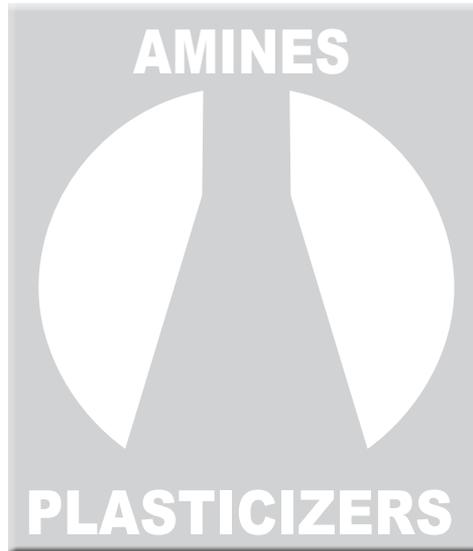


AMINES & PLASTICIZERS LIMITED



AN ISO 9001 : 2008 COMPANY

**Annual Report
2013-14**

Shri HEMANT KUMAR RUIA *Chairman & Managing Director*

DIRECTORS

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

Shri AJAY PURANIK *Sr. Vice President (Corporate Affairs) & Company Secretary*

BANKER

STATE BANK OF INDIA

AUDITOR

M/s BHANDARI DASTUR GUPTA & ASSOCIATES

REGISTERED OFFICE

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

**REGISTRAR & SHARE
TRANSFER AGENT**

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

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NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the Members of **AMINES & PLASTICIZERS LIMITED** will be held on Monday, 29th September, 2014 at 2.30 P.M. at RND Banquet Hall, Hotel Gateway, G.S. Road, Christian Basti, Guwahati, Assam - 781 005, to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2014, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and Report of the Directors and Report of the Auditors thereon.
2. To declare dividend on Equity shares.
3. To appoint Statutory Auditors to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 42nd Annual General Meeting and to fix their remuneration.

“RESOLVED THAT pursuant to section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made under chapter X of the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, Messrs. Bhandari Dastur Gupta & Associates, Chartered Accountants (Firm Registration No. 119739W) be and is hereby re-appointed as the Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of 42nd Annual General Meeting of the Company to be held in the year 2017, subject to ratification of their appointment at every Annual General Meeting, at such remuneration plus applicable taxes, out of pocket expenses, etc as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. **Appointment of Mr. Kailashchandra Kesardeo Seksaria as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, as amended from time to time, Mr. Kailashchandra Kesardeo Seksaria (DIN: 00115565), non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a term of Five years i.e with effect from September 29, 2014 upto September 28, 2019”.

5. **Appointment of Dr. Pandurang Hari Vaidya as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, as amended from time to time, Dr. Pandurang Hari Vaidya (DIN : 00939149), non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a term of Five years i.e with effect from September 29, 2014 upto September 28, 2019”.

6. **Appointment of Dr. Mithilesh Kumar Sinha as an Independent Director of the Company.**

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



“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, as amended from time to time, Dr. Mithilesh Kumar Sinha (DIN : 00043988), non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a term of Five years i.e with effect from September 29, 2014 upto September 28, 2019”.

7. Appointment of Mr. Arun Shanker Nagar as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, as amended from time to time, Mr. Arun Shanker Nagar (DIN : 00523905), non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a term of Five years i.e with effect from September 29, 2014 upto September 28, 2019”.

8. Appointment of Mr. Brijmohan Jindel as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and

other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, as amended from time to time, Mr. Brijmohan Jindel (DIN : 00071417), non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a term of Five years i.e with effect from September 29, 2014 upto September 28, 2019”.

9. Appointment of Ms. Nimisha Minesh Dutia as a Non Executive Director of the Company.

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

“RESOLVED THAT Ms. Nimisha Minesh Dutia (DIN: 06956876) who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 27, 2014, and who holds the office up to the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 (‘Act’) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation”.

10. Remuneration of the Cost Auditor for the financial year 2014-2015.

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the remuneration of ₹ 2,00,000



(Rupees Two Lakhs) per annum plus out of pocket expenses, if any payable to M/s Anikhindi, Joshi & Co., Cost Accountants, appointed as a Cost Auditor of the Company by the Board of Directors for the Financial year 2014-2015.

11. Issue of Redeemable Non-Convertible Debentures(NCDs) on Private Placement basis.

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, as amended from time to time and any other law for the time being in force, if applicable and subject to the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded to issue, offer and/ or invite subscription for Redeemable Non-Convertible Debentures in one or more trenches/ series aggregating upto an amount not exceeding ₹ 20 Crores (Rupees Twenty crores only) on private placement basis, during a period of one year from the date of passing of this Resolution, on such terms and conditions as the Board of Directors of the Company may from time to time determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto and that the said borrowing is within the overall borrowing limits of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, and to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or

desirable and to delegate all or any of these powers to any of the committees of the Board or the Managing Director or Whole-time Director or Director(s) or any other Officer(s) of the Company or to any other person.”

12. Shifting of Register of Members from Registered Office to Mumbai.

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

“RESOLVED THAT pursuant to the provisions of Section 88 (2) of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014 as may be amended from time to time, consent of the members of the Company be and is hereby accorded to shift, transfer and maintain the Register of Members of the Company in physical and/or in electronic form as permitted under the Act/Rules at the office of its Registrar and Share Transfer Agents at Mumbai.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters as may be necessary, expedient and desirable to give effect to this resolution.”

By Order of Board of Directors

For **AMINES & PLASTICIZERS LIMITED**

Place : Mumbai
Date : 27.08.2014

AJAY PURANIK
Sr. Vice President
(Corporate Affairs)
& Company Secretary

Registered Office:

Poal And Enclave
C/O Pranati Builders Private Ltd.
Principal J.B. Road, Chenikuthi
Guwahati - 781 003.
Assam.
CIN: L24229AS1973PLC001446
Website:www.amines.com



NOTES:

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- (2) Instrument of proxy duly completed and signed in order to be effective must be deposited at the Company's Registered Office at Chenikuthi, Guwahati, Assam or at Head Office at Mumbai not less than 48 hours before the commencement of the Annual General Meeting.
- (3) The Dividend on Equity Shares as recommended by the Board of Directors, if declared at the meeting, will be made payable after 6th October, 2014 to those Shareholders whose names appear in the Register of Members of the Company as on 22nd September, 2014.
- (4) The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2014 to 29th September, 2014 (both days inclusive).
- (5) The Company has connectivity with both the Depositories i.e., Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Limited (NSDL) and ISIN No. is INE275D01014. Members are requested to dematerialize their shares for scrip less trading.
- (6) Members holding shares in physical form are requested to notify immediately any change of address, if any, to the Company's Registrar & Share Transfer Agent (STA) and in case their shares are held in dematerialized form this information should be passed on directly to their respective depository participants and not to the Company/STA, without any delay. Members are also requested to intimate their email id to the Company/STA for fast communication.
- (7) Details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking appointment, at the Annual General Meeting, is separately annexed hereto.
- (8) Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956, the amounts of dividends remaining unclaimed for a period of seven (7) years are to be transferred to the Investor Education and Protection Fund set up by the Central Government. It may be noted that once the unclaimed dividend is transferred to the Government, as above no claim shall lie in respect of such amount against the Company/Fund.
Details of dividend declared for the previous year are given below :

Date of Declaration	Dividend per share (₹)	Due Date of the proposed transfer to the Investor Education and Protection Fund
20.09.2010	₹ 1	19.09.2017
28.09.2012	₹ 0.50	27.09.2019
27.09.2013	₹ 0.50	26.09.2020

Members who have not encashed the Dividend Warrants for the above years are requested to return the time barred dividend warrants or forward their claims to the Company

- (9) Members desirous of getting any information on the accounts and operations of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting so that the required information can be made available at the meeting.
- (10) The Annual Accounts of the Subsidiary Companies are kept open for inspection by any member in the Head Office of the Company and of the Subsidiary Companies concerned. The Company shall furnish a hard copy of the accounts of subsidiaries to any shareholder on demand.
- (11) The Annual Report for the year 2013-2014 of the Company circulated to the Members will be available on the Company's website www.amines.com.
- (12) The terms and conditions of appointment of Independent Directors shall be open for inspection during normal business hours on any working day of the Company.



Process for members opting for e-voting is as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules framed thereunder, the Members are provided with the facility to exercise their vote at the 39th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited CDSL.

Instruction for e-voting are as under:

A. In case of members receiving e-mail from CDSL (for the members whose email addresses are registered with the Company/Depositories):

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



AMINES & PLASTICIZERS LIMITED

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN "Amines & Plasticizers Limited.
- (xii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (xiii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- B. In case of members receiving the physical copy of the Notice of AGM: (for the Members whose email addresses are not registered with Company/Depository)**
- (A) Please follow all steps from sr. no. (ii) to sr. no. (xiv) above to cast vote.
- (B) The voting period begins on 22/09/2014 (10.00 am) and ends on 24/09/2014, (6.00pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 19/09/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- C. Other Instruction:**
- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 19.09.2014 and as per Register of Members of the Company.
 - Ms. Suman Makhija of M/s S.K. Makhija & Associates, Practicing Company Secretary (CP No. 13322) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - The results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.amines.com and communicated to BSE Limited where the shares of the Company are listed
- By Order of Board of Directors
For **AMINES & PLASTICIZERS LIMITED**
- Place : Mumbai
Date : 27.08.2014
- AJAY PURANIK**
Sr. Vice President
(Corporate Affairs)
& Company Secretary

**ANNEXURE TO NOTICE****STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“THE ACT”):**

The following explanatory statement sets out all the material facts relating to Special Businesses mentioned at Item Nos. 4 to 12 of the accompanying Notice convening the 39th Annual General Meeting of the Company:

Item Nos 4 to 8:

The Company had, in compliance with the provisions of Clause 49 of the Listing Agreement entered into with the Bombay Stock Exchange, appointed/re-appointed Mr. Kailashchandra Kesardeo Seksaria, Dr. Pandurang Hari Vaidya, Dr. Mithilesh Kumar Sinha, Mr. Arun Shanker Nagar and Mr. Brijmohan Jindel as Independent Directors at various times.

Pursuant to the provisions of Section 149 of the Companies Act 2013, which came into effect from 1st April 2014, every listed company is required to have at least one-third of the total number of directors as Independent Directors. Further, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company and is not liable to retire by rotation.

The matter regarding appointment of the following Directors as Independent Directors was placed before the Nomination and Remuneration Committee and the Board, which considered and recommended their appointment as Independent Directors for a period of 5 years :-

1. Mr. Kailashchandra Kesardeo Seksaria
2. Dr. Pandurang Hari Vaidya
3. Dr. Mithilesh Kumar Sinha
4. Mr. Arun Shanker Nagar
5. Mr. Brijmohan Jindel

All these Directors have given declarations to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act and Clause 49 of the Listing Agreement with the Stock Exchange.

1. Mr. Kailashchandra Kesardeo Seksaria is a Non-Executive Director of the Company

since his initial appointment on 14.08.1984 and is considered as an Independent Director under Clause 49 of the Listing Agreement. He is an Industrialist of repute and has wide experience in Business and Finance. He is a graduate in Commerce. He is also Director on the Board of several Companies.

2. Dr. Pandurang Hari Vaidya is a Non-Executive Director of the Company since his initial appointment on 18.09.1998 and is considered as an Independent Director under Clause 49 of the Listing Agreement. He has wide experience in the field of Human Resource Development (HRD), Finance and General Management. He is holding Masters Degree in Commerce and Doctorate in the subject of Corporation Finance.
3. Dr. Mithilesh Kumar Sinha is a Non-Executive Director of the Company since his initial appointment on 30.09.1999 and is considered as an Independent Director under Clause 49 of the Listing Agreement. He was the former Managing Director of State Bank of India (SBI). He is a post graduate in Arts and Doctorate in the subject of Operations Research and having wide experience in Banking Industry.
4. Mr. Arun Shanker Nagar is a Non-Executive Director of the Company since his initial appointment on 24.01.2003 and is considered as an Independent Director under Clause 49 of the Listing Agreement. Mr. Arun Shanker Nagar has wide experience in General Insurance and Administration. He is holding Degree in Law and also Master's Degree in English Literature.
5. Mr. Brijmohan Jindel is a Non-Executive Director of the Company since his initial appointment on 30.01.2007 and is considered as an Independent Director under Clause 49 of the Listing Agreement. Mr. Brijmohan Jindel is a Retired Chief Commissioner of Income Tax, having over 40 years of wide experience in Taxation and Finance. He is a



Bachelor in Arts and an ex- Indian Revenue Services (IRS) officer. He is also on the Board of other Companies.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of above Independent Directors is now being placed before the Members in General Meeting for their approval.

These Directors are interested or concerned in the respective Resolutions relating to the extent of their own appointment. None of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the Resolutions at Items Nos. 4 to 8 of the accompanying notice.

Item No. 9:

Ms. Nimisha Minesh Dutia was appointed as an Additional Director by the Board in its meeting held on 27th August, 2014.

In terms of Section 161 (1) of the Companies Act, 2013 ("Act") read with Article 82 of the Articles of Association of the Company, Ms. Dutia holds office as Non-Executive Director till the date of the forthcoming Annual General Meeting, but is eligible for appointment. Notice has been received from a member as required under section 160 of the Act signifying its intention to propose her candidature for the office of Director along with the deposit of ₹ 1,00,000/- (One Lakh Rupees).

Ms. Dutia is a B.Com graduate & BEd. She is having rich experience in working with Educational Institutions.

Ms. Dutia is not disqualified from being appointed as Director in terms of Section 164 (2) of the Act confirming her eligibility for such appointment.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Ms. Dutia, to whom the resolution relates, is interested or concerned in the resolution.

Item No. 10:

Pursuant to Section 148 of the Companies Act, 2013 the Company is required to have the audit of its cost records conducted by a Cost Accountant in Practice. On the recommendation of the Audit Committee, the Board of Directors has approved

the appointment of M/s Anikhindi, Joshi & Co., Firm Registration No. 000299 Cost Accountants, Kolhapur as the Cost Auditors of the Company to conduct Cost Audit for the Financial year 2014-2015 at a remuneration of ₹ 2,00,000/- plus out-of pocket expenses if any.

M/s Anikhindi, Joshi & Co., Cost Accountants, have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company in the past years under the provisions of the Companies Act, 1956.

The Board has approved the remuneration of ₹ 2,00,000/- plus out of pocket expenses if any, of M/s Anikhindi Joshi & Co. as the Cost Auditors and the ratification by the shareholders is sought for the same by an Ordinary Resolution at Item No. 10. The Resolution is placed before the Members for their approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the said resolution.

Item No. 11:

As per Sections 42 and 71 of the Companies Act, 2013 read with the specified Rules framed thereunder, a Company offering or making an invitation to subscribe to Non-Convertible Debentures (NCDs) on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.

NCDs, issued on private placement basis, would be a significant source of borrowing for the Company. The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions of NCDs on a private placement basis, during the period of one year from the date of passing of the Resolution at Item No.11, within the overall borrowing limits of the Company, as approved by the Members from time to time.



The Board recommends the Resolution at Item No.11 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the said resolution.

Item No. 12:

Pursuant to Section 88 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 a Company shall maintain Register of Members at the Registered office of the company. A company can maintain register of members at any other place other than registered office of the Company by obtaining the approval of the Members by way of a Special Resolution.

The Register of Members is proposed to be maintained at Mumbai at the office of its Registrar & Share Transfer Agent for better administrative control and for convenience of the Members of the Company. Register of Members can be maintained in the city of Mumbai since more than 1/10th of the total number of members are residing in Mumbai as required under sub rule (2) of the Companies (Management and Administration) Rules, 2014.

The Board recommends the Resolution at Item No. 12 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the said resolution.

Details of Directors seeking appointment in forthcoming Annual General Meeting

Name of the Director	Mr. K.K. Seksaria	Dr. P. H. Vaidya	Dr. M. K. Sinha	Mr. A.S. Nagar	Mr. B.M. Jindel	Ms. N. M. Dutia
Date of Birth	03.04.1939	25.09.1939	02.09.1935	09.10.1946	13.06.1945	12.01.1972
Date of Appointment	27.09.2004	29.09.2006	29.09.2006	28.09.2005	30.01.2007	27.08.2014
Expertise in specific functional area	Over 5 decade of experience in Business and Finance.	Wide experience in HRD and General Administration	Wide experience in Banking Industry	Wide Experience in General Insurance and Administration	Rich and varied experience in Income Tax, Accounts & Finance	Wide Experience in working with Educational Institutions
Qualifications	B.Com	M.Com., Phd.	M.A., Phd.	Bachelor of Law, Master in English Literature (M.A.)	BA, IRS(Indian Revenue Service)	B.Com and B.Ed



AMINES & PLASTICIZERS LIMITED

Name of the Director	Mr. K.K. Seksaria	Dr. P. H. Vaidya	Dr. M. K. Sinha	Mr. A.S. Nagar	Mr. B.M. Jindel	Ms. N. M. Dutia
Number of outside Directorships held in Public Limited Companies as on 31.03.2014	2	1	1	NIL	0	0
Other Directorships/ Committee Membership held as on 31.03.2014	<ul style="list-style-type: none"> a. Seksaria Industries Private Limited b. Bhavnagar Oil Mills Private Limited c. Seksaria Confectionaries Private Limited d. Ishwarshakti Holdings & Traders limited e. The Seksaria Biswan Sugar Factory Limited f. Seksaria Farms Private Limited g. Seksaria Behta Sugar Factory Pvt. Ltd. h. U. P. National Industrial Corpn. Pvt. Ltd. i. Rolcon engineering Co. Ltd. j. Ishwarshakti Wealth Advisors Private Limited 	NIL	a. APL Infotech Ltd.	NIL	<ul style="list-style-type: none"> a. Jindel Builders Private Limited. b. Solidarity Financial Services Private Limited 	NIL
Chairman / Member of the Committee of the Board of Public Companies on which he is a Director as on 31.03.2014	NIL	NIL	NIL	NIL	NIL	NIL
Shareholding	NIL	NIL	NIL	NIL	NIL	NIL

DIRECTORS' REPORT

To,
The Members,
Your Directors have pleasure in presenting their 39th Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2014.

(₹ in Lakhs)

FINANCIAL RESULTS	For the year ended 31.03.2014	For the year ended 31.03.2013
Income from sale of products	25976.26	20803.22
Profit before Interest, Depreciation and Taxes	1824.87	1458.55
Less : Interest	919.89	877.72
Depreciation	184.44	152.90
Profit before Tax	720.54	431.22
Provision for taxation	216.48	120.52
Profit after Tax	504.06	310.70
Balance of profit brought forward from the previous year	2111.02	1832.29
Proposed Dividend on :- Equity Shares	55.02	27.51
Corporate Dividend Tax	9.35	4.46
Balance of Profit carried to Balance Sheet	2550.72	2111.02

DIVIDEND:

Your directors are pleased to recommend a Dividend of ₹ 1/- per Equity Share of ₹ 10/- each, i.e. 10% subject to approvals.

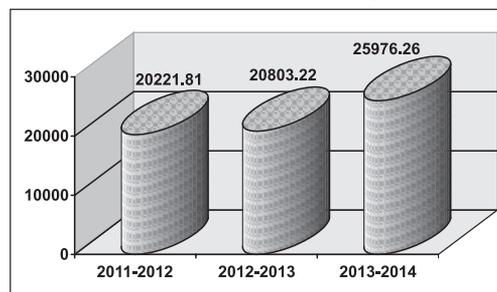
OPERATIONS AND FUTURE PROSPECTS:

The year 2013-14 had been a year of uncertainty and unforeseen challenges keeping in view the political and economic conditions prevalent in the Country. Your Company had shown its resilience in such challenging situations by delivering better turnover and profit for the year 2013-14. The highlights of the Company's performance are as under:

- Revenue from operations increased by approximately 25% to ₹ 25976.26 Lacs
- Exports Revenue increased by approximately 13.34% to ₹ 11476.68 Lacs.
- Profit before Tax increased by over 67% to ₹ 720.54 Lacs
- Net Profit increased by 62.23% to ₹ 504.06 Lacs.

The total net revenue of the Company was ₹ 24364.72 Lacs and the consolidated total revenue of the Company was ₹ 24417.28/- Lacs which includes revenue from services of ₹ 79.01 Lacs. During the year under review, the revenue from operations is higher from the domestic markets as compared to last year wherein the Company had almost equal contribution of both domestic as well as the export revenue. The Company has been able to achieve substantial rise in the turnover but the higher Financial costs had been the burden in achieving higher profits for the Company.

REVENUE FROM OPERATIONS (₹ IN LAKHS)

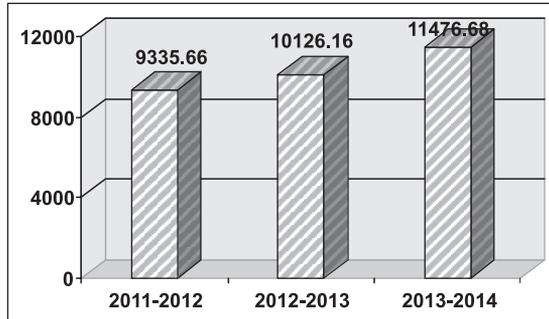




EXPORTS:

During year ended 31st March, 2014, your Company's export earning was ₹ 11476.68 Lacs which was higher than the last year being ₹ 10,126.16 Lacs. Although this year the Company had higher Exports as compared to last year the contribution to total turnover in the current year was approximately 44.18% as compared to last year which was almost 49%. The Company has been in the international markets for more than a decade and export revenue has always been a significant element in Company's growth.

EXPORT PERFORMANCE (₹ IN LAKHS)



ISO CERTIFICATION:

The company has an **ISO 9001:2008** certification which is valid till **13th January, 2016**. Periodic Audit has been conducted by Det Norske Veritas (DNV) in continuation of the certification and recorded noteworthy efforts in specific focus areas. 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 which are valid up to **9th April 2016**.

ISO 14001:2004 (Environmental Management System) certification 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. 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 the **SMETA** (SEDEX Members Ethical Trade Audit) **4-Pillar Audit** conducted by DNV. SEDEX is 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). The Company is in the process of obtaining ISO EFFCI GMP for Good Manufacturing Practices.

CREDIT RATING:

The Credit rating agency, Credit Analysis and Research Ltd. (CARE) has assigned a short term credit rating of A4+ (A Four Plus) and long term rating of BB+ (Double B Plus) to the financial facilities availed by the Company. The Company looks forward to upgrade those ratings in the current financial year.

REACH COMPLIANCE:

The Company has done Pre-Registration of most of the products having export potential to Europe.

DIRECTORS:

With the implementation of Section 149 and other applicable provisions of the Companies Act, 2013, your Directors are seeking approval for appointment of Mr. Kailashchandra Kesardeo Seksaria, Dr. Pandurang Hari Vaidya, Dr. Mithilesh Kumar Sinha, Mr. Arun Shanker Nagar and Mr. Brijmohan Jindel as Independent Directors for a period of five consecutive years for a term upto September 28, 2019. Detailed information is mentioned in the Explanatory Statement under Section 102(1) of the Companies Act, 2013 annexed to the notice convening the Annual General Meeting of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Nimisha Minesh Dutia was appointed as an Additional Director w.e.f. August 27, 2014 and she shall hold office up to the date of the ensuing Annual General



Meeting. The Company has received requisite notice in writing from a member proposing her name for appointment as a Director of the Company.

All the above mentioned Directors of the Company have confirmed that they are not disqualified from being appointed as Director in terms of Section 164 (2) and Rule 14 (1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

AUDITORS:

M/s Bhandari Dastur Gupta & Associates, Chartered Accountants (Firm Registration No. 119739W), Mumbai, Auditors of the Company, hold office until conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The requisite certificate under section 139(1) of the Companies Act, 2013 has been received from them as provided under section 139 of the Act. The Directors have proposed appointment of Auditors till the conclusion of 42nd Annual General Meeting that will be held in the year 2017 subject to ratification in the Annual General Meeting every year.

COST AUDITOR:

The Company has appointed M/s Anikhindi, Joshi & Co., Cost Accountants, Kolhapur as Cost Auditors of the Company for the financial year 2014-2015.

STATUTORY DISCLOSURES:

INSURANCE:

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

SUBSIDIARY COMPANIES:

The Management is pleased to report that APL Infotech Ltd's Pipe leak detection software has been customized, operational and execution of order is in progress. The Company has renewed its arrangement with a major Software Company for marketing this software package and is making steady progress with various prospective customers.

In accordance with the general circular issued by the Ministry of Corporate Affairs, Government of India, the financial statements of subsidiary

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

Status of Amalgamation of APL Engineering Service Private Limited with Amines & Plasticizers Limited.

On 13th February, 2013, the Board of Directors of the Company at its meeting proposed amalgamation of APL Engineering Services Private Limited (wholly owned subsidiary) with the company. Both the Transferor and the Transferee Companies are Group Companies and one of the business activities of Amines & Plasticizers Limited is to erect pilot plants, fabrication work and other Engineering works for its customers. Whereas, APL Engineering Services Private Limited is engaged in providing services for integrated design, engineering, procurement, construction, installation and project management for all types of engineering projects, including taking up heavy fabrication jobs from external as well as from Parent Company. The proposed Scheme of 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 Company had received observation letter from the Bombay Stock Exchange (BSE) dated 26.06.2013. The Company had moved applications in Guwahati High Court and Bombay High Court and waiting for final directions.

FIXED DEPOSITS:

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

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

Pursuant to the provisions of Section 217(1) (e) of



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

PARTICULARS OF EMPLOYEES:

None of the employees of the Company fall under the provision of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Amendment Rules, 2011, during the year under report.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- 1) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures wherever applicable;
- 2) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- 3) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) The Directors have prepared the annual accounts on a going concern basis.

INDUSTRIAL RELATIONS:

The industrial relations remained cordial during the year under review.

CORPORATE GOVERNANCE

Corporate Governance means the system of rules, practices and processes by which a company is directed and controlled. Corporate governance essentially involves balancing the interests of many stakeholders in a company-

these include its shareholders, customers, suppliers, financiers, government and the community. Since corporate governance also provides the framework for attaining company's objectives, it encompasses practically every sphere of management from action plans and internal controls to performance measurement and corporate disclosure.

Corporate Governance is based on two principles i.e. Transparency and Accountability. Corporate Governance is a reflection of our culture, policies, our relationship with stakeholders and our commitment to values. The Company has complied with the mandatory provisions of Corporate Governance.

As prescribed under the Listing Agreement of the Stock Exchanges, a separate Report on Corporate Governance appears after this report. A certificate from M/s. S.K. Makhija & Associates, Practicing Company Secretaries with regard to compliance of the Corporate Governance Code by the Company is annexed hereto and forms part of this report.

CONSOLIDATED FINANCIAL STATEMENTS:

The Ministry of Corporate Affairs vide General Circular No. 2/2011 dated February 8, 2011 had granted exemption to companies from the requirement of attaching to their Annual Report, balance sheet, statement of profit and loss and the report of the directors and auditors in respect of their subsidiary companies, provided the Statement pursuant under Section 212 of the Companies Act, 1956 is enclosed for the information of members.

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock



Exchange, is presented in a separate section forming part of the Annual Report.

trust and confidence in the Company.

APPRECIATION:

Your Directors express their gratitude for the consistent support and co-operation received from all its Customers, Collaborators, Government Agencies, Financial Institutions, Bankers, Suppliers, Shareholders, Employees and other Associates who have reposed their continued

For and on behalf of the Board

Place : Mumbai
Date : 27.08.2014

HEMANT KUMAR RUIA
*Chairman &
Managing Director*

ANNEXURE 'A'

A. CONSERVATION OF ENERGY

a. Energy conservation measures taken:

I. Electrical Energy

1. Augmentation of Electrical system has been done to minimize electrical losses.
2. Regular preventive/predictive maintenance of electrical system has ensured that the losses and breakdown are minimized and also production downtime is reduced.
3. High wattage lamps are replaced by Energy efficient lamps thus, minimizing electrical losses.
4. Installing energy meters and monitoring of electrical consumption of all plants is done.
5. Continous monitoring of power factor and maintaining at higher level has resulted in minimizing maximum demand & electrical losses.
6. Installation of turbo ventilators with transparent sheet has effectively helped in switching off lights and thereby saving energy

II. Briquette / Furnace oil / LDO Consumption

1. Installation of new Briquette fired Boiler has ensured minimum consumption of Furnace oil and also drastic reduction in SO₂ emission.
2. Regular usage of additive for solid fire Fuel has resulted in optimum fuel combustion, which in turn has helped in reducing briquette consumption and reducing down time.
3. Regular checking of insulation and replacement wherever necessary has resulted in better efficiency.
4. Boiler water treatment with additives has resulted in better thermal efficiency.
5. Addition of water treatment chemicals and proper preventive maintenance in cooling tower has ensured improvement in the water quality, thereby resulting in better heat transfer.

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

1. Additional balancing equipments are installed to increase and to obtain improved quality and at the same time better plant capacities so that optimum plant utilization can be achieved and thereby reduction in energy consumption.



2. In the process of installation of additional Briquette fired Thermopac to eliminate usage of LDO.
 3. It is proposed to commercialize few new value added products which have been developed on the pilot plant scale for improved plant utilization.
 4. In the process of installing VFD for Boiler ID fan to reduce Electricity consumption.
 5. It is proposed to replace existing Transformer by higher rating Transformer to reduce electrical losses.
- c. Impact of the measures at (a) and (b) for reduction of energy consumption and consequent impact on the cost of production:
The various measures taken as mentioned above have resulted in optimum product mix at lower energy consumption levels. This has resulted in the 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:

Sr. No.		Current Year 2013-14 (₹ In Lacs)	Current Year 2012-13 (₹ In Lacs)
1.	Foreign exchange earned		
	Export of goods on FOB basis	10,870.40	10,126.16
2.	CIF value of Imports	5,483.95	3,746.77
3.	Expenditure in foreign currencies	209.08	146.57

For and on behalf of the Board

Place : Mumbai
Date : 27.08.2014

HEMANT KUMAR RUIA
Chairman & Managing Director

FORM A

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

		For the year ended 31.03.2014	For the year ended 31.03.2013
A. Power and Fuel Consumption :			
1. Electricity			
(a) Purchased Units/Lakhs		44.14	39.30
Total amount (₹ in Lakhs)		312.51	284.63
Cost per unit – ₹		7.08	7.24
(b) Own Generation			
(i) Through Diesel			
Generator Set :			
Units generated / Lakhs		NEGLIGIBLE	NEGLIGIBLE
Units per Ltr. of Diesel Oil		NEGLIGIBLE	NEGLIGIBLE
Cost – ₹ / Unit		NEGLIGIBLE	NEGLIGIBLE
(ii) Through Steam Turbine/Generator		NIL	NIL
2. Coal (specify quality and where used)		NIL	NIL
3. Furnace Oil Quantity – M.T.		687	603
Total amount – ₹ in Lakhs		298.27	253.22
Average rate – ₹ / M.T.		43403	41993
4. Others/internal generation Light Diesel Oil – K Ltrs		330	283
Total amount – ₹ in Lakhs		210.43	170.63
Average rate – ₹ / K. Ltr.		63816	60293
5. Others/internal generation Briquettes – MT		10568	8339
Total amount – ₹ in Lakhs		652.15	495.61
Average rate – ₹ / MT.		6171	5943
B. Consumption per unit of Production:			
	Standards (if any)	For the year ended 31.3.2014	For the year ended 31.3.2013
Products			
*Alkyl Alkolamines (Average Consumption)			
Furnace Oil (per MT)	Ltrs	31	36
L.D.O. (per MT)	Ltrs	42	44
Electricity (per MT)	Ltrs	276	296
Briquette (per KG)	Kgs	1013	979



FORM B

Form for disclosure of particulars with respect to absorption:

<p>1. Specific areas in which the Research & Development carried out by the company</p>	<p>The Research & Development efforts are focused on:-</p> <ul style="list-style-type: none"> a) To develop new type of block polymers Ethoxylate, propoxylate as Mould releasing agents. b) Identification and Development of latest import substitute. c) Development of export potential molecules and enhance the range of products. d) Improve newer technology and incorporate in development processes for higher yield and quality. e) Adaptation of renewable resources for energy, fuel & water savings.
<p>2. Benefits derived as a result of the above R&D</p>	<ul style="list-style-type: none"> a) Increase in export of newly developed block polymers. b) Expansion in export in exports to global customers. c) Fulfilling the needs of local customers with customized products range. d) Development of specialty products/ formulations for Gas Treating Division, benefitting local and global market in Refinery, Natural Gas, Fertilizers, Ammonia Plants.
<p>3. Future plan of action</p>	<ul style="list-style-type: none"> a) Research and Development in areas like gas treating, cement additive, oil drilling chemicals to be undertaken. b) To develop and study application of Auto Rubber auxiliaries. c) To further improve quality, yield and performances of our existing product range. d) Development of import substitutes. e) Adapt newly developed technology in R & D.
<p>4. Expenditure on R&D</p>	<ul style="list-style-type: none"> a) Capital ₹ 1.81 Lacs b) Recurring ₹ 84.40 Lacs c) Total ₹ 86.21 Lacs d) Total R&D expenditure as a percentage of turnover 0.36%
<p>5. Technology absorption, adaptation and innovation</p> <p>a) Efforts, in brief, made Towards technology absorption, adaptation and innovation</p>	<ul style="list-style-type: none"> a) Adaption of design process and engineering parameters as envisaged. Thus, overall it has become cost effective and suitable for local equipment. b) R & D pilot plant successful trial has helped to develop newer process to manufacture unique products of high market value to customers. c) Technical have been sent to attend various, Seminars, Symposiums, conference so as to update information technology in relative fields.



<p>b) Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, import substitution etc.</p>	<p>a) Revamping of the plant and equipment and process has resulted in improved product quality and commercialization of new products.</p> <p>b) Fulfillment of timely delivery period to overseas and local customers.</p> <p>c) Import substitution benefiting local customers in terms of cost saving and self reliance.</p> <p>d) Implementation of ISO – 9001-2008/ ISO- 14001-2004</p> <p>e) OSHAS – 18001/ 2007 through awareness program making it successful.</p>
<p>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</p> <p>a) Technology imported</p> <p>b) Year of import</p> <p>c) Has technology been fully absorbed</p> <p>d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans and actions.</p>	<p>: No technology imported</p> <p>: N.A.</p> <p>: N.A.</p> <p>: N.A.</p>

For and on behalf of the Board

Place : Mumbai
Date : 27.08.2014

HEMANT KUMAR RUIA
Chairman & Managing Director



REPORT ON CORPORATE GOVERNANCE

At APL, Corporate governance is the way of doing business to achieve maximum growth with a commitment of being fair, transparent and ethical in its conduct. Corporate Governance aims to promote and maintain integrity, transparency and accountability at higher levels in the organization. The Company has over the years always endeavored a professional approach towards competence and capability to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics. Good corporate governance has thus become an integral part in the growth of the Company to gain and retain the trust of all its stakeholders.

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

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

1. Board of Directors (Board)

a) Composition and Category of Directors:

The Board of Directors of your Company has a combination of talent, experience, knowledge and independence. As on 31st March, 2014 Board comprises of the Chairman and Managing Director together with five Non executive and Independent Directors. The composition of Board of Directors is in conformity with Clause 49 of the Listing Agreement.

As per the terms of Appointment, the Managing Director is not liable to retire by rotation. Also, by the virtue of section 149, 152 of the Companies Act, 2013 read with Rules, Independent Directors are not eligible for retirement by rotation once appointed as such.

Name of the Director	Category of Directorship	Attendance particulars		No. of other directorships and committee memberships other than APL		
		Board Meeting	Last AGM	Other Directorships #	Committee@	
					M	C
Mr. Hemant Kumar Ruia	CMD	6	Y	10	-	-
Mr. K.K.Seksaria	NE/ID	4	N	10	-	-
Dr. M. K. Sinha	NE/ID	3	N	1	-	-
Dr. P. H. Vaidya	NE/ID	4	N	1	-	-
Mr. A. S. Nagar	NE/ID	3	N	-	-	-
Mr. B. M. Jindel	NE/ID	6	N	3	-	-

M = Membership; C = Chairmanship;
NE/ID = Non-Executive/Independent; CMD = Chairman & Managing Director
Directorships in Private Limited Companies included;
@ comprises of Audit and Investors' Grievance Committee of Public Limited Companies;

b) Meeting:

During the year under review, Six Meetings were held on May 30, 2013, June 17, 2013, August 8, 2013, October 3, 2013, November 12, 2013 and February 13, 2014.



c) 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 review the quarterly results. Additional Meetings are held, when necessary. 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 Board of Directors of the Company has three Committees as on 31.03.2014.

2. Audit Committee

a) Terms of Reference:

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

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

b) Composition of Audit Committee:-

The Audit Committee comprises of Five Members viz. Shri Hemant Kumar Ruia, Mr. A S Nagar, the Chairman of the Audit Committee; Mr. B. M. Jindel, Dr. M K Sinha and Dr. P H Vaidya last 4 being Non – executive and Independent Directors. The Composition of the Audit Committee is in accordance with Clause 49 of the Listing Agreement with an Independent Chairman and 3 out of



4 other members being Independent Directors. Dr. P H Vaidya was appointed as the member of the Audit Committee in the Meeting of the Board of Directors held on August 12, 2013.

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 & Statutory Auditors of the Company attend meetings by invitation.

Attendance

Five meetings were held during the financial year ended 31st March, 2014, viz. on 30th May, 2013, 17th June, 2013, 12th August, 2013, 12th November, 2013, 13th February, 2014.

Name of the Director	Designation	No. of Meetings Attended
Mr. A. S. Nagar	Chairman	3
Mr. B. M. Jindel	Member	5
Mr. H. K. Ruia	Member	5
Dr. M. K. Sinha	Member	3
Mr. P H Vaidya	Member	2

3. Remuneration Committee:-

a) Composition and meetings:-

The Remuneration Committee comprises of Mr. Arun Shanker Nagar, Chairman, Mr. K. K. Seksaria, the independent director 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.

b) Terms of Reference

- Review the criteria of payment of Managerial remuneration
- Review Managerial remuneration and recommend revision in the remuneration to the Board.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To devise a policy on Board diversity.
- To recommend/review remuneration of the Managing Director and Whole Time Director based on their performance and defined assessment criteria.
- To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme/ Employees' Stock Purchase Scheme including all such matters that may be incidental, relevant and necessary,
- To carry out any other function as is mandated by the Board from time to time and / or enforced by nay statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

Since during the year under review there was no such related business no meeting was held.

c) Remuneration of Non-Executive Directors

Name of Director	Sitting Fees Paid (₹)	
	Board Meeting	Audit Committee Meeting
Mr. K. K. Seksaria	10000	–
Dr. M. K. Sinha	7500	3000
Dr. P. H. Vaidya	10000	1000
Mr. A. S. Nagar	7500	3000
Mr. B. M. Jindel	15000	5000

d) Remuneration of Whole Time Director

The Chairman & Managing Director is the only Whole Time Director in the Company. The remuneration paid to Mr. Hemant Kumar Ruia, Chairman and Managing Director during the year 2013-2014 was ₹ 3409048/- (Rupees Thirty Four Lacs Nice Thousand and Forty Eight Only) (excluding PF/SA) which is shown in detail here under:

Salary (₹)	Perquisites (₹)	PF/SA contribution (₹)	Bonus (₹)	Commission (₹)
27,00,000/-	349048/-	4,40,877	3,60,000/-	NIL

4. Shareholders' Committee:
a) Share Transfer Committee

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

b) Shareholders' Grievance Committee

The Committee presently consists of three Non-Executive Independent Directors and an Executive Director. This Committee specifically looks into the redressal of shareholders' and investors' complaints such as transfer of Credit of shares to their demat account, Non-receipt of Dividend/Notices/Annual Report etc. with a primary objective to improve investor relations. The Committee met four times during the financial year 2013-14 viz. 29th May, 2013, August 12, 2013, November 12, 2013 and February 13, 2014.

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

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

c) Compliance officer

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



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

Number of correspondences received from Share holders	129
Number of correspondences redressed	129
Number of complaints/correspondences not resolved	NIL

5. **General Body Meeting**

a) **Annual General Meeting**

AGMs	Date of AGMs	Location	Time
AGM (37th)	28th September, 2012	Guwahati	2.30 P. M.
AGM (38th)	27th September, 2013	Guwahati	3.00 P. M.
AGM (39th)	29th September, 2014	Guwahati	2.30 P.M.

b) **Resolutions passed at last 3 AGMs**

2010-11 :

Revision in terms of Remuneration of the Chairman & Managing Director

Revision of terms and conditions relating to the payment of remuneration of Shri Hemant Kumar Ruia, Chairman & Managing Director from Rs. 55000/- p.m. plus perquisites to Rs. 100,000/- p.m. plus perquisites

2011-12 :

Increase in Authorised Capital

The Authorised share capital of the Company had been increased from ₹ 10,00,00,000/- (Rupees Ten Crores) divided into 95,00,000 Equity Shares of ₹ 10/- each and 50,000 Preference Shares of ₹ 100/- each to ₹ 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,25,00,000 Equity Shares of ₹ 10/- each and 2,50,000 Preference Shares of ₹ 100/- each and that clause V of the Memorandum of Association of the Company be altered accordingly.

2012-13

Re-appointment of Shri Hemant Kumar Ruia

Shri Hemant Kumar Ruia was re-appointed as the Chairman and Managing Director for a term of 3 years commencing from April 1, 2013 till March 31, 2016 at remuneration of ₹ 1,50,000/- per month plus perquisites.

c) **Resolutions passed through Postal Ballot**

Two Ordinary resolutions were passed through Postal Ballot during the year 2012-13.

(During the year 2012-13)

“Ordinary”:-

- To give authority to the Board to borrow upto ₹ 150 Crores under Section 293(1)(d) of the Companies Act, 1956.
- To authorize the Board to create charge on Company's Assets under Section 293(1)(a) of the Companies Act, 1956.

6. **Code of Conduct**

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



7. CEO / CFO Certification

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

8. Disclosures

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

9. Compliance

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

10. Subsidiary Company

The minutes of the meetings of the Board of Directors and the Financial Statements for the year ended March 31, 2014 of APL Infotech Limited and APL Engineering Services Pvt. Ltd, Subsidiaries of the Company were placed before the Board and Audit Committee for review.

11. Means of Communication

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

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

12. General Shareholder Information

a) Company Registration Details :

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

b) Annual General Meeting

Date : September 29, 2014
Time : 2.30 P.M.
Venue : RND Banquet Hall, Hotel Gateway, G.S. Road,
Christian Basti, Guwahati, Assam 781 005.



AMINES & PLASTICIZERS LIMITED

c) Financial Calendar

Results for the Quarter Ending on	:	Tentative time of declaration
30th September, 2014	:	Second week of November, 2014
31st December, 2014	:	Second week of February, 2015
31st March, 2015	:	Last week of May, 2015

d) Listing on Stock Exchanges

: BSE Limited, P. J. Towers, Dalal Street, Mumbai - 400 001.

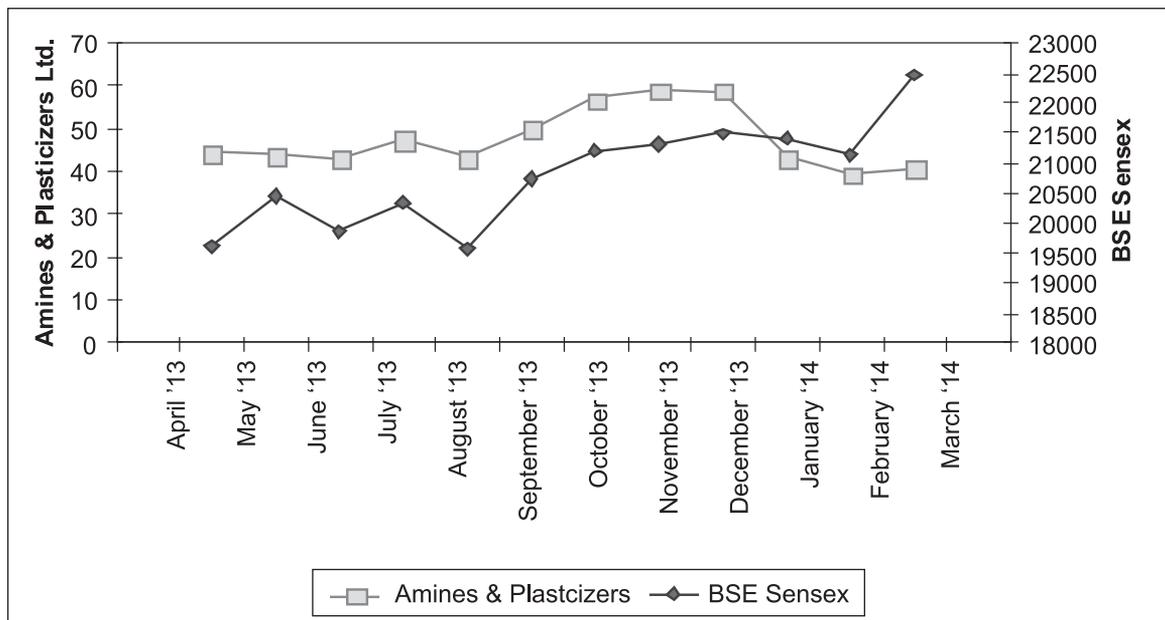
e) Scrip Code

: 506248

f) Market Information

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

Month	Amines & Plasticizers Ltd.		BSE Sensex	
	High (₹)	Low (₹)	High	Low
April 2013	44.40	39.50	19622.68	18144.22
May 2013	44.00	38	20443.62	19451.26
June 2013	43.05	38.95	19860.19	18467.16
July 2013	47.9	39	20351.06	19126.82
August 2013	43.50	39.8	19569.20	17448.71
September 2013	50	40.50	20739.69	18166.17
October 2013	57	41.35	21205.44	19264.72
November 2013	59	56.10	21321.53	20137.67
December 2013	58.9	43.45	21483.74	20568.7
January 2014	43.35	35.20	21409.66	20343.78
February 2014	39.6	34.50	21140.51	19963.12
March 2014	40.8	35.10	22467.21	20920.98





g) Registrar and Transfer Agent

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

h) Share Transfer System

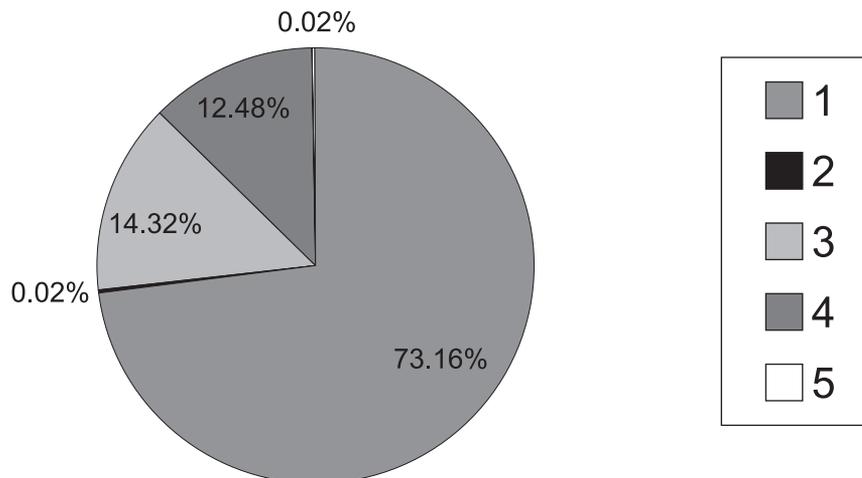
The transfer of shares in physical form is processed and completed by Registrar & Transfer Agent within a period of 15 days from the date of lodgment, if the documents are proper in all respect. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository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

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

i) Shareholding Pattern as on 31.03.2014

Sr.No.	Category	No. of Shares held	% of Shareholding
1	Promoters	4025475	73.16
2	Banks / Financial Institutions and Insurance Companies.	1200	0.02
3	Bodies Corporate	788030	14.32
4	Indian Public /HUF / Clearing Members	686359	12.47
5	NRIs / OCBs / Foreign Nationals	936	0.02
	Total	5502000	100.00

Pie chart showing the Shareholding of the Company





j) Distribution of Shareholding as on 31.03.2014

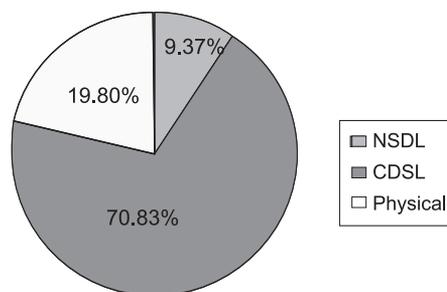
No. of Equity Shares Held	No. of Shareholders	Percentage of Shareholders	No. of Shares	Percentage of Shares
Up to – 5000	4159	99.474	563685	10.245
5001 – 10000	5	0.120	35335	0.642
10001 – 20000	7	0.167	104264	1.895
20001 – 30000	3	0.072	75008	1.363
30001 – 40000	0	0.000	0	0.000
40001 – 50000	0	0.000	0	0.000
50001 – 100000	1	0.024	97298	1.768
100001 and above	6	0.144	4626410	84.086
Total	4181	100.00	5502000	100.00

The total shareholding held in the electronic form as on 31/03/2014 is 39501584 with NSDL and CDSL.

Total number of shares demated as on 31.03.2014:-

	No of Shares	% of Paid Up Capital
NSDL	515500	9.37
CDSL	3897191	70.83
Physical	1089309	19.80
Total	5502000	100

Shares held in Demat/ Physical Form as on March 31, 2014



- * Depositories : Central Depository Services (India) Ltd. (CDSL)
National Securities Depository Ltd. (NSDL)
- * ISIN : INE275D01014
- k) Outstanding GDRs/ADRs** : No such GDRs/ADRs/Warrants or any convertible instruments were issued and outstanding.
- l) 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.
- m) Address for Correspondence** : **Registered Office :**
Paul Enclave, Pranati Builders Pvt. Ltd., Principal J. B. Road, Chenikuthi, Guwahati, Assam – 781 003.

Corporate Office :
'D' Bldg, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai - 400 018.



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, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

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

For **SK MAKHIJA & ASSOCIATES**
Company Secretaries

Suman K. Makhija
Proprietor

Membership No. A-31535
CP NO. 13322

Place : Mumbai
Date : 27.08.2014

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 2014, as envisaged in clause 49 in the Listing Agreement with stock exchanges.

Place : Mumbai
Date : 29.05.2014

HEMANT KUMAR RUIA
Chairman & Managing Director



MANAGEMENT DISCUSSION AND ANALYSIS

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

BUSINESS OVERVIEW

APL is one of the largest producers of ethanolamines, morpholine, alkyl morpholine and gas treating solvents and is a global supplier of organic chemicals which find wide applications in oil refineries, natural gas plants, ammonia plants, petrochemical plants, electronic, pharmaceuticals and agrochemicals industries. APL is a major manufacturer and exporter of MDEA which is used in oil refineries as sour gas sweetening solvent with considerable energy savings. The Company currently exports a major part of its manufactured MDEA to Oil Refining companies located in Middle East and Southeast Asian Countries.

SUBSIDIARY COMPANIES PROGRESS:

The Company has two subsidiaries, viz. APL Infotech Ltd., in which the Company is holding 51% equity and APL Engineering Services Private Limited, a wholly owned subsidiary of the Company. APL Infotech Ltd. is engaged in the business of providing services like Software development, software re-engineering and Network integration for pipe leak detection in collaboration with IIT, Mumbai. Whereas, APL Engineering Services Private Limited is engaged in the business of providing services for integrated design, engineering, procurement, construction, installation and project management for all types of engineering projects.

As reported earlier, the fabrication unit of APL Engineering Services Private Ltd. is fully operational and has been executing various orders for its clients. During the year under review, the Company received orders from engineering companies which have been completed and delivered satisfactorily.

The proposed amalgamation of its wholly owned subsidiary APL Engineering Services Private Limited with the Company is at an advanced stage and directions from the High Courts are awaited. The proposed Scheme of Amalgamation would result in business synergy and consolidation of business activities. The Company had taken all necessary steps to expedite the process.

APL Infotech Limited has also tied up with one of the largest Software Companies in India for marketing of its software in Domestic and International markets and expects results from them. The Company is also in talks with the largest Gas Transportation Company in India for installation of the software on their cross country gas transportation. Since this type of software is being developed for the first time in India, marketing of the same is time consuming and we expect good results in future as gas transportation will be in great demand in the Country in future as per Budget proposal.

ISO COMPLIANCE:

The company has an ISO 9001:2008 certification which is valid till 13th January, 2016. Periodic Audit has been conducted by Det Norske Veritas (DNV) in continuation of the certification and recorded noteworthy efforts in specific focus areas. QMS (Quality Management System) is focusing on continual improvement by implementing the strategic tools for business to gain competitive advantage.

Besides QMS (Quality Management System), APL has IMS (Integrated Management System) for ISO 14001:2004 and OHSAS 18001:2007 certifications which are valid up to 9th April 2016.

ISO 14001:2004 (Environmental Management System) certification relates to conservation of natural resources, it 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 operation working people. 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 after going through the SMETA (SEDEX Members Ethical Trade Audit) 4-Pillar Audit conducted by DNV. SEDEX is 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). The Company is in the process of obtaining ISO EFFCI GMP for Good Manufacturing Practices.

GREEN INITIATIVE:

In order to save trees and protect the environment by cutting down the consumption of costly paper habits, the Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies. Through its Circulars No. 17/2011 dated 21.04.2011 and No. 18/2011 dated 29.04.2011, MCA has provided that the service of notice / documents by a company to its shareholders can now be made through electronic mode. In accordance with the circulars issued by the Ministry, companies can now send various notices /documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report etc) to their shareholders through electronic mode, to the registered e- mail addresses of the shareholders.

The Annual Report of the Company and all major corporate communications would also be uploaded on the Company's website: 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 with your depositories to get annual reports and other communications through e-mail instead of paper mode.

E-voting

The Companies Act, 2013 read with rules made there under has made it mandatory for every listed company or a company having not less than one thousand shareholders to provide its members facility to exercise their right to vote at the General meetings by electronic means. In order to provide electronic voting facility to its members the Company has entered into an agreement with the Central Depository Services Limited (CDSL). The facility of E-voting can be availed by all the shareholders having their shares in dematerialized form as well as in physical form.

In case of shares held in physical form :

Shareholders should provide their e-mail ID to the Company or its Registrar and Share Transfer Agents for opting to receive notices/documents electronically.

In case of shares held in electronic form:

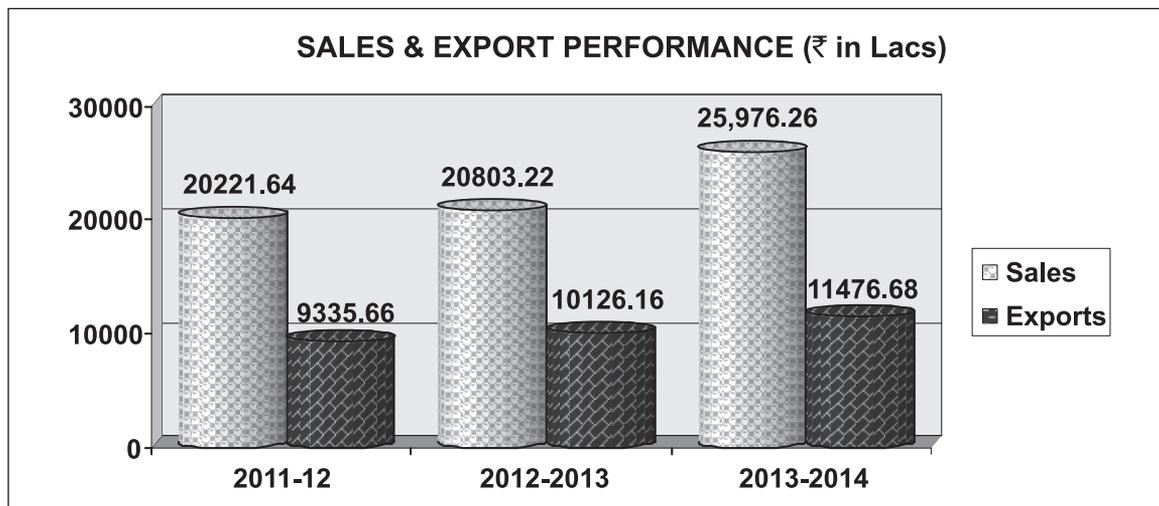
Shareholders who have not registered their e-mail addresses so far, are requested to register their e-mail addresses in respect of electronic holding with the Depository through their concerned Depository Participants. All shareholders are further requested to ensure that registered E-mail Id with the Depository should be current and active to receive notices/documents electronically.

INDUSTRY STRUCTURE AND DEVELOPMENT:

During the year under review, India's Gross Domestic Product (GDP) growth remained below 5% and industrial growth remained in the negative territory. The economy was also affected due to rising inflation and high interest regime thereby affecting bottom line of the Company.

As reported earlier, the Company continues to focus on enhancing stakeholders' value and looks beyond immediate opportunities by nurturing the business for long term and steady growth. During the year under review, the aggregate net revenue of the Company was ₹ 24,364.72 Lacs and profit before tax stood at ₹ 720.54 Lacs. The Company has achieved a better turnover and increased its profits for the current year.

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



PRODUCTWISE PERFORMANCE

The Company has focused more on consolidating its products strength. All the products range so developed and marketed by the Company have been well accepted domestically and globally. The Company has expanded its wing in different parts of the world and added new customers during the year.

RESEARCH AND DEVELOPMENT PROGRAMMES:

The Company has been taking conscious efforts to strengthen the Research and Development (R&D) efforts for new product development and to maximise customer satisfaction. The constant efforts to meet the current requirements of our esteemed customers has been fetching encouraging results.

The Company's current R&D focus is on "Cement Admixtures/Additives", as there is a tremendous growth of 'Infra-Structure Projects' all over our Nation. This is, besides our 'Specialty Gas Treating Solvents' absorbance of large volumes, in key sectors like Natural Gas, Refineries, Fertilizers units with specific needs in India as well as abroad. As "Shale Gas" exploration is just to pick up in our country, our R&D efforts are concentrating in products related to this field too. "CO2 capture" is another field in which our R&D products are on trials, contributing to clean environment.

High Purity of our Drug Intermediates Interactions with 'Academic Institutions' on projects related to "Performance Studies" of our "Formulated Speciality Gas Treating Solvents" and our own "Simulations Studies" by the Gas Treating Team with various Natural Gas/ Refinery Gas/ Ammonia/Hydrogen/ Flue Gas units, all over the world, kept the R&D Team alert throughout the year for their in-puts. Cosmetics Ingredients have attracted clients from 'quality-conscious' Japan, Europe & Korea with repeated orders, due to our sustained/consistent R&D efforts.

OPPORTUNITIES, THREATS, RISKS AND CONCERNS:

To ensure long term competitiveness the Company has been taking several steps like constant new product innovation, quality improvement and enhancement in end-consumer experience which will help improve profitability and business in near term.

For Amines & Plasticizers Limited strong markets in Middle East were affected by political unrest and internal conflicts. This has affected the export demand from these areas. With the constant efforts of R&D Division of the Company, your Company has developed wide range of products covering different, varied applications. The Company's constant endeavor in induction, upgradation and expansion of its technical team, plant and marketing capacities had resulted in developing/ catering to various new products, processes which find utility in Oil and Gas, Electronic, Pharmaceuticals and Cosmetics.



As reported earlier, the Company has a dedicated and professional team of technical experts, chemical engineers who are continuously working on seizing new opportunities, developing new simulations, processes and products. Ethylene Oxide is the main raw materials and cannot be imported due to its inflammable explosive nature and had to be sourced domestically. Its price therefore becomes susceptible to steep fluctuations. Also other petroleum based products are largely dependent on the price of international crude / gas prices. The Company also faces stiff competition from Domestic as well as International players since their pricing are competitive.

INTERNAL CONTROL SYSTEM

The Company has instituted adequate internal controls to ensure that transactions are properly recorded, authorized and reported apart from safeguarding its assets. The Company's internal control system is supplemented by well-developed operating procedures, policies, guidelines and review carried out by the Internal Audit function.

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

Human resource management is an important function in the organization which is designed to maximize the employee performance to achieve the employer's strategic objectives. HR is primarily concerned with how people are managed within the organization, focusing on policies and systems. Due to dynamic Human Resource Practise, the Company is able to face challenges in today's competitive world. This is due to the Company's strong emphasis on integrity, teamwork, innovation and performance.

The Human Resources function aims to achieve mutually rewarding association with its human capital and thus facilitates optimum returns on investment.

FINANCIAL PERFORMANCE

The Company has improved its performance during the current year. The efficient utilization of existing capacities, introduction of new specialized products had helped the Company to improve its performance during the year. The comparative financial results for the years 2013-2014 and 2012-2013 are as shown below:

(₹ in Lacs)

FINANCIAL RESULTS	2013-2014	2012-2013
Total Income	24,364.72	19250.06
Total Expenditure	22539.85	17788.22
Profit before Depreciation, Interest and Tax	1824.87	1458.55
Less: Depreciation	184.44	152.90
Interest	919.89	877.72
Profit Before Tax	720.54	431.22
Provision for taxation	216.48	120.52
Profit After Tax	504.06	310.70

The Total Net Revenue was ₹ 24,364.72 Lacs during the year as compared to ₹ 19250.06 Lacs in the previous year. The Company has continued its good performance of last few years inspite of higher operational cost, cut throat competition and high interest cost regime.



The Company's expenditure outgo was ₹ 22539.85 Lacs in the year under review as compared to ₹ 17788.22 Lacs in the previous year. In spite of the inflationary pressure, the Company has managed to maintain the ratio of Expenses to Income at the same level as compared to the previous year.

RESULTS OF OPERATIONS:

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

(₹ In Lacs)

Income	Year ending 31.03.2014	Year ending 31.03.2013
Income from sale of products	25976.26	20803.22
Export Incentives	361.75	201.44
Less: Excise duty	(2060.23)	(1837.81)
Other Income	86.94	83.21
Total Income	24,364.72	19250.06

The gross revenue from sales includes export revenue of ₹ 11,476.68 Lacs and domestic sales of ₹ 14,861.33 Lacs i.e. approximately 43% of export sales and 57% of domestic sales during the year under report.

SAFE HARBOUR CLAUSE

A safe harbour is a provision of a statute or a regulation that specifies that certain conduct will be deemed not to violate a given rule. This report describing of the Company's activities, objectives, projections, estimates, expectations or predictions may contain certain "forward-looking statements" within the meaning of applicable laws and regulations.

The actual results may differ from those expressed or implied due to various risk factor and uncertainties. These risk factors and uncertainties include the effect of domestic as well as global, economic and political events, volatility in interest rates and in the securities market, change in the government policies may affect our Company's businesses as well as implementation strategies.

Thus, the Company undertakes no obligation to publicly amend, modify or revise any forward looking statements on the basis of any new information, subsequent development, future events or otherwise. Subject to this management disclaimer, this discussion and analysis should be perused.



INDEPENDENT AUDITORS' REPORT

To the members of

AMINES AND PLASTICIZERS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **AMINES AND PLASTICIZERS LIMITED** ("the Company") which comprise the balance sheet as at March 31, 2014 and the statement of Profit and loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the said financial statements read together with the accompanying notes give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the "Order") issued by the Central



Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 (the 'Act'), we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:
- (a) we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013; to the extent applicable;
 - (e) on the basis of written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **Bhandari Dastur Gupta & Associates**
Firm Registration No.: 119739W
Chartered Accountants

Sunil Bhandari
Partner
Membership Number: 49781

Mumbai, 29th May, 2014.



ANNEXURE REFERRED TO IN OUR REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2014 OF AMINES AND PLASTICIZERS LIMITED

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

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

(₹ in Lacs)

	APL Infotech Limited (APLIL)	APL Engineering Services Private Limited (APLESPL)
Relationship	Subsidiary (51% holding)	Wholly owned Subsidiary
Rate of Interest (%)	14%	Interest free
Loan Given during the year	84.68	165.66
Loan Repaid during the year	37.90	16.56
Maximum Balance outstanding during the Year	391.34	442.71
Interest Accrued and due on above (A)	141.56	NA
Year end Balance (B)	353.44	442.71
Total (A+B)	495.00	442.71

- b) i) In respect of APLIL, the company is under the process of developing and further upgrading of the software based on the feed back received from prospective users. The company had received one order in past which is under execution and hopeful of receiving additional orders in coming years also the management is hopeful of realising the principal and interest accrued thereon at the earliest and on the basis of such representation by the management, the terms and conditions of the aforesaid loan has not been considered prejudicial to the interest of the Company.
- (ii) In respect of APLESPL, its fabrication Unit have received orders which are under execution, the management is confident of recovering the amount in due course and accordingly, has not been considered prejudicial to the interest of the Company.



- c) The Company has taken interest free unsecured loans from three parties covered in the register maintained under Section 301 of the Act. The maximum balance outstanding during the year was ₹ 23.00 Lacs and the year-end balance of loan taken from aforesaid parties was ₹ NIL.
- d) The terms and condition of aforesaid loan taken was prima-facie, not prejudicial to the interest of the company and the principal amount has been repaid as stipulated.
4. In our opinion and according to the information and explanations given to us, having regard to the explanation that some of the items purchased and sold are of the special nature and suitable alternative source does not exist for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for purchase of inventory and fixed assets and with regard to the sale of goods, services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have we been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Act that need to be entered into the register maintained under the said Section have been so entered.
- b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in (a) above and exceeding the value of ₹ 5 lakh with any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. The Company has not accepted any deposits within the meaning of Sections 58A, 58AA or any other relevant provisions of the Act and rules framed there under.
7. In our opinion, the Company has an internal audit system commensurate with the size of the Company and nature of its business.
8. On the basis of records produced, we are of the opinion that prima facie, the cost records and accounts prescribed by the Central Government under Section 209 (1) (d) of the Act have been maintained. However, we are not required to and thus have not carried out any detailed examination of such accounts and records, with a view to ascertain whether these are accurate and complete.
9. a) The Company is generally regular in depositing with the appropriate authorities the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty and other material statutory dues applicable to it. As explained to us, no undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no dues in respect of income tax, sales tax, wealth tax, service tax, customs duty, excise duty and cess which have not been deposited with the appropriate authorities on account of any dispute except the following :

Name of the Statute	Nature of Dues	Period to which it relates	₹ in Lacs	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	Assessment Year 2009-10	8.24*	ITAT, Guwahati
Income Tax Act, 1961	Income Tax	Assessment Year 2010-11	4.24	Commissioner of Income Tax (Appeals), Guwahati
Central Sales Tax Act, 1956	Sales Tax	1999-2003	10.04	Appellate Tribunal-Mazgaon

* Payment made under protest



10. The Company does not have accumulated losses as at 31st March 2014 and has not incurred any cash losses in the current financial year and in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions or banks.
12. During the year, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi /mutual benefit fund/ society. Therefore, provisions of clause 4(xiii) of the Order are not applicable to the Company.
14. The Company has kept adequate records of its transactions and contracts in respect of dealing in shares and securities and timely entries have been made therein. All the shares and securities have been held in the name of the Company.
15. In our opinion and according to the information and explanations given to us, the terms and conditions on which the Company has given guarantee for loans taken by others from banks and financial institutions, are not, prima facie prejudicial to the interest of the Company.
16. The Company has obtained a term loan of ₹ 6.5 Crores during the year. According to the information and explanations given to us, and on an overall examination of the cash flow statement and balance sheet for the Company, in our opinion, the term loans have been applied for the purpose for which they have been obtained.
17. According to the information and explanations given to us and on an overall examination of the cash flow statement and balance sheet of the Company, in our opinion, the funds raised on short-term basis have, prima facie, not been used for long-term investment.
18. During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act.
19. The Company has not raised any money by way of issue of debentures.
20. The Company has not raised any money by way of public issue during the year or in the recent past.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For **Bhandari Dastur Gupta & Associates**

Firm Registration No.: 119739W

Chartered Accountants

Sunil Bhandari

Partner

Membership Number: 49781

Mumbai, 29th May, 2014.



BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	(₹ in lacs)	
		As at 31st March, 2014	As at 31st March, 2013
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	1	550.20	550.20
Reserves and surplus	2	2,699.52	2,263.03
Non-current liabilities			
Long-term borrowings	3	511.63	104.21
Deferred tax liabilities (Net)	4	328.58	268.22
Long-term provisions	5	22.99	5.17
Current liabilities			
Short-term borrowings	6	4,040.29	4,388.25
Trade payables	7	4,856.37	4,110.56
Other current liabilities	8	953.80	968.89
Short-term provisions	9	129.48	84.91
TOTAL		14,092.86	12,743.44
ASSETS			
Non-current assets			
Fixed assets	10		
Tangible assets		2,883.03	2,389.70
Intangible assets		2.13	6.17
Capital work-in-progress		56.54	66.86
Non-current investments	11	173.57	173.57
Long-term loans and advances	12	332.46	202.05
Other non-current assets	13	87.36	86.01
Current assets			
Inventories	14	3,752.02	3,649.34
Trade receivables	15	4,122.66	3,550.82
Cash and Bank Balances	16	317.73	200.09
Short-term loans and advances	17	1,772.28	1,881.29
Other current assets	18	593.08	537.54
TOTAL		14,092.86	12,743.44
Significant accounting policies and Notes accompanying form an integral part of financial statements	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 : 29th May, 2014

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

A. S. Nagar *Director*

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

Mumbai, Dated : 29th May, 2014


STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Note No.	(₹ in lacs)	
		For the year ended 31st March, 2014	For the year ended 31st March, 2013
Revenue from operations	19	24,277.78	19,166.85
Other income	20	86.94	83.21
Total Revenue		24,364.72	19,250.06
Expenses:			
Cost of Materials Consumed	21	18,160.51	13,825.11
Purchases of Stock-in-Trade		-	14.39
Manufacturing and Operating Costs	22	2,123.16	1,713.49
Changes in Inventories of finished goods work-in-progress and Stock-in-Trade	23	(395.54)	(125.46)
Employee Benefits Expenses	24	799.89	691.41
Finance costs	25	919.89	877.72
Depreciation and Amortization Expenses		184.44	152.90
Less: Transferred from Revaluation Reserve		(3.21)	(3.29)
		181.23	149.61
Other Expenses	26	1,855.04	1,672.57
Total expenses		23,644.18	18,818.84
Profit before exceptional and extraordinary items and tax		720.54	431.22
Exceptional items		-	-
Profit before extraordinary items and tax		720.54	431.22
Extraordinary items		-	-
Profit before tax		720.54	431.22
Tax Expenses:			
Current tax		153.00	90.25
Deferred tax		60.36	39.20
Wealth Tax		1.09	0.78
MAT Credit Entitlement		(2.35)	(9.71)
Tax Provision relating to earlier years		4.38	0.00
Profit for the year		504.06	310.70
Earnings per equity share:(Face value of ₹ 10 each) Basic & Diluted		9.16	5.65
Significant accounting policies and Notes accompanying form an integral part of financial statements	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 : 29th May, 2014

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

A. S. Nagar *Director*

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

Mumbai, Dated : 29th May, 2014



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

	For the year ended 31st March, 2014	(₹ in lacs) For the year ended 31st March, 2013
A. Cash Flow from Operating Activities		
Net profit before tax and extraordinary items	720.54	431.22
Adjustments for:		
Depreciation	181.23	149.61
(Profit)/ Loss on Sale of fixed assets	1.66	(3.62)
Dividend received on Investments	(0.24)	(0.23)
Interest Income	(76.50)	(53.45)
Interest Paid	<u>919.89</u>	<u>877.72</u>
Operating profit before working capital changes	1,746.58	1,401.25
Adjustments for:		
Trade and other receivables *	(682.26)	(412.84)
Inventories	(102.68)	(431.72)
Trade payables	<u>872.20</u>	<u>290.21</u>
	87.26	(554.35)
Cash generated from operations	1,833.84	846.90
Direct taxes (paid) /Refund (net of tax paid)	<u>(126.92)</u>	<u>(159.13)</u>
Net cash flow from operating activities	(A) 1,706.92	687.77
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(669.33)	(376.49)
Sale/(Purchase) of Investments	0.00	(1.64)
Dividend received on Investments	0.24	0.23
Interest Received	76.50	53.45
Sale of Fixed Assets	<u>4.26</u>	<u>8.68</u>
Net cash flow from/ (used in) investing activities	(B) (588.33)	(315.77)
C. Cash Flow from Financing Activities		
Proceeds/(Repayment) from Long Term Borrowings (Net)	264.39	(214.99)
Proceeds/(Repayment) from Short Term Borrowings	(347.96)	745.35
Dividend paid	(31.97)	(31.26)
Interest Paid	<u>(919.89)</u>	<u>(877.72)</u>
Net cash flow from / (used in) financing activities	(C) (1,035.43)	(378.62)
Net increase/(decrease) in cash and cash equivalents	Total = A+B+C	83.16
		(6.62)
Cash and Cash equivalents	- Opening Balance	13.19
	- Closing Balance	96.35
		13.19

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

Notes

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

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

Sunil Bhandari
Partner
Membership No.: 047981

Mumbai, Dated : 29th May, 2014

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

A. S. Nagar Director

Ajay Puranik Sr. VP (Corporate Affairs) & Company Secretary

Mumbai, Dated : 29th May, 2014

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2014
1. SHARE CAPITAL

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	Number	₹ in lacs	Number	₹ in lacs
Authorised				
Equity Shares of ₹ 10 each	12,500,000	1,250.00	12,500,000	1,250.00
Preference Shares of ₹ 100 each	250,000	250.00	250,000	250.00
	12,750,000	1,500.00	12,750,000	1,500.00
Issued, Subscribed & Paid up				
Equity Shares of ₹ 10 each fully paid up	5,502,000	550.20	5,502,000	550.20
Total	5,502,000	550.20	5,502,000	550.20

1.1 Right, Preference and Restrictions attached to Equity Shares

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

1.2 Reconciliation of numbers of Equity Shares

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	Number	₹ in lacs	Number	₹ in lacs
Shares outstanding at the beginning of the year	5,502,000	550.20	5,502,000	550.20
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	5,502,000	550.20	5,502,000	550.20

1.3 Reconciliation of numbers of Preference Shares

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	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	-	-	-	-

1.4 Details of members holding Equity Shares more than 5%

Name of Shareholder	As at 31st March, 2014		As at 31st March, 2013	
	Number	₹ in lacs	Number	₹ in lacs
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Hemant Kumar Ruia	2,199,893	39.98%	2,199,893	39.98%
Multiwyn Investments & Holdings Pvt. Ltd.	1,206,477	21.93%	1,206,477	21.93%
India Carbon Limited	699,000	12.70%	699,000	12.70%
Chefair Investment Pvt. Ltd.	508,000	9.23%	508,000	9.23%



NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2014

2. RESERVES & SURPLUS

Particulars	(₹ in lacs)	
	As at 31st March, 2014	As at 31st March, 2013
a. Revaluation Reserve		
Opening Balance	131.96	135.25
(-) Transferred to Statement of Profit & Loss	3.21	3.29
Closing Balance	<u>128.75</u>	<u>131.96</u>
b. Capital Reserve		
Opening Balance	0.05	0.05
Closing Balance	<u>0.05</u>	<u>0.05</u>
c. Capital Redemption Reserve		
Opening Balance	20.00	20.00
Closing Balance	<u>20.00</u>	<u>20.00</u>
d. Surplus: Statement of Profit & Loss		
Opening balance	2,111.02	1,832.28
Add: Net Profit for the year as per Statement of Profit & Loss	504.06	310.70
(-) Proposed Dividend - (₹ 1.00 per share ; previous year ₹ 0.50 per share)	55.02	27.51
(-) Corporate Dividend Tax	9.35	4.46
Closing Balance	<u>2,550.72</u>	<u>2,111.02</u>
Total	<u><u>2,699.52</u></u>	<u><u>2,263.03</u></u>

3. LONG TERM BORROWINGS

SECURED

(i) Term loans :

from a bank 469.84 -

(ii) Vehicle Loans : (From Banks & Other Financial Institutions)

29.97 37.89

499.81 37.89

UNSECURED

Term loans

(i) From banks - 13.83

(ii) From other Financial Institutions 11.82 52.49

11.82 66.32

Total 511.63 104.21


NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2014
3.1 Repayment & other terms of the Borrowings are as at 31st March 2014 follows:

(₹ in lacs)

Nature of Security	Repayment terms as at 31st March, 2014			
	Rate of Interest	Total	0-1 Years	1-4 Years
Secured Loans :				
Term Loan from Bank				
Secured against hypothecation of Fixed Assets created out of Term Loan as continuing /collateral security and is also personally guaranteed by Managing Director of the Company.	14.35% Floating	589.84	120.00	469.84
Vehicle Loans				
Secured against hypothecation of Vehicles purchased there-against and is also personally guaranteed by Managing Director of the Company.	10% to 12%	61.23	31.26	29.97
	Total	651.07	151.26	499.81
Unsecured Loans:				
From Banks	15% to 18%	13.83	13.83	–
From Other Bodies Corporate	15% to 18%	54.59	42.77	11.82
	Total	68.42	56.60	11.82

3.2 Repayment & other terms of the Borrowings as at 31st March 2013 are as follows:

(₹ in lacs)

Nature of Security	Repayment terms as at 31st March, 2013			
	Rate of Interest	Total	0-1 Years	1-4 Years
Secured Loans :				
Term Loan from Bank				
Secured against hypothecation of Fixed Assets created out of Term Loan as continuing /collateral security and is also personally guaranteed by Managing Director of the Company.	14.25% Floating	230.78	230.78	–



NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2014

(₹ in lacs)

Nature of Security	Repayment terms as at 31st March, 2013			
	Rate of Interest	Total	0-1 Years	1-4 Years
Vehicle Loans				
Secured against hypothecation of Vehicles purchased there-against and is also personally guaranteed by Managing Director of the Company.	10% to 12%	61.15	23.26	37.89
	Total	291.93	254.04	37.89
Unsecured Loans:				
From Banks	15% to 18%	50.45	36.62	13.83
From Other Bodies Corporate	15% to 18%	112.73	60.24	52.49
	Total	163.18	96.86	66.32

4. DEFERRED TAX LIABILITIES (NET)

(₹ in lacs)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Deferred tax liability on account of :		
Depreciation	353.77	290.03
Deferred tax assets on account of :		
Less :Provision for doubtful debts & Other Employee benefits	(25.19)	(21.81)
Total	328.58	268.22

5. LONG TERM PROVISIONS

Provision for employee benefits	22.99	5.17
Total	22.99	5.17

6. SHORT TERM BORROWINGS

SECURED

Working Capital Facilities

From Banks:	4,040.29	4,388.25
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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.

Total	4,040.29	4,388.25
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NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2014
7. TRADE PAYABLES

(₹ in lacs)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Micro, Small and Medium Enterprises	-	-
Others	4,856.37	4,110.56
Total	4,856.37	4,110.56
7.1 Disclosure in accordance with section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.		
Principal amount remaining unpaid	-	-
Interest paid in terms of section 16	-	-
Interest due & payable for the period of delay in payments	-	-
Interest accrued & remaining unpaid	-	-
Interest due & payable even in succeeding years	-	-
7.2 Trade Payable include ₹ 1,877.45 lacs (₹ 1830.04 lacs) being the amount of acceptances of Bills of Exchange by the Company, drawn by the Suppliers.		

8. OTHER CURRENT LIABILITIES

Current maturities of long-term borrowings (Refer Note 3.1)	207.86	350.90
Unpaid dividends	2.98	2.12
Interest Accrued but not due	7.40	-
Deposits from Dealers and Agents	9.34	9.84
Advance from Customers	537.79	455.23
Other Liabilities :		
(i) Statutory Dues	185.25	147.75
(ii) Employees Related	3.18	3.05
Total	953.80	968.89

9. SHORT TERM PROVISIONS

Proposed Dividend on Equity Shares	55.02	27.51
Tax on proposed Equity Dividend	9.35	4.46
Provision for Employee benefits	14.67	34.05
Provision for Income Tax (Net of Taxes Paid)	49.35	18.11
Provision for Wealth Tax	1.09	0.78
Total	129.48	84.91

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2014

(₹ in lacs)

10. FIXED ASSETS

Particulars	GROSS BLOCK (COST/BOOK VALUE)			ACCUMULATED DEPRECIATION/ AMORTISATION				NET BLOCK	
	Balance as at 1st April, 2013	Additions	Deduction on Disposals	Balance as at 31st March, 2014	Balance up to 31st March, 2013	Depreciation charge for the year	Deduction on Disposals	Balance as at 31st March, 2014	Balance as at 31st March, 2013
a Tangible Assets									
Freehold Land	14.38	—	—	14.38	—	—	—	14.38	14.38
Leasehold Land (Refer Note 10.1 below)	220.43	—	—	220.43	88.00	2.65	—	129.78	132.43
Buildings	537.58	6.03	—	543.61	129.10	14.27	—	400.24	408.48
Plant & Equipment									
Research & Development	173.07	1.81	—	174.88	42.69	7.63	—	124.56	130.38
Others	2,708.00	594.23	0.31	3,301.92	1,207.28	120.93	0.12	1,973.83	1,500.72
Furniture & Fixtures	39.96	1.16	—	41.12	23.28	1.97	—	15.87	16.68
Office Equipment	136.55	4.43	—	140.98	96.83	11.23	—	32.92	39.72
Vehicles	222.75	71.99	21.34	273.40	75.84	21.72	15.61	191.45	146.91
Total (a)	4,052.72	679.65	21.65	4,710.72	1,663.02	180.40	15.73	2,883.03	2,389.70
b Intangible Assets									
Software	18.76	—	—	18.76	12.59	4.04	—	2.13	6.17
Total (b)	18.76	—	—	18.76	12.59	4.04	—	2.13	6.17
Total (a+b)	4,071.48	679.65	21.65	4,729.48	1,675.61	184.44	15.73	2,885.16	2,395.87
Previous Year	3,758.26	353.96	40.74	4,071.48	1,558.39	152.90	35.68	2,395.87	2,199.87
c Capital Work In Progress									
Plant & Equipment under installation								32.64	66.86
Building								23.90	—
Total	—	—	—	—	—	—	—	56.54	66.86

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

10.2 The Company has revalued Leasehold Land, certain Buildings, Plant & Equipment in the year 1990-91 on the basis of reports of an external approved valuer on market value/replacement cost using standard indices. The revalued amounts (net of withdrawals) remaining substituted for the historical cost in the gross block of fixed assets as at the close of the year are Leasehold Land. ₹ 219.94 lacs (₹ 219.94 lacs), Buildings ₹ 50.93 lacs (₹ 50.93 lacs), Plant & Equipment ₹ 692.11 lacs (₹ 692.11 lacs).

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2014
11. NON CURRENT INVESTMENTS

Details of Non Current Investments (Long Term)

Sr. No.	Name of the Body Corporate	Subsidiary / Others	No. of Shares		Face Value (fully paid up) ₹	Extent of Holding (%)		₹ in Lacs	
			March, 2014	March, 2013		March, 2014	March, 2013	March, 2014	March, 2013
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
(a)	Investment in Quoted Equity Shares (Non -Trade)								
i	Reliance Communication Limited	Others	6,400	6,400	5	-	-	20.56	20.56
ii	Reliance Infrastructure Limited	Others	3,000	3,000	10	-	-	47.01	47.01
	Total							67.57	67.57
(b)	Investment in Unquoted Equity Shares (Non Trade) Subsidiary								
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
	Total							105.98	105.98
(c)	Other Investment								
	Government Securities (NSC)	Others						0.02	0.02
	Total							0.02	0.02
	Grand Total (a+b +c)							173.57	173.57
	Aggregate amount of quoted investments							67.57	67.57
	Market Value of quoted investments							21.26	13.27
	Aggregate amount of unquoted investments							105.98	105.98



NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2014

12. LONG TERM LOANS AND ADVANCES

	(₹ in lacs)	
Particulars	As at 31st March, 2014	As at 31st March, 2013
Unsecured, considered good		
a) Capital Advances	291.52	153.98
b) Security Deposits	40.94	48.07
Total	332.46	202.05

13. OTHER NON -CURRENT ASSETS

	(₹ in lacs)	
	As at 31st March, 2014	As at 31st March, 2013
Prepaid Expenses	3.41	4.41
MAT credit Receivable	83.95	81.60
Total	87.36	86.01

14. INVENTORIES : VALUED & CERTIFIED BY THE MANAGEMENT

	(₹ in lacs)	
	As at 31st March, 2014	As at 31st March, 2013
a. Raw Materials	498.10	735.57
Goods-in-transit	231.48	198.96
	729.58	934.53
b. Materials for Repacking	261.03	615.35
Goods-in-transit	459.62	251.33
	720.65	866.68
c. Work-in-progress	508.08	491.62
	508.08	491.62
d. Finished goods	1,523.50	1,102.06
	1,523.50	1,102.06
e. Stores and spares, Packing Material and Fuel	260.69	252.51
Goods-in-transit	9.52	1.94
	270.21	254.45
Total	3,752.02	3,649.34

15. TRADE RECEIVABLES

	(₹ in lacs)	
Particulars	As at 31st March, 2014	As at 31st March, 2013
UNSECURED		
<u>Outstanding for a period less than six months from the date they are due for payment</u>		
Considered good	4,046.67	2,984.60
	4,046.67	2,984.60
<u>Outstanding for a period exceeding six months from the date they are due for payment</u>		
Considered good	75.99	566.22
Considered doubtful	13.34	13.34
	89.33	579.56
Less: Provision for doubtful debts	13.34	13.34
	75.99	566.22
Total	4,122.66	3,550.82

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2014
16. CASH AND BANK BALANCES

(₹ in lacs)

Particulars	As at 31st March, 2014	As at 31st March, 2013	
Cash and Cash Equivalents			
(i) Balances with banks			
in Current Accounts	34.64	11.88	
ii) Cheques on hand	60.83	-	
iii) Cash on hand	0.88	1.31	13.19
(ii) Earmarked balances with banks :			
a) Balance in Unpaid Dividend Account	2.98	2.13	
b) Balance in Rent Account	65.04	48.88	
c) Fixed Deposits with banks to the extent held as margin money or security against the borrowings, guarantees, other commitments	153.36	135.89	186.90
Total	317.73	200.09	

17. SHORT TERM LOANS AND ADVANCES

(₹ in lacs)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Unsecured, considered good		
Balances with Customs, Excise, etc	604.95	826.00
VAT Recoverable	205.92	175.60
Deposits	2.48	5.93
Loans to Subsidiary Companies	796.15	600.26
Others	162.78	273.50
Total	1,772.28	1,881.29

18. OTHER CURRENT ASSETS

Interest receivable on Fixed Deposits	6.54	6.03
Interest receivable from Subsidiary	141.56	88.26
Export Incentive receivable	358.14	342.47
Claims and other receivables	1.75	12.17
Prepaid Expenses	85.09	88.61
Total	593.08	537.54

**NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2014****19. REVENUE FROM OPERATIONS**

Particulars	(₹ in lacs)	
	For the year ended 31st March, 2014	For the year ended 31st March, 2013
Sale of products	25,976.26	20,803.22
Export Incentives	361.75	201.44
Less : Excise duty	(2,060.23)	(1,837.81)
Total	24,277.78	19,166.85

20. OTHER INCOME

Interest Income	76.50	53.45
Dividend from Long term Investments (Non Trade)	0.24	0.23
Sundry Balance Written Back	-	10.41
Commission income	-	1.44
Net surplus on Sale of Fixed Assets	-	3.62
Cylinder rent Received	9.68	10.51
Other non-operating income	0.52	3.55
Total	86.94	83.21

21. COST OF MATERIAL CONSUMED

Consumption of Raw Material including repacked	17,677.35	13,483.51
Packing Material	483.16	341.60
Total	18,160.51	13,825.11

22. MANUFACTURING AND OPERATING COSTS

Power and fuel	1,558.98	1,271.90
Conversion Charges	-	4.15
Research & Development Expenses	84.40	68.18
Laboratory Expenses	34.97	26.81
Other Manufacturing expenses	112.87	98.46
Repairs to Machinery	271.88	197.85
Repairs to Buildings	60.06	46.14
Total	2,123.16	1,713.49


NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2014
23 CHANGES IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS

(₹ in lacs)

Particulars	For the year ended 31st March, 2014	For the year ended 31st March, 2013
Opening Stock:		
Finished Goods	1,102.06	1,041.66
Work in Progress	491.62	419.11
Total	1,593.68	1,460.77
Closing Stock		
Finished Goods	1,523.50	1,102.06
Work in Progress	508.08	491.62
Total	2,031.58	1,593.68
Add / (Less):- Variation in excise duty on opening and closing stock of finished goods	42.36	7.45
Total	(395.54)	(125.46)
24. EMPLOYEE BENEFITS EXPENSES		
Salaries and wages	678.13	574.47
Contributions to provident and other funds	34.83	32.04
Staff welfare expenses	86.93	84.90
Total	799.89	691.41
25. FINANCE COSTS		
Interest expense		
On working Capital	494.15	473.23
On Term Loan	45.79	73.69
On Others	18.20	4.53
Other borrowing costs	361.75	326.27
Total	919.89	877.72
26. OTHER EXPENSES		
Rent	12.22	23.83
Rates and taxes	117.18	113.54
Repairs & Maintenance Others	21.37	32.14
Insurance	55.59	33.76
Conveyance & Vehicle Expenses	54.01	68.84
Commission on Sales	629.25	491.09
Freight Outward	508.72	446.74
Auditors' Remuneration (Excluding Service tax ₹ 0.38 Lacs: previous year ₹ 0.48 Lacs)		
Audit fees	1.77	1.75
Tax Audit Fees	0.25	0.25
Management Services	-	0.13
Certification work	1.08	0.99
Reimbursement of Out of Pocket Expenses	-	0.52
	3.10	3.64
Director's sitting Fees	0.59	0.50
Miscellaneous expenses	453.01	458.49
Total	1,855.04	1,672.57



**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF
THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

NOTE 27

A) SIGNIFICANT ACCOUNTING POLICIES

1. GENERAL

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

2. USE OF ESTIMATES

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

3. FIXED ASSETS

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

4. DEPRECIATION

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

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF
THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

- c) Premium and Development Cost paid for Leasehold-land is amortised over the period of lease.
- d) Depreciation on Fixed Assets added / disposed off / discarded during the year has been provided on the pro-rata basis with reference to the month of addition / disposal / discarding.

5. INVESTMENTS

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

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

6. VALUATION OF INVENTORIES

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

7. FOREIGN CURRENCY TRANSACTIONS

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

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

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

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

8. REVENUE RECOGNITION :

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

9. RESEARCH AND DEVELOPMENT EXPENDITURE

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



**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF
THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

10. EMPLOYEE BENEFITS

a) Gratuity :

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

b) Provident Fund :

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

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

11. BORROWING COSTS

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

12. INCOME TAX

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

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

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

13. LEASES

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

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

14. PROVISION, CONTINGENT LIABILITIES & CONTINGENT ASSETS

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

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

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



**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF
THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014**

B) NOTES ON ACCOUNTS :

	As at 31.03.2014 ₹ in lacs	As at 31.03.2013 ₹ in lacs
1. Contingent Liabilities not provided for in respect of :		
i) Disputed Sales Tax Dues	10.04	10.04
ii) Claims against the Company not acknowledged as debts	5.14	5.14
iii) Disputed Income tax Matters (including interest upto date of Demand)	12.48	11.52
iv) Corporate Gurantee to the extent of loan taken by Subsidiaries	73.11	145.90
2. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	479.26	509.00
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. There is a diminution of ₹ 46.31 lacs (₹ 54.30 lacs) in the value of Long term Investments , the Management is hopeful of realising its investments, since fall in prices are temporary in nature and investment is in Bluechips & "A" Group Companies and therefore , no provision is considered necessary.		
5. a) The following are included under Research & Development Expenses in the Statement of Profit and Loss :		
	For the year 31.03.2014 ₹ in lacs	For the year 31.03.2013 ₹ in lacs
i) Salaries, Wages and Bonus	63.30	52.04
ii) Contribution to Provident and other funds	3.21	2.88
iii) Staff and Workmen Welfare Expenses	2.31	1.89
iv) Legal and Professional Fees	5.52	3.96
b) Aggregate Expenses:		
Aggregate amount incurred on specific expenses:	31.03.2014 ₹ in lacs	31.03.2013 ₹ in lacs
i) Salaries, Wages, Bonus and Gratuity	741.43	626.51
ii) Contribution to Provident and other funds	38.04	34.92
iii) Staff and Workmen Welfare Expenses	89.24	86.79
iv) Legal and Professional Fees	144.05	116.14



**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF
THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014**

6. i) Foreign exchange difference (net) Credited and Previous year Debited to the Statement of Profit & Loss for the year ₹ 105.83 lacs (₹ 53.22 lacs)
- ii) Details of Foreign currency unhedged

(₹ in lacs)

Particulars	Foreign Currency	2013-14		2012-13	
		Amount in Foreign Currency	Indian rupee equivalent	Amount in Foreign Currency	Indian rupee equivalent
Assets:					
Trade Receivables	USD	17.61	1,058.48	14.87	808.95
	GBP	1.40	140.21	0.98	80.55
	Euro	6.26	516.52	14.34	997.48
	AED	27.24	445.37	–	–
Advances	USD	–	–	0.25	13.56
Bank Balance	USD	0.20	12.11	0.01	0.55
	EUR	0.07	5.69	0.04	2.83
Total		52.78	2,178.39	30.49	1,903.92
Liabilities:					
Trade Payable	USD	15.57	935.75	14.24	774.52
Advances from Debtors	USD	5.27	316.90	5.37	291.99
	EUR	2.36	194.76	2.10	146.32
Total		23.20	1,447.41	21.71	1,212.82

7. Raw Materials consumed	31.03.2014	31.03.2013
	₹ in lacs	₹ in lacs
a) Organic Chemicals	17,336.54	13,177.64
b) Inorganic Chemicals	275.24	269.07
c) Others	65.57	36.80
	17,677.35	13,483.51

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

Particulars	2013-14		2012-13	
	Value (₹ in lacs)	Percentage	Value (₹ in lacs)	Percentage
i) Imported	6,127.48	34.66	4,029.78	37.05
ii) Indigenous	11,549.87	65.34	6,848.03	62.95
	17,677.35	100.00	10,877.81	100.00



**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF
THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014**

	<u>31.03.2014</u> ₹ in lacs	<u>31.03.2013</u> ₹ in lacs
9. a) CIF value of Imports :		
Raw Materials (Including repacking)	5,483.95	3,746.77
b) Expenditure in Foreign Currency : (on payment basis)		
i) Travelling Expenses	48.15	30.22
ii) Bank Charges & Commission	6.57	5.62
iii) Commission	52.41	81.71
iv) Market survey expenses	81.38	-
v) Others	20.57	29.02
c) Earnings in Foreign Exchange : (on accrual basis)		
FOB value of Exports	10,870.40	9,565.57

10. 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	<u>₹ in lacs</u> <u>2013-14</u>	<u>₹ in lacs</u> <u>2012-13</u>
India	12,801.10	9,040.69
Out of India	11,476.68	10,126.16

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

A. List of Related Parties

- i) Party where control exists: Subsidiaries
 - APL Infotech Limited
 - APL Engineering Services Private Limited (wholly owned subsidiary)
- ii) Other Related parties with whom the company has entered into transactions during the year
 - a) Associates
 - Multiwyn Investments & Holdings Private Limited
 - APL Holdings & Investments Limited
 - APL Investments Limited
 - Chefair Investment Pvt. Ltd.
 - b) Key Management Personnel :
 - Mr. Hemant Kumar Ruia – Chairman & Managing Director



**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF
THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014**

B. Related Party Transactions :

Amount ₹ in lacs

NATURE OF TRANSACTION	Referred to in A(i) above	Referred to in A(ii)(a) above	Referred to in A(ii)(b) above
INCOME			
APL Infotech Limited			
Interest on Loan	60.33 (44.13)		
APL Engineering Services Private Limited			
Sales	— (0.14)		
Rent	0.18 (0.18)		
Expenses Reimbursement	1.73 (2.24)		
Purchases of Fixed Assets	29.45 —		
Purchases and Services	0.78 —		
Expenses			
Service & Maintenance Charges			
APL Holdings & Investments Limited		5.81 (5.81)	
APL Investments Limited		5.81 (5.81)	
Managerial Remuneration – Mr. Hemant Kumar Ruia			38.50 (32.41)
Finance			
Loan given			
APL Infotech Limited	84.68 (61.15)		
APL Engineering Services Private Limited	165.66 —		
Loan repaid			
APL Infotech Limited	37.90 —		
APL Engineering Services Private Limited	16.56 —		
Loans taken and repaid			
Multiwyn Investments & Holdings Private Limited		12.00 (11.00)	
Chefair Investment Pvt. Ltd.		6.00 —	
Mr Hemant Kumar Ruia			5.00 (14.00)

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF
THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014**
C Outstanding balance in respect of Related parties as at 31st March, 2014

Amount ₹ in lacs

NATURE OF TRANSACTION		Referred to in A(i) above	Referred to in A(ii)(a) above	Referred to in A(ii)(b) above
APL Infotech Limited	Loan Receivable	495.00 (394.92)		
APL Engineering Services Private Limited	Loan Receivable	442.71 (293.60)		
	Receivable	0.39 (0.86)		
	Corporate Guarantee	73.12 (145.90)		
APL Holdings & Investments Limited			33.18 (24.81)	
APL Investments Limited			32.74 (24.81)	

Notes :

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

12. The computation of Basic and Diluted Earnings per Share :

	For the year 31.03.2014	For the year 31.03.2013
Net Profit after Tax (₹ in lacs)	504.06	310.70
Less: Dividend Payable on Preference Shares (₹ Lacs)	-	-
Net Profit available to Equity Shareholders (₹ Lacs)	504.06	310.70
Weighted average no. of equity shares (denominator in lacs)		
Basic	55.02	55.02
Diluted	55.02	55.02
Nominal value of Share (₹)	10.00	10.00
Basic and Diluted Earnings Per Share (₹)	9.16	5.65



SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014

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

Description	31.03.2014 ₹ in lacs	31.03.2013 ₹ in lacs
A. Expense recognised in the statement of Profit and Loss Account for the year		
– Current Service Cost	7.40	6.56
– Interest Cost	12.09	10.77
– Expected return on plan assets	12.27	10.05
– Net actuarial (gain) / loss recognised during the year	22.63	27.91
Total Expense	54.38	55.29
B. Actual return on plan assets		
– Expected return of plan assets	12.27	10.05
– Actuarial (gain) / loss on plan assets	(6.61)	(4.36)
– Actual return of plan assets	5.66	5.69
C. Net Asset / (Liability) recognised in the Balance Sheet		
– Present value of obligation	141.76	151.07
– Fair value of plan assets	129.80	141.04
– Funded status (surplus / (deficit))	(11.96)	(10.03)
– Net Asset / (Liability) recognised in the Balance Sheet	(11.96)	(10.03)
D. Change in Present value of Obligation during the year		
– Present value of obligation at the beginning of the year	151.07	123.09
– Current Service Cost	7.40	6.56
– Past Service Cost - Vested Benefit	–	–
– Interest Cost	12.09	10.77
– Benefits paid	44.81	12.91
– actuarial (gain) / loss on obligation	(16.02)	(23.56)
– Present value of obligation at the end of the year	141.76	151.07
E. Change in Assets during the year		
– Fair value of plan assets as at beginning of the year	141.04	125.62
– Expected return on plan assets	12.27	10.05
– Contributions made	27.91	22.63
– Benefits paid	44.81	12.91
– actuarial (gains) / loss on plan assets	6.61	4.36
– Fair value of plan assets at the end of the year	129.80	141.04
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	9.36%	8.00%
– Expected rate of return on assets	8.70%	8.70%
– Mortality Rate	Indian Assured Lives (2006-08) Ultimate	LIC (1994 – 96) Table
– Future salary increases consider inflation, seniority, promotion and other relevant factors	2%	2%

14. 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.



**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF
THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014**

15. The Company has taken office premises on lease. The lease agreement are normally renewed on expiry.
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 1 to 27

For on behalf of Board of Directors

Hemant Kumar Ruia *Chairman & Managing Director*

A. S. Nagar *Director*

Mumbai, 29th May, 2014

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

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

PARTICULARS	APL Infotech Ltd.	APL Engineering Services Pvt. Ltd.
Financial year of the subsidiary company ended on	31st March 2014	31 st March 2014
No. of Equity Shares held by Amines & Plasticizers Limited in the subsidiary as at 31 st March, 2014	5,97,500 Equity Shares of 10/- each fully paid	10,00,000 Equity Shares of 10/- each fully paid
Extent of interest of Amines & Plasticizers Limited in the capital of the subsidiary company	51%	100%
Net aggregate amount of Profit / (Loss) of the subsidiary so far as it concerns to the members of Amines & Plasticizers Limited as it is not dealt with the Company's accounts for the year ended 31 st March, 2014 of the subsidiary	-	(10,992,019)
Net aggregate amount of Profit / (Loss) of the subsidiary so far as dealt with or provision is made for those losses in the accounts of Amines & Plasticizers Limited for the year ended 31 st March, 2014 of the subsidiary	-	-

(₹ in Lacs)

PARTICULARS	As on 31 st March, 2014	
	APL Infotech Ltd.	APL Engineering Services Pvt. Ltd.
Capital	117.15	100.00
Reserves / (Loss)	(31.39)	(256.52)
Total Assets	918.67	689.53
Total Liabilities	832.91	846.05
Investments	-	-
Turnover (Net of Excise)	-	138.00
Profit / (loss) Before Taxation	-	(109.92)
Profit / (loss) After Taxation	-	(109.92)
Proposed Dividend	-	-

For on behalf of Board of Directors

Hemant Kumar Ruia *Chairman & Managing Director*

A. S. Nagar *Director*

Mumbai, 29th May, 2014

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



INDEPENDENT AUDITORS' REPORT

To,

The Board of Directors of Amines & Plasticizers Limited

We have audited the accompanying consolidated financial statements of **AMINES & PLASTICIZERS LIMITED (the 'Parent Company')**, and its subsidiaries (together referred to as the 'Group') which comprise the consolidated Balance Sheet as at 31st March, 2014, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and Notes to Consolidated Financial Statements comprising of a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the Accounting principles generally accepted in India more particularly in accordance with the requirements of Accounting Standards (AS) 21, Consolidated Financial Statements issued by the Institute of Chartered Accountants of India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

Opinion

Based on our audit and on consideration of the reports of the other auditors on separate financial statements of the subsidiaries, and on the financial component of the Group as referred to in the Other Matter below, and to the best of our information and according to the explanations given to us, we are of the opinion that the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.



Other Matter

We did not audit the financial statements of two subsidiaries namely APL Infotech Limited & APL Engineering Services Private Limited, whose financial statements together comprise of total assets of ₹ 1608.20 Lacs as at 31st March 2014 and total revenue (net) ₹ 138.00 Lacs at 31st March 2014 as considered in the consolidated financial statements. The financial statements of these subsidiaries have been audited by other auditors whose reports have been furnished to us by the management, and our opinion is based solely on the report of the other auditors, insofar as it relates to the amounts included in respect of said subsidiaries in these audited financial statements.

For **Bhandari Dastur Gupta & Associates**

Firm Registration No.: 119739W

Chartered Accountants

Sunil Bhandari

Partner

Membership Number: 49781

Mumbai, 29th May, 2014.



AMINES & PLASTICIZERS LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

(₹ in lacs)

Particulars	Note No.	As at 31st March, 2014	As at 31st March, 2013
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	1	550.20	550.20
Reserves and surplus	2	2,235.24	1,971.68
Minority Interest		42.02	42.02
Non-current liabilities			
Long-term borrowings	3	1,086.63	753.11
Deferred tax liabilities (Net)	4	328.58	268.22
Long-term provisions	5	22.99	5.17
Current liabilities			
Short-term borrowings	6	4,040.29	4,388.25
Trade payables	7	4,879.20	4,134.86
Other current liabilities	8	1,096.82	1,070.85
Short-term provisions	9	129.48	84.91
TOTAL		14,411.45	13,269.26
ASSETS			
Non-current assets			
Fixed assets			
	10		
Tangible assets		3,487.61	3,024.49
Intangible assets		2.13	6.17
Capital work-in-progress		56.54	66.86
Intangible assets under development		648.98	572.87
Non-current investments	11	67.59	67.59
Long-term loans and advances	12	332.75	202.34
Other non-current assets	13	87.36	86.01
Current assets			
Inventories	14	3,782.61	3,673.65
Trade receivables	15	4,136.73	3,556.46
Cash and Bank Balances	16	324.12	205.07
Short-term loans and advances	17	1,033.10	1,357.41
Other current assets	18	451.93	450.34
TOTAL		14,411.45	13,269.26
Significant accounting policies and Notes accompanying form an integral part of financial statements	27		

As per our attached Report of even date

For and on behalf of Board of Directors

For **Bhandari Dastur Gupta and Associates**
Chartered Accountants
Firm Registration No. 119739W

Hemant Kumar Ruia Chairman & Managing Director

Sunil Bhandari
Partner
Membership No. 047981

A.S. Nagar Director

Ajay Puranik Sr. VP (Corporate Affairs)
& Company Secretary

Mumbai, Dated: 29th May, 2014

Mumbai, Dated: 29th May, 2014



**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED
31ST MARCH, 2014**

(₹ in lacs)

Particulars	Note No.	For the year ended 31st March, 2014	For the year ended 31st March, 2013
Revenue from Operations	19	24,311.79	19,227.20
Revenue from Services	19	79.01	11.23
Other Income	20	26.48	38.90
Total Revenue		24,417.28	19,277.33
Expenses:			
Cost of Materials Consumed	21	18,200.08	13,887.46
Purchases of Stock-in-Trade		-	14.39
Manufacturing and Operating Costs	22	2,127.74	1,727.88
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	23	(406.33)	(141.23)
Employee Benefits Expenses	24	878.29	738.37
Finance Costs	25	984.87	935.38
Depreciation and Amortization Expenses		212.04	180.17
Less: Transferred from Revaluation Reserve		(3.21)	(3.29)
		208.83	176.88
Other Expenses	26	1,876.18	1,691.81
Total Expenses		23,869.66	19,030.94
Profit before exceptional and extraordinary items and tax		547.62	246.39
Exceptional items		-	-
Profit before extraordinary items and tax		547.62	246.39
Extraordinary items		-	-
Profit before tax		547.62	246.39
Tax Expenses:			
Current tax		153.00	90.25
Deferred tax		60.36	39.2
Wealth Tax		1.09	0.78
MAT Credit Entitlement		(2.35)	(9.71)
Tax Provision relating to earlier years		4.38	-
Profit for the year		331.14	125.87
Earnings per equity share: (Face value of ₹ 10 each)			
Basic & Diluted		6.02	2.29
Significant accounting policies and Notes accompanying form an integral part of financial statements	27		

As per our attached Report of even date

For and on behalf of Board of Directors

For **Bhandari Dastur Gupta and Associates**
Chartered Accountants
Firm Registration No. 119739W

Hemant Kumar Ruia *Chairman & Managing Director*

Sunil Bhandari
Partner
Membership No. 047981

A.S. Nagar *Director*

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

Mumbai, Dated: 29th May, 2014

Mumbai, Dated: 29th May, 2014



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED
31ST MARCH, 2014

	For the year ended 31st March, 2014 (₹ in lacs)	For the year ended 31st March, 2013 (₹ in lacs)
A. Cash Flow from Operating Activities		
Net profit before tax and extraordinary items	547.62	246.39
Adjustments for:		
Depreciation	208.83	176.88
(Profit)/ Loss on Sale of fixed assets	1.66	(3.62)
Dividend received on Investments	(0.24)	(0.23)
Interest Income	(16.17)	(9.32)
Interest Paid	984.87	935.38
Operating profit before working capital changes	1,726.57	1,345.48
Adjustments for:		
Trade and other receivables *	(421.44)	(375.01)
Inventories	(108.96)	(441.24)
Trade payables	910.67	294.43
	380.28	(521.82)
Cash generated from operations	2,106.85	823.66
Direct taxes (paid) /Refund (net of tax paid)	(126.92)	(159.13)
Net cash flow from operating activities	(A) 1,979.93	664.53
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(742.82)	(448.41)
Sale/(Purchase) of Investments	0.00	(1.64)
Investment in Subsidiary	0.00	-
Dividend received on Investments	0.24	0.23
Interest Received	16.17	9.32
Sale of Fixed Assets	4.26	8.68
Net cash flow from/ (used in) investing activities	(B) (722.15)	(431.82)
C. Cash Flow from Financing Activities		
Proceeds/(Repayment) from Long Term Borrowings (Net)	191.60	(14.44)
Proceeds/(Repayment) from Short Term Borrowings	(347.96)	745.35
Dividend paid	(31.97)	(31.26)
Interest Paid	(984.87)	(935.38)
Net cash flow from / (used in) financing activities	(C) (1,173.20)	(235.73)
Net increase/(decrease) in cash and cash equivalents Total = A+B+C	84.57	(3.02)
Cash and Cash equivalents – Opening Balance	18.17	21.19
– Closing Balance	102.74	18.17

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

Notes

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

As per our attached Report of even date

For and on behalf of Board of Directors

For **Bhandari Dastur Gupta and Associates**
Chartered Accountants
Firm Registration No. 119739W

Hemant Kumar Ruia Chairman & Managing Director

Sunil Bhandari
Partner
Membership No. 047981

A.S. Nagar Director

Ajay Puranik Sr. VP (Corporate Affairs)
& Company Secretary

Mumbai, Dated: 29th May, 2014

Mumbai, Dated: 29th May, 2014

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
AS AT 31ST MARCH, 2014**

1. SHARE CAPITAL

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	Number	₹ in lacs	Number	₹ in lacs
Authorised				
Equity Shares of ₹ 10 each	12,500,000	1,250.00	12,500,000	1,250.00
Preference Shares of ₹ 100 each	250,000	250.00	250,000	250.00
		<u>1,500.00</u>		<u>1,500.00</u>
Issued, Subscribed & Paid up				
Equity Shares of ₹ 10 each fully paid up	5,502,000	550.20	5,502,000	550.20
Total	<u>5,502,000</u>	<u>550.20</u>	<u>5,502,000</u>	<u>550.20</u>

2. RESERVES & SURPLUS

Particulars	(₹ in lacs)	
	As at 31st March, 2014	As at 31st March, 2013
a. Revaluation Reserve		
Opening Balance	131.96	135.25
(-) Transferred to Statement of Profit & Loss	3.21	3.29
Closing Balance	<u>128.75</u>	<u>131.96</u>
b. Capital Reserve		
Opening Balance	0.05	0.05
Closing Balance	<u>0.05</u>	<u>0.05</u>
c. Capital Redemption Reserve		
Opening Balance	20.00	20.00
Closing Balance	<u>20.00</u>	<u>20.00</u>
d. Surplus: Statement of Profit & Loss		
Opening balance	1,765.91	1,672.00
Add: Net Profit for the year as per Statement of Profit & Loss	331.14	125.87
(-) Proposed Dividend- (₹ 1.00 per share; previous year ₹ 0.50 per share)	55.02	27.51
(-) Corporate Dividend Tax	9.35	4.46
Closing Balance	<u>2,032.68</u>	<u>1,765.91</u>
e. Capital Reserve (arising on Consolidation)		
Opening Balance	53.76	53.76
Closing Balance	<u>53.76</u>	<u>53.76</u>
Total	<u>2,235.24</u>	<u>1,971.68</u>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
AS AT 31ST MARCH, 2014****3. LONG TERM BORROWINGS**

Particulars	(₹ in lacs)	
	As at 31st March, 2014	As at 31st March, 2013
SECURED		
(i) Term loans :		
from a bank	469.84	73.90
(ii) Vehicle Loans (from Banks & Financial Institutions)	29.97	37.89
	<u>499.81</u>	<u>111.79</u>
UNSECURED		
Term loans		
(i) From banks	—	13.83
(ii) From other Financial Institutions	586.82	627.49
	<u>586.82</u>	<u>641.32</u>
Total	<u>1,086.63</u>	<u>753.11</u>

4. DEFERRED TAX LIABILITIES (NET)

Deferred tax liability on account of :		
Depreciation	353.77	290.03
Deferred tax assets on account of :		
Provision for doubtful debts & Other Employee benefits	(25.19)	(21.81)
Total	<u>328.58</u>	<u>268.22</u>

5. LONG TERM PROVISIONS

Provision for employee benefits	22.99	5.17
Total	<u>22.99</u>	<u>5.17</u>

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

From Banks:	4,040.29	4,388.25
Total	<u>4,040.29</u>	<u>4,388.25</u>



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
AS AT 31ST MARCH, 2014**

7. TRADE PAYABLES

Particulars	As at 31st March, 2014	(₹ in lacs) As at 31st March, 2013
Micro, Small and Medium Enterprises	-	-
Others	4,879.20	4,134.86
Total	<u>4,879.20</u>	<u>4,134.86</u>

8. OTHER CURRENT LIABILITIES

Current maturities of long-term borrowings (Refer Note 3)	280.98	422.90
Unpaid dividends	2.98	2.12
Interest Accrued but not due on borrowings	7.40	-
Deposits from Dealers and Agents	9.34	9.84
Advance from Customers	592.83	473.07
Other Liabilities :		
(i) Statutory Dues	194.75	155.80
(ii) Employees Related	8.54	7.12
Total	<u>1,096.82</u>	<u>1,070.85</u>

9. SHORT TERM PROVISIONS

Proposed Dividend on Equity Shares	55.02	27.51
Tax on proposed Equity Dividend	9.35	4.46
Provision for Employee benefits	14.67	34.05
Provision for Income Tax (Net of Taxes Paid)	49.35	18.11
Provision for Wealth Tax	1.09	0.78
Total	<u>129.48</u>	<u>84.91</u>

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2014
10. FIXED ASSETS (₹ in lacs)

Particulars	GROSS BLOCK (COST/BOOK VALUE)			ACCUMULATED DEPRECIATION/ AMORTISATION				Net Block	
	Balance as at 1st April, 2013	Additions	Deduction on Disposals	Balance as at 31st March, 2014	Balance up to 31st March, 2013	Depreciation charge for the year	Deduction on Disposals	Balance as at 31st March, 2014	Balance as at 31st March, 2013
a. Tangible Assets									
Freehold Land	14.38	-	-	14.38	-	-	-	14.38	14.38
Leasehold Land (Refer Note 10.1 below)	220.43	-	-	220.43	88.00	2.65	-	129.78	132.43
Buildings	801.89	6.56	-	808.45	138.29	23.11	-	647.05	663.60
Plant & Equipment									
Research & Development	173.07	1.81	-	174.88	42.69	7.63	-	124.56	130.38
Others	3,101.28	592.16	0.31	3,693.13	1,226.32	139.57	0.12	2,327.36	1,874.96
Furniture & Fixtures	41.65	1.16	-	42.81	23.41	2.08	-	17.32	18.24
Office Equipment	143.35	4.43	-	147.78	99.75	12.32	-	35.71	43.60
Vehicles	222.75	71.99	21.34	273.40	75.84	21.72	15.61	191.45	146.91
Total (a)	4,718.80	678.11	21.65	5,375.26	1,694.30	209.08	15.73	3,487.61	3,024.49
b. Intangible Assets									
Software	18.76	-	-	18.76	12.59	4.04	-	16.63	6.17
Total (b)	18.76	-	-	18.76	12.59	4.04	-	16.63	6.17
Total (a+b)	4,737.56	678.11	21.65	5,394.02	1,706.89	213.12	15.73	3,489.74	3,030.66
Previous Year	4,410.33	367.96	40.74	4,737.55	1,561.50	181.07	35.68	3,030.66	2,848.83
c. Capital Work In Progress									
Plant & Equipment under installation								32.64	66.86
Building								23.90	-
Intangible Assets under CWIP								648.98	572.87
Total	-	-	-	-	-	-	-	705.52	639.73

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
AS AT 31ST MARCH, 2014**

11. NON CURRENT INVESTMENTS

Details of Non Current Investments (Long Term)

Sr. No.	Name of the Body Corporate	Subsidiary/ Others	No. of Shares		Face Value (fully paid up) ₹	(₹ in lacs)	
			March, 2014	March, 2013		March, 2014	March, 2013
(1)	(2)	(3)	(4)	(5)	(6)	(9)	(10)
(a)	Investment in Quoted Equity Shares (Non -Trade)						
	i Reliance Communication Limited	Others	6,400	6,400	5	20.56	20.56
	ii Reliance Infrastructure Limited	Others	3,000	3,000	10	47.01	47.01
		Total				67.57	67.57
(c)	Other Investment						
	Government Securities (NSC)	Others				0.02	0.02
		Total				0.02	0.02
	Grand Total (a+b+c)					67.59	67.59
	Aggregate amount of quoted investments					67.57	67.57
	Market Value of quoted investments					21.26	13.27
	Aggregate amount of unquoted investments					0.02	0.02

12. LONG TERM LOANS AND ADVANCES

(₹ in lacs)

Particulars	As at 31st March 2014	As at 31st March 2013
Unsecured, considered good		
a) Capital Advances	291.52	153.98
b) Security Deposits	41.23	48.36
Total	332.75	202.34

13. OTHER NON-CURRENT ASSETS

Prepaid Expenses	3.41	4.41
MAT credit Receivable	83.95	81.60
Total	87.36	86.01



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
AS AT 31ST MARCH, 2014**

14. INVENTORIES : VALUED & CERTIFIED BY THE MANAGEMENT

(₹ in lacs)

Particulars	As at 31st March, 2014	As at 31st March, 2013
a. Raw Materials	517.89	744.11
Goods-in-transit	231.48	198.96
	749.37	943.07
b. Materials for Repacking	261.03	615.35
Goods-in-transit	459.62	251.33
	720.65	866.68
c. Work-in-progress	518.87	507.39
	518.87	507.39
d. Finished goods	1,523.51	1,102.06
	1,523.51	1,102.06
e. Stores and spares, Packing Material and Fuel	260.69	252.51
Goods-in-transit	9.52	1.94
	270.21	254.45
Total	3,782.61	3,673.65

15. TRADE RECEIVABLES

Particulars	As at 31st March, 2014	As at 31st March, 2013
UNSECURED		
Outstanding for a period less than six months from the date they are due for payment		
Considered good	4,057.69	2,990.24
	4,057.69	2,990.24
Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	79.04	566.22
Considered doubtful	13.34	13.33
	92.38	579.55
Less: Provision for doubtful debts	13.34	13.33
	79.04	566.22
Total	4,136.73	3,556.46



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
AS AT 31ST MARCH, 2014**

16. CASH AND BANK BALANCES

(₹ in lacs)

Particulars	As at 31st March 2014	As at 31st March, 2013	
Cash and Cash Equivalents			
(i) Balances with banks			
i) in Current Accounts	40.68	16.80	
ii) Cheques on hand	60.83	-	
iii) Cash on hand	1.23	1.37	
	102.74		18.17
ii) Earmarked balances with banks :			
a) Balance in Unpaid Dividend Account	2.98	2.13	
b) Balance in Rent Account	65.04	48.88	
c) Fixed Deposits with banks to the extent held as margin money or security against the borrowings, guarantees, other commitments	153.36	135.89	186.90
Total	324.12	135.89	205.07

17. SHORT TERM LOANS AND ADVANCES

Particulars	As at 31st March, 2014	As at 31st March, 2013
Unsecured, considered good		
Balances with Customs, Excise, etc	642.21	869.81
VAT Recoverable	222.46	200.10
Deposits	3.39	7.77
Others	165.04	279.73
	1,033.10	1,357.41

18. OTHER CURRENT ASSETS

Interest receivable on Fixed Deposits	6.54	6.03
Export Incentive receivable	358.14	342.47
Claims and other receivables	1.75	12.36
Prepaid Expenses	85.50	89.48
Total	451.93	450.34

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
AS AT 31ST MARCH, 2014****19. REVENUE FROM OPERATIONS**

Particulars	For the year ended 31st March, 2014	For the year ended 31st March, 2013
Sale of products	26,023.03	20,870.06
Sale of services	79.01	11.23
Export Incentives	361.75	201.44
Less : Excise duty	(2,072.99)	(1,844.30)
Total	24,390.80	19,238.43

20. OTHER INCOME

Interest Income	16.17	9.32
Dividend from Long term Investments (Non Trade)	0.24	0.23
Sundry Balance Written Back	-	10.41
Commission income	-	1.44
Net surplus on Sale of Fixed Assets	-	3.62
Cylinder rent Received	9.68	10.51
Other non-operating income	0.39	3.37
Total	26.48	38.90

21. COST OF MATERIAL CONSUMED

Consumption of Raw Material including repacking	17,716.92	13,544.73
Packing Material Consumed	483.16	342.73
Total	18,200.08	13,887.46

22. MANUFACTURING AND OPERATING COSTS

Power and fuel	1,560.77	1,274.14
Conversion Charges	-	4.15
Research & Development Expenses	84.40	68.18
Laboratory Expenses	35.87	26.81
Other Manufacturing and Operating expenses	115.17	99.73
Repairs to Machinery	271.47	208.73
Repairs to Buildings	60.06	46.14
Total	2,127.74	1,727.88



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
AS AT 31ST MARCH, 2014**

23. CHANGES IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS			(₹ in lacs)
Particulars	For the year ended 31st March, 2014	For the year ended 31st March, 2013	
Opening Stock:			
Finished Goods	1,102.06	1,041.66	
Work in Progress	491.62	419.11	
Total	1,593.68	1,460.77	
Closing Stock			
Finished Goods	1,523.50	1,102.06	
Work in Progress	518.87	507.39	
Total	2,042.37	1,609.45	
Add / (Less):- Variation in excise duty on opening and closing stock of finished goods	42.36	7.45	
Total	(406.33)	(141.23)	
24. EMPLOYEE BENEFITS EXPENSES			
Salaries and wages	749.79	617.96	
Contributions to provident and other funds	40.07	34.76	
Staff welfare expenses	88.43	85.65	
Total	878.29	738.37	
25. FINANCE COSTS			
Interest Expenses			
On working Capital	494.15	464.78	
On Term Loan	110.47	144.33	
On Others	18.20	-	
Other borrowing costs	362.05	326.27	
Total	984.87	935.38	
26. OTHER EXPENSES			
Rent	13.62	25.44	
Rates and taxes	117.59	114.16	
Repairs & Maintenance Others	23.16	32.14	
Insurance	56.54	35.27	
Conveyance & Vehicle Expenses	56.59	68.84	
Commission on Sales	629.25	491.09	
Freight Outward	512.09	448.65	
Auditors' Remuneration			
(Excluding Service tax ₹ 0.38 Lacs: previous year ₹ 0.48 Lacs)			
Audit fees	1.84	2.05	
Tax Audit Fees	0.25	-	
Management Services	-	0.13	
Certification work	1.08	0.99	
Reimbursement of Out of Pocket Expenses	-	0.52	
	3.17	3.69	
Director's sitting Fees	0.59	0.50	
Miscellaneous expenses	463.58	472.03	
Total	1,876.18	1,691.81	



SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 27.

A) SIGNIFICANT ACCOUNTING POLICIES

1. GENERAL

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

2. USE OF ESTIMATES

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

3. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the financial statements of Amines & Plasticizers Ltd. (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 in AS 21 – “Consolidated Financial Statements” notified in Companies (Accounting Standard) Rules, 2006.

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

- The financial statements of the Parent and 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 Companies (Accounting Standard) Rules, 2006, where there is an indication of impairment of the Group's assets related to cash generating units, the carrying amounts of such assets are reviewed at each

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014**

balance sheet date to determine whether there is any impairment. The recoverable amount of such assets is estimated as the higher of its net selling price and its value in use. An impairment loss is recognized whenever the carrying amount of such assets exceeds its recoverable amount. Impairment loss is recognized in the profit and loss account. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to extent of the carrying value of the asset that would have been determined (net of amortization / depreciation), had no impairment loss been recognized.

- c) Intangible Assets : Costs that are directly associated with identifiable and unique software products controlled by the Group, whether developed in-house or acquired and have probable economic benefits exceeding the cost beyond one year are recognized as software products.

5. DEPRECIATION

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

6. INVESTMENTS

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

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

7. VALUATION OF INVENTORIES

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

8. FOREIGN CURRENCY TRANSACTIONS

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



SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014

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

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

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

9. REVENUE RECOGNITION

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

10. RESEARCH AND DEVELOPMENT EXPENDITURE

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

11. RETIREMENT BENEFITS

a) Gratuity :

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

b) Provident Fund:

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

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

12. BORROWING COSTS

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

13. INCOME TAX

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



SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014

differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the balance sheet date.

- b) Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future. The same is subject to review annually.
- c) MAT credit entitlement is recognized and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

14. LEASES

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

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

15. PROVISION, CONTINGENT LIABILITIES & CONTINGENT ASSETS

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

B. NOTES ON ACCOUNTS :

	As at 31.03.2014 (₹ in lacs)	As at 31.03.2013 (₹ in lacs)
1. Contingent Liabilities not provided for in respect of :		
i) Disputed Sales Tax Dues	10.04	10.04
ii) Claims against the Company not acknowledged as debts	5.14	5.14
iii) Disputed Income tax Matters (including interest upto date of Demand)	12.48	11.52
2. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	479.26	509.00
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.		



SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014

4. There is a diminution of ₹ 46.31 lacs (₹ 54.30 lacs) in the value of Long term Investments, the Management is hopeful of realising its investments, since fall in prices are temporary in nature and investment is in Bluechips & "A" Group Companies and therefore, no provision is considered necessary.

5. i) Foreign exchange difference (net) Credited and Previous year Debited to the Statement of Profit & Loss for the year Rs 105.83 lacs (₹ 53.22 lacs)

ii) Details of Foreign currency unhedged (₹ in Lacs)

Particulars	Foreign Currency	2013-14		2012-13	
		Amount in Foreign Currency	Indian rupee equivalent	Amount in Foreign Currency	Indian rupee equivalent
Assets:					
Trade Receivables	USD	17.61	1,058.48	14.87	808.95
	GBP	1.40	140.21	0.98	80.55
	Euro	6.26	516.52	14.34	997.48
	AED	27.24	445.37	-	-
Advances	USD	-	-	0.25	13.56
	Euro	-	-	-	-
Bank Balance	USD	0.20	12.11	0.01	0.55
	EUR	0.07	5.69	0.04	2.83
Total		52.78	2,178.39	30.49	1,903.92
Liabilities:					
Trade Payable	USD	15.57	935.75	14.24	774.52
Advances from Debtors	USD	5.27	316.90	5.37	291.99
	EUR	2.36	194.76	2.10	146.32
Total		23.20	1,447.41	21.71	1,212.82

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

A. List of Related Parties

i) Party where control exists: Subsidiaries

APL Infotech Limited

APL Engineering Services Private Limited (wholly owned subsidiary)

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

a) Associates

Multiwyn Investments & Holdings Private Limited

APL Holdings & Investments Limited

APL Investments Limited

Chefair Investment Pvt. Ltd.

b) Key Management Personnel :

Mr. Hemant Kumar Ruia - Chairman & Managing Director

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014
B. Related Party Transactions :

(₹ in Lacs)

NATURE OF TRANSACTION	Referred to in A(i) above	Referred to in A(ii)(a) above	Referred to in A(ii)(b) above
EXPENSES			
Service & Maintenance Charges			
APL Holdings & Investments Limited		5.81 (5.81)	
APL Investments Limited		5.81 (5.81)	
Interest Paid			
Multiwyn Investments & Holdings Private Limited		77.19 (62.39)	
Chefair Investment Pvt. Ltd.		4.50 (4.50)	
Managerial Remuneration - Mr. Hemant Kumar Ruia			38.50 (32.41)
FINANCE			
Loans taken and repaid			
Multiwyn Investments & Holdings Private Limited		12.00 (11.00)	
Chefair Investment Pvt Ltd		- (-)	
Multiwyn Investments & Holdings Private Limited		2.00 (252.00)	
Chefair Investment Pvt. Ltd.		6.00 (-)	
Mr Hemant Kumar Ruia			5.00 (14.00)

C. Outstanding balance in respect of Related parties as at 31st March, 2014 (₹ in Lacs)

NATURE OF TRANSACTION	Referred to in A(i) above	Referred to in A(ii)(a) above	Referred to in A(ii)(b) above
APL Holdings & Investments Limited		33.18 (24.81)	
APL Investments Limited		32.74 (24.81)	
Multiwyn Investments & Holdings Private Limited		515.00 (513.00)	
Chefair Investment Pvt. Ltd.		30.00 (30.00)	

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.



SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014

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

	(₹ in Lacs)	
	For the year 31.03.2014	For the year 31.03.2013
Net Profit after Tax and Minority Interest (₹ in lacs)	331.14	125.87
Less: Dividend Payable on Preference Shares (₹ Lacs)	-	-
Net Profit available to Equity Shareholders (₹ Lacs)	331.14	125.87
Weighted average no. of equity shares (denominator in lacs)		
Basic	55.02	55.02
Diluted	55.02	55.02
Nominal value of Share (₹)	10.00	10.00
Basic and Diluted Earnings Per Share (₹)	6.02	2.29

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

	(₹ in Lacs)			
	Chemical	Software Development	Technical & Engineering Services	Total
a. Segment Revenue	24,277.78		137.62	24,415.40
Less: Inter Segment Revenue	-		24.60	24.60
	24,277.78 (19,166.85)	-	113.02 (71.70)	24,390.80 (19,238.55)
Less: Inter Segment Revenue	(0.12) (19,166.73)		(71.70)	(0.12) (19,238.43)
b. Segment results	1,580.15	-	(44.93)	1,535.22
Less: Inter segment results		-		2.73
	(1,264.51)	-	82.74	(1,181.77)
Less : Inter segment results			-	-
Less : Unallocable expenses net of unallocable income				-
: Interest				984.87 (935.38)
Profit before tax				547.62 (246.39)
Provision for taxation (current, deferred MAT)				216.48 (120.52)
Profit after tax				331.14 (125.87)


SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

	Chemical	Software Development	Technical & Engineering Services	Total
c. Carrying amount of Segment Assets	12,978.53 (11,880.59)	675.80 (600.65)	689.53 (720.43)	14,343.86 (13,201.67)
Unallocated Assets				67.59 (67.59)
Total Assets				14,411.45 (13,269.26)
d. Carrying amount of Segment Liabilities	10,514.56 (9,662.00)	379.93 (344.52)	402.94 (472.65)	11,297.43 (10,479.17)
Unallocated Liabilities				328.58 (268.22)
Total Liabilities				11,626.01 (10,747.39)
e. Cost incurred to acquire Segment fixed assets during the year	666.65 (367.96)	76.11 (66.63)	1.19 (14.00)	743.95 (448.59)
Unallocated acquisitions				— (—)
Total				743.95 (448.59)
f. Depreciation / Amortisation	181.23 (149.61)	— (—)	27.65 (27.27)	208.83 (176.88)
Unallocable Depreciation / Amortisation				— (—)
Total				208.83 (176.88)

9. 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.
10. The Group has taken / given certain office premises on lease. The lease agreements whereof are mutually renewable / cancellable.



**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE
CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014**

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 1 to 27

For on behalf of Board of Directors

Hemant Kumar Ruia *Chairman & Managing Director*

A.S. Nagar *Director*

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

Place :Mumbai,
Date: 29th May, 2014



ATTENDANCE SLIP

AMINES & PLASTICIZERS LIMITED

Registered Office:

Poal And Enclave, C/o. Pranati Builders Private Ltd. Principal J.B. Road, Chenikuthi,
Guwahati - 781 003. Assam.

CIN:L24229AS1973PLC001446 • Website: www.amines.com

For the 39th Annual General Meeting to be held on Monday, 29th day of September, 2014 at 2.30 p.m.

Name of the Shareholder / Proxyholder _____

* Regd. Folio/Client I.D. No. _____ No. Shares _____

I hereby record my presence at the 39th Annual General Meeting of the Company held at RND Banquet Hall, Hotel Gateway, G.S. Road, Christain Basti, Guwahati, Assam 781 005.

* Member's / Proxy's Signature

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

*Strike out whichever is not applicable.



Form No. MGT-11

PROXY FORM

AMINES & PLASTICIZERS LIMITED

Registered Office: Poal and Enclave, C/o Pranati Builders Private Ltd., Principal J.B. Road, Chenikuthi,
Guwahati, Assam – 781 003

CIN:L24229AS1973PLC001446 • Website: www.amines.com

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

Name of the member(s):

Registered address:

E-mail ID:

Folio No / Client ID:

DP ID:

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

1. Name:

Address:

E-mail Id: Signature: or failing him

2. Name:

Address:

E-mail Id: Signature: or failing him

3. Name:

Address:

E-mail Id: Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on the Monday, September 29, 2014 at 2.30 p.m. at RND Banquet Hall, Hotel Gateway, G.S. Road, Christian Basti, Guwahati, Assam 781 005 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	RESOLUTION
1.	Adoption of the audited Balance Sheet of the Company as at 31st March, 2014, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and Report of the Board of Directors and Auditors thereon.
2.	Declaration of Dividend on Equity shares.
3.	Appointment of Statutory Auditors and to fix their remuneration
4.	Appointment of Mr. Kailashchandra Kesardeo Seksaria as an Independent Director of the Company.
5.	Appointment of Dr. Pandurang Hari Vaidya as an Independent Director of the Company.
6.	Appointment of Dr. Mithilesh Kumar Sinha as an Independent Director of the Company.
7.	Appointment of Mr. ArunShanker Nagar as an Independent Director of the Company.
8.	Appointment of Mr. Brijmohan Jindel as an Independent Director of the Company.
9.	Appointment of Ms. Nimisha Minesh Dutia as a Director of the Company.
10.	Remuneration of the Cost Auditor for the financial year 2014-2015.
11.	Issue of Redeemable Non-Convertible Debentures(NCDs) on Private Placement basis.
12.	Shifting of Register of Members from Registered Office to Mumbai.

Signed this _____ day of _____, 2014

Signature of Shareholder _____

Signature of Proxy Holder (s) _____

Affix
Revenue
Stamp of
₹ 1/-

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

MUMBAI

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

CHEMICAL PLANT

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

**APL INDUSTRIAL
GASES PLANT**

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

DELHI

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

GUWAHATI

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

BOOK-POST



If undelivered please return to :

AMINES & PLASTICIZERS LIMITED

CIN: L24229AS1973PLC001446

'D' Building, Shivsagar Estate

Dr. Annie Besant Road,

Worli, Mumbai - 400 018.

UCHITHA GRAPHIC • 4033 6400