



Shaily Engineering Plastics Limited

33rd Annual Report

2012-2013

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Company Information

Board of Directors

Mr. Mahendra Sanghvi	Managing Director
Mr. Laxman Sanghvi	Executive Director
Mrs. Tilottama Sanghvi	Whole-Time Director
Mr. Amit Sanghvi	Whole-Time Director
Mr. Jayesh Shah	Director
Mr. A S Anandkumar	Director
Mr. Sarup Chowdhary	Director
Mr. William Sean Sovak	Director
Mr. Sachin Bhartiya	Director
Mr. Pushp Raj Singhvi	Additional Director
Mr. Samaresh Parida	Additional Director

Board Committees

Audit Committee
Mr. A.S Anandkumar
Mr. Sarup Chowdhary
Mr. William Sean Sovak
Mr. Samaresh Parida
Remuneration Committee
Mr. Sarup Chowdhary
Mr. William Sean Sovak
Mr. Pushp Raj Singhvi

Shareholders'/Investors' Grievance Committee
Mr. William Sean Sovak
Mr. A.S Anandkumar
Mr. Laxman Sanghvi

Asst. Company Secretary

Ms. Kruti Parekh

Auditors

Statutory Auditors	Internal Auditors	Secretarial Auditors
M/s Deloitte Haskins & Sells	M/s Shah Jain & Hindocha	M/s S. Samdani & Associates
Chartered Accountants	Chartered Accountants	Company Secretaries

Bankers

State Bank of India
Standard Chartered Bank
Bank of Baroda

Registrar & Share Transfer Agent

Bigshare Services Pvt. Ltd.
E-2, ANSA Industrial Estate, Saki Vihar Road,
Saki Naka, Andheri(East),
Mumbai, 400072, India.
Website: www.bigshareonline.com
E-mail : bigshare@bom7.vsnl.net.in

Registered Office

Survey No. 364/366, At & Po. Rania, Taluka Savli, Dist. Vadodara - 391780, Gujarat, India.
Website: www.shaily.com : E-mail: investors@shaily.com

Plant Locations

Rania Plant : EOU Plant : Finishing Division
Survey No. 364/366
At & Po. Rania - 391780,
Taluka Savli, Dist. Vadodara,
Gujarat, India.

Halol Plant
Plot # 706,707,708 GIDC,
Halol Dist. Panchmahals
Gujarat, India.

DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 33rd Annual Report together with the Audited Accounts for the year ended on 31st March 2013.

Financial Highlights

(Rs. in lacs)

Particulars	Financial Year	
	2012-13	2011-12
Net revenue from Operations	12276.17	14,558.36
Other Income	63.53	123.55
Total Revenue	12339.70	14,681.91
Total Expenses	10579.02	12,472.81
Profit Before Interest, Depreciation & Tax	1760.68	2,209.10
Finance Cost	693.13	863.40
Depreciation and amortization expense	561.58	518.51
Profit Before Tax	505.97	827.19
Current Tax	101.22	165.49
Short provision in earlier years	(22.99)	12.50
Deferred tax	142.02	165.55
Add: MAT Credit Entitlement	76.43	153.02
Net Profit for the year	362.15	636.67

Business Performance

The Company's sales have been lower during the year under review.

- Sales have come down by Rs. 23.42 Crores (15.95%). This is on account of global conditions.
- Profit before tax has come down by Rs. 3.21 Crores (38.83%). The drop in profit is mainly due to drop in sales.

Exports continue to account for over 70% of the Company's income.

All significant accounting policies and material transactions have been disclosed in notes on accounts to the Balance Sheet as on 31st March 2013.

Dividend

In view of conserving the resources for business needs, your Directors do not recommend payment of dividend for the year under review.

Directors

Mr. Hasmukh Shah has resigned as the Director and Chairman of the Board w.e.f. 25th June, 2012. He had been the Chairman of the company and a member of the Board since 2002. He was also the Chairman and member of the Board of erstwhile Shaily Engineering Plastics Ltd. which was merged into the company and was associated with the company for the past 17 years. Mr. Hasmukh Shah with his vast experience has made substantial contribution to the company's growth and has been instrumental in many strategic initiatives of the company. The Board and management of the company would like to place on record and thank Mr. Hasmukh Shah for his advice and guidance which enabled the company to make substantial progress.

The Board of Directors in the meeting held on 4th August, 2012 elected Mr. Mahendra Sanghvi as the new Chairman of the Board. In the same meeting the Board has appointed Mr. Pushp Raj Singhvi and Mr. Samaresh Parida as Additional Directors w.e.f. 4th August, 2012 and 1st September, 2012 respectively. We seek your support in confirming their appointment in the forthcoming Annual General Meeting as Directors liable to retire by rotation.

Mr. Jayesh Shah, Mr. Sarup Chowdhary and Mr. Amit Sanghvi, Directors, will be retiring by rotation at the forthcoming Annual General Meeting and are eligible for re-appointment.

The 3 year term of Mr. Mahendra Sanghvi as the Managing Director and Mr. Laxman Sanghvi as the Executive Director came to an end on 31st March, 2013. The Board of Directors have in their meeting held on 18th May, 2013 re-appointed them for another 3 years w.e.f. 1st April, 2013, at the same remuneration which was paid for the previous term, subject to approval of the members at the ensuing Annual General Meeting.

Brief resumes of all the concerned directors are included in the notice for the annual general meeting. Your directors have pleasure in recommending their appointment / re-appointment.

Fixed Deposits

The Company has accepted deposits of Rs. 152.60 lacs during the year, in compliance with provisions of section 58A of Companies Act 1956 read with Companies (Acceptance of Deposits) Rules 1975, as amended.

Conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo

Information pursuant to section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Directors Report for the year ended 31st March 2013.

A) Conservation of Energy

The Company has installed in-built energy mechanism to conserve energy.

B) Technology Absorption

- Research and Development: The Company has developed several dies and moulds, which were earlier imported. The Company has also developed several plastic components, which were earlier imported. The activities in development are carried out by the technicians, and the expenditure thereon is debited to the respective heads.
- Technology absorption, adaptation and innovation: The Company has manufactured many plastic components of international standard/quality, which are import substitutes for diverse applications.

C) Foreign exchange earnings and outgo

Total foreign exchange used is Rs. 2710.67 lacs and total foreign exchange earned Rs. 9105.14 lacs.

Management Discussion and Analysis

Pursuant to Clause 49 of the Listing Agreement with stock exchanges, a separate section titled 'Management's Discussion and Analysis' has been included in this Annual Report.

Corporate Governance

Pursuant to Clause 49 of the Listing Agreement with stock exchanges, a separate section titled 'Corporate Governance' has been included in this Annual Report.

Statement pursuant to section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors' Report for the year ended 31st March 2013.

None of the employees of the Company is in receipt of remuneration in excess of the prescribed limits.

Auditors

The present Auditors of the Company, M/s Deloitte Haskin & Sells, have expressed their willingness to act as Auditors of the Company, on their retirement at the ensuing Annual General Meeting, for the financial year 2013-14. They have further confirmed that the said appointment would be in conformity with the provisions of Section 224 (1B) of the Companies Act, 1956.

Auditors' report

The observation made in the Auditors' report read together with relevant notes thereon, are self-explanatory and hence do not call for any comments under section 217 of the Companies Act 1956.

Cost Auditors

The Government of India, Ministry of Corporate Affairs, Cost Audit Branch had vide its Order dated January 24, 2012 bearing no. F. No. 52/26/CAB-2010 directed all Companies to which the Companies (Cost Accounting Records) Rules, 2011 apply, to get their cost accounting records, in respect of each of its financial year commencing on or after April 1, 2012 and for every financial year thereafter, audited by a Cost Auditor. In compliance with the said directive, the company had appointed M/s Y. S. Thakar & Co., Cost Accountants, Vadodara as Cost Auditors of the Company for conducting cost audit for the F.Y. 2012-13. The Central Government had approved the appointment. They have been re-appointed as the Cost Auditors to undertake Cost Audit for the financial year ending 31st March 2014, of the Cost Accounting Records of the Plastic Products of the company covered under Cost Audit Order dated 6th November, 2012.

Directors' responsibility statement

As required by sub-section (2AA) of section 217 of the Companies Act, 1956, Directors state:

- (i) that in preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) that the directors have 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 as at 31st March 2013 and of the profits of the company for that period;
- (iii) that the directors have 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;
- (iv) that the annual accounts have been prepared on a going concern basis.

Acknowledgement

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The Board places on record their appreciation for the support and co-operation your Company has been receiving from its suppliers, customers, business partners and others associated with the Company as its trading partners. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be Company's endeavor to build and nurture strong links with the trade based on mutuality of benefits, respect to and co-operation with each other, consistent with consumer interests.

The Directors also take this opportunity to thank all investors, clients, vendors, banks, regulatory and government authorities and stock exchange, for their continued support.

For and on behalf of Board of Directors

Place: Baroda
Date: 18th May, 2013

Sd/-
Mahendra Sanghvi
Chairman & Managing Director

MANAGEMENT'S DISCUSSION AND ANALYSIS

Overview

Shaily Engineering Plastics Limited (SEPL) is involved in the manufacture of high precision injection moulded plastic components, assemblies, moulds and dies for OEM (Original Equipment Manufacturer) requirements. The company has during the year added injection blow moulding facilities for manufacture of bottles for pharmaceutical industry.

Industry structure and developments

India's plastic consumption is expected to grow at a healthy rate on the back of growing substitution, expanding middle income groups and new applications. Plastic products are increasingly finding application in all sectors of the economy, replacing other competing products such as steel and aluminium.

The plastic processing industry is highly fragmented. Presently, 75% are in the small-scale sector but accounts for only about 25% of polymer consumption. The top 100 players account for just 20% of the industry turnover. The industry also consumes recycled plastic, constituting about 30% of total consumption. Despite being an industry dominated by unorganised players (70% of the industry size), the organised players over the last few years outpaced them in terms of growth through constant innovation and regular introduction of niche products and thereby gradually eating into their share.

According to the All India Plastics Manufacturers' Association (AIPMA), the Indian plastic industry should grow 2.5 times in the coming eight years so that the five year plan target of 20 kg per head by 2020 can be attained. Presently, India is processing 8 kg plastic/head/year, while the global average stands at 28 kg per head per year. Moreover, China processes 56 million tonnes of plastic while India at 8 million tonnes. The industry body feels that India needs to work in the direction of attaining China's growth level as its one-year growth is nearly India's overall capacity. Chinese imports have captured 25% finished goods market and is growing fast. Consumption is growing faster than industry and is being captured by Chinese imports. The Government should promote foreign direct investment (FDI) in the plastic industry as China has been able to strengthen its position in the global market through this concept.

Plastics Industry - Vision 2015

	2015
Consumption of Polymers @ 15% CARG	18.9 Million tonnes
Turnover of plastics Industries	Rs. 1,33,245 crores
Additional Employment Generation	7 Million
Requirement of Additional Plastics Processing Machines	68113 Nos
Additional Capital Investment In Machines (2004-2015)	Rs. 45,000 crores

(Source: CIPET)

Overall Performance of the company

F.Y. 2012-13 was a year of consolidation for the company. The company's sales were down by 15.95% during the year due to global slowdown. Exports continue to be dominant portion of the company's business.

Segment-wise / Product-wise Performance

The company is exclusively into manufacturing injection moulded plastic components, assemblies, moulds, dies, etc.

SEPL Strengths

SEPL focuses on maintaining and establishing long-term relationships with the customers and believes that we have the ability to address the varied and expanding requirements of our customers.

SEPL is having quality certificates like ISO 9001:2008 & TS 16949:2009. The company is also having ISO 13485:2003 certification which is mandatory for manufacture of medical devices.

Our sourcing ability

Our size of operation and experience in polymer business enables us in sourcing our inputs at appropriate times and at competitive prices.

Positioned as Total Solution Provider

SEPL has positioned itself as an independent and "Total Solution Provider" to its clients, which helps in lowering response time. This helps in eliminating competition, which does not have the integrated capabilities possessed by SEPL.

Focus of SEPL

A. SEPL focuses on -

- Sophisticated and world-class higher capacity machines;
- Enhanced design capabilities, moulds, tools and dies and technological know-how;
- Increasing use of intelligent manufacturing to improve productivity and asset utilization;
- Global practices in manufacturing excellence, quality management and design;
- Development of new products and applications.

B. The Company has two important segments in its custom moulding division -

1. Products which are customised to customer requirements and
2. Products which are customised to certain applications, which is being developed now with focus on medical disposables/assemblies/devices.

For products which are created for specific applications, the team markets the products for that particular application. This is a new area of focus and the company expects to grow this business in the future. For the first segment, the team markets its internal capability to match stringent customer requirements. The product development cycle is long for this product class (especially for customer-specific products); once approved, it provides long-term revenue visibility with superior profitability.

Overall we at Shaily look forward for a substantial growth of the Company every year.

Corporate Goal

Shaily's corporate goal is to provide total plastics solutions incorporating principles of -

- Product Design
- Mould Design
- Optimum Material Selection
- Mould Procurement
- Product Testing.

Outlook on Opportunities

SEPL's domestic as well as overseas business is developing very fast and we are getting more and more enquiries for our capability to manufacture parts for them due to its commitment of standard quality of goods to its present customers and therefore sustaining operations and growing in even tough time.

If production capacities are added now, company will be ready when the good times roll in, which they are bound to. Continuous improvement in productivity should become a standard practice and these tough times should make company learn to do this on a regular basis. This will have regular monetary benefits on a continuous basis, rather than thinking short or long term.

The Electronics, Automobile, Packaging, Healthcare, Consumer Durables and Telecommunication are fast growing sectors of Indian economy offering growth for plastic utilization; SEPL also provides services for these sectors.

There is enormous scope for expansion and development in the Indian Plastics Industry. The processing industry in fact offers a huge potential for up gradation in terms of innovative technological advances.

Outlook on Threats, Risk and Concerns

The Company's business depends on customer requirements as the Company is an OEM supplier and any fluctuation in the customers demand can affect the Company's performance. The Company is also exposed to project risks due to delays in project implementation/cost escalation, risks on account of fluctuation in FX rates and fluctuation in raw material prices on account of fluctuation in oil prices.

The Company has adopted sufficient Risk Management mechanism in consideration of the nature of business of the Company. The details of Risk Management are periodically reviewed by the Board and optimum steps have been taken to mitigate the Risk factors.

Internal control System & its adequacy

The Company has instituted adequate internal control procedure commensurate with the nature of its business and the size of its operations for the smooth conduct of its business. There are stringent internal control systems and procedures to facilitate optimal resource utilisation by keeping a check on unauthorised use of products. The Company's regular checks at every stage of its production and dispatch cycle ensured strict operational and quality compliance.

Internal audit is conducted at regular intervals at all the plants and covers the key areas of operations. It is an independent, objective and assurance function responsible for evaluating and improving the effectiveness of the risk management, control and governance process. An Audit Committee consisting of four independent, non-executive directors is in place.

Human Resource

Your Company's industrial relations continued to be harmonious during the year under review. Your Company conducts regular in-house training programs for employees at all level, which continuously improves peoples, machines and systems.

SEPL's culture fosters continuous learning, with result-oriented meritocracy. The employee strength of your Company is currently 819, which includes staff, permanent workers and contract labour.

The company organized various employee welfare and get together programmes during the year to foster a culture of engagement amongst employees. The company also organized sports events to recognize and build up the team spirit among the employees.

Corporate Social Responsibility

To meet with its Corporate Social Responsibilities your Company has organized various events in the nearby rural areas and educational institutes, such as -

- Free Medical Check up Camp
- Computer Education Programme
- Education Awareness Programme
- Training on Management Skills
- Corporate Culture's Presentation
- Self-Awareness Programme

In the area of community development, the company provides employment to the women staying in the nearby villages thereby helping them acquire basic skills and earn a living for themselves.

Cautionary Statement

The statements made above are the best of estimates by Management, but the ultimate results may differ from the estimates due to the factors like changes in government policies, economic conditions of the country, changes in demand and supply pattern, changes in the management policies etc. thus it is cautionary that the ultimate results may differ from predictions made in this statement.

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Corporate Governance

Corporate Governance for Shaily, is about achieving the highest standards of integrity, transparency and accountability. Shaily Engineering Plastics Limited ("SEPL" or "the Company") believes in adopting and adhering to internationally best recognised corporate governance practices and continuously benchmarking itself against each such practice. The Company understands and respects its fiduciary role and responsibility to all the stakeholders and strives hard to meet their expectations. The Company believes that best Board practices, transparent disclosures and shareholder empowerment are necessary for creating shareholder value.

The Board of Directors

As on March 31, 2013, the company's Board consisted of eleven Directors, four of them are Executive Directors and seven are non-executive Directors including six independent Directors. The Directors are professionals, have expertise in their respective functional areas and bring a wide range of skills and expertise to the Board.

The Board's composition is in conformity with the provisions of the Companies Act, 1956 and the Listing Agreement entered into with the Stock Exchange.

Category of Directorship

Executive Directors - Mr. Mahendra Sanghvi - Chairman & Managing Director
Mr. Laxman Sanghvi
Mrs. Tilottama Sanghvi
Mr. Amit Sanghvi

Non-Executive Independent Directors - Mr. Hasmukh Shah *
Mr. A.S. Anand Kumar
Mr. Sarup Chowdhary
Mr. William Sean Sovak
Mr. Sachin Bhartiya
Mr. Pushp Raj Singhvi #
Mr. Samaresh Parida §

Non-Executive Non-Independent Directors - Mr. Jayessh Shah

* Ceased to be a Director w.e.f. 25th June, 2012.

Appointed as a Director w.e.f. 4th August, 2012.

§ Appointed as a Director w.e.f. 1st September, 2012.

Directorships and Chairmanships / Memberships of Committees of each Director in various companies as on 31st March, 2013:

Name of the Directors	Attendance at last AGM	No. of Directorship(s) ¹	No. of Membership(s)/Chairmanship(s) of Board Committees ²
Mr. Mahendra Sanghvi	Y	3	4 (including 1 as Chairman)
Mr. Laxman Sanghvi	Y	1	1
Mrs. Tilottama Sanghvi	Y	1	-
Mr. Amit Sanghvi	N	1	-
Mr. Jayessh Shah	N	1	-
Mr. Sarup Chowdhary	Y	1	1
Mr. A.S. Anand Kumar	Y	3	3 (including 2 as Chairman)
Mr. William Sean Sovak	N	3	3 (including 1 as Chairman)
Mr. Sachin Bhartiya	Y	2	1
Mr. Pushp Raj Singhvi [#]	-	3	2 (including 1 as Chairman)
Mr. Samaresh Parida [§]	-	1	1

- # Appointed as a Director w.e.f. 4th August, 2012.
 \$ Appointed as a Director w.e.f. 1st September, 2012.
 1 Excluding Private Limited Companies, Foreign Companies, Section 25 Companies and Alternate Directorships.
 2 Includes only Audit Committee and Shareholders' / Investors' Grievance Committee in all public limited companies.

None of the directors was a member in more than 10 committees, or a chairman in more than 5 committees across all companies in which he/she was a director.

Code of Conduct

The Company is committed to conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. The Company believes that a good corporate governance structure would not only encourage value creation but also provide accountability and control systems commensurate with the risks involved.

The Board of Directors laid down a Code of Conduct for all the Board members and senior officers of the Company. A copy of the said code has been posted on the web site of the Company at www.shaily.com.

The code has been circulated to all the members of the Board and Senior Management and the compliance of same has been affirmed by them. A declaration signed by Executive Director is given below:

"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of the financial year 2012-13"

Laxman Sanghvi
Executive Director

Board Meetings

Four Board Meetings were held during the year ended 31st March 2013. These were held on 26th May 2012, 4th August 2012, 8th November 2012 & 9th February 2013.

Board Meeting Attendance of Directors during F.Y.2012-13

Name of the Directors	No. of Meetings Attended
Mr. Hasmukh Shah*	1
Mr. Mahendra Sanghvi	4
Mr. Laxman Sanghvi	4
Mrs. Tilottama Sanghvi	4
Mr. Amit Sanghvi	3
Mr. Jayessh Shah	0
Mr. A.S. Anand Kumar	4
Mr. Sarup Chowdhary	3
Mr. William Sean Sovak	2
Mr. Sachin Bhartiya	1
Mr. Pushp Raj Singhvi#	1
Mr. Samaresh Parida\$	2

* Ceased to be a Director w.e.f. 25th June, 2012.

Appointed as a Director w.e.f. 4th August, 2012.

\$ Appointed as a Director w.e.f. 1st September, 2012.

Information supplied to the Board

Agenda and notes on agenda are circulated to the Directors, in advance, in the defined agenda format. All material information is incorporated in the agenda papers for facilitating meaningful and focussed discussion at the meeting. Where it is not practicable to attach any document to the Agenda, the same is tabled before the meeting with specific reference to this effect in the Agenda.

In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted with the approval of the Chairman.

The information placed before the Board includes, Business plans, capital budgets and any updates, quarterly financial statement and status of project implementation and expected date of commissioning of the project, quarterly status of unutilised money received in Preferential allotment of shares, minutes of previous board meeting and meetings of audit committee and other committees of the Board, General notices of interest of directors, terms of reference of board committees, etc.

The Company receives reports from all the departments certifying the compliance of statutory law, rules and regulations applicable to the respective department on quarterly basis. On the basis of these reports, the Managing Director certifies to the Board the status of compliance of all statutory laws, rules and regulations, as they are applicable to the Company.

Committees of the Board

Currently, the Board has three key committees:

- Audit Committee
- Shareholders'/Investors' Grievance Committee
- Remuneration/Selection Committee

The Directors are paid sitting fees for attending these three key committee meetings.

The Board has also formed three other committees: *Share Transfer Committee, Finance Committee and Management Committee*. These committees meet as and when the need arises and the minutes of their meetings are placed before the Board in its next meeting.

The constitution and power of all the committees is decided by Board.

Audit Committee

The Audit Committee of the Board consists of four independent directors.

During the year, Mr. Samaresh Parida was appointed as a member of the Audit Committee with effect from 1st September, 2012. Mr. Hasmukh Shah ceased to be the member of the Audit Committee of the Company with effect from 25th June, 2012, consequent to his resignation from the Board of Directors.

The composition, role, terms of reference as well as power of the Audit Committee are in accordance with the provisions of clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. The members of the Audit Committee possess financial / accounting expertise / exposure and have in depth financial knowledge as listed below:

Name of the Members	Qualification	Expertise
Mr. A.S. Anandkumar	CAIIB, Master Degree in Mathematics	Banking, Financial advisory and related activities
Mr. Sarup Chowdhary	Chemical Engineering from IIT, Delhi	High Polymers, Manufacturing, Project Management, Sales and Marketing
Mr. William Sean Sovak	Bachelors of Science, Economics, Finance; The Wharton School of Business of the University of Pennsylvania	Investor and Fund Manager.
Mr. Samaresh Parida	Chartered Accountant, Cost Accountant, MBA from the Indian Institute of Management, Ahmedabad	Financial management, budgeting, reporting, profit centre management, operations, strategy, M&A including deal making, due diligence and acquisition integration in India and key global markets.

Apart from overseeing and monitoring the financial reporting system within the company and considering un-audited and audited financial results for the relevant period, before being adopted by the Board of Directors, Audit Committee focused its attention on several important topics and continued to advise the management on areas where greater internal audit focus was needed, and on new areas to be taken up for audit purposes.

Four Audit Committee Meetings were held during the year ended 31st March 2013. These were held on 26th May 2012, 4th August 2012, 8th November 2012 & 9th February 2013. Company Secretary of the Company also acted as the Secretary of this committee. The Minutes of the Audit Committee are circulated to the Board of Directors.

Audit Committee Composition & Attendance during F.Y.2012-13

Name of the Directors	Designation	No. of Meetings Attended
Mr. A.S Anandkumar	Chairman	4
Mr. Hasmukh Shah*	Member	1
Mr. Sarup Chowdhary	Member	3
Mr. William Sean Sovak	Member	2
Mr. Samaresh Parida [§]	Member	2

* Ceased to be a Director and member of the Committee w.e.f. 25th June, 2012.

[§] Appointed as a Director and member of the Committee w.e.f. 1st September, 2012.

Shareholders' / Investors Grievance Committee

It consists of two independent directors and one non-independent executive director:

The Shareholders'/Investors' Grievance Committee specifically looks into the redressal of shareholder and investors complaints.

No complaints/queries have been received during the F.Y. 2012-13. The certificate in respect of status of complaints/queries received from the Shareholders'/Investors has been obtained for all the four quarters of F.Y.2012-13 from M/s. S. Samdani & Associates, Company Secretaries.

Mr. Sanjay Shah, Vice President – Finance is the Compliance Officer for complying with the requirements of Securities Laws and the Listing Agreement.

One Shareholders'/Investors' Grievance Committee Meeting was held during the year ended 31st March 2013 on 26th May 2012.

Shareholders'/Investors' Grievance Committee Composition & Attendance during F.Y. 2012-13

Name of the Directors	Designation	No. of Meetings Attended
Mr. William Sean Sovak	Chairman	1
Mr. A.S. Anand Kumar	Member	1
Mr. Laxman Sanghvi	Member	1

Remuneration/Selection Committee

The company has adopted a non-mandatory requirement of Clause 49 of the Listing Agreement and formed the Remuneration/Selection Committee of the Board, which consists of three independent directors.

During the year, Mr. Pushp Raj Singhvi was appointed as a member of the Remuneration/Selection Committee with effect from 4th August, 2012. Mr. Hasmukh Shah ceased to be the member of the Remuneration/Selection Committee of the Company with effect from 25th June, 2012, consequent to his resignation from the Board of Directors.

One Remuneration/Selection Committee Meeting was held during the year ended 31st March 2013 on 26th May 2012.

Remuneration Committee Composition & Attendance during F.Y.2012-13

Name of the Directors	Designation	No. of Meetings Attended
Mr. Sarup Chowdhary	Chairman	1
Mr. Hasmukh Shah*	Member	0
Mr. William Sean Sovak	Member	1
Mr. Pushp Raj Singhvi#	Member	0

* Ceased to be a Director and member of the Committee w.e.f. 25th June, 2012.

Appointed as a Director and member of the Committee w.e.f. 4th August, 2012.

General Body Meetings

The details of last three Annual General Meetings of the Company are as follows:

Financial Year Ended	Date, Time & Place	Transaction
31st March 2010	28.09.2010 1.00 P.M. Mumbai	Special resolutions passed for the re-appointment of Mr. Mahendra Sanghvi as Managing Director and Mr. Laxman Sanghvi as Executive Director.
31st March 2011	06.08.2011 4.00 P.M. Rania, Vadodara	Special Resolution passed for re-appointment of Mrs. Tilottama Sanghvi as Whole-Time Director.
31st March 2012	04.08.2012 11.00 A.M. Rania, Vadodara	Special Resolution passed for appointment of Mr. Amit Sanghvi as Whole-Time Director.

During the year ended 31st March 2013, there were no ordinary or special resolution that were required to be passed by our shareholders through postal ballot.

Disclosures

Basis of related party transactions

1. A statement in summary form of transactions with related parties in the ordinary course of business is placed periodically before the audit committee.
2. Except as specified, the non-executive and/or independent directors on the Company's Board, apart from receiving Directors' remuneration, do not have any other material pecuniary relationship or transaction with the Company, its promoters, its management, which in the judgement of the Board affect the independence of judgement of the Directors.
3. The Company has taken on lease the Office premises from M/s. Jariwala Shah Kanji Raichand & Co., in which Mr. Jayesh Shah, is the Proprietor, who is the Non executive Director of the Company. The company has also taken on lease an office premises from Mrs. Tilottama Sanghvi who is a Whole-Time Director of the company.
4. The register of contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval. Transactions with related party are disclosed in the notes to the Annual Accounts in the Annual Report.
5. None of the transactions with any of the related parties were in conflict with the interest of the Company. There has not been any non compliance, penalties and no strictures were imposed on the Company by Stock Exchanges, SEBI or any other statutory authority, on any matter related to capital markets, during the year under review.

Remuneration of Directors

Name of Director	Relation-ship with other Directors	Business relation ship with company	Remuneration for the year ended 31st March 2013 (Rs.)				
			Sitting fee	Basic	Perquisite/ allowances	Others	Total
Mr. Hasmukh Shah [*]	None	None	30,000	Nil	Nil	Nil	30,000
Mr. Mahendra Sanghvi	Note 1	Promoter	Nil	3,396,000	1,922,814	679,200	5,998,014
Mr. Laxman Sanghvi	Note 1	Promoter	Nil	2,123,040	1,158,869	424,608	3,706,517
Mrs. Tilottama Sanghvi	Note 1	Promoter	Nil	1,061,400	601,020	212,280	1,874,700
Mr. Amit Sanghvi	Note 3	Promoter group	Nil	1,343,520	760,836	295,572	2,399,928
Mr. Jayessh Shah	Note 2	Promoter group	0	Nil	Nil	Nil	0
Mr. A.S. Anandkumar	None	None	1,30,000	Nil	Nil	Nil	1,30,000
Mr. Sarup Chowdhary	None	None	1,00,000	Nil	Nil	Nil	1,00,000
Mr. William Sean Sovak	None	Note 4	Nil	Nil	Nil	Nil	Nil
Mr. Sachin Bhartiya	None	Note 4	20,000	Nil	Nil	Nil	20,000
Mr. Pushp Raj Singhvi [#]	None	None	20,000	Nil	Nil	Nil	20,000
Mr. Samaresh Parida [§]	None	None	60,000	Nil	Nil	Nil	60,000

^{*} Ceased to be a Director w.e.f. 25th June, 2012.

[#] Appointed as a Director w.e.f. 4th August, 2012.

[§] Appointed as a Director w.e.f. 1st September, 2012.

Note 1: Mr. Mahendra Sanghvi and Mr. Laxman Sanghvi are brothers and Mrs. Tilottama Sanghvi is the spouse of Mr. Mahendra Sanghvi.

Note 2: Mr. Jayessh Shah is the brother of Mrs. Tilottama Sanghvi.

Note 3: Mr. Amit Sanghvi is the son of Mr. Mahendra Sanghvi and Mrs. Tilottama Sanghvi.

Note 4: Mr. William Sean Sovak and Mr. Sachin Bhartiya have been appointed by Motika Limited, a company incorporated under the law of Cyprus holding 1,746,420 equity shares of Rs.10/- of the Company.

A sitting fee of Rs. 20,000/- per meeting was paid to the non-executive directors, for every meeting of the board and Rs. 10,000/- per meeting was paid for every committee meeting of the Board attended by them.

Non-executive Directors' shareholding in the company

Name of the Directors	No. of Equity Shares held
Mr. A.S. Anand Kumar	Nil
Mr. Sarup Chowdhary	Nil
Mr. William Sean Sovak	Nil
Mr. Sachin Bhartiya	Nil
Mr. Pushp Raj Singhvi	Nil
Mr. Samaresh Parida	Nil

Shaily Engineering Plastics Limited has no stock option plans and hence it does not form a part of the remuneration package payable to any executive and/or non-executive director.

Appointment / Re-appointment of Directors

Mr. Hasmukh Shah has resigned as the Director and Chairman of the Board w.e.f. 25th June, 2012.

The Board of Directors in the meeting held on 4th August, 2012 elected Mr. Mahendra Sanghvi as the new Chairman of the Board. In the same meeting the Board has appointed Mr. Pushp Raj Singhvi and Mr. Samaresh Parida as Additional Directors w.e.f. 4th August, 2012 and 1st September, 2012 respectively.

The 3 year term of Mr. Mahendra Sanghvi as the Managing Director and Mr. Laxman Sanghvi as the Executive Director came to an end on 31st March, 2013. The Board of Directors have in their meeting held on 18th May, 2013 re-appointed them for another 3 years w.e.f. 1st April, 2013, at the same remuneration which was paid for the previous term, subject to approval of the members at the ensuing Annual General Meeting.

Mr. Jayesh Shah, Mr. Sarup Chowdhary and Mr. Amit Sanghvi, Directors, will be retiring by rotation at the forthcoming Annual General Meeting and are eligible for re-appointment.

Brief resumes of all these directors are included in the notice for the annual general meeting. Your directors have pleasure in recommending their appointment / re-appointment.

Management Discussion and Analysis

Management Discussion & Analysis has been included separately in the Annual report to the Shareholders.

Report on Corporate Governance

The quarterly compliance report for each quarter of the F.Y. 2012-13 has been submitted to the Stock Exchanges where the Company's equity shares are listed in the requisite format, duly signed by the Compliance Officer.

General Shareholder Information

Annual General Meeting

Date	Saturday, 10th August, 2013
Time	12.30 p.m.
Venue	Survey No. 364/366, At & Po. Rania - 391780, Taluka Savli, Dist. Vadodara
Book Closure Dates for AGM	Tuesday, 6th August, 2013 to Saturday, 10th August, 2013 (both days inclusive)

Financial Year

1st April to 31st March.

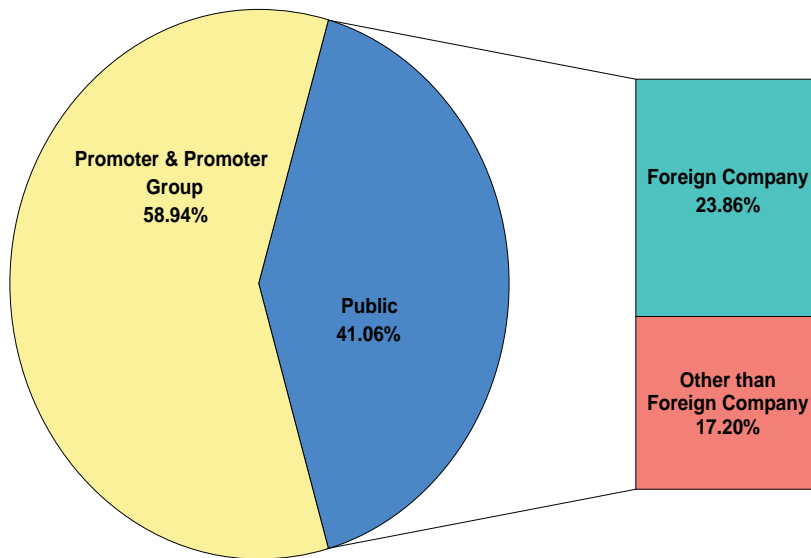
Share Capital

Authorized Share Capital	Rs. 160,000,000
Paid up Share Capital	Rs. 73,184,300

Listing Details

Security	Equity Shares
Stock Exchange	Bombay Stock Exchange Limited
Stock Code	501423
ISIN	INE151G01010

Shareholding pattern as on 31st March 2013

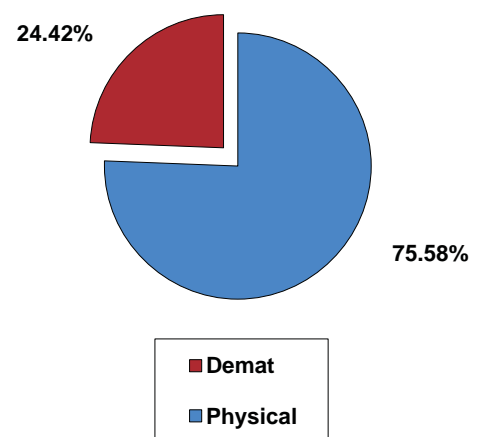


Distribution of shareholding as on 31st March 2013

No. of Shares	No. of Shareholders	% of Total no. of Shareholders	No. of Shares	% of Total Shares
1 - 5000	201	85.90%	52,800	0.72%
5001 - 10000	3	1.28%	25,600	0.35%
10001 - 20000	5	2.14%	79,755	1.09%
20001 - 30000	1	0.43%	22,100	0.30%
30001 - 40000	3	1.28%	1,07,000	1.46%
40001 - 50000	1	0.43%	50,000	0.68%
50001 - 100000	7	2.99%	4,90,652	6.70%
100001 - *****	13	5.55%	6,490,523	88.68%
Total	234	100.00%	7,318,430	100.00%

Bifurcation of shares held in physical and demat form as on 31st March, 2013

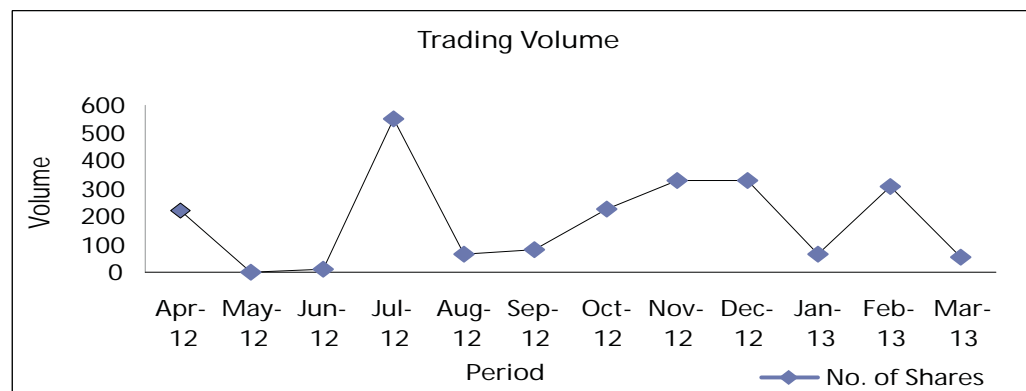
Particulars	No. of Shares	%
Physical Segment	1,787,128	24.42
Demat Segment		
NSDL	2,712,811	37.07
CDSL	2,818,491	38.51
Total	7,318,430	100.00

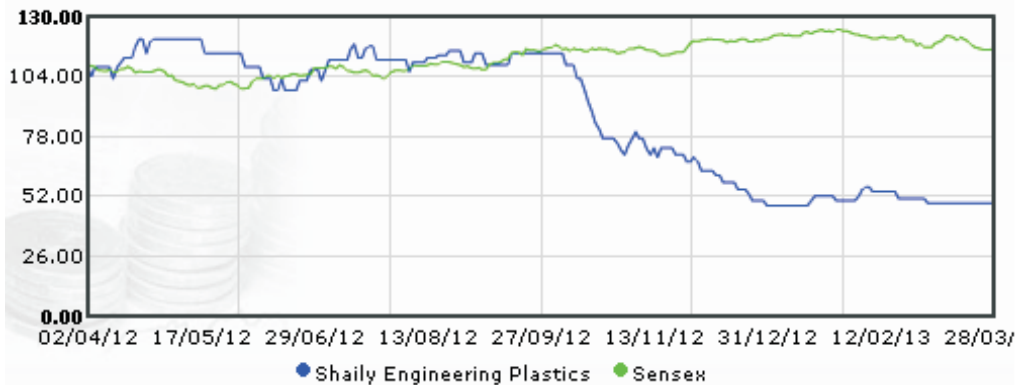


Share Price Data

The monthly high and low prices and volumes of shares of the Company at Bombay Stock Exchange Limited (BSE) for the year ended 31st March, 2013 are as under:

Month	Open Price	High Price	Low Price	Close Price	Volume
Apr-12	108.15	120.00	98.10	120.00	223
May-12	114.05	114.05	114.05	114.05	1
Jun-12	108.35	108.35	97.50	106.95	13
Jul-12	101.65	117.85	101.40	111.00	552
Aug-12	105.50	115.00	105.50	110.00	63
Sep-12	113.90	114.20	108.00	114.20	83
Oct-12	108.50	108.50	71.30	71.55	227
Nov-12	73.50	80.00	66.60	69.00	329
Dec-12	70.00	70.00	47.65	47.65	330
Jan-13	49.95	51.90	49.50	49.50	64
Feb-13	51.95	56.00	51.40	51.40	307
Mar-13	48.85	48.85	48.85	48.85	55





Additional Disclosures

1. The Company has established procedures to enable its Board to periodically review compliance of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliance.
2. The Managing Director and Executive Director have certified to the Board with regard to the Financial Statements and other matters as required in clause 49 of the Listing Agreement.
3. The Company has already defined and adopted a Risk Management Policy, and has also set up a core group, which assesses the risks and lays down the procedure for minimization of the risks. The above will facilitate not only in risk assessment and timely rectification but also help in minimization of risk associated with any strategic, operational, financial and compliance risk across all business operations. These control procedures and systems ensure that the Board is periodically informed on the material risks faced by the Company and the steps taken by the Company to alleviate those risks.
4. The Company promotes ethical behaviour in all its business activities and has put in place mechanism of reporting illegal or unethical behaviour. Employees are free to report existing/probable violation of laws, rules, regulations or unethical conduct to their immediate supervisor/notified person. The Directors and Senior Management are obliged to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice.

Adoption of non-mandatory requirements of Clause 49 of the Listing Agreement

Remuneration/Selection Committee

We have constituted a remuneration/selection committee. A detailed note on the same is provided in this report.

Certificate on Corporate Governance from Practising Company Secretary

The Company has obtained certificate from M/s S. Samdani & Associates, Practising Company Secretary regarding compliance with the provisions relating to the Corporate Governance laid down in Clause 49 of the Listing Agreement with the stock exchanges. This report is annexed to the directors' report for the year 2012-13, and will be sent to the stock exchanges along with this annual report to be filed by the Company.

Plant Locations

The company owns 4 plants, out of these, 3 plants are located in the company's Rania complex and one plant is in Halol.

Rania Plant : EOU Plant : Finishing Division	Halol Plant
Survey No. 364/366	Plot # 706,707,708
At & Po. Rania - 391780,	GIDC, Halol
Taluka Savli, Dist. Vadodara,	Dist. Panchmahals,
Gujarat, India	Gujarat, India

Communication to Shareholders

Effective communication of information is an essential component of corporate governance. It is a process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management-shareholder relations. The Company regularly interacts with shareholders through multiple channels of communication such as results announcement, annual report, Company's website and subject specific communications.

Quarterly Report sent to each household of shareholders	The results of the Company are published in the newspapers.
Quarterly results and in which newspaper normally published	The results of the Company are generally published in Business Standard (English) nationwide and Vadodara Samachar in Gujarat Editions.
Website where displayed	The results are displayed on the Company's website www.shaily.com
Whether the website displays the presentation made to the institutional investors and to the analysts.	No such requirement arose.

All shareholders' correspondence should be forwarded to M/s. Bigshare Services Pvt. Ltd., the Registrar and Transfer Agent of the Company or to the Secretarial Department of the Company at the addresses mentioned below.

The Company's dedicated e-mail address for Investors' Complaints is investors@shaily.com

The Secretarial Department	The Compliance Officer
Shaily Engineering Plastics Limited	Shaily Engineering Plastics Limited
Survey No. 364/366	8, J.P. Nagar,
At & Po. Rania - 391780,	Old Padra Road,
Taluka Savli, Dist. Vadodara,	Opp Aviskar Complex,
Gujarat, India	Baroda - 390 015 Gujarat, India
Ph: +91 2667 244307/244348/244361	
Fax: +91 2667 244372	
Website: www.shaily.com	Website: www.shaily.com
E-mail: secretarial@shaily.com	Email: investors@shaily.com

Bigshare Services Pvt. Ltd.
E-2, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka, Andheri (East)
Mumbai: 400 072.
Tel: +91 22 28470744
Fax: +91 22 28475207
Website: www.bigshareonline.com
Email: bigshare@bom7.vsnl.net.in

CERTIFICATE
to the Members of Shaily Engineering Plastics Limited

We have examined the compliance of the conditions of Corporate Governance by Shaily Engineering Plastics Limited for the year ended 31st March 2013, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges, in India.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement and as otherwise stated in the corporate governance report of aforesaid financial year.

We state that in respect of investor grievances received during the year ended 31st March 2013, no investor grievances are pending against the Company, as per the records maintained by the Company and presented to the Investors/Shareholders Grievance Committee.

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

Date: 17th May, 2013
Place: Baroda

Sd/-
S. Samdani
Practicing Company Secretary
S. Samdani & Asso.
Company Secretaries
CP No. 2863

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SHAILY ENGINEERING PLASTICS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of SHAILY ENGINEERING PLASTICS LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's 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 Section 211(3C) of the Companies Act, 1956 ("the Act") and in accordance with the accounting principles generally accepted in 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.

Auditors' 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 (ICAI). 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 the 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 Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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 aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of 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 purposes of our audit.

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of Section 274(1) (g) of the Act.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm Registration No. 117364W)

Sd/-
(Gaurav J. Shah)
(Partner)
(Membership No. 35701)

VADODARA, May 18, 2013

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the accounts of Shaily Engineering Plastics Ltd. for the year ended on 31st March 2013)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Some of the fixed assets were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
- (ii) (a) As explained to us, the inventories were physically verified during the year by the Management at regular intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) (a) The Company has granted interest free loans aggregating Rs. 524,490/- to two parties during the year. At the year-end, the outstanding balances of such loans granted aggregated Rs.524,490/- to two parties and the maximum amount involved during the year was Rs.524,490/-.
- (b) The rate of interest and other terms and conditions of such loans are, in our opinion, prima facie not prejudicial to the interest of the Company.
- (c) The company has not stipulated any terms as to interest and repayment of the loans.
- (d) There is no overdue amount in excess of Rs. 1 lakh in respect of loans granted to companies/firms/parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (e) The Company has taken loan from the directors (including Managing Director), one firm and four other parties covered in the register maintained under section 301 of the Companies Act, 1956 and the maximum amount involved during the year was Rs.6,705,873/- (including Rs.2,520,647/- from Managing Director), Rs.1,268,250/- and Rs.1,305,240/- respectively and the year-end balance of loans taken from all such parties was Rs. 8,780,000/-
- (f) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from all such parties listed in the register maintained under section 301 of the Companies Act, 1956 are, prima facie, not prejudicial to the interest of the Company.
- (g) The Company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest.
- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the Company.
- (v) In respect of contracts or arrangements entered in the Register maintained in pursuance of section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us, there are no contracts or arrangements that need to be entered in the Register maintained under the said section.

- (vi) According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 58A, 58AA or any other relevant provisions of the Companies Act, 1956.
- (vii) In our opinion, the internal audit functions carried out during the year by a firm of Chartered Accountants appointed by the Management have been commensurate with the size of the Company and the nature of its business.
- (viii) Cost records as required under section 209(1) (d) of the Companies Act, 1956 were under compilation at the time of our audit and therefore these could not be reviewed by us.
- (ix) (a) The Company has generally been regular in depositing undisputed dues, including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty and other material statutory dues applicable to it with appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, service tax, customs duty and excise duty were in arrears, as at 31st March 2013 for a period of more than six months from the date they became payable.
- (c) According to the information and explanation given to us, there are no dues of income tax, sales tax, wealth tax, service tax, customs duty and excise duty which have not been deposited on account of any dispute except:

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
The Central Excise Act, 1944	Excise duty	10,930,355	2007-08 and 2008-09	CESTAT
The Central Excise Act, 1944	Excise duty	1,621,296	Various Years	Commissioner Appeals
The Central Excise Act, 1944	Excise duty	1,065,290	2007-08	CESTAT

- (x) The Company does not have any accumulated losses as at the end of the financial year. Further, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to bank or financial institution or bank.
- (xii) Based on our examination of records and the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions. Therefore, the provisions of clause (xv) of Paragraph 4 of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xvi) In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained.
- (xvii) In our opinion and according to the information and explanations given to us, and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short-term basis have, prima facie, not been used during the year for long-term investment.
- (xviii) According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956 during the year.

- (xix) According to the information and explanations given to us, during the period covered by our audit report, the Company has not issued any debentures.
- (xx) According to the information and explanations given to us, during the period covered by our audit report, the Company has not raised any money by way of public issues.
- (xxi) To the best of our knowledge and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm Registration No. 117364W)

Sd/-
(Gaurav J. Shah)
(Partner)
(Membership No. 35701)

VADODARA, May 18, 2013

Balance Sheet as at 31st March, 2013

(Amount in `)

Particulars	Note No.	As at 31st March, 2013	As at 31st March, 2012
I. EQUITY & LIABILITIES			
1 Shareholder's Funds			
(a) Share Capital	3	73,184,300	73,184,300
(b) Reserves & Surplus	4	286,517,322	250,302,777
		<u>359,701,622</u>	<u>323,487,077</u>
2 Non-Current Liabilities			
(a) Long Term Borrowings	5	151,381,378	79,863,410
(b) Deferred Tax Liability		30,757,063	16,555,176
(c) Other Long Term Liabilities	6	12,872,590	15,899,734
(d) Long Term Provisions	7	3,072,787	2,967,553
		<u>198,083,818</u>	<u>115,285,873</u>
3 Current Liabilities			
(a) Short Term Borrowings	8	228,170,362	245,753,289
(b) Trade Payables	9	179,934,967	221,117,837
(c) Other Current Liabilities	10	104,986,363	89,147,537
(d) Short Term Provisions	11	2,193,759	2,195,706
		<u>515,285,451</u>	<u>558,214,369</u>
	Total	<u>1,073,070,891</u>	<u>996,987,319</u>
II. ASSETS			
1 Non-Current Assets			
(a) Fixed Assets	12		
(i) Tangible assets		435,753,294	393,427,025
(ii) Intangible assets		1,228,085	457,578
(iii) Capital work-in-progress		12,767,683	5,602,775
		<u>449,749,062</u>	<u>399,487,378</u>
(b) Non-Current Investments	13	2,745,626	2,745,626
(c) Long Term Loans & Advances	14	46,585,921	47,943,585
(d) Other Non-Current Assets	15	1,434,150	1,933,201
2 Current Assets			
(a) Inventories	16	125,034,958	95,434,245
(b) Trade receivables	17	261,748,808	346,148,427
(c) Cash and cash equivalents	18	65,935,570	18,708,724
(d) Short-term loans and advances	19	117,743,063	84,030,059
(e) Other current assets	20	2,093,733	556,073
		<u>572,556,132</u>	<u>544,877,528</u>
	Total	<u>1,073,070,891</u>	<u>996,987,319</u>

See accompanying notes to the financial statements

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Sd/-
Gaurav J Shah
Partner
M. No: 35701

For And On Behalf Of The Board of Directors

Sd/-
Managing Director

Sd/-
Executive Director

Baroda
18th May 2013

Baroda
18th May 2013

Sd/-
Company Secretary

Statement of Profit and Loss for the year ended 31st March, 2013

(Amount in `)

Particulars	Note No.	For the year ended 31st March, 2013	For the year ended 31st March, 2012
I. Revenue from Operations (gross)	21	1,257,013,082	1,472,143,231
Less: Excise Duty		29,395,565	16,307,134
Revenue from Operations (Net)		1,227,617,517	1,455,836,097
II. Other income	22	6,353,152	12,354,587
III. Total Revenue (I + II)		1,233,970,669	1,468,190,684
IV. Expenses			
Cost of Raw Material Consumed	23	707,100,219	873,310,554
(Increase)/ Decrease in Stocks	24	(16,766,909)	4,583,696
Employee Benefits Expense	25	131,066,095	117,913,935
Finance costs	26	69,315,254	86,340,017
Depreciation and amortization expense	12	56,157,974	51,851,328
Other Expenses	27	236,501,331	251,472,463
Total Expenses		1,183,373,963	1,385,471,993
V. Profit before tax (III-IV)		50,596,706	82,718,691
VI. Less: Tax expense			
Current tax - MAT		10,122,256	16,549,142
Short/(Excess) provision in earlier years		(2,298,922)	1,249,899
Deferred tax		14,201,887	16,555,176
MAT Credit Entitlement		(7,643,061)	(15,302,027)
VII. Profit from continuing operations (V-VI)		36,214,546	63,666,501
VIII. Earnings per equity share (of ` 10/- each):			
(1) Basic		4.95	8.70
(2) Diluted		4.95	8.70

See accompanying notes to the financial statements

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Sd/-
Gaurav J Shah
Partner
M. No: 35701

Baroda
18th May 2013

For And On Behalf Of The Board of Directors

Sd/-
Managing Director

Sd/-
Executive Director

Baroda
18th May 2013

Sd/-
Company Secretary

Cash Flow Statement for the year ended on 31st March, 2013

		(Amount in `)	
Particulars		For the year ended 31st March, 2013	For the year ended 31st March, 2012
A	Cash flow from Operating Activities		
	Net Profit before taxation	50,596,706	82,718,690
	Adjustment for:		
	Depreciation	56,157,974	51,851,328
	(Profit) / Loss on sale of Fixed Asset	137,018	(77,040)
	Dividend received	(5,025)	(5,025)
	Provision for diminution in value of investment	-	1,240,000
	Investment/ Interest income	(6,268,106)	(4,724,304)
	Profit on redemption of preference shares	-	(1,150,500)
	Finance costs	69,315,254	86,340,017
	Amortisation of expenses	556,073	556,073
	Bad debts/Advances written off	418,894	779,202
	Unrealised Exchange (Gain) / Loss	(456,466)	2,942,635
	Operating Profit before working capital changes	170,452,323	220,471,076
	Adjustment for:		
	(Increase)/Decrease in Trade receivables	84,437,191	25,597,728
	(Increase)/Decrease in Other receivables other than advance tax	(60,481,699)	19,375,241
	(Increase)/Decrease in Inventories	(29,600,713)	26,195,372
	Increase/(Decrease) in Trade Payables	(41,182,870)	29,621,881
	Increase/(Decrease) in Other Current Liabilities	15,213,891	8,863,855
	Cash generated from operations	138,838,123	330,125,153
	Taxes paid (Net of refunds)	12,200,645	16,234,402
	Cash flow before Exceptional items	126,637,478	313,890,751
	Net Cash from Operating Activities	126,637,478	313,890,751
B	Cash Flow from Investing Activities		
	Purchases of Fixed Assets	(108,317,967)	(53,892,396)
	Interest received	6,268,105	4,724,304
	Dividend received	5,025	5,025
	Purchase of investments	-	(19,500)
	Proceeds from redemption of investments	-	5,226,000
	Sale of Fixed Asset	1,761,291	200,201
	Net Cash (used) in Investing Activities	(100,283,546)	(43,756,366)
C	Cash flow from Financing Activities		
	Proceeds from long term borrowings	107,627,582	732,654
	Repayment of long term borrowings	(36,109,615)	(97,571,398)
	Change in working capital loan	(17,582,928)	(80,090,184)
	Dividend Paid	-	(10,240,234)
	Finance costs	(69,315,254)	(86,340,017)
	Net Cash (used) in financing Activities	(15,380,215)	(273,509,179)
D	Net Cash Inflow/(Outflow)	10,973,717	(3,374,793)
	Cash & Cash Equivalents as at beginning of the year	4,336,871	7,711,664
	Cash & Cash equivalents as at end of the year	15,310,588	4,336,871
	Net Cash Inflow/ (Outflow)	10,973,717	(3,374,793)
Note			
1	Cash & Cash equivalents comprises		
	Cash on Hand	861,063	480,003
	Cheques, drafts on hand		
	Balances with banks		
	(i) In current accounts	121,550	116,843
	(ii) In EEFC accounts	14,327,976	3,740,025
	Total	15,310,588	4,336,871

In terms of our report attached

For And On Behalf Of The Board of Directors

For Deloitte Haskins & Sells

Chartered Accountants

Sd/-

Gaurav J Shah

Partner

M. No: 35701

Sd/-
Managing DirectorSd/-
Executive Director

Baroda

18th May 2013

Baroda

18th May 2013

Sd/-
Company Secretary

Notes forming part of the financial statements

Note 1 : Corporate information

Shaily Engineering Plastics Limited (the Company) is a Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is engaged in the manufacture and sale of injection moulded precision plastic components and sub-assemblies. The Company's manufacturing facilities are at Savli and Halol, Baroda, Gujarat, India.

Note 2 : Significant accounting policies

2.1 Framework of Preparation of Financial Statements:

The financial statements have been prepared under the historical cost convention in accordance with the Accounting Standards as given in Companies Accounting Standards Rules, 2006 and the relevant provisions of Companies Act, 1956 except as regards certain fixed assets as indicated below shown at fair value.

2.2 System of Accounting:

The Company has adopted accrual system of accounting.

2.3 Use of Estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent amounts as at the date of financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Such difference is recognized in the periods in which the results are known / materialized.

2.4 Revenue:

Sales and services are accounted inclusive of excise duty but excluding Sales Tax, and are net of returns / discounts / debit notes / reversals.

Revenue from sales of product is recognised on the transfer of substantial risk and rewards of ownership.

2.5 Fixed Assets:

Fixed Assets acquired on amalgamation on 1st April 2001 are stated at fair value determined at the time of amalgamation. Assets acquired thereafter are shown at cost. Cost includes all incidental expenditure, net of cenvat, wherever applicable. Expenditure on software is capitalised in accordance with the applicable Accounting Standard.

2.6 Depreciation and Amortisation:

Depreciation on fixed assets is calculated on straight-line method in the manner and at the rates as prescribed in schedule XIV of the Companies Act, 1956. Depreciation on additions / deletions to fixed assets during the year is provided on a pro-rata basis.

2.7 Investments:

Investments are either classified as current or long term based on management's intention at the time of purchase. Current investments are carried at lower of cost and fair value. Long term investments are stated at cost. Provision is made for any diminution in value, if other than temporary.

2.8 Inventories:

Inventories are valued at lower of cost and net realisable value. Cost of inventories comprises cost of purchase, cost of conversion and other cost incurred in bringing them to their present location and conditions. The cost of inventories is determined based on the First in First out method.

2.9 Employee Benefits:

Defined Contribution Plan

Company's contribution to Provident fund and other funds are determined under the relevant schemes and/or statute and charged to revenue.

Defined Benefit Plan

The employees' gratuity fund scheme managed by HDFC Standard Life Insurance is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.

2.10 Foreign Currency Transactions:

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing at the date of transaction. Monetary items denominated in foreign currency at the year end are translated at year end rates. In respect of monetary items which are covered by forward exchange contracts, the premium on such forward contracts is recognised over the life of the forward contract. The exchange difference arising on settlement /translation are recognised in the revenue accounts.

2.11 Taxation:

Current tax is determined as the amount of tax payable in respect of taxable income for the period based on applicable tax rate and laws.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax asset on account of unabsorbed loss/depreciation is recognised only if virtual certainty as regards absorption thereof exists.

2.12 Miscellaneous Expenditure:

Preliminary expenses deferred over the period of 10 years.

Expenditure for raising equity/preference shares are deferred over the period of 10 years.

2.13 Provisions, Contingent Liabilities and Contigent Assets:

Provisions involving substantial degree of estimation in measurements are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

Note 3 : Share Capital

	Particulars	As at 31st March, 2013		As at 31st March, 2012	
		Number	`	Number	`
A	Authorised				
1	Equity Shares of ` 10 each with voting rights	16,000,000	160,000,000	16,000,000	160,000,000
B	Issued, Subscribed & Fully Paid Up Shares				
1	Equity Shares of ` 10/- each fully paid with voting rights	7,318,430	73,184,300	7,318,430	73,184,300
	Total	7,318,430	73,184,300	7,318,430	73,184,300

a. Terms & Rights attached to equity shares :

The Company has only one class of equity shares having face value of ` 10 each. Each holder of Equity share is entitled to one vote per share.

In the event of Liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of Preferential amount. The distribution will be in proportion to the Number of equity shares held by the Shareholders.

b. Details of Shareholders holding more than 5% shares in the Company:

	Class of shares / Name of shareholder	As at 31st March, 2013		As at 31st March, 2012	
		No. of Shares	% of Holding	No. of Shares	% of Holding
	Equity shares with voting rights				
1	Motika Ltd	1,746,420	23.86%	1,746,420	23.86%
2	Mahendra Sanghvi	829,875	11.34%	829,875	11.34%
3	Tilottama Sanghvi	798,490	10.91%	798,490	10.91%
4	Jayessh Shah	682,838	9.33%	682,838	9.33%
5	Lax Nagda	508,702	6.95%	508,702	6.95%
6	Laxman Sanghvi	501,924	6.86%	488,924	6.68%
7	Bharat Sanghvi	373,584	5.10%	373,584	5.10%

Note 4 : Reserves & Surplus

	Particulars	As at 31st March, 2013	As at 31st March, 2012
1	Capital Reserves	9,291,156	9,291,156
2	Securities Premium Account	81,865,540	81,865,540
3	General Reserve	21,035,025	21,035,025
4	Surplus in Statement of Profit and Loss		
	Opening balance	138,111,056	84,684,790
	Add: Profit / (Loss) for the year	36,214,546	63,666,500
	Less: Dividends distributed to preference shareholders (₹ 5.87 per share)	-	8,810,888
	Tax on dividend	-	1,429,346
	Closing Balance	174,325,602	138,111,056
	Total	286,517,322	250,302,777

Note 5 : Long Term Borrowings

	Particulars	As at 31st March, 2013	As at 31st March, 2012
1	Term loans (Secured) from banks		
	-in Rupees	24,224,557	60,031,235
	-in Foreign Currency	108,570,000	1,492,418
2	Long term maturities of finance lease obligations (Secured)	1,222,832	1,525,769
3	Deferred payment liabilities (Unsecured)	2,103,988	2,103,988
4	Deposits (Unsecured)	15,260,000	14,710,000
	Total	151,381,378	79,863,410

Notes:

- (l) Details of terms of repayment for the other long-term borrowings and security provided in respect of secured other long-term borrowings:

Particulars	Terms of repayment and security	As at 31st March, 2013	As at 31st March, 2012
		Secured	Secured
<u>Term loans from banks:</u>			
SBI (In rupees)		101,874,557	96,998,068
SBI (In foreign Currency) :-	Terms of Repayment:- SBI (In rupees) :- Quarterly repayment of Rs 91 Lacs (PY 150.50 Lacs) SBI (In foreign Currency) Monthly repayment of Rs 9.38 Lacs (PY 9.38 Lacs) SCB (In rupee Currency) :- Monthly repayment of Rs 24 lacs (PY 24 Lacs) SCB UK (in foreign Currency) : Quarterly repayment of 1 lac USD - from Q-2 FY '14 (PY Nil) Security :-	-	12,746,418
SCB (In rupees)	Term loan from banks are secured by a pari passu charge over entire fixed assets of the Company including mortgage over factory land, building and plants of the Company situated at a) Plot # 706, 707 and 708 at GIDC ,Halol. b) Survey # 366,364/1, 364 /1(A) and 364/2 at Rania.	1,937,500	30,229,167
SCB UK (In foreign Currency)	These are further secured by personal guarantee of some of the directors of the Company	108,570,000	-
Total - Term loans from banks		212,382,057	139,973,653
Less: Repayment within next 12 months, current maturities of Long Term Debt reflected in Note No: 10 other current liabilities.		79,587,500	78,450,000
Total- Long Term loans (Secured)		132,794,557	61,523,653
<u>Long-term maturities of finance lease obligations:</u>			
HDFC	Terms of Repayment:- There is monthly repayment for Hire purchase loans	2,373,083	1,113,885
SBI	Security :- Hire Purchase Facilities are secured by hypothecation of respective vehicles financed.	-	-
AXIS		828,776	1,988,642
Total-Term maturities of finance lease obligations (Secured)		3,201,859	3,102,527
Less: Repayment within next 12 months, current maturities of finance lease obligations reflected in Note No: 10 other current liabilities.		1,979,026	1,576,758
Total- Long term maturities of finance lease obligations (Secured)		1,222,832	1,525,769

(ii) Details of long-term borrowings guaranteed by some of the directors :

	Particulars	As at 31st March, 2013	As at 31st March, 2012
	Term loans from banks	212,382,057	139,973,653

Note 6 : Other Long Term Liabilities

	Particulars	As at 31st March, 2013	As at 31st March, 2012
1	Advance from customers	12,872,590	15,899,734
	Total	12,872,590	15,899,734

Note 7 : Long Term Provisions

	Particulars	As at 31st March, 2013	As at 31st March, 2012
1	Provision for employee benefits		
	(i) Provision for compensated absences (Refer Note 29.1)	3,072,787	2,967,553
	Total	3,072,787	2,967,553

Note 8 : Short Term Borrowings

	Particulars	As at 31st March, 2013	As at 31st March, 2012
1	Loans repayable on demand From banks		
	-Secured	223,170,361	245,753,289
	-Unsecured	5,000,000	-
	Total	228,170,362	245,753,289

Notes:

(i) Details of security for secured short-term borrowings:

Particulars	Nature of security	As at 31st March, 2013	As at 31st March, 2012
<u>Loans repayable on demand - Secured from banks:</u>	Working capital loans from banks are secured by hypothecation of all current assets of the Company, present and future, such as inventories, receivables, loans and advances, etc. Working capital loans are further secured by second pari passu charge over entire fixed assets of the Company including factory land, building and plants of the Company as stated above. These are further secured by personal guarantees of some of the directors of the Company.		
State Bank of India		168,592,944	137,878,242
Bank of Baroda		(364,324)	39,705,484
Standard Chartered Bank		54,941,741	68,169,563
<u>Loans repayable on demand - Unsecured</u>			
Citi Bank		5,000,000	-
Total - from Banks		228,170,361	245,753,289

(ii) Details of short-term borrowings guaranteed by some of the directors:

Particulars	As at 31st March, 2013	As at 31st March, 2012
Loans repayable on demand from banks	223,170,361	245,753,289

Note 9: Trade Payables

Particulars	As at 31st March, 2013	As at 31st March, 2012
1 Trade Payables		
Dues to Micro and Small Enterprises	120,427	402,000
Other Trade Payables	176,381,272	217,053,770
Capital Goods	3,433,268	3,662,067
Total	179,934,967	221,117,837

Note: Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

Note 10 : Other Current Liabilities

	Particulars	As at 31st March, 2013	As at 31st March, 2012
1	Current maturities of long-term debt (Secured)	79,587,500	78,450,000
2	Current maturities of finance lease obligations (Secured)	1,979,026	1,576,758
3	Current maturities of Deposit (Unsecured)	-	550,000
4	Advance from customers	22,032,203	1,325,370
5	Unpaid dividends	2,500	2,500
6	Other Liabilities		
	-Statutory Remittances	1,385,134	1,108,147
7	Expected loss on Derivatives	-	6,134,762
	Total	104,986,363	89,147,537

Note 11 : Short Term Provisions

	Particulars	As at 31st March, 2013	As at 31st March, 2012
	Provision for employee benefits		
	Gratuity (Funded) (Ref Note 29.1)	-	4,222
	Leave Encashment (unfunded) (Ref Note 29.1)	2,193,759	2,191,484
	Total	2,193,759	2,195,706

Note 12 : Fixed Assets

(Amount in `)

Description	GROSS BLOCK (At Cost)			DEPRECIATION / AMORTIZATION			NET BLOCK		
	As at 1-April-2012	Additions	Disposals	As at 31 March 13	As at 1 April-2012	Deprecia- tion / amortisa- tion for the year	Eliminated on disposal of assets	As at 31 March 13	As at 31 March 12
A Tangible Assets									
1 Land (Freehold)	12,383,033	-	-	12,383,033	-	-	-	12,383,033	12,383,033
2 Lease Hold Land	920,324	-	-	920,324	-	-	-	920,324	920,324
3 Buildings	159,868,881	5,051,513	-	164,920,394	33,725,209	5,172,785	-	126,022,399	126,143,672
4 Plant and Machinery	535,097,855	87,685,887	13,645,330	609,138,412	348,192,069	37,651,297	12,546,426	373,296,939	235,841,473
5 Electrical Installations	27,691,048	616,538	-	28,307,586	10,644,084	1,315,281	-	11,959,365	17,046,964
6 Tools and Equipment	95,187,177	1,903,595	-	97,090,772	74,050,590	7,453,627	-	81,504,217	15,586,555
7 Furniture and Fixtures	20,388,107	1,630,882	-	22,018,989	8,989,142	1,342,022	-	10,331,163	11,398,965
8 Vehicles	16,093,086	2,759,981	1,806,188	17,046,879	4,963,236	1,608,787	1,006,782	5,565,241	11,481,638
9 Office Equipment	6,481,482	392,274	-	6,873,756	2,571,604	321,815	-	2,893,418	3,909,879
10 Computer Hardwares	9,273,183	280,391	-	9,553,574	6,821,219	1,230,868	-	8,052,087	2,451,964
Sub Total A	883,384,176	100,321,060	15,451,518	968,253,718	489,957,151	56,096,481	13,553,208	532,500,426	435,753,294
Previous year	838,891,045	49,442,628	4,949,496	883,384,177	443,323,919	51,459,567	4,826,335	489,957,151	393,427,025
B Intangible Assets									
1 Computer Software	2,416,788	831,999	-	3,248,787	1,959,210	61,493	-	2,020,702	457,578
Sub Total B	2,416,788	831,999	-	3,248,787	1,959,210	61,493	-	2,020,702	457,578
Previous year	2,416,788	-	-	2,416,788	1,567,448	3,91,761	-	1,959,210	849,340
Total (A + B)	885,800,964	101,153,059	15,451,518	971,502,505	491,916,360	56,157,974	13,553,208	534,521,128	436,981,378
Total Previous year	841,307,833	49,442,628	4,949,496	885,800,965	444,891,367	51,851,328	4,826,335	491,916,361	393,884,603

Note 13 : Non Current Investment

	Particulars	As at 31st March, 2013	As at 31st March, 2012
A	Trade Investments (at Cost)		
1	Unquoted Equity Instrument		
	Investments in Associates		
(i)	124,000 Equity Shares of Rs. 10/- each of Panax Appliances Pvt Ltd fully paid up	1,240,000	1,240,000
	Less : Provision for diminution in the value of Investments	1,240,000	1,240,000
		-	-
2	Unquoted Preference Instrument		
(i)	871,000 (As at 31-Mar-12: 871,000 at Rs. 10/- each) 6 % Cumulative Redeemable Preference Share of Rs. 4/- each of Panax Appliances Pvt Ltd fully paid up	2,704,000	2,704,000
	Sub Total (A)	2,704,000	2,704,000
B	Other Investments (at Cost)		
(i)	325 Shares of Rs. 25/- each of The Citizen Co-Operative Credit Society Ltd	8,125	8,125
(ii)	1340 shares of Rs. 10/- each of Co-Operative Bank Of Baroda	33,501	33,501
	Sub Total (B)	41,626	41,626
	Total	2,745,626	2,745,626

Note 14 : Long Term Loans & Advances

	Particulars	As at 31st March, 2013	As at 31st March, 2012
1	Capital Advances (Unsecured, considered good)	11,172,097	12,353,860
2	Security Deposits (Unsecured, considered good)	10,098,384	8,284,342
3	Loans and advances to related parties (refer Note 29.3) (Unsecured, considered good)	2,002,373	2,002,373
4	MAT credit entitlement	23,313,067	25,303,010
	Total	46,585,921	47,943,585

	Particulars	As at 31st March, 2013	As at 31st March, 2012
	Closely held Public Company in which director is a member	-	-
	Private Company in which director is a member	2,002,373	2,002,373

Note 15 : Other Non-current assets

	Particulars	As at 31st March, 2013	As at 31st March, 2012
1	Unamortised expenses		
	(i) Deferred Revenue Expense	-	21,001
	(ii) Share issue expenses	1,434,150	1,912,200
	Total	1,434,150	1,933,201

Note 16 : Inventories

	Particulars	As at 31st March, 2013	As at 31st March, 2012
1	Raw Materials and components	78,884,790	67,725,380
2	Work-in-progress	21,115,809	16,644,088
3	Finished goods	18,832,256	5,676,519
4	Stores and spares	3,145,412	3,000,983
5	Packing Materials	3,056,692	2,387,275
	Total	125,034,958	95,434,245

Note 17 : Trade Receivables

	Particulars	As at 31st March, 2013	As at 31st March, 2012
1	Trade receivables outstanding for a period less than six months from the date they are due for payment Unsecured, considered good	255,250,586	340,043,716
	Sub Total	255,250,586	340,043,716
2	Trade receivables outstanding for a period exceeding six months from the date they are due for payment Unsecured, considered good	6,498,221	6,104,711
	Sub Total	6,498,221	6,104,711
	Total	261,748,808	346,148,427

Note 18 : Cash and cash equivalents

	Particulars	As at 31st March, 2013	As at 31st March, 2012
1	Cash on Hand (including IOU)	861,063	480,003
2	Cheques, drafts on hand	-	-
3	Balances with banks		
	(i) In current accounts	121,550	116,843
	(ii) In EEFC accounts	14,327,976	3,740,025
	(iii) In deposit accounts	22,122,647	267,503
	(iv) In earmarked accounts		
	- Unpaid dividend accounts	17,150	19,350
	- Balances held as margin money or security against borrowings, guarantees and other commitments	28,485,184	14,085,000
	Total	65,935,570	18,708,724

Note 19 : Short Term Loans & Advances

	Particulars	As at 31st March, 2013	As at 31st March, 2012
1	Loans and advances to related parties (refer note 29.3) (Unsecured, considered good)	-	12,000
2	Loans and advances to employees (Unsecured, considered good)	68,165	15,000
3	Prepaid expenses (Unsecured, considered good)	3,609,623	4,012,215
4	Advance payment of tax	4,040,041	1,823,342
5	Advance recoverable in cash or kind for the value to be received (Unsecured, considered good)	33,542,726	18,539,978
6	Balance with excise & indirect tax authorities (Unsecured, considered good)		
	(i) CENVAT credit receivable	30,684,486	29,906,933
	(ii) VAT credit receivable	30,232,093	28,380,392
	(iii) Service Tax credit receivable	3,401,876	1,340,199
	(iv) Advance Import Duty	124,557	-
7	MAT Credit Entitlement	12,039,496	-
	Total	117,743,063	84,030,059

	Particulars	As at 31st March, 2013	As at 31st March, 2012
	Directors	-	12,000
	Other officers of the Company	68,166	5,000

Note 20 : Other Current Assets

	Particulars	As at 31st March, 2013	As at 31st March, 2012
1	Unamortised expenses		
	(i) Deferred Revenue Expense	21,001	78,023
	(ii) Share issue expenses	478,050	478,050
2	Interest receivable/Other Income receivable	1,594,682	-
	Total	2,093,733	556,073

Note 21 : Revenue

	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
1	Sale of Products (Gross)	1,242,934,648	1,461,305,087
	Export Sales	910,514,007	1,237,124,486
	Domestic Sales	332,420,641	224,180,601
	Less: Excise Duty	(29,395,565)	(16,307,134)
	Net Sales	1,213,539,084	1,444,997,953
2	Sale of services	9,714,052	10,324,935
3	Other operating revenue	4,364,382	513,209
	Total	1,227,617,517	1,455,836,097

Note	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
(i)	Sale of products comprises:		
	<u>Manufactured goods</u>		
	Components and Articles of Plastics/Moulds	1,213,539,084	1,444,997,953
	Total - Sale of Products	1,213,539,084	1,444,997,953
(ii)	Sale of services comprises:		
	Jobwork	-	496,684
	Design and Development	9,714,052	9,828,251
	Total - Sale of services	9,714,052	10,324,935
(iii)	Other operating revenues comprises:		
	Sale of scrap	470,696	321,643
	Duty drawback incentives	548,994	-
	Service Tax refund/Rebate/Credit	2,068,622	159,754
	Profit on sale of Moulds	1,276,070	31,812
	Total - Other operating revenues	4,364,382	513,209

Note 22 : Other Income

	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
1	Interest Income	6,268,106	4,724,304
2	Dividend income from long-term investments	5,025	5,025
3	Net gain on Redemption of Preference Shares (long-term investments)	-	1,150,500
4	Net gain on foreign currency transactions and translation (other than considered as finance cost)	-	5,310,700
5	Other non-operating income (net of expenses directly attributable to such income)	80,021	1,164,058
	Total	6,353,152	12,354,587

Note	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
(i)	Interest income comprises:		
	Interest from Banks on:		
	deposits	4,016,303	2,118,678
	Interest on loans and advances	1,614,037	1,944,526
	Interest on income tax refund	-	258,443
	Other interest	637,766	402,657
	Total - Interest income	6,268,106	4,724,304
(ii)	Other non-operating income comprises:		
	Insurance Claim	59,841	1,164,058
	Miscellaneous income	20,180	-
	Total - Other non-operating income	80,021	1,164,058

Note 23 : Cost of Raw Material Consumed

	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
1	Opening stock	67,725,380	88,634,432
2	Add: Purchases	718,259,629	852,401,502
		785,985,009	941,035,934
3	Less: Closing stock	78,884,790	67,725,380
	Total	707,100,219	873,310,554

	Material consumed comprises:		
(i)	Plastic Granules	608,322,036	698,944,841
(ii)	Other Materials and Components	76,193,004	174,169,266
(iii)	Mould Materials	22,585,178	196,447
	Total	707,100,218	873,310,554

Note 24 : (Increase)/decrease in Stock

	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
1	<u>Inventories at the end of the year:</u>		
(i)	Finished goods	18,832,256	5,676,519
(ii)	Work-in-progress	21,115,809	16,644,088
		39,948,065	22,320,607
2	<u>Inventories at the beginning of the year:</u>		
(i)	Finished goods	5,676,519	9,066,202
(ii)	Work-in-progress	16,644,088	17,854,401
		22,320,607	26,920,603
3	<u>Increase / (decrease) of excise duty on inventory</u>	860,549	(16,300)
	Net (increase) / decrease	(16,766,909)	4,583,696

Note 25 : Employee Benefit Expenses

	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
1	Salaries and Wages (including Labour Contract Charges)	117,542,325	105,527,714
2	Contributions to provident fund (Refer Note 29.1)	6,252,037	5,590,916
3	Staff Welfare Expenses	7,271,732	6,795,305
	Total	131,066,095	117,913,935

Note 26 : Finance Costs

	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
1	Interest expense on:		
(i)	Borrowings	43,838,846	53,501,144
(ii)	Public Deposit	5,516,373	5,291,297
2	Other borrowing costs	11,567,425	12,674,514
3	Net loss/(gain) on foreign currency transactions and translation (considered as finance cost)	4,888,400	8,738,300
4	Loss on derivatives (net)	3,504,209	6,134,762
	Total	69,315,254	86,340,017

Note 27 : Other Expenses

	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
1	Power and fuel	68,211,035	65,624,273
2	Packing expense	62,732,591	76,096,236
3	Stores and spares consumed	9,872,331	10,195,024
4	Labour Charges	7,190,785	15,414,503
5	Mould usage charges	455,516	386,752
6	Repairs & maintenance		
	Building	771,032	1,045,998
	Plant & Machinery	7,045,564	7,710,691
	Others	3,699,649	1,870,772
7	Rent	5,518,160	7,512,815
8	Rates and taxes	516,134	145,909
9	Insurance	4,852,962	4,619,112
10	Conveyance expense	863,046	1,709,140
11	Postage and telephone expense	1,474,688	1,627,109
12	Printing and stationery	1,129,626	1,215,315
13	Vehicle expense	4,215,665	3,933,385
14	Legal and professional	4,720,507	6,028,427
15	Directors' Sitting Fees	360,000	405,000
16	Sales commission ,discount and Fees	8,682,523	5,577,834
17	Payments to auditors (Refer Note (i) below)	1,000,000	1,000,000
18	Travelling expense	10,730,441	10,178,866
19	Carriage outwards	17,617,639	22,495,693
20	Advertisement	90,911	49,899
21	Amortisation of share issue expenses and discount on shares	556,073	556,073
22	Loss on fixed assets sold / scrapped / written off (Net)	137,018	(45,228)
23	Bad trade and other receivables, loans and advances written off	418,894	779,202
24	Adjustments to the carrying amount of Long term investments (other than subsidiaries) (net)	-	1,240,000
25	Net loss on foreign currency transactions and translation (other than considered as finance cost)	8,168,679	-
26	Miscellaneous Expenses	5,469,862	4,099,663
	Total	236,501,331	251,472,463

Note	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
(i)	Payments to the auditors comprises (net of service tax input credit):		
	As auditors - Statutory audit	825,000	825,000
	- Tax audit	175,000	175,000
	Total	1,000,000	1,000,000

Note 28 : Additional information to the financial statements

Note	Particulars	As at 31 March, 2013	As at 31 March, 2012
28.1	Contingent liabilities and commitments (to the extent not provided for)		
(i)	Contingent liabilities		
	(a) Guarantees	1,325,000	14,725,000
	(b) Pending export obligation against advance licenses (obligation to be completed by March 2013)	Nil	2,078,056
(ii)	Commitments		
	(a) Estimated amount of contracts remaining to be executed on capital account and not provided for Tangible assets	35,110,101	33,105,000

28.2 Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchanges

Loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties:

Name of the party	Relationship	Amount outstanding as at 31 March, 2013	Maximum balance outstanding during the year
Panax Appliances Pvt. Ltd	Significant Influence	1477884 Cr (1,477,884)	1477884 Cr (4,028,616)
Shaily IDC (India) Private Limited	Significant Influence	2002373. Cr (2,002,373)	2,002,373 (2,152,373)

Note: Figures in bracket relate to the previous year.

Note	Particulars				
28.3	<p>Details on derivatives instruments and unhedged foreign currency exposures</p> <p>I. The following derivative positions are open as at 31 March, 2013. These transactions have been undertaken to act as economic hedges for the Company's exposures to various risks in foreign exchange markets and be designated as hedging instruments.</p> <p>(a) Forward exchange contracts and options [being derivative instruments], which are not intended for trading or speculative purposes but for hedge purposes to establish the amount of reporting currency required or available at the settlement date of certificate.</p> <p>(ii) Outstanding option contracts entered into by the Company as on 31 March, 2013</p>				
	Currency	Amount in USD	Buy / Sell	Cross currency	
	USD	Nil (Nil)	Buy (Buy)	Rupees (Rupees)	
	<p>Note: Figures in brackets relate to the previous year</p> <p>(b) Currency swaps (other than forward exchange contracts stated above) to hedge against fluctuations in changes in exchange rate. No. of contracts: One(As at 31 March, 2012: One)</p>				
	<p>II. The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:</p>				
	Particulars	As at 31 March, 2013		As at 31 March, 2012	
		Receivable/ (Payable)	Receivable/ (Payable) in Foreign currency	Receivable/ (Payable)	Receivable/ (Payable) in Foreign currency
	Trade Payables	(97,292,818) (1,046,942) (2,223)	USD (1,792,260) EUR (15,065) GBP (27)	(95,169,257) (1,102,169) (243,558)	USD (1,870,649) EUR (16,240) GBP (2,990)
	Trade Receivables	143,674,902	USD 2721,895	238,828,388	USD 4,884,201
	Advances received	-	-	83,138	EUR 1225
	Advances given	605,379	EUR 10,961	661,708	EUR 9750
		28,092,383	USD 701711	9,481,411	USD 186,367
		1,309,390	EUR 18,842	25,111	EUR 370
	Loans Taken	(108,570,000)	USD (2,000,000)	640,816	JPY 1,034,200
	Bank balances	14,327,976	USD 263,940	(167,637,849)	USD (3,295,093)
				3,740,026	USD 73,514

Note	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
28.4	Value of imports calculated on CIF basis:		
	Raw materials	207,427,224	291,540,386
	Moulds	25,378,721	16,526,042
	Capital goods	26,868,233	8,280,072
	Total	259,674,177	316,346,500

Note	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
28.5	Expenditure in foreign currency:		
	Professional and consultation fees	4,909,050	4,456,710
	Godown Rent	4,078,160	6,072,815
	Testing Charges	822,529	365,572
	Foreign travelling	1,583,252	3,738,896

Note	Particulars	For the year ended 31 March, 2013	
		₹	%
28.6	Details of consumption of imported and indigenous items		
	<u>Imported</u>		
	Raw materials	243,526,515 (305,872,913)	34.44% (35.02%)
	Total	243,526,515 (305,872,913)	34.44% (35.02%)
	<u>Indigenous</u>		
	Raw materials	463,573,703 (567,437,641)	65.56% (64.98%)
	Total	463,573,703 (567,437,641)	65.56% (64.98%)

Note: Figures / percentages in brackets relates to the previous year

Note	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
28.7	Earnings in foreign exchange:		
	Export of goods calculated on FOB basis	910,514,007	1,237,124,486

Note	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
28.8	Amounts remitted in foreign currency during the year on account of dividend		
	Amount of dividend remitted in foreign currency	-	8,810,888
	Total number of non-resident shareholders (to whom the dividends were remitted in foreign currency)	-	1
	Total number of shares held by them on which dividend was due	-	1,499,820
	Year to which the dividend relates		FY 07-08 and FY08-09

Note 29 : Disclosures under Accounting Standards

Notes	Particulars
29.1	Employee benefit plans
29.1a	Defined contribution plans
	The Company makes Provident Fund and Superannuation Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ` 5,617,431 /- (Year ended 31 March, 2012 ` 4,997,378/-) for Provident Fund contributions and ` 1,415,664 /- (Year ended 31 March, 2012 ` 1,263,879/-) for Superannuation Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.
29.1b	Defined benefit plans
	The Company offers the following employee benefit schemes to its employees: i. Gratuity ii. Post-employment medical benefits iii. Other defined benefit plans (specify nature) The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:

	Particulars				
		Year ended 31 March, 2013		Year ended 31 March, 2012	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
I	Expense recognized in Profit & Loss Account for the year ended 31st March				
a.	Current Service Cost	865,076	2,213,391	741,781	2,026,113
b.	Interest cost	678,881	293,520	579,021	323,016
c.	Expected return on plan assets	(806,585)		(535,045)	
d.	Actuarial (Gain)/Loss on obligation	1,171,538	(110,565)	899,704	(474,757)
e	Net expense recognised in Profit & Loss Account (in schedule 14 – Employee Costs)	1,908,910	2,396,346	1,685,461	1,874,372
II	Changes in Obligation during the year ended 31st March				
a.	Obligation as on 1st April	16,829,168	4,036,165	6,812,010	2,833,706
b.	Current service cost	865,076	2,213,391	741,781	2,026,113
c.	Interest cost	678,881	293,520	579,021	323,016
d.	Actuarial (Gain)/Loss on obligation	1,260,862	(110,565)	943,393	(474,757)
e.	Benefits Paid	(855,497)	(1,165,965)	(661,621)	(515,524)
f.	PV of Obligation as on 31st March	18,778,490	5,266,546	8,414,584	5,159,038
III	Changes in Plan Assets during the year ended 31st March				
a.	Fair Value of Plan Assets as on 1st April	8,410,363	-	6,818,250	-
b.	Expected return on Plan assets	806,585	-	535,045	-
c.	Actuarial Gain/(Loss)	89,324	-	43,689	-
d.	Contributions	1,923,929	-	1,675,000	-
e.	Benefits Paid	(855,497)	-	(661,621)	-
f	Actual return on plan assets				
g	Fair Value of Plan Assets as on 31st March	10,374,704	-	8,410,363	-
IV	Net Assets / Liabilities recognized in the Balance Sheet as at 31st March				
a.	PV of Obligation as on 31st March	18,761,011	5,266,546	8,414,584	5,159,038
b.	Fair Value of Plan Assets as on 31st March	10,374,704	-	8,410,363	-
c.	Net Liabilities / (Assets) recognised in the Balance Sheet as at 31st March (The same amount has not been accounted for)	8,386,307	5,266,546	4,221	5,159,038
V	Principal Actuarial Assumptions				
a.	Discount rate as on 31st March (per annum) (Refer Note-1)	8%	8%	8.5%	8.5%
b.	Rate of return on Plan Assets as at 31st March (per annum) (Refer Note-3)	9%	-	9%	-
c.	Expected increase in salary costs (per annum)(Refer Note-2)	2%	2%	2%	2%

1	Discount rate is determined by reference to market yields at the Balance Sheet date on Govt. Bonds, where the currency and terms of the Govt. Bonds are consistent with the currency and estimated terms for the benefit obligation.
2	The estimate of future salary increases take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.
3	100% of Plan Assets are invested in group gratuity scheme offered by HDFC Standard Life Insurance Company Limited.

Note	Particulars	
29.2	Segment Reporting: Business Segment: The Company is engaged in the business of manufacturing of injection molded plastics components, moulds etc, which as per the Accounting Standard (AS 17) 'Segment Reporting' is considered the only reportable segment.	
29.3	Related party transactions	
29.3a	Details of related parties:	
	Description of relationship	Names of related parties
	<u>Key Management Personnel</u>	
	Managing Director	Mr. Mahendra B. Sanghvi
	Executive Director	Mr. Laxman B. Sanghvi
	Whole Time Director	Mrs. Tilottama M. Sanghvi
	Whole Time Director	Mr. Amit M. Sanghvi
	<u>Other Related Parties</u>	
	Significant influence	Panax Appliances Pvt. Ltd.
	Significant influence	Shaily-IDC India Pvt. Ltd.
	Significant influence	Integra Engineering India Ltd.
	Relative of key management personnel	Mr. Jayesh Shah
	Relative of key management personnel	Ms. Purnima Shah
	Relative of key management personnel	Mr. Bharat Sanghvi
	Relative of key management personnel	Mrs. Kalpana L Sanghvi
	Relative of key management personnel	Mrs. Rashmi B Sanghvi
	Firm owned by relative of key management	Shah Kanji Raichand & Co
	Relative of key management personnel	M M Shah – HUF
	Relative of key management personnel	Mr. Amit Sanghvi

Note: Related parties have been identified by the Management. Parties with whom transactions are done during the year are only listed above.

Details of related party transactions during the year ended 31 March, 2013 and balances outstanding as at 31 March, 2013					
29.3b		KMP	Relatives of KMP	Entities in which KMP / relatives of KMP have significant influence	Total
	Sales of goods	-	-	6,283,849	6,283,849
	Purchase of fixed assets	-	-	-	-
	Sale of fixed assets	670,000	-	(4,200,000)	(4,200,000)
	Remuneration Paid	15,077,627	-	-	15,077,627
	Rent paid for lease arrangements	(13,487,045)	(336,839)	-	(13,823,884)
	Sitting Fees	840,000	-	600,000	1,440,000
	Interest paid on deposits received	(840,000)	-	(600,000)	(1,440,000)
		-	-	-	-
		-	(30,000)	-	(30,000)
	Part redemption of Investment in Preference shares of Panax Appliances Pvt. Ltd	735,070	225,590	-	960,660
		(737,084)	(228,963)	-	(966,047)
		-	-	-	-
	Provision for diminution in value of investment	-	-	(522,600)	(522,600)
	Write off / write back made during the year	-	-	(1,240,000)	(1,240,000)
		-	-	-	-
		-	-	(1,485,329)	(1,485,329)
	<u>Balances outstanding at the end of the year</u>				
	Loans and advances:				-
	Shaily-IDC India Pvt Ltd	-	-	2,002,373	2,002,373
		-	-	(2,002,373)	(2,002,373)
	Investment:				
	Panax Appliances Pvt. Ltd.	-	-	2,704,000	2,704,000
		-	-	(3,944,000)	(3,944,000)
	Trade Payables:				
	Panax Appliances Pvt. Ltd.	-	-	1,477,884	1,477,884
		-	-	(1,477,884)	(1,477,884)
	Provision for diminution in value of investment	-	-	-	-
		-	-	(1,240,000)	(1,240,000)

Note: Figures in bracket relates to the previous year

Note	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
29.4	<p>Details of leasing arrangements</p> <p>As Lessee</p> <p>The Company has entered into operating lease arrangements for certain facilities and office premises. The leases are non-cancellable and are for a period of 1 year and may be renewed for a further period of 1 year based on mutual agreement of the parties.</p> <p>Future minimum lease payments not later than one year</p> <p>Lease payments recognised in the Statement of Profit and Loss</p>	<p>1,440,000</p> <p>1,440,000</p>	<p>1,440,000</p> <p>1,440,000</p>
Note	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
29.5	<p>Earnings Per Share</p> <p>Number of Equity Shares at the beginning of the year</p> <p>Number of Equity Shares at the end of the year</p> <p>Weighted average number of Equity Shares Outstanding during the year.</p> <p>Face Value of each Equity Share (Rs.)</p> <p>Profit after Tax Available for the Equity Shareholders</p> <p>Profit after Taxation</p> <p>Less: Preference Dividend and tax thereon</p> <p>Basic Earning Per Share (Rs.)</p> <p>Diluted Earning Per Share (Rs.)</p>	<p>7,318,430</p> <p>7,318,430</p> <p>7,318,430</p> <p>10</p> <p>36,214,546</p> <p>-</p> <p>36,214,546</p> <p>4.95</p> <p>4.95</p>	<p>7,318,430</p> <p>7,318,430</p> <p>7,318,430</p> <p>10</p> <p>63,666,501</p> <p>-</p> <p>63,666,501</p> <p>8.70</p> <p>8.70</p>
Note	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
29.6	<p>Deferred tax liability as on 31.3.2013 is ₹ 207.57 lacs, major component of Deferred tax balance is set out below:</p> <p>Deferred Tax Liability: (A)</p> <p>i) Difference between Accounting and Tax WDV (Cumulative)</p> <p>Deferred Tax Assets: (B)</p> <p>i) Other timing differences</p> <p>ii) Unabsorbed depreciation/ business loss</p> <p>Net Deferred Tax Liability / (Asset) (A-B)</p>	<p>33,335,525</p> <p>2,578,462</p> <p>-</p> <p>30,757,063</p>	<p>30,166,131</p> <p>2,459,116</p> <p>11,151,838</p> <p>16,555,176</p>
Note	Particulars		
30	The previous year figures have been accordingly regrouped /re-classified to conform to the current year's classification.		



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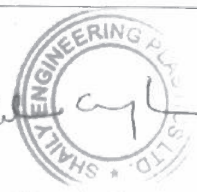


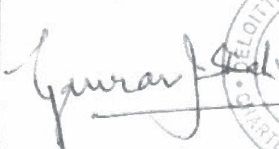


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FORM A

**Format of covering letter of the annual audit report to be filed with the
Stock Exchange**

1.	Name of the company	Shaily Engineering Plastics Limited
2.	Annual financial statements for the year ended	31st March 2013
3.	Type of Audit observation	Un-qualified / Matter of Emphasis
4.	Frequency of observation	Whether appeared first time/ repetitive/ since how long period - N.A.
5.	To be signed by-	
	CEO/Managing Director	  Mr. Mahendra Sanghvi
	CFO	  Mr. Laxman Sanghvi Executive Director
	Auditor of the company	  Mr. Gaurav J. Shah Partner, Deloitte Haskins & Sells
	Audit Committee Chairman	 Mr. A.S. Anandkumar