		
Balances with Customs, Excise, etc.	917.24	883.94
VAT Recoverable	134.59	53.11
Deposits	1.52	3.31
Others	152.83	189.48
<b>Total</b>	<b>1,206.18</b>	<b>1,129.84</b>

**18. OTHER CURRENT ASSETS**

Interest receivable on Fixed Deposits	3.36	2.97
Receivable towards sale of fixed Assets	9.48	—
Export Incentive receivable	355.24	139.91
Claims and other receivables	3.15	3.09
Prepaid Expenses	76.61	50.19
<b>Total</b>	<b>447.84</b>	<b>196.16</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS  
AS AT 31<sup>ST</sup> MARCH, 2012 (Contd.)**

**19. REVENUE FROM OPERATIONS**

Particulars	(₹ in Lacs) For the year ended 31 <sup>st</sup> March, 2012	(₹ in Lacs) For the year ended 31 <sup>st</sup> March, 2011
Sale of products	20,229.10	19,514.64
Sale of services	22.19	105.00
Export Incentives	413.54	154.42
Less : Excise duty	(1,766.82)	(866.91)
<b>Total</b>	<b>18,898.01</b>	<b>18,907.15</b>

**20. OTHER INCOME**

Interest Income	7.63	5.97
Dividend from Long term Investments (Non Trade)	0.23	1.82
Excess Provision Written Back	0.06	—
Net gain on sale of current investments	0.54	—
Commission income	6.95	0.13
Net surplus on Sale of Fixed Assets	35.59	—
Cylinder rent Received	7.48	10.28
Other non-operating income	9.86	16.57
<b>Total</b>	<b>68.34</b>	<b>34.77</b>

**21. COST OF MATERIAL CONSUMED**

Raw Material consumed	9,726.79	4,660.99
Purchases of Repacking & Resale	3,726.73	3,085.62
Packing Material Consumed	349.40	158.22
<b>Total</b>	<b>13,802.92</b>	<b>7,904.83</b>

**22. MANUFACTURING AND OPERATING COSTS**

Power and fuel	1,304.90	657.87
Conversion Charges	14.50	70.57
Research & Development Expenses	63.44	56.49
Laboratory Expenses	27.61	21.10
Technical Fees Paid	—	15.00
Other Manufacturing and Operating expenses	81.73	44.47
Repairs to Machinery	117.93	128.85
Repairs to Buildings	41.73	5.72
<b>Total</b>	<b>1,651.84</b>	<b>1,000.07</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS  
AS AT 31<sup>ST</sup> MARCH, 2012 (Contd.)**

**23. CHANGES IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS**

Particulars	(₹ in Lacs) For the year ended 31 <sup>st</sup> March, 2012	(₹ in Lacs) For the year ended 31 <sup>st</sup> March, 2011
<b>Opening Stock:</b>		
Finished Goods	764.75	1,042.59
Work in Progress	275.49	114.82
Material for Resale	—	0.19
<b>Total</b>	<b>1,040.24</b>	<b>1,157.60</b>
<b>Closing Stock:</b>		
Finished Goods	1,041.66	764.75
Work in Progress	419.11	275.49
<b>Total</b>	<b>1,460.77</b>	<b>1,040.24</b>
Add / (Less) : Variation in excise duty on opening and closing stock of finished goods	44.10	(27.53)
<b>Total</b>	<b>(376.43)</b>	<b>89.83</b>

**24. EMPLOYEE BENEFITS EXPENSE**

Salaries and wages	498.16	459.99
Contributions to provident and other funds	29.06	27.57
Staff welfare expenses	78.14	81.24
Less : Transferred to Capital Work in progress	(23.07)	(17.05)
<b>Total</b>	<b>582.29</b>	<b>551.75</b>

**25. FINANCE COST**

Interest expense	532.00	392.21
Other borrowing costs	330.21	260.80
Less : Transferred to Capital Work in progress	(54.92)	(27.18)
<b>Total</b>	<b>807.29</b>	<b>625.83</b>



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS  
AS AT 31<sup>ST</sup> MARCH, 2012 (Contd.)**

**26. OTHER EXPENSES**

Particulars	(₹ in Lacs) For the year ended 31 <sup>st</sup> March, 2012	(₹ in Lacs) For the year ended 31 <sup>st</sup> March, 2011
Rent	22.76	22.78
Repairs & Maintenance Others	43.84	32.88
Insurance	30.71	25.71
Rates and taxes	125.23	75.19
Conveyance & Vehicle Expenses	68.70	60.28
Commission on Sales	684.71	442.69
Freight Outward	414.20	288.37
<b>Auditors' Remuneration</b> (Excluding Service tax ₹ 0.57 lacs; Previous year ₹ 0.48 lacs)		
Audit fees	1.40	1.43
Taxation matters	0.83	0.83
Management Services	0.25	0.25
Certification Work	3.00	2.55
Reimbursement of Out of Pocket Expenses	0.73	0.70
	<b>6.11</b>	5.76
Managerial Remuneration	26.85	15.50
Loss on Shares & Securities	—	38.09
Loss on Sale of Fixed Assets	—	2.31
Director's sitting Fees	0.52	0.70
Miscellaneous expenses	476.54	285.17
Less Transferred to Capital Work in Progress	(13.72)	(5.06)
<b>Total</b>	<b>1,886.55</b>	1,290.36

## **SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2012**

### **NOTE 27**

#### **A. SIGNIFICANT ACCOUNTING POLICIES**

##### **1. GENERAL**

- (a) The financial statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) applicable in India under the historical cost convention except for certain fixed assets, which have been revalued, in accordance with the applicable Accounting Standards (AS) notified in Companies (Accounting Standard) Rules, 2006 and on the principles of a going concern.
- (b) The Group follows the mercantile system of accounting and recognizes income and expenditure on the accrual basis except those with significant uncertainties.

##### **2. USE OF ESTIMATES**

The preparation of financial statements in conformity with generally accepted accounting principals (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses for that year. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively.

##### **3. PRINCIPLES OF CONSOLIDATION**

The consolidated financial statements include the financial statements of Amines & Plasticizers Ltd. and its subsidiaries viz.

(1) APL Infotech Limited, India which is 51% owned and controlled, (2) APL Engineering Services Private Limited, India which is wholly owned and controlled and has been prepared in accordance with the consolidation procedures laid down in AS 21- 'Consolidated Financial Statements' notified in Companies (Accounting Standard) Rules, 2006.

The consolidated financial statements have been prepared on the following basis:

- The financial statements of the parent and the subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances/transactions and resulting profits in full.
- The consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the parent for its separate financial statements.
- The consolidated financial statements are prepared using uniform accounting policies across the Group.
- Capital Reserve arising on consolidation :

The cost to the parent of its investment in the subsidiaries is less than the parent's portion of equity of the subsidiaries, at the date on which the investment in the subsidiaries was made, the difference is treated as a 'Capital Reserve' in the consolidated financial statements.

## **SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2012 (Contd.)**

### **4. FIXED ASSETS**

- (a) Fixed Assets are stated at cost adjusted by revaluation in case of Leasehold Land, certain Buildings, Plant & Machinery, Research & Development Equipment and Effluent Treatment Plant.
- (b) In accordance with AS 28 on 'Impairment of Assets' notified in Companies (Accounting Standard) Rules, 2006, where there is an indication of impairment of the Group's assets related to cash generating units, the carrying amounts of such assets are reviewed at each balance sheet date to determine whether there is any impairment. The recoverable amount of such assets is estimated as the higher of its net selling price and its value in use. An impairment loss is recognized whenever the carrying amount of such assets exceeds its recoverable amount. Impairment loss is recognized in the profit and loss account. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to extent of the carrying value of the asset that would have been determined (net of amortization/depreciation), had no impairment loss been recognized.
- (c) **Intangible Assets** : Costs that are directly associated with identifiable and unique software products controlled by the Group, whether developed in-house or acquired and have probable economic benefits exceeding the cost beyond one year are recognized as software products.

### **5. DEPRECIATION**

- (a) Depreciation on Fixed Assets (Except Gas Cylinders on which higher rate of Depreciation has been provided) is provided on straight line method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956. Further, in the case of revalued assets, depreciation is calculated on straight line method on the revalued amounts at the rates as determined by the valuer. The difference between the depreciation on the assets based on such revaluation and that on original cost is transferred from Revaluation Reserve Account to Profit and Loss Account.
- (b) Depreciation on Oxygen Gas Cylinders & Nitrogen gas Cylinder is provided on the basis of anticipated life, as certified by a Chartered Engineer, on straight line method @ 5.5555% & @ 10% per annum respectively.
- (c) Premium and Development Cost paid for Leasehold-land is amortized over the period of lease.
- (d) Depreciation on Fixed Assets added/disposed off/discarded during the year has been provided on the pro-rata basis with reference to the month of addition/disposal/discarding.

### **6. INVESTMENTS**

Long term Investments are stated at cost less provision, if any, for diminution in value, which is other than temporary.

All current investments are valued at lower of cost or net market value and provision is made to recognize any decline in the carrying value.

### **7. VALUATION OF INVENTORIES**

- (a) Inventories are valued at lower of cost and estimated net realizable value. Obsolete, defective and unserviceable stocks are provided for.

## **SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2012 (Contd.)**

- (b) Cost of Stores and Spares is computed on Moving Weighted Average and other Inventories on FIFO basis.
- (c) Materials-in-process are valued at raw material cost and estimated cost of conversion.
- (d) Cost of finished goods includes conversion and other costs incurred in bringing the inventories to their present location and condition.

### **8. FOREIGN CURRENCY TRANSACTIONS**

Transactions in foreign currencies are recorded at the rates prevailing on the date of the transaction. Monetary items denominated in foreign currency are restated at the rate prevailing on the balance sheet date.

The exchange differences arising on forward foreign currency contracts other than those entered into to hedge the foreign currency risk of firm commitments or highly probable forecast transactions are recognized in the period in which they arise based on the difference between i) foreign currency amount of the contract translated at the exchange rate on the reporting date and ii) the same foreign currency amount translated at the later of the date of inception of the forward exchange contract or the last reporting date.

The premium or discount arising at the inception of the forward foreign currency contracts is amortized as an expense or income over the life of the contract.

Any profit or loss arising on cancellation or renewal of forward foreign exchange contracts is recognized as income or expense for the year.

### **9. REVENUE RECOGNITION**

- (a) Revenue from sale of goods is recognized when significant risks and rewards of ownership are transferred to the customers.
- (b) Sale includes excise duty and freight, wherever applicable and is net of sales tax/VAT.
- (c) Export incentives are accounted for when there is certainty of receipt/utilization.
- (d) Revenue from technical services recognized on the basis of milestones for rendering services as per the agreement.

### **10. RESEARCH AND DEVELOPMENT EXPENDITURE**

Revenue expenditure is charged to Profit and Loss Account and Capital Expenditure is added to the cost of Fixed Assets in the year in which it is incurred.

### **11. RETIREMENT BENEFITS**

#### **(a) Gratuity:**

The Group provides for gratuity, a defined benefit plan, covering eligible employees. Liability under gratuity plan is determined on actuarial valuation done by an independent valuer at the end of the year, based upon which, the Group contributes to the Amines & Plasticize Limited Employees' Gratuity Fund

#### **(b) Provident Fund:**

Eligible employees receive benefits from a provident fund, which is a defined contribution plan to the Trust/Government administered Trust. Both the employee and the Group

## **SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2012 (Contd.)**

make contribution to the Amines plasticizers Limited Employees' provident Fund Trust/ Government administered Trust equal to the specified percentage of the covered employee's salary. Group also contributes to a Government administered pension fund on behalf of its employees.

- (c) Liability for leave encashment/entitlement is provided on the basis of actuarial valuation at the year end.

### **12. BORROWING COSTS**

Borrowing costs attributable to the acquisition and construction of qualifying assets are capitalised as a part of the cost of respective assets upto the date when such asset is ready for its intended use. Other borrowing costs are charged to Profit and Loss Account.

### **13. INCOME TAX**

- (a) Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the balance sheet date.
- (b) Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future. The same is subject to review annually.
- (c) MAT credit entitlement is recognized and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

### **14. LEASES**

Where the Group has substantially acquired all risks and rewards of ownership of the assets, leases are classified as financial lease. Such assets are capitalized at the inception of the lease, at the lower of the fair value or present value of minimum lease payment and liability is created for equivalent amount. Each lease rent paid is allocated between liability and interest cost so as to obtain constant periodic rate of interest on the outstanding liability for each year.

Where significant portion of risks and reward of ownership of assets acquired under lease are retained by lessor, leases are classified as Operating Lease. Lease rentals for such leases are charged to Profit and Loss account.

### **15. PROVISION, CONTINGENT LIABILITIES & CONTINGENT ASSETS**

- (a) A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefit will be required to settle an obligation.
- (b) Contingent liabilities, unless the possibility of the outflow of resources embodying economic benefit is remote, are disclosed by way of notes to accounts.
- (c) Contingent assets are not recognized or disclosed in the financial statement.

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2012 (Contd.)

### B. NOTES ON CONSOLIDATED FINANCIAL STATEMENT :

Particulars	As at 31 <sup>st</sup> March, 2012 (₹ in Lacs)	As at 31 <sup>st</sup> March, 2011 (₹ in Lacs)
1. Contingent Liabilities not provided for in respect of :		
(i) Disputed Sales Tax Dues	10.04	10.04
(ii) Disputed Excise Duty matters	2.75	2.75
(iii) Claims against the Company not acknowledged as debts	5.14	5.14
(iv) Disputed Income tax Matters (including interest upto date of Demand)	29.36	—
2. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	21.32	14.79
3. (i) In the opinion of the management, any of the assets other than fixed assets & non Current investments have value on realization in the ordinary course of business at least equal to the amount at they are stated.		
(ii) The accounts of certain Trade Receivables, Trade Payables, Loans and Advances are however, subject to formal confirmations/reconciliations and consequent adjustments, if any. The management does not expect any material difference affecting the current years financial statements.		
4. There is a diminution of ₹ 45.63 lacs (₹ 41.79 lacs) in the value of Long term Investments, the Management is hopeful of realising its investments, since fall in prices are temporary in nature and investment is in Bluechips & "A" Group Companies and therefore, no provision is considered necessary.		
5. (i) Foreign exchange difference (net) debited to the Statement of Profit & Loss for the year ₹ 97.86 lacs (₹ 2.87 lacs)		
(ii) Details of Foreign currency unhedged		(in Lacs)

		2011-12		2010-11	
Particulars	Foreign Currency	Amount in Foreign Currency	Indian rupee equivalent	Amount in Foreign Currency	Indian rupee equivalent
<b>Assets:</b>					
Trade					
Receivables	USD	24.90	1,285.78	10.88	511.53
	GBP	0.98	80.04	0.48	34.17
	Euro	0.50	34.00	—	—
Advances	USD	0.04	1.88	0.07	3.04
	Euro	0.08	5.59	—	—
Bank Balance	USD	0.01	0.55	0.02	0.91
	EUR	0.08	5.59	0.04	2.52
<b>Total</b>		<b>26.58</b>	<b>1,413.41</b>	<b>11.48</b>	<b>552.16</b>
<b>Liabilities:</b>					
Trade Payable	USD	21.43	1,096.21	12.96	578.72
<b>Total</b>		<b>21.43</b>	<b>1,096.21</b>	<b>12.96</b>	<b>578.72</b>

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2012 (Contd.)

6. Disclosure in Respect of Related Parties pursuant to AS-18 "Related Party Disclosures", are given below :

**A. List of Related Parties**

Related parties with whom the Group has entered into transactions during the year

(a) Associates

Multiwyn Investments & Holdings Private Limited

APL Holdings & Investments Limited

APL Investments Limited

Chefair Investment Pvt. Ltd.

(b) Key Management Personnel :

Mr. Hemant Kumar Ruia – Chairman & Managing Director

**B. Related Party Transactions :**

NATURE OF TRANSACTION	(₹ in Lacs) Referred to in A(a) above	(₹ in Lacs) Referred to in A(b) above
<b>Expenses</b>		
<b>Service &amp; Maintenance Charges</b>		
APL Holdings & Investments Limited	5.81 (5.81)	
APL Investments Limited	5.81 (5.81)	
Interest Paid		
Multiwyn Investments & Holdings Private Limited	39.37 (39.60)	
Chefair Investment Pvt. Ltd.	4.51 (0.12)	
<b>Managerial Remuneration – Mr. Hemant Kumar Ruia</b>		26.85 (15.60)
<b>Finance</b>		
<b>Loans taken and repaid</b>		
Multiwyn Investments & Holdings Private Limited	15.00 (265.00)	
Chefair Investment Pvt. Ltd.	— (60.00)	
Mr. Hemant Kumar Ruia		45.00 (65.00)

**C. Outstanding balance in respect of Related parties as at 31<sup>st</sup> March, 2012**

APL Holdings & Investments Limited	Trade Payables	19.58 (14.36)
APL Investments Limited	Trade Payables	19.58 (14.36)
Multiwyn Investment & Holdings Private Limited	Loan Receivable	261.00 (268.35)
Chefair Investment Pvt. Ltd.	Loan Receivable	30.00 (30.11)

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2012 *(Concl'd.)*

**Notes :**

- (i) No amounts in respect of related parties have been provided for/written off/written back during the year.
- (ii) Related party relationship is as identified by the Group and relied upon by the Auditors.

**7 The computation of Basic and Diluted Earnings per Share :**

Particulars	<b>For the year ended 31<sup>st</sup> March, 2012</b>	For the year ended 31 <sup>st</sup> March, 2011
Net Profit after Tax and Minority Interest (₹ in Lacs)	<b>288.32</b>	173.61
Less : Dividend Payable on Preference Shares (₹ in Lacs)	—	1.29
Net Profit available to Equity Shareholders (₹ in Lacs)	<b>288.32</b>	172.32
Weighted average no. of equity shares (denominator in lacs)		
Basic	<b>55.02</b>	55.02
Diluted	<b>55.02</b>	55.02
Nominal value of Share (₹)	<b>10</b>	10
Basic and Diluted Earnings Per Share (₹)	<b>5.24</b>	3.13

8. The Group has taken/given certain premises on lease, the lease agreements whereof are mutually renewable/cancellable.
9. (a) Figures shown in brackets relate to the previous year.  
(b) Figures of previous year have been regrouped/rearranged, wherever considered necessary to conform to the current year's presentation.

Signatories to Notes 1 to 27

<b>Hemant Kumar Ruia</b>	<i>Chairman &amp; Mg. Director</i>
<b>P.H. Vaidya</b> <b>A.S. Nagar</b> <b>B.M. Jindel</b>	} <i>Directors</i>

Mumbai, Dated: 29th May, 2012

<b>Ajay Puranik</b>	<i>Company Secretary</i>
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**FORM OF PROXY**

**AMINES & PLASTICIZERS LIMITED**

Registered Office  
Chenikuthi, Guwahati – 781 003, ASSAM.

I/We \_\_\_\_\_ of \_\_\_\_\_  
being a member/members of the above named Company, hereby appoint  
\_\_\_\_\_ of \_\_\_\_\_ or failing  
him \_\_\_\_\_ of \_\_\_\_\_ as  
my/our proxy to vote for me/us on my/our behalf at the 37<sup>th</sup> Annual General Meeting of the  
Company to be held on **Friday, 28<sup>th</sup> day of September, 2012** at 2.30 p.m. or at any adjournment  
thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2012.

Folio No. ....
DP ID .....
Client ID.....
No. of Shares held .....

Affix Rupee 1 Revenue Stamp
--------------------------------------

- Notes:**
1. The proxy form should be deposited at the Registered Office / Head Office of the Company not less than forty-eight hours before the time for holding the Annual General Meeting.
  2. The form should be signed across the stamp to enforce the validity.
  3. A proxy need not be a member of the Company.



**ATTENDANCE SLIP**

**AMINES & PLASTICIZERS LIMITED**

Registered Office  
Chenikuthi, Guwahati – 781 003, ASSAM.

For the Thirty Seventh Annual General Meeting to be held on Friday, 28<sup>th</sup> day of September, 2012 at 2.30 p.m.

Name of the Shareholder/Proxyholder \_\_\_\_\_

\* Regd. Folio/Client I.D. No. \_\_\_\_\_ No. of Shares \_\_\_\_\_

I hereby record my presence at the Thirty Seventh Annual General Meeting of the Company held at RND Banquet Hall, Hotel Gateway, G.S. Road, Christian Basti, Guwahati, Assam 781 005

\_\_\_\_\_  
\*Member's / Proxy's Signature

**Note:** Shareholders are requested to bring this slip at the meeting duly filled in including folio number/ Client I.D. No.

\*Strike out whichever is not applicable.



**MUMBAI**

(Corporate and Head Office)  
'D' Building,  
Shivsagar Estate,  
Dr. Annie Besant Road,  
Worli,  
Mumbai – 400 018.

**CHEMICAL PLANT**

(Unit No. I)  
Thane Belapur Road,  
Turbhe,  
Navi Mumbai – 400 705.

**APL INDUSTRIAL  
GASES PLANT**

(Unit No. II)  
Survey No. 49  
Village Vadval,  
Taluka Khalapur,  
Dist. Raigad - 420 202.

**DELHI**

H-10-B, 2<sup>nd</sup> Floor,  
Kalkaji,  
New Delhi – 110 019.

**GUWAHATI**

(Registered Office)  
C/o. Pranati Builders  
Private Limited,  
Principal J.B. Road,  
Chenikuthi,  
Guwahati – 781 003.

BOOK-POST



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**AMINES & PLASTICIZERS LIMITED**

'D' Building, Shivsagar Estate  
Dr. Annie Besant Road,  
Worli, Mumbai - 400 018.