



# AMINES & PLASTICIZERS LIMITED

(ISO 9001:2008, ISO 14001:2004, OHSAS 18001:2007 CERTIFIED COMPANY)

October 15, 2016

To  
**BSE Limited,**  
PhirozeJeejeebhoy Towers,  
Dalal Street,  
**Mumbai - 400 001**

Dear Sirs,  
**Sub: Submission of Adopted Annual Report for the Financial Year 2015-16.**

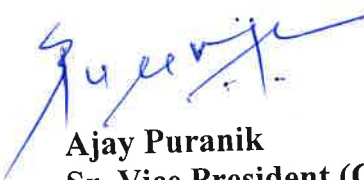
**Security Code No.506248**

We hereby submit the Annual Report for the Financial Year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 duly approved and adopted by the Members at the 41<sup>st</sup> Annual General Meeting ('AGM') of the Company held on 27<sup>th</sup> September, 2016 at Guwahati, Assam.

Kindly take the same on record and oblige.

Your faithfully,

For **Amines & Plasticizers Limited.**

  
**Ajay Puranik**  
**Sr. Vice President (Corporate Affairs)**  
**& Company Secretary.**



Encl: As Above



**GAS TREATING  
CHEMICALS  
& SERVICES**



**TEXTILE AUXILIARY  
CHEMICALS**



**OIL & GAS**



**PHARMACEUTICAL  
INTERMEDIATES**



**INFOTECH**



**ENGINEERING  
& SERVICES**



**INDUSTRIAL  
GASES**

**AMINES & PLASTICIZERS LTD.**

Annual Report 2015-16





## APL JOURNEY

**1973**

**AMINES & PLASTICIZERS LIMITED**

**1984**

**APL INDUSTRIAL GASES**

**1995**

**MORPHOLINE, MORPHOLINE DERIVATIVES &  
TEXTILE AUXILIARY CHEMICALS**

**2000**

**GAS TREATING CHEMICALS & SERVICES**

**2001**

**APL INFOTECH LIMITED**

**2005**

**PHARMACEUTICAL INTERMEDIATES**

**2008**

**APL ENGINEERING SERVICES PVT. LTD.**

**2014**

**OIL FIELD CHEMICALS**

**2016**

**AMINES & PLASTICIZERS FZE, UAE**

Amines & Plasticizers Ltd. (APL) was incorporated in 1973. We take pride in ourselves as one of the leaders in production of Ethanolamines, Alkyl Alkanolamines & Gas Treating Solvents in India. Over the years, APL has forayed into a wide range of industries. Our Products and Services include, Information Technology, Engineering & Fabrication Services, Oil Field Chemicals, Textile Auxiliary Chemicals, Pharmaceutical Intermediates, Industrial Gases, etc. It is our constant endeavour to provide Quality Products and Services of Global Standards and Value for Money to all our Customers.

## COMPANY INFORMATION

**BOARD OF DIRECTORS**  
**CHAIRMAN AND MANAGING DIRECTOR**  
HEMANT KUMAR RUIA

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**DIRECTORS:**  
K. K. SEKSARIA  
Dr. M. K. SINHA  
Dr. P.H. VAIDYA  
A.S. NAGAR  
B. M. JINDEL  
NIMISHA DUTIA

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**SR. VICE PRESIDENT (CORPORATE  
AFFAIRS) & COMPANY SECRETARY:**  
AJAY PURANIK

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**CHIEF FINANCIAL OFFICER**  
PRAMOD SHARMA

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**BANKER:**  
STATE BANK OF INDIA  
SYNDICATE BANK

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**AUDITOR:**  
M/S B D G & ASSOCIATES (Formerly known as  
Bhandari Dastur Gupta & Associates).

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**REGISTERED OFFICE:**  
POAL & ENCLAVE, PRINCIPAL J.B. ROAD,  
CHENIKUTHI,  
GUWAHATI -781 003,  
ASSAM.

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**REGISTRAR & SHARE TRANSFER AGENT:**  
Sharex Dynamic (India) Pvt. Ltd.  
Unit no. I, Luthra Ind.Premises, Safed Pool,  
Andheri Kurla Road, Andheri (East),  
Mumbai - 400072



## DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting the 41st Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2016.

(₹ in Lakhs)

| <b>FINANCIAL RESULTS</b>                                 | <b>For the year ended<br/>31.03.2016</b> | <b>For the year ended<br/>31.03.2015</b> |
|--|--|--|
| Total Income   | <b>26104.86</b>                          | 30085.69                                 |
| Profit before Interest, Depreciation and Taxes           | <b>2388.87</b>                           | 2311.19                                  |
| Less : Interest  | <b>754.78</b>                            | 978.09                                   |
| Depreciation   | <b>198.19</b>                            | 181.78                                   |
| Profit before Tax  | <b>1435.90</b>                           | 1151.32                                  |
| Provision for taxation                                   | <b>457.03</b>                            | 382.61                                   |
| Profit after Tax   | <b>978.87</b>                            | 768.71                                   |
| Balance of profit brought forward from the previous year | <b>3223.92</b>                           | 2550.72                                  |
| Final / Interim Dividend Paid :-                         |  |  |
| Equity Shares  | <b>110.04</b>                            | 55.02                                    |
| Corporate Dividend Tax                                   | <b>18.70</b>                             | 9.35                                     |
| Bonus shares issued during the year                      | <b>550.20</b>                            | -  |
| Transfer to Debenture Redemption Reserve                 | <b>33.40</b>                             | -  |
| Deferred Tax   | -  | 8.15                                     |
| Adjustments to Fixed Assets                              | -  | 22.99                                    |
| Tax Provisions for earlier years                         | <b>11.53</b>                             | -  |
| Balance of Profit carried to Balance Sheet               | <b>3478.92</b>                           | 3223.92                                  |

### DIVIDEND:

The Board of Directors of the Company had declared an Interim Dividend of 10% (i.e. ₹ 0.20 per share on Equity Shares of the face value of ₹ 2/- each) on the Increased Capital after the issue of Bonus Shares for the Financial Year ended March 31, 2016. Total outgo on the Interim Dividend was ₹ 128.74 Lakhs (including Dividend Tax of ₹ 18.70 Lakhs) as against ₹ 64.37 Lakhs (including Dividend Tax of ₹ 9.35 Lakhs) in the previous year. The above outgo constitutes a payout ratio of 13.15% of annual profits as against 8.37 % in the previous year. The Board has not proposed any Final Dividend and accordingly, the Interim Dividend paid during the year shall be treated as Final Dividend for the Financial Year ended March 31, 2016.

### SHARE CAPITAL:

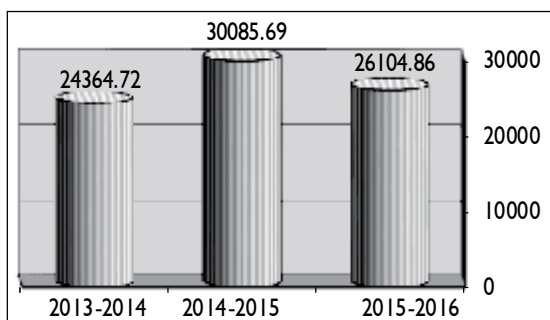
During the year under review the Company had declared and issued Bonus Equity shares in the ratio 1:1 to its existing shareholders. Accordingly, the paid up share capital of the Company increased from ₹ 550.02 Lakhs to ₹ 110.04 Lakhs divided into 55020000 Equity shares of ₹ 2/- each. The paid up share capital of the Company as on 31st March, 2016 was ₹ 11,00,40,000/- (Rupees Eleven Crores and Forty Thousand only). During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on 31st March, 2016, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

### OPERATIONS AND FUTURE PROSPECTS:

The financial performance highlights for the year ended 31st March, 2016 are as follows:

- The Total Revenue of the Company during the year under review was ₹ 26104.86 Lakhs as compared to ₹ 30085.69 Lakhs in the previous year. The decline in total revenue was due to fall in prices of finished goods worldwide. However, in Quantitative value terms there is no decline reported in the Turnover.
- The Total Expenses of the Company reduced to ₹ 24668.96 Lakhs as compared to ₹ 28,934.37 Lakhs during the previous year due to reduction in input cost and financial expenses.
- Revenue from Domestic Operations was ₹ 16674.42 Lakhs during the year under review as compared to ₹ 17185.79 Lakhs in the previous year.
- Profit before Tax increased by nearly 25% from ₹ 1151.32 Lakhs in the previous year to ₹ 1435.90 Lakhs during the current year.
- Net Profit increased from ₹ 768.71 Lakhs to ₹ 978.87 Lakhs there by registering a growth of over 27%.

**TOTAL REVENUE (₹ IN LAKHS)  
(STANDALONE)**

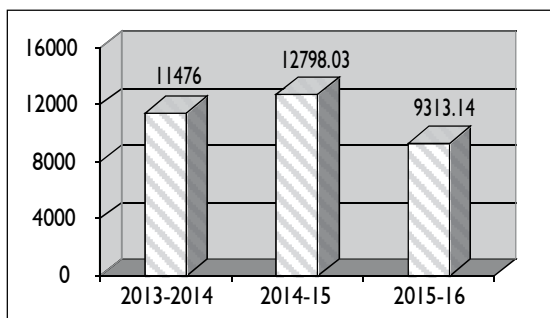


The total revenue on consolidated basis of the Company was ₹ 26263.69/- Lakhs which includes revenue from services of ₹ 182.40 Lakhs.

**EXPORT:**

During the year ended 31st March, 2016, your Company's export earning was ₹ 9313.40 Lakhs as compared to ₹ 12798.03 Lakhs. This was primarily due to uncertainty in Global Markets, slowdown of industry and reduction in prices.

**EXPORT PERFORMANCE (₹ IN LAKHS)**



**SUBSIDIARY COMPANIES:**

**APL INFOTECH LTD:**

As reported earlier APL Infotech Ltd's Pipe leak detection software has been customized and is in the process of being made operational. The Company is continuing its arrangement with a Software Company for marketing this software package. Also the Company is exploring other marketing opportunities on its own and is making steady progress with various prospective customers.

**APL ENGINEERING SERVICES PVT LTD :**

**Wholly owned Subsidiary:**

The amalgamation of APL Engineering Services Private Limited, wholly owned subsidiary of the Company is in its final stages. The proposed Amalgamation would result in business synergy and consolidation of business activities of both the companies.

The Mumbai High Court has vide its Order dated 03<sup>rd</sup> July, 2015 confirmed the Amalgamation of APL Engineering

Services Pvt Ltd with your Company. The Company has taken necessary steps to expedite the same at the Guwahati High Court.

**AMINES AND PLASTICIZERS FZE, UAE:**

**Wholly owned Subsidiary:**

The Company is contemplating expansion of its business operations in the Middle East and Europe. Keeping in view the said expansion, your Company has formed a wholly owned subsidiary – Amines and Plasticizers FZE in Ras Al Khaimah, United Arab Emirates for dealing in Specialty Chemicals and other Alkanolamines products and may opt for manufacturing at an appropriate time.

**EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in Form MGT – 9, as required under section 92 of the Companies Act, 2013 is included in this Report as Annexure I and forms and integral part of this Report.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In accordance with the provisions of section 152 of the Companies Act, 2013('the Act') and Company's Articles of Association, Ms. Nimisha Minesh Dutia retires by rotation and being eligible has offered herself for re-appointment. The Board recommends her re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting of the Company.

The Board of Directors has re-appointed Mr. Hemant Kumar Ruia as Chairman & Managing Director at a revised remuneration as detailed in the Notice, subject to the approval of the members for a term of Three years w.e.f. 01/04/2016 to 31/03/2019.

Pursuant to the provisions of section 203 of the Act, the Company has three Key Managerial Personnel viz. Shri Hemant Kumar Ruia as the Chairman & Managing Director, Shri Ajay Puranik as the Sr. Vice President (Corporate Affairs) & Company Secretary and Shri Pramod Sharma as the Chief Financial Officer.

**Declaration by Independent Directors:**

The Company has received declaration of Independence from all the Independent Directors as required under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence under Section 149(6) of the Companies Act, 2013.

**Number of Meetings of the Board:**

The Board met seven times during the Financial Year 2015-16 i.e on 29th May, 2015, August 7, 2015, August 27, 2015, October 12, 2015, November 6, 2015, February 10, 2016 and March 16, 2016.

**COMMITTEES OF THE BOARD:**

The Board has the following Committees :

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee

The details of the Committees along with their composition, number of meetings are provided in the Corporate Governance Report.

**BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, a questionnaire was prepared after taking into consideration various aspects of the functioning of the Board, its Committees and its culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and Non Independent Director was carried out by the Independent Directors. The Board of Directors expressed their satisfaction over the evaluation process.

**CONSOLIDATED FINANCIAL STATEMENTS:**

During the year, the Board of Directors ('the Board') reviewed the affairs of the subsidiaries. In accordance with section 129(3) of the Companies Act, 2013, consolidated financial statements of the Company and all its subsidiaries are prepared. Further, a statement containing the salient features of the financial statement of Subsidiaries in the prescribed format AOC I is appended as Annexure 'II' to the Board's Report. The statement also provides the details of performance, financial positions of each of the subsidiary.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries, are available on the Company's website [www.amines.com](http://www.amines.com). These documents will also be available for inspection during the business hours on every working day at the Registered Office in Guwahati, Assam, India till the date of the Annual General Meeting of the Company.

In accordance with the provisions of the Companies Act, 2013 ('the Act') and 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:

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY:**

Details of Loans, Guarantees and Investments covered under the provisions of section 186 of the Companies Act, 2013 are given in detail in the Notes to Financial Statements.

**DEPOSITS:**

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

**13% SECURED REDEEMABLE NON CONVERTIBLE DEBENTURES (NCD):**

As reported earlier, the Company had issued 1335, 13% Secured, Redeemable, Non Convertible Debentures of ₹ 1,00,000/- (Rupees One Lakh) each on a private placement basis. The said debentures were secured by creating charge over Companies properties. The NCDs have a term of 10 years with call and put option at the end of every twelve months from the date of issue. Total amount raised through the said issue was Rupees Thirteen Crores and Thirty-Five Lakhs. The Company has appointed SBICAP Trustee Company Ltd., Mumbai as the "Debenture Trustee" for the said issue. The Debenture Trust deed was registered on 27th April, 2015 with the Sub-Registrar, Khalapur, Maharashtra. During the year under review no Call and Put options were exercised.

**RELATED PARTY TRANSACTIONS (RPTs):**

Pursuant to Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations 2015, all RPTs for the Financial Year 2015-16 were placed before the Audit Committee for its prior / omnibus approval. There were no material related party transactions entered into by the Company during the financial year which attracted the provisions of Section 188 of the Companies Act, 2013. The requisite disclosure in Form AOC – 2 is furnished in Annexure – III.

**STATUTORY AUDIT:**

M/s Bhandari Dastur Gupta & Associates, Chartered Accountants (Firm Registration No. 119739W), Mumbai, Auditors of the Company, hold office until the conclusion of the 42nd Annual General Meeting subject to ratification in the Annual General Meeting held in respective years. During the year, the Firm name of the Statutory Auditors have changed to "B D G & Associates" and accordingly ratification of appointment as approved in the 39th Annual General Meeting is proposed with the said new name. The requisite certificate as required under section 139(I) of the Companies Act, 2013 has been received from them.



#### **COST AUDIT:**

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company has been carrying out audit of cost records of the Company every year.

The Board of Directors on the recommendation of the Audit Committee has appointed M/s A.G.Anikhindi & Co., Cost Accountants, Kolhapur as Cost Auditors to audit the cost accounts of the Company for the financial year 2016-2017 at a remuneration of ₹ 2,15,000/- per annum plus service tax as applicable and reimbursement of out of pocket expenses. As required under the Companies Act, 2013 a resolution seeking members' approval for the remuneration payable to the Cost Auditor forms a part of the Notice convening the 41st Annual General Meeting of the Company. The Cost Audit Report for the financial year 2014-15 was filed with Ministry of Corporate Affairs on 20th October, 2015.

#### **SECRETARIAL AUDIT:**

Pursuant to the provisions of section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s SK Makhija & Associates, Practising Company Secretaries (CP No. 13322), Mumbai to carry out the Secretarial Audit of the Company. The Secretarial Audit Report is included as Annexure IV and forms an integral part of this Report. There is no secretarial audit qualification for the year under review.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

Your Company's Financial Statements are prepared on the basis of the Significant Accounting Policies that are carefully selected by the Management and approved by the Audit Committee and the Board. These Accounting Policies are reviewed from time to time. The Systems, Standard Operating Procedures and Controls are reviewed by the Management. The Audit Committee of the Board of Directors, Statutory Auditors and Business Heads are periodically apprised of the internal audit finding and corrective actions are taken. Audit plays a key role in providing assurance to the Board of Directors. In order to maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee. Internal Financial control audit has also been undertaken by the Statutory Auditors. For the year ended 31st March, 2016, the Board is of the opinion that the Company has sound IFC commensurate with the nature and size of its business operations, wherein controls are in place to continuously monitor the existing controls and identify gaps, if any, and implement new and/ or improved controls wherever the effect of such gaps would have a material effect on the Company's operation.

#### **CREDIT RATING:**

The Credit Rating remained constant with short term credit rating A3 (A Three) and long term rating as BBB- (Triple B Minus) to the financial facilities availed by the Company during the year under review from both the Agencies i.e Credit Analysis and Research Ltd. (CARE) and Brickwork Ratings India Pvt Ltd (Brickwork Ratings). The rating are under review for upgradation. Further, Dun & Bradstreet has recently assigned Rating of 4A2 to the Company.

#### **ISO CERTIFICATION:**

The Company has an ISO 9001:2008 certification which is valid up to 15th September, 2018. Recertification Audit has been conducted by Det Norske Veritas (DNV). QMS (Quality Management System) is focusing on continual improvement by implementing the strategic tools for business to gain competitive advantage through products and services that are safe, reliable and trustworthy.

Besides QMS (Quality Management System), APL has IMS (Integrated Management System) for ISO 14001:2004 and OHSAS 18001:2007 certifications. ISO 14001:2004 certification is valid up to 15th September, 2018 whereas OHSAS 18001:2007 certification is valid up to 08th April, 2019. Recertification Audit for IMS (Integrated Management System) has been conducted by Det Norske Veritas (DNV).

ISO 14001:2004 (Environmental Management System) certifications relates to conservation of natural resources resulting in maintaining clean environment, safe work place, safe operations, commitment to compliance and healthy atmosphere. As such, the Company is committed to ensure minimum impact to environment through its operations.

OHSAS 18001:2007 (Occupational Health and Safety Assessment Series) certification relates to safety and health of working people by making hazards and Risk Analysis of various activities and adopting effective control methods to minimize the Risk. Various measures have been taken by the Company in order to ensure compliance in its true spirit.

RS (Responsible Sourcing): APL has become a Member in SEDEX website since 4th December 2013 after going through SMETA 4-Pillar Audit conducted by DNV. The Membership is renewed for continuation of SEDEX. SEDEX is an online database that enables suppliers to share information with their customers on their responsible trading practices (Health, Safety, Labor Standards, Environment and Business Ethics).

#### **REACH COMPLIANCE:**

The Company has complied with Reach Compliances and Pre-Registration of 24 products done, having good export potential to Europe.

**INSURANCE:**

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

**INDUSTRIAL RELATIONS:**

The industrial relations remained cordial during the year under review.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

To the best of knowledge and belief and according to the information and explanations obtained, your Directors make the following statement in terms of Section 134 (3)(c) of the Companies Act, 2013:

- a. that in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures wherever applicable;
- b. 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;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors have prepared the annual accounts on a going concern basis.
- e. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- f. That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

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

Pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, prescribed particulars as applicable is annexed hereto as Annexure 'V' and forms part of this Report.

**PARTICULARS OF EMPLOYEES:**

None of the employees of the Company attract the provisions of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the year under report. The Statement containing information as required under Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as Annexure VI and forms an integral part of this Report.

**DISCLOSURE UNDER THE SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints regarding sexual harassment, if any.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is summary of sexual harassment complaints received and disposed off during each Calendar year:

No. of Complaints received : Nil

No. of Complaints disposed off : NA

**RISK MANAGEMENT:**

The process of identification and evaluation of various risks is inherent in the business environment and the operations of the Company. The Company has in place proper organization structure resulting in initiation of appropriate measures for prevention and / or mitigating of the same being dealt by the concerned operational Heads under the overall supervision of the Chairman & Managing Director of the Company. The audit Committee periodically reviews the adequacy and efficacy of the overall risk management system thus keeping a check on overall effectiveness of the risk management of the Company.

**ESTABLISHMENT OF VIGIL MECHANISM:**

The Company has in place a vigil mechanism pursuant to which a Whistle Blower Policy has been in force. This Policy inter alia enables any employee who observes any unethical and improper practices or alleged wrongful conduct can approach the Department Head or in case it involves Managerial Personnel to the Managing Director through E-mail. After due investigation the matter shall be dealt as per the procedure prescribed in the Policy.





#### **CORPORATE SOCIAL RESPONSIBILITY:**

As a part of its initiative, pursuant to section 135 of the Companies Act, 2013 and relevant Rules, the Board has constituted the CSR Committee and has identified a project to build Examination Centre and Hall thus encouraging promotion of education for students from rural areas. The said project is in accordance with the Schedule VII of the Companies Act, 2013 and the Company's CSR Policy. The Report on CSR Activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out as Annexure 'VII' forming a part of this Report.

#### **NOMINATION AND REMUNERATION POLICY:**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The details of this policy is explained in Corporate Governance Report.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

The merger of APL Engineering Services Pvt Ltd. with the Company is in its advanced stage and APL Engineering Services Pvt Ltd has received final Order from the Mumbai High Court in the merger matter. Minutes of the Order has been uploaded on the website of the Company. A petition of the Transferee Company for confirmation of the merger has also been admitted in the Gauhati High Court, Assam.

#### **APPOINTMENT OF M/S SHAREX DYNAMIC (INDIA) PVT. LTD. AS THE REGISTRAR & SHARE TRANSFER AGENT OF YOUR COMPANY:**

The Securities and Exchange Board of India ("SEBI") had vide its Interim order dated 22nd March, 2016, inter alia, advised clients of Sharepro Services (India) Pvt Ltd ("Sharepro") to carry out/ switchover their activities related to registrar to an issue and share transfer agent, either in house or through another Registrar to an issue and share transfer agent

registered with the SEBI. In view of the above, the Board of Directors of your Company at its meeting held on 27th April, 2016 decided to appoint M/s Sharex Dynamic (India) Pvt. Ltd., Mumbai as the Registrar & Share Transfer Agents. Accordingly, an intimation letter dated 18th July, 2016 was sent to all shareholders through E-mail or post as the case may be.

#### **CORPORATE GOVERNANCE:**

As prescribed under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a separate section on Corporate Governance practices followed by the Company together with a certificate from practising Company Secretary confirming compliance forms an integral part of this Report.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and Analysis Report for the year under review, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of the Annual Report.

#### **APPRECIATION:**

Your Directors take this opportunity to thank all its employees at all levels for their continued participation and support in the growth of the organization and also to all its Customers, Collaborators, Government Agencies, Financial Institutions, Bankers, Debenture Trustees, Suppliers, Shareholders, Debenture holders and other Associates for reposing their continued trust and confidence in the Company.

For and on behalf of the Board

Place: Mumbai  
Date: 05.08.2016

**HEMANT KUMAR RUIA**  
Chairman & Managing Director



**ANNEXURE I****FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**as on financial year ended on **31.03.2016**Pursuant to **Section 92 (3) of the Companies Act, 2013 and rule 12(I) of the Company  
(Management & Administration) Rules, 2014.****I REGISTRATION & OTHER DETAILS:**

|     |  |   |
|-----|--|---|
| i   | CIN  | L24229AS1973PLC001446   |
| ii  | Registration Date  | 05th September, 1973  |
| iii | Name of the Company  | AMINES AND PLASTICIZERS LIMITED   |
| iv  | Category/Sub-category of the Company   | Company Limited by shares /<br>Indian Non Government Company  |
| v   | Address of the Registered office<br>& contact details                          | Poal & Enclave c/o Pranati Builders Pvt Ltd.,<br>Principal J B Road, Chenikuthi,<br>Guwahati, Assam - 781003<br>Ph.: 0361 266 1797<br>E-mail: <a href="mailto:legal@amines.com">legal@amines.com</a>  |
| vi  | Whether listed company   | Yes   |
| vii | Name , Address & contact details of the<br>Registrar & Transfer Agent, if any. | Sharex Dynamic (India) Private Limited<br>Unit No. 1, Luthra Ind. Premises, Safed Pool ,<br>Andheri Kurla Road, Andheri (East), Mumbai- 400 072.<br>Ph: 022-28515606/5644/6338<br>E-mail : <a href="mailto:sharexindia@vsnl.com">sharexindia@vsnl.com</a> |

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

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

| SI No | Name & Description of main products/services | NIC Code of the Product /service  | % to total turnover of the company |
|-------|--|---|------------------------------------|
| 1     | Organic and Inorganic Chemical compounds     | 201 - Manufacture of basic chemicals, fertilizers and nitrogen compounds, plastic and synthetic rubber in primary forms | 99.55%                             |

**III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:**

| SI No | Name & Address of the Company   | CIN/GLN               | HOLDING/<br>SUBSIDIARY/<br>ASSOCIATE | % OF<br>SHARES<br>HELD | APPLICABLE<br>SECTION |
|-------|---|-----------------------|--------------------------------------|------------------------|-----------------------|
| 1     | APL ENGINEERING SERVICES PVT LTD D/6 Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai - 400 018 | U28910MH2008PTC179777 | WHOLLY OWNED SUBSIDIARY              | 100                    | 2(87)                 |
| 2     | APL INFOTECH LTD D/6 Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai - 400 018                 | U99999MH2001PLC134291 | SUBSIDIARY                           | 51                     | 2(87)                 |

**IV SHAREHOLDING PATTERN:**  
(Equity Share capital Break up as % to total Equity)  
**I) CATEGORY-WISE SHAREHOLDING:**

| Category of Shareholders   | No. of Shares held at the beginning of the year i.e 01.04.2015 |             |                 |                   | No. of Shares held at the end of the year i.e 31.03.2016 |             |                 |                   | % change during the year |
|--|--|-------------|-----------------|-------------------|--|-------------|-----------------|-------------------|--------------------------|
|  | Demat  | Physical    | Total           | % of Total Shares | Demat  | Physical    | Total           | % of Total Shares |                          |
| <b>A. Promoters</b>  |  |             |                 |                   |  |             |                 |                   |                          |
| (1) Indian   |  |             |                 |                   |  |             |                 |                   |                          |
| a) Individual/HUF  | 11554990   | 0           | 11554990        | 42                | 23109980   | 0           | 23109980        | 42.00             | 0.00                     |
| b) Central Govt.or State Govt.   | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0.00              | 0.00                     |
| c) Bodies Corporates   | 8572385  | 0           | 8572385         | 31.16             | 17144770   | 0           | 17144770        | 31.16             | 0.00                     |
| d) Bank/FI   | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.00                     |
| e) Any other   | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.00                     |
| <b>SUB TOTAL (A) (1)</b>   | <b>20127375</b>  | <b>0</b>    | <b>20127375</b> | <b>73.16</b>      | <b>40254750</b>  | <b>0</b>    | <b>40254750</b> | <b>73.16</b>      | <b>0.00</b>              |
| (2) Foreign  |  |             |                 |                   |  |             |                 |                   |                          |
| a) NRI- Individuals  | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.00                     |
| b) Other Individuals   | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.00                     |
| c) Bodies Corp.  | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.00                     |
| d) Banks/FI  | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.00                     |
| e) Any other...  | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.00                     |
| <b>SUB TOTAL (A) (2)</b>   | <b>0</b>   | <b>0</b>    | <b>0</b>        | <b>0</b>          | <b>0</b>   | <b>0</b>    | <b>0</b>        | <b>0</b>          | <b>0.00</b>              |
| <b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>               | <b>20127375</b>  | <b>0</b>    | <b>20127375</b> | <b>73.16</b>      | <b>40254750</b>  | <b>0</b>    | <b>40254750</b> | <b>73.16</b>      | <b>0.00</b>              |
| <b>B. PUBLIC SHAREHOLDING</b>  |  |             |                 |                   |  |             |                 |                   |                          |
| (1) Institutions   |  |             |                 |                   |  |             |                 |                   |                          |
| a) Mutual Funds  | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.00                     |
| b) Banks/FI  | 0  | 5000        | 5000            | 0.020             | 1000   | 1000        | 2000            | 0.004             | -0.016                   |
| c) Cenntral govt   | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.00                     |
| d) State Govt.   | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.00                     |
| e) Venture Capital Fund  | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.00                     |
| f) Insurance Companies   | 0  | 1000        | 1000            | 0                 | 0  | 0           | 0               | 0                 | 0.00                     |
| g) FIIS  | 0  | 0           | 0               |                   | 0  | 0           | 0               | 0                 | 0.00                     |
| h) Foreign Venture Capital Funds                                       | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.00                     |
| i) Others (specify)  | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.00                     |
| <b>SUB TOTAL (B)(1)</b>  | <b>0</b>   | <b>6000</b> | <b>6000</b>     | <b>0.020</b>      | <b>1000</b>  | <b>1000</b> | <b>2000</b>     | <b>0.004</b>      | <b>-0.016</b>            |
| (2) Non Institutions   |  |             |                 |                   |  |             |                 |                   |                          |
| a) Bodies corporates   |  |             |                 |                   |  |             |                 |                   |                          |
| i) Indian  | 181885   | 3785545     | 3967430         | 14.42             | 454207   | 7571140     | 8025347         | 14.59             | 0.16                     |
| ii) Overseas   | 0  | 0           | 0               | 0                 | 0  | 0           | 0               | 0                 | 0.00                     |
| b) Individuals   |  |             |                 |                   |  |             |                 |                   | 0.00                     |
| i) Individual shareholders holding nominal share capital upto ₹ 1 lakh | 1488692  | 1476675     | 2965367         | 10.78             | 3166760  | 2543990     | 5710750         | 10.38             | -0.40                    |

| Category of Shareholders   | No. of Shares held at the beginning of the year i.e 01.04.2015 |                |                 |                   | No. of Shares held at the end of the year i.e 31.03.2016 |                 |                 |                   | % change during the year |
|--|--|----------------|-----------------|-------------------|--|-----------------|-----------------|-------------------|--------------------------|
|  | Demat  | Physical       | Total           | % of Total Shares | Demat  | Physical        | Total           | % of Total Shares |                          |
| ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakh | 222415   | 121500         | 343915          | 1.25              | 828889   | 135000          | 963889          | 1.75              | 0.50                     |
| c) Others (specify)  |  |                |                 |                   |  |                 |                 |                   |                          |
| Non Resident Individuals (Non Rep)   | 2900   | 0              | 2900            | 0.01              | 23462  | 0               | 23462           | 0.04              | 0.03                     |
| Non Resident Individuals (Rep)   | 97013  | 0              | 97013           | 0.35              | 39802  | 0               | 39802           | 0.18              | -0.18                    |
| <b>SUB TOTAL (B)(2):</b>   | <b>1992905</b>   | <b>5383720</b> | <b>7376625</b>  | <b>26.81</b>      | <b>4513120</b>   | <b>10250130</b> | <b>14763250</b> | <b>26.83</b>      | <b>0.02</b>              |
| <b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>                              | <b>1992905</b>   | <b>5389720</b> | <b>7382625</b>  | <b>26.84</b>      | <b>4514120</b>   | <b>10251130</b> | <b>14765250</b> | <b>26.84</b>      | <b>0.00</b>              |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                           | <b>0</b>   | <b>0</b>       | <b>0</b>        | <b>0</b>          | <b>0</b>   | <b>0</b>        | <b>0</b>        | <b>0</b>          | <b>0.00</b>              |
| <b>Grand Total (A+B+C)</b>   | <b>22120280</b>  | <b>5389720</b> | <b>27510000</b> | <b>100.00</b>     | <b>44768870</b>  | <b>10251130</b> | <b>55020000</b> | <b>100.00</b>     | <b>0.00</b>              |

#### II) SHARE HOLDING OF PROMOTERS:

| SI No. | Shareholders Name                        | Shareholding at the beginning of the year |                                  |  | Shareholding at the end of the year |                                  |  | % change in share holding during the year |
|--------|--|---|----------------------------------|--|-------------------------------------|----------------------------------|--|---|
|        |  | No of shares                              | % of total shares of the company | % of shares pledged / encumbered to total shares | No of shares                        | % of total shares of the company | % of shares pledged / encumbered to total shares |   |
| 1      | HEMANT KUMAR RUIA                        | 10999465                                  | 39.98                            | 0  | 21998930                            | 39.98                            | 0  | 0.00                                      |
| 2      | SHALINI RUIA                             | 555525                                    | 2.02                             | 0  | 1111050                             | 2.02                             | 0  | 0.00                                      |
| 3      | MULTIWYN INVESTMENTS & HOLDINGS PVT LTD. | 6032385                                   | 21.93                            | 0  | 12064770                            | 21.93                            | 0  | 0.00                                      |
| 4      | CHEFAIR INVESTMENT PVT. LTD.             | 2540000                                   | 9.23                             | 0  | 5080000                             | 9.23                             | 0  | 0.00                                      |
|        | <b>TOTAL</b>                             | <b>20127375</b>                           | <b>73.16</b>                     | <b>0</b>   | <b>40254750</b>                     | <b>73.16</b>                     | <b>0</b>   | <b>0.00</b>                               |

Note: There are no changes in the Promoter's Shareholding during Financial Year 2015-2016. The Change in number of shares is due to issue of Bonus Shares in the ratio of 1:1

#### III) CHANGE IN PROMOTERS' SHAREHOLDING:

There are no changes in the Promoter's shareholding during the Financial Year 2015-16. The Change in number of shares is due to issue of Bonus Shares in the ratio of 1:1.

**IV) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS:**  
(other than Directors, Promoters & Holders of GDRs & ADRs)

| Sl. No   | For Each of the Top 10 Shareholders                                     | Shareholding |                                  | Cumulative Shareholding during the year |                                  |
|----------|---|--------------|----------------------------------|---|----------------------------------|
|          |   | No of shares | % of total shares of the company | No of shares                            | % of total shares of the company |
| <b>1</b> | <b>INDIA CARBON LTD</b>   |              |                                  |   |                                  |
|          | At the beginning of the year i.e 01.04.2015                             | 3495000      | 12.70                            | 3495000                                 | 12.70                            |
|          | Bonus Equity shares issued in the Ratio 1:1 vide Record date 09/10/2015 | 3495000      | 12.70                            | 6990000                                 | 12.70                            |
|          | At the end of the year i.e 31.03.2016                                   | 6990000      | 12.70                            | 6990000                                 | 12.70                            |
| <b>2</b> | <b>GONERIL INVESTMENT &amp; TRDG COMPANY LTD</b>                        |              |                                  |   |                                  |
|          | At the beginning of the year i.e 01.04.2015                             | 127500       | 0.46                             | 127500                                  | 0.46                             |
|          | Bonus Equity shares issued in the Ratio 1:1 vide Record date 09/10/2015 | 127500       | 0.46                             | 255000                                  | 0.46                             |
|          | At the end of the year i.e 31.03.2016                                   | 255000       | 0.93                             | 255000                                  | 0.93                             |
| <b>3</b> | <b>TOWER INVESTMENT &amp; TRADING CO LIMITED</b>                        |              |                                  |   |                                  |
|          | At the beginning of the year i.e 01.04.2015                             | 125125       | 0.45                             | 125125                                  | 0.45                             |
|          | Bonus Equity shares issued in the Ratio 1:1 vide Record date 09/10/2015 | 125125       | 0.45                             | 250250                                  | 0.45                             |
|          | At the end of the year i.e 31.03.2016                                   | 250250       | 0.45                             | 250250                                  | 0.45                             |
| <b>4</b> | <b>DIPAK HIMATSINGKA</b>  |              |                                  |   |                                  |
|          | At the beginning of the year i.e 01.04.2015                             | 122415       | 0.44                             | 122415                                  | 0.44                             |
|          | Bonus Equity shares issued in the Ratio 1:1 vide Record date 09/10/2015 | 122415       | 0.44                             | 244830                                  | 0.44                             |
|          | At the end of the year i.e 31.03.2016                                   | 244830       | 0.44                             | 244830                                  | 0.44                             |
| <b>5</b> | <b>MITA DIPAK SHAH</b>  |              |                                  |   |                                  |
|          | At the beginning of the year i.e 01.04.2015                             | 100000       | 0.36                             | 100000                                  | 0.36                             |
|          | Bonus Equity shares issued in the Ratio 1:1 vide Record date 09/10/2015 | 100000       | 0.36                             | 200000                                  | 0.36                             |
|          | Decreased (Sale of Shares) - 18.12.2015                                 | -40000       | -0.07                            | 160000                                  | 0.29                             |
|          | Decreased (Sale of Shares) - 31.12.2015                                 | -10000       | -0.02                            | 150000                                  | 0.27                             |
|          | Decreased (Sale of Shares) - 11.01.2016                                 | -25000       | -0.05                            | 125000                                  | 0.23                             |
|          | Decreased (Sale of Shares) - 18.01.2016                                 | -25000       | -0.05                            | 100000                                  | 0.18                             |
|          | Decreased (Sale of Shares) -25.01.2016                                  | -100000      | -0.18                            | 0                                       | 0.00                             |
|          | At the end of the year i.e 31.03.2016                                   | Nil          | Nil                              | Nil                                     | Nil                              |
| <b>6</b> | <b>NAVBHARAT METAL CONTAINERS PRIVATE LIMITED</b>                       |              |                                  |   |                                  |
|          | At the beginning of the year i.e 01.04.2015                             | 88655        | 0.32                             | 88655                                   | 0.32                             |
|          | Increased (Dematerialization of Shares) -17.07.2015                     | 1980         | 0.01                             | 90635                                   | 0.33                             |
|          | Bonus Equity shares issued in the Ratio 1:1 vide Record date 09/10/2015 | 90635        | 0.33                             | 181270                                  | 0.33                             |
|          | At the end of the year i.e 31.03.2016                                   | 181270       | 0.33                             | 181270                                  | 0.33                             |
| <b>7</b> | <b>ANITA HIMATSINGKA</b>  |              |                                  |   |                                  |
|          | At the beginning of the year i.e 01.04.2015                             | 675000       | 2.45                             | 675000                                  | 2.45                             |
|          | Bonus Equity shares issued in the Ratio 1:1 vide Record date 09/10/2015 | 675000       | 2.45                             | 1350000                                 | 2.45                             |
|          | At the end of the year i.e 31.03.2016                                   | 1350000      | 2.45                             | 1350000                                 | 2.45                             |
| <b>8</b> | <b>VIVEK HIMATSINGKA</b>  |              |                                  |   |                                  |
|          | At the beginning of the year i.e 01.04.2015                             | 13500        | 0.05                             | 13500                                   | 0.05                             |
|          | Increased (Transfer from Rohini Himatsingka) - 17/04/2015               | 54000        | 0.20                             | 67500                                   | 0.25                             |
|          | Bonus Equity shares issued in the Ratio 1:1 vide Record date 09/10/2015 | 67500        | 0.25                             | 135000                                  | 0.25                             |
|          | At the end of the year i.e 31.03.2016                                   | 135000       | 0.25                             | 135000                                  | 0.25                             |

| Sl. No    | For Each of the Top 10 Shareholders  | Shareholding |                                  | Cumulative Shareholding during the year |                                  |
|-----------|--|--------------|----------------------------------|---|----------------------------------|
|           |  | No of shares | % of total shares of the company | No of shares                            | % of total shares of the company |
| <b>9</b>  | <b>ROHINI HIMATSINGKA</b>  |              |                                  |   |                                  |
|           | At the beginning of the year i.e 01.04.2015  | 54000        | 0.20                             | 54000                                   | 0.20                             |
|           | Decreased (Transfer to Vivek Himatsingka) - 17/04/2015                                 | -54000       | -0.20                            | 0                                       | 0.00                             |
|           | At the end of the year i.e 31.03.2016  | NIL          | NIL                              | NIL                                     | 0                                |
| <b>10</b> | <b>DIPAK KANAYALAL SHAH</b>  |              |                                  |   |                                  |
|           | At the beginning of the year i.e 01.04.2015  | 50000        | 0.18                             | 50000                                   | 0.18                             |
|           | Decreased (Sale of shares) 08/05/2015  | -50000       | -0.18                            | 0                                       | 0.00                             |
|           | At the end of the year i.e 31.03.2016  | Nil          | Nil                              | Nil                                     | Nil                              |
| <b>11</b> | <b>SHAAJI PALLIYATH</b>  |              |                                  |   |                                  |
|           | At the beginning of the year i.e 01.04.2015  | 50000        | 0.18                             | 50000                                   | 0.18                             |
|           | Decreased (Sale of shares) 24/07/2015  | -50000       | -0.18                            | 0                                       | 0.00                             |
|           | At the end of the year i.e 31.03.2016  | Nil          | Nil                              | Nil                                     | Nil                              |
| <b>12</b> | <b>SADHANA JAYENDRA MASTER</b>   |              |                                  |   |                                  |
|           | At the beginning of the year i.e 01.04.2015  | 34635        | 0.13                             | 34635                                   | 0.13                             |
|           | Increased (Purchase of shares) 17.07.2015  | 5000         | 0.02                             | 39635                                   | 0.14                             |
|           | Bonus Equity shares issued by the Company in the Ratio I:1 vide Record date 09/10/2015 | 39635        | 0.14                             | 79270                                   | 0.14                             |
|           | At the end of the year i.e 31.03.2016  | 79270        | 0.14                             | 79270                                   | 0.14                             |
| <b>13</b> | <b>PAYAL HIMATSINGKA</b>   |              |                                  |   |                                  |
|           | At the beginning of the year i.e 01.04.2015  | 38250        | 0.14                             | 38250                                   | 0.14                             |
|           | Bonus Equity shares issued by the Company in the Ratio I:1 vide Record date 09/10/2015 | 38250        | 0.14                             | 76500                                   | 0.14                             |
|           | At the end of the year i.e 31.03.2016  | 76500        | 0.14                             | 76500                                   | 0.14                             |

**Note :**

I The above mentioned information is based on weekly beneficiary position from the Depositories

**v) SHAREHOLDING OF DIRECTORS & KMP:**

| Sl. No   | For Each of the Directors & KMP  | Shareholding |                                  | Cumulative Shareholding during the year |                                  |
|----------|--|--------------|----------------------------------|---|----------------------------------|
|          |  | No of shares | % of total shares of the company | No of shares                            | % of total shares of the company |
| <b>1</b> | <b>Mr . Hemant Kumar Ruia</b>  |              |                                  |   |                                  |
|          | At the beginning of the year i.e 01.04.2015  | 10999465     | 39.98                            | 10999465                                | 39.98                            |
|          | Bonus Equity shares issued by the Company in the Ratio I:1 vide Record date 09/10/2015 | 10999465     | 39.98                            | 21998930                                | 39.98                            |
|          | At the end of the year i.e 31.03.2016  | 21998930     | 39.98                            | 21998930                                | 39.98                            |
| <b>2</b> | <b>Mr. Ajay Puranik</b>  |              |                                  |   |                                  |
|          | At the beginning of the year i.e 01.04.2015  | 250          | 0.001                            | 250                                     | 0.001                            |
|          | Bonus Equity shares issued by the Company in the Ratio I:1 vide Record date 09/10/2015 | 250          | 0.001                            | 500                                     | 0.001                            |
|          | At the end of the year i.e 31.03.2016  | 500          | 0.001                            | 500                                     | 0.001                            |

**Note :**

- Mr. A S Nagar, Dr. P H Vaidya, Dr. M K Sinha, Mr. K K Seksaria, Mr. B M Jindal and Ms. Nimisha Dutia did not hold any shares of the Company during the FY 2015-16.
- Mr. Pramod Sharma, Chief Financial Officer of the Company, who is a Key Managerial Personnel, did not hold any shares of the Company during the FY 2015-16.

## V INDEBTEDNESS:

₹ In Lakhs

| Indebtedness of the Company including interest outstanding/accrued but not due for payment |                                  |                 |          |                    |
|--|----------------------------------|-----------------|----------|--------------------|
|  | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
| <b>Indebtedness at the beginning of the financial year</b>                                 |                                  |                 |          |                    |
| i) Principal Amount  | 5625.53                          | 295.95          | -        | 5921.48            |
| ii) Interest due but not paid  | -                                | -               | -        | 0                  |
| iii) Interest accrued but not due  | 5.97                             | -               | -        | 5.97               |
| <b>Total (i+ii+iii)</b>  | <b>5631.5</b>                    | <b>295.95</b>   | <b>0</b> | <b>5927.45</b>     |
| Change in Indebtedness during the financial year   |                                  |                 |          |                    |
| Additions  |                                  | 959.60          | -        | 959.6              |
| Reduction  | 537.77                           | 889.05          | -        | 1426.82            |
| <b>Net Change</b>  | <b>(537.77)</b>                  | <b>70.55</b>    | <b>-</b> | <b>(467.22)</b>    |
| <b>Indebtedness at the end of the financial year</b>                                       |                                  |                 |          |                    |
| i) Principal Amount  | 5087.76                          | 366.5           | -        | 5454.26            |
| ii) Interest due but not paid  | -                                | -               | -        | 0                  |
| iii) Interest accrued but not due  | 4.00                             | -               | -        | 4.00               |
| <b>Total (i+ii+iii)</b>  | <b>5091.76</b>                   | <b>366.5</b>    | <b>0</b> | <b>5458.26</b>     |

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

₹ In Lakhs

| Sl.No | Particulars of Remuneration  | Chairman & Managing Director |
|-------|--|------------------------------|
| 1     | <b>Gross salary</b>  | Shri Hemant Kumar Ruia       |
|       | (a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961. | 30.60                        |
|       | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961                   | 4.05                         |
|       | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961    | -                            |
| 2     | Stock option   | -                            |
| 3     | Sweat Equity   | -                            |
| 4     | Commission   | -                            |
|       | as % of profit   | -                            |
|       | others (specify)   | -                            |
| 5     | Others, please specify   | -                            |
|       | <b>Total (A)</b>   | <b>34.65</b>                 |
|       | <b>Ceiling as per the Act</b>  | <b>36.00</b>                 |



**B. Remuneration to other directors:**

Amt. in ₹

| Sl.No | Particulars of Remuneration                      | Name of the Directors  |               |              |                |                 |
|-------|--|--|---------------|--------------|----------------|-----------------|
|       |  | Shri K K Seksaria  | Dr P H Vaidya | Dr M K Sinha | Shri A S Nagar | Shri B M Jindel |
| 1     | Independent Directors                            |  |               |              |                |                 |
|       | (a) Fee for attending board / committee meetings | 12500  | 16500         | 10500        | 10500          | 19000           |
|       | (b) Commission                                   | -  | -             | -            | -              | -               |
|       | (c) Others, please specify                       | -  | -             | -            | -              | -               |
|       | <b>Total (1)</b>                                 | <b>12500</b>   | <b>16500</b>  | <b>10500</b> | <b>10500</b>   | <b>19000</b>    |
| 2     | Other Non Executive Directors                    | Ms. Nimisha Dutia  |               |              |                |                 |
|       | (a) Fee for attending board committee meetings   | 2500   |               |              |                |                 |
|       | (b) Commission                                   | -  |               |              |                |                 |
|       | (c) Others, please specify.                      | -  |               |              |                |                 |
|       | <b>Total (2)</b>                                 | <b>2500</b>  |               |              |                |                 |
|       | <b>Total (B)=(1+2)</b>                           | <b>71,500</b>  |               |              |                |                 |
|       | <b>Total Managerial Remuneration</b>             |  |               |              |                |                 |
|       | <b>Overall Ceiling as per the Act.</b>           | ₹ 12.35 Lakhs (being 1% of the Net profits of the Company calculated as per section 198 of the Companies Act, 2013.) |               |              |                |                 |

**C. Remuneration to Key Managerial Personnel Other Than MD/MANAGER/WTD**

₹ In Lakhs

| Sl. No. | Particulars of Remuneration  | Key Managerial Personnel |                    |              |
|---------|--|--------------------------|--------------------|--------------|
|         |  | Company Secretary        | CFO                | Total        |
| 1       | Gross Salary   | Shri Ajay Puranik        | Shri Pramod Sharma |              |
|         | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. | 23.06                    | 12.38              | 35.44        |
|         | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961                       | 1.35                     | 0.40               | 1.75         |
|         | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961        | -                        | -                  | 0            |
| 2       | Stock Option   | -                        | -                  | 0            |
| 3       | Sweat Equity   | -                        | -                  | 0            |
| 4       | Commission   | -                        | -                  | 0            |
|         | as % of profit   | -                        | -                  | 0            |
|         | others, specify  | -                        | -                  | 0            |
| 5       | Others, please specify   | -                        | -                  | 0            |
|         | <b>Total</b>   | <b>24.41</b>             | <b>12.78</b>       | <b>37.19</b> |

## VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties/punishment / compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any during the year.

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

**ANNEXURE II****FORM AOC - I**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing Salient Features of Financial Statement of Subsidiaries/Associate Companies/Joint Ventures

**Part "A": Subsidiaries**

| SI No. | Particulars   | Details                 |                                    |
|--------|---|-------------------------|------------------------------------|
| 1      | Sl. No.   | 1                       | 2                                  |
| 2      | Name of the subsidiary  | APL Infotech Ltd        | APL Engineering Services Pvt. Ltd. |
| 3      | The date since when the subsidiary was acquired   | 16/05/2006              | 7/3/2008                           |
| 4      | Reporting period for the subsidiary concerned, if different from the holding Company's reporting                            | Same as Holding Company | Same as Holding Company            |
| 5      | Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries | Not Applicable          | Not Applicable                     |
| 6      | Share Capital   | 117.15                  | 100                                |
| 7      | Reserves & Surplus  | (31.39)                 | (319.01)                           |
| 8      | Total assets  | 1175.37                 | 654                                |
| 9      | Total liabilities   | 1089.61                 | 873.01                             |
| 10     | Investments   | -                       | -                                  |
| 11     | Turnover  | -                       | 277.1                              |
| 12     | Profit before taxation  | -                       | 8.57                               |
| 13     | Provision for taxation  | -                       | 1.64                               |
| 14     | Profit after taxation   | -                       | 6.93                               |
| 15     | Proposed Dividend   | -                       | -                                  |
| 16     | Extent of shareholding (In percentage)  | 51%                     | 100%                               |

**Part "B": Subsidiaries Associate Companies/Joint Ventures - Not Applicable**

**ANNEXURE III****Form AOC-2**

(Pursuant to clause (h) of sub section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contract/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis for the year ended March 31, 2016 are as follows.

| Name of the Related party & Nature of Contract | Nature of Relationship | Duration of Contract | Salient terms | Amount in (₹) |
|--|------------------------|----------------------|---------------|---------------|
| NIL  | NIL                    | NIL                  | NIL           | NIL           |

2. Details of Material Contracts or arrangements or transactions at Arm's length basis for the year ended March 31st, 2016 are as follows:

| Name of the Related party & Nature of Contract | Nature of Relationship | Duration of Contract | Salient Terms | Amount in (₹) |
|--|------------------------|----------------------|---------------|---------------|
| NIL  | NIL                    | NIL                  | NIL           | NIL           |

For and on behalf of the Board

Place: Mumbai  
Date: 05.08.2016

**Hemant Kumar Ruia**  
Chairman & Managing Director

**Form No. MR 3**  
**Secretarial Audit Report**  
**For the Financial Year Ended 31st March, 2016**  
**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
Amines & Plasticizers Limited,  
Poal and Enclave,  
C/o Pranati Builders Pvt Ltd.  
Principal J B Road, Chenikuthi,  
Guwahati, Assam -781003

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Amines & Plasticizers Limited (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2016 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not Applicable during the audit period)
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable during the audit period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable during the audit period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable during the audit period)and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable during the audit period)

- (i) I have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable acts, Laws and Regulations to the Company. The list of major head/ groups of Acts, Laws and Regulations as applicable to the Company are as follows :
- i. Factories Act, 1948.
  - ii. Environment Protection Act 1986;
  - iii. Water/Air (Prevention and control of pollution) Act, 1974;
  - iv. Income Tax Act and other Indirect Tax laws;
  - v. All applicable Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, workmen compensation etc ;
  - vi. Industrial Dispute Act;
  - vii. Hazardous Chemical Rules
  - viii. The Manufacture, Storage and Import of Hazardous Chemical Rules, 1989
  - ix. Trademarks Act, 1999
  - x. The Shop and Establishment Act

**I have also examined compliance with the applicable clauses of the following:**

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with the BSE Limited.
- iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (with effect from December 1, 2015)

To the best of my knowledge and belief, during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

I further report that

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through as there are no dissenting members' views.

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

I further report that during the audit period the company has passed following two special Resolutions in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc.

1. Adoption of new set of Articles of Association of the Company.
2. Issue of Bonus Shares in the ratio 1:1 to its existing Equity Shareholders.

**For SK Makhija & Associates**

**Suman Makhija**

Practising Company Secretary  
ACS 31535  
CP No. 13322

Place: Mumbai  
Date: 05.08.2016

### A. Conservation of Energy:

#### a. Energy conservation measures taken:

##### I. Electrical Energy

1. Continuous and Effective upgradation of the Electrical system to minimise losses.
2. Strict adherence to predictive/preventive maintenance schedule has resulted reduced Production downtime.
3. Switching over to energy efficient lighting, which has not only resulted in enhancing LUX levels, but has also proved to be effective in power saving.
4. All efforts are made to maintain Power factor at higher level to minimize maximum demand & electrical losses.
5. Installation of VFD for Boiler & Thermopac Blower application has ensured reduction in Electricity consumption.
6. Installation of new Transformer has not only resulted in better efficient power supply, but also has helped in reducing losses.

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

1. Efficiently operating the new Briquette fired Thermopac has not only ensured significant reduction of consumption of LDO but also considerably reduced emission of SO<sub>2</sub>.
2. Optimum usage of Additives for bio mass fuel & Fuel oil has resulted in achieving better efficiency.
3. Maintaining insulations in good conditions on Pipelines/Equipments & replacing them wherever necessary has resulted in better heat efficiency.
4. Continuous usage additives and other treatment for boiler feed water has helped in maintaining better Thermal efficiency.
5. Effective maintenance and use of water treatment chemicals has helped in achieving better heat transfer.

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

1. Installation of some balancing equipments is proposed to not only to increase and obtain better plant capacities but also to commercialise few new value added products so that optimum plant utilization can be achieved and thereby reduction in energy consumption per unit of production.
2. Installation of VFD for Air compressor to reduce electricity consumption



**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 will result in higher plant production mix at lower energy consumption levels. This will result 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>Sr No.</b> |  | <b>Current Year 2015-16<br/>(₹ In Lakhs)</b> | <b>Previous Year 2014-15<br/>(₹ In Lakhs)</b> |
|---------------|--|--|---|
| 1             | Foreign exchange earned Export of goods on FOB basis | <b>9123.41</b>                               | 11936.06                                      |
| 2             | CIF value of Imports                                 | <b>5714.33</b>                               | 6775.11                                       |
| 3             | Expenditure in foreign currencies                    | <b>188.14</b>                                | 185.87  |

**For and on behalf of the Board**

Place: Mumbai  
Date: 05.08.2016

**Hemant Kumar Ruia**  
Chairman & Managing Director

**FORM A**

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

|   | <b>For the year ended<br/>31.03.2016</b> | <b>For the year ended<br/>31.03.2015</b> |
|---|--|--|
| <b>A. Power and Fuel Consumption :</b>                  |  |  |
| 1. Electricity  |  |  |
| (a) Purchased Units/Lakhs                               | <b>44.15</b>                             | 47.84                                    |
| Total amount (₹ in Lakhs)                               | <b>348.41</b>                            | 346.96                                   |
| Cost per unit – ₹                                       | <b>7.89</b>                              | 7.25                                     |
| (b) Own Generation                                      |  |  |
| (i) Through Diesel                                      |  |  |
| Generator Set :   |  |  |
| Units generated/Lakhs                                   | <b>NEGLIGIBLE</b>                        | NEGLIGIBLE                               |
| Units per Ltr. of Diesel Oil                            | <b>NEGLIGIBLE</b>                        | NEGLIGIBLE                               |
| Cost – ₹ / Unit   | <b>NEGLIGIBLE</b>                        | NEGLIGIBLE                               |
| (ii) Through Steam Turbine/Generator                    | <b>NIL</b>                               | NIL                                      |
| 2. Coal (specify quality and where used)                | <b>NIL</b>                               | NIL                                      |
| 3. Furnace Oil Quantity – M.T.                          | <b>2082</b>                              | 257                                      |
| Total amount – ₹ in Lakhs                               | <b>408.30</b>                            | 106.25                                   |
| Average rate – ₹ / M.T.                                 | <b>19612</b>                             | 41354                                    |
| 4. Others/internal generation Light Diesel Oil – K Ltrs | <b>115</b>                               | 355                                      |
| Total amount – ₹ in Lakhs                               | <b>47.35</b>                             | 209.94                                   |
| Average rate – ₹ /K. Ltr.                               | <b>41153</b>                             | 59113                                    |
| 5. Others/internal generation Briquettes – MT           | <b>9452</b>                              | 15334                                    |
| Total amount – ₹ in Lakhs                               | <b>602.59</b>                            | 959.63                                   |
| Average rate – ₹ /MT.                                   | <b>6375</b>                              | 6258                                     |

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

|  | <b>Standards<br/>(if any)</b> | <b>For the year<br/>ended 31.3.2016</b> | <b>For the year ended<br/>31.3.2015</b> |
|--|-------------------------------|---|---|
| Products                                       |                               |   |   |
| <b>Alkyl Alknoamines (Average Consumption)</b> |                               |   |   |
| Furnace Oil (per MT)                           | Ltrs                          | <b>163</b>                              | 16                                      |
| L.D.O. (per MT)                                | Ltrs                          | <b>9</b>                                | 37                                      |
| Electricity (per MT)                           | Ltrs                          | <b>182</b>                              | 210                                     |
| Briquette (per KG)                             | Kgs                           | <b>734</b>                              | 1073                                    |

**FORM B**

## Form for disclosure of particulars with respect to absorption

|  |   |
|--|---|
| 1. Specific areas in which the Research & Development carried out by the company   | The Research & Development efforts are focused on<br>a) Developing oil field chemicals for drilling was successfully and exported in high volume.<br>b) Development of new import substitutes.<br>c) Development of export potential molecule in the field of Alkanolamines and Alkyl morpholines.<br>d) Upgradation of existing product quality and technology to reduce / optimize cost of manufacturing .<br>e) Conservation of energy, fuel and waste<br>f) Developed new ethoxylate, propoxylate block polymers. |
| 2. Benefits derived as a result of the above R&D   | a) Ethoxylates and Propoxylates has value added to our product range.<br>b) Modification in existing plants equipment, design and process has enhanced yield and quality.<br>c) Products developed has enhanced local and export market<br>d) Continual growth in specialty product / formulation for Gas plant, Natural gas, Fertilizers and Ammonia plants and local power Plants for CO2 recovery.   |
| 3. Future plan of action   | a) Research and development work to develop new products and formulations for block polymers application in auto rubber auxiliaries.<br>b) To develop specialty organic products for local and international customers.<br>c) To adopt innovative technology to increase product yield and quality.<br>d) To develop import substitutes in R & D.   |
| 4. Expenditure on R&D  | a) Capital ₹ 10.08 Lakhs<br>b) Recurring ₹ 116.67 Lakhs<br>c) Total ₹ 126.75 Lakhs<br>d) Total R&D expenditure as a percentage of turnover 0.49%  |
| 5. Technology absorption , adaptation and innovation<br><br>A) Efforts, in brief, made Towards technology absorption , adaptation and innovation   | a) Based on our R & D efforts Company had developed new process & products through technology absorption.<br>b) R & D had developed Novel Synthesis of Ethoxylates in pilot plant with innovations.<br>c) Absorption of recently developed synthetic process has resulted in commercializing new range of products to cater needs of local and overseas customers.<br>d) Technical expertise has been targeted through seminars, symposiums, industrial exhibitions and library work.                                 |
| B) Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, import substitution etc.   | a) Sustainable growth in newly developed products in R & D resulting in enhancement of finances<br>b) Satisfy customer requirements within defined schedules<br>c) Growth in customer chain due to development of versatile products.<br>d) Renewal of ISO certification of ISO 9001 – 1010; ISO 14001 – 2004 & OHHAS 18001/2007.   |
| 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<br>a) Technology imported<br>b) Year of import<br>c) Has technology been fully absorbed<br>d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans and actions . | No technology imported<br><br>N.A.<br>N.A.<br>N.A.<br>N.A.  |

For and on behalf of the Board

Place: Mumbai  
Date: 05.08.2016**Hemant Kumar Ruia**  
Chairman & Managing Director

| Particulars pursuant to section 197(12) and relevant Rules |   |  |
|--|---|--|
| a  | the ratio of the remuneration of each director* to the median remuneration of the employees of the company for the financial year   | Shri Hemant Kumar Ruia, Chairman & Managing Director - 11:1  |
| b  | the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year   | MD : Nil<br>CFO : 10%<br>CS : 15%  |
| c  | the percentage increase in the median remuneration of employees in the financial year;  | 10%  |
| d  | the number of permanent employees on the rolls of company   | 154  |
| e  | average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; | The average increase in remuneration of the employees of the Company including the Chief Financial Officer is 10%. Increase in remuneration of the Company Secretary is 15%. The increase in remuneration of employees is generally in line with the increase in remuneration of the Managerial Remuneration. The Chairman and Managing Director's Remuneration was revised on 10th February, 2016 to ₹ 80.88 lakhs all inclusive effective 1st April, 2016. |
| f  | affirmation that the remuneration is as per the remuneration policy of the company.   | It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.   |

\* Only sitting fees paid to Non-executive Director as detailed in Corporate Governance Report.

**ANNEXURE VII****ANNUAL REPORT ON  
CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

1. A brief outline of the company's CSR policy including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

The Company has been undertaking CSR activities since past two years. The Company identifies certain projects which are then shortlisted and finalized by the CSR Committee and approved by the Board.

The Company has framed a CSR policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the company's website and the web link for the same is <http://www.amines.com/pdf/policies/CORPORATE-SOCIAL-RESPONSIBILITY-CSR-POLICY.pdf>

2. Composition of CSR Committee
- Dr. P.H. Vaidya - Independent Director – Chairman of the Committee
  - Mr. Hemant Kumar Ruia – Chairman & Managing Director
  - Mr. B.M. Jindel – Independent Director

3. Average Net Profit of the Company for last three financial years  
Average Net Profit : ₹ 767.69 Lakhs

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above)  
The Company is required to spend ₹ 15.35 Lakhs towards CSR for the Financial Year 2015-16.

5. Details of CSR spent during the Financial Year :-
- Total Amount to be spent for the Financial Year : ₹ 15.35 Lakhs.
  - Total Amount spent during the year : ₹ 15.50 Lakhs
  - Amount unspent, if any: Not Applicable
  - Manner in which the amount spent during the financial year is detailed below:

|              |                                     |  |   |   |   |  | ₹ In Lakhs  |
|--------------|-------------------------------------|--|---|---|---|--|---|
| 1            | 2                                   | 3                                      | 4   | 5   | 6   | 7  | 8   |
| Sr. No.      | CSR Projects/ Activities identified | Sector in which the project is covered | Projects or programs Local area or other Specify the State and district where projects or programs was undertaken | Amount outlay (budget) project or programs wise | Amount spent on the projects or programs Sub head: Direct Expenditure on projects Overheads | Cumulative Expenditure upto the reporting period | Amount spent : Direct or through implementing agency. |
| 1.           | Construction of Examination hall    | Promotion of Education, Literacy       | Ujjain.   | 15.50   | 15.50   | 15.50  | 15.50 directly by the Company                         |
| <b>Total</b> |                                     |  |   | <b>15.50</b>                                    | <b>15.50</b>  | <b>15.50</b>                                     | <b>15.50</b>  |

In accordance with the Company's CSR policy and in compliance with the Companies (Corporate Social Responsibility) Rules 2014, Amines & Plasticizers Ltd has identified a College in Ujjain, Madhya Pradesh for construction of Examination Hall keeping in mind the requirement of the students in the nearby rural areas of the Ujjain. The said activity was undertaken keeping in mind the objective of promoting education by providing favourable conditions to the students for learning and appearing for examinations from the nearby rural areas as per Schedule VII of the Companies Act, 2013 read with amendments thereunder.

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report. – Not Applicable
7. We hereby confirm that the implementation and monitoring of CSR Policy, is in compliance with the CSR Objectives and Policy of the Company.

Sd/-  
Hemant Kumar Ruia  
Chairman & Managing Director

Sd/-  
Pandurang Hari Vaidya  
Chairman of the CSR Committee



## REPORT ON CORPORATE GOVERNANCE

Amines and Plasticizers Ltd is committed to conduct its business consistent with the highest Standards of business ethics and values. Amines and Plasticizers Ltd endeavors to maintain transparency at all levels through adoption of best Corporate Governance Practice. Your Company continues to strengthen its governance principles in order to generate long term value for its stakeholders on sustainable basis.

Your Company confirms the compliance with the requirements with regards to the Corporate Governance as enlisted in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

### I. Board of Directors (Board)

#### a. Composition and Category of Directors:

The Board of Directors of your Company as on 31st March, 2016, comprises of the Chairman and Managing Director together with Five Non Executive and Independent Directors and one Non Executive and Non Independent Woman Director. The composition of the Board of Directors is in conformity with the applicable provisions of the SEBI (LODR) Regulations, 2015 as well as the Companies Act, 2013 read with applicable rules.

As mandated under Regulation 26(1) of the SEBI (LODR) Regulations, 2015, none of the Directors is a member in more than Ten Committees and none of them is a Chairperson of more than Five Committees across all listed entities in which they are Directors.

#### Board Meetings

The Meetings of the Board are held at the Corporate Office of the Company in Mumbai.

| Name of the Director  | Date of joining the Board | Category of Directorship | Attendance particulars |          | No. of other directorships and committee Chairmanship and memberships in Public Companies other than APL |            |   |
|-----------------------|---------------------------|--------------------------|------------------------|----------|--|------------|---|
|                       |                           |                          | Board Meeting          | Last AGM | Other Directorships #  | Committee@ |   |
|                       |                           |                          |                        |          |  | M          | C |
| Mr. Hemant Kumar Ruia | 30/05/1992                | CMD and Promoter         | 7                      | Yes      | 3  | -          | - |
| Mr. K.K.Seksaria      | 14/08/1984                | NE & ID                  | 5                      | No       | 3  | 2          | - |
| Dr. M. K. Sinha       | 19/12/1997                | NE & ID                  | 3                      | No       | 1  | -          | - |
| Dr. P. H. Vaidya      | 18/09/1998                | NE & ID                  | 5                      | No       | --   | -          | - |
| Mr. A. S. Nagar       | 24/01/2003                | NE & ID                  | 3                      | No       | --   | -          | - |
| Mr. B. M. Jindel      | 30/01/2007                | NE & ID                  | 6                      | No       | 1  | -          | - |
| Ms. Nimisha Dutia     | 27/08/2014                | NE                       | 1                      | No       | -  | -          | - |

M = Membership;

C = Chairmanship;

NE = Non-Executive

CMD = Chairman & Managing Director

ID = Independent;

#Directorships in Private Limited Companies excluded;

@ comprises of Audit and Stakeholder Relationship Committee of Public Limited Companies;

#### b. Independent Directors:

The Non Executive Independent Directors fulfill the conditions of Independence specified in section 149(6) of the Companies Act, 2013 and Rules made thereunder and meet with the requirement of Clause 49 of the Listing agreement entered into with the Stock Exchange. As envisaged in in Regulation 25(3) of the said Regulation the meeting of Independent Directors without the presence of non-independent directors and members of the management was held on 10th February, 2016.

#### c. Familiarization Programme for Independent Director

As envisaged in the listing agreement with the Stock Exchange / Listing Regulations suitable training in the form of awareness, latest changes in statutes/ laws was conducted to familiarize them with the Company, their roles, rights, responsibilities in the Company etc. The Board of Directors of the Company comprises of eminent persons from different fields with majority of them having vast expertise in their respective fields. Also, all the independent directors are associated with the Company since quite a long time and thus know Company's operations / practices very well.



**d. Meeting:**

During the year, 1st April, 2015 to 31st March, 2016 seven Board Meetings were held on following dates - 29th May, 2015, 07th August, 2015, 27th August, 2015, 12th October, 2015, 6th November, 2015, 10th February, 2016 and 16th March, 2016. The Board met at least once in every Calendar Quarter and the gap between two meetings did not exceed one hundred and twenty days. All these meetings had requisite quorum. The details of the attendance of the Directors at these Meetings are given in the table above.

**e. Board Agenda:**

The agenda for the Board Meeting is made by the Company Secretary in consultation with the Chairman and Managing Director of the Company. The Notice of the meeting is sent to all the directors well in advance. Every Director is free to suggest inclusion of items in the agenda. The Board meets at least once every quarter inter alia to approve the quarterly results. Additional Meetings are held whenever necessary. To enable the Board to discharge its responsibilities effectively and take informed decisions, the Chairman & Managing Director apprises the Board at every Meeting of the overall performance of your Company. The minutes are signed by the Chairman of the Board at the next Meeting. Senior management personnel are invited to provide additional inputs for the items being discussed by the Board of Directors as and when necessary.

The details of remuneration paid to the Directors is given below under the head Remuneration paid to the Directors during the year 2015-16 which forms part of Nomination and Remuneration Committee. The Board of Directors of the Company has Four mandatory Committees as on 31.03.2016.

**2. Audit Committee****a. Terms of Reference:**

The terms of reference of the Audit Committee are very wide and are in line with the regulatory requirements mandated by the Act and Part C of Schedule II of the Listing Regulations and subject to amendments in the Act from time to time. The terms of reference of Audit Committee inter alia amongst other things include mainly the following:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending the appointment, remuneration and terms of appointment of auditors of the listed entity
3. Approval of payment to statutory auditors for any other services rendered by them;
4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to: -
  - a. matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b. changes, if any, in accounting policies and practices and reasons for the same;
  - c. major accounting entries involving estimates based on the exercise of judgment by management,
  - d. compliance with accounting standards,
  - e. significant adjustments made in the financial statements arising out of audit findings;
  - f. compliance with listing and other legal requirements relating to financial statements;
  - g. disclosure of related party transactions, if any;
  - h. modified opinion(s) in the draft audit report, if any.
5. Reviewing with the management, the quarterly / half yearly financial statements before submission to the Board for approval;
6. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

7. Reviewing and monitoring the Auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments ;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the Official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends / interest) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
21. Apart from the Role defined as above the review of information as mandated by the SEBI Listing Regulations.

**b. Composition of Audit Committee:**

The Audit Committee comprises of Five Members viz. Shri Hemant Kumar Ruia, Mr. A S Nagar, Mr. B. M. Jindel, Dr. M K Sinha and Dr. P H Vaidya. Except Mr. Hemant Kumar Ruia all other members of the Audit Committee are Non-executive and Independent Directors. Shri A S Nagar relinquished his post as Chairman of Audit Committee with effect from 05th August, 2016 and in his place Shri B M Jindel was appointed as the Chairman of the Audit Committee. However, Shri A S Nagar continues to be a member of the Audit Committee. The Composition of the Audit Committee is in accordance with Regulations 18 of the SEBI Listing Regulations with an Independent Director as the Chairman and 3 out of 4 other members being Independent Directors. The members have knowledge and experience in the field of finance, taxation and accounts. Mr. Ajay Puranik, Sr. Vice President (Corporate Affairs) & Company Secretary acts as the Secretary to the Committee. Chief Financial Officer, Mr. Pramod Sharma and Statutory Auditors of the Company attend meetings by invitation.

**Attendance**

Five meetings were held during the financial year, 1st April 2015 to 31st March, 2016 on following dates on 29th May, 2015, 7th August, 2015, 6th November 2015, 10th February, 2016 and 16th March, 2016.

| Name of the Director | Designation | Category                     | No. of Meetings Attended |
|----------------------|-------------|------------------------------|--------------------------|
| Mr. A. S. Nagar*     | Chairman    | Non Executive & Independent  | 3                        |
| Mr. B. M. Jindel**   | Member      | Non Executive & Independent  | 4                        |
| Dr. M. K. Sinha      | Member      | Non Executive & Independent  | 3                        |
| Dr. P H Vaidya       | Member      | Non Executive & Independent  | 4                        |
| Mr. H. K. Ruia       | Member      | Chairman & Managing Director | 5                        |

\* Relinquished the post of Chairman effective 05/08/2016

\*\*Appointed as the Chairman effective 05/08/2016.

### 3. **Nomination and Remuneration Committee(NRC):**

The Nomination and Remuneration Committee discharges the functions as envisaged by the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The Remuneration Committee was renamed as Nomination and Remuneration Committee in the meeting of the Board of Directors held on 29th May, 2014.

#### a. **Terms of Reference:**

The terms of reference include:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors

#### b. **Composition and meetings:**

The NRC comprises of Mr. Arun Shanker Nagar, Chairman, Mr. K. K. Seksaria, Dr. P H Vaidya and Mr. B M Jindel independent directors and Mr. Hemant Kumar Ruia, Chairman & Managing Director of the Company. Mr. Ajay Puranik, Sr. Vice President (Corporate Affairs) & Company Secretary acts as the Secretary to the Committee. Mr. B M Jindel was appointed as the Member of the Committee on 5th August, 2016 During the year under review two NRC Meetings were held on the following dates 29/05/2015 and 10/02/2016. Both the meetings were attended by all the members of the Committee.

#### **REMUNERATION POLICY:**

The Nomination and Remuneration Committee has considered the factors laid down under Section 178(4) of the Companies Act, 2013 while formulating the Remuneration Policy.

##### - **Remuneration to Non Executive Directors:**

The only remuneration paid to the Non-Executive Directors is by way of Sitting Fees. The Non Executive Directors are paid sitting fees for each meeting of the Board and Audit Committee attended by them. The sitting fees paid to the Non-Executive Directors are:

- i) A sitting fee of ₹ 2500/- for every meeting of the Board of Directors;
- ii) A sitting fee of ₹ 1000/- for every meeting of the Audit Committee.

The total amount of sitting fees paid during the Financial year was ₹ 71500/- (Rupees Seventy-One Thousand Five Hundred only)

##### - **Remuneration to Executive Directors/ KMP:**

The Company has only one Executive Director, Shri Hemant Kumar Ruia. The appointment and remuneration of Shri Hemant Kumar Ruia, Chairman & Managing Director is approved and governed by the resolution passed in the meeting of the members of the Company. The Remuneration to the Executive Director includes Salary, perquisites, allowance, contributions to public provident fund, super annuation fund, accident keyman insurance policies and such other benefits as approved by the members. The remuneration paid to other Key Managerial Personnel(KMP) are by way of salary, benefits, perquisites and allowances. The increment in the remuneration of the KMPs viz. Company Secretary and the Chief Financial Officer is approved by the Nomination and Remuneration Committee and are effective from 1st April each year. The increment is based on various factors like performance based rewards in order to retain and motivate the officials in senior management of the Company.

**Performance Evaluation:**

The Board has carried out the annual performance evaluation of its own and its committee's performance. The Board of Directors and Senior Management are subject to the evaluation process in the Company based on their qualification, experience, performance, special contribution, utility etc. A brief questionnaire was prepared covering various aspects including the above. The evaluation of the Chairman and Managing Director and Non Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

**Details of remuneration paid to the Directors for the year 2015-16:**

**c. Remuneration of Non-Executive Directors:**

All Directors except Shri Hemant Kumar Ruia are Non - Executive and therefore no remuneration is paid except the sitting fees as mentioned below:

| Name of Director   | Sitting Fees Paid (₹) |                         |
|--------------------|-----------------------|-------------------------|
|                    | Board Meeting         | Audit Committee Meeting |
| Mr. K. K. Seksaria | 12500                 | --                      |
| Dr. M. K. Sinha    | 7500                  | 3000                    |
| Dr. P. H. Vaidya   | 12500                 | 4000                    |
| Mr. A. S. Nagar    | 7500                  | 3000                    |
| Mr. B. M. Jindal   | 15000                 | 4000                    |
| Ms. Nimisha Dutia  | 2500                  | Nil                     |

**d. Remuneration to Chairman & Managing Director:**

The Chairman & Managing Director (CMD) of the Company is the only Executive Director on the Board of Directors of the Company. The remuneration paid to the Chairman and Managing Director is by way of approval of the members through the Special Resolution passed in the 38th Annual General Meeting of the Company held on 27th September, 2013. The term of appointment of the CMD is for a period of Three years from 1st April 2013. The remuneration (excluding leave encashment and LTA) paid to Mr. Hemant Kumar Ruia, Chairman and Managing Director during the year 2015-2016 is shown here under:

₹ in Lakhs

| Salary | Perquisites | Bonus | Total |
|--------|-------------|-------|-------|
| 27.00  | 4.05        | 3.60  | 34.65 |

**4. Stakeholder Relationship Committee:**

**a. Composition:**

The Committee comprises of Three Non-Executive Independent Directors and an Executive Director. The Committee comprises of Mr. A S Nagar, Mr. B M Jindal, Mr. Hemant Kumar Ruia, and Dr. M K Sinha. All members except Shri Hemant Kumar Ruia, Chairman and Managing Director are Non – Executive and Independent Directors of the Company. Shri A S Nagar resigned from the post of Chairmanship of the Committee on 05th August, 2016 and in his place Shri B M Jindal was appointed as the Chairman of the Stakeholder Relationship Committee.

**b. Committee Meetings:**

The Stakeholders Relationship Committee meets as and when required and reviews all matters relating to the resolution of the investor grievances viz. transfer / transmission of shares, non-receipt of annual report, non-receipt of dividends, issue of duplicate share certificates etc.

The Company has shifted its Registrar and Share Transfer (RTA) services from M/s Sharepro Services (I) Pvt Ltd to M/s Sharex Dynamic (I) Pvt Ltd pursuant to the SEBI Interim Order dtd 22nd March, 2016. The Company had sent intimation letter dtd 18th July, 2016 regarding change in Registrar and Share Transfer Agent to all its shareholders. The investor correspondence and grievances are being attended by M/s Sharex Dynamic (I) Pvt Ltd., RTA under the supervision of the Company Secretary and a periodical report is being presented to the Committee. During the year 1 complaint was received on SEBI Scores which was resolved and there are no complaints pending as at the end of the year.

The Committee met eight times during the financial year 2015-16 viz. 29th May, 2015, 30th December, 2015, 15th January, 2016, 29th January, 2016, 15th February, 2016, 29th February, 2016, 15th March, 2016 and 31st March, 2016.

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

| Name of the Director | Designation | No. of Meetings Attended |
|----------------------|-------------|--------------------------|
| Mr. A. S. Nagar*     | Chairman    | 7                        |
| Mr. B. M. Jindel**   | Member      | 5                        |
| Mr. H. K. Ruia       | Member      | 8                        |
| Dr. M. K. Sinha      | Member      | 4                        |

\* Relinquished the post of Chairman effective 05/08/2016.

\*\*Appointed as the Chairman effective 05/08/2016.

**c. Compliance officer:**

Mr. Ajay Puranik, Sr. Vice President (Corporate Affairs) & Company Secretary is the Compliance Officer pursuant to Regulation 6 of the SEBI (LODR) Regulations, 2015.

**d. Details of complaints/correspondences received and resolved during the year:**

|   |     |
|---|-----|
| Number of Share holders' complaints received during the year        | 1   |
| Number of complaints not solved to the satisfaction of shareholders | NIL |
| Number of pending complaints  | NIL |

**5. Corporate Social Responsibility Committee:**

As per the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 the Company has constituted a Corporate Social Responsibility (CSR) Committee. The CSR Committee was constituted in the meeting of the Board of Directors of the Company held on 29th May, 2014.

**Terms of Reference:**

- formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013;
- recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- monitor the Corporate Social Responsibility Policy of the company from time to time.

**Composition of the Committee:**

The CSR Committee of the Company comprises of Shri Hemant Kumar Ruia, Chairman & Managing Director, Shri B M Jindel and Dr P H Vaidya, Non Executive and Independent Director . Dr. P H Vaidya is the Chairman of the Committee. The Company has formulated a CSR Policy, which is uploaded on the website of the Company. (Weblink: <http://www.amines.com/pdf/policies/CORPORATE-SOCIAL-RESPONSIBILITY-CSR-POLICY.pdf>). A detailed report on the CSR activities is in conformity with the necessary provisions of the Act forms a part of the Board's Report.

**Meetings:**

During the year under review two meetings were held viz. on May 29, 2015 and February 10, 2016.

**6. General Body Meeting:**

**a. Annual General Meeting:**

| Financial Year | Date and Time                   | Location | Special Resolution  |
|----------------|---------------------------------|----------|---|
| 2012-13        | 27th September, 2013 at 3.00 PM | Guwahati | – Re-appointment of Shri Hemant Kumar Ruia as Chairman & Managing Director for a period of three years at remuneration as mentioned in the Notice.  |
| 2013-14        | 29th September, 2014 at 2.30 PM | Guwahati | – Issue of Redeemable Secured Non Convertible Debentures (NCDs) upto ₹ 20 Crores on Private Placement basis.<br>– Shifting of Register of Members from Registered Office to Mumbai                          |
| 2014-15        | 23rd September, 2015 at 1.30 PM | Guwahati | – Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013<br>– Issue of Bonus shares in the ratio 1:1 to the existing Equity shareholders. |

**b. Resolutions passed through Postal Ballot:**

No Special Resolution on matters requiring Postal Ballot were passed during the year under review. No Special Resolution is proposed to be conducted through Postal Ballot as on date.

**7. 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.

**8. CEO / CFO Certification:**

The Chairman and Managing Director of the Company Shri Hemant Kumar Ruia and Chief Financial Officer of the Company Shri Pramod Sharma have certified compliances with the stipulations of Regulation 17(8) of the SEBI (LODR) 2015 in relation to Annual Financial Statements for the year 2015-16.

**9. Information regarding Unclaimed Shares:**

The Company has no unclaimed shares that are required to be transferred to Unclaimed Suspense Account. Accordingly, Regulation 39(4) read with Schedule VI of the SEBI (LODR) Regulations, 2015 is not attracted during the year.

**10. Means of Communication:**

This is being done through submission of quarterly, half yearly and annual financial results to the Stock Exchange in accordance with the listing agreement / SEBI (LODR) Regulations, 2015, and publication in the newspapers.

- a. The quarterly, half yearly and annual financial results are published in 2 News papers circulated in Assam:
  - i) Times of India / The North East Times
  - ii) Amor Assam (Assamese)
- b. The quarterly, half yearly and annual financial results, shareholding pattern, Board Meeting details and other necessary information are posted on the website of the Company [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.

**11. Compliance:**

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

**12. Subsidiary Company:**

The minutes of the meetings of the Board of Directors and the Financial Statements for the year ended March 31, 2016 of APL Infotech Limited and APL Engineering Services Pvt. Ltd, Subsidiaries of the Company were placed before the Board and Audit Committee for their information and review.

**13. 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 for the Financial Year 2015-2016**

Date : September 27, 2016  
 Day : Tuesday  
 Time : 11.30 A.M.  
 Venue : Hotel Nandan, GS Road, Paltan Bazar, Guwahati – 781008. Assam.  
 Book Closure : 17/09/2016 to 27/09/2016

**c. Financial Calendar for 2016-17 (Tentative):**

The Financial Year of the Company is April - March of every year and the tentative details of the financial calendar for the year 2016-2017 are as under :

|   |   |  |
|---|---|--|
| Results for the Quarter Ending on   | : | Tentative time of declaration              |
| 30th September, 2016  | : | Between 1st November to 14th November 2016 |
| 31st December, 2016   | : | Between 1st February to 14th February 2017 |
| 31st March, 2017  | : | Between 20th May to 30th May 2017          |
| Forty Second Annual General Meeting of the Company, for the year ending 31st March 2017 | : | September 2017                             |

- d. Dividend Payment date** : Interim Dividend as declared for the financial year 2015-16 is already paid. Other necessary details regarding unclaimed dividend is mentioned in the Notes to Notice of the 41st AGM.

**e. Dividend Announcement:**

The Board of Directors of the Company at its meeting held on March 16, 2016, declared interim dividend @ 10% (₹ 0.20 per share) on the Equity Share of the face value of ₹ 2/- each and the same was paid to the Shareholders. The interim dividend shall be taken as final dividend for the Financial Year 2015-16.

Payment of Dividend - The Company pays dividend as per the modes prescribed under Regulation 12 of the Listing Regulations. The declared dividend is paid by the Company within the statutory time period prescribed under the Companies Act, 2013

Unclaimed Dividends - Pursuant to the provisions of Section 205C of the Companies Act, 1956, all unclaimed/unpaid monies by way of dividend transferred to the "Unpaid Dividend Account" of the Company that remains unclaimed/unencashed for a period of seven years from the respective date of such transfer, has to be transferred by the Company to "The Investor Education and Protection Fund" ("IEPF"). The details of Dividends paid by the Company and the corresponding due dates for transfer of such unclaimed/ unencashed dividend to the aforementioned Fund constituted by the Central Government are furnished hereunder:

| Financial Year | Date of Declaration | Dividend per share (₹) | Unclaimed Dividend Amount as on 31.03.2016 | Due Date of the proposed transfer to the Investor Education and Protection Fund |
|----------------|---------------------|------------------------|--|---|
| 2009-10        | 20.09.2010          | ₹ 1                    | ₹ 136714/-                                 | 24/10/2017  |
| 2011-12        | 28.09.2012          | ₹ 0.50                 | ₹ 72666/-                                  | 01/11/2019  |
| 2012-13        | 27.09.2013          | ₹ 0.50                 | ₹ 84475/-                                  | 31/10/2020  |
| 2013-14        | 29.09.2014          | ₹ 1                    | ₹ 154038/-                                 | 02/11/2021  |
| 2014-15        | 23.09.2015          | ₹ 0.20                 | ₹ 149841/-                                 | 26/10/2022  |
| 2015-16        | 16.03.2016          | ₹ 0.20                 | ₹ 549234.80/-                              | 19/04/2023  |

**f. Information on Directors being appointed/ re-appointed:**

The information regarding Directors seeking reappointment at the ensuing Annual General Meeting is given in the Notice convening Annual General Meeting.

**g. Listing on Stock Exchanges:**

BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai – 400 001.  
Annual Listing Fees for the Financial year 2016-17 has been paid to BSE Ltd.

- h. Stock Code** : 506248

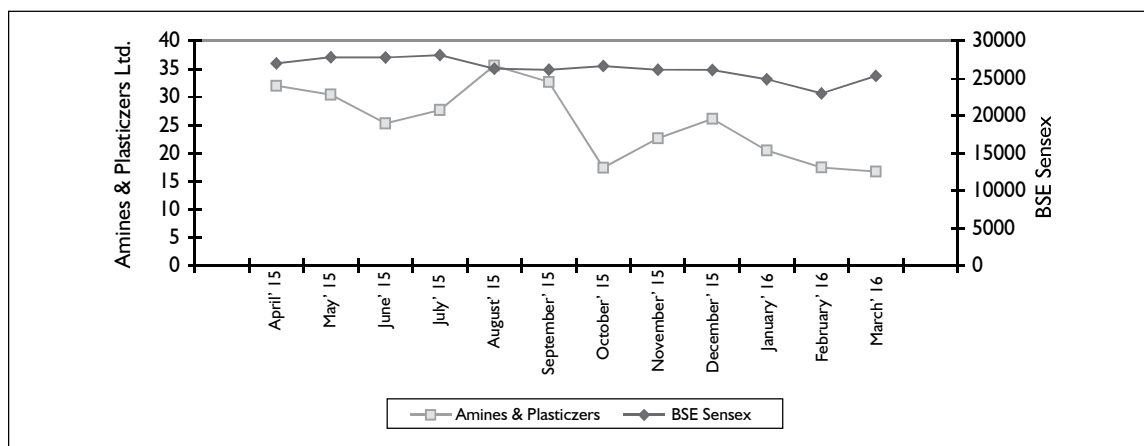


**i. Market Information:**

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

| Month          | Amines & Plasticizers Ltd.<br>Face Value of Shares ₹ 2/- |         | BSE Sensex |          |
|----------------|--|---------|------------|----------|
|                | High (₹)   | Low (₹) | High (₹)   | Low (₹)  |
| April 2015     | 36.30  | 29.40   | 29094.61   | 26897.54 |
| May 2015       | 34.00  | 28.00   | 28071.16   | 26423.99 |
| June 2015      | 30.40  | 24.00   | 27968.75   | 26307.07 |
| July 2015      | 28.20  | 24.20   | 28578.33   | 27416.39 |
| August 2015    | 35.60  | 25.05   | 28417.59   | 25298.42 |
| September 2015 | 38.70  | 30.00   | 26471.82   | 24833.54 |
| October 2015*  | 36.00  | 16.30   | 27618.14   | 26168.71 |
| November 2015  | 22.65  | 16.00   | 26824.30   | 25451.42 |
| December 2015  | 26.15  | 21.40   | 26256.42   | 24867.73 |
| January 2016   | 32.70  | 18.50   | 26197.27   | 23839.76 |
| February 2016  | 21.95  | 15.95   | 25002.32   | 22494.61 |
| March 2016     | 19.25  | 16.05   | 25479.62   | 23133.18 |

\*The Company had declared Bonus Equity Shares in the ratio 1:1 to its Existing Equity shareholders in the 40th Annual General Meeting of the Company held on 23rd September, 2015 at Guwahati, Assam. The Record date for the purpose of Bonus Shares was 09th October, 2015.



**j. Registrar and Transfer Agent:**

The Board of Directors of the Company at its Meetings held on 27th April, 2016 has appointed M/s Sharex Dynamic (India) Pvt Ltd in place of Sharepro Services (I) Pvt Ltd. Details of Sharex Dynamic (India) Pvt. Ltd are as follows:

Sharex Dynamic (India) Pvt. Ltd.  
Unit : Amines & Plasticizers Ltd  
Unit no. I, Luthra Indl. Premises, Safed Pool,  
Andheri Kurla Road, Andheri (East),  
Mumbai – 400072.  
Tel : (022) 2851 5606/ 5644/ 6338  
Fax No : (022) 28512885  
E – Mail: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)

**k. Share Transfer System:**

Trading in Equity Shares of the Company through recognized Stock Exchange is permitted only in dematerialized form. The requests for physical Share Transfers, Transmissions, Transposition etc., are received by the Company or by the Registrar and Share Transfer Agent. In respect of Shares, which are traded in the dematerialised form, the transfers are processed and approved in electronic form by NSDL/CDSL through their Depository Participants.



The physical Share Transfers, Transmissions, Transposition, etc., are processed based on number of requests received and keeping in view the prescribed timeline. The shares lodged for physical Transfer/Transmission/Trans-position are registered as per the requirement of the SEBI (LODR) Regulations, 2015, if the documents are complete in all respects. Adequate care is taken to ensure that no share transfers are pending for more than the period stipulated in the SEBI (LODR) Regulations, 2015.

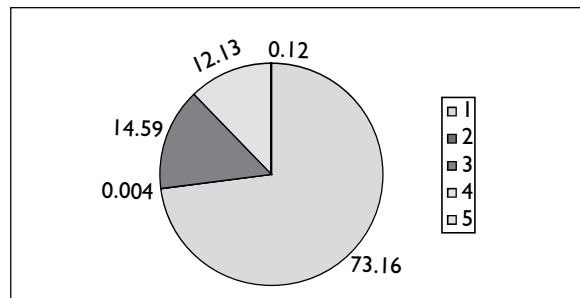
To ensure swift processing of the Share Transfers, Transmissions, Transposition etc. Shri Hemant Kumar Ruia, Chairman & Managing Director and Shri Ajay Puranik, Sr. Vice President (Corporate Affairs) and Company Secretary of the Company have been severally authorized to consider the transfers and the same are placed before the Stakeholders Relationship Committee for approval and ratification.

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 Regulation 40(9) of the SEBI (LODR) Regulations, 2015, 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.

**I. Shareholding Pattern as on 31.03.2016:**

| Sr.No. | Category  | No. of Shares held | % of Shareholding |
|--------|---|--------------------|-------------------|
| 1      | Promoters   | 4,02,54,750        | 73.16             |
| 2      | Banks / Financial Institutions and Insurance Companies. | 2000               | 0.004             |
| 3      | Bodies Corporate  | 8025347            | 14.59             |
| 4      | Indian Public /HUF / Clearing Members                   | 6674639            | 12.13             |
| 5      | Foreign Individuals or NRI                              | 63264              | 0.12              |
|        | <b>Total</b>  | <b>55020000</b>    | <b>100.00</b>     |

**Pie chart showing the Shareholding of the Company**



**m. Distribution of Shareholding as on 31.03.2016:**

| No. of Equity Shares Held | No. of Shareholders | Percentage of Shareholders | No. of Shares   | Percentage of Shares |
|---------------------------|---------------------|----------------------------|-----------------|----------------------|
| Upto 2500                 | 4579                | 90.262                     | 2947945         | 5.358                |
| 2501 – 5000               | 300                 | 5.914                      | 1169794         | 2.126                |
| 5001 – 10000              | 117                 | 2.306                      | 875563          | 1.591                |
| 10001 – 15000             | 25                  | 0.493                      | 320625          | 0.583                |
| 15001 – 20000             | 9                   | 0.177                      | 161177          | 0.293                |
| 20001 – 25000             | 10                  | 0.197                      | 215567          | 0.392                |
| 25001 – 50000             | 13                  | 0.256                      | 447839          | 0.814                |
| 50001 and above           | 20                  | 0.394                      | 48881490        | 88.843               |
| <b>Total</b>              | <b>5073</b>         | <b>100.00</b>              | <b>55020000</b> | <b>100.00</b>        |

**n. Dematerialization of shares and liquidity:**

The total shareholding held in the electronic form as on 31/03/2016 is 44768870 with NSDL and CDSL which amounts to 81.37% of the total paid up capital of the Company. The market lot of the Share of your Company is 1 (one) Share, as the trading in the Equity shares of your Company is permitted only in dematerialized format.

**Total number of shares demated and physical holding as on 31.03.2016:**

|          | No of shareholders | No of Shares | % of Paid Up Capital |
|----------|--------------------|--------------|----------------------|
| NSDL     | 1697               | 5322058      | 9.67                 |
| CDSL     | 778                | 39446812     | 71.70                |
| Physical | 2598               | 10251130     | 18.63                |
| Total    | 5073               | 55020000     | 100                  |

**o. Reconciliation of Share Capital Audit:**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd (CDSL) and the total issued and listed capital. The audit is carried out every quarter and the report thereon is submitted to the Stock Exchange where the shares of the Company are listed. The audit confirms that the total Listed and Paid up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

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

National Securities Depository Ltd. (NSDL)

\* ISIN : INE275D01022

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

**q. 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.

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

**Other Disclosures:**

**Related Party Transactions :**

The Company has not entered into any pecuniary transactions with its promoters or directors except as disclosed in the Accounts. There are no materially significant related party transactions that may have potential conflict with the interests of the Company at large.

Policy on Related Party transactions is placed on the website of the Company – [www.amines.com](http://www.amines.com)

**Compliance:**

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.

**Strictures and Penalties:**

The Company has been in compliance with the erstwhile Listing Agreement and now the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and no penalties or strictures are imposed on the Company either by the Stock Exchanges or by SEBI or any statutory authority during the last three years for non-compliance on any matter related to capital markets.

**Vigil Mechanism Policy:**

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and it provides its employees a channel for reporting of genuine concerns about unethical behavior, actual or suspected or mis-conduct without fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimization and direct access to the Chairman of the Audit Committee in exceptional cases. The Sr. Vice President (Corporate Affairs & Company Secretary of the Company is the Vigilance Officer who can be approached to report the concern. Whistle Blower Policy is placed on the website of the Company – [www.amines.com](http://www.amines.com)

During the year, no employee has been denied access to the Audit Committee.

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.

During the year under review, the Company has not raised any funds from public issue, rights issue or preferential issue.

During the year under review the Company had declared and issued Bonus Equity shares in the ratio 1:1 to its existing Equity Shareholders

**Mandatory / Non Mandatory compliances:**

The Company has been complying with all mandatory legislations including but not restricted to Accounting Standards, Secretarial Standards, Internal Financial Controls, Code of Conduct, Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information, Corporate Social Responsibility etc.

**Adoption of Discretionary Requirements specified in Part E of Schedule II:**

The Company has adopted the following non-mandatory requirements:

- The financial statements of the Company contain an unmodified audit opinion.
- The report of the Internal Auditor is placed before the Audit Committee

The Company does not have any material subsidiary.

The Company does not have any shares lying in the demat suspense account/ unclaimed suspense account.



## 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, 2016, as stipulated in Clause 49 of the Listing Agreement (“ Listing Agreement”), said Company with Stock Exchange(1st April 2015 to 30th November, 2015) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) as referred to in Regulation 15(2) of the Listing Regulations (1st December, 2015 to 31st March, 2016).

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. 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 our examination of relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement/Listing Regulations.

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 **SK Makhija & Associates**  
Company Secretaries

**Suman K. Makhija**  
Proprietor  
Membership No. A – 31535  
CP NO. 13322

Place: Mumbai  
Date : 05.08.2016

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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 2016, as envisaged in clause 49 in the Listing Agreement with stock Exchanges and Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place: Mumbai  
Date : 05.08.2016

**Hemant Kumar Ruia**  
Chairman & Managing Director

**Certificate by Chief Executive Officer (CEO) and Chief Financial Officer (CFO)**  
**(Pursuant to Regulation 17(8) of the SEBI (LODR) Regulations 2015)**

- A. We have reviewed the attached financial statements and the cash flow statement for the year ended 31 March, 2016 and to the best of our knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. that there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Amines & Plasticizers Ltd

For Amines & Plasticizers Ltd

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

**Pramod Sharma**  
**Chief Financial Officer**

Mumbai, 05th August, 2016



## MANAGEMENT DISCUSSION AND ANALYSIS

### OVERVIEW OF THE ECONOMY:

The chemical industries faced significant headwinds in 2015-16: a strong dollar, slowing emerging economies, stagnation in Europe and Japan and a cyclical downturn in the agricultural sector. The chemical industry's competitive landscape is changing fast. With ongoing structural challenges in Europe and Japan, running a chemical company with Global presence in today's world is extremely challenging.

### BUSINESS OVERVIEW:

As informed earlier, the Company is engaged in the production of alkyl alkanolamines, morpholine, alkyl morpholine and gas treating solvents which finds application in various industries such as oil refineries, natural gas plants, ammonia plants, petrochemical plants, pharmaceuticals and agro chemicals. Alkyl Alkanol Amines are mostly used in oil refineries and gas treating plants, whereas N- Methyl Morphine Oxide (NMMO) is used majorly in Textile Fibre Industries.

### SUBSIDIARY COMPANIES PROGRESS:

As reported earlier APL Infotech Ltd's Pipe leak detection software has been customized and is in the process of being made operational. The Company's arrangement with a Software Company for marketing software packages continues. Also the Company is exploring other marketing opportunities on its own and is making steady progress with prospective customers. The Company is in talks with Gas Transportation Companies in India for installation of its software on their cross country gas transportation. Since this type of software is being developed for the first time in India, marketing of the same is time consuming and the Management expects good results in future as gas transportation will be in great demand in the Country in the years to come.

The amalgamation of APL Engineering Services Private Limited, wholly owned subsidiary of the Company is in its final stages. Both the Transferor and the Transferee Companies are under the same management and the proposed amalgamation would result in business synergy and consolidation of business activities of these companies. The Company had taken all necessary steps in order to expedite the process. The Mumbai High Court has vide its Order dated 03rd July, 2015 confirmed the Amalgamation of APL Engineering Services Pvt Ltd with Amines & Plasticizers Ltd. The Company has taken necessary steps to expedite the same at the Guwahati High Court.

As reported earlier, the fabrication unit of APL Engineering Services Private Ltd. is fully operational and has been executing various orders for its clients. The efforts taken by the Management of the Company since incorporation has yielded results during the previous year. Also, the Order Book position of the Company is comfortable for the year. During the year under review the Company has reported profits and received orders from Engineering, Pharmaceutical, Refrigeration companies and Airport construction companies which have been completed and delivered satisfactorily.

### International Organization for Standardization (ISO) Compliance:

The Company has following ISO Certifications:

- ISO 9001:2008 certification valid till 15th September, 2018.
- ISO 14001:2004 certification valid up to 15th September, 2018.
- OHSAS 18001:2007 certification valid up to 08th April, 2019.

Further details of the above mentioned certifications are elaborated in the Directors' Report.

**RS (Responsible Sourcing):** APL has become a Member in SEDEX website after going through SMETA 4-Pillar Audit conducted by DNV. The Membership is renewed for continuation of SEDEX. Its an online database that enables suppliers to share information with their customers on their responsible trading practices (Health, Safety, Labor Standards, the Environment and Business Ethics).

### GREEN INITIATIVE:

The Company has always tried to create awareness amongst the shareholders regarding the Green Initiative to save the papers and protect the environment. With a view to protect the environment by reducing the consumption of papers, the shareholders can opt for receiving all correspondences through electronic mode by registering their e-mail addresses with Sharex Dynamic (I) Pvt Ltd, Registrar and Share Transfer Agent in case shares are held in physical form and with their depositories where shares are held in demat form.

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. We seek your whole hearted support for this initiative. We would request you to register your e-mail ID as mentioned above to get annual reports and other communications through e-mail

instead of paper mode. All shareholders are further requested to ensure their registered E-mail Id with the Depository should be current and active to receive notices/documents electronically.

We request you to convert the equity shares held by you in physical form into demat form. In case you do not have demat account, kindly approach any Depository Participant (DP) and complete the process of opening a demat account and thereafter submit the physical shares to the said DP for crediting the said equity shares in your demat account. While this will enable you to receive communication instantly, you would also be contributing to a greener planet!

#### **E-voting:**

Pursuant to the provisions of the Companies Act, 2013 read with rules made there under and the Listing Obligations, the Company has been with the assistance of Central Depository Services Limited (CDSL) providing remote voting (voting from a place other than the venue of the Annual General Meeting) to its shareholders. The facility of E-voting can be availed by all the shareholders having their shares in dematerialized form as well as in physical form. Detailed procedure for e-voting is mentioned in the Notes to the Notice of the 41st Annual General Meeting of the Company of the Company

#### **INDUSTRY STRUCTURE AND DEVELOPMENT:**

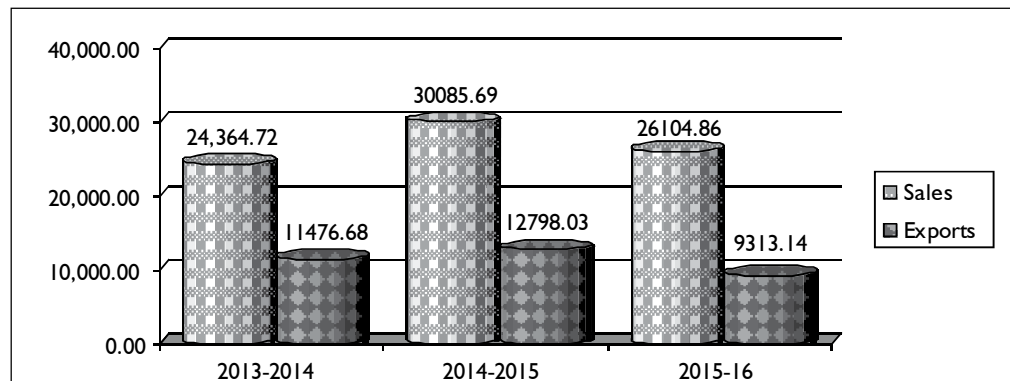
The Indian economy grew at 7.6 per cent in 2015-16 with higher performance in the last quarter of the Financial year. The Chemical industry on an average contributes around 12% to 14% of the total Exports.

#### **COMPANY'S FINANCIAL PERFORMANCE:**

During the year under review, the prices of raw materials and consequently finished goods remained low, thus, the total turnover in monetary terms was lower as compared to the previous year. The Company's overall performance has improved which is evident from the Profit before tax of the Company being 25% higher as compared to the previous year. The global economic growth remained subdued at 3.1% in the Calendar Year 2015 as compared to 3.4% in the Calendar Year 2014. Weak global conditions have resulted in decrease in export revenue by 27%.

The chart depicts the export sale as compared to total sales of the Company over last 3 years.

**SALES & EXPORT PERFORMANCE (₹ in Lakhs)**



#### **PRODUCTWISE PERFORMANCE:**

During the year under review the Quantative sales of Alkyl Alkolnamines has registered an increase though the realization was low as compared to previous year. Alkyl Alkolamines registered major increase in demand from the Domestic Markets as compared to Exports. On the other hand the Company has developed new consumers for NMMO in the international market resulting in quantitative increase of NMMO in the exports sales. The oil field were well accepted in the international market registering an increase in the quantitative sales.

#### **RESEARCH AND DEVELOPMENT PROGRAMMES:**

Research & Development (R &D) has always been an integral part of the Company and its sustained efforts of last year has given successful results in the foray into "Oil field Chemicals" field. One of our unique products in the field of 'Drilling Fluids Formulations', as a 'Corrosion Inhibitor' meeting 'International Standard', finding market in good volumes in Middle East, North Africa, Singapore. Another product, 'Scavenger for Hydrogen Sulphide' in oilfield market also met with success in exports, though not as huge as the corrosion Inhibitor. Our pursuit of excellence in R & D, is bound to bring success in other Oil field Chemicals, such as Demusifiers, Pour Point Depressants ( PPD).



Our 'Specialty' Formulated Gas Treating Solvent supplied in large volume to a Public Sector company in Natural Gas field performed well, as predicted and the commissioning of their Gas Treating Unit is a grand success. R & D in-puts and Simulation Studies has contributed to this success. The same successful commissioning is repeated in North-east, in a Gas Cracker Treating unit too, with our Formulated Gas Treating Specialty Solvent. Serious R&D focus is in progress for specialty Gas Treating Agents which can function well in 'Flue Gas Carbon dioxide Capture'. Besides making Gas Absorbents for Hydrogen Sulfide and Carbon dioxide, a specialty solvent for absorption of Sulfur dioxide is also developed, in coordination with oil field MNC giant and is ready for export.

The demand of high purity Cosmetic Ingredients, Drug Intermediates, 'Solvent-spun solvent' for new-generation Textile Fibres, Rubber, Auxiliaries and the Testing Procedures for their stringent specifications from our foreign and domestic clients, kept R & D team busy throughout the year and we could fulfill almost all their needs, resulting in repeated orders. The R&D team has also developed products for electronic industry.

#### **OPPORTUNITIES, THREATS, RISKS AND CONCERNS:**

The chemical sector in the country has a diversified portfolio which majorly divided into organic, inorganic, specialty chemicals based on the characteristic and end use. The risks and threats associated with the Company includes the competition in the market and careful handling of the raw materials and finished products. The Company faces competition from domestic as well as international players. The Company has through constant research and development established its own Brand name and place in the market. The Company has been taking every possible step in order to mitigate the effects of unstable global conditions through its R&D by developing unique and innovative products. The Company has always endeavored to achieve higher consumer satisfaction by innovation, quality improvement etc. The research and development team of the Company comprises of professionals in the field who constantly works upon development of new products, simulations, process and development of existing ones. As far as fluctuations in foreign exchange currency is concerned imports are hedged against revenue generated by exports.

#### **INTERNAL CONTROL SYSTEM:**

Your Company has in place adequate systems of the internal financial controls commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliances with internal policies. Also, the Statutory Auditors have during the year under review conducted an Audit on Internal Financial Controls. The Company has in place adequate internal financial controls with reference to financial statements. The Audit Committee of the Company reviews the adequacy and effectiveness of the internal control of the Company and suggests improvement to strengthen the Company's risk management policies and systems.

#### **HUMAN RESOURCE MANAGEMENT:**

The Company believes that Human Resource is its most valuable asset and it is the quality and dynamism of the human resources that enables it to make a significant contribution in the growth of the Company and enhancing the stakeholders value. The rich experience of its leadership, coupled with the exuberance of its young workforce has proved to be an optimal combination for the growth of the Company. The Company has taken various initiatives to train its employees in house as well as from external Institutes as and when needed by encouraging to attend seminars and technical conferences. During the year under review, the industrial relations at all the workplaces of the Company remained cordial. Your Management would like to record their appreciation of the efficient and loyal service rendered by the Company's employees at all levels.

#### **FINANCIAL PERFORMANCE:**

During the year under review though the turnover registered was lower as compared to previous year, the profit of the Company grew by approx. 25% as compared to previous year. The decrease in the prices of raw material and accordingly the finished goods resulted in reduction of turnover in monetary terms however the quantitative sales registered a modest increase. The Company's efficient utilization of its resources and development of new products and strategies have given satisfactory results. The comparative financial results for the years 2015-2016 and 2014-2015 are as shown below:



(₹ in Lakhs)

| <b>FINANCIAL RESULTS</b>                     | <b>2015-2016</b> | 2014-2015      |
|--|------------------|----------------|
| Total Income                                 | 26104.86         | 30085.69       |
| Total Expenditure                            | 23715.99         | 27768.50       |
| Profit before Depreciation, Interest and Tax | 2388.87          | 2317.19        |
| Less:  |                  |                |
| Depreciation                                 | 198.19           | 187.78         |
| Interest                                     | 754.78           | 978.09         |
| <b>Profit Before Tax</b>                     | <b>1435.90</b>   | <b>1151.32</b> |
| Provision for taxation                       | 457.03           | 382.61         |
| <b>Profit After Tax</b>                      | <b>978.87</b>    | <b>768.71</b>  |

As depicted in the table above, during the year under review the Total Revenue of the Company decreased by ~13% to ₹ 26104.86 Lakhs whereas the Profit before tax rose by ~25% to ₹ 1435.90 Lakhs. The Company's expenditure outgo decreased by ~15% and stood at ₹ 23715.99 Lakhs in the year under review as compared to ₹ 27768.50 Lakhs in the previous year. The Profit after Interest, Tax and Depreciation rose by ~27% during the year under review.

**RESULTS OF OPERATIONS::**

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

(₹ In Lakhs)

| <b>Income</b>                        | <b>Year ending 31.03.2016</b> | Year ending 31.03.2015 |
|--------------------------------------|-------------------------------|------------------------|
| Income from sale of products (Gross) | 27725.77                      | 32057.18               |
| Export Incentives                    | 194.25                        | 346.73                 |
| Less: Excise duty                    | (1932.46)                     | (2420.10)              |
| Other Income                         | 117.86                        | 101.88                 |
| Total Income                         | 26104.86                      | 30085.69               |

The gross revenue from sales includes export revenue of ₹ 9313.14 Lakhs and domestic sales of ₹ 18412.63 Lakhs i.e. approximately 34% of export sales and 66% of domestic sales during the year under report.

**SAFE HARBOUR CLAUSE:**

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking' within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied.



# INDEPENDENT AUDITORS' REPORT

To the Members of  
**AMINES & PLASTICIZERS LIMITED**

## Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of **Amines & Plasticizers Limited ("the Company")**, which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

## Management's Responsibility for the Standalone Financial Statements

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

## Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
  - a) in the case of the Balance Sheet, the state of affairs of the company as at March 31, 2016;
  - b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date;
  - c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date;

### Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the **Annexure B** a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March, 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March, 31, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure A**.
  - g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
    - ii) The Company have disclosed the impact of pending litigations on its financial position in its Financial Statements – **Refer Note 27(1)** to the Financial Statements.
    - iii) The Company did not have any long-term contracts including derivative contracts as at March 31, 2016.
    - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

For **Bhandari Dastur Gupta & Associates**

Firm Registration Number: I19739W

Chartered Accountants

**Sunil Bhandari**

Partner

Membership Number: 047981

Mumbai, 27<sup>th</sup> May, 2016

## **INDEPENDENT AUDITORS' REPORT**

Referred to in paragraph 10 (f) of the Independent Auditors' Report of even date to the members of **Amines & Plasticizers Limited** on the standalone financial statements for the year ended March 31, 2016

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act**

1. We have audited the internal financial controls over financial reporting of Amines & Plasticizers Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:
  - a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
  - b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

- c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Bhandari Dastur Gupta & Associates**

Firm Registration Number: 119739W

Chartered Accountants

**Sunil Bhandari**

Partner

Membership Number: 047981

Mumbai, 27<sup>th</sup> May, 2016

## INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of **Amines & Plasticizers Limited** on the standalone financial statements as of and for the year ended March 31, 2016.

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
  - (b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
  - (c) The title deeds of immovable properties, as disclosed in **Note 11** on fixed assets to the financial statements, are held in the name of the Company.
2. The Inventory physical verification have been conducted as reasonable intervals by the Management during the year.
3. The Company has granted unsecured loans, to Two companies covered in the register maintained under Section 189 of the Act.
  - a) In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.
  - b) In respect of the aforesaid loans, the schedule repayment of principal and payment of interest has been stipulated, and the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable.
 

In respect of one of the subsidiary APL Infotech Limited, the company is under the process of developing and further upgrading of the software based on the feedback received from prospective users. The company had received one order in the past, which is under execution, and company is in process to test this software. The company is also hopeful of receiving orders in coming years that will facilitate to repay its 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.
  - c) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.
4. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act 2013 in respect of the loans and investments made, and guarantees and security provided by it.
5. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
6. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not however made a detailed examination of the records with a view to determine whether they are accurate or complete.
7. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, service tax, cess and other material statutory dues, as applicable, with the appropriate authorities.
  - (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, service-tax, duty of customs, and duty of excise or value added tax which have not been deposited on account of any dispute.
8. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or dues to debenture holders as at the balance sheet date.
9. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

10. 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 material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
11. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
13. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
15. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **Bhandari Dastur Gupta & Associates**

Firm Registration Number: I19739W

Chartered Accountants

**Sunil Bhandari**

Partner

Membership Number: 047981

Mumbai, 27<sup>th</sup> May, 2016



## BALANCE SHEET AS AT 31ST MARCH, 2016

| Particulars  | Note No. | (₹ in lacs)            |                        |
|--|----------|------------------------|------------------------|
|  |          | As at 31st March, 2016 | As at 31st March, 2015 |
| <b>EQUITY AND LIABILITIES</b>                      |          |                        |                        |
| <b>Shareholders' Funds</b>                         |          |                        |                        |
| Share Capital                                      | 2        | 1,100.40               | 550.20                 |
| Reserves and Surplus                               | 3        | 3,653.87               | 3,368.03               |
| <b>Non-Current Liabilities</b>                     |          |                        |                        |
| Long-Term Borrowings                               | 4        | 1,531.98               | 1,689.18               |
| Deferred Tax Liabilities (Net)                     | 5        | 432.23                 | 408.49                 |
| Long-Term Provisions                               | 6        | 30.35                  | 26.85                  |
| <b>Current Liabilities</b>                         |          |                        |                        |
| Short-Term Borrowings                              | 7        | 3,592.27               | 3,754.89               |
| Trade Payables                                     | 8        | 2,951.60               | 3,246.22               |
| Other Current Liabilities                          | 9        | 475.69                 | 438.55                 |
| Short-Term Provisions                              | 10       | 227.38                 | 169.17                 |
| <b>TOTAL</b>                                       |          | <b>13,995.77</b>       | <b>13,651.58</b>       |
| <b>ASSETS</b>                                      |          |                        |                        |
| <b>Non-Current Assets</b>                          |          |                        |                        |
| Fixed Assets                                       | 11       |                        |                        |
| Tangible Assets                                    |          | 2,920.85               | 2,978.81               |
| Intangible Assets                                  |          | 10.79                  | 0.02                   |
| Capital Work-in-Progress                           |          | 19.81                  | 27.03                  |
| Non-Current Investments                            | 12       | 123.36                 | 123.36                 |
| Long-Term Loans and Advances                       | 13       | 965.13                 | 478.68                 |
| <b>Current Assets</b>                              |          |                        |                        |
| Inventories  | 14       | 3,076.52               | 3,549.33               |
| Trade Receivables                                  | 15       | 3,839.98               | 3,977.21               |
| Cash and Bank Balances                             | 16       | 324.64                 | 304.32                 |
| Short-Term Loans and Advances                      | 17       | 2,220.62               | 1,858.02               |
| Other Current Assets                               | 18       | 494.07                 | 354.80                 |
| <b>TOTAL</b>                                       |          | <b>13,995.77</b>       | <b>13,651.58</b>       |
| Significant Accounting Policies                    | 1        |                        |                        |
| See accompanying Notes to the Financial Statements | 2 to 27  |                        |                        |

As per our attached Report of even date  
**For Bhandari Dastur Gupta and Associates**  
 Firm Registration No.: 119739W  
 Chartered Accountants

**Sunil Bhandari**  
 Partner  
 Membership No- 047981  
 Mumbai, Dated: 27<sup>th</sup> May, 2016

For and on behalf of Board of Directors  
**Hemant Kumar Ruia** Chairman & Managing Director

**A. S. Nagar** Director  
**Ajay Puranik** Sr. VP (Corporate Affairs)  
 & Company Secretary  
**Pramod Sharma** Chief Financial Officer

Mumbai, Dated: 27<sup>th</sup> May, 2016



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in lacs)

| Particulars  | Note No. | For the year ended 31st March, 2016 | For the year ended 31st March, 2015 |
|--|----------|-------------------------------------|-------------------------------------|
| Revenue from Operations  | 19       | 25987.56                            | 29983.81                            |
| Other Income   | 20       | 117.30                              | 101.88                              |
| <b>Total Revenue</b>   |          | <b>26104.86</b>                     | <b>30085.69</b>                     |
| <b>Expenses:</b>   |          |                                     |                                     |
| Cost of Materials Consumed   | 21       | 17520.55                            | 20519.50                            |
| Purchases of Stock-in-Trade  |          | -                                   | 782.00                              |
| Manufacturing and Operating Costs  | 22       | 2178.21                             | 2384.55                             |
| Changes in Inventories of Finished Goods Stock-in-Process and Stock-in-Trade | 23       | 175.20                              | 451.53                              |
| Employee Benefits Expense  | 24       | 814.02                              | 777.82                              |
| Finance Costs  | 25       | 754.78                              | 978.09                              |
| Depreciation and Amortization Expenses                                       |          | 198.19                              | 187.78                              |
| Less Transferred from Revaluation Reserve                                    |          | (2.56)                              | (2.56)                              |
|  |          | <b>195.63</b>                       | <b>185.22</b>                       |
| Other Expenses   | 26       | 3030.57                             | 2855.66                             |
| <b>Total Expenses</b>  |          | <b>24,668.96</b>                    | <b>28,934.37</b>                    |
| Profit Before Tax  |          | <b>1435.90</b>                      | <b>1,151.32</b>                     |
| <b>Tax Expense:</b>  |          |                                     |                                     |
| Current Tax  |          | 433.29                              | 309.90                              |
| Deferred Tax   |          | 23.74                               | 71.76                               |
| Wealth Tax   |          | -                                   | 0.95                                |
| <b>Profit for the Year</b>   |          | <b>978.87</b>                       | <b>768.71</b>                       |
| Earnings per Equity share: (Face value of ₹ 2 each)                          |          |                                     |                                     |
| Basic & Diluted  | 27 (11)  | <b>1.78</b>                         | <b>1.40</b>                         |
| Significant Accounting Policies  | 1        |                                     |                                     |
| See Accompanying Notes to the Financial Statements                           | 2 to 27  |                                     |                                     |

As per our attached Report of even date  
**For Bhandari Dastur Gupta and Associates**  
 Firm Registration No.: 119739W  
 Chartered Accountants

**Sunil Bhandari**  
 Partner  
 Membership No- 047981  
 Mumbai, Dated: 27<sup>th</sup> May, 2016

For and on behalf of Board of Directors  
**Hemant Kumar Ruia** Chairman & Managing Director

**A. S. Nagar** Director  
**Ajay Puranik** Sr. VP (Corporate Affairs)  
 & Company Secretary  
**Pramod Sharma** Chief Financial Officer

Mumbai, Dated: 27<sup>th</sup> May, 2016



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

| Particulars   | ( ₹ in lacs)                              |   |
|---|---|---|
|   | For the year<br>ended 31st<br>March, 2016 | For the year<br>ended 31st<br>March, 2015 |
| <b>A Cash Flow from Operating Activities</b>                |   |   |
| Net Profit before Tax and Extraordinary Items               | 1,435.90                                  | 1,151.32                                  |
| Adjusted for:   |   |   |
| Depreciation  | 195.63                                    | 185.22                                    |
| Loss on Sale of Investments                                 | -   | 49.67                                     |
| (Profit)/ Loss on Sale of Fixed assets                      | 1.86                                      | (0.18)                                    |
| Dividend Income   | (0.11)                                    | (0.23)                                    |
| Interest Income   | (105.72)                                  | (87.18)                                   |
| Finance Costs   | 754.78                                    | 978.09                                    |
| <b>Operating Profit before Working Capital Changes</b>      | 2,282.34                                  | 2,276.71                                  |
| Adjusted for:   |   |   |
| Trade and Other Receivables *                               | (940.05)                                  | 209.59                                    |
| Inventories   | 472.81                                    | 202.69                                    |
| Trade and Other Payables                                    | (303.08)                                  | (2,105.79)                                |
|   | (770.32)                                  | (1,693.51)                                |
| <b>Cash Generated from Operations</b>                       | 1,512.02                                  | 583.20                                    |
| Direct taxes (paid) /Refund (net of tax paid)               | (296.92)                                  | (214.21)                                  |
| <b>Net Cash Flow from Operating Activities</b>              | (A) 1,215.10                              | 368.99                                    |
| <b>B Cash Flow from Investing Activities</b>                |   |   |
| Purchase of Fixed Assets                                    | (148.92)                                  | (283.46)                                  |
| Sale/(Purchase) of Investments                              | -   | 50.21                                     |
| Dividend Income   | 0.11                                      | 0.23                                      |
| Loss on Sale of Investment                                  | -   | (49.67)                                   |
| Interest Income   | 105.72                                    | 87.18                                     |
| Sale of Fixed Assets  | 3.28                                      | 6.58                                      |
| <b>Net Cash Flow from/ (Used in) Investing Activities</b>   | (B) (39.81)                               | (188.93)                                  |
| <b>C Cash Flow from Financing Activities</b>                |   |   |
| Proceeds/(Repayment) from Long Term Borrowings (Net)        | (173.23)                                  | 1,164.24                                  |
| Proceeds/(Repayment) from Short Term Borrowings             | (162.62)                                  | (285.40)                                  |
| Dividend Paid   | (128.74)                                  | (64.37)                                   |
| Interest Paid   | (754.78)                                  | (978.09)                                  |
| <b>Net Cash Flow from / (Used in) Financing activities</b>  | (C) (1,219.37)                            | (163.62)                                  |
| <b>Net increase/(decrease) in Cash and Cash equivalents</b> | (44.08)                                   | 16.44                                     |
| <b>Cash and Cash equivalents</b>                            |   |   |
| - Opening Balance   | 112.79                                    | 96.35                                     |
| - Closing Balance   | 68.71                                     | 112.79                                    |

\* Includes Margin Money in the form of Term Deposits with the Bank for LC /BG and Unclaimed Dividend.

As per our attached Report of even date  
**For Bhandari Dastur Gupta and Associates**  
 Firm Registration No.: I19739W  
 Chartered Accountants

**Sunil Bhandari**  
 Partner  
 Membership No- 047981  
 Mumbai, Dated: 27<sup>th</sup> May, 2016

For and on behalf of Board of Directors  
**Hemant Kumar Ruia** Chairman & Managing Director

**A. S. Nagar** Director  
**Ajay Puranik** Sr. VP (Corporate Affairs)  
 & Company Secretary  
**Pramod Sharma** Chief Financial Officer

Mumbai, Dated: 27<sup>th</sup> May, 2016

# NOTES FORMING PART OF FINANCIAL STATEMENTS

## AS AT 31ST MARCH, 2016

### NOTE I : SIGNIFICANT ACCOUNTING POLICIES

#### 1. GENERAL

- a) The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention except for Leasehold Land, certain Buildings, Plant & Equipment which are revalued in 1990-91 are carried at revalued amount.
- b) The Company follows the mercantile system of accounting and recognizes income and expenditure on the accrual basis.
- c) The accounting policies have been consistently followed.

#### 2. USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

#### 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 of 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. Tangible Assets

- a) Depreciation on Fixed Assets is provided on straight line method at the rates and in the manner specified in Schedule II to the Companies Act, 2013 with effect from April 01, 2014. Further, in the case of revalued assets, depreciation is calculated on straight line method on the revalued amounts 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 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.

##### B. Intangible Assets

- a) Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised in a straight line basis over their estimated useful life.

#### 5. INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are recognized at cost. The cost comprises of purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit & Loss.

### 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. CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purposes of Cash Flow Statement comprise of cash in hand, Cheques in hand with original maturity of three months or less and Demand Deposit with Banks.

### 8. FOREIGN CURRENCY TRANSACTIONS

Transactions denominated in foreign currencies are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Foreign currency monetary items (assets and liabilities) are restated using the exchange rate prevailing at the reporting 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 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.

### 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. 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

## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

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.

### 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. ACCOUNTING FOR TAXES ON INCOME

- 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.

### 14. 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.

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

- a) Provisions are recognized when the Company has a present obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.
- b) A contingent liability is a possible obligation that arise from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is probable that an outflow of resources will not be required to settle the obligation. However, if the possibility of outflow of resources, arising out of present obligation, is remote, it is not even disclosed as contingent liability. The company does not recognize a contingent liability but discloses its existence in the financial assets.
- c) Contingent assets are neither recognized nor disclosed in the financial statements.

### 16. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted-average number of equity shares outstanding during the year. The weighted-average number of equity shares outstanding during the year and for all years presented is adjusted for events such as bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted-average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.



## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

### 2. SHARE CAPITAL

| Particulars                             | As at 31st March, 2016 |                 | As at 31st March, 2015 |                 |
|---|------------------------|-----------------|------------------------|-----------------|
|   | Number                 | (₹ in lacs)     | Number                 | (₹ in lacs)     |
| <b>Authorised</b>                       |                        |                 |                        |                 |
| Equity Shares of ₹ 2 each               | 62,500,000             | 1,250.00        | 62,500,000             | 1,250.00        |
| Preference Shares of ₹ 100 each         | 250,000                | 250.00          | 250,000                | 250.00          |
|   | <b>62,750,000</b>      | <b>1,500.00</b> | <b>62,750,000</b>      | <b>1,500.00</b> |
| <b>Issued, Subscribed &amp; Paid up</b> |                        |                 |                        |                 |
| Equity Shares of ₹ 2 each fully paid up | 55,020,000             | 1,100.40        | 27,510,000             | 550.20          |
| <b>Total</b>                            | <b>55,020,000</b>      | <b>1,100.40</b> | <b>27,510,000</b>      | <b>550.20</b>   |

#### 2.1 Right, Preference and Restrictions attached to Equity Shares

The Company has only one class of equity shares having par value of ₹ 2 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 exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Company declares and pays dividends in Indian rupees. The Board of Directors, in their meeting on March 16, 2016, declared an interim dividend of ₹ 0.20 per equity share (i.e. 10%) on 55,020,000 Equity Shares of ₹ 2/- each for the financial year 2015-2016. The total dividend appropriation for the year ended March 31, 2016 amounted to ₹ 128.74 lakhs including corporate dividend tax of ₹ 18.70 lakhs.

#### 2.2 Reconciliation of numbers of Equity Shares

| Particulars  | As at 31st March, 2016 |                 | As at 31st March, 2015 |               |
|--|------------------------|-----------------|------------------------|---------------|
|  | Number                 | (₹ in lacs)     | Number                 | (₹ in lacs)   |
| Shares outstanding at the beginning of the year  | 27,510,000             | 550.20          | 5,502,000              | 550.20        |
| Bonus Shares issued during the year  | 27,510,000             | 550.20          | -                      | -             |
| Subdivision of Equity Shares of ₹ 10/- face value into equity shares of ₹ 2/- face value | -                      | -               | 27,510,000             | -             |
| Shares bought back during the year   | -                      | -               | -                      | -             |
| Shares outstanding at the end of the year  | <b>55,020,000</b>      | <b>1,100.40</b> | <b>27,510,000</b>      | <b>550.20</b> |

#### 2.3 Reconciliation of numbers of Preference Shares

| Particulars                                     | As at 31st March, 2016 |             | As at 31st March, 2015 |             |
|---|------------------------|-------------|------------------------|-------------|
|   | Number                 | (₹ in lacs) | Number                 | (₹ in lacs) |
| Shares outstanding at the beginning of the year | -                      | -           | -                      | -           |
| Shares issued during the year                   | -                      | -           | -                      | -           |
| Shares Redeemed during the year                 | -                      | -           | -                      | -           |
| Shares outstanding at the end of the year       | -                      | -           | -                      | -           |

#### 2.4 Details of members holding Equity Shares more than 5%

| Name of Shareholder                       | As at 31st March, 2016 |              | As at 31st March, 2015 |              |
|---|------------------------|--------------|------------------------|--------------|
|   | No. of Shares held     | % of Holding | No. of Shares held     | % of Holding |
| Hemant Kumar Ruia                         | 21,998,930             | 39.98%       | 10,999,465             | 39.98%       |
| Multiwyn Investments & Holdings Pvt. Ltd. | 12,064,770             | 21.93%       | 6,032,385              | 21.93%       |
| India Carbon Limited                      | 6,990,000              | 12.70%       | 3,495,000              | 12.70%       |
| Chefair Investment Pvt. Ltd.              | 5,080,000              | 9.23%        | 2,540,000              | 9.23%        |

2.5 During the year company has issued bonus shares at the rate 1:1 in the month of October 2015. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any bonus shares issues.

## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

| 3. RESERVES & SURPLUS  |                           | (₹ in lacs)               |  |
|--|---------------------------|---------------------------|--|
| Particulars  | As at 31st<br>March, 2016 | As at 31st<br>March, 2015 |  |
| <b>a. Revaluation Reserve</b>  |                           |                           |  |
| Opening Balance  | 124.06                    | 128.75                    |  |
| Less : Appropriations  |                           |                           |  |
| Adjustment relating to Fixed Assets  | -                         | 2.13                      |  |
| Depreciation on revalued assets Transferred to Profit & Loss Account                                   | 2.56                      | 2.56                      |  |
| Closing Balance  | <u>121.50</u>             | <u>124.06</u>             |  |
| <b>b. Capital Reserve</b>  |                           |                           |  |
| Opening Balance  | 0.05                      | 0.05                      |  |
| Closing Balance  | <u>0.05</u>               | <u>0.05</u>               |  |
| <b>c. Debenture Redemption Reserve</b>   |                           |                           |  |
| Opening Balance  | -                         | -                         |  |
| Add : Transfer from Profit & Loss  | 33.40                     | -                         |  |
| Closing Balance  | <u>33.40</u>              | <u>-</u>                  |  |
| <b>d. Capital Redemption Reserve</b>   |                           |                           |  |
| Opening Balance  | 20.00                     | 20.00                     |  |
| Closing Balance  | <u>20.00</u>              | <u>20.00</u>              |  |
| <b>e. Surplus: Statement of Profit &amp; Loss</b>  |                           |                           |  |
| Opening balance  | 3,223.92                  | 2,550.72                  |  |
| Add: Net Profit for the year as per Statement of Profit & Loss   | 978.87                    | 768.71                    |  |
| Less : Appropriations  |                           |                           |  |
| Bonus Shares issued during the year  | 550.20                    | -                         |  |
| Transfer to Debenture Redemption Reserve   | 33.40                     | -                         |  |
| Def Tax due to change in dep rate on effect of adoption of Part C of Schedule II of Companies Act 2013 | -                         | 8.15                      |  |
| Adjustment relating to Fixed Assets  | -                         | 22.99                     |  |
| Tax Provisions relating to earlier years   | 11.53                     | -                         |  |
| Dividend- (₹ 0.20 per share ; previous year ₹ 0.20 per share )   | 110.04                    | 55.02                     |  |
| Tax on Dividend  | 18.70                     | 9.35                      |  |
| Closing Balance  | <u>3,478.92</u>           | <u>3,223.92</u>           |  |
| <b>Total</b>   | <u><u>3,653.87</u></u>    | <u><u>3,368.03</u></u>    |  |

#### 4. LONG TERM BORROWINGS

##### SECURED

|   |                        |                        |
|---|------------------------|------------------------|
| <b>(i) Debentures :</b>                   |                        |                        |
| Redeemable Non Convertible *              | 1,335.00               | 1,335.00               |
| <b>(ii) Term loans :</b>                  |                        |                        |
| From a bank                               | 169.80                 | 325.84                 |
| <b>(iii) Vehicle Loans :</b>              |                        |                        |
| From Banks & Other Financial Institutions | 27.18                  | 28.34                  |
| <b>Total</b>                              | <u><u>1,531.98</u></u> | <u><u>1,689.18</u></u> |

##### Note :

- i. 1335 13% Non Convertible Debentures of ₹ 1 Lac each have been issued which are redeemable at par at the end of 10 years from date of allotment, viz 24-03-2025 for ₹ 740.00 Lacs & 31-03-2025 for ₹ 595.00 Lacs. The company has an option to redeem these debenture earlier; however, no redemption will take place before the end of 1st year.
- ii. The above debentures holders shall get pari passu charge on assets allocated at Land & Building of the company at Survey No 49, Village Vadval, Taluka Khaopli, Dist. Raigad, Maharashtra.



## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

**4.1 Repayment & other terms of the Borrowings** are as at 31st March, 2016 are as follows : (₹ in lacs)

| Nature of Security   | Rate of Interest | Total         | 0-1 Years     | 1-4 Years     |
|--|------------------|---------------|---------------|---------------|
| <b>Secured Loans :</b>   |                  |               |               |               |
| <b>Term Loan from Bank</b>   |                  |               |               |               |
| (i) 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.   | 13.95 % Floating | 325.80        | 156.00        | 169.80        |
| (ii) Having first pari passu hypothecation charge with other consortium working capital lender on present and future current assets of the company consisting of stocks of raw material, packing material, SIP, finished goods and book debts. |                  |               |               |               |
| <b>Vehicle Loans</b>   |                  |               |               |               |
| Secured against hypothecation of Vehicles purchased.   | 10% to 12 %      | 49.70         | 22.52         | 27.18         |
| <b>Total</b>   |                  | <b>375.50</b> | <b>178.52</b> | <b>196.98</b> |

**4.2 Repayment & other terms of the Borrowings** as at 31st March 2015 are as follows : (₹ in lacs)

| Nature of Security   | Rate of Interest | Total         | 0-1 Years     | 1-4 Years     |
|--|------------------|---------------|---------------|---------------|
| <b>Secured Loans</b>   |                  |               |               |               |
| <b>Term Loan from Bank</b>   |                  |               |               |               |
| 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. | 14.35% Floating  | 469.84        | 144.00        | 325.84        |
| <b>Vehicle Loans</b>   |                  |               |               |               |
| Secured against hypothecation of Vehicles purchased.   | 10% to 12%       | 65.79         | 37.45         | 28.34         |
| <b>Total</b>   |                  | <b>535.63</b> | <b>181.45</b> | <b>354.18</b> |
| <b>Unsecured Loans:</b>  |                  |               |               |               |
| From Other Bodies Corporate  | 15% to 18%       | 13.10         | 13.10         | -             |

**5. DEFERRED TAX LIABILITIES (NET)** (₹ in lacs)

| Particulars                                  | As at 31st<br>March, 2016 | As at 31st<br>March, 2015 |
|--|---------------------------|---------------------------|
| Deferred tax liability on account of :       |                           |                           |
| Related to Fixed Assets                      | 458.71                    | 433.71                    |
| Deferred tax assets on account of :          |                           |                           |
| Disallowances under the Income Tax Act, 1961 | (26.48)                   | (25.22)                   |
| <b>Total</b>                                 | <b>432.23</b>             | <b>408.49</b>             |

**6. LONG TERM PROVISIONS** (₹ in lacs)

|   |              |              |
|---|--------------|--------------|
| Provision for employee benefits - Leave encashment (Non Funded) | 30.35        | 26.85        |
| <b>Total</b>  | <b>30.35</b> | <b>26.85</b> |



## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

### 7. SHORT TERM BORROWINGS

(₹ in lacs)

| Particulars  | As at 31st<br>March, 2016 | As at 31st<br>March, 2015 |
|--|---------------------------|---------------------------|
| <b>SECURED</b>   |                           |                           |
| <b>Working Capital Facilities From Banks:</b>  |                           |                           |
| a) State Bank of India :   | <b>3,351.31</b>           | 3,513.91                  |
| Secured by First pari passu Hypothecation with other Consortium WC lender on present and future stock of RM, packing material, SIP, Finished Goods, stores and spares, book debts and by way of mortgage of the immovable properties of the Company, situated at Turbhe and Vadval as continuing /collateral security and is also personally guaranteed by Managing Director of the Company. |                           |                           |
| b) Syndicate Bank :  | <b>25.96</b>              | 240.98                    |
| Secured by First pari passu Hypothecation with other Consortium WC lender on present and future stock of RM, packing material, SIP, Finished Goods, stores and spares, book debts and by way of mortgage of the immovable properties of the Company, situated at Turbhe and Vadval as continuing /collateral security and is also personally guaranteed by Managing Director of the Company. |                           |                           |
| <b>UNSECURED</b>   |                           |                           |
| From Others  | <b>215.00</b>             | -                         |
| <b>Total</b>   | <b><u>3,592.27</u></b>    | <b><u>3,754.89</u></b>    |

### 8. TRADE PAYABLES

|                                       |                        |                        |
|---------------------------------------|------------------------|------------------------|
| Micro, Small and Medium Enterprises * | -                      | -                      |
| Others                                | <b>2,951.60</b>        | 3,246.22               |
| <b>Total</b>                          | <b><u>2,951.60</u></b> | <b><u>3,246.22</u></b> |

#### 8.1 Disclosure in accordance with section 22 of the Micro, Small and Medium Enterprises Development Act, 2006. (Rs. in lacs)

|  |   |   |
|--|---|---|
| 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            | - | - |

\* **Note :** The above information regarding dues to Micro & Small Enterprises has been determined to the extent such parties have been identified on basis of information collected with the Company. This has been relied upon by the auditor.

8.2 Trade Payable include ₹ 151.50 lacs (₹ 282.85 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, 2016

### 9. OTHER CURRENT LIABILITIES

| Particulars   | As at 31st<br>March, 2016 | (₹ in lacs)<br>As at 31st<br>March, 2015 |
|---|---------------------------|--|
| Current maturities of long-term borrowings (Refer Note 4.1)               | 178.52                    | 194.55                                   |
| Application money received for allotment of securities and due for refund | -                         | 12.00                                    |
| Unclaimed Dividends   | 11.47                     | 4.49                                     |
| Interest accrued but not due on borrowings                                | 4.00                      | 5.97                                     |
| Deposits from Dealers and Agents  | 9.77                      | 9.78                                     |
| Advance from Customers  | 53.62                     | 15.96                                    |
| Other Liabilities :   |                           |  |
| (i) Statutory Dues  | 215.47                    | 191.53                                   |
| (ii) Employees Related  | 2.84                      | 4.27                                     |
| <b>Total</b>  | <b>475.69</b>             | <b>438.55</b>                            |

### 10. SHORT TERM PROVISIONS

|   |               |               |
|---|---------------|---------------|
| Proposed Dividend on Equity Shares                                | -             | 55.02         |
| Provision for Dividend Distribution Tax                           | -             | 9.35          |
| Provision for Employee benefits - Leave Encashment ( Non- Funded) | 16.35         | 17.11         |
| Provision for Income Tax (Net of Taxes Paid )                     | 211.03        | 86.74         |
| Provision for Wealth Tax  | -             | 0.95          |
| <b>Total</b>  | <b>227.38</b> | <b>169.17</b> |

# NOTES FORMING PART OF FINANCIAL STATEMENTS

## AS AT 31ST MARCH, 2016

| Particulars                            | GROSS BLOCK                   |               |                        |                                | DEPRECIATION / AMORTISATION   |                                    |            |                        |                                | NET BLOCK                      |                                |
|--|-------------------------------|---------------|------------------------|--------------------------------|-------------------------------|------------------------------------|------------|------------------------|--------------------------------|--------------------------------|--------------------------------|
|  | Balance as at 1st April, 2015 | Additions     | Deduction on Disposals | Balance as at 31st March, 2016 | Balance up to 31st March 2015 | Depreciation charge for the Period | Adjustment | Deduction on Disposals | Balance as at 31st March, 2016 | Balance as at 31st March, 2015 | Balance as at 31st March, 2016 |
| <b>a Tangible Assets</b>               |                               |               |                        |                                |                               |                                    |            |                        |                                |                                |                                |
| Freehold Land                          | 14.38                         |               | -                      | 14.38                          | -                             | -                                  | -          | -                      | -                              | 14.38                          | 14.38                          |
| Leasehold Land (Refer Note II.1 below) | 220.43                        |               | -                      | 220.43                         | 93.30                         | 2.65                               | -          | -                      | 95.95                          | 124.48                         | 127.13                         |
| Buildings                              | 617.59                        | 0.58          |                        | 618.17                         | 168.14                        | 18.27                              | -          | -                      | 186.41                         | 431.76                         | 449.45                         |
| Plant & Equipments                     |                               |               |                        |                                |                               |                                    |            |                        |                                |                                |                                |
| Research & Development                 | 193.43                        | 10.08         | -                      | 203.51                         | 58.95                         | 8.67                               | -          | -                      | 67.62                          | 135.89                         | 134.48                         |
| Others                                 | 3,460.22                      | 102.77        | -                      | 3,562.99                       | 1,440.88                      | 120.44                             | -          | -                      | 1,561.32                       | 2,001.67                       | 2,019.34                       |
| Furniture & Fixtures                   | 44.19                         | 0.07          | -                      | 44.26                          | 28.68                         | 2.61                               | -          | -                      | 31.29                          | 12.97                          | 15.51                          |
| Office Equipment                       | 157.35                        | 5.04          | -                      | 162.39                         | 129.83                        | 13.47                              | -          | -                      | 143.30                         | 19.09                          | 27.52                          |
| Vehicles                               | 273.28                        | 26.29         | 15.47                  | 284.10                         | 82.28                         | 31.54                              | -          | 10.33                  | 103.49                         | 180.61                         | 191.00                         |
| <b>Total (a)</b>                       | <b>4,980.87</b>               | <b>144.83</b> | <b>15.47</b>           | <b>5,110.23</b>                | <b>2,002.06</b>               | <b>197.65</b>                      | <b>-</b>   | <b>10.33</b>           | <b>2,189.38</b>                | <b>2,920.85</b>                | <b>2,978.81</b>                |
| <b>b Intangible Assets</b>             |                               |               |                        |                                |                               |                                    |            |                        |                                |                                |                                |
| Software                               | 18.76                         | 11.31         | -                      | 30.07                          | 18.74                         | 0.54                               | -          | -                      | 19.28                          | 10.79                          | 0.02                           |
| <b>Total (b)</b>                       | <b>18.76</b>                  | <b>11.31</b>  | <b>-</b>               | <b>30.07</b>                   | <b>18.74</b>                  | <b>0.54</b>                        | <b>-</b>   | <b>-</b>               | <b>19.28</b>                   | <b>10.79</b>                   | <b>0.02</b>                    |
| <b>Total (a + b)</b>                   | <b>4,999.63</b>               | <b>156.14</b> | <b>15.47</b>           | <b>5,140.30</b>                | <b>2,020.80</b>               | <b>198.19</b>                      | <b>-</b>   | <b>10.33</b>           | <b>2,208.66</b>                | <b>2,931.64</b>                | <b>2,978.83</b>                |
| Previous Year                          | 4,729.48                      | 312.97        | 42.82                  | 4,999.63                       | 1,844.32                      | 187.78                             | 25.12      | 36.42                  | 2,020.80                       | 2,978.83                       | 2,885.16                       |
| <b>c Capital Work In Progress</b>      |                               |               |                        |                                |                               |                                    |            |                        |                                |                                |                                |
| Plant & Equipment under Installation   |                               |               |                        |                                |                               |                                    |            |                        |                                | 19.81                          | 27.03                          |
| <b>Total</b>                           | <b>-</b>                      | <b>-</b>      | <b>-</b>               | <b>-</b>                       | <b>-</b>                      | <b>-</b>                           | <b>-</b>   | <b>-</b>               | <b>-</b>                       | <b>19.81</b>                   | <b>27.03</b>                   |

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

II.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 ₹ 692.11 lacs ( ₹ 692.11 lacs ).

## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

### 12. NON CURRENT INVESTMENTS

| Sr. No. | Name of the Body Corporate   | Subsidiary / Others  | No. of Shares |             | Face Value (fully paid up) ₹ | Extent of Holding (%) |             | ₹ in lacs     |             |
|---------|--|----------------------|---------------|-------------|------------------------------|-----------------------|-------------|---------------|-------------|
|         |  |                      | March, 2016   | March, 2015 |                              | March, 2016           | March, 2015 | March, 2016   | March, 2015 |
| (1)     | (2)  | (3)                  | (4)           | (5)         | (6)                          | (7)                   | (8)         | (9)           | (10)        |
| (a)     | <b>Investment in Quoted Equity Shares (Non-Trade)</b>              |                      |               |             |                              |                       |             |               |             |
| i       | Bharat Forge Limited   | Others               | 900           | 900         | 2                            | -                     | -           | 11.81         | 11.81       |
| ii      | Wabco India Limited  | Others               | 100           | 100         | 5                            | -                     | -           | 5.55          | 5.55        |
|         |  | <b>Total(a)</b>      |               |             |                              |                       |             | <b>17.36</b>  | 17.36       |
| (b)     | <b>Investment in Unquoted Equity Shares (Non Trade) Subsidiary</b> |                      |               |             |                              |                       |             |               |             |
| ii      | APL Infotech Limited   | Subsidiary           | 597,500       | 597,500     | 10                           | 51%                   | 51%         | 5.98          | 5.98        |
| ii      | APL Engineering Services Pvt. Ltd.                                 | Subsidiary           | 1,000,000     | 1,000,000   | 10                           | 100%                  | 100%        | 100.00        | 100.00      |
|         |  | <b>Total (b)</b>     |               |             |                              |                       |             | <b>105.98</b> | 105.98      |
| (c)     | <b>Other Investment</b>  |                      |               |             |                              |                       |             |               |             |
|         | Government Securities (NSC)  | Others               |               |             |                              |                       |             | 0.02          | 0.02        |
|         |  | <b>Total (c)</b>     |               |             |                              |                       |             | <b>0.02</b>   | 0.02        |
|         |  | <b>Total (a+b+c)</b> |               |             |                              |                       |             | <b>123.36</b> | 123.36      |
|         | Aggregate amount of quoted investments                             |                      |               |             |                              |                       |             | <b>17.36</b>  | 17.36       |
|         | Market Value of quoted investments                                 |                      |               |             |                              |                       |             | <b>14.28</b>  | 17.17       |
|         | Aggregate amount of unquoted investments                           |                      |               |             |                              |                       |             | <b>105.98</b> | 105.98      |

## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

### 13. LONG TERM LOANS AND ADVANCES

|                                  | (₹ in lacs)                       |                                   |
|----------------------------------|-----------------------------------|-----------------------------------|
| Particulars                      | <u>As at 31st<br/>March, 2016</u> | <u>As at 31st<br/>March, 2015</u> |
| Unsecured, considered good :     |                                   |                                   |
| a) Capital Advances              | 563.08                            | 407.22                            |
| b) Loans to Subsidiary Companies | 353.44                            | -                                 |
| c) Security Deposits             | 46.57                             | 43.74                             |
| d) Prepaid Expenses              | 2.04                              | 3.16                              |
| e) MAT Credit Receivable         | -                                 | 24.56                             |
| <b>Total</b>                     | <b><u>965.13</u></b>              | <b><u>478.68</u></b>              |

### 14. INVENTORIES: (VALUED & CERTIFIED BY THE MANAGEMENT)

|   | <u>As at 31st March, 2016</u> | <u>As at 31st March, 2015</u> |
|---|-------------------------------|-------------------------------|
| a. Raw Materials                                | 440.92                        | 446.03                        |
| Goods-in-transit                                | <u>294.32</u>                 | <u>322.29</u>                 |
|   | <b>735.24</b>                 | 768.32                        |
| b. Materials for Repacking                      | 443.69                        | 640.82                        |
| Goods-in-transit                                | <u>306.64</u>                 | <u>366.93</u>                 |
|   | <b>750.33</b>                 | 1,007.75                      |
| c. Stock-in-Process                             | <u>226.27</u>                 | <u>257.33</u>                 |
|   | <b>226.27</b>                 | 257.33                        |
| d. Finished goods                               | 1,138.31                      | 1,299.53                      |
| Goods-in-transit                                | <u>-</u>                      | <u>-</u>                      |
|   | <b>1,138.31</b>               | 1,299.53                      |
| e. Stores and spares, Packing Material and Fuel | 224.04                        | 216.40                        |
| Goods-in-transit                                | <u>2.33</u>                   | <u>-</u>                      |
| <b>Total</b>                                    | <b><u>3076.52</u></b>         | <b><u>3,549.33</u></b>        |

### 15. TRADE RECEIVABLES

|   | <u>As at 31st<br/>March, 2016</u> | <u>As at 31st<br/>March, 2015</u> |
|---|-----------------------------------|-----------------------------------|
| <b>Unsecured and Considered Good</b>          |                                   |                                   |
| Outstanding for a period less than six months |                                   |                                   |
| Considered good                               | <u>3,715.79</u>                   | <u>3,889.65</u>                   |
|   | <b>3,715.79</b>                   | <b>3,889.65</b>                   |
| Outstanding for a period exceeding six months |                                   |                                   |
| Considered Good                               | 124.19                            | 87.56                             |
| Considered Doubtful                           | <u>4.80</u>                       | <u>4.80</u>                       |
|   | <b>128.99</b>                     | 92.36                             |
| Less: Provision for doubtful debts            | <u>4.80</u>                       | <u>4.80</u>                       |
|   | <b>124.19</b>                     | 87.56                             |
| <b>Total</b>                                  | <b><u>3,839.98</u></b>            | <b><u>3,977.21</u></b>            |



## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

### 16. CASH AND BANK BALANCES

(₹ in lacs)

| Particulars   | As at 31st March, 2016 |               | As at 31st March, 2015 |               |
|---|------------------------|---------------|------------------------|---------------|
| Cash and Cash Equivalents   |                        |               |                        |               |
| <b>(i) Balances with banks</b>  |                        |               |                        |               |
| i) in Current Accounts  | 38.19                  |               | 56.27                  |               |
| ii) Cheques on hand   | 28.92                  |               | 53.52                  |               |
| iii) Cash on hand   | 1.60                   | 68.71         | 3.00                   | 112.79        |
| <b>ii) Earmarked balances with banks :</b>  |                        |               |                        |               |
| a) Balance in Unpaid Dividend Account   | 11.47                  |               | 4.49                   |               |
| b) Fixed Deposits with banks to the extent held as margin money or security for the BG & LC | 244.46                 | 255.93        | 187.04                 | 191.53        |
| <b>Total</b>  |                        | <b>324.64</b> |                        | <b>304.32</b> |

### 17. SHORT TERM LOANS AND ADVANCES

| Particulars                          | As at 31st<br>March, 2016 | As at 31st<br>March, 2015 |
|--------------------------------------|---------------------------|---------------------------|
| <b>Unsecured and Considered Good</b> |                           |                           |
| Balances with Customs, Excise, etc   | 995.91                    | 470.67                    |
| VAT Recoverable                      | 425.28                    | 259.21                    |
| Deposits                             | 2.84                      | 5.25                      |
| Loans to Subsidiary Companies        | 670.04                    | 1,017.48                  |
| Others                               | 126.55                    | 105.41                    |
| <b>Total</b>                         | <b>2,220.62</b>           | <b>1,858.02</b>           |

### 18. OTHER CURRENT ASSETS

|                                       |               |               |
|---------------------------------------|---------------|---------------|
| Interest receivable on Fixed Deposits | 4.99          | 8.48          |
| Interest receivable from Subsidiary   | 272.01        | 204.25        |
| Export Incentive receivable           | 145.49        | 113.43        |
| Claims and other receivables          | 0.64          | 0.73          |
| Prepaid Expenses                      | 70.94         | 27.91         |
| <b>Total</b>                          | <b>494.07</b> | <b>354.80</b> |

## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

| Particulars   | (₹ in lacs)      |                  |
|---|------------------|------------------|
|   | 2015-16          | 2014-15          |
| <b>19. REVENUE FROM OPERATIONS</b>  |                  |                  |
| Sale of Products  | 27,725.77        | 32,057.18        |
| Export Incentives   | 194.25           | 346.73           |
| Less : Excise duty  | (1,932.46)       | (2,420.10)       |
| <b>Total</b>  | <b>25,987.56</b> | <b>29,983.81</b> |
| <b>20. OTHER INCOME</b>   |                  |                  |
| Interest Income   | 105.72           | 87.18            |
| Dividend from Long term Investments (Non Trade)   | 0.11             | 0.23             |
| Net surplus on Sale of Fixed Assets   | -                | 0.18             |
| Cylinder rent Received  | 9.60             | 9.67             |
| Other non-operating income  | 1.87             | 4.62             |
| <b>Total</b>  | <b>117.30</b>    | <b>101.88</b>    |
| <b>21. COST OF MATERIAL CONSUMED</b>  |                  |                  |
| Consumption of Raw Material including repacked Packing Material                               | 16,875.94        | 19,873.77        |
|   | 644.61           | 645.73           |
| <b>Total</b>  | <b>17,520.55</b> | <b>20,519.50</b> |
| Purchases of Stock-in-Trade   | -                | 782.00           |
| <b>22. MANUFACTURING AND OPERATING COSTS</b>  |                  |                  |
| Power and fuel  | 1,501.86         | 1,729.92         |
| Research & Development Expenses   | 116.67           | 97.89            |
| Laboratory Expenses   | 38.86            | 34.04            |
| Other Manufacturing expenses  | 137.17           | 127.31           |
| Repairs to Machinery  | 308.55           | 323.23           |
| Repairs to Buildings  | 75.10            | 72.16            |
| <b>Total</b>  | <b>2,178.21</b>  | <b>2,384.55</b>  |
| <b>23. CHANGES IN INVENTORIES OF FINISHED GOODS &amp; STOCK IN PROCESS AND STOCK-IN-TRADE</b> |                  |                  |
| <b>Opening Stock:</b>   |                  |                  |
| Finished Goods  | 1,299.53         | 1,523.50         |
| Stock-in-Process  | 257.33           | 508.08           |
| <b>Total</b>  | <b>1,556.86</b>  | <b>2,031.58</b>  |
| <b>Closing Stock</b>  |                  |                  |
| Finished Goods  | 1,138.31         | 1,299.53         |
| Stock- in-Process   | 226.27           | 257.33           |
| <b>Total</b>  | <b>1,364.58</b>  | <b>1,556.86</b>  |
| Add / (Less):- Variation in excise duty on opening and closing stock of Finished Goods        | (17.08)          | (23.19)          |
| <b>Total</b>  | <b>175.20</b>    | <b>451.53</b>    |



## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

| Particulars                                | (₹ in lacs)     |                 |
|--|-----------------|-----------------|
|  | 2015-16         | 2014-15         |
| <b>24. EMPLOYEE BENEFITS EXPENSES</b>      |                 |                 |
| Salaries and Wages                         | 690.27          | 654.95          |
| Contributions to Provident and Other Funds | 35.01           | 36.54           |
| Staff Welfare Expenses                     | 88.74           | 86.33           |
| <b>Total</b>                               | <b>814.02</b>   | <b>777.82</b>   |
| <b>25. FINANCE COSTS</b>                   |                 |                 |
| <b>Interest Expense</b>                    |                 |                 |
| On Working Capital                         | 368.29          | 478.34          |
| On Term Loan                               | 58.29           | 78.73           |
| On Others                                  | 0.71            | 0.92            |
| On Debentures                              | 173.55          | 2.32            |
| Other Borrowing Costs                      | 153.94          | 417.78          |
| <b>Total</b>                               | <b>754.78</b>   | <b>978.09</b>   |
| <b>26. OTHER EXPENSES</b>                  |                 |                 |
| Rent                                       | 13.52           | 12.77           |
| Rates and Taxes                            | 105.07          | 126.45          |
| Repairs & Maintenance Others               | 26.14           | 31.17           |
| Insurance                                  | 58.63           | 61.58           |
| Conveyance & Vehicle Expenses              | 61.27           | 56.60           |
| Commission on Sales                        | 1,743.91        | 1,257.02        |
| Freight Outward                            | 491.21          | 620.81          |
| Auditors' Remuneration                     |                 |                 |
| Audit fees                                 | 1.83            | 1.75            |
| Tax Audit Fees                             | 0.25            | 0.25            |
| Certification work                         | 0.94            | 0.99            |
|  | 3.02            | 2.99            |
| Director's sitting Fees                    | 0.82            | 0.97            |
| CSR Expenditure                            | 15.50           | 11.20           |
| Miscellaneous Expenses                     | 511.48          | 674.10          |
| <b>Total</b>                               | <b>3,030.57</b> | <b>2,855.66</b> |



## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

### 27. NOTES ON FINANCIAL STATEMENTS

|  | As at 31st<br>March, 2016<br>₹ in lacs | As at 31st<br>March, 2015<br>₹ in lacs |
|--|--|--|
| 1. Contingent Liabilities not provided for in respect of :   |  |  |
| i) Claims against the Company not acknowledged as debts  | 5.14                                   | 5.14                                   |
| ii) Disputed Income tax Matters (including interest upto date of Demand )  | -                                      | 12.48                                  |
| 2. Estimated amount of contracts remaining to be executed on capital account and not provided for ( net of advances)   | 134.27                                 | 404.90                                 |
| 3. i) In the opinion of the management, any of the assets other than fixed assets & non current investments which 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. a) The following are included under Research & Development Expenses in the statement of Profit and Loss   | 2015-2016<br>₹ in lacs                 | 2014-2015<br>₹ in lacs                 |
| i) Salaries, Wages and Bonus   | 75.05                                  | 75.05                                  |
| ii) Contribution to Provident and other funds  | 6.00                                   | 3.96                                   |
| iii) Staff and Workmen Welfare Expenses  | 3.12                                   | 5.17                                   |
| iv) Legal and Professional Fees  | 6.70                                   | 6.22                                   |
| <b>b) Aggregate Expenses:</b><br>Aggregate amount incurred on specific expenses:   |  |  |
| i) Salaries, Wages and Bonus   | 765.32                                 | 730.00                                 |
| ii) Contribution to Provident and other funds  | 41.01                                  | 40.50                                  |
| iii) Staff and Workmen Welfare Expenses  | 91.86                                  | 91.50                                  |
| iv) Legal and Professional Fees  | 141.93                                 | 135.49                                 |
| 5. i) Foreign exchange difference (net) Credited and Previous year Debited to the Statement of Profit & Loss for the year ₹ 5.89 lacs (₹ 131.12 lacs ) included in Miscellaneous expenses.   |  |  |
| ii) <b>Details of Foreign currency unhedged</b>  |  | (₹ in lacs)                            |

| Particulars           | Foreign Currency | 2015-16                    |                         | 2014-15                    |                         |
|-----------------------|------------------|----------------------------|-------------------------|----------------------------|-------------------------|
|                       |                  | Amount in Foreign Currency | Indian rupee equivalent | Amount in Foreign Currency | Indian rupee equivalent |
| <b>Assets:</b>        |                  |                            |                         |                            |                         |
| Trade Receivables     | USD              | 11.94                      | 791.92                  | 11.73                      | 734.26                  |
|                       | Euro             | 0.00                       | 0.16                    | 7.04                       | 475.56                  |
|                       | AED              | 0.01                       | 0.15                    | 0.01                       | 0.14                    |
| Advances to Creditors | USD              | 0.00                       | 0.25                    | 0.21                       | 13.29                   |
| Bank Balance          | USD              | 0.33                       | 22.11                   | 0.22                       | 13.68                   |
|                       | EUR              | 0.01                       | 0.46                    | 0.07                       | 4.65                    |
| <b>Total</b>          |                  | <b>12.29</b>               | <b>815.06</b>           | <b>19.28</b>               | <b>1,241.58</b>         |
| <b>Liabilities:</b>   |                  |                            |                         |                            |                         |
| Trade Payable         | USD              | 15.58                      | 1033.80                 | 15.12                      | 946.21                  |
| Advances from Debtors | USD              | 0.55                       | 36.67                   |                            | -                       |
| <b>Total</b>          |                  | <b>16.14</b>               | <b>1,070.46</b>         | <b>15.12</b>               | <b>946.21</b>           |



## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

| 6. Raw Materials consumed | 2015-2016<br>₹ in lacs | 2014-2015<br>₹ in lacs |
|---------------------------|------------------------|------------------------|
| a) Organic Chemicals      | 16,520.66              | 19,454.01              |
| b) Inorganic Chemicals    | 282.78                 | 360.23                 |
| c) Others                 | 72.50                  | 59.53                  |
|                           | <b>16,875.94</b>       | <b>19,873.77</b>       |

7. Value of imported and indigenous materials consumed and percentage thereof to total consumption

| Particulars    | 2015-16          |               | 2014-15     |            |
|----------------|------------------|---------------|-------------|------------|
|                | Value            | Percentage    | Value       | Percentage |
|                | (₹ in lacs)      |               | (₹ in lacs) |            |
| i) Imported    | 6,932.53         | 41.08         | 6,251.56    | 31.46      |
| ii) Indigenous | 9,943.41         | 58.92         | 13,622.21   | 68.54      |
|                | <b>16,875.94</b> | <b>100.00</b> | 19,873.77   | 100.00     |

| 8. a) CIF value of Imports :<br>Raw Materials (Including repacking)          | 2015-16<br>₹ in lacs | 2014-15<br>₹ in lacs |
|--|----------------------|----------------------|
|  | 5,714.33             | 6,775.11             |
| b) Expenditure in Foreign Currency : (on payment basis)                      |                      |                      |
| i) Travelling Expenses   | 50.83                | 50.61                |
| ii) Bank Charges & Commission  | 10.77                | 8.12                 |
| iii) Commission  | 49.58                | 100.43               |
| iv) Others   | 76.96                | 26.72                |
| c) Earnings in Foreign Exchange : (on accrual basis)<br>FOB value of Exports | 9,123.41             | 11,936.06            |

9. The Company has only one primarily reportable segment of Chemicals.

Net sales and income from operations per Secondary Segment (Geographical) is as follows:

| Net Sales and Income from Operations |           |           |
|--------------------------------------|-----------|-----------|
| India                                | 16,674.42 | 17,185.78 |
| Out of India                         | 9,313.14  | 12,798.03 |

## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

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
    - Chefair Investment Pvt. Ltd.
    - SMT. Bhagirathibai Manmal Gochar Trust
  - b) Key Management Personnel :
    - Mr. Hemant Kumar Ruia - Chairman & Managing Director

**B. Details of Related Party Transactions for Current Year / (Previous Year) :**

| Nature Of Transaction                                | Referred to in<br>A(i) above | Referred<br>to in<br>A (ii)(a)<br>above | Referred to<br>in<br>A (ii)(b) above |
|--|------------------------------|---|--------------------------------------|
| <b>Income</b>  |                              |   |                                      |
| APL Infotech Limited                                 |                              |   |                                      |
| Interest on Loan                                     | <b>75.29</b><br>(69.66)      |   |                                      |
| APL Engineering Services Private Limited             |                              |   |                                      |
| Rent   | <b>0.18</b><br>(0.18)        |   |                                      |
| Expenses Reimbursement                               | <b>5.93</b><br>(3.32)        |   |                                      |
| Purchases of Fixed Assets                            | <b>54.17</b><br>(14.89)      |   |                                      |
| <b>Managerial Remuneration-Mr. Hemant Kumar Ruia</b> |                              |   | <b>47.79</b>                         |
| <b>CSR Expenditure</b>                               |                              |   | <b>(39.43)</b>                       |
| SMT. Bhagirathibai Manmal Gochar Trust               |                              | -                                       |                                      |
|  |                              | (11.20)                                 |                                      |
| <b>Finance</b>                                       |                              |   |                                      |
| <b>Loan given</b>                                    |                              |   |                                      |
| APL Infotech Limited                                 | -                            |   |                                      |
|  | (5.40)                       |   |                                      |
| APL Engineering Services Private Limited             | <b>173.39</b>                |   |                                      |
|  | (256.84)                     |   |                                      |
| <b>Loan repaid</b>                                   |                              |   |                                      |
| APL Infotech Limited                                 | -                            |   |                                      |
|  | (5.40)                       |   |                                      |
| APL Engineering Services Private Limited             | <b>167.40</b>                |   |                                      |
|  | (35.50)                      |   |                                      |
| <b>Loans taken and repaid</b>                        |                              |   |                                      |
| Multiwyn Investments & Holdings Private Limited      |                              | -                                       |                                      |
|  |                              | (3.00)                                  |                                      |
| Chefair Investment Pvt. Ltd.                         |                              | -                                       |                                      |
|  |                              | (12.00)                                 |                                      |

## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

### C. Outstanding balance in respect of Related parties as at 31st March, 2016

| Nature Of Transaction                       |                  | Referred to in<br>A(i) above | Referred<br>to in<br>A (ii)(a)<br>above | Referred to in<br>A (ii)(b) above |
|---|------------------|------------------------------|---|-----------------------------------|
| APL Infotech Limited                        | Loan Receivable  | 625.45<br>(557.69)           |   |                                   |
| APL Engineering Services<br>Private Limited | Loan Receivable  | 670.03<br>(664.04)           |   |                                   |
|   | Other Receivable | 1.94<br>(0.64)               |   |                                   |
| SMT. Bhagirathibai Manmal Gochar Trust      |                  |                              | -                                       | (11.00)                           |

**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.

| I I. The computation of Basic and Diluted Earnings per Share : | 2015-16     | 2014-15     |
|--|-------------|-------------|
| Net Profit after Tax (₹ in lacs)                               | 978.87      | 768.71      |
| Less: Dividend Payable on Preference Shares (₹ in lacs)        | -           | -           |
| Net Profit available to Equity Shareholders (₹ in lacs)        | 978.87      | 768.71      |
| Weighted average no. of equity shares (denominator in lacs)    |             |             |
| Basic  | 550.20      | 550.20      |
| Diluted  | 550.20      | 550.20      |
| Nominal value of Share (₹)                                     | 2.00        | 2.00        |
| <b>Basic and Diluted Earnings Per Share (₹)</b>                | <b>1.78</b> | <b>1.40</b> |

Pursuant to the Board's approval in the meeting held on 27th August, 2015, the Company has issued bonus shares in the ratio of 1:1 in the month of October 2015. The number of shares and potentially dilutive equity shares are adjusted retrospectively for previous year for any bonus shares issues.

## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

### 12. Disclosure as required by Accounting Standard 15 (Revised) on Employee Benefits: -

In respect of gratuity , defined benefit scheme (based on Actuarial Valuation) –

| Description   | 31.03.2016<br>₹ in lacs                                | 31.03.2015<br>₹ in lacs                       |
|---|--|---|
| A. Expense recognised in the statement of Profit and Loss                                     |  |   |
| Account for the year  |  |   |
| - Current Service Cost  | 7.57   | 6.75  |
| - Interest Cost   | 11.51  | 13.27   |
| - Expected return on plan assets  | 11.51  | 12.78   |
| - Net actuarial (gain) / loss recognised during the year                                      | 17.17  | 18.62   |
| Total Expense   | 47.76  | 51.42   |
| B. Actual return on plan assets   |  |   |
| - Expected return of plan assets  | 11.51  | 12.78   |
| - Actuarial (gain) / loss on plan assets  | 0.53   | (6.04)  |
| - Actual return of plan assets  | 12.04  | 6.74  |
| C. Net Asset / (Liability) recognised in the Balance Sheet                                    |  |   |
| - Present value of obligation   | 147.83   | 145.38  |
| - Fair value of plan assets   | 95.03  | 116.26  |
| - Funded status (surplus / (deficit))   | (52.80)  | (29.12)                                       |
| - Net Asset / (Liability) recognised in the Balance Sheet                                     | (52.80)  | (29.12)                                       |
| D. Change in Present value of Obligation during the year                                      |  |   |
| - Present value of obligation at the beginning of the year                                    | 145.38   | 141.76  |
| - Current Service Cost  | 7.57   | 6.75  |
| - Past Service Cost - Vested Benefit  | -  | -   |
| - Interest Cost   | 11.51  | 13.27   |
| - Benefits paid   | 33.27  | 41.06   |
| - actuarial (gain) / loss on obligation   | (16.64)  | (24.66)                                       |
| - Present value of obligation at the end of the year  | 147.83   | 145.38  |
| E. Change in Assets during the year   |  |   |
| - Fair value of plan assets as at beginning of the year                                       | 116.26   | 129.80  |
| - Expected return on plan assets  | 11.51  | 12.78   |
| - Contributions made  | -  | 20.78   |
| - Benefits paid   | 33.27  | 41.06   |
| - actuarial (gains) / loss on plan assets   | (0.53)   | 6.04  |
| - Fair value of plan assets at the end of the year  | 95.03  | 116.26  |
| 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   | 7.86%  | 7.92%   |
| - Expected rate of return on assets   | 7.86%  | 7.92%   |
| - Mortality Rate  | <b>Indian Assured<br/>Lives (2006-08)<br/>Ultimate</b> | Indian Assured<br>Lives (2006-08)<br>Ultimate |
| - Future salary increases consider inflation, seniority, promotion and other relevant factors | 2%   | 2%  |



## NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

13. A scheme of arrangement under section 391 to 394 of the Companies Act, 1956 for merger of APL Engineering Services Pvt. Ltd, 100% subsidiary of the Company, has been approved by Board of Directors of the Company on 13.02.2013 and BSE Ltd. has issued observation letter on the same which is available for Members information on Company's website. The Company had filed the application in the Guwahati High Court for necessary directions. The financial results do not carry effect of the said merger.

14. Corporate Social Responsibilities (CSR) activities

The Company has committed an amount of ₹ 15.50 Lakhs towards a project undertaken by Mr. Purushottam Modi for Sanskrit College at Ujjain and also another proposed project of building toilets for women in Rural areas of Maharashtra.

The details of CSR expenditure are mentioned as under :-

- a) Gross Amount required to be spent by company during the year ₹ 15.35 Lacs  
b) Amount Spent during the year on :-

| Particulars                                 | In Cash | Yet to be paid in cash | Total |
|---|---------|------------------------|-------|
| i) Construction / Acquisition of any assets | 15.50   | -                      | 15.50 |

15. The Company has taken office premises on lease.

16. a) Figures shown in brackets are relatet 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 I to 27

As per our attached Report of even date  
**For Bhandari Dastur Gupta and Associates**  
Firm Registration No.: I19739W  
Chartered Accountants

**Sunil Bhandari**  
Partner  
Membership No- 047981  
Mumbai, Dated: 27<sup>th</sup> May, 2016

For and on behalf of Board of Directors  
**Hemant Kumar Ruia** Chairman & Managing Director

**A. S. Nagar** Director  
**Ajay Puranik** Sr. VP (Corporate Affairs)  
& Company Secretary  
**Pramod Sharma** Chief Financial Officer

Mumbai, Dated: 27<sup>th</sup> May, 2016

## INDEPENDENT AUDITORS' REPORT

**TO**  
**The Members of**  
**AMINES & PLASTCIZERS LIMITED**

### **Report on the Consolidated Financial Statements**

1. We have audited the accompanying consolidated financial statements of Amines & Plasticizers Limited ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the consolidated Balance Sheet as at March 31, 2016, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information prepared based on the relevant records "the Consolidated Financial Statements".

### **Management's Responsibility for the Consolidated Financial Statements**

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (herein after referred to as "the Act") that give true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the group in accordance with accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities: the selection and application of appropriate accounting policies: making judgements and estimates that are reasonable and prudent: and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

## Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
- in the case of the Balance Sheet, the state of affairs of the Group Entities as at March 31, 2016;
  - in the case of the Consolidated Statement of Profit and Loss, of the profit of the Company for the year ended on that date;
  - in the case of the Consolidated Cash Flow Statement, of the cash flows of the Company for the year ended on that date;

## Report on Other Legal and Regulatory Requirements

7. As required by Section 143 (3) of the Act, we report that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - In our opinion, proper books of account as required by law maintained by the Holding Company, its subsidiaries included in the Group, relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the Subsidiaries.
  - The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company, its subsidiaries included in the Group, including relevant records relating to the preparation of the consolidated financial statements.
  - In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - On the basis of the written representations received from the directors of the holding Company as on March 31, 2016, taken on record by the Board of Directors of the Holding Company and of its subsidiary companies, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.
  - With respect to the adequacy of the internal financial controls over financial reporting of the Company and its subsidiary companies, and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
  - With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
    - There were no pending litigations as at March 31, 2016, which would impact the consolidated financial position of the Group.
    - The Group did not have any material foreseeable losses on long-term contracts including derivative contracts as at March 31, 2016.
    - There were no amounts, which were required to be transferred to the Investor Education and Protection Fund by the Holding company, and its subsidiaries during the year ended March 31, 2016.

For **Bhandari Dastur Gupta & Associates**

Firm Registration Number: I19739W

Chartered Accountants

**Sunil Bhandari**

Partner

Membership Number: 047981

Mumbai, 27<sup>th</sup> May, 2016



**Annexure 'A'****INDEPENDENT AUDITORS' REPORT**

Referred to in paragraph 7 (f) of the Independent Auditors' Report of even date to the members of Amines & Plasticizers Limited on the consolidated financial statements for the year ended March 31, 2016

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act**

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of Amines & Plasticizers Limited (herein referred to as "The Holding Company") and its subsidiary companies which are companies incorporated in India as of that date.

**Management's Responsibility for Internal Financial Controls**

2. The respective Board of Directors of the Holding company, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on "internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:
  - (a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
  - (b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
  - (c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Other Matters**

9. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to Two (2) subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not qualified in respect of this matter.

For **Bhandari Dastur Gupta & Associates**

Firm Registration Number: 119739W  
Chartered Accountants

**Sunil Bhandari**

Partner  
Membership Number: 047981  
Mumbai, 27<sup>th</sup> May, 2016



## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

| Particulars  | Note<br>No. | As at<br>31st March,<br>2016 | (₹ in lacs)<br>As at<br>31st March,<br>2015 |
|--|-------------|------------------------------|---|
| <b>EQUITY AND LIABILITIES</b>                      |             |                              |   |
| <b>Shareholders' Funds</b>                         |             |                              |   |
| Share Capital                                      | 2           | 1,100.40                     | 550.20                                      |
| Reserves and Surplus                               | 3           | 2,975.96                     | 2,764.46                                    |
| Minority Interest                                  |             | 42.02                        | 42.02                                       |
| <b>Non-Current Liabilities</b>                     |             |                              |   |
| Long-Term Borrowings                               | 4           | 2,146.98                     | 2,271.93                                    |
| Deferred Tax Liabilities (Net)                     | 5           | 432.23                       | 408.49                                      |
| Long-Term Provisions                               | 6           | 30.35                        | 26.85                                       |
| <b>Current Liabilities</b>                         |             |                              |   |
| Short-Term Borrowings                              | 7           | 3,592.27                     | 3,754.89                                    |
| Trade Payables                                     | 8           | 2,977.22                     | 3,282.11                                    |
| Other Current Liabilities                          | 9           | 498.61                       | 548.23                                      |
| Short-Term Provisions                              | 10          | 169.63                       | 169.17                                      |
| <b>TOTAL</b>                                       |             | <b>13,965.67</b>             | <b>13,818.35</b>                            |
| <b>ASSETS</b>                                      |             |                              |   |
| <b>Non-Current Assets</b>                          |             |                              |   |
| Fixed Assets                                       | 11          |                              |   |
| Tangible Assets                                    |             | 3,462.56                     | 3,553.61                                    |
| Intangible Assets                                  |             | 10.79                        | 0.02  |
| Capital Work-in-Progress                           |             | 19.81                        | 27.03                                       |
| Intangible Assets under Development                |             | 756.55                       | 730.22                                      |
| Non-Current Investments                            | 12          | 17.38                        | 17.38                                       |
| Long-Term Loans and Advances                       | 13          | 552.30                       | 478.96                                      |
| <b>Current Assets</b>                              |             |                              |   |
| Inventories  | 14          | 3,108.79                     | 3,595.98                                    |
| Trade Receivables                                  | 15          | 3,881.43                     | 4,030.43                                    |
| Cash and Bank Balances                             | 16          | 335.63                       | 331.20                                      |
| Short-Term Loans and Advances                      | 17          | 1,598.37                     | 902.78                                      |
| Other Current Assets                               | 18          | 222.06                       | 150.74                                      |
| <b>TOTAL</b>                                       |             | <b>13,965.67</b>             | <b>13,818.35</b>                            |
| Significant Accounting Policies                    | 1           |                              |   |
| See Accompanying Notes to the Financial Statements | 2 to 27     |                              |   |

As per our attached Report of even date  
**For Bhandari Dastur Gupta and Associates**  
 Firm Registration No.: I19739W  
*Chartered Accountants*

**Sunil Bhandari**  
*Partner*  
 Membership No- 047981  
 Mumbai, Dated: 27<sup>th</sup> May, 2016

For and on behalf of Board of Directors  
**Hemant Kumar Ruia** *Chairman & Managing Director*

**A. S. Nagar** *Director*  
**Ajay Puranik** *Sr. VP (Corporate Affairs)  
& Company Secretary*  
**Pramod Sharma** *Chief Financial Officer*

Mumbai, Dated: 27<sup>th</sup> May, 2016

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED AS AT 31ST MARCH, 2016

(₹ in lacs)

| Particulars  | Note No. | For the year ended 31st March, 2016 | For the year ended 31st March, 2015 |
|--|----------|-------------------------------------|-------------------------------------|
| Revenue from Operations  | 19       | 26,037.86                           | 30,080.65                           |
| Revenue from Services  | 19       | 182.40                              | 101.51                              |
| Other Income   | 20       | 43.43                               | 32.22                               |
| <b>Total Revenue</b>   |          | <b>26,263.69</b>                    | <b>30,214.38</b>                    |
| <b>Expenditure</b>   |          |                                     |                                     |
| Cost of Materials Consumed   | 21       | 17,564.13                           | 20,605.68                           |
| Purchases of Stock-in-Trade  |          | -                                   | 782.00                              |
| Manufacturing and Operating Costs  | 22       | 2,188.60                            | 2,393.97                            |
| Changes in Inventories of Finished Goods Stock-in-Process and Stock-in-Trade | 23       | 180.02                              | 439.81                              |
| Employee Benefits Expense  | 24       | 916.20                              | 868.05                              |
| Finance costs  | 25       | 786.30                              | 1,027.45                            |
| Depreciation and Amortization Expense  |          | 224.63                              | 215.03                              |
| Less Transferred from Revaluation Reserve                                    |          | (2.56)                              | (2.56)                              |
|  |          | <b>222.07</b>                       | <b>212.47</b>                       |
| Other Expenses   | 26       | 3,043.17                            | 2,874.45                            |
| <b>Total Expenses</b>  |          | <b>24,900.49</b>                    | <b>29,203.88</b>                    |
| <b>Profit before Tax</b>   |          | <b>1,363.20</b>                     | <b>1,010.50</b>                     |
| <b>Tax expense</b>   |          |                                     |                                     |
| Current Tax  |          | 434.93                              | 309.90                              |
| Deferred Tax   |          | 23.74                               | 71.76                               |
| Wealth Tax   |          | -                                   | 0.95                                |
| <b>Profit for the year</b>   |          | <b>904.53</b>                       | <b>627.89</b>                       |
| Earnings per Equity Share: (Face value of ₹ 2 each)                          |          |                                     |                                     |
| Basic & Diluted  | 27 (6)   | 1.64                                | 1.14                                |
| Significant Accounting Policies  | I        |                                     |                                     |
| See Accompanying Notes to the Financial Statements                           | 2 to 27  |                                     |                                     |

As per our attached Report of even date  
**For Bhandari Dastur Gupta and Associates**  
 Firm Registration No.: I19739W  
 Chartered Accountants

**Sunil Bhandari**  
 Partner  
 Membership No- 047981  
 Mumbai, Dated: 27<sup>th</sup> May, 2016

For and on behalf of Board of Directors  
**Hemant Kumar Ruia** Chairman & Managing Director

**A. S. Nagar** Director  
**Ajay Puranik** Sr. VP (Corporate Affairs)  
 & Company Secretary  
**Pramod Sharma** Chief Financial Officer

Mumbai, Dated: 27<sup>th</sup> May, 2016



## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

| Particulars   | (₹ in lacs)                               |   |
|---|---|---|
|   | For the year<br>ended 31st<br>March, 2016 | For the year<br>ended 31st<br>March, 2015 |
| <b>A Cash Flow from Operating Activities</b>                |   |   |
| Net Profit before Tax and Extraordinary Items               | 1,363.20                                  | 1,010.50                                  |
| Adjusted for:   |   |   |
| Depreciation  | 222.07                                    | 212.47                                    |
| Loss on Sale of Investments                                 | 0.00                                      | 49.67                                     |
| (Profit)/ Loss on Sale of Fixed assets                      | 1.86                                      | (0.18)                                    |
| Dividend Income   | (0.11)                                    | (0.23)                                    |
| Interest Income   | (32.03)                                   | (17.70)                                   |
| Finance Costs   | 786.30                                    | 1,027.45                                  |
| <b>Operating Profit before Working Capital Changes</b>      | <b>2,341.29</b>                           | <b>2,281.98</b>                           |
| Adjusted for:   |   |   |
| Trade and Other Receivables *                               | (780.21)                                  | 449.42                                    |
| Inventories   | 487.19                                    | 186.63                                    |
| Trade and Other Payables                                    | (335.74)                                  | (2,052.95)                                |
|   | <b>(628.76)</b>                           | <b>(1,416.90)</b>                         |
| <b>Cash Generated from Operations</b>                       | <b>1,712.53</b>                           | <b>865.08</b>                             |
| Direct taxes (paid) /Refund (net of tax paid)               | (356.31)                                  | (214.21)                                  |
| <b>Net Cash Flow from Operating Activities</b>              | <b>(A) 1,356.22</b>                       | <b>650.87</b>                             |
| <b>B Cash Flow from Investing Activities</b>                |   |   |
| Purchase of Fixed Assets                                    | (168.60)                                  | (360.64)                                  |
| Capital Work in Progress                                    |   |   |
| Sale/(Purchase) of Investments                              | 0.00                                      | 50.21                                     |
| Dividend Income   | 0.11                                      | 0.23                                      |
| Loss on Sale of Investments                                 | 0.00                                      | (49.67)                                   |
| Interest Income   | 32.03                                     | 17.70                                     |
| Sale of Fixed Assets  | 3.28                                      | 6.58                                      |
| <b>Net Cash Flow from/ (Used in) Investing Activities</b>   | <b>(B) (133.18)</b>                       | <b>(335.59)</b>                           |
| <b>C Cash Flow from Financing Activities</b>                |   |   |
| Proceeds/(Repayment) from Long Term Borrowings (Net)        | (140.98)                                  | 1,098.87                                  |
| Proceeds/(Repayment) from Short Term Borrowings             | (162.62)                                  | (285.40)                                  |
| Dividend Paid   | (193.11)                                  | (64.37)                                   |
| Interest Paid   | (786.30)                                  | (1,027.45)                                |
| <b>Net Cash Flow from / (Used in) Financing activities</b>  | <b>(C) (1,283.01)</b>                     | <b>(278.35)</b>                           |
| <b>Net increase/(decrease) in Cash and Cash equivalents</b> | <b>(59.97)</b>                            | <b>36.93</b>                              |
| <b>Cash and Cash equivalents - Opening Balance</b>          | <b>139.67</b>                             | <b>102.74</b>                             |
| <b>- Closing Balance</b>                                    | <b>79.70</b>                              | <b>139.67</b>                             |

\* Includes Margin Money in the form of Term Deposits with the Bank for LC /BG and Unclaimed Dividend.

As per our attached Report of even date  
**For Bhandari Dastur Gupta and Associates**  
Firm Registration No.: 119739W  
Chartered Accountants

**Sunil Bhandari**  
Partner  
Membership No- 047981  
Mumbai, Dated: 27<sup>th</sup> May, 2016

For and on behalf of Board of Directors  
**Hemant Kumar Ruia** Chairman & Managing Director

**A. S. Nagar** Director  
**Ajay Puranik** Sr. VP (Corporate Affairs)  
& Company Secretary  
**Pramod Sharma** Chief Financial Officer

Mumbai, Dated: 27<sup>th</sup> May, 2016

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

## Note I SIGNIFICANT ACCOUNTING POLICIES

### 1. GENERAL

These consolidated financial statements have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

### 2. USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

### 3. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the financial statements of Amines & Plasticizers Ltd. (the Parent Company) and its subsidiary companies 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 have been prepared in accordance with the consolidation procedures laid down as per Section 129 (3) of the Companies Act, 2013.

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

- The financial statements of the Parent and its subsidiary companies 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.

### 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 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 of 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.

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

## 5. DEPRECIATION

### 1. Tangible Assets

- a) Depreciation on Fixed Assets is provided on straight line method at the rates and in the manner specified in Schedule II to the Companies Act, 2013 with effect from April 01, 2014. Further, in the case of revalued assets, depreciation is calculated on straight line method on the revalued amounts 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 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.

### 2. Intangible Assets

- a) Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised in a straight line basis over their estimated useful life.

## 6. INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are recognized at cost. The cost comprises of purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit & Loss.

## 7. 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.

## 8. CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purposes of Cash Flow Statement comprise of cash in hand, Cheques in hand with original maturity of three months or less and Demand Deposit with Banks.

## 9. FOREIGN CURRENCY TRANSACTIONS

Transactions denominated in foreign currencies are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Foreign currency monetary items (assets and liabilities) are restated using the exchange rate prevailing at the reporting 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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

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.

### 10. 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.

### 11. 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.

### 12. 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.

### 13. 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.

### 14. ACCOUNTING FOR TAXES ON INCOME

- 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.



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

### 15. 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.

### 16. PROVISION, CONTINGENT LIABILITIES & CONTINGENT ASSETS

- a) Provisions are recognized when the Company has a present obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.
- b) A contingent liability is a possible obligation that arise from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is probable that an outflow of resources will not be required to settle the obligation. However, if the possibility of outflow of resources, arising out of present obligation, is remote, it is not even disclosed as contingent liability. The company does not recognize a contingent liability but discloses its existence in the financial assets.
- c) Contingent assets are neither recognized nor disclosed in the financial statements.

### 17. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted-average number of equity shares outstanding during the year. The weighted-average number of equity shares outstanding during the year and for all years presented is adjusted for events such as bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted-average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

### 2. SHARE CAPITAL

| Particulars                             | As at 31st March, 2016 |                 | As at 31st March, 2015 |                 |
|---|------------------------|-----------------|------------------------|-----------------|
|   | Number                 | (₹ in lacs)     | Number                 | (₹ in lacs)     |
| <b>Authorised</b>                       |                        |                 |                        |                 |
| Equity Shares of ₹ 2 each               | 62,500,000             | 1,250.00        | 62,500,000             | 1,250.00        |
| Preference Shares of ₹ 100 each         | 250,000                | 250.00          | 250,000                | 250.00          |
|   | <b>62,750,000</b>      | <b>1,500.00</b> | <b>62,750,000</b>      | <b>1,500.00</b> |
| <b>Issued, Subscribed &amp; Paid up</b> |                        |                 |                        |                 |
| Equity Shares of ₹ 2 each fully paid up | 55,020,000             | 1,100.40        | 27,510,000             | 550.20          |
| <b>Total</b>                            | <b>55,020,000</b>      | <b>1,100.40</b> | <b>27,510,000</b>      | <b>550.20</b>   |

#### 2.1 Right, Preference and Restrictions attached to Equity Shares

The Company has only one class of equity shares having par value of ₹ 2 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.

The Company declares and pays dividends in Indian rupees. The Board of Directors, in their meeting on March 16, 2016, declared an interim dividend of ₹ 0.20 per equity share (i.e 10%) on 55,020,000 Equity Shares of ₹ 2/- each for the financial year 2015-2016. The total dividend appropriation for the year ended March 31, 2016 amounted to ₹ 128.74 lakhs including corporate dividend tax of ₹ 18.70 lakhs.

#### 2.2 Reconciliation of numbers of Equity Shares

| Particulars   | As at 31st March, 2016 |                 | As at 31st March, 2015 |               |
|---|------------------------|-----------------|------------------------|---------------|
|   | Number                 | (₹ in lacs)     | Number                 | (₹ in lacs)   |
| Shares outstanding at the beginning of the year   | 27,510,000             | 550.20          | 5,502,000              | 550.20        |
| Bonus Shares issued during the year   | 27,510,000             | 550.20          | -                      | -             |
| Subdivision of Equity Shares of ₹ 10 /- face value into equity shares of ₹ 2/- face value | -                      | -               | 27,510,000             | -             |
| Shares bought back during the year  | -                      | -               | -                      | -             |
| Shares outstanding at the end of the year   | <b>55,020,000</b>      | <b>1,100.40</b> | <b>27,510,000</b>      | <b>550.20</b> |

#### 2.3 Reconciliation of numbers of Preference Shares

| Particulars                                     | As at 31st March, 2016 |             | As at 31st March, 2015 |             |
|---|------------------------|-------------|------------------------|-------------|
|   | Number                 | (₹ in lacs) | Number                 | (₹ in lacs) |
| Shares outstanding at the beginning of the year | -                      | -           | -                      | -           |
| Shares issued during the year                   | -                      | -           | -                      | -           |
| Shares Redeemed during the year                 | -                      | -           | -                      | -           |
| Shares outstanding at the end of the year       | -                      | -           | -                      | -           |

#### 2.4 Details of members holding Equity Shares more than 5%

| Name of Shareholder                       | As at 31st March, 2016 |              | As at 31st March, 2015 |              |
|---|------------------------|--------------|------------------------|--------------|
|   | No. of Shares held     | % of Holding | No. of Shares held     | % of Holding |
| Hemant Kumar Ruia                         | 21,998,930             | 39.98%       | 10,999,465             | 39.98%       |
| Multiwyn Investments & Holdings Pvt. Ltd. | 12,064,770             | 21.93%       | 6,032,385              | 21.93%       |
| India Carbon Limited                      | 6,990,000              | 12.70%       | 3,495,000              | 12.70%       |
| Chefair Investment Pvt. Ltd.              | 5,080,000              | 9.23%        | 2,540,000              | 9.23%        |

#### 2.5 During the year company has issued bonus shares at the rate 1:1 in the month of October 2015

The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any bonus shares issues.



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

| 3. RESERVES & SURPLUS                                | Particulars  | As at 31st<br>March, 2016 | As at 31st<br>March, 2015 |
|--|--|---------------------------|---------------------------|
|  |  |                           | (₹ in lacs)               |
| <b>a. Revaluation Reserve</b>                        |  |                           |                           |
|  | Opening Balance  | 124.06                    | 128.75                    |
|  | Less : Appropriations  |                           |                           |
|  | Adjustment relating to Fixed Assets  | -                         | 2.13                      |
|  | Depreciation on revalued assets Transferred to Profit & Loss Account                                   | 2.56                      | 2.56                      |
|  | Closing Balance  | 121.50                    | 124.06                    |
| <b>b. Capital Reserve</b>                            |  |                           |                           |
|  | Opening Balance  | 0.05                      | 0.05                      |
|  | Closing Balance  | 0.05                      | 0.05                      |
| <b>c. Debenture Redemption Reserve</b>               |  |                           |                           |
|  | Opening Balance  | -                         | -                         |
|  | Add : Transfer from Profit & Loss  | 33.40                     | -                         |
|  | Closing Balance  | 33.40                     | -                         |
| <b>d. Capital Redemption Reserve</b>                 |  |                           |                           |
|  | Opening Balance  | 20.00                     | 20.00                     |
|  | Closing Balance  | 20.00                     | 20.00                     |
| <b>e. Surplus: Statement of Profit &amp; Loss</b>    |  |                           |                           |
|  | Opening balance  | 2,566.59                  | 2,032.68                  |
|  | Add: Net Profit for the year   | 904.53                    | 629.42                    |
|  | Less : Appropriations  |                           |                           |
|  | Bonus Shares issued during the year  | 550.20                    | -                         |
|  | Transfer to Debenture Redemption Reserve   | 33.40                     | -                         |
|  | Def Tax due to change in dep rate on effect of adoption of Part C of Schedule II of Companies Act 2013 | -                         | 8.15                      |
|  | Adjustment relating to Fixed Assets  | -                         | 22.99                     |
|  | Tax Provisions relating to earlier years   | 11.53                     | -                         |
|  | Dividend- (₹ 0.20 per share ; previous year ₹ 0.20 per share )   | 110.04                    | 55.02                     |
|  | Tax on Dividend  | 18.70                     | 9.35                      |
|  | Closing Balance  | 2,747.25                  | 2,566.59                  |
| <b>f. Capital Reserve (arising on Consolidation)</b> |  |                           |                           |
|  | Opening Balance  | 53.76                     | 53.76                     |
|  | Closing Balance  | 53.76                     | 53.76                     |
|  | <b>Total</b>   | <b>2,975.96</b>           | <b>2,764.46</b>           |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

### 4. LONG TERM BORROWINGS

|   | (₹ in lacs)               |                           |
|---|---------------------------|---------------------------|
| Particulars                               | As at 31st<br>March, 2016 | As at 31st<br>March, 2015 |
| <b>SECURED</b>                            |                           |                           |
| (i) <b>Debentures :</b>                   |                           |                           |
| Secured , Redeemable Non Convertible *    | 1,335.00                  | 1,335.00                  |
| (ii) <b>Term loans :</b>                  |                           |                           |
| From a bank                               | 169.80                    | 325.84                    |
| (iii) <b>Vehicle Loans :</b>              |                           |                           |
| From Banks & Other Financial Institutions | 27.18                     | 28.34                     |
| <b>Total</b>                              | <b>1,531.98</b>           | <b>1,689.18</b>           |
| <b>UNSECURED</b>                          |                           |                           |
| (ii) <b>Term loans :</b>                  |                           |                           |
| From Others and Body Corporates           | 615.00                    | 582.75                    |
|   | <b>615.00</b>             | <b>582.75</b>             |
| <b>Total</b>                              | <b>2,146.98</b>           | <b>2,271.93</b>           |

**Note :**

- i. 1335 13% Non Convertible Debentures of ₹ 1 Lac each have been issued which are redeemable at par at the end of 10 years from date of allotment, viz 24-03-2025 for ₹ 740.00 Lacs & 31-03-2025 for ₹ 595.00 Lacs. The company has an option to redeem these debenture earlier; however, no redemption will take place before the end of 1st year.
- ii. The above debentures holders shall get pari passu charge on assets allocated at Land & Building of the company at Survey No 49, Village Vadval, Taluka Khaopli, Dist. Raigad, Maharashtra.

#### 4.1 Repayment & other terms of the Borrowings are as at 31st March, 2016 follows :

|  |                  | (₹ in lacs)   |               |               |
|--|------------------|---------------|---------------|---------------|
| Nature of Security   | Rate of Interest | Total         | 0-1 Years     | 1-4 Years     |
| <b>Secured Loans :</b>   |                  |               |               |               |
| <b>Term Loan from Bank</b>   |                  |               |               |               |
| (i) 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.   | 13.95 % Floating | 325.80        | 156.00        | 169.80        |
| (ii) Having first pari passu hypothecation charge with other consortium working capital lender on present and future current assets of the company consisting of stocks of raw material, packing material, SIP, finished goods and book debts. |                  |               |               |               |
| <b>Vehicle Loans</b>   |                  |               |               |               |
| Secured against hypothecation of Vehicles purchased.   | 10% to 12 %      | 49.70         | 22.52         | 27.18         |
| <b>Total</b>   |                  | <b>375.50</b> | <b>178.52</b> | <b>196.98</b> |



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

### 4.2 Repayment & other terms of the Borrowings as at 31st March 2015 are as follows : (₹ in lacs)

| Nature of Security  | Rate of Interest | Total         | 0-1 Years     | 1-4 Years     |
|---|------------------|---------------|---------------|---------------|
| <b>Secured Loans</b>  |                  |               |               |               |
| <b>Term Loan from Bank</b>  |                  |               |               |               |
| 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. | 14.35% Floating  | 469.84        | 144.00        | 325.84        |
| <b>Vehicle Loans</b>  |                  |               |               |               |
| Secured against hypothecation of Vehicles purchased.  | 10% to 12%       | 65.79         | 37.45         | 28.34         |
| <b>Total</b>  |                  | <u>535.63</u> | <u>181.45</u> | <u>354.18</u> |
| <b>Unsecured Loans</b>  |                  |               |               |               |
| From Other Bodies Corporate   | 15% to 18%       | <u>13.10</u>  | <u>13.10</u>  | <u>-</u>      |

### 5. DEFERRED TAX LIABILITIES (NET)

| Particulars  | As at 31st<br>March, 2016 | As at 31st<br>March, 2015 |
|--|---------------------------|---------------------------|
| Deferred Tax Liability on Account of Related to Fixed Assets                   | 458.71                    | 433.71                    |
| Deferred Tax Assets on Account of Disallowances under the Income Tax Act, 1961 | (26.48)                   | (25.22)                   |
| <b>Total</b>   | <u>432.23</u>             | <u>408.49</u>             |

### 6. LONG TERM PROVISIONS

|   |              |              |
|---|--------------|--------------|
| Provision for employee benefits - Leave encashment (Non Funded) | 30.35        | 26.85        |
| <b>Total</b>  | <u>30.35</u> | <u>26.85</u> |

### 7. SHORT TERM BORROWINGS

#### SECURED

#### Working Capital Facilities From Banks

|  |                 |                 |
|--|-----------------|-----------------|
| a) <b>State Bank of India</b>  | 3,351.31        | 3,513.91        |
| 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. |                 |                 |
| b) <b>Syndicate Bank</b>   | 25.96           | 240.98          |
| Secured against First Pari -Passu hypothecation charge with other consortium lenders (State Bank of India) on present and future current assets of the company consisting of stocks of packing material, SIP, Finished Goods, and Book Debts   |                 |                 |
| <b>UNSECURED</b>   |                 |                 |
| From Others  | 215.00          | -               |
| <b>Total</b>   | <u>3,592.27</u> | <u>3,754.89</u> |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

| 8. TRADE PAYABLES | Particulars                           | As at 31st<br>March, 2016 | As at 31st<br>March, 2015 |
|-------------------|---------------------------------------|---------------------------|---------------------------|
|                   |                                       | -                         | -                         |
|                   | Micro, Small and Medium Enterprises * | -                         | -                         |
|                   | Others                                | 2,977.22                  | 3,282.11                  |
|                   | <b>Total</b>                          | <b>2,977.22</b>           | <b>3,282.11</b>           |

(₹ in lacs)

### 8.1 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            | - | - |

\* **Note :** The above information regarding dues to Micro & Small Enterprises has been determined to the extent such parties have been identified on basis of information collected with the Company. This has been relied upon by the auditor.

8.2 Trade Payable include ₹ 151.50 lacs (₹ 282.85 lacs) being the amount of acceptances of Bills of Exchange by the Company, drawn by the Suppliers.

### 9. OTHER CURRENT LIABILITIES

|   |               |               |
|---|---------------|---------------|
| Current maturities of long-term borrowings (Refer Note 4.1)               | 178.52        | 194.55        |
| Application money received for allotment of securities and due for refund | -             | 12.00         |
| Unclaimed Dividends   | 11.47         | 4.49          |
| Interest accrued but not due  | 4.00          | 5.97          |
| Deposits from Dealers and Agents  | 9.77          | 9.78          |
| Advance from Customers  | 53.62         | 90.54         |
| Other Liabilities :   |               |               |
| (i) Statutory Dues  | 227.69        | 216.47        |
| (ii) Employees Related  | 13.54         | 14.43         |
| <b>Total</b>  | <b>498.61</b> | <b>548.23</b> |

### 10. SHORT TERM PROVISIONS

|   |               |               |
|---|---------------|---------------|
| Proposed Dividend on Equity Shares                                | -             | 55.02         |
| Provision for Dividend Distribution Tax                           | -             | 9.35          |
| Provision for Employee benefits - Leave Encashment ( Non- Funded) | 16.35         | 17.11         |
| Provision for Income Tax (Net of Taxes Paid )                     | 153.28        | 86.74         |
| Provision for Wealth Tax  | -             | 0.95          |
| <b>Total</b>  | <b>169.63</b> | <b>169.17</b> |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

(₹ in lacs)

### II. FIXED ASSETS

| Particulars                            | GROSS BLOCK                   |               |                        | DEPRECIATION / AMORTISATION    |                                    |            |                        |                                | NET BLOCK                      |  |
|--|-------------------------------|---------------|------------------------|--------------------------------|------------------------------------|------------|------------------------|--------------------------------|--------------------------------|--|
|  | Balance as at 1st April, 2015 | Additions     | Deduction on Disposals | Balance as at 31st March, 2016 | Depreciation charge for the Period | Adjustment | Deduction on Disposals | Balance as at 31st March, 2016 | Balance as at 31st March, 2015 |  |
| <b>a Tangible Assets</b>               |                               |               |                        |                                |                                    |            |                        |                                |                                |  |
| Freehold Land                          | 14.38                         | -             | -                      | 14.38                          | -                                  | -          | -                      | 14.38                          | 14.38                          |  |
| Leasehold Land (Refer Note II.1 below) | 220.43                        | -             | -                      | 220.43                         | 2.65                               | -          | -                      | 95.95                          | 124.48                         |  |
| Buildings                              | 882.43                        | 0.58          | -                      | 883.01                         | 26.61                              | -          | -                      | 221.12                         | 661.89                         |  |
| Plant & Equipments                     |                               |               |                        |                                |                                    |            |                        |                                |                                |  |
| Research & Development                 | 193.43                        | 10.08         | -                      | 203.51                         | 8.67                               | -          | -                      | 67.62                          | 135.89                         |  |
| Others                                 | 3,851.43                      | 95.92         | -                      | 3,947.35                       | 138.28                             | -          | -                      | 1,635.53                       | 2,311.82                       |  |
| Furniture & Fixtures                   | 45.88                         | 0.07          | -                      | 45.95                          | 2.78                               | -          | -                      | 31.87                          | 14.08                          |  |
| Office Equipment                       | 164.36                        | 5.24          | -                      | 169.60                         | 13.56                              | -          | -                      | 150.19                         | 19.41                          |  |
| Vehicles                               | 273.28                        | 26.29         | 15.47                  | 284.10                         | 31.54                              | -          | 10.33                  | 103.49                         | 180.61                         |  |
| <b>Total (a)</b>                       | <b>5,645.62</b>               | <b>138.18</b> | <b>15.47</b>           | <b>5,768.33</b>                | <b>224.09</b>                      | <b>-</b>   | <b>10.33</b>           | <b>2,305.77</b>                | <b>3,462.56</b>                |  |
| <b>b Intangible Assets</b>             |                               |               |                        |                                |                                    |            |                        |                                |                                |  |
| Software                               | 18.76                         | 11.31         | -                      | 30.07                          | 0.54                               | -          | -                      | 19.28                          | 10.79                          |  |
| <b>Total (b)</b>                       | <b>18.76</b>                  | <b>11.31</b>  | <b>-</b>               | <b>30.07</b>                   | <b>0.54</b>                        | <b>-</b>   | <b>-</b>               | <b>19.28</b>                   | <b>0.02</b>                    |  |
| <b>Total (a + b)</b>                   | <b>5,664.38</b>               | <b>149.49</b> | <b>15.47</b>           | <b>5,798.40</b>                | <b>224.63</b>                      | <b>-</b>   | <b>10.33</b>           | <b>2,325.05</b>                | <b>3,473.35</b>                |  |
| Previous Year                          | 5,394.02                      | 313.18        | 42.82                  | 5,664.38                       | 215.03                             | 27.87      | 36.42                  | 2,110.75                       | 3,553.63                       |  |
| <b>c Capital Work In Progress</b>      |                               |               |                        |                                |                                    |            |                        |                                |                                |  |
| Plant & Equipment under Installation   |                               |               |                        |                                |                                    |            |                        |                                | 19.81                          |  |
| Intangible Assets under CWIP           |                               |               |                        |                                |                                    |            |                        |                                | 756.55                         |  |
| <b>Total</b>                           | <b>-</b>                      | <b>-</b>      | <b>-</b>               | <b>-</b>                       | <b>-</b>                           | <b>-</b>   | <b>-</b>               | <b>-</b>                       | <b>776.36</b>                  |  |

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

II.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 ₹ 692.11 lacs (₹ 692.11 lacs).

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

### 12. NON CURRENT INVESTMENTS

| Sr. No.    | Name of the Body Corporate                              | No. of Shares |             | Face Value (fully paid up) ₹ | ₹ in lacs   |             |
|------------|---|---------------|-------------|------------------------------|-------------|-------------|
|            |   | March, 2016   | March, 2015 |                              | March, 2016 | March, 2015 |
| (1)        | (2)   | (3)           | (4)         | (5)                          | (6)         | (7)         |
| <b>(a)</b> | <b>Investment in Quoted Equity Shares (Non -Trade )</b> |               |             |                              |             |             |
| i          | Bharat Forge Limited                                    | 900           | 900         | 2                            | 11.81       | 11.81       |
| ii         | Wabco India Limited                                     | 100           | 100         | 5                            | 5.55        | 5.55        |
|            | Total   |               |             |                              | 17.36       | 17.36       |
| <b>(b)</b> | <b>Other Investment</b>                                 |               |             |                              |             |             |
|            | Government Securities (NSC)                             |               |             |                              | 0.02        | 0.02        |
|            | <b>Total</b>  |               |             |                              | 0.02        | 0.02        |
|            | <b>Grand Total (a+b)</b>                                |               |             |                              | 17.38       | 17.38       |
|            | Aggregate amount of quoted investments                  |               |             |                              | 17.36       | 17.36       |
|            | Market Value of quoted investments                      |               |             |                              | 14.28       | 17.17       |
|            | Aggregate amount of unquoted investments                |               |             |                              | 0.02        | 0.02        |

### 13. LONG TERM LOANS AND ADVANCES

| Particulars                  | ₹ in lacs              |                        |
|------------------------------|------------------------|------------------------|
|                              | As at 31st March, 2016 | As at 31st March, 2015 |
| Unsecured, considered good : |                        |                        |
| a) Capital Advances          | 503.69                 | 407.22                 |
| b) Security Deposits         | 46.57                  | 44.02                  |
| c) Prepaid Expenses          | 2.04                   | 3.16                   |
| d) MAT Credit Receivable     | -                      | 24.56                  |
| <b>Total</b>                 | <b>552.30</b>          | <b>478.96</b>          |

### 14. INVENTORIES (VALUED & CERTIFIED BY THE MANAGEMENT)

| Particulars                                     | ₹ in lacs              |                        |
|---|------------------------|------------------------|
|   | As at 31st March, 2016 | As at 31st March, 2015 |
| a. Raw Materials                                | 455.51                 | 470.17                 |
| Goods-in-transit                                | 294.32                 | 322.29                 |
|   | <b>749.83</b>          | 792.46                 |
| b. Materials for Repacking                      | 443.69                 | 640.82                 |
| Goods-in-transit                                | 306.64                 | 366.93                 |
|   | <b>750.33</b>          | 1,007.75               |
| c. Stock-in-Process                             | 243.95                 | 279.84                 |
|   | <b>243.95</b>          | 279.84                 |
| d. Finished goods                               | 1,138.31               | 1,299.53               |
|   | <b>1,138.31</b>        | 1,299.53               |
| e. Stores and spares, Packing Material and Fuel | 224.04                 | 216.40                 |
| Goods-in-transit                                | 2.33                   | -                      |
|   | <b>226.37</b>          | 216.40                 |
| <b>Total</b>                                    | <b>3,108.79</b>        | <b>3,595.98</b>        |



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

### 15. TRADE RECEIVABLES

| Particulars  | As at 31st<br>March, 2016 | (₹ in lacs)<br>As at 31st<br>March, 2015 |
|--|---------------------------|--|
| <b>UNSECURED</b>   |                           |  |
| Outstanding for a period less than six months<br>Considered good | 3,742.35                  | 3934.25                                  |
|  | 3,742.35                  | 3,934.25                                 |
| Outstanding for a period exceeding six months<br>Considered Good | 139.08                    | 96.18                                    |
| Considered Doubtful  | 4.80                      | 4.80                                     |
|  | 143.88                    | 100.98                                   |
| Less: Provision for doubtful debts                               | 4.80                      | 4.80                                     |
|  | 139.08                    | 96.18                                    |
| <b>Total</b>   | <b>3,881.43</b>           | <b>4,030.43</b>                          |

### 16. CASH AND BANK BALANCES

| Particulars  | As at 31st March, 2016 |               | As at 31st March, 2015 |        |
|--|------------------------|---------------|------------------------|--------|
| Cash and Cash Equivalents  |                        |               |                        |        |
| <b>(i) Balances with banks</b>   |                        |               |                        |        |
| i) in Current Accounts   | 48.96                  |               | 81.47                  |        |
| ii) Cheques on hand  | 28.92                  |               | 55.14                  |        |
| iii) Cash on hand  | 1.82                   | 79.70         | 3.06                   | 139.67 |
| <b>ii) Earmarked balances with banks :</b>   |                        |               |                        |        |
| a) Balance in Unpaid Dividend Account  | 11.47                  |               | 4.49                   |        |
| b) Fixed Deposits with banks to the extent<br>held as margin money or security<br>against the borrowings, guarantees,<br>other commitments | 244.46                 | 255.93        | 187.04                 | 191.53 |
| <b>Total</b>   |                        | <b>335.63</b> | <b>331.20</b>          |        |

### 17. SHORT TERM LOANS AND ADVANCES

#### Unsecured and Considered Good

|                                    |                 |               |
|------------------------------------|-----------------|---------------|
| Balances with Customs, Excise, etc | 1,026.30        | 512.77        |
| VAT Recoverable                    | 432.63          | 274.66        |
| Deposits                           | 3.95            | 6.13          |
| Others                             | 135.49          | 109.22        |
| <b>Total</b>                       | <b>1,598.37</b> | <b>902.78</b> |

### 18. OTHER CURRENT ASSETS

|                                       |               |               |
|---------------------------------------|---------------|---------------|
| Interest receivable on Fixed Deposits | 4.99          | 8.48          |
| Export Incentive receivable           | 145.49        | 113.43        |
| Claims and other receivables          | 0.64          | 0.73          |
| Prepaid Expenses                      | 70.94         | 28.10         |
| <b>Total</b>                          | <b>222.06</b> | <b>150.74</b> |



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

| Particulars  | 2015-16          | 2014-15          |
|--|------------------|------------------|
|  | (₹ in lacs)      |                  |
| <b>19. REVENUE FROM OPERATIONS</b>   |                  |                  |
| Sale of Products   | 27,820.88        | 32,175.33        |
| Sale of Services   | 182.40           | 101.51           |
| Export Incentives  | 194.25           | 346.73           |
| Less : Excise duty   | (1,977.27)       | (2,441.41)       |
| <b>Total</b>   | <b>26,220.26</b> | <b>30,182.16</b> |
| <b>20. OTHER INCOME</b>  |                  |                  |
| Interest Income  | 32.03            | 17.70            |
| Dividend from Long term Investments (Non Trade)  | 0.11             | 0.23             |
| Net surplus on Sale of Fixed Assets  | -                | 0.18             |
| Cylinder rent Received   | 9.60             | 9.67             |
| Other non-operating income   | 1.69             | 4.44             |
| <b>Total</b>   | <b>43.43</b>     | <b>32.22</b>     |
| <b>21. COST OF MATERIAL CONSUMED</b>   |                  |                  |
| Consumption of Raw Material including repacked   | 16,919.52        | 19,959.81        |
| Packing Material Consumed  | 644.61           | 645.87           |
| <b>Total</b>   | <b>17,564.13</b> | <b>20,605.68</b> |
| Purchases of Stock-in-Trade  | -                | 782.00           |
| <b>22. MANUFACTURING AND OPERATING COSTS</b>   |                  |                  |
| Power and fuel   | 1,507.79         | 1,733.24         |
| Research & Development Expenses  | 116.67           | 97.89            |
| Laboratory Expenses  | 39.60            | 35.27            |
| Other Manufacturing expenses   | 137.95           | 132.08           |
| Repairs to Machinery   | 311.49           | 323.33           |
| Repairs to Buildings   | 75.10            | 72.16            |
| <b>Total</b>   | <b>2,188.60</b>  | <b>2,393.97</b>  |
| <b>23. CHANGES IN INVENTORIES OF FINISHED GOODS &amp; STOCK IN PROCESS</b>             |                  |                  |
| Finished Goods   | 1,299.53         | 1,523.50         |
| Stock-in-Process   | 279.84           | 518.87           |
| <b>Total</b>   | <b>1,579.37</b>  | <b>2,042.37</b>  |
| <b>Closing Stock</b>   |                  |                  |
| Finished Goods   | 1,138.31         | 1,299.53         |
| Stock-in-Process   | 243.96           | 279.84           |
| <b>Total</b>   | <b>1,382.27</b>  | <b>1,579.37</b>  |
| Add / (Less):- Variation in excise duty on opening and closing stock of finished goods | (17.08)          | (23.19)          |
| <b>Total</b>   | <b>180.02</b>    | <b>439.81</b>    |



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

| Particulars                                | 2015-16         | (₹ in lacs)<br>2014-15 |
|--|-----------------|------------------------|
| <b>24. EMPLOYEE BENEFITS EXPENSES</b>      |                 |                        |
| Salaries and Wages                         | 783.93          | 737.00                 |
| Contributions to Provident and Other Funds | 41.82           | 42.96                  |
| Staff Welfare Expenses                     | 90.45           | 88.09                  |
| <b>Total</b>                               | <b>916.20</b>   | <b>868.05</b>          |
| <b>25. FINANCE COSTS</b>                   |                 |                        |
| <b>Interest expense</b>                    |                 |                        |
| On Working Capital                         | 368.29          | 478.34                 |
| On Term Loan                               | 58.29           | 127.95                 |
| On Others                                  | 0.71            | 0.92                   |
| On Debentures                              | 173.55          | 2.32                   |
| Other Borrowing Costs                      | 185.46          | 417.92                 |
| <b>Total</b>                               | <b>786.30</b>   | <b>1,027.45</b>        |
| <b>26. OTHER EXPENSES</b>                  |                 |                        |
| Rent                                       | 13.52           | 13.37                  |
| Rates and Taxes                            | 105.45          | 127.71                 |
| Repairs & Maintenance Others               | 26.14           | 32.21                  |
| Insurance                                  | 58.82           | 61.94                  |
| Conveyance & Vehicle Expenses              | 61.62           | 58.49                  |
| Commission on Sales                        | 1,743.91        | 1,257.02               |
| Freight Outward                            | 491.64          | 623.02                 |
| Loss on Sale of Shares (Long Term)         | -               | 49.67                  |
| <b>Auditors' Remuneration</b>              |                 |                        |
| Audit Fees                                 | 1.91            | 1.83                   |
| Tax Audit Fees                             | 0.40            | 0.40                   |
| Certification Work                         | 1.10            | 0.99                   |
|  | 3.41            | 3.22                   |
| Director's sitting Fees                    | 0.82            | 0.97                   |
| CSR Expenditure                            | 15.50           | 11.20                  |
| Miscellaneous Expenses                     | 522.34          | 635.63                 |
| <b>Total</b>                               | <b>3,043.17</b> | <b>2,874.45</b>        |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

### 27. NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

|     | As at 31st<br>March, 2016<br>₹ in lacs   | As at 31st<br>March, 2015<br>₹ in lacs |
|-----|--|--|
| 1   | Contingent Liabilities not provided for in respect of :  |  |
| i)  | Claims against the Company not acknowledged as debts   | 5.14                                   |
| ii) | Disputed Income tax Matters (including interest upto date of Demand )  | -                                      |
| 2   | Estimated amount of contracts remaining to be executed on capital account and not provided for ( net of advances)  | 12.48                                  |
|     | <b>134.27</b>  | <b>404.90</b>                          |
| 3   | i) In the opinion of the management, any of the assets other than fixed assets & non Current investments which 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   | Foreign exchange difference (net) Credited and Previous year Debited to the Statement of Profit & Loss for the year ₹ 5.89 lacs (₹ 131.12 lacs ) included in Miscellaneous expenses.   |  |
|     | ii) Details of Foreign currency unhedged   |  |

| Particulars           | Foreign Currency | 2015-16                    |                         | 2014-15                    |                         |
|-----------------------|------------------|----------------------------|-------------------------|----------------------------|-------------------------|
|                       |                  | Amount in Foreign Currency | Indian rupee equivalent | Amount in Foreign Currency | Indian rupee equivalent |
| Trade Receivables     | USD              | 11.94                      | 791.92                  | 11.73                      | 734.26                  |
|                       | EURO             | 0.00                       | 0.16                    | 7.04                       | 475.56                  |
|                       | AED              | 0.01                       | 0.15                    | 0.01                       | 0.14                    |
| Advances              | USD              | 0.00                       | 0.25                    | 0.21                       | 13.29                   |
| Bank Balance          | USD              | 0.33                       | 22.11                   | 0.22                       | 13.68                   |
|                       | EUR              | 0.01                       | 0.46                    | 0.07                       | 4.65                    |
| <b>Total</b>          |                  | <b>12.29</b>               | <b>815.06</b>           | <b>19.28</b>               | <b>1,241.59</b>         |
| Liabilities:          |                  |                            |                         |                            |                         |
| Trade Payable         | USD              | 15.58                      | 1,033.80                | 15.12                      | 946.21                  |
| Advances from Debtors | USD              | 0.55                       | 36.67                   | -                          | -                       |
| <b>Total</b>          |                  | <b>16.14</b>               | <b>1,070.46</b>         | <b>15.12</b>               | <b>946.21</b>           |

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

#### A. List of Related Parties

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

a) **Associates**

Multiwyn Investments & Holdings Private Limited

Chefair Investment Pvt. Ltd.

SMT. Bhagirathibai Manmal Gochar Trust

b) **Key Management Personnel**

Mr. Hemant Kumar Ruia - Chairman & Managing Director

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

### B. Details of Related Party Transactions for Current Year / (Previous Year) :

| Nature Of Transaction                                | Referred to in<br>A(i) above | Referred to in<br>A (ii)(b) above |
|--|------------------------------|-----------------------------------|
| <b>EXPENSES</b>                                      |                              |                                   |
| <b>Interest Paid</b>                                 |                              |                                   |
| Multiwyn Investments & Holdings Private Limited      | 79.39<br>(78.21)             |                                   |
| Chefair Investment Pvt. Ltd.                         | 9.88<br>(6.96)               |                                   |
| <b>CSR Expenditure</b>                               |                              |                                   |
| SMT. Bhagirathibai Manmal Gochar Trust               | -                            |                                   |
| <b>Managerial Remuneration-Mr. Hemant Kumar Ruia</b> | (11.20)                      | 47.79<br>(39.43)                  |
| <b>FINANCE</b>                                       |                              |                                   |
| <b>Loans taken</b>                                   |                              |                                   |
| Multiwyn Investments & Holdings Private Limited      | 92.25<br>(47.00)             |                                   |
| Chefair Investment Pvt. Ltd.                         | 20.00<br>(45.75)             |                                   |
| <b>Loans Repaid</b>                                  |                              |                                   |
| Multiwyn Investments & Holdings Private Limited      | 80.00<br>(40.00)             |                                   |
| Chefair Investment Pvt. Ltd.                         | -<br>(15.00)                 |                                   |

### C. 'Outstanding balance in respect of Related parties as at 31st March, 2016

| Nature Of Transaction                           | Referred to in<br>A(i)(a) above | Referred to in<br>A (i)(b) above |
|---|---------------------------------|----------------------------------|
| SMT. Bhagirathibai Manmal Gochar Trust          | -<br>(11.00)                    |                                  |
| Multiwyn Investments & Holdings Private Limited | 534.25<br>(522.00)              |                                  |
| Chefair Investment Pvt. Ltd.                    | 80.75<br>(60.75)                |                                  |

#### 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.

#### 6. The computation of Basic and Diluted Earnings per Share :

|   | For the Year<br>31.03.16 | For the Year<br>31.03.15 |
|---|--------------------------|--------------------------|
| Net Profit after Tax (₹ in lacs)                            | 904.53                   | 627.89                   |
| Less: Dividend Payable on Preference Shares (₹ in lacs)     | -                        | -                        |
| Net Profit available to Equity Shareholders (₹ in lacs)     | 904.53                   | 627.89                   |
| Weighted average no. of equity shares (denominator in lacs) |                          |                          |
| Basic   | 550.20                   | 550.20                   |
| Diluted   | 550.20                   | 550.20                   |
| Nominal value of Share (₹)                                  | 2.00                     | 2.00                     |
| Basic and Diluted Earnings Per Share (₹)                    | 1.64                     | 1.14                     |

Pursuant to the Board's approval in the meeting held on 27th August, 2015, the year company has issued bonus shares at the rate 1:1 in the month of October 2015. The number of shares and potentially dilutive equity shares are adjusted retrospectively for previous year for any bonus shares issues.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

### 7. Segment-wise Revenue, Results and Capital Employed as per Accounting Standard - 17

|   |                  |                         |  | (₹ in Lacs)      |
|---|------------------|-------------------------|--|------------------|
|   | Chemical         | Software<br>Development | Technical &<br>Engineering<br>Services | Total            |
| a. Segment Revenue  | <b>25,987.56</b> |                         | <b>275.50</b>                          | <b>26,263.06</b> |
| Less: Inter Segment Revenue   |                  |                         | <b>42.80</b>                           | <b>42.80</b>     |
|   | <b>25,987.56</b> |                         | <b>232.70</b>                          | <b>26,220.26</b> |
|   | (29,983.81)      | -                       | (210.35)                               | (30,194.16)      |
| Less: Inter Segment Revenue   | -                |                         | (12.00)                                | (12.00)          |
|   | (29,983.81)      |                         | (198.35)                               | (30,182.16)      |
| b. Segment results  | <b>2,115.42</b>  | -                       | <b>40.09</b>                           | <b>2,155.51</b>  |
| Less: Inter segment results   |                  | -                       |  | <b>6.01</b>      |
|   | (2,109.43)       | -                       | (20.07)                                | (2,089.36)       |
| Less : Inter segment results  |                  |                         | -                                      | (1.74)           |
| Less : Unallocable expenses net of unallocable<br>income            |                  |                         |  | -                |
| : Interest  |                  |                         |  | <b>786.30</b>    |
|   |                  |                         |  | (1,027.45)       |
| Profit before tax   |                  |                         |  | <b>1,363.20</b>  |
|   |                  |                         |  | (1,060.17)       |
| Provision for taxation (current, deferred MAT)                      |                  |                         |  | <b>458.67</b>    |
|   |                  |                         |  | (382.61)         |
| Profit after tax  |                  |                         |  | <b>904.53</b>    |
|   |                  |                         |  | (677.56)         |
| c. Carrying amount of Segment Assets                                | <b>12,576.92</b> | <b>1,563.36</b>         | <b>653.99</b>                          | <b>14,794.27</b> |
|   | (12,365.88)      | (1,381.29)              | (741.26)                               | (14,488.43)      |
| Unallocated Assets  |                  |                         |  | <b>17.38</b>     |
|   |                  |                         |  | (17.38)          |
| Total Assets  |                  |                         |  | <b>14,811.65</b> |
|   |                  |                         |  | (14,505.82)      |
| d. Carrying amount of Segment Liabilities                           | <b>8,809.27</b>  | <b>422.13</b>           | <b>207.03</b>                          | <b>9,438.43</b>  |
|   | (9,384.26)       | (383.12)                | (303.17)                               | (10,070.55)      |
| Unallocated Liabilities   |                  |                         |  | <b>432.23</b>    |
|   |                  |                         |  | (408.49)         |
| Total Liabilities   |                  |                         |  | <b>9,870.66</b>  |
|   |                  |                         |  | (10,479.04)      |
| e. Cost incurred to acquire Segment fixed assets during<br>the year | <b>148.92</b>    | <b>102.83</b>           | <b>0.20</b>                            | <b>251.95</b>    |
|   | (283.46)         | (81.42)                 | (0.21)                                 | (365.09)         |
| Unallocated acquisitions  |                  |                         |  | -                |
|   |                  |                         |  | (-)              |
| Total   |                  |                         |  | <b>251.95</b>    |
|   |                  |                         |  | (365.09)         |
| f. Depreciation / Amortisation                                      | <b>195.63</b>    | -                       | <b>27.29</b>                           | <b>222.87</b>    |
|   | (185.22)         | (-)                     | (27.25)                                | (212.42)         |
| Unallocable Depreciation / Amortisation                             |                  |                         |  | -                |
|   |                  |                         |  | (-)              |
| <b>Total</b>  |                  |                         |  | <b>222.87</b>    |
|   |                  |                         |  | (212.42)         |



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016

8. A scheme of arrangement under section 391 to 394 of the Companies Act, 1956 for merger of APL Engineering Services Pvt. Ltd, 100% subsidiary of the Company, has been approved by Board of Directors of the Company on 13.02.2013 and BSE Ltd. has issued observation letter on the same which is available for Members information on Company's website. The company had filed the application in the Gauhati High Court for necessary directions. The financial results do not carry effect of the said merger.
9. The Company has taken office premises on lease.
10. Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates / Joint Ventures.

| Name of the Enterprise                 | Net Assets, i.e., Total Assets minus Total Liabilities |                    | Share in Profit or Loss             |                    |
|--|--|--------------------|-------------------------------------|--------------------|
|  | As % of Consolidated net Assets                        | Amount (₹ In Lacs) | As % of Consolidated Profit or Loss | Amount (₹ In Lacs) |
| <b>Parent</b>                          |  |                    |                                     |                    |
| Amines & Plasticizers Limited          | 115.81   | 4,720.87           | 108.22                              | 978.87             |
| <b>Subsidiaries</b>                    |  |                    |                                     |                    |
| <b>Indian</b>                          |  |                    |                                     |                    |
| 1. Apl Infotech Ltd                    | 2.10   | 85.76              | -                                   | -                  |
| 2. Apl Engineering Services Pvt. Ltd.  | (5.37)   | (219.01)           | 0.77                                | 6.93               |
| Minority Interests in all Subsidiaries |  |                    | -                                   |                    |

11. a) Figures shown in brackets are relatet 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 I to 27

As per our attached Report of even date  
**For Bhandari Dastur Gupta and Associates**  
 Firm Registration No.: I19739W  
 Chartered Accountants

**Sunil Bhandari**  
 Partner  
 Membership No- 047981  
 Mumbai, Dated: 27<sup>th</sup> May, 2016

For and on behalf of Board of Directors  
**Hemant Kumar Ruia** *Chairman & Managing Director*

**A. S. Nagar** *Director*  
**Ajay Puranik** *Sr. VP (Corporate Affairs)  
& Company Secretary*  
**Pramod Sharma** *Chief Financial Officer*

Mumbai, Dated: 27<sup>th</sup> May, 2016

**MUMBAI**  
(Corporate - 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.

**UAE**  
P O Box 325367  
Ras Al Khaimah  
United Arab Emirates

**DELHI**  
H-10-B, 2nd Floor,  
Kalkaji,  
New Delhi – 110 019.

**GUWAHATI**  
(Registered Office)  
Poal And Enclave  
C/O Pranati Builders Private Ltd  
Principal J. B. Road, Chenikuthi  
Guwahati 781003  
Assam

BOOK - POST



*If undelivered please return to :*

**AMINES & PLASTICIZERS LIMITED**  
CIN: L24229AS1973PLC001446  
'D' Building, Shivsagar Estate  
Dr. Annie Besant Road,  
Worli, Mumbai - 400 018.

*Registered office:*

Poal & Enclave, C/o Pranati Builders Pvt. Ltd, Principal J. B Road, Chenikuthi, Guwahati - 781003, Assam.  
Phone :+91-22-24935282-90 | Fax: +91-22-24938162 | Website: [www.amines.com](http://www.amines.com)