



**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 39<sup>th</sup> Annual Report for the FY 2018- 19 under Regulation 34 of the SEBI (Listing obligation and Disclosure Requirements) Regulation o201s**

Dear Sir,

As required under Regulation 34 of the SEBI, (Listing Obligations and Disclosure Requirements) Regulation,2015, please find Enclosed herewith is the 39<sup>th</sup> Annual Report of the Company for the financial year 2018-19 approved and adopted by the members as per the provisions of the Companies Act,2013,at the 39<sup>th</sup> Annual General Meeting of the Company held on Monday, 30th day of September 2019 at 11.30 a.m. at the registered office of the Company situated at Gut No. 72, Village Pharola, Post Beedki, Dist. Aurangabad - 431005.

Kindly take on record the same and acknowledge the receipt.

Thanking You,  
Yours faithfully,  
**For Apt Packaging Ltd**

**Authorized Signatory**



**APT PACKAGING LTD**

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BOARD OF DIRECTORS	DESIGNATION
SHRI. ARVIND MACHHAR	MANAGING DIRECTOR
SHRI. SANDEEP MACHHAR	DIRECTOR
SHRI. GHEVERCHAND BOTHARA	DIRECTOR
SHRI. BALAPRASAD TAPDIYA	DIRECTOR
MRS. RUPALI BOTHARA	DIRECTOR
KEY MANAGERIAL PERSONNEL	DESIGNATION
MR SATISH SHARMA	CHIEF FINANCIAL OFFICER

AUDITORS	
STATUTORY AUDITORS	M/s. NIIKHIL N. 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	<a href="http://www.aptpackaging.in">http://www.aptpackaging.in</a>
E-mail:-	<a href="mailto:csoffice@aptpackaging.in">csoffice@aptpackaging.in</a>

LOCATION OF FACTORY	CO-EXTRUDED TUBES
	1.Gut No 72, Village Pharola, Post Beedkin, Tq. Paithan, Dist. Aurangabad – 431005 (M.S)
	2.Khasra No 529, 5 <sup>th</sup> 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: <a href="http://www.linkintime.co.in">http://www.linkintime.co.in</a>

**Notice of Annual General Meeting**

**NOTICE** is hereby given that the 39<sup>th</sup> Annual General Meeting of the members of **Apt Packaging Limited** will be held on Monday, 30<sup>th</sup> day of September, 2019 at 11:30 AM at the registered office of the Company situated at Gut No 72, Village Pharola, Post Beedkin, Paithan Road, Dist. Aurangabad – 431005 (M.S), to transact the following business:

**ORDINARY BUSINESS:-**

1. To consider, approve and adopt the Balance Sheet of the Company as on 31<sup>st</sup> March, 2019 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 the 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 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment thereto or modification thereof, members hereby approves the re-appointment of Mr. Balaprasad H. Tapdiya (DIN: 01295984) as an Independent Director of the Company for a further period of five years with effect from 23<sup>rd</sup> August, 2019 to 22<sup>nd</sup> August, 2024 not liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company.”

**By order of the board**

**Place: Aurangabad**  
**Date: 14.08.2019**  
**CIN: L24100MH1980PLC022746**

**Mr. Arvind Machhar**  
**Managing Director**  
**Din:- 00251843**

**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 24<sup>th</sup>, 2019 to September 30<sup>th</sup>, 2019 (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 in-active of ISIN of the company by CDSL).**

### **Explanatory Statement**

#### **Item No. 4:-**

The Members at the 34<sup>th</sup> Annual General Meeting held on 23<sup>rd</sup> August, 2014 approved the appointment of Mr. Balaprasad Tapdiya as an Independent Director of the Company for a period of five years with effect from the said date. Mr. Tapdiya will complete his present term on 22<sup>nd</sup> August, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 14<sup>th</sup> August, 2019, on the recommendation of the Nomination Committee, recommended the approval of the Members. The re-appointment of Mr. Tapdiya as an Independent Director of the Company for further five years with effect from 22<sup>nd</sup> August, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof. The Board is of the view that the continued association of Mr. Tapdiya would benefit the Company, given the knowledge, experience and performance of Mr. Tapdiya, and contribution to Board processes by him. Declaration has been received from Mr. Tapdiya that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Tapdiya fulfils the conditions specified in the Act, the Rules there under and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company. Hence, Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Tapdiya, in terms of Section 149 of the Act.

Mr. Tapdiya and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company or their relatives is interested in this Special Resolution. The Board recommends this Special Resolution for your approval.

**By order of the board**

**Place: Aurangabad**  
**Date: 14.08.2019**  
**CIN: L24100MH1980PLC022746**

**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 Nine Annual Report on the performance of the company for the financial year ended on 31<sup>st</sup> March,2019

**1. Financial highlights(Rs in Lakhs)**

<b>PARTICULARS</b>	<b>Year Ended On 31.03.2019</b>	<b>Year Ended On 31.03.2018</b>
<b>Sales and Other Income (Net of Taxes)</b>	<b>2774.69</b>	<b>3271.36</b>
Taxes	<b>396.82</b>	<b>442.46</b>
Gross Sales and other Income	<b>3171.51</b>	<b>3713.82</b>
<b>Less: Operating Expenses</b>	<b>2711.39</b>	<b>3123.55</b>
Profit before Interest and Depreciation	<b>460.18</b>	<b>590.27</b>
<b>DEDUCTIONS</b>		
Interest	283.30	300.59
Depreciation & Impairment	241.30	241.26
<b>Operational Profit before Tax</b>	<b>-64.48</b>	<b>48.42</b>
Previous Year Income / (Expenses)	38.88	(4.97)
Net Profit / (Loss)	<b>-25.60</b>	<b>43.44</b>
Extra ordinary items – Profit on Sale of Fixed Assets	<b>0.00</b>	<b>1.73</b>
Income Tax	0.00	0.00
<b>NET PROFIT FOR THE YEAR</b>	<b>-25.60</b>	<b>45.17</b>

**2. Performance of the Company**

The total income (Loss) of the Company for the year under review is Rs.(25.60) Lakhs. The operating profit before tax stood at Rs.(64.48) Lakhs and Net Loss stood at Rs.(25.60) Lakhs. The earnings per share (EPS) on an equity share having face value of Rs.10/-, stands at (0.48) standalone the total equity capital of Rs.526.34 Lakhs.

**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 31<sup>st</sup> March, 2019.

**5. Transfer To Reserves**

During the year under review no amount is carried to the reserve.

**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 29<sup>th</sup> 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 2019-20.

## **10. Directors Comments on the Statutory Auditors Report**

1. Reply to the disclaimers made by the statutory auditors in point No. A) of IAR :- The management of the Company is of the opinion of that though some extraordinary circumstances have adversely affect the profit of the year, the accounts for the year under consideration is prepared and presented on going concern basis. (Refer Note No. 36)

2. Reply to the disclaimers made by the statutory auditors in point No. B) of IAR:- *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 positively adopt the Ind AS with effect from financial year started from 01.04.2019.*  
(Refer Note No. 34)

3. Reply to the disclaimers made by the statutory auditors in point No C):- *The management of the opinion that the said shares belong to the company which were written of or adjusted due to bad delivery in earlier (Years) i.e. 1992 all so. The matter is now cleared and same is assets of the company. Further the original shares were either lost or misplaced hence an affidavit and indemnity have been given for any loss or claim by any other person in favour of Tata Sponge Iron Ltd. for issuing duplicate share certificate. Therefore the said shares are properly and lawfully reinstated.* (Refer Note No. 37)

4. Reply to the disclaimers made by the statutory auditors in point no. D):-*the confirmation is awaited whereas the same is long term with no interest and accordingly reflected in the financial statement of the company.* (Refer Note No. 31A(2).)

5. Reply to the disclaimers made by the statutory auditors in point No. G:- The management of the opinion that, the management is totally look into the matter and will have solution to the problem considering the financial aspect and position of the company and due care has been taken to comply with all statutory requirement.

## **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.553.08 Lakhs for the year under review, whereas the outgo is *Rs 121.54 Lakhs*.

## 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.

In this respect Mr Balaprasad H. Tapdiya, Independent Director of the company completing his five year period from previous appointment. Hence, board recommends re-appointment of Mr Tapdiya for further five years on the board as per recommendation of Nomination & Remuneration Committee and subject to approval members in general meeting.

A) Changes in Directors and Key Managerial Personnel.

### The details about the changes in the directors or key managerial personnel as on date:-

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

**Appointment:-** During the year or after closing of the year company has appointed/Re-appointed/Accepted Resignation of KMP as under:-

Sr No	Name of the person	Designation	Date of Appointment/Resignation
01.	Mr. Mitesh Maliwal	Company Secretary	6 <sup>th</sup> May, 2019 (Resignation)
02.	Mr Arvind Machhar	Managing Director	26 <sup>th</sup> June, 2018 (Re-appointment)



**Directors Re-appointment :-** In accordance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 board of director approved the re-appointment of Mr. Balaprasad H. Tapdiya (DIN: 01295984) as an Independent Director of the Company for a period of five years with effect from 23<sup>th</sup> August, 2019 subject to approval of members in their meeting.

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

All the Independent Directors have given declarations that they have 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 Nomination and Remuneration committed reviewed the performance of the Key Managerial Personnel of the Company. 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 Committee, 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 maintained the cost records in respect of the financial year ended 31<sup>st</sup> March, 2019.

**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.

**23. 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

**24. 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.

**25. 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 29<sup>th</sup> 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.

**26. 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.

**27. 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 38<sup>th</sup> Annual General Meeting.

**28. 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.

**29. 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.

**30. 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:- 14<sup>th</sup> August, 2019**

**Arvind Machhar  
Managing Director  
DIN:- 00251843**

**Sandeep Machhar  
Director  
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 overall performance of the company is down as compared to previous year. Company is planning to widen the customer base and try to mitigate from the problem and minimize the risk.

**Opportunities :-**

Focus on the reduction in overall cost and increase in production would impact on the positive performance of the company in upcoming year.

**Threats:-**

After tremendous burden of the compliance in various laws and GST, it is difficult to concentrate on the company cash flow.

**Risk and Concern :-**

The replacement of obsolete machineries at Aurangabad plant.

**By Order of the Board**

**Place:- Aurangabad  
Date:- 14<sup>th</sup> August, 2019**

**Arvind Machhar  
Managing Director  
DIN:- 00251843**

**Sandeep Machhar  
Director  
DIN:- 00251892**

**Form No. AOC-2**

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

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

**1. Details of contracts or arrangements or transactions not at Arm's length basis:**

Sr. No	Particulars	
1	Name of Related Parties	The details are disclosed in balance sheet
2	Relationship with related parties	
3	Nature of Contract/arrangement/transaction	
4	Duration of the contracts/ arrangements/ transaction	
5	Salient terms of the contracts or arrangements or transaction including the value, if any	
6	Date of approval by the Board	
7	Amount paid as advances, if any	
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

**2. Details of contracts or arrangements or transactions at Arm's length basis:** The party wise details are given as under:-

1	Name of Related Parties	Ultra Beauty Care Pvt Ltd	Arpit Machhar	Nischint Machhar
2	Relationship with related parties	Related with Non-executive Directors	Son of Managing Director	Son of Managing Director
3	Nature of Contract/arrangement/transaction	Purchases	Salary	Salary
4	Duration of the contracts/ arrangements/ transaction	Continuous	Continuous Basis	Continuous Basis
5	Salient terms of the contracts or arrangements or transaction including the value, if any	As per the omnibus approval granted by the company Rs. 13.50 Lakh	As per Terms of Employment Salary Paid Rs.14.14 Lakh/-	As per Terms of Employment Salary Paid Rs.13.39/-Lakh
6	Date of approval by the Board	10/08/2017	01/07/2011	16/08/2011
7	Amount paid as advances, if any	Nil	Nil	Nil

**By Order of the Board**

**Place:- Aurangabad**  
**Date:- 14<sup>th</sup> August, 2019**

**Arvind Machhar**  
**Managing Director**  
**DIN:- 00251843**

**Sandeep Machhar**  
**Director**  
**DIN:- 00251892**

ANNEXURE TO DIRECTORS' REPORT  
Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
AS ON FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH 2019  
[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 <sup>th</sup> April-1980
iii	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:	<a href="mailto:csoffice@aptpackaging.in">csoffice@aptpackaging.in</a>
	Website, if any:	<a href="http://www.aptpackaging.in">www.aptpackaging.in</a>
Vi	Whether Listed Company	Yes
Vii	Name and address of Registrar and Transfer Agent (RTA)	
	Name of RTA	Link Intime India Private Limited
	Address:	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:	<a href="mailto:Sharad.patkar@linkintime.co.in">Sharad.patkar@linkintime.co.in</a>

## II. Principal Business Activities Of The Company

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

SrNo	Name and Description of main products/ services	NIC Code of the Product/ services	% 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
	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	
Promoter									
<i>Indian</i>									
Individual/ HUF	--	3172810	3172810	60.27	--	3170364	3170364	60.23	00.04
Central Govt	--	--	--	--	--	--	--	--	--
State Govt(s)	--	--	--	--	--	--	--	--	--
Bodies Corp	--	648440	648440	12.32	--	648440	648440	12.32	--
Banks / FI	--	--	--	--	--	--	--	--	--
Director / Relative	--	0	0	0	--	0	0	0	--
Sub-total(A)(1):-	--	3821250	3821250	72.59	--	3818804	3818804	72.55	00.04
<i>Foreign</i>									
NRIs-Individuals	--	--	--	--	--	--	--	--	--
Other-Individuals	--	--	--	--	--	--	--	--	--
Bodies Corp.	--	--	--	--	--	--	--	--	--
Banks / FI	--	--	--	--	--	--	--	--	--
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	Dem at	Physical	Total	% of Share	
Public Shareholding									

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<i>Institutions</i>									
Mutual Funds	--	--	--	--	--	--	--	--	--
Banks / FI	--	900	900	0.02	--	900	900	0.02	--
Central Govt	--	--	--	--	--	--	--	--	--
State Govt(s)	--	--	--	--	--	--	--	--	--
Venture Capital Funds	--	--	--	--	--	--	--	--	--
Insurance Companies	--	--	--	--	--	--	--	--	--
FIs	--	--	--	--	--	--	--	--	--
Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
Others (specify)	--	403568	403568	7.67	--	403568	403568	7.67	--
Sub-total(B)(1)	--	404468	404468	7.67	--	404468	404468	7.67	--
<b>2. Non Institutions</b>									
Bodies Corp.		--	--	--		--	--	--	--
(i) Indian	--				--				--
(ii) Overseas	--				--				--
Individuals	--				--				--
(i) Individual shareholders holding nominal share capital upto Rs.2 lakh	--	862090	862090	16.37	--	864536	864536	16.43	0.06
(ii) Individual shareholders holding nominal share capital in excess of Rs2 lakh	--	175659	175659	3.34	--	175659	175659	3.34	--
(i) Non Resident Indians	--	--	--	--	--	--	--	--	--
(ii) Trust	--	--	--	--	--	--	--	--	--
Sub-total(B)(2)	--	1037749	1037749	19.71	--	1040195	1040195	19.77	0.06
Total Public Shareholding (B)=(B)(1)+ (B)(2)	--	1442217	1442217	27.40	--	1444663	1444663	27.45	0.05
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		
		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.	Mr Arvind Machhar	464000	60.2262	--	464000	60.2262	
2.	Mrs Sunita Machhar	354100	8.8155	--	354100	8.8155	
3.	Sunil Machhar	346568	6.7275	--	346568	6.7275	
4.	Mrs Dimpi Machhar	312400	6.5844	--	312400	6.5844	
5.	Mrs Prema Machhar	310000	5.9353	--	310000	5.9353	
6.	Anil Machhar	231460	5.8897	--	231460	5.8897	
7.	Arvind Machhar	219108	4.3975	--	219108	4.3975	
8.	Mr Kiran Machhar	180000	4.1628	--	180000	4.1628	
9.	Mrs Sheetal Machhar	100000	3.4198	--	100000	3.4198	
10.	Arvind Machhar	80000	1.8999	-	80000	1.8999	
11.	Ravi Machhar	61738	1.5199	-	61738	1.5199	
12.	Nawneet Bhagwatiprasad Machhar	51572	1.1730	-	51572	1.1730	
13.	Mr Parv Machhar	50000	0.9798	-	50000	0.9798	
14.	Mr Sandeep Machhar	50000	0.9499	-	50000	0.9499	
15.	Mr Utsav Machhar	50000	0.9499	-	50000	0.9499	
16.	Suyog Machhar	42840	0.9499	-	42840	0.9499	
17.	Garv Machhar	37050	0.8139	-	37050	0.8139	
18.	Sandeep Machhar	36922	0.7039	-	36922	0.7039	
19.	Utsav Machhar	28690	0.7015	--	28690	0.7015	
20.	Mr Arpit Machhar	22000	0.5451	--	22000	0.5451	
21.	Suyog Machhar	19370	0.4180	-	19370	0.4180	
22.	Arpit Machhar	14934	0.3680	-	14934	0.3680	
23.	Sunil B Machhar	13936	0.2837	-	13936	0.2837	
24.	Parv Machhar	11598	0.2648	-	11598	0.2648	
25.	Mrs Prabha Machhar	10000	0.2203	=	10000	0.2203	

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26.	Gautam Kabra	7872	0.1900	=	7872	0.1900	
27.	Sandeep Machhar Huf	7740	0.1496	-	7740	0.1496	
28.	O G Somani	6014	0.1471	--	6014	0.1471	
29.	Anil Machhar (Trustee Of Abm	4888	0.1143	-	4888	0.1143	
30.	Arpit Arvind Machhar	4100	0.0929	-	4100	0.0929	
31.	Saraswati Devi Machhar	3600	0.0779	-	3600	0.0779	
32.	Nawneet Machhar Huf	3300	0.0684	-	3300	0.0684	
33.	Sunil B Machhar (Trustee Of Sbm	3254	0.0627	=	3254	0.0627	
34.	Ravi Machhar (Trustee Of Rkm	2940	0.0618	=	2940	0.0618	
35.	Sunil Machhar Huf	2900	0.0559	=	2900	0.0559	
36.	Kiran Anil Machhar	2520	0.0551	=	2520	0.0551	
37.	Arvind Machhar	2400	0.0479	=	2400	0.0479	
38.	Kiran Machhar	2240	0.0456	=	2240	0.0456	
39.	Badal Mittal	2000	0.0426	=	2000	0.0426	
40.	Ankit Machhar	1950	0.0380	=	1950	0.0380	
41.	Master Garve Nawneet Machhar	1950	0.0370	=	1950	0.0370	
42.	Master Nishchint Machhar	1950	0.0370	=	1950	0.0370	
43.	Master Parva Ravi Machhar	1950	0.0370	=	1950	0.0370	
44.	Ravi Machhar Huf	1740	0.0370	=	1740	0.0370	
45.	Master Utsav Ravi Machhar	1690	0.0331	=	1690	0.0331	
46.	Anil Machhar Huf	1300	0.0321	=	1300	0.0321	
47.	Prema Ravi Machhar	1020	0.0247	=	1020	0.0247	
48.	Sheetal Machhar	800	0.0194	=	800	0.0194	
49.	Master Kanaiya Machhar	520	0.0152	=	520	0.0152	
50.	Gopikishan Machhar	228	0.0099	=	228	0.0099	
51.	Master Suyash (Arpit) Machhar	200	0.0043	=	200	0.0043	
52.	Rajendra J Darda	180	0.0038	=	180	0.0038	
53.	Nawneet Machhar	120	0.0034	=	120	0.0034	
54.	Mala Kabra	80	0.0023	=	80	0.0023	
55.	Sheetal Machhar	68	0.0015	=	68	0.0015	
56.	Jai Gopal Rajesh Kabra Huf	40	0.0013	=	40	0.0013	
57.	Kamal Kishore Jaigopal Huf	40	0.0008	=	40	0.0008	
58.	Sharmila Kabra	40	0.0008	=	40	0.0008	
59.	Sheel Kabra	22	0.0008	=	22	0.0008	
60.	Ashish Kabra	20	0.0004	=	20	0.0004	
61.	Abhishek Kabra	16	0.0004	=	16	0.0004	
62.	Manisha Kabra	8	0.0003	=	8	0.0003	
63.	Arpit Beneficial Trust	11600	0.2204	=	11600	0.2204	
64.	Ankit Beneficial Trust	1480	0.0281	=	1480	0.0281	
65.	Suyog Beneficial Trust	14920	0.2835	=	14920	0.2835	
66.	Utkarsh Beneficial Trust	13120	0.2493	=	13120	0.2493	
67.	Garv Beneficial Trust	6960	0.1322	=	6960	0.1322	
68.	Parv Beneficial Trust	2860	0.0543	=	2860	0.0543	
69.	Sunil Machhar (Trustee Of Sbm	2824	0.0537	=	2824	0.0537	
70.	Race Course Capital Markets	597500	11.3518	=	597500	11.3518	
	<b>Total</b>	<b>3821250</b>	<b>72.5995</b>		<b>3821250</b>	<b>72.5995</b>	

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	3821250	72.5995	3821250	72.5995
	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	3821250	72.5995	3821250	72.5995

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

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	At the beginning of the year	534979	10.1640	534979	10.1640
	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)	534979	10.1640	534979	10.1640

*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	854678	16.23	854678	16.23
	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	854678	16.23	854978	16.23

**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 *	1687.21	1862.69	--	3549.90
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not	--	--	--	--
Total (i+ii+iii)	-	-	--	-
Change in Indebtedness during the financial year				
- Addition**	-	123.95	--	123.95
- Reduction**	390.17	-	--	390.17
Net Change**	390.17	123.95	--	266.22
Indebtedness at the end of the financial year				
i) Principal Amount*	1297.04	1986.64	--	3283.68
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	1297.04	1986.64	-	3283.68

\*Inclusive of Interest \*\* Net off figure has been provided.

**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	34.22	-	34.22
(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)	34.22	-	34.22

**B. Remuneration to other directors: (in Lakhs)**

Sl.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
	Independent Directors	Mr. G. M. Bothara		
	· Fee for attending board committee meetings	0.08/-	-	0.08/-
	· Commission	-	-	-
	· Others, please specify	-	-	-



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	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify	Mr. B. H. Tapdiya 0.05/- - -	0.05/- - -
	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify	Mrs. Rupali Bothara 0.05/- - -	0.05/- - -
	Total(1)	0.18/-	0.18/-
	Other Non-Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify	Mr. Sandeep B. Machhar 0.03/- -- --	0.03/-
	Total(2)	0.03/-	0.03/-
	Total(B)=(1+2)	0.21/-	0.21/-
	Total Managerial Remuneration	--	--

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

Sl.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	C S	CFO	Total
		-	Mitesh Maliwal	Satish Sharma	
	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	-	1.25	6.60	7.85
	Stock Option	-	-	-	-
	Sweat Equity	-	-	-	-
	Commission - as % of profit - others, specify...	-	-	-	-
	Others, please specify				
	Total	-	1.25	6.60	7.85

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)	
<b>A. Company</b>						
Penalty:-	NIL		Punishment:-	NIL	Compounding:-	NIL
<b>B. Directors</b>						
Penalty:-	NIL		Punishment:-	NIL	Compounding:-	NIL
<b>C. Other Officers In Default</b>						
Penalty:-	NIL		Punishment :-	NIL	Compounding :-	NIL

**SECRETARIAL AUDIT REPORT**

Form No. MR-3

For the Financial year ended 31st March, 2019

[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 2019 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 2019 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) ***Non-adoption and implementation of Indian Accounting Standards (IND-AS) which is mandatory to the Company with effect from 01-04-2017. The exact impact of the same could not be measured and commented, in view of insufficient record and information.***
- b) ***Non-furnishing of Share Holding Pattern & Reconciliation of share Audit Report as per Regulation 31 SEBI-DP Regulation (55A).***
- c) ***Non-furnishing of Compliance Certificate certifying maintaining physical & electronic transfer facility as per Regulation 7.***
- d) ***Non-payment of Listing Fees as per Regulations 14.***
- e) ***Non-submission of Voting Results as per Regulations 44.***
- f) ***Non-Maintenance of company website as per regulation 46.***
- g) ***Non-conducting of Internal Audit for Pharola Unit and financial indiscipline i.e irregularity in deposit of statutory dues as well as deposit of banks installments.***

**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 29<sup>th</sup> September, 2018 to re-appoint Mr Arvind Machhar as Managing Director for the period of five years.

2. The Company has obtained approval of the members by way of passing ordinary Resolution in the Annual General Meeting held on 29<sup>th</sup> September, 2018 to re-appoint existing 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.

**ANNEXURE A**

The Members,  
**APT PACKAGING LIMITED**  
Gut no 72, Pharola village,  
Paithan Road, Post Bidkeen,  
Dist Aurangabad – 431105

Our report dated 14<sup>th</sup> August, 2019 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on such secretarial records bases on our audit.
2. We have followed the audit practices and processes as we considered appropriate to obtain reasonable assurance on the correctness and completeness of the secretarial records. Our verification was conducted on a test basis to ensure that all entries have been made as per statutory requirements. We believe that the processes and practices we followed for this purpose provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and books of accounts of the company.
4. Wherever required we have obtained Management representation with respect to compliance of laws, rules and regulations and of significant events during the year.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations is the responsibility of the management. Our examination was limited to the verification of secretarial records on test basis to the extent applicable to the company.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Girish Bhandare & Associates**  
**Company Secretaries**

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

**Date: 14<sup>st</sup> August, 2019**  
**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. Arvind Machhar	Managing Director	3/1	1	3
Mr. Sandeep Machhar	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. Rupali Bothara	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	Board Meeting Attendance	AGM / EGM
Shri Arvind Machhar	4	1
Shri Sandeep Machhar	3	-
Shri G. M. Bothara	4	1
Shri B.H. Tapdiya	3	1
Mrs. Rupali Bothara	4	1

**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) 30<sup>th</sup> May 2018 (2) 10<sup>th</sup> August, 2018 (3) 6<sup>th</sup> November, 2018 (4) 14<sup>th</sup> February, 2019

**AUDIT COMMITTEE :-** During the year four meetings were held on the following dates:

(1) 30<sup>th</sup> May 2018 (2) 8<sup>th</sup> August, 2018 (3) 15<sup>h</sup> November, 2018 (4) 12<sup>th</sup> February 2019.

**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	Four
Shri B. H. Tapdiya*	Member	Non-executive / Independent	Consultant	Two
Shri Arvind Machhar	Member	Executive	Industrialist	Four
Mrs. Rupali Bothara	Members	Non-executive / Independent	Practicing Chartered Accountant	One

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

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:

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

During the financial year 2018-2019, one meeting was held on 1<sup>st</sup> July, 2018 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 10<sup>th</sup> August, 2019 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, 2019 are as follows:

<b>Director</b>	<b>Relation-ship with other directors</b>	<b>Business relation-ship with APL</b>	<b>loans and advances from APL</b>	<b>Sitting fees* Rs.</b>	<b>Salary and perquisites Rs.</b>	<b>Comm- ion Rs</b>	<b>Total</b>
Shri Arvind Machhar	Related-Sandeep Machhar	Promoter	NIL	Nil	32,50000/-	Nil	32,50000/-
Shri Sandeep Machhar	Related- Arvind Machhar	Promoter	Nil	3,000	Nil	Nil	3,000
Shri G.M. Bothara	None	Professional	Nil	8,000	Nil	Nil	8,000
Shri B.H. Tapdiya	None	Professional	Nil	5,000	Nil	Nil	5,000
Mrs. Rupali Bothara	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:

<b>Name</b>	<b>Designation</b>	<b>Executive/Non-Executive/Independent</b>
Shri B. H. Tapdiya	Chairman	Non-executive Independent
Shri. Arvind Machhar	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 2018-2019, one meeting was held on 1<sup>st</sup> July, 2018 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:

AGM	Date	Time	Venue	No. of Special/Ordinary Resolutions passed
Thirty Fifth	9/09/2015	11.00 am	J-18, MID Area, Chikalthana, Aurangabad – 431 006	One/One
Thirty Sixth	4/09/2016	11.30 am	J-18, MID Area, Chikalthana, Aurangabad – 431 006	Nil/Two
Thirty Seven	9/09/2017	11.30 am	J-18, MID Area, Chikalthana, Aurangabad – 431 006	One/One
Thirty Eight	9/09/2018	11.00 am	J-18, MID Area, Chikalthana, Aurangabad – 431 006	Nil/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 31<sup>st</sup> March, 2019.

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

Mr B.H.Tapdiya director has completed his five years of term from previous appointment, hence, he is liable to re-appointment and retire by rotation is required.

### MEANS OF COMMUNICATION

The Company had submitted its quarterly, half yearly and financial results to the stock exchange after its approval by the Board. The Company did not display the financial results on its website.

### GENERAL SHAREHOLDER INFORMATION

Upcoming Annual General Meeting	Particulars
Date, Day and Time	Monday, September 30 <sup>th</sup> 2019 at 11.30 am
Venue	Gut No 72, Vill Pharola, Post Beedkin, Paithan Road, Dist Aurangabad-431005

### FINANCIAL CALENDER

The financial year of the company is April, 2018 to March, 2019. Financial reporting for

Quarter ending June 30, 2018	Second week of August, 2018
Half year ending September 30, 2018	First week of November, 2018
Quarter ending December 31, 2018	Second week of February, 2019
Year ending March 31, 2019	Last Week of May, 2019

**ANNUAL GENERAL MEETING**

For the year ending March 31, 2018

: September, 29<sup>th</sup>, 2018

Date of book closure

: September 26<sup>th</sup>, 2018 to September 29<sup>th</sup>, 2018

(Both days inclusive)

Dividend Payment Date

: No dividend was declared for the year

Listing of Equity Shares on Stock Exchange:

The Stock Exchange, Mumbai, 25<sup>th</sup> 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](mailto: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 affected 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 31<sup>st</sup> March, 2019:

Slab of Shareholding	Shareholders	% to total	Shares	% to total
Up to 500	9954	97.8280	713886	13.5630
501 to 1000	100	0.9828	68228	1.2963
1001 to 2000	43	0.4226	65428	1.2431
2001 to 3000	14	0.1376	35436	0.6732
3001 to 4000	9	0.0885	31370	0.5960
4001 to 5000	5	0.0491	22708	0.4314
5001 to 10000	10	0.0983	69306	1.3167
10001 and above	40	0.3931	4257105	80.8802
<b>TOTAL</b>	<b>10175</b>	<b>100.00</b>	<b>5263467</b>	<b>100.00</b>



**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 31/03/2019, 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, 5<sup>th</sup> KM stone, AkabarpurUrd, Laksar - Haridwar Road, Laksar, Dist – Haridwar, (Uttarakhand)

Address for correspondence:

M/s Apt Packaging Limited

Gut No 72, Vill Pharola, Paithan Road, Beedkin, Dist. – Aurangabad – 431 006 (MS)

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

Email ID :[csoffice@aptpackaging.in](mailto:csoffice@aptpackaging.in) Website :[www.aptpackaging.com](http://www.aptpackaging.com)

Exclusive e-mail ID for redresses of investors complaints Email ID: [csoffice@aptpackaging.in](mailto:csoffice@aptpackaging.in) or [cmdoffice@aptpackaging.in](mailto:cmdoffice@aptpackaging.in)

**Declaration In Respect of Code of Conduct**

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 31<sup>st</sup>March 2019.

**On Behalf of the Board**

**Place:- Aurangabad  
Date:- 14<sup>th</sup> August, 2019**

<b>Arvind Machhar</b>	<b>Sandeep Machhar</b>
<b>Managing Director</b>	<b>Director</b>
<b>DIN:- 00251843</b>	<b>DIN:- 00251892</b>

## AUDITORS' CERTIFICATE ON CLAUSE 49 COMPLIANCE

The members of Apt Packaging Limited

We have examined the compliance of conditions of Corporate Governance by APT Packaging Limited ('the Company'), for the year ended 31 March 2019, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (collectively referred to as "SEBI Listing Regulations")

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 furnishing of shareholding patterns and reconciliation of share Capital.*
- b. *Non adoption of Indian Accounting Standards (Ind AS)*
- c. *Non – furnishing of compliance certificate certifying maintaining physical & electronic transfer facility as per regulation 7.*
- d. *Non-payment of Listing Fees as per Regulation 14.*
- e. *Non-submission of Voting Results as per Regulation 44.*
- f. *Non-maintenance of company website as per regulation 46.*

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.

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

**Date: 30/05/2019  
Place: Aurangabad**

**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 31<sup>st</sup> March 2019, the Statement of Profit and Loss and the statement of Cash Flow for the year ended and notes to standalone financial statements including a summary of the significant accounting policies and other explanatory information (herein after referred to as 'standalone financial statements').

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, excluding the Indian accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, of the state of affairs of the Company as at 31 March 2019, and its Loss and its cash flow for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act. and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we invite attention to following observations on the matters.

A) The financial statements which indicate that the company has financial losses and its net worth has been substantially eroded i.e. 68.79% (Accumulated reserve and surplus (Loss) Rs 979.66 Lakhs and share capital Rs 580.40 Lakhs). The company has incurred net loss of Rs 25.60 Lakhs but having net cash profit of Rs 215.71 Lakhs during the year and earned Rs 45.17 Lakhs in the financial year immediately preceding current year. The company's current liabilities of Rs 1827.86 Lakhs exceeded the current asset of Rs 1342.69 Lakhs as at 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.

Still 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 hearing held on 10.10.2013 vide their order dated 20.11.2013. However due to repellent of the said Act, the company has to register itself to National Company Law Tribunal (NCLT) within six month. Meanwhile the desired relief from the bank which was asked to BIFR, have been already granted by the Punjab National Bank to the company, therefore the management of the company decided not to registered with the NCLT. The company has profit in financial year 2016-2017 at Rs 154.80 Lakhs, 2017-2018 at Rs 45.17 Lakhs and

loss for the year at Rs 25.60 Lakhs. Further for better liquidation position and to reduce the payoff dues, the management of the company decided to sale out some of its assets for which the necessary permission is seeking from the bank and interested statutory authorities. Hence the management of the Company is of the opinion of that though some extraordinary circumstances have adversely affect the profit of the year, the accounts for the year under consideration is prepared and presented on going concern basis. (Refer Note No. 36)

B) 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 2019 as well as on 31.03.2018 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 positively adopt the Ind AS with effect from financial year started from 01.04.2019. (Refer Note No. 34)

C) We are unable to comment on reinstatement of Tata Sponge Iron Limited's Equity Shares valued at Rs 0.78 Lakhs by crediting to profit and loss account under the sub head other income.

The management of the opinion that the said shares belong to the company which were written of or adjusted due to bad delivery in earlier (Years) i.e. 1992 all so. The matter is now cleared and same is assets of the company. Further the original shares where either lost or misplaced hence an affidavit and indemnity have been given for any loss or claim by any other person in favour of Tata Sponge Iron Ltd. for issuing duplicate share certificate. Therefore the said shares are properly and lawfully reinstated. (Refer Note No. 37)

D) We are unable to comment on the terms and condition as well as tenure (term) and rate of interest of inter corporate deposits at Rs.382.84 Lakhs. The management has considered the same as long term with zero rate of interest.

According to the information and explanation given by the management, the confirmation is awaited whereas the same is long term with no interest and accordingly reflected in the financial statement of the company. (Refer Note No. 31A(2))

E) 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)

F) 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. 41)

G) We draw attention towards non-conducting of internal audit of one of the unit of the company situated at Pharola (Maharashtra) having turnover of Rs. 1003.34 Lakhs and its corporate office with NIL turnover. The figures and facts stated by the management of the company is included in the financial statement of the company. Our opinion is that this practice may lead to non-compliance of various statutory requirements and will be results into financial loss too.

In the opinion of management, the management is totally look into the matter and will have solution to the problem considering the financial aspect and position of the company and due care has been taken to comply with all statutory requirement.

### **Contingent Liabilities**

Claims against the company not acknowledged as debts is disclosed in note 47A of the standalone financial statements. The existence and probability of payments against these claims requires management judgment to ensure disclosure of most appropriate values of contingent liabilities.

Due to level of judgment required relating to estimation and presentation of contingent liabilities this is considered to be a key audit matter.

### **Auditor's Response**

Our audit procedures included, among others, assessing the appropriateness of the management's judgment in estimating the value of claims against the Company not acknowledged as debts as given in note 47A.

We have obtained details of completed tax assessments and demands/claims as at 31 March 2019 from management. We assessed the completeness of the details of these claims through discussion with senior management personnel. We have also reviewed the outcome of the disputed cases at various forums. We have also assessed the appropriateness of presentation of the contingent liabilities in the standalone financial statement.

### **Information other than the Standalone Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board Report and Chairman's Statement but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

### **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 Rule 7 of the Companies(Accounts)Rules,2014, as amended except not adopting mandatory Indian Accounting Standards (Ind AS) for preparation and presentation of accounting and financial statements. **However the management of the company has decided to adopt the mandatory (Ind AS from financial year started from 01.04.2019 instead of 01.04.2017 as specified).**

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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operation, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditors' Responsibility**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also;

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **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 under the Key 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, (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account;

(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 "Key Matter" supra)*;

(E) On the basis of the written representations received from the directors of the Company as on 31 March, 2019 taken on record by the Board of Directors of the Company none of the directors of the company is disqualified as on 31 March, 2019 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 report under Emphasis of Matter and to our separate report in Annexure 'B';

(G) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

39<sup>th</sup> Annual Report 2019

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

(H)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 as amended, in our opinion and to the best of our information and according to the explanation given to us:

i. The Company has disclosed the impact of pending litigation on its financial position in its standalone financial statements;

ii. The company did not have any long-term contracts including derivative contracts having any material foreseeable losses; and

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection fund by the Company.

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

**Date: 30/05/2019  
Place: Aurangabad**

**CA Nikhil N. Loya  
Proprietor  
M. No. 133562**



**ANNEXURE – ‘A’ TO THE INDEPENDENT AUDITORS’ REPORT**  
**(APT Packaging Ltd. 31.03.2019)**

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 2019, 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 31.03.2019 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	61.40	7.85
Ex-Director	4.83	1.38	3.45
Total	74.08	62.79	11.30

e) There was no disposal of Fixed Assets during the year which forms substantial part of the undertaking.

**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 of 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. 11.86 Lakhs (Rs 134.33 Lakhs) as on 31.03.2019 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 is as mentioned below;

a.The company has accepted an amount of Rs.70.50 Lakhs during the year as Inter Corporate Deposit (ICD) from Non Group Companies. The company has repaid Rs. 37.60Lakhs. Total interest provided for the year is Rs.2.95 Lakhs. The Outstanding balance as on 31.03.2019 is Rs.382.84 Lakhs.

b.The company has accepted 11.50 Lakhs during the year as Inter Corporate Deposit (ICD) from Group Companies. The company has repaid Rs. 7.67 Lakhs. Total interest provided for the year is Rs. 12.53 Lakhs .The outstanding balance as on 31.03.2019 is Rs.154.82 Lakhs

c.The company has accepted Rs. 87.60 Lakhs from the Directors / Promoters and also repaid Rs. 28.88 Lakhs. Total Interest provided and paid for the year is Rs. 92.74 Lakhs. The outstanding balance as on 31.03.2019 is Rs 880.47 Lakhs.

d.According to the information and explanations given to us all deposits except Rs. 355.62Lakhs 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.108.21Lakhs (Rs. 15.48 Lakhs to ICD and Rs.92.73 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. We are unable to comment about the same as the necessary record is not available regarding ROI, Term and Tenure of renewal of such loan.

**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 not 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, Goods & Service Tax (GST), Custom Duty Cess, value added tax, cess and other statutory dues applicable except Rs. 159.58 Lakhs and deposited beyond six months are at Rs 104.31 Lakhs. The statements of Arrears of Statutory dues outstanding for more than six months and deposited beyond due dates exceeding six months are as under;

Type of Taxes	Amount in Lakhs(Not deposited within 6 months i.e. outstanding as on 31.03.2019)	Amount in Lakhs(Deposited After 6 monthsbut before 31.03.2019)
Property Tax	6.83	0.00
Sale Tax Deferment Dues	67.96	33.79
TDS Payable	4.24	2.94
Providend Fund	1.60	1.58
ESIC	40.08	5.11
Professional Taxes	0.00	3.25
GST	38.87	57.64
Total	159.58	104.31

b. As at 31st March 2019 according to the records of the company, the following are the particulars of disputed dues have not been deposited:-

Name of Statute	Period	Disputed Liability in Rs.	Forum where dispute is pending
<i>Sales Tax Govt. of Maharashtra – Setoff Disallowance for 2006-2007 and interest thereon (2.25 Lakhs + 2.22Lakhs).</i>	2006-2007	04.47 Lakhs	Sales Tax Authority, Aurangabad (Appeal Dt. 01.10.2014)
<i>Tax Deducted at Source</i>	2007-08 to 2018-19	16.36 Lakhs	Before Assessing officer TDS, Income Tax Department.
<i>Central Sales Tax – Haridwar</i>	2014-15	25.00 Lakhs	By commissioner of State (Sales) Tax Uttarakhand Haridwar
<i>Sales Tax Govt. of Uttarakhand, Haridwar</i>	2014-15	48.54 Lakhs	By commissioner of State (Sales) Tax Uttarakhand Haridwar

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 Panjab National Bank(the bank) totaling to Rs. 411.17 lakhs ranging from 17 days to 87 days(upto 30 days 61.45 Lakhs, from 31 to 60 day Rs317.65 lakhs and from 61 to 90 Days Rs 32.07 Lakhs) of loans or borrowing to a financial institution, bank, government or dues to debenture holders during the year in 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 and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any 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.

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

**Date: 30/05/2019  
Place: Aurangabad**

**CA Nikhil N. Loya  
Proprietor  
M. No. 133562**

## **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 2019.**

We have audited the internal financial controls over financial reporting of APT Packaging Limited ('the Company') as of 31 March 2019 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.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, 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, ***except non-conducting of internal audit of pharola unit (Turnover Rs. 1003.04 Lakhs) and financial indiscipline i.e. irregularity in deposit of statutory dues as well as deposit of banks installments.***

The management is of the opinion that due to stringent financial crises and delay in recovery from sundry debtors result in delay in remitting the statutory fund to the respective authority and interest and installment to the bank. The management has taken due care of its internal working and also taking the corrective state to smoothing the function of the company with respect to various compliances to the statutory requirements.

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

**CA Nikhil N. Loya  
Proprietor  
M. No. 133562**

**Date: 30/05/2019  
Place: Aurangabad**

**APT PACKAGING LIMITED**  
**BALANCE SHEET AS AT 31.03.2019**

				Rs. In Lakhs	
		NOTE	As at 31.03.19	As at 31.03.18	
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1)</b>	<b>SHAREHOLDER'S FUNDS</b>				
	a) Share Capital	3	580.40	580.40	
	b) Reserves and surplus	4	-979.66	-954.06	
			<b>-399.25</b>	<b>-373.66</b>	
<b>2)</b>	<b>NON-CURRENT LIABILITIES</b>				
	a) Long Term Borrowings	5	2,183.33	2,395.87	
	b) Deferred Tax Liabilities	6	0.00	0.00	
	c) Long Term Provision	7	59.71	56.13	
			<b>2,243.04</b>	<b>2,452.00</b>	
<b>3)</b>	<b>CURRENT LIABILITIES</b>				
	a) Short Term Borrowings	8	561.68	696.53	
	b) Trade Payables	9	571.55	542.12	
	c) Other Current Liabilities	10	681.71	584.50	
	d) Short Term Provision	11	12.91	15.49	
			<b>1,827.86</b>	<b>1,838.65</b>	
	<b>TOTAL</b>		<b>3,671.65</b>	<b>3,916.99</b>	
<b>II</b>	<b>ASSETS</b>				
<b>1</b>	<b>NON-CURRENT ASSETS</b>				
	(a) Fixed Assets	12			
	i) Tangible Assets		2,323.81	2,550.46	
	b) Non-Current Investments	13	3.87	3.09	
	c) Long Term Loans and Advances	--	0.00	0.00	
	d) Other Non-Current Assets	14	1.28	19.81	
			<b>2,328.96</b>	<b>2,573.36</b>	
<b>2</b>	<b>CURRENT ASSETS</b>				
	a) Inventories	15	324.82	288.12	
	b) Trade Receivables	16	648.29	726.22	
	c) Cash and Cash Equivalents	17	32.31	30.91	
	d) Short Term Loans and advances	18	29.61	35.17	
	e) Other Current Assets	19	307.66	263.22	
			<b>1,342.69</b>	<b>1,343.64</b>	
	<b>TOTAL</b>		<b>3,671.65</b>	<b>3,916.99</b>	

AS PER OUR REPORT ANNEXED

**FOR NIKHIL N LOYA & CO**  
**FIRM REGISTRATION NUMBER**  
**CHARTERED ACCOUNTANTS**

**NIKHIL N LOYA**  
**PROPRIETOR**  
**M.NO. 133562**

**PLACE: AURANGABAD**  
**DATE:- 30/05/2019**

**ARVIND MACHHAR**  
**MANAGING DIRECTOR**

**SANDEEP MACHHAR**  
**DIRECTOR**

**SATISH KUMAR SHARMA**  
**CFO**

**APT PACKAGING LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2019**

			Rs. In Lakhs		
			NOTE	As at 31.03.19	As at 31.03.18
<b>I</b>	<b>REVENUE</b>				
	Revenue from Operations Incl. of taxes Rs.442.46(155.57)		20	3092.71	3620.20
	Other Income		21	78.79	93.62
	<b>TOTAL REVENUE</b>			<b>3171.51</b>	<b>3713.82</b>
<b>II</b>	<b>EXPENSES</b>				
	Cost of Materials Consumed		22	1126.84	1325.35
	Changes in Inventories of Finished Goods and Work-in-Progress		23	-31.27	-12.60
	Employee Benefits Expenses		24	417.88	443.03
	Finance Cost		25	283.30	300.59
	Depreciation and Amortization Expenses		26	241.30	241.26
	Other Expenses		27	1197.93	1367.77
	<b>TOTAL EXPENSES</b>			<b>3235.99</b>	<b>3665.40</b>
<b>III</b>	<b>Profit / (Loss) Before Exceptional &amp; Extraordinary Items and Tax</b>			<b>-64.48</b>	<b>48.42</b>
	Prior Period Income/(Expenses)		28	38.88	-4.97
<b>IV</b>	<b>Exceptional Items Profit on sale of Fixed Assets</b>		29	0.00	1.73
<b>V</b>	<b>Profit / (Loss) Before Tax</b>			<b>-25.60</b>	<b>45.17</b>
<b>VI</b>	<b>Tax Expenses</b>			<b>0.00</b>	<b>0.00</b>
<b>VII</b>	<b>Profit / (Loss) After Tax for the Year</b>			<b>-25.60</b>	<b>45.17</b>
<b>VIII</b>	<b>Earning Per Share:</b>			<b>-0.83%</b>	<b>1.25%</b>
	Par Value per Share Rs.10/-				
	a) Basic			-0.48	0.87
	b) Diluted			-0.48	0.87
<b>Refer Accompanying Notes to Financial Statements</b>					
	Significant Accounting Policies		1		
	Notes to Accounts		2		

**AS PER OUR REPORT ANNEXED**

**FOR NIKHIL N LOYA & CO**  
**FIRM REGISTRATION NUMBER**  
**CHARTERED ACCOUNTANTS**

**ARVIND MACHHAR**  
**MANAGING DIRECTOR**

**NIKHIL N LOYA**  
**PROPRIETOR**  
**M.NO. 133562**

**SANDEEP MACHHAR**  
**DIRECTOR**

**PLACE: AURANGABAD**  
**DATE:- 30/05/2019**

**SATISH KUMAR SHARMA**  
**CFO**



**CASH FLOW STATEMENT FOR THE FINANCIAL YAER ENDED 31.03.2019 (Rs. In Lakhs)**

PARTICULARS		2018-2019		2017-2018	
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
i)	Profit/Loss after Tax & Extra Ordinary Items		(25.60)		154.80
ii)	Profit on Sale of Assets	-		-	
iii)	Depreciation & Impairment	241.30		266.23	
iv)	Interest /Financial Charges	283.30		306.30	
v)	Provision for Taxes	-		-	
vi)	Interest /Dividend Received	(0.25)		(0.16)	
	Total		524.35		572.37
	<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHARGES ADJUSTMENT</b>		498.75		727.16
i)	Trade and other Receivables	77.93		7.45	
ii)	Change in other current assets	(20.37)		(38.29)	
iii)	Inventories	(36.70)		(49.43)	
iv)	Trade Payable	42.88	63.75	(3.51)	(83.78)
v)	Cash generated from operations		562.50		643.38
vi)	Interest paid/Financial Charges	283.30	283.30	306.30	306.30
	<b>NET CASH FROM OPERATING ACTIVITIES (TOTAL A)</b>		279.20		337.08
<b>B</b>	<b>NET FLOW FROM INVESTMENT ACTIVITIES</b>				
i)	Purchase of Fixed Assets	(14.65)		(259.56)	
iii)	Sale of Fixed Assets	-		-	
	Sale of Investments	(0.78)		-	
iv)	Interest/Dividend Received	0.25	(15.18)	0.16	(259.39)
	<b>NET FLOW FROM INVESTMENT ACTIVITIES [TOTAL B]</b>		(15.18)		(259.39)
<b>C</b>	<b>CASH FLOW FROM FINANCIAL ACTIVITIES</b>				
i)	Proceeds From Long Term Financing	317.42		148.01	
ii)	Proceeds From Short Term Financing	(134.85)		7.20	
iii)	Payment of Long Term Borrowings	(380.62)		(261.14)	
iv)	Payment of Defferal Credits – Net	(65.00)		22.26	
v)	Deferred payment to Machine Suppliers - Net	0.41		0.44	
vi)	Subsidy from Government Received	-		-	
	<b>NET FLOW FROM FINANCIAL ACTIVITIES [TOTAL C]</b>		(262.63)		(83.24)
	<b>CLOSING BALANCE [ A+B+C ]</b>		1.40		(5.55)
	CASH AND CASH EQUIVALENT OPENING BALANCE		30.91		34.44
	CASH AND CASH EQUIVALENT CLOSING BALANCE		32.31		28.89
			1.39		(5.55)

AS PER OUR REPORT ANNEXED

FOR NIKHIL N LOYA & CO  
FIRM REGISTRATION NUMBER  
CHARTERED ACCOUNTANTS

ARVIND MACHHAR  
MANAGING DIRECTOR

NIKHIL N LOYA  
PROPRIETOR  
M.NO. 133562

SANDEEP MACHHAR  
DIRECTOR

PLACE: AURANGABAD  
DATE:- 30/05/2019

SATISH KUMAR SHARMA  
CFO

**SIHNFICANT ACCOUNTING POLICIES AND & NOTES TO FINANCIAL STATEMENTS:-****1 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 whith 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.

**2 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 appliing and implemented of indian 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) Property, Plant & equipment (Fixed Assets) are stated at cost of acquisition net of Input GST, 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) Goods and Service Tax (GST):**

Cenvat (Modvat)/GST/Service Tax Credit availed on fixed assets is adjusted to the cost of the asset. Other GST Credit availed is set off with the purchase cost. GST on Services 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 disclosed 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:**

<b>NOTE NO.3:</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
<b>SHARE CAPITAL</b>		
<b>AUTHORISED:</b>		
1,00,00,000 Equity Shares of Rs.10 each	<b>1,000.00</b>	1,000.00
<b>ISSUED:</b>		
60,36,417 (60,36,417) Equity shares of Rs.10/- each	<b>603.64</b>	603.64
<b>PAID UP:</b>		
*52,63,467 (52,63,467) Equity Shares of Rs.10/- each fully paid up.	<b>526.35</b>	<b>526.35</b>
Add: Forfeited Shares	<b>54.06</b>	<b>54.06</b>
736248 (736248) Equity Shares of Rs. 10 each		
<b>Total</b>	<b>580.40</b>	<b>580.40</b>

**RECONCILIATION OF SHARE CAPITAL**

Equity Shares	As at 31.03.19		As at 31.03.18	
	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	2018-2019		2017-2018	
	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

<b>NOTE NO.4: RESERVES AND SURPLUS</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
<b>1) CAPITAL RESERVES:</b>		
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 Balance Sheet	3.36	3.36
<b>Total Capital Reserves</b>	<b>634.80</b>	<b>634.80</b>
<b>2) SECURITIES PREMIUM RESERVE - As per Last Balance Sheet</b>	480.90	480.90
<b>3) PROFIT AND LOSS ACCOUNT</b>		
Balance as per the last financial statements	-2,069.76	-2,114.94
Profit / (Loss) for the year	-25.60	45.17
<b>Net surplus /(Deficit) in the statement of Profit and Loss</b>	<b>-2,095.36</b>	<b>-2,069.76</b>
<b>Total</b>	<b>-979.66</b>	<b>-954.06</b>

<b>NOTE NO.5: LONG TERM BORROWINGS</b>	<b>Long Term Maturities</b>		<b>Current Maturities</b>	
	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
<b>SECURED LOANS</b>				
<b>1. TERM LOANS FROM BANKS:</b>				
a) Punjab National Bank Term Loan IC295	76.49	145.03	60.69	39.45
b) Punjab National Bank Term Loan IC301	64.25	444.99	63.80	41.47
c) Punjab National Bank Term Loan IC286	184.18	63.01	178.14	115.79
d) Punjab National Bank Term Loan IC8076	90.72	117.53	40.93	38.44
<b>UNDER VEHICLE FINANCE SCHEME</b>				
e) ICICI Bank Ltd. "Vehicle Loans"	0.00	0.00		1.29
f) Cholamandal Finance "Vehicle Loan"	0.00	0.00		1.61
g) PNB vehicle Loan "Vehicle I"	4.13	7.00	3.13	1.43
h) PNB vehicle Loan "Vehicle II"	0.00	3.23	0.65	1.05
i) Cholamandal Finance "Vehicle Loan"	0.00	0.00		1.53
<b>2. DEFERRED PAYMENT LIABILITIES</b>				
j) For acquisition of fixed assets - To Machine Supplier	0.00	0.00	21.13	20.72
<b>TOTAL SECURED LOANS</b>	<b>419.77</b>	<b>780.77</b>	<b>368.46</b>	<b>262.78</b>
<b>UNSECURED LOANS</b>				
<b>UNRELATED PARTY</b>				
k) Deferred Sales Tax liability	344.90	385.39	170.22	194.72
l) ICD from promoter group Company	383.37	351.70		0.00
<b>RELATED PARTY</b>				
m) Directors	880.47	738.29		0.00
n) Inter Corporate Deposits	154.82	139.72		0.00
<b>TOTAL UNSECURED</b>	<b>1763.55</b>	<b>1615.10</b>	<b>170.22</b>	<b>194.72</b>
<b>Grand Total</b>	<b>2183.33</b>	<b>2395.87</b>	<b>538.68</b>	<b>457.50</b>

**Sr. No.Above**

- a** Primarily is secured by hypothecation of all the fixed assets of the company situated at Phalora Aurangabad, Chikalthana Aurangabad, and Laksar Haridwar. The Loan is repayable in monthly installments of Rs 4.34 lakhs monthly to be repaid upto 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 Laksar Haridwar. The Loan is repayable in monthly installments of Rs 4.55 lakhs monthly to be repaid upto 2020-2021 carrying an interest at the rate of 10.10%  
Primarily is secured by hypothecation of all the fixed assets of the company situated at Phalora Aurangabad, Chikalthana Aurangabad, and
- c** Laksar Haridwar. The Loan is repayable in monthly installments of Rs 12.72 lakhs monthly to be repaid upto 2020-2021 carrying an interest at the rate of 10.10%

- d** Primarily is hypothecated with full values of machines, tools and spares etc purchased as per sanction, the term loan is repayable in 63 equated monthly installment of Rs 2.92 lakhs to be repaid upto May 2022, the term loan carries the interest at the rate of 10.10%
- e** The loan were fully repaid in this financial year.
- f** The loan were fully repaid in this financial year.
- g** Secured by hypothecation of the vehicles acquired by utilising the said loans in the name company and is repayable in equated monthly installments, due upto August 2023
- h** Secured by hypothecation of the vehicles acquired by utilising the said loans in the name company and is repayable in equated monthly installments, due upto November 2023
- I** The loan were fully repaid in this financial year.
- J** Secured against the machine purchased from the machine supplier and is repayable immediately without any interest. The loan is in CHF currency.
- k** 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 installments in 11th to 15th year, without any interest till the respective due dates. Thereafter it carries interest @ 18% p.a.
- l** Rs24.57 lakh carries interest @ the rate 12% and balance @ 0% as per mutual consent.
- m** Carry interest @ 12% p.a.
- n** Carry interest @ 9%p.a except Rs 5.00 Lakhs @ 0%

<b>NOTE NO.6: DEFERRED TAX LIABILITY</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
a) The company is having carried forward losses as per books of accounts of Rs 2065.29Lacs as on 31.03.2019 and Rs1920.69 Lakhs upto Assessment Year 2018-19 (31.03.2018) 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.	----	----



<b>NOTE NO.7: LONG TERM PROVISIONS</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
Provision for Employee benefit		
Provision for Gratuity (Non Funded)	44.09	39.79
Provision for Leave Encashment (Non-Funded)	15.62	16.34
<b>Total</b>	<b>59.71</b>	<b>56.13</b>

<b>NOTE NO.8: SHORT TERM BORROWINGS</b>	<b>As at 31.03.19</b>	<b>31.03.2018</b>
Cash credit, packing credit, post shipment and ILC acceptance (secured)	508.81	643.66
Interest Accrued on the above		
Foreign currency buyer's credit loan (unsecured)	52.87	52.87
<b>Total</b>	<b>561.68</b>	<b>696.53</b>

**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 Chikalthana. 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 6.50% as on 31.03.2019. The Interest on ILC Acceptance is between 12.50% to 15.00%.

<b>NOTE NO.9:TRADE PAYABLES</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
Trade Payables for Materials and Services	571.55	542.12
<b>Total</b>	<b>571.55</b>	<b>542.12</b>

**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" Except SBJ Packaging Pvt Ltd. Therefore only one supplier's 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 and MSME Certificate given by said party.

<b>NOTE NO.10: OTHER CURRENT LIABILITIES</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
Advances from Customers	29.79	10.61
Creditors for capital goods	0.00	10.37
Interest Accrued but not due	0.00	0.00
Statutory liabilities	113.24	106.01
Current Maturities of Long Term Debts	538.68	457.50
<b>Total</b>	<b>681.71</b>	<b>584.50</b>

<b>NOTE NO.11: SHORT TERM PROVISIONS</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
Leave Travel Concession	3.37	4.12
Medical	2.61	3.44
Bonus	6.94	7.93
<b>Total</b>	<b>12.91</b>	<b>15.49</b>

<b>Note 12 Fixed assets</b>										
	<b>Tangible assets</b>	<b>Gross block</b>						Balance as at 31-03-19		
		<b>Balance as at</b>	<b>Additions</b>	<b>Disposals</b>	<b>Effect of foreign currency exchange differences</b>	<b>Borrowings cost capitalized</b>				
		<b>01-04-18</b>								
	(a) Land									
	Freehold	128.32	0.00	0.00	0.00	0.00	128.32			
	Leasehold *	1.31	0.00	0.00	0.00	0.00	1.31			
	(b) Buildings - own use	852.60	0.00	0.00	0.00	0.00	852.60			
	(c) Plant and Equipment – owned	4480.06	17.02	2.50	0.00	0.00	4494.58			
	(d) Furniture and Fixtures – owned	56.30	0.00	0.00	0.00	0.00	56.30			
	(e) Vehicles – owned	122.50	0.00	0.00	0.00	0.00	122.50			
	(f) Office equipment – owned	43.06	0.00	0.00	0.00	0.00	43.06			
	(h) Others - Computers	32.34	0.00	0.00	0.00	0.00	32.34			
	Owned						0			
	<b>Total</b>	<b>5716.50</b>	<b>17.02</b>	<b>2.50</b>	<b>0.00</b>	<b>0.00</b>	<b>5731.02</b>			
	<b>Previous year</b>	<b>5405.33</b>	<b>278.37</b>	<b>11.73</b>	<b>-0.30</b>	<b>0.00</b>	<b>5671.67</b>			

**Notes**

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

<b>NOTE NO.13 : NON CURRENT INVESTMENTS</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
<b>Unquoted Investments</b>		
1050 Shares of ` 10/- each fully paid up in Devgiri Nagri Sahakari Bank Ltd.	0.11	0.11
<b>Aggregate Amount of Un quoted Investments</b>	<b>0.11</b>	<b>0.11</b>
<b>Quoted Investments</b>		
<b>Mutual Funds</b>		
(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
<b>Equity Investments</b>		
(c) Dhar Cements Limited - 183 Equity Shares of ` 10/- each fully paid-up	0.02	0.02
(d) Titan Industries Limited – 3280 Equity Shares of ` 1/- each fully paid-up**	0.03	0.03
(e) Nirup Synchrome Limited - 5000 Equity Shares of ` 10/- each fully paid-up	2.30	2.30

(f) Maharashtra Explosives Limited - 3550 Equity Shares of ` 10/- each fully paid-up	1.08	1.08
(g) Astra Zeneca Pharma India Limited - 100 Equity Shares of ` 10/- each fully paid-up	0.03	0.03
(h) Sanchay Finvest Limited - 5000 Equity Shares of ` 10/- each fully paid-up	0.75	0.75
(i) Tata Sponge Iron Limited-650 Equity Shares of' 10/- each fully paid-up*	0.78	0.00
Less Provision for diminution in value of Quoted Investments	-1.33	-1.33
Aggregate Amount of quoted Investments	3.76	2.98
	<b>3.87</b>	<b>3.09</b>
<b>NOTE NO.13 : NON CURRENT INVESTMENTS</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
<b>Unquoted Investments</b>		
1050 Shares of ` 10/- each fully paid up in Devgiri Nagri Sahakari Bank Ltd.	0.11	0.11
<b>Aggregate Amount of Un quoted Investments</b>	<b>0.11</b>	<b>0.11</b>
<b>Quoted Investments</b>		
<b>Mutual Funds</b>		
(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
<b>Equity Investments</b>		
(c) Dhar Cements Limited - 183 Equity Shares of ` 10/- each fully paid-up	0.02	0.02
(d) Titan Industries Limited - 3280Equity Shares of ` 1/- each fully paid-up	0.03	0.03
(e) Nirup Synchrome Limited - 5000 Equity Shares of ` 10/- each fully paid-up	2.30	2.30
(f) Maharashtra Explosives Limited - 3550 Equity Shares of ` 10/- each fully paid-up	1.08	1.08
(g) Astra Zeneca Pharma India Limited - 100 Equity Shares of ` 10/- each fully paid-up	0.03	0.03
(h) Sanchay Finvest 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	3.76	2.98
	<b>3.87</b>	<b>3.09</b>
<b>Disclosure: Market Value of Quoted Investments (Except for those which are not in trade as on 31.03.2019)</b>		
<b>Rs. 56.02</b>	<b>Rs. 5.64</b>	

\* Them Management of the Company has reinstated of 650 equity shares of Tata Sponge Iron Ltd amounting of Rs. 0.78 lakhs by credit to profit and loss account under head other income which were earlier written off / adjusted on account of bad delivery in the year 1992 or so, which is now cleared and transferred in the name of company. The company has also given indemnity for issuing of duplicate of the said shares certificate in the company's name.

\* The Titan Industry Ltd's shares previously wrongly quoted at 650 instead of 3280 now corrected. Originally 164 shares of Rs. 10/- each split in the ratio of 1:10 i.e 1640 shares have been allotted at the face value of Rs. 1/- per share . Then bonus has been received in the ratio of 1:1 i.e 1640 so total shares 3280.

<b>NOTE NO.14: OTHER NON CURRENT ASSETS</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
Advance to Suppliers for Capital goods	1.28	19.81
<b>Total</b>	<b>1.28</b>	<b>19.81</b>

<b>NOTE NO.15: INVENTORIES</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
Valued at Lower of Cost and net realisable value except stated other wise.		
<b>(As certified by the Management)</b>		
Raw Material	120.70	118.18
Finished & Semi Finished goods	40.12	28.14
Work in Progress at cost	124.33	105.04
Packing Material at cost	9.74	10.41
Stores and Spares at cost	29.94	26.35
<b>Total</b>	<b>324.82</b>	<b>288.12</b>

<b>NOTE NO.16: TRADE RECEIVABLES</b>			<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
	<b>As at 31.03.19</b>	<b>As at 31.03. 18</b>		
Unsecured			<b>648.29</b>	<b>726.22</b>
(a) Outstanding for more than six months - Considered Good	80.64	52.66		
(b) Other debts	573.63	677.97		
Less: Provision for doubtful debts	5.98	4.41		
<b>Total</b>			<b>648.29</b>	<b>726.22</b>

<b>NOTE NO.17: CASH AND CASH EQUIVALENT</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
<b>Cash on Hand</b>	9.05	5.17
<b>Balances with Banks</b>		
In Current Account	2.61	0.29
In Fixed Deposits (Held with Scheduled Bank as Margin)	20.65	24.67
In EEFC Accounts	0.00	0.79
<b>Total</b>	<b>32.31</b>	<b>30.91</b>
<b>NOTE NO.18: SHORT TERM LOANS AND ADVANCES</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
(Unsecured and considered good)		
Advance to Suppliers for Raw Material, Consumables & Services	23.66	30.08
Advances recoverable in cash or in kind or for value to be received	5.95	5.09
<b>Total</b>	<b>29.61</b>	<b>35.17</b>
<b>NOTE NO.19: OTHER CURRENT ASSETS</b>	<b>31.03.19</b>	<b>31.03.18</b>
Pre-Paid expenses	0.87	1.27
TDS Receivables	0.65	0.36
VAT Receivables	77.29	113.46
RG-23-A, RG-23-C & Service Tax Unutilized Balance	72.49	41.01
Export Incentives Receivables	57.27	40.96
Excess Interest Charge by Bank-Refundable	37.24	0.00
Deposits with electricity boards, telephone, PLA etc.	61.84	66.15
<b>Total</b>	<b>307.66</b>	<b>263.22</b>

<b>NOTE NO.20: REVENUE FROM OPERATIONS</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
Sale of Manufactured Goods - co-extruded tubes	3,053.34	3,581.60
Sale of Scrap	11.50	8.34
Sale of Traded Goods	27.87	30.26
<b>Total</b>	<b>3,092.71</b>	<b>3,620.20</b>

**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.243.03 Lacs (Rs.130.09) Lacs.Sale includes sale to related party Ultra Beauty Care Pvt Limited amount of Rs19.73Lacs

<b>NOTE NO.21: OTHER INCOME</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
Dividend on shares	0.25	0.00
Interest on Bank Time Deposit & Others	1.72	6.37
Rent Receipt	0.00	0.00
Credit Balances Written Back	23.33	13.97
Export Incentives	31.30	37.43
Miscellaneous Income	24.62	35.65
Net Profit on Foreign Currency Transactions	-2.43	0.20
<b>Total</b>	<b>78.79</b>	<b>93.62</b>

<b>NOTE NO.22: COST OF MATERIALS CONSUMED</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
<b>POLYETHYLENE</b>		
Opening Stocks	8.41	6.77
Add: Purchases	392.21	379.79
Less : Closing Stocks	22.15	8.41
<b>Consumption</b>	<b>378.47</b>	<b>378.16</b>
<b>POLYPROPLENE</b>		
Opening Stocks	3.90	4.94
Add: Purchases	221.31	326.74
Less : Closing Stocks	4.10	3.90
<b>Consumption</b>	<b>221.12</b>	<b>327.79</b>
Opening Stocks	22.16	21.95
Add: Purchases	45.52	51.85
Less : Closing Stocks	23.18	22.16
<b>Consumption</b>	<b>44.50</b>	<b>51.64</b>
<b>LABELS</b>		
Opening Stocks	10.07	29.61
Add: Purchases	182.35	236.84
Less : Closing Stocks	4.78	10.07
<b>Consumption</b>	<b>187.63</b>	<b>256.39</b>
<b>INLAND BOUGHT OUT ITEMS</b>		
Opening Stocks	21.84	20.20
Add: Purchases	153.06	150.93
	<b>174.90</b>	<b>171.13</b>

Less : Closing Stocks	15.70	21.84
<b>Consumption</b>	<b>159.20</b>	<b>149.28</b>
<b>OTHER RAW MATERIALS</b>		
Opening Stocks	49.79	37.03
Add: Purchases	114.25	142.25
Less : Closing Stocks	49.56	49.79
<b>Consumption</b>	<b>114.48</b>	<b>129.49</b>
<b>TRADED GOODS</b>		
Opening Stocks	0.00	0.00
Add: Purchases	21.45	32.60
Less : Closing Stocks	0.00	0.00
<b>Consumption</b>	<b>21.45</b>	<b>32.60</b>
<b>Total Consumption</b>	<b>1,126.84</b>	<b>1,325.35</b>

### Disclosure

The sale of inter unit raw materials of Rs. 30.73 Lacs (Rs.94.91 Lacs) adjusted in cost of materials consumed. Purchase include 25.31Lacs purchase from related party Ultra Beauty Care Pvt Limited

<b>NOTE NO.23: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRES</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
Opening Finished Goods	28.14	70.70
Closing Finished Goods	40.12	28.14
<b>Change in Finished Goods</b>	<b>-11.98</b>	<b>42.56</b>
Opening Work-in-Progress	105.04	49.88
Closing Work-in-Progress	124.33	105.04
<b>Change in Work-in-Progress</b>	<b>-19.29</b>	<b>-55.16</b>
<b>Net (Increase)/Decrease</b>	<b>-31.27</b>	<b>-12.60</b>
<b>NOTE NO.24 : EMPLOYEE BENEFITS EXPENSES</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
Salaries and Wages including Bonus Disclosures: The above salaries and wages includes directors remuneration	396.66	419.13
Contribution to P.F.	18.53	20.33
Employee welfare	2.69	3.57
<b>Total</b>	<b>417.88</b>	<b>443.03</b>

<b>NOTE NO.25 : FINANCE COST</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
Interest on Term Loan	103.62	124.13
Interest on Working Capitals including acceptances and buyer credits	49.24	58.80
Interest on other borrowings	119.29	105.05
Bank Charges	11.16	12.60
<b>Total</b>	<b>283.30</b>	<b>300.59</b>

<b>Note 26 Depreciation on Fixed assets</b>									
	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
		01-04-18			01-04-18		31-03-19	31-03-19	31/03/2018
	(a) Land								
	Freehold	0.00	0.00	0.00	0.00	0.00	0.00	128.32	129.00
	Leasehold *	0.17	0.01	0.00	0.00	0.00	0.18	1.14	0.47
	(b) Buildings - own use	385.72	23.84	0.00	0.00	0.00	409.56	443.04	490.72
	(c) Plant and Equipment – owned	2541.35	202.38	1.62	57.35	0.00	2799.45	1695.13	2037.81
	(d) Furniture and Fixtures - owned	47.45	2.41	0.00	0.03	0.00	49.90	6.40	9.50
	(e) Vehicles - owned	68.59	12.38	0.00	0.69	0.00	81.65	40.85	57.92
	(f) Office equipment - owned	33.38	1.67	0.00	0.00	0.00	35.05	8.02	11.56
	(h) Others - Comp	31.18	0.24	0.00	0.00	0.00	31.42	0.92	0.98

	uters								
	<b>Total</b>	3107.84	242.93	1.62	58.07	0.00	3407.21	2323.81	2737.95
	<b>Add capital work in progress</b>								
	<b>Previous year</b>	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

<b>NOTE NO.27 : OTHER EXPENSES</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
<b>A. MANUFACTURING EXPENSES</b>		
Stores & Spares consumed	62.30	105.36
Power & Fuel	168.35	182.78
Repairs to Machinery	12.12	16.92
Packing Material consumed	102.13	122.37
Job work expenses	0.00	0.00
Contract Production Wages	149.49	181.65
<b>Subtotal</b>	<b>494.39</b>	<b>609.08</b>
<b>B. ADMINISTRATIVE &amp; OTHER EXPENSES</b>		
Rates & Taxes	6.81	9.27
Rent	11.61	6.83
Insurance	4.16	4.45
<b>Payment to Statutory Auditors</b>		
Statutory Audit Fee	3.25	3.25
Quarterly Review fees	0.75	0.50
Reimbursement of expenses	0.48	0.93
Postage	2.35	2.91
Telephone	4.26	10.47
Vehicle running and Maintenance	15.06	14.46
Legal & Professional Charges	15.44	22.20
Penalty of late filing of TDS / TCS Returns	1.42	0.00
Travelling Expenses	42.02	44.05
Miscellaneous Expenditure	24.68	35.68
Debit Balance written off	4.59	0.23
Repairs to Building	0.15	2.82
Repair to other Assets	2.48	4.05
Security Expenses	16.18	18.59
Net Loss on Foreign Currency Transactions		
<b>Subtotal</b>	<b>155.69</b>	<b>180.70</b>
<b>C. SELLING AND DISTRIBUTION EXPENSES</b>		
Excise duty and sales tax / VAT and GST	396.82	442.46
Transportation Expenses	109.16	110.11



Other Sales expenses & disc. (Inclusive of Bad Debts written off Rs 16.74 Lakhs (Rs 3.85 Lakhs)	41.87	25.42
<b>Subtotal</b>	<b>547.85</b>	<b>577.99</b>
<b>Grand Total</b>	<b>1,197.93</b>	<b>1,367.77</b>
<b>Stores and spares includes purchase of inter unit transfer Rs 0.74 Lacks (Rs 0.00)</b>		
<b>NOTE NO.28 PRIOR PERIOD ITEMS INCOME/EXPENSES</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
<b>INCOME</b>		
Excess provision of gratuity and leave encashment written back	0.00	0.00
Other income of earlier years (Refer Note no 38)	47.11	4.83
Excess Provision Written Back	0.00	0.00
	<b>47.11</b>	<b>4.83</b>
<b>EXPENSES</b>		
Other expense of earlier years	8.22	9.81
<b>Subtotal</b>	<b>8.22</b>	<b>9.81</b>
<b>INCOME/EXPENSES</b>	<b>38.88</b>	<b>-4.97</b>
<b>NOTE NO.29 EXTRA-ORDINARY ITEMS</b>	<b>As at 31.03.19</b>	<b>As at 31.03.18</b>
<b>INCOME</b>		
Profit on sale of Fixed Assets	0.00	1.73
<b>INCOME/EXPENSES</b>	<b>0.00</b>	<b>1.73</b>

**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.

		Co-extruded Tube Division 31.03.2019	Co-extruded Tube Division 31.03.2018
<b>Sr No</b>	<b>Particulars</b>		
	<b>Revenue</b>		
A	Sales	3092.71	3620.20
B	Profit/Loss Before Dep and Interest	499.00	585.30
C	Interest Expense	283.30	300.59
D	Depreciation & Impairment	241.30	241.26
E	Extra Ordinary Items	0.00	1.73
<b>F</b>	<b>Net Profit/Loss</b>	<b>(25.60)</b>	<b>45.17</b>
	<b>Other Information</b>		
G	Segmental Assets	5731.02	5716.37
H	Less Depreciation & Impairment	3407.21	3165.91
<b>I</b>	<b>Net Assets</b>	<b>2323.81</b>	<b>2550.46</b>
J	Segmental Liabilities	1261.16	1146.53

**B. Secondary Segment: Geographic Segment**

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

	<b>PARTICULARS</b>	<b>TOTAL</b>	<b>Co-extruded Tube Division</b>
A	DOMESTIC	2935.27	3035.90
B	EXPORT	697.44	584.30
	<b>TOTAL</b>	<b>3092.71</b>	<b>3620.20</b>

**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:  
Director's remuneration****Amount in Lakhs**

<b>Sr. No.</b>	<b>Name of the Party</b>	<b>Relationship</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
1	Arvind Machhar	Chairman Cum Managing Director	34.22	26.32

**Salary to related persons:**

<b>Sr. No.</b>	<b>Name of the Party</b>	<b>Relationship</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
1	Arpit Machhar	Son of MD	14.14	11.29
2	Nischint Machhar	Son of MD	13.39	10.44

**Payment of professional fees and Purchases:**

<b>Sr. No.</b>	<b>Name of the Party</b>	<b>Relationship</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
1	Khandelwal Jain & Co. (Professional Fees)	Related Concern of Non-Executive Independent Director	0.00	0.85
2	Ultra Beauty Care Pvt Limited (Purchases)	Related Concern of Non-Executive Independent Director	13.50	32.80

**Interest provided / paid on unsecured loans from related:**

<b>Sr. No.</b>	<b>Name of the Party</b>	<b>Relationship</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
1	Arvind Machhar	Managing Director	64.38	60.62
2	Sandeep Machhar	Director	28.35	23.52
3	Race Course Capital Market Ltd	Promoters Group Company	12.52	11.51

**Outstanding unsecured loan from related Parties:**

<b>Sr. No.</b>	<b>Name of the Party</b>	<b>Relationship</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
1	Arvind Machhar	Managing Director	587.77	544.58
2	Sandeep Machhar	Director	292.70	193.71
3	Race Course Capital Market Ltd	Promoters Group Co	149.82	139.72
4.	Utsav Logistics Pvt Limited	Promoter Group Co	5.00	0.00

**31A. Details of unsecured loan and interest provided from non-related parties****1. Interest provided / paid on unsecured loans**

Sr. No.	Name of the Party	Relationship	31.03.2019	31.03.2018
1	KCL INFRA PROJECTS LTD	Promoters Non Group Company	2.95	2.66

**2. Outstanding unsecured loan from non-related parties**

Sr No.	Name of the Party	Relationship	31.03.2019	31.03.2018
1	Khusi Industries Limited	Inter corporate Deposit	0.00	18.79
2	Nirman Clothing Pvt Limited	Inter corporate Deposit	26.40	26.40
3	ZemeRealrichPvt Ltd	Inter corporate Deposit	46.34	46.34
4	Abhilasha Shoppers Pvt Ltd	Inter corporate Deposit	115.16	115.16
5	JRI Industrial and infrastructures	Inter corporate Deposit	97.22	97.22
6	KCL Infra Projects Limited	Inter corporate Deposit	27.22	24.57
7	Harishka trading Pvt Ltd	Inter corporate Deposit	12.50	0.00
8	Gold Stone Exim Pvt Ltd	Inter corporate Deposit	0.00	18.81
9	Kumudini Engineering Pvt Ltd	Inter corporate Deposit	5.00	0.00
10	GitcoVincomPvt Ltd	Inter corporate Deposit	53.00	0.00

**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 Apt 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. 11.86Lakhs (Rs. 134.33 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. 801.99Lakhs (Rs. 801.99 Lakhs). In the Opinion of Management 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 / and in process to made by the Company to the office of Director General of Foreign Trade, Mumbai. The company has obtained the said certificates upto F. Y. 2008-09.
- 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 demand raised by the State (Sales) Tax Uttarakhand and Central Sales Tax at Rs. 73.54 Lakhs of Sales tax and Central Sales tax for F.Y. 2014-2015. The appeal is filled with appropriate authority and the management of company is quite hopeful **about** favorable result.
  - f. The honorable civil court S. D. Aurangabad has passed the order on 13.09.2018 for recovery of Rs. 1.83 Lakhs alongwith interest @6% p.a. if not paid within 30 days in favour of PritiEngineering (Prop. Bharat BansiBhalerao) for various bills raised during the period 06-10-2012 to 21-03-2013. In the opinion of management the demand is liable to be quashed, as the work done is already not up to the mark and rejected and in appeal for the same is filed before the Honorable High Court, Bombay at Aurangabad bench.
  - g. Interest demanded and charged the Punjab National Bank at Rs. 37.24 Lakhs for F.Y. 2018-19. In the Opinion of management the same is not payable as it has been charged beyond the sanction rate. A representation have been made by the company to the bank for reversing the said excessive interest charged and shown as excess interest charged receivable in the financial statement of the company under the head Current Assets.
  - h. Indemnity given to Tata Sponge Iron Ltd. for 650 Shares of that Company booked at Rs. 0.78 Lakhs in the books whose market Value as on 31.03.2019 is Rs. 4.60 Lakhs.
  - i. 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.
  - j. Estimated amount of contract remaining to be executed net of advances on capital account and not provided for Rs.5.00Lakhs (Rs.40.98 Lakhs)
  - k. 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 2018-19 Rs.16.36 Lakhs. In the opinion of management of the company and on advised received by the company.the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.
- 34.** Non adoption of Indian AS (IndAS). The management is of the opinion that the impact of adopting Ind AS would not materially affects the financial result of a 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 01.04.2019 instead of as mandatory from 01.04.2017.

- 35.** Considering t. the time lag between the assessment 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

**36. GOING CONCERN:**

*The financial statements which indicate that the company has financial losses and its net worth has been substantially eroded i.e. 68.79% (Accumulated reserve and surplus (Loss) Rs 979.66 Lakhs and share capital Rs 580.40 Lakhs). The company has incurred net loss of Rs 25.60 Lakhs but having cash profit during the year of Rs 215.71 lakhs and earned Rs 45.17 Lakhs in the financial year immediately preceding year. The company's current liabilities of Rs 1827.86 Lakhs and Rs 1342.69 Lakhs exceeded the current asset as at balance sheet date.*

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. However due to repellent of the said Act, the company has to register itself to National Company Law Tribunal (NCLT) within six month. Meanwhile the desired relief from the bank which was asked to BIFR have been already granted by the Punjab National Bank to the company, therefore the management of the company decided not to register with the NCLT. The company has profit in financial year 2016-2017 at Rs 154.80 Lakhs and 2017-2018 at Rs 45.17 Lakhs and loss for the year at Rs 25.60 Lakhs. Further for better liquidation position and to reduce to the pay off dues, the management of the company is decided to sell off some of the assets for which, permission is taken and in process from the concerned financial institution and interested statutory authorities. The company have the view, some extraordinary circumstances have adversely affect the profit of the year but the financial restructuring and deploying in financial year 2019-2020 to magnify the positive profitability in coming years. And hence the accounts for the year under consideration is prepared and presented on going concern basis.

- 37.** Hon'ble Board for Industrial and Financial Reconstruction (BIFR) while discharging the Company from Sick Industrial Companies Act (SICA) vide order ated 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:

	<b>Rs in Lakhs</b>	
	<b>31.03.2019</b>	<b>31.03.2018</b>
Recovery of Special Capital Incentives and interest thereon by Government of Maharashtra	193.75	186.73

**38.** The management of the company has Reinstated of 650 equity shares of Tata Sponge Iron Limited amounting of Rs 0.78 lacks by crediting to profit and loss account under head other income which were earlier written off/adjusted on account of bad delivery in the year 1992 or so, which is later cleared and transferred in the name of company.

The management of the opinion that the said shares belong to the company which were written of or adjusted due to bad delivery in earlier (Years) i.e. 1992 all so. The matter is now cleared and same is assets of the company. Further the original shares were either lost or misplaced hence an affidavit and indemnity have been given for any loss or claim by any other person in favour of Tata Sponge Iron Ltd. for issuing duplicate share certificate. Therefore the said shares are properly and lawfully reinstated.

### 39. Directors Remunerations:

#### Directors Remunerations:

(Rs. in Lakhs)

Particulars	M.D		W.T.D.		TOTAL	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018
i. Salary	29.70	22.80	---	---	29.70	22.80
ii. Perquisites	4.50	3.30	---	---	4.50	3.30
iii. Leave Encashment	---	---	---	---	---	---
iv. Contribution to P.F.	0.22	0.22	---	---	0.22	0.22
<b>TOTAL</b>	<b>34.42</b>	<b>26.32</b>	<b>---</b>	<b>---</b>	<b>34.42</b>	<b>26.32</b>

**40.** Certain statutory requirements and records are in the process of their compilation / up-dation.

**41.** 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, Goods & Service 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.

### 42. 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

	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
-	Employers Contribution to Provident Fund	11.11	12.93
-	Employers Contribution to Staff Welfare Fund	7.42	7.40

**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: -

<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
Discount Rate	7.75	7.75
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**

<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
Present value of obligations at the beginning of the year	48.78	39.83
Current Service Cost	4.37	4.88
Interest Cost	3.78	2.99
Actuarial (Gain) / Loss	-4.44	5.89
Benefit paid	-8.43	-4.81
<b>Present value of obligations at the end of the year</b>	<b>44.08</b>	<b>48.78</b>

**b) Percentage of each category of plan assets to total fair value of plan assets as at 31st March 2019**

<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
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 2019**

<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
Current Service Cost	4.38	4.88
Interest Cost	3.78	2.99
Expected return on plan assets	-	-
Net Actuarial (Gain) / Loss recognized in the year	-4.42	5.89
Past Service cost	0.00	0.00
<b>Net Gratuity (income) / expense</b>	<b>3.74</b>	<b>13.76</b>

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

**43. Earnings Per Share:**

The basic and diluted EPS is calculated as under:

Particulars	31.03.2019	31.03.2018
Profit/(loss) attributable to Equity Share Holders	25.60	45.17
Weighted average number of Equity Shares of Rs.10 Each	5263467	5263467
<b>Earnings / (Loss) per share</b> (considering extra ordinary items) -Rupee only	-0.48	0.87
<b>Earnings (Loss) per share</b> (without considering extra ordinary items) – Rupee only	-0.48	0.87

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

NAME	QUANTITY (MT)		VALUE (RS.)	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
I) HDPE//LLDPE/LDPE/PP	549.46	607.87	637.12	740.01

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

	As on 31.03.2019		As on 31.03.2018	
	Value (in Rs.)	%	Value (in Rs.)	%
<b>I) RAW MATERIAL</b>				
IMPORTED	114.91	10.38	214.73	21.26
INDIGENOUS	991.93	89.62	1078.02	78.74
<b>TOTAL</b>	<b>1106.84</b>	<b>100.00</b>	<b>1292.75</b>	<b>100.00</b>
<b>II) SPARE PARTS AND COMPONENTS</b>				
IMPORTED	6.35	10.43	81.04	40.02
INDIGENOUS	54.51	89.57	24.33	59.58
<b>TOTAL</b>	<b>60.86</b>	<b>100.00</b>	<b>105.37</b>	<b>100.00</b>

**D. INCOME/EXPENDITURE IN FOREIGN CURRENCY:**

EARNING / EXPENDITURE IN FOREIGN CURRENCY:	31/03/19	31/03/18
I ) EARNING IN FOREIGN EXCHANGE - EXPORTS ON FOB BASIS	694.74	553.08
II ) EARNING IN FOREIGN EXCHANGE - SALE OF ASSETS	0.00	0.00
III ) CIF VALUE OF IMPORTED MATERIAL	104.03	188.93
IV ) EXPENDITURE IN FOREIGN CURRENCY TRAVELLING TECHNICAL, DRAWING & DESIGN	16.06	17.63
V ) PAYMENT FOR INTEREST ON BUYERS CREDIT	0.00	0.70
VI ) PAYMENT AGAINST CAPITAL EQUIPMENTS	1.28	15.11



**45. Previous period figure(s) 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**

**ARVIND MACHHAR  
MANAGING DIRECTOR**

**FIRMS REGISTRATION NUMBER 132280W  
CHARTERED ACCOUNTANTS**

**NIKHIL N. LOYA  
PROPRIETOR  
M. NO 133562**

**SANDEEP MACHHAR  
DIRECTOR**

**PLACE: AURANGABAD  
DATE - 30.05.2019**

**SATISH KUMAR SHARMA  
CFO**

**APT PACKAGING LIMITED**

Reg Off:- Gut No 72, Vill Pharola, Post Beedkin, Paithan Road, Dist. Aurangabad-431005  
 CIN:- L24100MH1980PLC022746 E-mail:- [csoffice@aptpackaging.in](mailto:csoffice@aptpackaging.in) Website: [www.aptpackaging.in](http://www.aptpackaging.in)

**ADMISSION SLIP**

Member of their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered.

DP ID & Client ID / Regd. Folio No.		No. of Share	
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Name(s) and address of the member in Full: \_\_\_\_\_

I/We hereby record my / our presence at the thirty nine annual general meeting of APT Packaging Limited being held on Monday, 30<sup>th</sup> September 2019 at 11:30 p.m. at Registered Office: Gut No 72, Vill Pharola, Post Beedkin, Dist, Aurangabad – 431005, Maharashtra, India. Please (✓) in the box

MEMBER

PROXY

\_\_\_\_\_  
Signature of Member / Proxy**PROXY FORM (Form No. MGT – 11)**

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

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./ Client ID	
DP ID	

We, being the holder(s) of \_\_\_\_\_ equity shares of APT Packaging Limited, hereby appoint

1.Name \_\_\_\_\_ E-mail Id : \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

2.Name \_\_\_\_\_ E-mail Id : \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

3.Name \_\_\_\_\_ E-mail Id : \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 39<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, 30<sup>th</sup> September 2019 at 11:30 p.m. at Registered Office: Gut No 72, Vill Pharola, Post Beedkin, Dist, Aurangabad – 431105, Maharashtra, India.. and at any adjournment thereof in respect of such resolutions as are indicated below.

Sr. No	Particulars
	<b>ORDINARY BUSINESS</b>
1	To receive, consider and adopt the Balance Sheet as on 31 <sup>st</sup> March 2019, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and the report of the Auditors and Boards Report thereon.
2.	To appoint a director in place of Mr. Sandeep Machhar (DIN: 00251892) who retires by rotation and being eligible offers himself for re-appointment.
3.	To ratify the appointment Statutory Auditors M/s Nikhil N Loya & Co, Chartered Accountants of Aurangabad and to fix their remuneration.
	<b>SPECIAL BUSINESS</b>
4.	To re-appoint Mr. Balaprasad Tapdiya (DIN: 01295984) as an Independent Director for a term of five years

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix Revenue Stamp of Re. 1
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Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

**PRINTED MATTER  
BOOK –POST**

**If undelivered Please return to:**  
**REGISTERED OFFICE:-**  
**APT PACKGAING LTD**  
**GUT NO 72, VILL PHAROLA,**  
**POST BEEDKIN, DIST;**  
**AURANGABAD – 431105**  
**Website: <http://aptpackaging.in>**

Vijashree Enterprises 9822116415