

APT PACKAGING LTD

Gut No. 72, Vill Pharola, Tq. Paithan, Dist. Aurangabad (M.S.) India - 431 105
Tel : +91-2431-662000, 662010, Fax : + 91-2431 - 662030
Website : WWW.aptpackaging.in

CIN: L24100MH1980PLC022746

TO,
THE SECRETARY,
BOMBAY STOCK EXCHANGE LTD
PHIROZE JEEJEEBHOY TOWERS,
DALAL STREET, MUMBAI -400 001

SCRIP CODE No. 506979

Subject: Submission of 38th Annual Report for the FY 2017- 18 under Regulation 34 of the SEBI (Listing obligation and Disclosure Requirements) Regulation, 2015

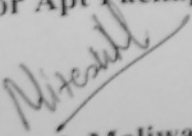
Dear Sir,

As required under Regulation 34 of the SEBI, (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find Enclosed herewith is the 38th Annual Report of the Company for the financial year 2017-18 approved and adopted by the members as per the provisions of the Companies Act, 2013, at the 38th Annual General Meeting of the Company held on Saturday, 29th day of September 2018 at 11.00 a.m. at the Corporate office of the Company situated at J-18, MIDC Area, Chikalhana, Aurangabad -431006.

Kindly take on record the same and acknowledge the receipt.

Thanking You,
Yours faithfully,

For Apt Packaging Ltd


Mitesh Maliwal
Company Secretary



APT PACKAGING LTD

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BOARD OF DIRECTORS:

SHRI. ARVIND MACHHAR	- MANAGING DIRECTOR
SHRI. SANDEEP MACHHAR	- DIRECTOR
SHRI. GHEVERCHAND BOTHARA	- DIRECTOR
SHRI. BALAPRASAD TAPDIYA	- DIRECTOR
MRS. RUPALI BOTHARA	- DIRECTOR

KEY MANAGERIAL PERSONNEL:

MR. SATISH SHARMA	- CHIEF FINANCIAL OFFICER
MR. MITESH MALIWAL	- COMPANY SECRETARY

AUDITORS

: M/S. NIIKHIL LOYA & CO.
Chartered Accountant, Aurangabad

BANKERES

: PUNJAB NATIONAL BANK

REGISTERED OFFICE

Gut No 72, Village Pharola, Post Beedkin,
Tq. Paithan, Dist. Aurangabad – 431005
(M.S)
Website: <http://www.aptpackaging.in>

CORPORATE OFFICE

: J-18, MIDC AREA, CHIKALTHANA
AURANGABAD – 431006
E-mail:- csoffice@aptpackaging.in;

LOCATION OF UNIT

: **CO-EXTRUDED TUBES DIVISION**

Gut No 72, Village Pharola, Post Beedkin,
Tq. Paithan, Dist. Aurangabad – 431005
(M.S)

Khasra No 529, 5th KM Stone, Akbarpur
(urd), Laksar Haridwar Road, Laksar, Dist.
Haridwar (Uttarakhand)

REGISTERED & TRANSFER AGENT

:M/S. LINK INTIME INDIA PVT LTD
C-101, Tower C, 247 Park, LBS Marg,
Vikhroli (W), MUMBAI – 400078
Website: <http://www.linkintime.co.in>

CHAIRMAN'S SPEECH

Ladies and gentleman,

I have great pleasure in welcoming you all in this 38th Annual General Meeting of your company.

The Director's report and the Audited Accounts for the period ended on 31st March are already with you. They deal with company's operations and the financial results for the year 2017-18.

I would like to share some of the points with you which are going to shape the future of your company.

The company's strategy of cost control and adding value added product has yielded its expected results.

Our efforts of increasing the customers base in domestic and export market place has resulted into improved production efficiency and capacity utilization.

Last but not the least, my deep sense of appreciation for the continued dedication and commitment of the employees at all levels and also to all our business associates. I am also thankful to our banker Punjab National Bank for their continuous support and confidence towards the company.

Finally, I am grateful to each one of you shareholder for your continued support to the management in difficult time. I am sure that you will continue to give your support in future too.

Wishing you a very happy and prospers future.

X=====X=====X=====X=====X=====X=====X=====

Notice of Annual General Meeting

NOTICE is hereby given that the 38th Annual General Meeting of the members of **Apt Packaging Limited** will be held on Saturday, 29th day of September, 2018 at 11:00 AM at the Corporate office of the Company situated at J-18, MIDC Area, Chikalthana, Aurangabad - 431006 (MS) to transact the following business:

ORDINARY BUSINESS:-

1. To consider, approve and adopt the Balance Sheet of the Company as on 31st March, 2018 and the Profit and Loss Account for the year ended on that date and the report of the Statutory Auditors and the Directors thereon.
2. To appoint a director in place of Mr. Sandeep Machhar, who retires by rotation and being eligible to offers himself for re-appointment
3. To ratify the appointment of the Statutory Auditors and fix their Remuneration.

SPECIAL BUSINESS

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

“RESOLVED THAT, in accordance with the provisions of section 196, 197 and 203 read with scheduled V and all other applicable provisions of the Companies Act 2013 and the companies appointment and remuneration of managerial personnel Rules including any statutory modification or re-enactment thereof for the time being in force approval of the members be and are hereby accorded to the re-appointment of Mr. Arvind Machhar (Din:- 00251843) as a Managing Director of the company for a period of 5 (five) years with effect from June, 26th 2018 on the terms and conditions including remuneration as set out in the statement annexed to the notice convening this meeting, with liberty to the board of directors (herein after referred to as “the remuneration as it may deem fit and as may be acceptable to Mr Arvind Machhar subject to the same not exceeding the limits specified under schedule V of Part – II of section II (A) to the Companies Act 2013 of any statutory modification or re-enactment thereof;

RESOLVED FURTHER THAT, the board be and is hereby authorized to do all acts and take steps as may be necessary, proper or expedient to give effect to the this resolution.”

By order of the board

Sd/-

Mr. Arvind Machhar

Managing Director

Din:- 00251843

Place: Aurangabad

Date: 10.08.2018

CIN: L24100MH1980PLC022746

NOTES:

- 1) A member entitled to attend and vote and is also entitled to appoint a proxy to vote instead of himself and the proxy need not be a member of the company and the proxy in order to be valid must be deposited with the company at least 48 hours before the time for the meeting.
- 2) The Register of Members and the Share Transfer Books of the company will remain closed from September 26th, 2018 to September 29th, 2018 (both days inclusive).
- 3) The members are requested to intimate to Share Transfer Agent of the Company, changes, if any, in their registered address at an early date and bring the copy of the Annual Report and attendance slip at the Annual General Meeting.
- 4) In all correspondence with the Company/Registrars, members are requested to quote their registered folio number.
- 5) All the documents referred to in accompanying notice are open for inspection at the Registered Office of the company on all working days except Sunday and Holidays between 10.00 a.m. to 5.00 p.m. up to the date of Annual General Meeting.
- 6) As per provisions of the Companies Act, 2013, has introduced provisions for nominations by the holders of shares. The prescribed nomination forms can be obtained from the Company's Registrar and Share Transfer Agent, in case of shares. The Members may take advantage of this facility, if needed.
- 7) E-voting Instructions: **(Note: E-voting facility presently not available due to inactive of ISIN of the company).**

Explanatory Statement**Item No. 4:-**

Mr. Arvind Machhar was appointed as Managing Director of the company in the 35th Annual General Meeting dated 19th September, 2015 for a period of three years with effect from 26th June 2015 to 25th June 2018 on the terms and condition including remuneration set out in the in to between the company and Mr. Arvind Machhar. In recognition of his exposures and experience and attaining the age of 70 years in the year April 2021, the Board of Directors have re-appointed him as Managing Director on new terms and Condition and fix the remuneration for further period of 5 (five) years effective from 26/06/2018 subject to approval of the members by way of passing special resolution.

REMUNERATION:

1. Salary:(Rs.2,25,000 – Rs. 20,000 –Rs. 2,65,000 – Rs. 20,000 - Rs. 3,05,000)
2. Perquisites as follows:
 - a. House Rent Allowance @ 10% of salary per month
 - b. Reimbursement of Medical Expenses incurred for self & family subject to ceiling of one month salary every year
 - c. Leave Travel Assistance for self & family once in a year subject to ceiling of one month salary every year
 - d. Company's contribution to Provident Fund in accordance with the rules of company
 - e. Superannuation Fund or Annuity Fund in accordance with the rules of company
 - f. Gratuity at the rate of half month's salary for each completed year of services
 - g. Encashment of un-availed leave at the end of tenure as per rules of Company
 - h. Provision of telephone at residence, however personal long distance calls shall be paid by him
 - i. And Car facility with driver for official use.

Mr Arvind Machhar Managing Director will attain the age of 70 (Seventy) years in the month of April 2021. Keeping in view, Mr. Arvind Machhar, has more than three decades of rich and varied experience in Plastic Industry sectors and has been involved in the operations of the company, it would be in the interest of the company to continue the employment of Mr. Arvind Machhar as a Managing Director after attaining the age of 70 years. In view of the Companies Act, 2013 and also for an abundant precaution, the Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after the age of 70 years during the currency of their term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013. The Board therefore recommends the special resolutions for your approval. Mr. Arvind Machhar, Mr. Sandeep Machhar is interested in this resolution.

Further, a copy of statement containing information required to be given under Para (A) of Part II in section II to Schedule V is annexed herewith as Annexure-A.

ANNEXURE - A**I. General Information:**

- (1) Nature of industry:- Plastic Packaging Industry.
- (2) Date or expected date of commencement of commercial production:- In The Year 1997.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:- Not Applicable
- (4) Financial performance based on given indicators:- As per Annual Report Attached
- (5) Foreign investments or collaborations, if any:- Not applicable

II. Information about the appointee:

- (1) Background details:- Graduate in Science and acquired MBA from well known Harword School of Management, Bostan, USA and holds position as Director in Four Companies and One LLP.
- (2) Past remuneration:- 155000-10000-175000 per Month

(3) Recognition or awards:- Nil

(4) Job profile and his suitability:- Served in APT Packaging Ltd as a chairman cum Managing Director and has vast industrial experience of 36 years. Looking in to his vast experience in running the packaging Industry, your directors found his suitability of company.

(5) Remuneration proposed:- As per Explanatory statement Annexed in annual Report.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):- Comparable data is not available with company.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Sr. No.	Name of the Director	Shareholdings	%of shareholding
01.	Mr. Arvind Machhar	7,65,508	14.54
02.	Mr. Sandeep Machhar	51,572	1.17

III. Other information:

(1) Reasons of loss or inadequate profits:- As reported in Director's Report under operational and performance review .

(2) Steps taken or proposed to be taken for improvement:- As reported in Director's Report.

(3) Expected increase in productivity and profits in measurable terms:- The expected increase in turnover and profit before depreciation & tax would be 5.34% &(70.80%) respectively during the year as compare to the previous year.

By order of the board

Place: Aurangabad
Date: 10.08.2018
CIN: L24100MH1980PLC022746

Sd/-
Mr. Arvind Machhar
Managing Director
Din:- 00251843

DIRECTORS' REPORT

To,
The Members of
Apt Packaging Limited

Dear Shareholders

The Directors are pleased to present Thirty Eighth Annual Report on the performance of the company for the financial year ended on 31st March'2018.

1. Financial highlights(Rs in Lakhs)

PARTICULARS	Year Ended On 31.03.2018	Year Ended On 31.03.2017
Sales and Other Income (Net of Taxes)	3271.36	3369.95
Taxes	442.46	155.67
Gross Sales and other Income	3713.82	3525.62
Less: Operating Expenses	3123.55	2763.34
Profit before Interest and Depreciation	590.27	762.28
DEDUCTIONS		
Interest	300.59	306.30
Depreciation & Impairment	241.26	266.23
Operational Profit before Tax	48.42	189.75
Previous Year Income / Expenses	(4.97)	(34.95)
Net Profit / (Loss)	43.44	154.80
Extra ordinary items – Profit on Sale of Fixed Assets	1.73	0.00
Income Tax	0.00	0.00
NET PROFIT FOR THE YEAR	45.17	154.80

2. Performance of the Company

Due to GST implementation during the first quarter flow of orders and dispatches of orders were adversely affected as the customers were shying to keep inventory during the period. Therefore, the first quarter performance of the company was adversely affected, this resulted into overall decline in profit of the company during the year in spite of increase in the Top line. The sales and other income has increased to Rs. 3713.82 Lakhs as against Rs. 3525.62 Lakhs in the previous year which is mainly because of higher tax collection due to GST.

3. Material Changes:

There has been no material change or commitment affecting the financial performance of the Company between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

4. Dividend

In view of unavailability of the profits, the Board of Directors Expresses its inability to declare any dividend for the year ended 31st March, 2018.

5. Transfer To Reserves

During the year under review no amount carry to any reserve to be given.

6. Significant And Material Orders Passed By The Regulators Or Courts Or Tribunals.

During the year under review company has not received any adverse notice from Ministry of Corporate Affairs, Tribunals, ROC, RBI and Central Government as on date.

7. Remuneration Policy of The Company

The Remuneration Policy of the Company for appointment and payment of remuneration to the Directors, Key Managerial Personnel and Senior Executives of the Company is given in Corporate Governance Report.

8. Internal financial controls.

During the year under review company has sufficient internal control policy & system for to take care of frauds and illegitimate practice. The Company has adequate IFC system which ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly.

9. Statutory Auditors

The statutory auditor of the Company M/s Nikhil Loya & Co, (**Firm Registration No. 132280W**) Chartered Accountants, Aurangabad who have appointment by the members in their Annual General meeting held on 29th September, 2017 for the period of five years subject to ratification of each AGM. The Board recommended the re-appointment of M/s Nikhil Loya & Co by way of ratification as a statutory auditor for the Financial Year 2018-19.

10. Directors Comments on the Statutory Auditors Report

The Management is of the opinion that, the impact of adopting Indian Accounting Standards will not materially affect the financial results of the company and presently the shares of the company are suspended from trading due to procedural reasons. The management of the company has decided that it will adopt the Indian Accounting Standard with effect from financial year started on 01.04.2018

11. Extract of the Annual Return

The detailed information of the annual return in Form No MGT – 9 is attached with this Board's report.

12. Conservation of Energy, Technology Absorption and Foreign exchange earnings and Outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows.

a) Conservation of energy:

- (i) The steps taken or impact on conservation of energy; The Company consistently pursues reduction in energy consumption in its manufacturing process on an ongoing basis. The Company have been granted monetary Incentive from Govt. of Maharashtra for energy saving.
- (ii) The steps taken by the company for utilizing alternate sources of energy; The Company has not taken any efforts for alternate source of energy due to financial constraints and also as the energy consumption is very low as compared to turnover.
- (iii) The capital investment on energy conservation equipment; No investment during the year.

(b) Technology absorption:

- (i) The efforts made towards technology absorption; The Company has not installed any new Plant and new Machinery during the year.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution; Same operational profits on lower turnover.

(c) Foreign exchange earnings and Outgo:

Foreign Exchange earning of the Company is Rs.584.30 Lakhs for the year under review, whereas the outgo is Rs.188.93Lakhs.

13. Directors & Key Managerial Personnel:

The Companies Act, 2013 provides for the appointment of Independent Directors, who shall hold office for a term of up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a special resolution by the Company. Further, the provisions of retirement by rotation as envisaged under Section 152 of the Companies Act, 2013, shall not apply to such Independent Directors.

A) Changes in Directors and Key Managerial Personnel.

The details about the changes in the directors or key managerial personnel as under :-

Designation:- During the year company has not changed in designation of any director of the company.

Appointment:- During the year company has appointed/Accepted Resignation of KMP as under:-

Sr No	Name of the person	Designation	Date of Appointment/Resignation
01.	Mr. Mitesh Maliwal	Company Secretary	14 th March, 2018 (App)
02.	Ms. Divyani Koshta	Company Secretary	30 th May, 2017 (Res)

Directors Re-appointment :- In accordance with the provisions of section 152(6) of the Act and the Articles of Association of the Company, Mr. Sandeep Machhar, Director is proposed to retire by rotation at the ensuing Annual General Meeting (AGM), and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

Declaration by an Independent Director(s) and re- appointment:-

All the Independent Directors have given declarations that they meet the criteria of independence laid down under Section 149 of the Companies Act, 2013 and the Listing Regulations. Further details of Directors including remuneration, policy, criteria for qualification, independence; performance evaluation of the Board, Committees and Directors; meetings, committees and other details are given in the Corporate Governance Report, which is integral part of this Annual and Board's Report.

Number of Meetings of the Board of Directors: - The board of director has been constituted as per the Listing Regulations and as per Companies Act, 2013. Constitution, meetings, attendance and other details of the board of directors are given in Corporate Governance Report which is part of this Report.

14. Audit Committee:-Audit Committee of the Board has been constituted as per the Listing Regulations and section 177 of the Companies Act, 2013. Constitution, meetings, attendance and other details of the Audit Committee are given in Corporate Governance Report which is part of this Report.

15. Nomination and Remuneration Committee:-The members of the Company at the AGM held on 19th September, 2015 have approved the appointment of Mr. Arvind Machhar as Managing Director of the Company for the period of three years with effect from 26th June 2015 and also approved payment of his remuneration. The Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company have recommended the reappointment of Mr. Arvind Machhar as Managing Director of the Company upon expiry of the said three years period, for another term as mentioned in the Resolution seeking Members' special approval due to attaining the age of 70 years in the year April 2021, at the ensuing AGM. Necessary information including the applicable terms and conditions and the proposed remuneration is given in the said Resolution and the explanatory statement included in the Notice convening the next AGM. Details about the directors are given in the accompanying notice of AGM and Corporate Governance Report.

16. Performance Evaluation

The Board has carried out the annual evaluation of its own performance and of each of the directors individually including the Independent Directors and Chairman, as well of the working of its committees.

17. Details of Establishment of Vigil Mechanism for Directors and Employees:

During the year Company has established sufficient vigil mechanism for directors and employees to report genuine concerns to disclose. The following persons are the members of In this Committed, Mr. Sandeep Machhar and Mr. G. M. Bothara.

18. Secretarial Audit Report:-A Secretarial Audit Report given by Mr. Girish Bhandare and Associates, a Company Secretary in Practice, Aurangabad is attached herewith.

19. Disclosures Regarding Maintenance of Cost Records:-

Pursuant to section 148 and applicable provisions of the companies act 2013, (Cost record and Audit) Rule, 2014, the company is required to maintain the cost records in respect of the financial year ended 31st March, 2018 and accordingly the cost record has been maintained.

20. Corporate Governance Certificate :

The Compliance Certificate from M/s. Nikhil Loya & co, Chartered Accounts the auditors of the Company regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement is annexed with the report.

21. Risk Management Policy:

During the year Company has implemented sufficient risk management policy for the identification of elements of risk.

22. Directors' Responsibility Statement

Pursuant to the provisions of section 134(3) of the Companies Act, 2013, the Board confirms that:-

- a) Applicable accounting standards have been followed with explanation for any material departures
- b) Selected accounting policies have been applied consistently to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities
- d) The annual accounts are prepared on a going concern basis; and
- e) Adequate internal financial controls system consisting of policies and procedures are adopted and adhered by the Company for orderly and efficient conduct of the business for safeguarding assets, prevention and detection of frauds and errors and maintenance of accounting records and timely preparation of financial statements and review its efficacy. In the opinion of Board such controls are adequate and are operating effectively.

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

24. Deposits

During the year under review, the Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014

23. Disclosure As Required Under Section 22 Of Sexual Harassment Of Women At Workplace Act, 2013

The Company is committed to provide a healthy environment to all its employees. There is zero tolerance of discrimination and/or harassment in any form. The Company has in place a Prevention of Sexual Harassment Policy and an Internal Complaints Committee as per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, the Internal Complaints Committee received **Nil** complaints.

24. Related Party Transactions

All related party transactions are placed before the Audit Committee for prior approval. Omnibus approval of the Audit Committee is obtained for transactions which are repetitive in nature or when the need for them cannot be foreseen in advance.

During the year company has made one related party transactions, as defined in the Listing Regulations, for which prior approval of the Members by way of an Ordinary Resolution has been taken in the Annual General Meeting held dated 29th September, 2017.

Details of the related party transactions as required under Section 134(3)(h) read with Rule 8 of the Companies (Accounts) Rules, 2014, given in the financial statement.

25. Details of Remuneration of Directors / Key Managerial Personnel

The information relating to remuneration of Directors/Key Managerial Personnel as required under Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Act, is given in corporate governance Report.

26. Particulars Of Employees

The statement under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in Annexure.

However, the said Annexure shall be provided to Members on a specific request made in writing to the Company. The said information is available for inspection by the Members at the Registered Office of the Company on any working day of the Company up to the date of the 38th Annual General Meeting.

27. Reporting Of Frauds

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or the Board, as required under Section 143(12) of the Act and Rules framed there under.

28. Particulars of Loans, Guarantees or Investments

During the year under review, the Company has not granted any Loan, Guarantees or made Investments within the meaning of Section 186 of the Companies Act, 2013

29. Acknowledgements:-

The Board of Directors place on record their sincere gratitude to employees for their hard work, to Punjab National Bank as sole banker, to investors for their trust and confidence in the management and all concerned with whose help, cooperation and hard work the Company is able to achieve the results.

By Order of the Board

Place:- Aurangabad
Date:- 10th August, 2018

Sd/-	Sd/-
Mr. Arvind Machhar	Mr. Sandeep Machhar
Managing Director	Director
DIN:- 00251843	DIN: 00251892

Management Discussion And Analysis Report

Management Discussion and Analysis Report as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') is annexed with this report.

Industries Structure and Development :-

During the year exports has increased but dependency on few customers in Laksar (Uttarakhand) plant has adversely affected overall performance of the company. Company is taking the steps to widen the customer base to reduce this risk.

Opportunities :-

Focus on the cost optimization and overall improvement in economy of the country would have positive impact on the performance of the company in coming year.

Threats:-

After GST implementation, average collection period from debtors is increased which has adversely impacted on the cash flow.

Risk and Concern :-

The plant and machinery at Aurangabad plant is quite old either, it should be revamp or obsolete.

By Order of the Board

**Place:- Aurangabad
Date:- 10th August, 2018**

Sd/-	Sd/-
Mr. Arvind Machhar	Mr. Sandeep Machhar
Managing Director	Director
DIN:- 00251843	DIN:- 00251892

ANNEXURE TO DIRECTORS' REPORT
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
AS ON FINANCIAL YEAR ENDED ON 31ST MARCH 2018
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. Registration and other details:

I	CIN	L24100MH1980PLC022746
II	Registration Date	24 th April-1980
lii	Name of the Company	APT PACKAGING LIMITED
Iv	Category/Sub-Category of the Company	Public Company / Limited By Shares
V	Address of the Registered office and contact details	
	Address:	Gut No. 72, Village Pharola, Post Beedkin, Tq. Paithan, Dist. - 431005, 0240-6642011
	Town City:	Aurangabad
	State:	Maharashtra
	Pin Code:	431 005
	Country Name:	India
	Telephone (with STD Code):	+91-2431-662000; 662010
	Fax Number:	+91-2431-662030
	E-mail Address:	csoffice@aptpackaging.in
	Website, if any:	www.aptpackaging.in
Vi	Whether Listed Company	Yes
Vii	Name and address of Registrar and Transfer Agent (RTA)	
	Name of RTA	Link Intime India Private Limited
	Address:	Link Intime India Pvt Ltd C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083
	Town/City:	Mumbai
	State:	Maharashtra
	Pin Code:	400083
	Telephone:	+91-22-49186000
	Fax Number:	+91-22-49186060
	Email address:	Sharad.patkar@linkintime.co.in

II. Principal Business Activities Of The Company

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of other plastics products	22209	100.00

III. Particulars of Holding, Subsidiary and Associate Companies - None

Sr. No.	Name And Address of The Company	CIN/GLN	Holding/Subsidiary /Associate	% of shares held	Applicable Section
1.	NIL	NIL	NIL	NIL	NIL

III. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity) Category-wise SH

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of Change
	De-mat	Physical	Total	% of Share	De-mat	Physical	Total	% of Share	
A. Promoter									
1) Indian									
a) Individual/ HUF	--	3170364	3170364	60.23	--	3170364	3170364	60.23	00.01
b) Central Govt	--	--	--	--	--	--	--	--	--

c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp	--	648440	648440	12.32	--	648440	648440	12.32	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Director / Relative	--	0	0	0	--	0	0	0	--
Sub-total(A)(1):-	--	3818804	3818804	72.55	--	3818804	3818804	72.55	00.01
2) Foreign									
g) NRIs-Individuals	--	--	--	--	--	--	--	--	--
h) Other-Individuals	--	--	--	--	--	--	--	--	--
i) Bodies Corp.	--	--	--	--	--	--	--	--	--
j) Banks / FI	--	--	--	--	--	--	--	--	--
k) Any Other....	--	--	--	--	--	--	--	--	--
Sub-total(A)(2):-	--	--	--	--	--	--	--	--	--
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of Change
	Demat	Physical	Total	% of Share	Demat	Physical	Total	% of Share	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	900	900	0.02	--	900	900	0.02	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	403568	403568	7.67	--	403568	403568	7.67	--
Sub-total(B)(1)	--	404468	404468	7.67	--	404468	404468	7.67	--
2. Non Institutions									
a) Bodies Corp.		--	--	--		--	--	--	--
(i) Indian	--	--	--	--	--	--	--	--	--
(ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals	--	--	--	--	--	--	--	--	--
(i) Individual shareholders holding nominal share capital upto Rs.2 lakh	--	864536	864536	16.43	--	864536	864536	16.43	--
(ii) Individual shareholders holding nominal share capital in excess of Rs2 lakh	--	175659	175659	3.34	--	175659	175659	3.34	--
c) (i) Non Resident Indians	--	--	--	--	--	--	--	--	--
(ii) Trust	--	--	--	--	--	--	--	--	--
Sub-total(B)(2)	--	1040195	1040195	19.77	--	1040195	1040195	19.77	--
Total Public Shareholding (B)=(B)(1)+ (B)(2)	--	1444663	1444663	27.45	--	1444663	1444663	27.45	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	--	5263467	5263467	100.00	--	5263467	5263467	100.00	--

iv. Share holding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	ArvindMachhar	765508	14.54	--	765508	14.54	--	--
2.	Sunil Machhar	360504	6.85	--	360504	6.85	--	--
3.	SunitaMachhar	354100	6.73	--	354100	6.73	--	--
4.	DimpiMachhar	312400	5.94	--	312400	5.94	--	--
5.	PremaMachhar	311020	5.91	--	311020	5.91	--	--
6.	Anil Machhar	231460	4.40	--	231460	4.40	--	--
7.	KiranMachhar	184760	3.51	--	184760	3.51	--	--
8.	SheetalMachhar	100868	1.92	--	100868	1.92	--	--
9.	SandeepMachhar	86922	1.65	--	86922	1.65	--	--
10.	UtsavMachhar	78690	1.50	-	78690	1.17	--	--
11.	SuyogMachhar	62210	1.18	-	62210	1.18	--	--
12.	RaviMachhar	61738	1.17	-	61738	1.17	--	--
13.	ParvaMachhar	61598	1.17	-	61598	1.17	--	--
14.	NawnitMachhar	51692	0.98	-	51692	0.98	--	--
15.	ArpitMachhar	41034	0.78	-	41034	0.78	--	--
16.	GarvaMachhar	37050	0.70	-	37050	0.70	--	--
17.	PrabhaMachhar	10000	0.19	-	10000	0.19	--	--
18.	GautamKabra	7872	0.15	-	7872	0.15	--	--
19.	SandeepMachhar (HUF)	7740	0.15	--	7740	0.15	--	--
20.	Sunil Machhar (SBM Trust)	6078	0.12	--	6078	0.12		
21.	O G Somani	6014	0.11	-	6014	0.11	--	--
22.	Anil Machhar (Trustee of ABM Trust)	4888	0.09	-	4888	0.09	--	--
23.	SarswatideviMachhar	3600	0.07	-	3600	0.07	--	--
24.	NawneetMachhar (HUF)	3300	0.06	-	3300	0.06	--	--
25.	Ravi Machhar (Trustee of RKM	2940	0.06	=	2940	0.06	=	=
26.	Sunil Machhar HUF	2900	0.06	=	2900	0.06	=	=
27.	AnkitMachhar	1950	0.04	-	1950	0.04	--	--
28.	Master GarvaMachhar	1950	0.04	--	1950	0.04	-	-
29.	Master NischintMachhar	1950	0.04	-	1950	0.04	-	-
30.	Master Parva Ravi Machhar	1950	0.04	-	1950	0.04	-	-
31.	Ravi Machhar (HUF)	1740	0.03	-	1740	0.03	-	-
32.	Master Utsav Ravi Machhar	1690	0.03	-	1690	0.03	-	-
33.	Anil Machhar (HUF)	1300	0.02	=	1300	0.02	-	-
34.	Master KaniyaMachhar	520	0.01	=	520	0.01	-	-
35.	GopikishanMachhar	228	0.00	=	228	0.00	-	-
36.	Master Suyash (ArpitMachhar)	200	0.00	=	200	0.00	-	-
37.	Race Course Capital Markets Ltd	597500	11.35	=	597500	11.35	=	=
38.	Suyog Beneficial Trust	14920	0.28	=	14920	0.28	=	=
39.	Utkarsh Beneficial Trust	13120	0.25	=	13120	0.25	=	=
40.	Arpit Beneficial Trust	11600	0.22	=	11600	0.22	=	=
41.	Garva Beneficial Trust	6960	0.13	=	6960	0.13	=	=
42.	Parva Beneficial Trust	2860	0.05	=	2860	0.05	=	=
43.	Ankit Beneficial Trust	1480	0.03	=	1480	0.03	=	=
	Total	3170364	60.23	--	3170364	60.24	--	-

V. Change in Promoters' Shareholding (please specify, if there is no change) - No Change

Sr no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	3818804	72.55	3818804	72.55
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
	At the End of the year	3818804	72.55	3818804	72.55

i. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters, Holders of GDRs & ADRs):

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	438760	08.3359	438760	08.3359
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
	At the End of the year (or on the date of separation, if separated during the year)	438760	08.3359	438760	08.3359

Vi Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	854668	16.62	854668	16.62
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
	At the End of the year	854668	16.62	854668	16.62

Vi. INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans Only	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	914.87	1753.76	--	2668.63
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not	--	--	--	--
Total (i+ii+iii)	-	-	--	-
Change in Indebtedness during the financial year				
- Addition	-	-	--	-
- Reduction	134.1	138.66	--	272.76
Net Change	134.1	138.66	--	272.76
Indebtedness at the end of the financial year				
i) Principal Amount	780.77	1615.10	--	2395.87
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	780.77	1615.10	-	2395.87

VIII Remuneration Of Directors And Key Managerial Personnel**A. Remuneration to Managing Director, Whole-time Directors and/or Manager (in Lakhs)**

Sl.	Particulars of Remuneration	Name of MD/WTD/ Manager	Amount
		Arvind Krishnagopal Machhar	
1.	Gross salary	26.32	26.32
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--

2.	Stock Option	--	--	--
3.	Sweat Equity	--	--	--
4.	Commission - as % of profit - others, specify...	--	--	--
5.	Others, please specify	--	--	--
	Total (A)	26.32	-	26.32

B. Remuneration to other directors: (in Lakhs)

Sl.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify	Mr. G. M. Bothara 0.07/- - -	0.07/- - -
	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify	Mr. B. H. Tapdiya 0.08/- - -	0.08/- - -
	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify	Mrs. Rupali Bothara 0.05/- - -	0.05/- - -
	Total(1)	0.20/-	0.20/-
	Other Non-Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify	Mr. Sandeep B. Macchhar 0.03/- -- --	0.03/- -- --
	Total(2)	0.03/-	0.03/-
	Total(B)=(1+2)	0.23/-	0.23/-
	Total Managerial Remuneration	--	--

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (in Lakhs)

Sl.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	C S	CFO	
		Mr. Nischint Machhar	Ms. Divyani & Mitesh Maliwal		
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	10.44	0.20	-	10.56
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify				
	Total	10.44	0.12	-	10.56

VI PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES: - There is no penalty or compounding of office on part of the Company as well as on the part of directors. Further, there is no punishment to the directors of the Company.

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty NIL			Punishment NIL		Compounding NIL
B. Directors					
Penalty NIL			Punishment NIL		Compounding NIL
C. Other Officers In Default					
Penalty NIL			Punishment NIL		Compounding NIL

SECRETARIAL AUDIT REPORT

Form No. MR-3

For the Financial year ended 31st March, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,
The Members,
APT Packaging Limited**

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

Based on my verification of the **APT Packaging Limited's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial year ended on 31st March 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and the Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('The SEBI'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not relevant / applicable, since there is no delisting of equity shares during the year)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not relevant / applicable, since there is no buyback of securities during the year)
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) The following laws are specifically applicable to the Company in addition to laws mentioned above;
 - (a) Factories Act, 1948
 - (b) Contract Labour (Regulation and Abolition) Act, 1970 I have also examined compliance with the applicable clauses to the following:
 - (i) Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Government of India, as applicable under the Companies Act, 2013;
 - (ii) The Listing Agreements entered into by the Company with BSE Limited in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Secretarial Standards, etc. mentioned above except:

- a) **Not having whole time Company Secretary since 31st May, 2017 to 13th March, 2018**
- b) **Not furnishing Share Holding Pattern & Reconciliation of share audit report for the quarter 30th June, 2017, 30th Sept, 2017 & 31st March, 2018**
- c) **Non adoption and implementation of mandatory Ind AS.**

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive, Non – Executive Directors and Independent Directors.

Adequate notice is given to all the directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meetings.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

I further report that, during the period under review, there were following major actions which have been done in compliance with applicable statutory provisions;

1. The Company had obtained approval of the members by way of passing Special resolution in the Annual General Meeting held on 29th September, 2017 to enter into any related party transactions with M/s. Ultra Beauty Care Private Limited .

2. The Company has obtained approval of the members by way of passing ordinary Resolution in the Annual General Meeting held on 29th September, 2017 to appoint new Statutory Auditors of the company for five years.

3. Presently, company is suspended from Bombay Stock Exchange due to procedural reason since 2008 and recently company has made revocation application to BSE authority for the re-listing of shares which is under process at BSE Authority.

We further report that, we have relied upon statutory audit report as provided by management of the company for compliance under Income Tax and other Indirect Taxation act and GST.

We further report that as per the explanations given to us and the representations made by the Management and relied upon by us, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Girish Bhandare & Associates
Company Secretaries**

**Sd/-
Girish Bhandare
(Proprietor)
FCS. No: 9345
CP No: 11092**

**Sd/-
Date: 31st August, 2018
Place: Aurangabad**

“CORPORATE GOVERNANCE REPORT”

The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated in clause 49 of the Listing Agreement is listed below:

Company’s Philosophy

Corporate Governance encompasses a set of systems and practices to ensure that the Company’s affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. Your Company is committed to adopt the best Corporate Governance practices and endeavors continuously to implement the code of Corporate Governance in its true spirit. Over the years, we have strengthened governance practices. These practices define the way business is conducted and value is generated. The Company is committed to good Corporate Governance practices that serve and protect the short and long term interests of the stakeholders.

The following report on the implementation of the Corporate Governance requirements under Clause 49 of the Listing Agreement illustrates the efforts of the Company in having followed the Corporate Governance Principles.

Composition of the Board, category, directorship

Name of Director	Category	No of Directorship in Other Companies/partners	Chairman	Member
Mr. ArvindMachhar	Managing Director	3/2	1	3
Mr. SandeepMachhar	Director, Non-Executive	4	0	2
Mr. G. M. Bothara	Independent Director	1/1	2	4
Mr. B. H. Tapdiya	Independent Director	3	1	4
Mrs. RupaliBothara	Independent Director	1/1	0	0

ATTENDANCE ON BOARD OF DIRECTORS MEETINGS & AGM :-

The attendance at the Board Meetings and previous Annual General Meeting as under:

Name of Director	Attendance	
	Board Meeting	AGM / EGM
ShriArvindMachhar	4	1
ShriSandeepMachhar	3	-
Shri G. M. Bothara	4	-
Shri B.H. Tapdiya	4	1
Mrs. RupaliBothara	2	-

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

Attendance of Directors at Board Meeting:- The Board of Company met four times during the last financial year, on the following dates:

(1) 30th May 2017 (2) 10th August, 2017 (3) 14th November, 2017 (4) 14th February, 2018

AUDIT COMMITTEE

During the financial year 2017-18, four meetings were held on the following dates:

(1) 29th May 2017 (2) 8th August, 2017 (3) 13th November, 2017 (4) 12th February 2018.

CONSTITUTION OF AUDIT COMMITTEE DETAILS:-

The Constitution of the committee and the attendance of each member of the Committee are given

Name	Designation	Executive / Non-executive / Independent	Professional	Committee Meetings Attended
Shri G. M. Bothara*	Chairman	Non-executive / Independent	Practicing Chartered Accountants	Three
Shri B. H. Tapdiya*	Member	Non-executive / Independent	Consultant	Four
ShriArvind Machhar	Member	Executive	Industrialist	Four
Mrs. RupaliBothara	Members	Non-executive / Independent	Practicing Chartered Accountant	Three

Chief Financial Officer of the Company is the secretary of the committee.

* Possesses expert knowledge in finance, accounts and taxation and Company Law.

The Chairman of the Audit Committee could not attend the last Annual General Meeting of the Company held on 29th Sept, 2017 due to his preoccupation.

The terms of reference of the Audit Committee inter-alia include the following:

To review the Company's financial reporting process and its financial statements.

To review the accounting and financial policies and practices.

To review the efficiency of the internal control mechanism and monitor risk management policies adopted by the Company and ensure compliance with regulatory guidelines.

To review reports furnished by the internal and statutory auditors and ensure that suitable follow-up action is taken.

To examine accountancy, taxation and disclosure aspects of all significant transactions

The terms of reference of this Committee are wide enough covering the matters specified under the Listing Agreement.

NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors formed the Remuneration Committee, which consists of the following directors:

Name	Designation	Executive/Non-Executive/Independent
Shri G. M. Bothara	Chairman	Non-executive Independent
Shri B. H. Tapdiya	Member	Non-executive Independent
Mrs. Rupali Bothara	Member	Non-executive Independent

Chief Financial Officer of the Company is the secretary of the committee.

During the financial year 2017-2018, one meeting was held on 1st July, 2017 which was attended by Shri G. M. Bothara, Shri B. H. Tapdiya and Mrs. Rupali Bothara as the members of the committee and one meeting was held on 10th August, 2018 after the closure of the financial year to review the performance of managerial personnel and terms of their previous appointment.

REMUNERATION PACKGAE DETAILS

Details of remuneration paid/payable to directors for the year ended March 31, 2017 are as follows:

Director	Relation-ship with other directors	Business relation-ship with APL	Loans and advances from APL	Sitting fees* Rs.	Salary and Perquisites Rs.	Commis sion Rs.	Total
ShriArvin dMachha r	Related to ShriSandeepMa chhar	Promoter	NIL	Nil	26,32,000/-	Nil	26,32,000/-
ShriSand eepMach har	Related to ShriArvindMach har	Promoter	Nil	3,000	Nil	Nil	3,000
Shri G.M. Bothara	None	Professional	Nil	7,000	Nil	Nil	7,000
Shri B.H. Tapdiya	None	Professional	Nil	8,000	Nil	Nil	8,000
Mrs. RupaliBot hara	None	Professional	Nil	5000	Nil	Nil	5,000

SHAREHOLDERS GRIVENCE COMMITTEE

The Board of Directors formed the Shareholders Committee, which consists of the following directors:

Name	Designation	Executive/Non-Executive/Independent
Shri B. H. Tapdiya	Chairman	Non-executive Independent
Shri. ArvindMachhar	Member	Executive
Shri G. M. Bothara	Member	Non-executive Independent

Chief financial officer of the Company is the secretary of the committee.

The minutes of the shareholders grievance committee meeting were circulated to the Board, discussed and taken note of secretary to the committee is also the looking after day to day working related to transfer of shares, correspondence with the shareholders, SEBI, Exchanges etc.

The said committee administer the following activities:-

To look into and supervise the redress of shareholders /investors complaints like transfer of shares,transmission of shares, issue of Duplicate share certificates, change of address, change of status, change of name transposition of shares, copy of balance sheet etc

To consider and approve transfer of shares, deletion off name, splitting and consolidation of shares etc.

To delegate any of its responsibilities to any officer of the company or to R & T agents and to supervise the proper exercise of delegated powers.

During the financial year 2017-2018, one meeting was held on 1st July, 2017 which was attended by all the members of the committee.

GENERAL BODY MEETING

The locations and time of the Annual General Meeting held during the last 3 years are as follows:

Annual General Meeting	Date	Time	Venue	No. of Special/Ordinary Resolutions passed
Thirty Fifth	19/09/2015	11.00 am	J-18, MID Area, Chikalthana, Aurangabad – 431 006	One/One
Thirty Sixth	24/09/2016	11.30 am	J-18, MID Area, Chikalthana, Aurangabad – 431 006	Nil/Two
Thirty Seven	29/09/2017	11.30 am	J-18, MID Area, Chikalthana, Aurangabad – 431 006	One/One

All the special resolutions indicated above were passed by show of hands as they are ordinary Special Resolution. No Resolution Passed through postal ballot during the year, presently company does not have any transaction/proposal for postal ballot

DISCLOSURES

No Transaction of material nature has been entered into by the Company with Directors or Management and their relatives, etc. that may have a potential conflict with the interest of the Company. The Register of Contracts containing transaction, in which directors are interested, is placed before the Board regularly.

There are the related parties transactions i.e. transactions of the Company with its Promoters, Directors and Management not conflicting with Company's interest, the details of which have been shown in Note No 31 of the Accounts for the year ended 31st March, 2018.

There has been no instance of non-compliance by the Company on any matter related to capital markets.

Hence, the question of penalties or strictures being imposed by SEBI or the Stock Exchange does not arise.

NOTE ON DIRECTORS APPOINTMENT/RE-APPOINTMENT

As no director has completed his five years of term from previous appointment, hence, the re-appointment of director liable to retire by rotation is not required.

MEANS OF COMMUNICATION

The Company had submitted its quarterly, half yearly and financial results to the stock exchange soon after its approval by the Board and published the same in leading national newspapers (i.e. Times of India in English and Gavkari in Marathi). The Company did not display the financial results on its website.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

* Date, Day and Time : Saturday, September 29th, 2018 at 11.00 AM

* Venue : J-18, MIDC, Chikalthana, Aurangabad (MS)

FINANCIAL CALENDER

The financial year of the company is April, 2017 to March, 2018. Financial reporting for

- Quarter ending June 30, 2017	: Second week of August, 2017
- Half year ending September 30, 2017	: Second week of November, 2017
- Quarter ending December 31, 2017	: Second week of February, 2018
- Year ending March 31, 2018	: Last Week of May, 2018

ANNUAL GENERAL MEETING

For the year ending March 31, 2017 : September 29th, 2017

Date of book closure : September 24th, 2017 to September 29th, 2017 (Both days inclusive)

Dividend Payment Date : No dividend is declared for the year

Listing of Equity Shares on Stock Exchange:

- The Stock Exchange, Mumbai, 25th Floor, P.J. Towers, Dalal Street, Fort Mumbai – 400001

The all outstanding fees of the BSE have been paid. Scrip Code: The script code of the Company is 506979 and ISIN is INE 46E01017 (New ISIN is to be allotted by CDSL for new shares)

Market Price Data:

The trading in the shares of the Company was suspended since 15.04.2008 due to record date of 30.04.2008 fixed for issue of new shares post capital reduction, de-merger and consolidation of shares. The Company has made application to Bombay Stock Exchange for re-listing of the equity shares. This application is under consideration of the exchange and the listing is awaited. In view of the same, the trading of the shares of the Company was not done during the year, hence no high & low price of shares is available.

Registrar and Transfer Agents: M/s. Link Intime India Pvt. Limited, C-101, Tower C, 247 Park, LBS Marg, Vikhroli, Mumbai (W) – 400078

Website: <http://www.linkintime.co.in> Email : sharad.patkar@linkintime.co.in

Share Transfer System:

The Company has retained M/s Link Intime India Pvt. Limited, Mumbai to carry out the transfer related activities. All valid transfer are effected within stipulated days and taken on record by the Board of Director of the Company. Share Certificates and Transfer deeds are received at Registered Office and Share Transfer Agent for doing the needful. Trading in Securities of the Company can be done only in Dematerialized form and Company has signed agreement with Central Depository Services Limited.

Distribution of Shareholding as on 31st March, 2018:

Slab of Shareholding	Shareholders	% to total	Shares	% to total
Up to 500	9961	97.8295	714004	13.5653
501 to 1000	100	0.9821	68228	1.2963
1001 to 2000	43	0.4223	65310	1.2408
2001 to 3000	14	0.1375	35436	0.6732
3001 to 4000	9	0.0884	31370	0.5960
4001 to 5000	5	0.0491	22708	0.4314
5001 to 10000	10	0.0982	69306	1.3167
10001 and above	40	0.3929	4257105	80.8802
TOTAL	10182	100.00	5263467	100.00

Dematerialization of shares and liquidity:

The Securities and Exchange Board of India (SEBI), through a notification have made it compulsory that any delivery in the Company's shares against stock exchange trades became compulsory in d-mat format. As on 31/03/2018, 1,04,219 equity shares (3.78%) of the total number of shares) have been dematerialized. The new shares in the dematerialized form are yet to be issued after allotment of new ISIN number by CDSL which is pending for the receipt of in principal approval from BSE.

Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity : NIL

Plant Locations: The Companies plant for co-extruded tube is located at Gut No. 72, Village Pharola, Tq. – Paithan, Dist. – Aurangabad (MS) – 431105 & Khasra No 529, 5th KM stone, AkabarpurUrd, Laksar - Haridwar Road, Laksar, Dist – Haridwar, (Uttarakhand)

Address for correspondence:

M/s Apt Packaging Limited

J-18, MIDC Area, Chikalthana, Dist. – Aurangabad – 431 006 (MS)

Tel No.: 0240-6642000/ 638 Fax. : 0240-6642011

Email ID : csoffice@aptpackaging.in Website : www.aptpackaging.com

Exclusive e-mail ID for redresses of investors complaints Email ID: csoffice@aptpackaging.in or cmdoffice@aptpackaging.in

Declaration In Respect of Code of Conduct

In accordance with the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, I hereby confirm and declare that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company laid down for them for the financial year ended 31st March 2018.

For APT Packaging Limited

Place:- Aurangabad

Date:- 10th August, 2018

Mr. Arvind Machhar Mr. Sandeep Machhar

Managing Director Director

DIN:- 00251843

DIN:- 00251892

AUDITORS' CERTIFICATE ON CLAUSE 49 COMPLIANCE

The members of Apt Packaging Limited

We have reviewed the records concerning the company's compliance of condition of corporate Governance as stipulated in clause 49 of the Listing Agreement entered in to, by the company with the Stock Exchange of India for the financial year ended on 31st March 2018.

The compliance of the conditions of corporate governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the company for ensuring compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

We have conducted our review on test basis of the relevant records and documents maintained by the Company and Company Secretary's Compliance Certificate furnished to us and according to information and explanations given to us by the Company.

Based on such review in our opinion the company has complied with the conditions of Corporate Governance *except*

- a. Not having whole time company secretary for the period 31st May, 2017 to 14th March, 2018.**
- b. Not furnishing of share holding patterns and reconciliation of share Capital.**
- c. Non adoption of Indian Accounting Standards(Ind AS)**

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

Date: 30/05/2018
Place: Aurangabad

For Nikhil N. Loya & co.
Chartered Accountants
[Firm Reg. No. 132280W]

Sd/-
CA Nikhil N. Loya
Proprietor
M. No. 133562

Independent Auditors' Report

To the Members of APT Packaging Limited

Report on the standalone Financial Statements

We have audited accompanying standalone financial statements of **APT Packaging Limited** ("the **Company**"), which comprise the Balance Sheet as at **31st March 2018**, the Statement of Profit and Loss and the Cash Flow Statement for the year ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as standalone financial statement').

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the companies act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. **However the management of the company has decided to adopt the mandatory Indian Accounting Standards (Ind AS) from financial year started on 01.04.2018 instead of 01.04.2017.**

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone 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 have taken into account the provision of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosure in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimate made by the Company's directors, as well as evaluating the overall presentation of the standalone financial statements.

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

In our opinion and to the best of our information and according to the explanations give to us, the aforesaid standalone financial statements give the information required the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2018 and its Profit and its Cash Flow, for the year ended on that date **except non adoption and implementation of mandatory Ind AS.**

According to the provision of the act and the notification of the companies (Indian Accounting Standards) Rule, 2015 and (amendment) Rules, 2016, the company has to mandatorily adopt Indian accounting standards (Ind AS) with effect from 01.04.2017 instead of accounting standards adopted till the end of financial year 2016-17 being a listed company (although the listing is suspended since 2008 and the company is process to restore the listing). However the company has not implemented the Ind AS for the financial year ended on 31st march 2018 and to that extent the preparation and presentation of these financial statements are not in compliance with the Ind AS. The exact impact of the same could not be measured and commented upon in view of insufficient record and information.

The management is of the opinion that the impact of adopting Ind AS would not be materially affect the financial result of the company as such and presently the shares of the company are suspended from trading due to procedural reasons. The company is pursuing with the Stock exchange for restoration of trading of shares of the company. In the meantime, the management of the company decided to adopt the Ind AS with effect from financial year started from 01.04.2018.

(Refer Note No. 35)

Emphasis of Matter

We draw attention to the following matters in the notes to the financial statement.

1.

- a. *The financial statements which indicate that the company has accumulated financial losses and its net worth has been substantially eroded i.e. 64.38% (balance of Reserves and Surplus is negative i.e.(-) Rs. 954.06 Lakhs as against share capital Rs. 580.40 Lakhs) and the current liabilities Rs. 1843.06 Lakhs also exceeded the current asset Rs. 1348.05 Lakhs as at the balance sheet date. These conditions indicate the existence of material uncertainty that may cast significant doubt about the company's ability to continue as a Going Concern.*

However the financial statements of the company have been prepared on going concern basis.

The company has once again (Previously declared on 16.06.2011) declared as a "Sick Industrial Company" by the Board for Industrial and Financial Reconstruction (BIFR) as per its order dated 20.11.2013. The Repeal Act provides for repeal of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA) and related matters. Therefore, the SICA is repealed with effect from 1st December, 2016. The BIFR and AIFR stand dissolved with effect from that date, and all proceedings before them stand abated. By virtue of repellent of the said Act, the company has to register itself to National Company Law Tribunal (NCLT) within six month, but as the desired relief asked from the banks with the BIFR has already been granted by the Punjab National Bank and the Company is earning the profit, the management of the company has decided not to register with the NCLT. Therefore the financial statements of the company have been prepared on "Going Concern" basis. (Refer Note No. 36).

- b. *There is certain unimplemented portion of sanction scheme (SS07) to be implemented specifically recovery of special capital incentives and interest thereon by Government of Maharashtra, accordingly, while preparing and presenting the financial statement for the year under consideration the company has followed the said order of BIFR. (Refer Note No. 37)*
- c. *The outstanding balances of debtors, creditors, loans and advances including inter corporate deposit (taken and given), balance with statutory/fiscal liabilities (Assets & Liabilities) i.e. Sale Tax (VAT & CST), Excise & Service Tax deposits/balance, income tax, GST subject to confirmations, reconciliation and consequent adjustment, if any. (Refer Note No. 40)*

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act ("the order"), and on the basis of such

checks of the books and record of the company as we considered appropriate and according to the information and explanations given to us, we give in the Annexures A, a statement on the matters specified in paragraphs 3 and 4 of the Order.

- 2) As required by Section 143(3) of the Act, we report, that:
- (A) We have sought and obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid financial statements except as reported at Sr. No. 1 c under the Emphasis of Matter paragraph;
 - (B) In our opinion, proper books of accounts as required by law relating to preparation of the aforesaid financial statements have been kept 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 relevant books of account maintained for the purpose of preparation of the financial statements;
 - (D) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rules framed there under **except adoption and implementation of Ind AS(refer note no. 35 and remark under "Opinion" supra)**;
 - (E) On the basis of the written representations received from the directors of the Company as on 31 March, 2018 taken on record by the Board of Directors of the Company none of the directors of the company is disqualified as on 31 March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (F) With respect to adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - (G) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i. The standalone financial statements disclosed the impact of pending litigations on the financial position of the company Refer Note 32 & 33 to the financial statements.
 - ii. The company did not have any material foreseeable losses on long-term contracts including derivative contracts as there are no such contracts.
 - iii. There has been no amount required to be transferred to the Investor Education and Protection Fund by the Company as the company's net worth is negative and no dividend has been declared since long.

**For Nikhil N. Loya & co.
Chartered Accountants
[Firm Reg. No. 132280W]**

**Sd/-
CA Nikhil N. Loya
Proprietor
M. No. 133562**

**Date: 30/05/2018
Place: Aurangabad**

ANNEXURE – ‘A’ TO THE INDEPENDENT AUDITORS’ REPORT

The Annexure referred to in Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended 31 March 2017, we report that:

1) Fixed Assets:

- a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b. A major portion of the fixed assets has been physically verified by the management in accordance with a phased programme of verification adopted by the company. In our opinion, the frequency of verification is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanations given to us, no material discrepancies have been noticed on such verification.
- c. As per the information and records made available, the title deeds of immovable properties are held in the name of the company.
- d. As per the information and records made available to us all movable properties are held in the name of the company on 31.03.2018 except some of the vehicle which are held in the name of the director/Ex-director of the company.

Owner as per Road Transport Authority	Cost (rupees in lakhs)	Acc. Dep.	WDV
Director	69.25	54.14	15.12
Ex-Director	4.83	1.38	3.45
Total	74.08	55.52	21.33

2) Inventory:

- a. As informed to us, the stock of finished goods, work-in-process and raw materials at all the units of the Company have been physically verified by the Management at regular intervals except for the goods lying with the third parties.
- b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of stock followed by the management are reasonable and adequate in relation the size of Company and the nature of its business.
- c. On the basis of our examination of the records of inventory, we are of the opinion that the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of stocks as compared to book records were not material and have been properly dealt with in the books of account.

3) Loans and Advances Given:

According to the information and explanations given by the management, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause iii (a) to (c) of the Order are not applicable to the Company.

4) Loans, Investments, and Guarantees:

In our opinion and according to the information and explanations given to us, the company has not made any loans, investments, guarantee and security according to the provisions of Sec

185 & 186 of the Companies Act, 2013. However, In view of the sanctioned scheme of Demerger and the order of Honorable BIFR for resulting company, the company has given Guarantees to banks and other creditors for their respective outstanding balances as on cutoff date i.e. 01.04.2007 if the resulting company fails to pay or shortfall to pay the same. As this is stipulated condition as per the Sanctioned Scheme ordered by the BIFR, the same is not treated as prejudicial to the interest of the company. According to information and explanations given to us by the management there is outstanding balance payable of resulting company Machhar Industries Limited at Rs. 134.33 Lakhs (Rs 287.03 Lakhs) as on 31.03.2018 on account of Sales tax deferral.

5) **Deposits:**

According to the information and explanations given by the management, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Rules framed thereunder with regard to the deposits accepted from the public are not applicable to the company for the year. The details of other deposits accepted by the company are as follows.

As per information and explanations given by the management to us, the company has accepted Inter Corporate Deposit (ICD) from Non-Group Companies and from Group Companies as well as directors / promoters to maintain the balance according to the terms and conditions stipulated by the banker. The information related to these deposits are as mentioned below;

- a. The company has not accepted any amount during the year as Inter Corporate Deposit (ICD) from Non Group Companies. The company has repaid Rs43.00 Lakhs. Total interest provided for the year is Rs 6.55 Lakhs. The Outstanding balance as on 31.03.2018 is Rs.351.18 Lakhs.
- b. The company has not accepted any amount during the year as Inter Corporate Deposit (ICD) from Group Companies. The company has repaid Rs. 4.54 Lakhs. Total interest provided for the year is Rs. 11.51 Lakhs .The outstanding balance as on 31.03.2018 is Rs.139.71 Lakhs
- c. The company has accepted Rs. 118.76 Lakhs from the Directors / Promoters and also repaid Rs. 162.00 Lakhs. Total Interest provided and paid for the year is Rs. 84.13 Lakhs. The outstanding balance as on 31.03.2018 is Rs 738.29 Lakhs.
- d. According to the information and explanations given to us all deposits except Rs. 322.72 Lakhs ICD from non group Companies (which is zero bearing interest) are interest bearing at differential rates. Total interest on deposits is provided during the year at Rs.102.19Lakhs (Rs. 18.06 Lakhs to ICD and Rs.84.13 Lakhs to Director / Promoters).

There is no stipulation period for repayment of these deposits and according to the information and explanations given to us by the management all deposits are Long Term. The terms and conditions of these deposits are not prejudicial to the interest of the company.

6) **Cost Records**

We have broadly reviewed the cost records maintained by the company prescribed by the Central government under section 148(1) of the Act and are the opinion that prima facie the prescribed accounts and records have been made and maintained. We have however not made a detailed examination of such records with a view to determine whether they are accurate or complete.

7) **Statutory dues**

- a. According to the records of the company, the company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident fund, Employees' State Insurance, customs, excise duty, income tax, sales tax, investors education and protection fund, Service Tax, Custom Duty Cess, value added tax, cess and other statutory dues applicable except Rs. 109.10 Lakhs. The statements of Arrears of Statutory dues outstanding for more than six months are as follows;

Type of Taxes	Amount in Lakhs
Property Tax	2.33
Sale Tax Deferment Dues	106.77
TDS Payable	3.91

- b. As at 31st March 2018 according to the records of the company, the following are the particulars of disputed dues have not been deposited:-

Name of Statute	Disputed Liability in Rs.	Forum where dispute is pending
Sales Tax Govt. of Maharashtra – Setoff Disallowance for 2006-2007 and interest thereon (2.25 Lakhs + 2.22Lakhs).	04.47 Lakhs	Sales Tax Authority, Aurangabad (Appeal Dt. 01.10.2014)
Tax Deducted at Source	8.00 Lakhs and Interest thereon.	Before Assessing officer TDS, Income Tax Department.

- 8) **Based on our Audit procedures and on the information and explanations given by the management in our opinion, the company has defaulted in depositing the installments and interest of the bank totaling to Rs. 361.49 lakhs ranging from 53 days to 90 days of loans or borrowing to a financial institution, bank, government or dues to debenture holders during the year till the balance sheet date.**
- 9) According to the records of the Company, information and explanation given to us, there was no public offer or further public offer for the year under consideration. The company has obtained term loans during the year under audit and the same were applied for the purpose for which they are raised. *As far as inter-corporate as well as other loans / deposits are concerned as mentioned under “Deposits” above, the terms did not specify the tenure of the loans / deposits hence unable to comments about long term / short term. The company has shown the same as long term loans / deposits.*
- 10) During the course of our examination of the books records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of material fraud on or by the Company, noticed or reported during the year, nor have been informed of such case by the management.
- 11) According to the records of the company examined by us and information and explanations given to us, the company has paid or provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Sec197 read with Schedule V to the Act.
- 12) In our opinion and according to the information and explanation given to us by the management, the Company is not a Nidhi company and hence the requirements under the Nidhi Rules, 2014 are not applicable.
- 13) In our opinion and according to the information and explanation given to us and based on our examination of the record of the company, the transactions with the related parties are in compliance with sections 177 and 188 of the Act, 2013 where applicable and the details of such transactions have been disclosed in the standalone Financial Statements etc., as required by the applicable accounting standards.
- 14) In our opinion and according to the information and explanation given to us by the management, Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

- 15) In our opinion and according to the information and explanation given to us by the management, the company has not entered into any non-cash transactions with directors or persons connected with him during the year.
- 16) In our opinion and according to the information and explanation given to us by the management, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act') as referred to in paragraph under "Report on other Legal and Regulatory requirements" of our report of even date to the members of APT PAKAGING LIMITED on the standalone financial statements for the year ended on 31 March 2018.

We have audited the internal financial controls over financial reporting of APT Packaging Limited ('the Company') as of 31 March 2018 in conjunctions with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls

over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OpinionIn our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Nikhil N. Loya & co.
Chartered Accountants
[Firm Reg. No. 132280W]**

**Date: 30/05/2018
Place: Aurangabad**

**Sd/-
CA Nikhil N. Loya
Proprietor
M. No. 133562**

APT PACKAGING LIMITED
BALANCE SHEET AS AT 31.03.2018

				Rs. In Lakhs	
		NOTE	As at 31.03.18	As at 31.03.17	
I.	EQUITY AND LIABILITIES	-			
1)	SHAREHOLDER'S FUNDS				
	a) Share Capital	3	580.40	580.40	
	b) Reserves and surplus	4	-954.06	-999.24	
			-373.66	-418.83	
2)	NON-CURRENT LIABILITIES				
	a) Long Term Borrowings	5	2,395.87	2,668.63	
	b) Deferred Tax Liabilities	6	0.00	0.00	
	c) Long Term Provision	7	56.13	58.43	
			2,452.00	2,727.06	
3)	CURRENT LIABILITIES				
	a) Short Term Borrowings	8	696.53	667.68	
	b) Trade Payables	9	542.12	411.97	
	c) Other Current Liabilities	10	588.91	451.83	
	d) Short Term Provision	11	15.49	16.63	
			1,843.06	1,548.11	
	TOTAL		3,921.40	3,856.35	
II	ASSETS				
1	NON-CURRENT ASSETS				
	(a) Fixed Assets	12			
	i) Tangible Assets		2,550.46	2,737.95	
	b) Non-Current Investments	13	3.09	3.09	
	c) Long Term Loans and Advances	--	0.00	0.00	
	d) Other Non-Current Assets	14	19.81	7.78	
			2,573.35	2,748.83	
2	CURRENT ASSETS				
	a) Inventories	15	288.12	305.26	
	b) Trade Receivables	16	730.63	543.90	
	c) Cash and Cash Equivalents	17	30.91	28.89	
	d) Short Term Loans and advances	18	35.17	24.69	
	e) Other Current Assets	19	263.22	204.78	
			1,348.05	1,107.52	
	TOTAL		3,921.40	3,856.35	

AS PER OUR REPORT ANNEXED
FOR NIKHIL N. LOYA & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NUMBER 132280W

Sd/-
NIKHIL N LOYA
PROPRIETOR

Sd/-
MITESH MALIWAL
COMPANY SECRETARY
MEM. NO. A50125

Sd/-
ARVIND MACHHAR
MANAGING DIRECTOR
DIN:-00251843

Sd/-
SANDEEP MACHHAR
DIRECTOR
DIN:-00251892

Sd/-
SATISH KUMAR SHARMA
CHIEF FINANCIAL OFFICER

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2018

				Rs. In Lakhs
		NOTE	As at 31.03.18	As at 31.03.17
I	REVENUE			
	Revenue from Operations Incl. of taxesRs.442.46(155.57)	20	3620.20	3480.57
	Other Income	21	93.62	45.05
	TOTAL REVENUE		3713.82	3525.62
II	EXPENSES			
	Cost of Materials Consumed	22	1325.35	1336.33
	Changes in Inventories of Finished Goods and Work-in-Progress	23	-12.60	-47.29
	Employee Benefits Expenses	24	443.03	400.57
	Finance Cost	25	300.59	306.30
	Depreciation and Amortization Expenses	26	241.26	266.23
	Other Expenses	27	1367.77	1073.73
	TOTAL EXPENSES		3665.40	3335.87
III	Profit / (Loss) Before Exceptional & Extraordinary Items and Tax		48.42	189.75
	Prior Period Income/(Expenses)	28	-4.97	-34.95
IV	Exceptional Items - Profit on sale of Fixed Assets	29	1.73	0.00
V	Profit / (Loss) Before Tax		45.17	154.80
VI	Tax Expenses		0.00	0.00
VII	Profit / (Loss)After Tax for the Year		45.17	154.80
VIII	Earnings Per Share:			
	Par Value per Share Rs.10/-			
	a) Basic		0.87	2.95
	b) Diluted		0.87	2.95
Refer Accompanying Notes to Financial Statements				
	Significant Accounting Policies	1		
	Notes to Accounts	2		

AS PER OUR REPORT ANNEXED
FOR NIKHIL N. LOYA & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NUMBER 132280W

Sd/-
NIKHIL N LOYA
PROPRIETOR

Sd/-
MITESH MALIWAL
COMPANY SECRETARY
MEM. NO. A50125

Sd/-
ARVIND MACHHAR
MANAGING DIRECTOR
DIN:-00251843

Sd/-
SANDEEP MACHHAR
DIRECTOR
DIN:-00251892

Sd/-
SATISH KUMAR SHARMA
CHIEF FINANCIAL OFFICER

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2018

(Amount in Rs. in Lakhs)

	PARTICULARS	2017-2018	2016-2017
A	CASH FLOW FROM OPERATING ACTIVITIES		
i)	Profit/Loss after Tax & Extra Ordinary Items	45.17	154.80
ii)	Profit on Sale of Assets	(1.73)	-
iii)	Depreciation & Impairment	241.26	266.23
iv)	Interest /Financial Charges	300.59	306.30
v)	Provision for Taxes	-	-
vi)	Interest /Dividend Received	-	(0.16)
	Total	540.12	572.37
	OPERATING PROFIT BEFORE WORKING CAPITAL CHARGES ADJUSTMENT	585.30	727.16
i)	Trade and other Receivables	(186.73)	7.45
ii)	Change in other current assets	(80.94)	(38.29)
iii)	Inventories	17.14	(49.43)
iv)	Trade Payable	172.09	(3.51)
v)	Cash generated from operations	506.86	643.38
vi)	Interest paid/Financial Charges	300.59	306.30
	NET CASH FROM OPERATING ACTIVITIES (TOTAL A)	206.27	337.08
B	NET FLOW FROM INVESTMENT ACTIVITIES		
i)	Purchase of Fixed Assests	(53.77)	(259.56)
iii)	Sale of Fixed Assets	1.73	-
	Sale of Investments	-	-
iv)	Interest/Dividend Received	-	0.16
	NET FLOW FROM INVESTMENT ACTIVITIES [TOTAL B]	(52.04)	(259.39)
C	CASH FLOW FROM FINANCIAL ACTIVITIES		
i)	Proceeds From Long Term Financing	135.69	148.01
ii)	Proceeds From Short Term Financing	28.85	7.20
iii)	Payment of Long Term Borrowings	(324.56)	(261.14)
iv)	Payment of Defferal Credits - Net	8.05	22.26
v)	Deferred payment to Machine Suppliers - Net	(0.25)	0.44
vi)	Subsidy from Government Received	-	-
	NET FLOW FROM FINANCIAL ACTIVITIES [TOTAL C]	(152.21)	(83.24)
	CLOSING BALANCE [A+B+C]	2.02	(5.55)
	CASH AND CASH EQUIVALENT OPENING BALANCE	28.89	34.44
	CASH AND CASH EQUIVALENT CLOSING BALANCE	30.91	28.89
		2.02	(5.55)

AS PER OUR REPORT ANNEXED
FOR NIKHIL N. LOYA & CO.
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DIN:-00251892

Sd/-
SATISH KUMAR SHARMA
CHIEF FINANCIAL OFFICER

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO FINANCIAL STATEMENTS**HISTORY:**

Apt Packaging limited established in 1980 (earlier known as Anil Chemicals and Industries Limited till 19.06.2008) engaged in manufacturing of co extruded plastic tubes used for packaging. The facility was set up in the Aurangabad, Maharashtra in the year 1996 and a new unit has been put up in the state of Uttarakhand in the year 2010. The new unit is eligible for various incentives of excise, income tax and other for a period of 10 years. The chemical division of the Company was de-merged into a new Company in the year 2008. The Company earlier has been registered as a sick Company by Board for Industrial and Financial Reconstruction, New Delhi (BIFR) vide order dated 21.11.2013 now the a Sick Industrial company Act is repealed vide a notification date 25.11.2016 with effect from 01.12.2016. The company is a public limited company incorporated and domiciled in India and its registered office is at Aurangabad, Maharashtra. The company has its primary listing on Bombay Stock Exchange.

SIGNIFICANT ACCOUNTING POLICIES:**a) General:**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for interest payable on government dues accounted on cash basis (Refer Note No.34) and certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 5 of the Companies (Indian accounting standards) Rules, 2015, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI) except for applying and implementing of Ind AS (Refer Note No.35) . Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

b) Use of Estimates:

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended, provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed tangible assets and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements

c) Provision of Contingent Liabilities & Assets

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made

Contingent assets are neither recognised nor disclosed in the financial statements.

d) Fixed Assets, Depreciation, Amortization and impairment:**Tangible Assets**

i) Fixed Assets are stated at cost of acquisition net of Cenvat, inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. As per the practice and on the basis of technical evaluation report expenses incurred on trial runs, know-how, development, modernization, de-bottlenecking of plant and equipment and adjustment arising from exchange rate variation relating to borrowings attributable to the fixed assets, are capitalized.

ii) Depreciation and amortization
 Depreciation on tangible assets is provided on the straight-line method. The depreciation is provided based on useful life of the assets as prescribed in Part C of Schedule II of Companies Act, 2013 except in respect of the "Plant and Machineries" upto 31.03.2015 (Class of Assets), whereas useful life is different than those prescribed in Part C of Schedule II Rates of depreciation for plant and machinery of the co-extruded tube is considered as continuous process plant. For that class of assets, useful life of the assets has been estimated based on independent technical evaluation carried out by an external valuer competent to do such valuations. The Management believes that the useful life for the class of assets as mentioned above now represent the fair estimate of useful life hence the useful lives for these assets i.e. 10 to 18 years is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013. Further the useful life of the assets purchased from financial year 2015-2016 has been applied as per Part C of Schedule II

of the Companies Act 2013 considering continuous process plant. The depreciation for assets purchased / sold during the period is proportionately charged. The useful lives and residual values of tangible assets are reviewed periodically including at each financial year end.

- iii) Depreciation on addition is being provided on pro-rata basis from following month of such additions
- iv) Depreciation on assets sold, discarded or demolish during the year is being provided at their rates up to the month in which such assets are sold, discarded or demolished.
- v) Normal depreciation is provided on addition on account of exchange variation of foreign currency loans in the following years.
- vi) Plant & Machinery are considered as continuous process Plant.

vii) Premium on leasehold land has been amortized (written off) proportionately over the period of lease.

viii) The fixed assets specifically Land, Building and Plant & Machinery of the company have been valued from the approved valuer at a reasonable interval in order to comply with the requirement of AS-28. Impairment aspect of Fixed Assets for other assets, they are stated at residual value.

Intangible Assets

Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use except for softwares purchased for computers. The cost of the softwares are debited to profit & loss account under the sub head miscellaneous expenditure in the year of purchase.

e) Foreign Currency Transactions

- i) The transactions denominated in foreign currency are recorded at the exchange rate prevailing at the time of transactions. Monetary items denominated in foreign currency at year-end are translated at rates prevailing on the last day of the Financial Year.
- ii) Foreign Currency Loans for acquisition of fixed assets are converted at the rate prevailing on the date of Balance Sheet. The fluctuation is adjusted in the cost of fixed assets.

f) Investments:

Non current Investments are stated at cost and appropriate diminution except temporarily nature in the value of quoted investment is being provided for.

g) Inventories:

- i) Inventories are valued at lower of cost and net realizable value except packing material, stores & spares, semi finished goods and work in progress which are valued at cost.
- ii) Cost is computed on the basis of FIFO. In case of finished Goods and goods in process, cost includes material cost (at year end), labour and overhead expenses inclusive of depreciation.
- iii) Inventory verified, valued and certified by the management.

h) Sales and Income Recognition

- i) Sales are stated and recognized on dispatches at Gross value i.e. inclusive of all taxes and freight charged to customers.
- ii) Gross sales includes inter unit sale of finished and semi-finished goods. Inter unit transfers of raw materials, consumables, stores and spares are transferred at cost and not included in sales.
- iii) Traded Goods (Inclusive of Transportation thereon) accounted on dispatch to customer basis on gross value and grouped under sales
- iv) Dividend and interest on investment are accounted for as and when right to receive basis accrued

in favour of company.

i) Cenvat (Modvat)/GST:

Cenvat (Modvat)/GST/Service Tax Credit availed on fixed assets is adjusted to the cost of the asset. Other Cenvat (Modvat)/GST /Service Tax Credit availed is set off with the purchase cost. Cenvat of Service Tax availed is set-off with the respective services. Unutilized balance is shown under the head "Other Current Assets."

j) Retirement Benefits:

- i) Contribution to the Provident Fund and ESIC is made monthly as per the provisions of the Provident Fund Act and ESIC Act.
- ii) The provision of Gratuity for employees and Directors are recognized and accounted for on the basis of Actuarial Valuation made by authorized assessor.
- iii) Leave encashment is determined on the basis of leave rules of the company and accounted on accrued basis.

k) Government Grants:

Grants in nature of project capital subsidy are credited to capital reserve. Revenue grants to be completed.

l) Misc. Expenditures:

Misc. preliminary and preoperative expenses are written off over a period of five years.

m) Prior period items etc.

Prior period expenses/income, non-recurring and extra-ordinary items having material impact disclose in financial statement separately.

n) Cash flow statement:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated

o) Taxes on Income:

Deferred tax is recognized on timing difference between the accounting income and taxable income for the year that originates in one period and is capable of reversal in one or more subsequent period. Such deferred tax is quantified using the tax rate and laws enacted or substantively enacted as on the Balance sheet date.

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

p) Borrowing Costs:

In case of period of construction / installation of the qualifying fixed assets is which takes more than a year, borrowing costs that are directly attributable to the acquisition / construction of the are capitalized as part of respective asset, up to the date of acquisition / completion of construction. Other borrowing costs are recognized as expenses in the period in which they are incurred.

NOTE NO.3:	As at 31.03.18	As at 31.03.17
SHARE CAPITAL		
AUTHORISED:		
1,00,00,000 Equity Shares of Rs.10 each	1,000.00	1,000.00
ISSUED:		
60,36,417 (60,36,417) Equity shares of Rs.10/- each	603.64	603.64
PAID UP:		
*52,63,467 (52,63,467) Equity Shares of Rs.10/- each fully paid up.	526.35	526.35
Add: Forfeited Shares	54.06	54.06
736248 (736248) Equity Shares of Rs. 10 each		
Total	580.40	580.40

RECONCILIATION OF SHARE CAPITAL

Equity Shares	As at 31.03.18		As at 31.03.17	
	No of Shares	Amount	No of Shares	Amount
At the beginning of the period	5263467	526.35	5263467	526.35
Fresh issue of shares during the period	0	0.00	0	0.00
Outstanding at the end of the period	5263467	526.35	5263467	526.35

Disclosure :

1) The Company has only one class of equity shares having a par value of ` 10/- per share. Each equity share carries one vote and is entitled to dividend that may be declared by the Board of Directors, which is subject to the approval of the shareholders in the Annual General Meeting.

2) Application for listing of 2680 (6700) shares have been approved by BSE vide their order no. DCS/PREF/AC/IP-ABY/1972/15-16 dated on June 6, 2017.

3) No bonus and dividends have been paid out during last five years immediately preceding March 2018.

4) In the event of liquidation of the company the holders of equity shares will be entitled to receive any of the remaining assets of the company in proportion to number of equity shares held by shareholders.

5) Details of Shareholders holding more than 5% Shares in the company

Name	2017-2018		2016-2017	
	No. of Shares	%	No. of Shares	%
Mr.Arvind Machhar	765508	14.54	765508	14.54
Race Course Capital Market Pvt Ltd	597500	11.35	597500	11.35
Mrs. Sunita Machhar	354100	6.73	354100	6.73
Mrs. Dimpy Machhar	312400	5.94	312400	5.94
Mrs. Prema Machhar	310000	5.89	310000	5.89
Mr. Sunil Machhar	299714	5.69	299714	5.69

NOTE NO.4: RESERVES AND SURPLUS	As at 31.03.18	As at 31.03.17
1) CAPITAL RESERVES:		
Capital Reserve - As per last Balance Sheet	548.22	548.22
Capital Incentives (Subsidy) - As per last Balance Sheet	83.23	83.23
Profit on Reissue of forfeited shares - As per last B/ Sheet	3.36	3.36
Total Capital Reserves	634.80	634.80
2) SECURITIES PREMIUM RESERVE - As per Last Balance Sheet	480.90	480.90
3) PROFIT AND LOSS ACCOUNT		
Balance as per the last financial statements	-2,114.94	-2,269.74
Profit / (Loss) for the year	45.17	154.80
Net surplus /(Deficit) in the statement of Profit and Loss	-2,069.76	-2,114.94
Total	-954.06	-999.24

NOTE NO.5: LONG TERM BORROWINGS			Current Maturities	
	Long Term Maturities		As at 31.03.18	As at 31.03.17
	As at 31.03.18	As at 31.03.17		
SECURED LOANS				
1. TERM LOANS FROM BANKS:				
a) Punjab National Bank Term Loan IC295	145.03	190.93	39.45	33.81
b) Punjab National Bank Term Loan IC301	444.99	569.69	41.47	35.54
c) Punjab National Bank Term Loan IC286	63.01	122.02	115.79	99.25
d) Punjab National Bank Term Loan IC8076	117.53	19.54	38.44	32.95
UNDER VEHICLE FINANCE SCHEME				
e) ICICI Bank Ltd. "Vehicle Loans"	0.00	1.29	1.29	2.90
f) Axis Bank Ltd. "Vehicle Loan"	0.00	0.00	0.00	2.41
g) Cholamandal Finance "Vehicle Loan"	0.00	1.53	1.61	1.32
h) PNB vehicle Loan "Vehicle I"	7.00	4.57	1.43	1.43
i) PNB vehicle Loan "Vehicle II"	3.23	3.84	1.05	1.05
j) Cholamandal Finance "Vehicle Loan"	0.00	1.45	1.53	1.32
2. DEFERRED PAYMENT LIABILITIES				
k) For acquisition of fixed assets - To Machine Supplier	0.00	0.00	20.72	20.96
TOTAL SECURED LOANS	780.77	914.87	262.78	232.95
UNSECURED LOANS				
UNRELATED PARTY				
l) Deferred Sales Tax liability	385.39	441.51	194.72	130.55
m) ICD from promoter group Company	351.70	388.42	0.00	0.00
RELATED PARTY				
n) Directors	738.29	789.93	0.00	0.00
o) Inter Corporate Deposits	139.72	133.89	0.00	0.00
TOTAL UNSECURED	1615.10	1753.76	194.72	130.55
Grand Total	2395.87	2668.63	457.50	363.50

Sr. No. Above

- a) Primarily is secured by hypothecation of all the fixed assets of the company situated at Phalora Aurangabad, Chikalthana Aurangabad, and LaksarHaridwar. The Loan is repayable in monthly instalments of Rs 2.81 lakhs monthly to be repaid up to 2020-2021 carrying an interest at the rate of 10.10%
- b) Primarily is secured by hypothecation of all the fixed assets of the company situated at Phalora Aurangabad, Chikalthana Aurangabad, and LaksarHaridwar. The Loan is repayable in monthly instalments of Rs 8.27 lakhs monthly to be repaid up to 2020-2021 carrying an interest at the rate of 10.10%
- c) Primarily is secured by hypothecation of all the fixed assets of the company situated at Phalora Aurangabad, Chikalthana Aurangabad, and LaksarHaridwar. The Loan is repayable in monthly instalments of Rs 2.96 lakhs monthly to be repaid up to 2020-2021 carrying an interest at the rate of 10.10%
- d) The fresh term loan sanction on date 24.01.2017 (disbursement started in March 2017 on wards), the loan is hypothecated with full values of machines, tools and spares etc purchased as per sanction. The term loan is repayable in 63 equated monthly instalment of Rs 2.75 lakhs starting

from May 2017 instead of March 2017 and ending in July 2022, carried an interest at the rate of 10.10%

- e** Secured by hypothecation of the vehicles acquired by utilising the said loan in the name of the company and is repayable in equated monthly instalments, due upto August 2018, the loan carries the interest @11.75% p.a.
- f** Secured by hypothecation of the vehicles acquired by utilising the said loans in the name of managing director of the company and is repayable in equated monthly instalments, due up to March, 2018.
- g** Secured by hypothecation of the vehicles acquired by utilising the said loans in the name of the company and is repayable in equated monthly instalments, due upto March 2019
- h** Secured by hypothecation of the vehicles acquired by utilising the said loans in the name of the company and is repayable in equated monthly instalments, due upto August 2023
- i** Secured by hypothecation of the vehicles acquired by utilising the said loans in the name of the company and is repayable in equated monthly instalments, due upto November 2023
- j** Secured by hypothecation of the vehicles acquired by utilising the said loans in the name of the company and is repayable in equated monthly instalments, due up to March 2019
- k** Secured against the machine purchased from the machine supplier and is repayable immediately without any interest. The loan is in CHF currency.
- l** This is as per incentive scheme of Government of Maharashtra for the co-ex tube unit of the company situated at Phalora. The repayment of each year of the deferred sales tax amount is to be made in five equal instalments in 11th to 15th year, without any interest till the respective due dates. Thereafter it carries interest @ 18% p.a.
- m** Rs24.57 lakhs carries an interest at the rate of 12%, and balance amount at the rate of 0% as per mutual consent for 2 years i.e. financial year 2016-17 & 2017-18.
- n** Carry interest @ 12% p.a.
- o** Carry interest @ 9%

NOTE NO.6: DEFERRED TAX LIABILITY	As at 31.03.18	As at 31.03.17
a) The company is having carried forward losses as per books of accounts of Rs 2065.29 Lakhs as on 31.03.2018 and Rs 1701.54 Lakhs up to Assessment Year 2017-18 (31.03.2017) as per the Income Tax Act 1961.	----	----
b) In view of the carried forward losses / unabsorbed depreciation in respect of past years both as per books and as per income tax, the company may not have the taxable income in the near future and hence, cumulative net deferred tax assets after deducting deferred tax liabilities have not been recognized by the company on prudence basis in accordance with the AS-22 issued by the ICAI. Similarly, net deferred tax asset for the current year have also not been recognized on prudence basis.	----	----

NOTE NO.7: LONG TERM PROVISIONS	As at 31.03.18	As at 31.03.17
Provision for Employee benefit		
Provision for Gratuity (Non Funded)	39.79	39.83
Provision for Leave Encashment (Non-Funded)	16.34	18.61
Total	56.13	58.43

NOTE NO.8: SHORT TERM BORROWINGS	As at 31.03.18	As at 31.03.2017
Cash credit, packing credit, post shipment and ILC acceptance (secured)	643.66	614.81
Interest Accrued on the above		
Foreign currency buyer's credit loan (unsecured)	52.87	52.87
Total	696.53	667.68

Disclosure:

Cash credit, packing credit and working capital demand loan from bank are secured by hypothecation of all tangible movable assets both present and future including stock of raw materials, finished goods, goods in process, stores and trade receivables etc and is further secured by a second charge on the fixed assets at Laksar, Pharola and Chikalhana. All the working capital limits from PNB as mentioned above are personally guaranteed by managing director and one director of the company. The cash credit facility availed carries the rate of interest at the rate of 10.10%, packing credit and post shipment credit is repayable on demand and carries interest rates of 9.20% as on 31.03.2018. The Interest on ILC Acceptance is between 12.50% to 15.00%.

Outstanding foreign currency buyer's credit loans are unsecured and carry an interest rate ranging from libor plus 100 bps to libor plus 150 bps

NOTE NO.9:TRADE PAYABLES		As at 31.03.18	As at 31.03.17
Trade Payables for Materials&Services		542.12	411.97
Total		542.12	411.97

Disclosure:

The Company has not received any intimation from any of suppliers regarding their status under "The Micro, Small and Medium Enterprises Development Act, 2006". Therefore there are no dues to any creditors constituting "Suppliers" within the meaning of Section 2 (n) of the Micro, Small and Medium Enterprises Development Act,2006. The identification of Micro, Small and Medium enterprises is based on the management's knowledge of their status.

NOTE NO.10: OTHER CURRENT LIABILITIES	As at 31.03.18	As at 31.03.17
Advances from Customers	15.02	7.10
Creditors for capital goods	10.37	28.86
Interest Accrued but not due	0.00	0.00
Statutory liabilities	106.01	52.37
Current Maturities of Long Term Debts	457.50	363.50
Total	588.91	451.83

NOTE NO.11: SHORT TERM PROVISIONS	As at 31.03.18	As at 31.03.17
Leave Travel Concession	4.12	3.64
Medical	3.44	2.90
Bonus	7.93	10.09
Total	15.49	16.63

Note 12 Fixed assets

Tangible assets	Gross block					
	Balance as at 01-04- 2017	Addition s	Disposal s	Effect of foreign currency exchange difference s	Borrowi ngs cost capitaliz ed	Balance as at 31-04-2018
(a) Land						
Freehold	129.00	0.00	0.00	0.00	0.00	129.00
Leasehold *	0.63	0.00	0.00	0.00	0.00	0.63
(b) Buildings - own use	852.60	0.00	0.00	0.00	0.00	852.60
(c) Plant and Equipment - owned	4436.25	172.92	95.74	-33.38	0.00	4480.06
(d) Furniture and Fixtures - owned	55.44	0.06	0.00	0.00	0.00	55.50

(e) Vehicles - owned	123.59	9.72	10.81	0.00	0.00	122.50
(f) Office equipment - owned	42.27	1.78	0.00	0.00	0.00	44.05
(h) Others – Computers Owned	31.89	0.13	0.00	0.00	0.00	32.02
Total	5671.67	184.61	106.55	-33.38	0.00	5716.37
Previous year	5405.33	278.37	11.73	-0.30	0.00	5671.67

Note**s**

- 1 There is NIL amount under the head acquisitions through business combinations, reclassified as held for sale, Revaluation increase, other adjustments during the year
- 2 Vehicles includes vehicles having gross block Rs. 69.25 Lakhs held in the name of the Director(s) and one vehicle having gross block of Rs 4.83 lakhs is held in the name of the Ex-Director

NOTE NO.13 : NON CURRENT INVESTMENTS	As at 31.03.18	As at 31.03.17
Unquoted Investments		
1050 Shares of ` 10/- each fully paid up in DevgiriNagriSahakari Bank Ltd.	0.11	0.11
Aggregate Amount of Un quoted Investments	0.11	0.11
Quoted Investments		
Mutual Funds		
(a) UTI-Mastershare- Unit Scheme - 846 Unit of Rs 5/- each	0.06	0.06
(b) UTI - Equity Fund -Unit Scheme - 300 Unit of Rs 10/- each	0.06	0.06
Equity Investments		
(c) Dhar Cements Limited - 183 Equity Shares of 10/- each fully paid-up	0.02	0.02
(d) Titan Industries Limited - 650 Equity Shares of 10/- each fully paid-up	0.03	0.03
(e) NirupSynchrome Limited - 5000 Equity Shares of 10/- each fully paid-up	2.30	2.30
(f) Maharashtra Explosives Ltd - 3550 Equity Shares of 10/- each fully paid-up	1.08	1.08
(g) Astra Zeneca Pharma India Ltd - 100 Equity Shares of 10/- each fully paid-up	0.03	0.03
(h) SanchayFinvest Limited - 5000 Equity Shares of ` 10/- each fully paid-up	0.75	0.75
Less Provision for diminution in value of Quoted Investments	-1.33	-1.33
Aggregate Amount of quoted Investments	2.98	2.98
	3.09	3.09

Disclosure: Market Value of Quoted Investments (Except for those which are not in trade as on 31.03.2018)

Rs 4.94

Rs.4.22

NOTE NO.14: OTHER NON CURRENT ASSETS	As at 31.03.18	As at 31.03.17
Advance to Suppliers for Capital goods	19.81	7.78
Total	19.81	7.78

NOTE NO.15: INVENTORIES	As at 31.03.18	As at 31.03.17
Valued at Lower of Cost and net realisable value except stated otherwise.		
(As certified by the Management)		
Raw Material	118.18	134.77
Finished & Semi Finished goods	28.14	70.69
Work in Progress at cost	105.04	49.88
Packing Material at cost	10.41	6.87
Stores and Spares at cost	26.35	43.05
Total	288.12	305.26

NOTE NO.16: TRADE RECEIVABLES			As at 31.03.18	As at 31.03.17
Unsecured	31.03.18	31.03.17	730.63	543.90
(a) Outstanding for more than six months - Considered Good	52.66	28.18		
(b) Other debts	677.97	520.13		
Less: Provision for doubtful debts	0.00	4.41		
Total			730.63	543.90

NOTE NO.17: CASH AND CASH EQUIVALENT		As at 31.03.18	As at 31.03.17
Cash on Hand		5.17	2.00
Balances with Banks			
In Current Account		0.29	0.88
In Fixed Deposits (Held with Scheduled Bank as Margin)		24.67	25.21
In EEFC Accounts		0.79	0.81
Total		30.91	28.89

NOTE NO.18: SHORT TERM LOANS AND ADVANCES		As at 31.03.18	As at 31.03.17
(Unsecured and considered good)			
Advance to Suppliers for Raw Material, Consumables & Services		30.08	22.31
Advances recoverable in cash or in kind or for value to be received		5.09	2.38
Total		35.17	24.69

NOTE NO.19: OTHER CURRENT ASSETS		As at 31.03.18	As at 31.03.17
Pre-Paid expenses		1.27	3.29
TDS Receivables		0.36	3.66
VAT Receivables		113.46	111.86
RG-23-A, RG-23-C & Service Tax Unutilized Balance		41.01	21.45
Export Incentives Receivables		40.96	34.52
Excess Interest Charge by Bank-Refundable		0.00	0.00
Deposits with electricity boards, telephone, PLA etc.		66.15	30.00
Total		263.22	204.78

NOTE NO.20: REVENUE FROM OPERATIONS		As at 31.03.18	As at 31.03.17
Sale of Manufactured Goods - co-extruded tubes		3,581.60	3,419.43
Sale of Scrap		8.34	10.03
Sale of Traded Goods		30.26	51.12
Total		3,620.20	3,480.57

Disclosure:

1. Sales are stated at gross value inclusive of taxes and Freight. Sales includes inter unit transfer of finished and semi-finished goods amounting to Rs.130.09 Lakhs (Rs.92.10) Lakhs. Sale includes sale to related party Ultra Beauty Care Pvt Limited amount of Rs36.24Lakhs

NOTE NO.21: OTHER INCOME		As at 31.03.18	As at 31.03.17
Dividend on shares		0.00	0.16
Interest on Bank Time Deposit & Others		6.37	3.08
Rent Receipt		0.00	0.00
Credit Balances Written Back		13.97	11.70
Export Incentives		37.43	25.22
Miscellaneous Income		35.65	6.68
Net Profit on Foreign Currency Transactions		0.20	-1.79
Total		93.62	45.05

NOTE NO.22: COST OF MATERIALS CONSUMED	As at 31.03.18	As at 31.03.17
POLYETHYLENE		
Opening Stocks	6.77	35.13
Add: Purchases	379.79	459.88
Less : Closing Stocks	8.41	6.77
Consumption	378.16	488.24
POLYPROPLENE		
Opening Stocks	4.94	10.78
Add: Purchases	326.74	316.51
Less : Closing Stocks	3.90	4.94
Consumption	327.79	322.34
Opening Stocks	21.95	21.45
Add: Purchases	51.85	55.00
Less : Closing Stocks	22.16	21.95
Consumption	51.64	54.50
LABELS		
Opening Stocks	29.61	6.62
Add: Purchases	236.84	267.29
Less : Closing Stocks	10.07	29.61
Consumption	256.39	244.30
INLAND BOUGHT OUT ITEMS		
Opening Stocks	20.20	45.12
Add: Purchases	150.93	61.48
	171.13	106.60
Less : Closing Stocks	21.84	20.20
Consumption	149.28	86.40
OTHER RAW MATERIALS		
Opening Stocks	37.03	19.06
Add: Purchases	142.25	111.45
Less : Closing Stocks	49.79	37.03
Consumption	129.49	93.48
TRADED GOODS		
Opening Stocks	0.00	0.00
Add: Purchases	32.60	47.08
Less : Closing Stocks	0.00	0.00
Consumption	32.60	47.08
Total Consumption	1,325.35	1,336.33

Disclosure

The sale of inter unit raw materials of Rs. 94.91 Lakhs (Rs. 47.13 Lakhs) adjusted in cost of materials consumed. Purchase include 32.60 Lakhs purchase from related party Ultra Beauty Care Pvt Limited

NOTE NO.23: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS	As at 31.03.18	As at 31.03.17
Opening Finished Goods	24.94	48.17
Closing Finished Goods	28.14	70.69
Change in Finished Goods	-3.20	-22.52
Opening Work-in-Progress	95.63	25.11
Closing Work-in-Progress	105.04	49.88
Change in Work-in-Progress	-9.40	-24.77
Net (Increase)/Decrease	-12.60	-47.29
NOTE NO.24 : EMPLOYEE BENEFITS EXPENSES	31.03.18	31.03.17
Salaries and Wages including Bonus	419.13	377.11
Contribution to P.F.	20.33	18.71
Employee welfare	3.57	4.75
Total	443.03	400.57

Disclosure:
The above Salaries and Wages include Directors
Remuneration

NOTE NO.25 : FINANCE COST	As at 31.03.18	As at 31.03.17
Interest on Term Loan	124.13	126.14
Interest on Working Capitals including acceptances and buyer credits	58.80	51.72
Interest on other borrowings	105.05	115.09
Bank Charges	12.60	13.35
Total	300.59	306.30

Note 26 Depreciation on Fixed assets

	Tangible assets	Accumulated depreciation and impairment					Net block		
		Balance as at	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Impairment losses recognised in statement of profit and loss - opening balance as on	Reversal of impairment losses recognised in Statement of Profit and Loss	Balance as at	Balance as at	Balance as at
		01-04-2017			01-04-2017		31-03-2018	31-03-2018	31/03/2017
	(a) Land Freehold	0.00	0.00	0.00	0.00	0.00	0.00	129.00	129.00
	Leasehold *	0.16	0.01	0.00	0.00	0.00	0.17	0.46	0.47
	(b) Buildings - own use	361.88	23.84	0.00	0.00	0.00	385.72	466.88	490.72
	(c) Plant and Equipment - owned	2340.56	253.82	53.03	57.35	0.00	2598.69	1881.36	2037.81
	(d) Furniture and Fixtures - owned	45.90	1.84	0.00	0.03	0.00	47.77	7.73	9.50
	(e) Vehicles - owned	64.99	12.34	8.74	0.69	0.00	69.28	53.23	57.92
	(f) Office equipment - owned	31.25	1.84	0.00	0.00	0.00	33.09	10.96	11.56
	(h) Others - Computers	30.91	0.27	0.00	0.00	0.00	31.18	0.84	0.98
	Total	2875.65	293.96	61.77	58.07	0.00	3165.91	2550.46	2737.95
	Add capital work in progress								
	Previous year	2603.29	287.68	15.32	58.07	0.00	2933.72	2737.95	2951.98

Notes

- 1 There is no amount under the head of eliminated on reclassification as held for sale and Loss and other adjustments
- 2 Depreciation have been charged on straight line method. Depreciation on additions and assets sold during the year has been charged proportionately
- 3 Premium paid on leasehold land written off proportionately

NOTE NO.27 : OTHER EXPENSES	As at 31.03.18	As at 31.03.17
A. MANUFACTURING EXPENSES		
Stores & Spares consumed	105.36	124.78
Power & Fuel	182.78	192.83
Repairs to Machinery	16.92	17.61
Packing Material consumed	122.37	108.59
Job work expenses	0.00	2.86
Contract Production Wages	181.65	180.22
Subtotal	609.08	626.90
B.ADMINISTRATIVE & OTHER EXPENSES		
Rates & Taxes	9.27	2.60
Rent	6.83	6.54
Insurance	4.45	3.80
Payment to Statutory Auditors		
Statutory Audit Fee	3.25	3.25
Quarterly Review fees	0.50	0.50
Reimbursement of expenses	0.93	0.51
Postage	2.91	3.08
Telephone	10.47	8.42
Vehicle running and Maintenance	14.46	13.54
Legal & Professional Charges	22.20	17.59
Penalty of late filing of TDS / TCS Returns	0.00	0.00
Travelling Expenses	44.05	57.96
Miscellaneous Expenditure	35.68	31.92
Debit Balance written off	0.23	4.85
Repairs to Building	2.82	7.05
Repair to other Assets	4.05	1.67
Security Expenses	18.59	17.48
Net Loss on Foreign Currency Transactions		
Subtotal	180.70	180.75
C.SELLING AND DISTRIBUTION EXPENSES		
Excise duty and sales tax / VAT and GST	442.46	155.67
Transportation Expenses	110.11	90.32
Other Sales expenses & discounts	25.42	20.10
Subtotal	577.99	266.08
Grand Total	1,367.77	1,073.73

NOTE NO.28 PRIOR PERIOD ITEMS INCOME/EXPENSES	As at 31.03.18	As at 31.03.17
INCOME		
Excess provision of gratuity and leave encashment written back	0.00	2.10
Other income of earlier years	4.83	10.51
Excess Provision Written Back	0.00	0.14
Subtotal	4.83	12.75
EXPENSES		
Other expense of earlier years	9.81	47.70
Subtotal	9.81	47.70
INCOME/EXPENSES	-4.97	-34.95
NOTE NO.29 EXTRA-ORDINARY ITEMS	As at 31.03.18	As at 31.03.17
INCOME		
Profit on sale of Fixed Assets	1.73	0.00
INCOME/EXPENSES	1.73	0.00

30. Segment Reporting:

Broadly by all criteria the activities of the company falls in the segments as detailed below.

Criteria	Segment
Product base	1)Co-extruded Tube, 2) Traded Goods
Customer base	Domestic market/ overseas market
Geographical Area of Operation	Domestic market/ overseas market
Geographical area of assets location	Maharashtra, Uttarakhand

A. Primary Segment: Business segment

The operations of the company mainly fall within a single business segment i.e. Co-extruded tube segment. The financial data for segment reporting as follows.

Sr No	Particulars	Co-extruded Tube Division 31.03.2018	Co-extruded Tube Division 31.03.2017
	Revenue		
A	Sales	3620.20	3480.57
B	Profit/Loss Before Dep and Interest	585.30	727.33
C	Interest Expense	300.59	306.30
D	Depreciation & Impairment	241.26	266.23
E	Extra Ordinary Items	1.73	0.00
F	Net Profit/Loss	45.17	154.80
	Other Information		
G	Segmental Assets	5716.37	5671.67
H	Less Depreciation & Impairment	3165.91	2933.72
I	Net Assets	2550.46	2737.95
J	Segmental Liabilities	1146.53	880.43

B. Secondary Segment: Geographic Segment

The geographic segment identified, as secondary segment are “Domestic Market” and “Export Market”.

	PARTICULARS	TOTAL	Co-extruded Tube Division
A	DOMESTIC	3035.90	2,992.59
B	EXPORT	584.30	487.98
	TOTAL	3620.20	3480.57

Note:-

- A) The Company has common assets for producing goods for Domestic Market and Overseas Market. Hence, separate figure for assets/additions to fixed assets are not furnished.

31. Related Party Disclosure:**Amount in Lakhs****Director's remuneration**

Sr. No.	Name of the Party	Relationship	31.03.2018	31.03.2017
1	ArvindMachhar	Managing Director	26.32	24.80

Salary to related persons:

Sr. No.	Name of the Party	Relationship	31.03.2018	31.03.2017
1	ArpitMachhar	Son of MD	11.29	9.48
2	NischintMachhar	Son of MD	10.44	10.44

Payment of professional fees:

Sr. No.	Name of the Party	Relationship	31.03.2018	31.03.2017
1	Khandelwal Jain & Co.	Related Concern of Non-Executive Ind't Director	0.85	0.80
2	Ultra Beauty Care Pvt Limited	Related Concern of Non-Executive Ind't Director	32.80	29.68

Interest provided / paid on unsecured loans from related:

Sr. No.	Name of the Party	Relationship	31.03.2018	31.03.2017
1	Arvind Machhar	Managing Director	60.62	59.64
2	Sandeep Machhar	Director	23.52	33.87
3	Utsav Logistic Private Limited	Promoters Group Company	0.00	0.00
4	Race Course Capital Market Ltd	Promoters Group Company	11.51	11.46
5	KCL Infra Projects Ltd	Promoters Group Company	2.66	2.41
6	Manjeet Cotton Pvt Limited	Promoters Group Company	0.00	1.43
7	Calculated Infrastructure pvt ltd	Promoters Group Company	0.00	0.88

Interest bearing unsecured loan taken:

Sr. No.	Name of the Party	Relationship	31.03.2018	31.03.2017
1	Arvind Machhar	Managing Director	544.58	537.79
2	Sandeep Machhar	Director	193.71	252.14
3	Race Course Capital Market Ltd	Promoters Group Co	139.72	133.89
4	Khusi Industries Limited	Promoters Non Group Co	187.93	187.93
5	Nirman Clothing Pvt Limited	Promoters Non Group Co	26.40	69.40
6	ZemeRealrich Pvt Ltd	Promoters Non Group Co	46.34	46.38
7	KCL Infra Projects Limited	Promoters Non Group Co	22.17	22.17

32. Contingent Liabilities/Assets:

- a. Claims not acknowledged as debts are on account of a suit filed against the company by M/s Food Fats and Fertilizers Ltd. on behalf of Apte Organic Chemicals Pvt. Ltd. in Mumbai High Court for the recovery of Rs.2.67 Lakhs (Rs.2.67 Lakhs). The company is contesting the same. The BIFR have ordered for repayment subject to withdrawal of suit.
- b. Guarantee given by the Company for sales tax deferment dues of the resulting Company Machhar Industries Limited as per the sanctioned scheme ordered by BIFR Rs. 134.33 Lakhs (Rs. 287.03 Lakhs).
- c. Bonds executed by the company in favour of Commissioner, Central Excise and Customs, Government of India for import of capital goods under the Export Promotion Capital Goods Scheme of the Government of India for import of capital goods Rs. 801.98 Lakhs (Rs. 779.99 Lakhs). However the export obligations as per the foreign trade policy of Government of India have been completed and submissions for obtaining Export Obligations Discharge Certificates have been made by the Company to the office of Director General of Foreign Trade, Mumbai.
- d. In respect of demand raised by Sales Tax authority, Aurangabad for Rs.2.25 Lakhs for Sales Tax amount and Rs. 2.22 Lakhs for interest thereon for the FY 2006-2007.
- e. In respect of Fiscal liabilities that may arise on account of non-observance of provisions of various fiscal statues, Companies Act, Value Added Tax and other related laws and interest / other charges chargeable on demands raised and not paid if any, amount is not ascertainable.

- f. Estimated amount of contract remaining to be executed net of advances on capital account and not provided for Rs 40.98 Lakhs (Rs.00.00Lakhs)
- g. The company has filed an application with NCTL for recovery of Rs10.78.lakhs (Rs 9.38 Lakhs original debt and interest and other claim of Rs 1.41 Lakhs) , from m/s Sheon Skin Care Pvt Limited However in the opinion of the management of the company, the recovery of entire amount is possible, hence no provision for bad and doubtful debts is made.The entire accounting will be accounted for last outcome of the case.
33. A) The company has received notice from Income Tax Department regarding short payment and short deduction of TDS / TCS along with interest thereon up to financial year 2017-18 of Rs.16.36Lakhs out of the same Rs 9.46-Lakhs has been provided in the accounts and being an undisputed amount and balance for disputed amount of Rs.6.89 lakhs.
- B) For the financial year 2017-2018 Rs 3.48 Lakhs the company has received intimation from Income Tax Department regarding short payment and short deduction of TDS / TCS along with interest thereon.
- The company has been advised that the demand is likely to be either deleted or substantially reduced on account of mismatch of challan paid and revising TDS returns for correction of Pan etc. and accordingly no provision is considered necessary.
34. Considering the time lag between the assessments under various statutory laws, the management is of the opinion that, the interest and charges payable to various government and semi government authorities shall be accounted on paid basis instead of accrual basis from the financial year started on date 01.04.2015 onwards.
35. Non adoption of Indian AS for the year: The management is of the opinion that the impact of adopting Ind As would not be materially affects the financial result of the company as such presently the shares of the company are suspended from trading due to procedural reasons. The company is pursuing with the Stock exchange for restoration of trading of shares of the company. In the meantime, the management of the company decided to adopt the Ind AS with effect from financial year started from 01.04.2018.

36. **GOING CONCERN:**

The financial statements which indicate that the company has financial losses and its net worth has been substantially eroded i.e64.38% (Accumulated reserve and surplus (loss) Rs. 949.59 Lakhs and share capital Rs. 580.40 Lakhs). The company has not incurred net loss/net cash loss during the year (Earned net profit of Rs.45.17 Lakhs and earned Rs 154.80Lakh in the financial year immediately preceding current year. The Company's current liabilities exceeded the current asset as at the balance sheet date. These conditions indicate the existence of material uncertainty that may cast significant doubt about the company's ability to continue as a Going Concern.

However *the financial statements of the company have been prepared on going concern basis, as the company has once again (Previously declared on 16.06.2011) declared as a "Sick Industrial Company" by the Board for Industrial and Financial Reconstruction (BIFR) as per*

hearing held on 10.10.2013 vide their order dated 20.11.2013. By virtue of repellent of the said Act, the company has to register itself to National Company Law Tribunal (NCLT) within six month, but as asked the relief from the banks, the desired benefits already granted by the Punjab National Bank, therefore the management of the company decided not to registered with the NCLT. The company has profit in financial year 2015-2016 at Rs 240.76 Lakhs and 2016-2017 at Rs 154.80 Lakhs and profit for the year at Rs 45.17 Lakhs.

37. Hon'ble Board for Industrial and Financial Reconstruction (BIFR) while discharging the Company from Sick Industrial Companies Act (SICA) vide order dated 16.06.2011 has ordered to implement the unimplemented portion of the Sanctioned Scheme as yet by all concerned. The unimplemented portion of the Sanctioned Scheme is as under:

	Rs in Lakhs	
	31.03.2018	31.03.2017
Recovery of Special Capital Incentives and interest thereon by Government of Maharashtra	186.73	179.70

38. Directors Remunerations:

Rs. in Lakhs

Particulars	M.D		W.T.D.		TOTAL	
	31.03.2018	31.03.2017	31.03.2018	31.03.2017	31.03.2018	31.03.2017
i. Salary	22.80	21.48	---	---	22.80	21.48
ii. Perquisites	3.30	3.10	---	---	3.30	3.10
iii. Leave Encashment	---	---	---	---	---	---
iv. Contribution to P.F.	0.22	0.22	---	---	0.22	0.22
TOTAL	26.32	24.80	---	---	26.32	24.80

39. Certain statutory requirements and records are in the process of their compilation / up-dation.
40. The outstanding balances of debtors, creditors, loans and advances including inter corporate deposit (taken and given), balance with statutory/fiscal liabilities (Assets & Liabilities) i.e. Sale Tax (VAT & CST), Excise & Service tax deposits/balance, income tax, subject to confirmations, reconciliation and consequent adjustment, if any. The differences as may be noticed on reconciliation are being accounted for and will be duly accounted for on completion thereof. In the opinion of the Management the ultimate difference will not be material.
41. **Employee Benefits**

As per Accounting Standard 15 "Employee Benefits", the disclosures of Employee benefits as defined in the Accounting Standard are given below:

Defined Contribution Plans: Provident Fund

During the year, the Company has recognized the following amounts in the Profit & Loss Account

	Particulars	31.03.2018	31.03.2017
-	Employers Contribution to Provident Fund	12.93	18.71
-	Employers Contribution to Staff Welfare Fund	7.40	4.75

Defined Benefit Plans

The company has neither created fund nor contributed to Scheme framed by the Insurance Company for the defined benefit plans for the qualifying employees. The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit credit method with actuarial valuations being carried out at each balance sheet date.

In accordance with accounting Standard 15, actuarial valuation was done in respect of the aforesaid defined benefit plan of gratuity based on the following assumptions: -

Particulars	31.03.2018	31.03.2017
Discount Rate	7.75	7.50
Salary escalation rate	6.50	6.50
Expected rate of return on Plan Assets	-	-
Expected average remaining service of employee in the number of years	34	34

Disclosures for defined benefit plans based on Actuarial Reports as at 31st March 2017

a) Change in Present Value of Defined Benefit Obligation

Particulars	31.03.2018	31.03.2017
Present value of obligations at the beginning of the year	39.83	36.65
Current Service Cost	4.88	4.59
Interest Cost	2.99	2.93
Actuarial (Gain) / Loss	5.89	-1.37
Benefit paid	-4.81	-2.97
Present value of obligations at the end of the year	48.78	39.82

b) Percentage of each category of plan assets to total fair value of plan assets as at 31st March 2016

Particulars	31.03.2018	31.03.2017
Obligation on the part of the Company	100%	100%

c) Net employee benefit expense (Recognized in employment cost) for the year ended on 31st March 2016

Particulars	31.03.2018	31.03.2017
Current Service Cost	4.88	4.16
Interest Cost	2.99	2.74
Expected return on plan assets	-	-
Net Actuarial (Gain) / Loss recognized in the year	5.89	-2.67
Past Service cost	0.00	0.00
Net Gratuity (income) / expense	13.76	4.23

The liability for leave encashment and compensated absences as at year end is Rs.14.98Lakhs (Previous year liability Rs.23.02Lakhs)

42. **Earnings Per Share:** The basic and diluted EPS is calculated as under:

Particulars	31.03.2018	31.03.2017
Profit/(loss) attributable to Equity Share Holders	45.17	154.80
Weighted average number of Equity Shares of Rs.10 Each	5263467	5263467
Earnings / (Loss) per share (considering extra ordinary items) -Rs only	0.87	2.95
Earnings (Loss) per share (without considering extra ordinary items) – Rupee only	0.87	2.95

43. Additional Information**A. RAW MATERIAL CONSUMED:**

NAME	QUANTITY (MT)		VALUE (RS.)	
	31.03.2018	31.03.2017	31.03.2018	31.03.2017
I) HDPE//LLDPE/LDPE/PP	607.87	637.12	740.01	810.58

B. VALUE OF RAW MATERIALS, SPARE PARTS AND COMPONENTS CONSUMED DURING THE YEAR

	As on 31.03.2018		As on 31.03.2017	
	Value (in Rs.)	%	Value (in Rs.)	%
I) RAW MATERIAL				
IMPORTED	214.73	26.20	350.07	26.20
INDIGENOUS	1078.02	73.80	986.27	73.80
TOTAL	1292.75	100.0	1336.33	100.00
II) SPARE PARTS AND COMPONENTS				
IMPORTED	81.04	33.81	42.19	33.81
INDIGENOUS	24.33	66.19	82.60	66.19
TOTAL	105.37	100.0	124.79	100.00

D. INCOME/EXPENDITURE IN FOREIGN CURRENCY:

EARNING / EXPENDITURE IN FOREIGN CURRENCY:	31.03.2018	31.03.2017

		17
I) EARNING IN FOREIGN EXCHANGE - EXPORTS ON FOB BASIS	553.08	492.43
II) EARNING IN FOREIGN EXCHANGE - SALE OF ASSETS	0.00	0.00
III) CIF VALUE OF IMPORTED MATERIAL	188.93	396.54
IV) EXPENDITURE IN FOREIGN CURRENCY TRAVELLING TECHNICAL, DRAWING & DESIGN	17.63	30.02
V) PAYMENT FOR INTEREST ON BUYERS CREDIT	0.70	0.90
VI) PAYMENT AGAINST CAPITAL EQUIPMENTS	15.11	0.00

44. Previous period figure have been regrouped and rearranged/recast wherever necessary. Figure in brackets related to previous year. All amounts appears in this schedule are rupees in lakhs.

AS PER OUR REPORT ANNEXED
FOR NIKHIL N. LOYA & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NUMBER 132280W

Sd/-
ARVIND MACHHAR
MANAGING DIRECTOR
DIN:-00251843

Sd/-
NIKHIL N LOYA
PROPRIETOR

Sd/-
SANDEEP MACHHAR
DIRECTOR
DIN:-00251892

Sd/-
MITESH MALIWAL
COMPANY SECRETARY
MEM. NO. A50125

Sd/-
SATISH KUMAR SHARMA
CHIEF FINANCIAL OFFICER