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BOARD OF DIRECTORS

Shri Jaykishor Chaturvedi
Shri Siddharth Chaturvedi
Ms. Nupur Chaturvedi
Shri Pradeepkumar K. Sharma

AUDITORS

M/s Dinesh Bangar & Co, Chartered Accountants
Vasai (E), Thane..

REGISTRAR & TRANSFER AGENTS

Adroit Corporate Services Pvt. Ltd.
19, Jaferbhoy Industrial Estate,
Makwana Road, Marol Naka,
Andheri (E), Mumbai - 400 059.

Asian Petroproducts & Exports Limited

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Members of ASIAN PETROPRODUCTS & EXPORTS LIMITED will be held at the Registered Office of the Company situated at Tundav – Rania Road, Village Anjesar, Tal. Savli, Dist. Vadodara on Thursday, 29th September 2012 at 10.30 a.m. to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012, and the Audited Profit & Loss Account for the year ended on that date and the Auditors' and Directors' Reports thereon
2. To appoint Auditors and to fix their remuneration and for this purpose to consider and if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**

“RESOLVED THAT pursuant to section 224 of the Companies Act, 1956, M/s Dinesh Bangar & Co., Chartered Accountants be and are hereby re-appointed as Auditors of the Company to hold office till conclusion of the next Annual General Meeting at remuneration to be decided by the Board of Directors in consultation with them.”

3. Re-appointment of Director:
Mr.J.K.Chaturvedi and Ms. Nupur Chaturvedi, who retire by rotation and being eligible, offer themselves for re-appointment.

The information required to be provided under the Listing Agreement in respect of Director being re-appointed is given herein below.

Shri. J.K.Chaturvedi aged 63 years, having more than 40 years of experience in business. He has good control over finance, marketing, administration and management.

Directorship in Other Companies: Brijlaxmi Leasing & Finance Ltd., Brijlaxmi Infotech Ltd., World Tradimpex Ltd., and Raj Petroproducts Ltd

Ms. Nupur Chaturvedi aged 30 years, is a management graduate with in depth knowledge in the filed of Accounts, Finance and Capital Markets and has more than 5 years experience in various sectors and industries.

Directorship in Other Companies: Nil

By Order of the Board of Directors

REGD OFFICE:

Tundav – Rania Road,
Village Anjesar,
Tal. Savli, Dist. Vadodara
Dated: 02nd September 2012

J.K.Chaturvedi
Managing Director

Asian Petroproducts & Exports Limited

NOTES:

3. *A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting.*
4. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of Special Business set above to be transacted at the meeting is annexed hereto and forms part of this notice.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
 1. As a measure to save the cost, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of annual report to the meeting.
 2. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries at least fourteen days before the date of the meeting of the Company so that the information required may be made available at the meeting.
 3. Members are requested to bring their Attendance slip sent herewith duly filled for attending the Meeting.
 4. Members are requested to notify immediately any change in their address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the company or to its Share Transfer Agents M/s Adroit Corporate Services Pvt. Ltd., 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Mumbai – 400 005 in respect of their holdings in physical form.
 5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
 6. The register of members and the share transfer books will remain closed from Tuesday the 25th day of September 2012 to Friday the 28th day of September 2012 (Both days inclusive) in terms of the provisions of Section 154 of the Companies Act, 1956.

By Order of the Board of Directors

REGD OFFICE:

Tundav – Rania Road,
Village Anjesar,
Tal. Savli, Dist. Vadodara

J.K.Chaturvedi

Director

Asian Petroproducts & Exports Limited

REPORT OF THE DIRECTORS' AND MANAGEMENT DISCUSSION ANALYSIS

To
The Members,

Your Directors have pleasure in presenting the TWENTY ONE Annual Report of the Company together with the Audited Accounts for the Financial Year ended 31st March 2012.

FINANCIAL RESULTS

Financial results of the company during the year vis-à-vis previous year are as follows: -

(Rs. In Lacs)

	Year Ended 31.03.2012	Year Ended 31.03.2011
Total Income	8.207	2299.71
Profit / (loss) before Depreciation and Tax	(152.53)	12.33
Less: Depreciation	6.59	34.19
Profit / (loss) before Tax	(159.11)	(21.86)
Less: Provision for Income Tax & FBT	0.00	(5.66)
Profit / (loss) after Tax	(159.11)	(16.20)
Balance brought forward from previous years	667.59	(651.39)
Transfer to Statutory Reserve	-	-
Balance carried to Balance Sheet	(829.01)	(667.59)

DIVIDEND

In view of brought forward losses, the directors do not recommend any dividend for the year ended 31st March, 2012.

PERFORMANCE

Year 2011-12 encompassed mixed fortunes for the Indian economy. In the initial months it showed good prospects of growth hence the company can do better comparing to the last year.

Persistently rising inflation started taking draconian shape that prompted RBI to take stern steps to check its impact on the economic growth of India. Interest rates started climbing upwards at almost every RBI policy meet. This in turn dampened the financial market sentiments. At the global scenario, US got into clutches of double-dip depression fears and Euro zone never could get out of the sovereign debt crisis as such. The uncertainty again started gripping the global financial market.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. INDUSTRY STRUCTURE & DEVELOPMENT

Last financial year the global economies had shown upward revision more because of the continued stimulus measures administered during 2009-10 by the developed and emerging economies. India too was not an exception. Liquidity infusion resulted in the economic recovery across the globe but soon it was realized that it was not enough for the continued upsurge. However in the year 2011-12 amidst the rising inflation, increase in rate of interests, higher commodity prices and volatility in the global commodity markets dampened the overall outlook of several economies. Despite all these the Indian economy is still expected to grow at around 8.6%.

B. OPPORTUNITIES & THREATS

Asian Petroproducts & Exports Limited

Your Company is mainly engaged in the business of manufacturing speciality chemicals. As the import of the materials is becoming costlier your company is having good opportunities to improve its business and go for manufacturing the new products.

The major threat being faced by your company is raw materials. The raw material supplier is Reliance Industries Ltd. only. Being monopoly supplier of raw material the shortage of raw material may arise at any moment of time.

C. RISKS AND CONCERNS

Your company's performance to a large extent depends upon scenario of the industrial markets, finance scenario, RBI policies, industry performance and the general economic outlook of the country. The volatility in the rate of interest and GDP would affect the profitability of the company.

D. OUTLOOK

Your Directors are of the opinion that there are enough opportunities amongst the prevailing uncertainties that can fetch excellent rewards in the long run. Soon inflation and interest rates would peak out in India and the general sentiments will turn positive. The Company will be able to post higher income and good profit in the current year.

E. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Company has a proper and adequate system of internal controls to ensure that all activities are monitored and controlled against any unauthorized use or disposition of assets, and that the transactions are authorized, recorded and reported correctly.

The audit committee of the Board of Directors reviews the adequacy of internal controls.

F. HUMAN RESOURCES

Your company continues to lay great stress on its most valuable resource "People". The team has remained as committed as ever and produced results that are considered significant.

G. CAUTIONARY NOTE

Certain statements in the "Management Discussion and Analysis" section may be forward looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Directors' envisage in terms of future performance and outlook.

CORPORATE GOVERNANCE

Being a Listed Company, adequate measures are taken to comply with the Listing Agreements with the Stock Exchanges. A report on the Corporate Governance together with a certificate of compliance from the Auditors, forms part of this report.

PUBLIC DEPOSITS

The company has not accepted any deposits within the meaning of Section 58A of Companies Act, 1956 and/or rules framed there under.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- That in the preparation of annual accounts for the financial year ended 31st March, 2012, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair

Asian Petroproducts & Exports Limited

view of the state of affairs of the Company at the end of the Financial Year and of the profit of the company for the year under review;

- That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That the directors have prepared the accounts for the financial year ended 31st March 2012 on a 'going concern' basis.

STATUTORY AUDITORS

M/s. Dinesh Bangar & Co, Chartered Accountants Auditors of the company, retire from the office of the Auditors at the ensuing Annual General Meeting and being eligible have given a certificate in accordance with the provisions of section 224 (1-B) of the Companies Act, 1956. The Board recommends the re-appointment of M/s. Dinesh Bangar & Co, Chartered Accountants as the Auditors.

PARTICULARS OF EMPLOYEES

There is no employee covered pursuant to Section 217(2A) of the companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 as amended.

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

In view of the nature of activities are being carried on by the Company, Rules 2A and 2B of the Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988, concerning conservation of energy and research and development and technology absorption respectively are not applicable to the Company

FOREIGN EXCHANGE EARNING AND OUTGO

Earnings : Nil Outgo : Nil

ACKNOWLEDGEMENT

The Directors takes this opportunity to thanks all its colleagues at Explicit Finance Ltd. for their professionalism and dedication to the task at hand. The board also wishes to place on record its appreciation for valuable support given by the Bankers, Clients and Shareholders.

For and on behalf of the Board of Directors

Vadodara
2nd September, 2012.

J.K.Chaturvedi
Director

Asian Petroproducts & Exports Limited

REPORT ON CORPORATE GOVERNANCE

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

A. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's Philosophy of Corporate Governance is aimed at assisting the top management of the Company in the efficient conduct of its business and in meeting its obligations to its shareholders.

B. BOARD OF DIRECTORS

COMPOSITION AND CATEGORY

- 1 Independent Directors
 - a. Non Executive Directors
 - b. Whole-time Executive Directors

Attendance of each director at the Board Meetings, last Annual General Meetings and number of other directorships, memberships and chairmanships of committee in various companies:

The composition of the Board of Directors and also the number of other Board of Directors or Board Committees of which he is a member/Chairman are as under.

Name of Director	Attendance Particulars			No. of Directorship and committee Member/Chairmanship in other Companies		
	Category	Board Meetings	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
J.K.Chaturvedi	MD	5	Yes	4	1	Nil
Siddharth Chaturvedi	NED	5	Yes	4	1	Nil
Nupur Chaturvedi	NED	5	Yes	Nil	Nil	Nil
Pradeep K Sharma	IND	4	Yes	Nil	Nil	Nil

C. AUDIT COMMITTEE

The Audit Committee of the Company comprises three Directors, of which, one is a Executive director viz. Mr. J.K.Chaturvedi, and one Non Executive Director viz. Mr. Siddharth Chaturvedi and one Independent Non-executive Directors viz. Mr. Pradeep K. Sharma.

During the year, the Committee has met four times on the following dates 31/07/2011, 01/09/2011, 30/10/2011 and 31/01/2012. All the committee members were present at the all meetings.

The audit committee has the same terms of reference as given in the guidelines set out in the listing agreement with the stock exchange. The committee performs all tasks assigned by the Board and as per the terms of reference given by the latter. The committee has access to all reports of the company and also reviews the reports of the statutory auditors.

D. REMUNERATION COMMITTEE

The Remuneration Committee of the Company comprises two Directors, of which, one is Executive Director viz. Mr. J.K.Chaturvedi and one Non-executive Director viz. Mr. Siddharth Chaturvedi.

Asian Petroproducts & Exports Limited

The remuneration committee has the same terms of reference as given in the guidelines set out in the listing agreement with the stock exchange. The committee performs all tasks assigned by the Board and as per the terms of reference given by the listing agreement.

However, the remuneration committee has not held any meeting during the financial year under review since the need for any reference to such committee did not arise during the said financial year.

E. SHAREHOLDERS' COMMITTEE

The Shareholders' Committee of the Company comprises two Directors, of which, one is Executive Director viz. Mr. J.K.Chaturvedi and one Non-executive Director viz. Ms. Nupur Chaturvedi.

The Company has authorised Directors to approve the share transfers.

The Board has designated Mr.Ganpat B. Lad as the Compliance Officer.

There were no complaints of shareholders outstanding as on 31st March, 2012.

GENERAL BODY MEETINGS:

Location and time, where last three Annual General Meetings were held is given below:

Fin. Year	Date	Location of Meeting	Time
2008-09	28/09/2009	Regd. Office	10.30 A.M.
2009-10	30/09/2010	Regd. Office	10.30 A.M.
2010-11	29/09/2011	Regd. Office	10.00 A.M.

No special resolution was put through postal ballot at the last AGM nor is any proposal for this year.

G. DISCLOSURES

- A. There are no materially significant transactions with related parties viz., Promoters, Directors or the Management or their relatives that may have potential conflict with the interest of the Company at large. There are no pecuniary relationships or transactions with Non Executive Directors of the Company.
- B. During the last three years, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital market.

H. MEANS OF COMMUNICATION:

1. The quarterly and half yearly results are forthwith communicated to the Stock Exchange with whom the Company has listing agreement as soon as they are approved and taken on record by the Board of Directors of the Company.
2. Management discussion and analysis forms part of the Annual Report, which is posted to the shareholders of the Company.

1.	Annual General Meeting		
	Date and Time	:	29 th September 2012 at 10.30 a.m.
	Venue	:	Tundav – Rania Road, Vill. Anjesar, Tal. Savli, Dist. Vadodara.
2.	Financial Calendar 2011-2012 (tentative)		
	Results for the quarter ending 30 th June, 2012	:	30 th July 2012
	Results for the quarter ending 30 th Sept, 2012	:	Last week of October 2012
	Results for the quarter ending 31 st Dec, 2012	:	Last week of January 2013
	Results for the quarter ending 31 st March, 2013	:	Last week of April 2013

Asian Petroproducts & Exports Limited

3.	Book Closure date	:	Tuesday 25 th September 2012 to Friday 28 th September 2012
4.	Dividend Payment date	:	The Company has not declared any dividend for the year ended March 31, 2012
5.	Equity Shares Listed on Stock Exchanges at	:	The Bombay Stock Exchange Ltd., Mumbai, and Vadodara Stock Exchange Ltd.
6.	Stock Code		
	(a) Trading Symbol at The Stock Exchange Mumbai	:	524434
	(b) Demat ISIN Numbers in NSDL & CDSL Equity Shares	:	N.A
7.	The High/Low Price during each month in the last financial year is given hereunder		
	Months	Highest Price (Rs.)	Lowest Price (Rs.)
	April 2011	N.A.	N.A.
	May 2011	N.A.	N.A.
	June 2011	N.A.	N.A.
	July 2011	N.A.	N.A.
	August 2011	N.A.	N.A.
	September 2011	N.A.	N.A.
	October 2011	N.A.	N.A.
	November 2011	N.A.	N.A.
	December 2011	N.A.	N.A.
	January 2012	N.A.	N.A.
	February 2012	N.A.	N.A.
	March 2012	N.A.	N.A.

Note: Securities Suspended from trading.

8.	Registrars and Transfer Agents (Share transfer and communication regarding share certificates, and change of address)	Adroit Corporate Services P Ltd., 119/120, Jaferbhoy Indl Estate, Andheri Kurla Road, Marol Naka, Andheri (E), Mumbai – 400 057
9.	Share Transfer System	Presently, the share transfers in physical form are processed and the share certificates returned with in a period of 15-20 days from the date of receipt, subject to the documents being clear in all respects.

Asian Petroproducts & Exports Limited

11 Shareholding Pattern as on March 31, 2012		
Categories	No of Shares	% of Holding
Promoters	1806200	34.08
Private Corporate Bodies	1400	0.03
Residential Individual	3492400	65.89
NRIs / OCBs	0	0
Mutual Fund/FII's	0	0
Clearing Members	0	0
Total	5300000	100.00

12. Dematerialization of Shares : 0.00% of the equity shares have been dematerialized up to 31st March 2012

13. Investor Correspondence for transfer/dematerialization of shares or any other query relating to the shares of the company.

For Shares held in physical form : Adroit Corporate Services P Ltd.,
119/120, Jaferbhoy Indl Estate, Andheri Kurla Road,
Marol Naka, Andheri (E), Mumbai – 400

For Shares held in Demat Form : N.A.

Any query on Annual Report : 204, Sterling Centre, R.C.Dutt Road,
Alkapuri, Vadodara – 390 007.

Declaration on compliance of the Company's Code of Conduct

As provided under Clause 49 of the Listing Agreement with the Stock Exchange, all the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct as applicable to them for the year ended 31st March 2012.

For Asian Petroproducts & Exports Ltd.

J.K.Chaturvedi
Director

Vadodara, 2nd September 2012

Asian Petroproducts & Exports Limited

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Asian Petroproducts & Exports Ltd.

We have examined the compliance of conditions of corporate Governance by "Asian Petroproducts & Exports Ltd." for the year ended 31st March 2012, as stipulated in clause 49 of the Listing Agreement of the said company with the Stock Exchanges.

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

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

As required by the Guidance Note on certification of Corporate Governance issued by the institute of Chartered Accountants of India, we state that, no investor grievance received during the year ended 31.03.2012 were pending for a period of one Month against the Company as per the records maintained by the Company.

We further state that such Compliance is neither an assurance as to the further viability of the company nor the efficiency or effectiveness with which the management had conducted the affairs of the company.

For **Dinesh Bangar & Co**
Chartered Accountants

Dinesh C. Bangar
Partner

Vasai(E), 2nd September 2012

Asian Petroproducts & Exports Limited

AUDITORS' REPORT

The Members,

ASIAN PETROPRODUCTS & EXPORTS LIMITED

We have audited the attached Balance Sheet of ASIAN PETROPRODUCTS & EXPORTS LIMITED as at 31st March, 2012 and also Profit and Loss Account and Cash Flow statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurances about the financial statements are free from material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the over all financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified therein.
2. Further to our comments in the Annexure referred to in paragraph 1 above, we state that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion, proper books of accounts, as required by the law, have been kept by the Company so far as appears from our examination of the books.
 - c. The Balance Sheet, the Profit and Loss Account and the Cash Flow statement dealt with by this report are in agreement with the books of accounts.
 - d. In our opinion, the Balance Sheet, the Profit & Loss account and the Cash Flow Statement dealt with by this report comply with Accounting Standard referred to in sub section (3C) of Section 211 of the Companies Act, 1956 except AS-15 relating to Accounting For Retirement Benefits in the Financial Statement of Employers.
 - e. On the basis of written representation received from directors of the company and taken on records by the board of directors, none of the directors of the Company is prima facie, as at 31.03.2012 is disqualified from being appointed as director of the Company u/s 274 (1)(g) of the Companies Act, 1956.

Asian Petroproducts & Exports Limited

- f. In our opinion and to the best of our information and according to the explanations given to us, the said Profit and Loss Account and the Balance sheet read together with the notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India
- i) In the case of the Balance Sheet of the State of affairs of the Company as at 31st March, 2012,
 - ii) In the case of Profit and Loss Account, the Profit of the Company for the year ended on that date, and
 - iii) In the case of Cash Flow Statement, of the Cash Flow for the year ended on that date.

For Dinesh Bangar & Co
Chartered Accountants

Dinesh C. Bangar
Partner
M. No. 36247

Place: Vasai (E)
Date: 2nd September, 2012

Asian Petroproducts & Exports Limited

ANNEXURE TO THE AUDITORS'REPORT

(Statement referred to in paragraph 1 of our Report of even date on the Accounts of ASIAN PETROPRODUCTS LIMITED for the year ended 31st March, 2012.)

- 1)
 - a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The Fixed assets have been physically verified by management at reasonable intervals. No material discrepancies were noticed on such verification.
 - c) During the year company has not disposed off any fixed assets.
- 2)
 - a) The stock in trade of shares and securities held in physical format has been physically verified and those held in dematerialized form have been verified from the relevant statements received from the depositories by the management. In our opinion having regard to the nature of stocks, the frequency of verification is reasonable.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of stock of shares and securities followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) In our opinion, the company has maintained proper records of inventory. No material discrepancies have been noticed on physical verification of stocks of shares and securities as compared to book records.
- 3)
 - a) As informed to us, the company has not granted unsecured loans to any parties covered in the register maintained under section 301 of the Act.
 - b) The Company has not taken unsecured loan from any party covered in the register maintained under section 301 of the Companies Act, 1956.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale goods. During the course of audit no major weakness has been noticed in these internal controls.
- 5) In our opinion and according to the information and explanations given to us the company has not done any transactions that needs to be entered into the registered maintained under section 301 of the Companies Act, 1956.
- 6) In our opinion and according to the information and explanations given to us the company has not accepted any deposits from the public within the meaning of section 58-A and 58-AA of the Act and the rules framed there under. Therefore, the provision of clause (vi) of the Companies (Auditor's Report) Order, 2003(as amended) are not applicable to the company.
- 7) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- 8) The Central Government has not prescribed maintenance of cost records under section 209(1) (d) of the companies Act, 1956 for any of the products of the company.
- 9)
 - a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty

Asian Petroproducts & Exports Limited

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- and cess were in arrears, as at 31st March 2012 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, there are no dues of sales tax, income tax, customs duty wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- 10) The accumulated losses of the company are not more than fifty percent of its net worth at the end of financial year. Company has incurred cash loss during the financial year covered by our audit.
- 11) The company has not taken any loan from bank or financial institution.
- 12) According to the information and explanations given to us and based on the documents and records produced before us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or other securities.
- 13) In our opinion the company has maintained proper records and contracts with respect to its investments where timely entries of transactions are made in former. All investments at the close of the year are held in the name of the company.
- 14) In our opinion the Company has not given any guarantee for loans taken by others from Bank or Financial institutions.
- 15) As the company has not taken any term loan, para 4 (xvi) of the order is not applicable.
- 16) The company has not raised any fund, long term or short term during the year.
- 17) The company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- 18) According to the information and explanations given to us the company has not issued debentures during the year.
- 19) The company has not raised any money through a public issue during the year.
- 20) Based upon the audit procedures performed and information and explanations given to us, we report that no fraud on or by the Company has been noticed during the course of our audit.

For Dinesh Bangar & Co
Chartered Accountants

Dinesh C. Bangar
Partner
M. No. 036247

Place: Vasai (E)
Date: 2nd September, 2012

Asian Petroproducts & Exports Limited

Balance Sheet as at 31st March 2012					
Particulars	Sch		As at 31.03.2012 Rs.		As at 31.03.2011 Rs.
I Sources of Funds					
Shareholders funds:					
(a) Capital	1	54,540,000			54,540,000
(b) Reserves & Surplus	2	(82,901,471)			(66,758,794)
(c) Unsecured Loan	13	21,681,057			26,311,065
(d) Deferred Tax Liability		<u>5,714,182</u>			<u>5,714,182</u>
TOTAL			9,66,232		19,806,453
II Application of funds					
(1) Fixed assets:	3				
(a) Gross Block		72,607,120			90,480,700
(b) Less: Accumulated Depreciation		65,043,219			66,017,833
(c) Net Block		7,563,902	7,563,901		24,462,867
(2) Investments	11	800,000	800,000		800,000--
(3) Current assets, loans & advances					
(a) Stock In Trade	7	3,480,447			1,765,447
(b) Sundry debtors (less than 6 months)	4				133,752,709
(c) Cash & Bank Balances	6	(20291)			35,539
(d) Loans & Advances	5	2,176,484			(74,090)
	(A)		5,636,640		135,479,605
Less: Current liabilities & provisions	9	14,966,772	14,966,772		140,936,020
Net Current Assets			(9,330,132)		(5,456,415)
Miscellaneous Expenditure					
Profit & Loss Account					
TOTAL					
			9,66,232		19,806,452
Significant Accounting Policies & Notes on Accounts					
As per our report of even date					
For Dinesh Bangar & Co			For and on behalf of the Board of Directors		
Chartered Accountants					
Dinesh C. Bangar			J.K.Chaturvedi		Siddharth Chaturvedi
Partner			Director		Director
M.No. 36247					
Place: Vadodara					
Date: 02 nd September 2011					

Asian Petroproducts & Exports Limited

Profit & Loss account for the year ended 31st March 2011			
Particulars	Sch	Year ended 31.03.2012 Rs.	Year ended 31.03.2011 Rs.
INCOME			
Sales			228,849,861
Other Income	10	820,767	1,121,248
TOTAL		820,767	229,971,109
EXPENDITURE			
Cost of Goods Sold	7		220,076,133
Finance & Interest Charges		15983	19,628
Prior Period Adjustment			3,161,621
Production Overheads	9		2,031,229
Administration & Selling Expenses	8	16057613	3,449,220
Depreciation & Amortisation	3	658648	3,419,513
TOTAL		16732244	232,157,344
Profit / (loss) before Tax		(15911477)	(2,186,235)
Provision for taxation:			
Current Tax			
Deferred Tax		(256,231)	(566,109)
		(16,167,708)	(2,752,344)
TOTAL			
Profit / (loss) after Tax		(15911477)	(1,620,126)
Less : Short Provision for Earlier Years			
Profit After Short Provision For Tax			
Balance brought forward from previous year		(66,758,794)	(65,138,668)
Balance carried to balance sheet		(82901471)	(66,758,794)
Number Of Equity Shares		5,300,000	5,300,000
Earning per equity share of Rs. 10/- each (in Rs.)			
Significant Accounting Policies & Notes on Accounts	VIII		

As per our report of even date

For Dinesh Bangar & Co

Chartered Accountants

Dinesh C. Bangar

J.K.Chaturvedi

Siddharth

Chaturvedi

Partner

Director

Director

M.No. 036247

Place: Vasai(E)

Date: 02nd September 2011

Asian Petroproducts & Exports Limited

Schedule forming part of the Balance Sheet as at 31st March 2012					
		As at 31.03.2012 Rs.			As at 31.03.2011 Rs.
Schedule: 1 Capital					
Authorised:					
10000000 Equity Shares of Rs. 10/- Each		100000000			100000000
Issued, Subscribed & Paid up :					
53000000 Equity Shares of Rs. 10/- Each		53000000	53000000		
Total		53000000			53000000

Schedule: 3 Fixed Assets

Particulars	Gross Block				Depreciation				Net Block	
	AS AT 01.04.11	Addition	Sales	AS AT 31.03.12	UP TO 01.04.11	%	DURING THE YEAR	UP TO 31.03.12	AS AT 31.03.12	AS AT 31.03.11
Borewell	101,741	---	----	101741	56506	13.91	7309	63815	37926	45234
Fencing	146162	-----	---	146162	85065	10	6789	91853	54308	61097
Building	65119	----	----	65119	24604	5	2066	27931	37188	39254
Computers	357248	----	----	357248	25865	40	3682	355407	1841	5522
Elec. Fitting	2435214	21340	----	2456554	351725	13.91	94700	1962177	494378	567738
Fact. Bdg.	8646645	-----	---	8646645	1867476	10	492750	4704647	3941998	4434747
Furn & Fix	767503	-----	-----	767503	4211897	18.10	44444	610846	156657	201101
Lab. Equi.	1670	-----	----	1670	566403	13.91	63	1344	326	389
Office Equi.	181749	-----	----	181749	1281	13.91	6847	146221	35528	42375
Plant	73340637	-----	16261659	57078978	139374	13.91	---	57078978	---	16261659
Land	1474479	---	---	1474479	57078978	---	---	---	1474479	1474479
Site Develo.	1329273	----	---	1329273	---	---	---	---	1329273	1329273

Asian Petroproducts & Exports Limited

	88847440	21340	16261659	72607120	64384571		658648	65043219	7563901	24462868

SCHEDULE: 11 INVESTMENTS

Particulars as on 31.03.2012	Amount
Flat No. 2, at 24 Suvernapuri Society, Chikuwadi, Jetalpur Road, Alkapuri, Vadodara	8,00,000.00

	As at 31.03.2012 Rs.	As at 31.03.2011 Rs.
Schedule: '3' Current Assets, Loans & Advances		
Loans & Advances		
(Unsecured ,considered good)		
Advances recoverable in cash or in kind	21681057	26,311,065
Advance Income Tax	0	0
Advance FBT	0	0
Total	21681057	26,311,065
Schedule '6, 7 & 8' Current Liabilities & Provisions		
Current Liabilities	14848975	140,665,788

Asian Petroproducts & Exports Limited

Provisions		117797	270,232
Total		14966772	140,936,020
Schedule			
Payment To And Provisions For Employees			
Salary		0	0
Staff Welfare Expenses		0	0
Total		0	0
Schedule 22.1,2 &3:			
Administration and other expenses			
Advertisement		20000	1,150
Audit Fees towards Audit		40830	26,472
Audit Fees			1,100
Electricity Charges		118793	81,884
Factory Expenses		44052	28,826
Insurance		27879	41,622
Legal Fees		419080	51,185
Conveyance			1,700
Office Expenses		47052	39,662
Business Promotion		13754	140,038
Custodial Expenses		60390	22,060
Selling & Distribution Exp.		97301	
Security Charges		180784	
Books & Periodicals		6408	
Income Tax / Interest on TDS		4337	181,708
Telephone Charges		49655	63,208
Labour Charges		43500	13,470
Directors Remuneration		1,080,000	1,080,000
Write Off			14,482
ROC Expenses		9550	4,500
Medical Expenses		5530	19,380
Internet Charges		10149	20,459
Listing Fees		8750	29,598
Rent		144,570	144,000
Postal, Courier Exp & Telephone Charges		2213	6,155
Printing & Stationery		51423	62,507
Staff Welfare		33314	46,118
Vehicle Petrol Exp.		142261	116,915
Demat Service Charges		78704	44,214
Repair & Maintenance		94284	101,960
Salary		807634	653,500
Traveling & Conveyance& Foreign Tour		325647	411,346
Loss on Sale of Fixed Assets		11045194	
Membership Fees		30825	
Rates & Taxes		25000	
Relisting Fees		965125	
Corporation Tax		23625	
Total		16057613	34,49,220

Asian Petroproducts & Exports Limited

Schedule – VIII

Significant Accounting Policies and Notes to the Accounts forming part of the Balance sheet and the Profit & Loss Account

A. SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements are prepared as per historical cost convention and in accordance with the generally accepted accounting principle in India, the provisions of the Companies Act, 1956 and the applicable accounting standards issued by the ICAI.

2. INVESTMENTS

Long Term Investments are carried at cost. No provision is made for diminution in value of such investments where, in opinion of the board, such diminution is temporary.

3. CLOSING STOCK

Closing Stock is valued at cost or market price whichever is lower.

4. REVENUE RECOGNITION

Income and Expenditure are generally recognized on accrual basis.

5. FIXED ASSETS

Fixed Assets have been stated at historical cost inclusive of incidental expenses, less accumulated depreciation.

6. DEPRECIATION / AMORTISATION

Depreciation has been provided on written down value as per the rate prescribed in Schedule XIV of the Companies Act, 1956. It is provided proportionately from the date of acquisition in respect of assets acquired during the year.

7. EMPLOYEE BENEFITS

Gratuity / Retirement Benefits are accounted for on payment basis.

Asian Petroproducts & Exports Limited

8. TAXATION

Tax expenses for a year comprise of current tax and deferred tax. Current tax is measured after taking into consideration, the deductions and exemptions admissible under the provision of Income Tax Act, 1961 and in accordance with Accounting Standard 22 on "Accounting for Taxes on Income", issued by ICAI.

Deferred Tax assets or liabilities are recognized for further tax consequence attributable to timing difference between taxable income and accounting income that are measured at relevant enacted tax rates. At each Balance Sheet date the company reassesses unrecognized deferred tax assets, to the extent they become reasonably certain or virtually certain of realization, as the case may be.

B. NOTES TO ACCOUNTS:

1. Leave Encashment Liability payable on retirement or otherwise has not been provided as the same would be charged in the year of retirement or when paid.
2. Related Party Disclosures required as per AS-18, The Company having no transactions with the related parties during the year.
3. In the opinion of the Board, current assets, loans and advances have a value on realization in the ordinary course of the business at least equal to the amount at which they are stated.
Previous year figures have been regrouped / rearranged / reclassified wherever necessary and figures have been rounded off to the nearest rupee.
4. Additional information required pursuant to part II of the schedule VI the Companies Act, 1956 for trading in shares.

Particulars	For the year 2011-12		For the year 2010-11	
		Amount		Amount
Opening Stock		1,765,447		2,345,740
Purchases		1,715,000		219,495,840
Sales		0		228,849,861
Closing Stock		3,480,447		1,765,447

5. Payment to Auditors included in legal & Professional Fees represents:

Particular	2011-2012	2010-2011
For Audit Fees		Rs. 26,472
Service Tax		Rs
Total		Rs. 26,472

Asian Petroproducts & Exports Limited

6. Deferred Tax Liability Statement

Particulars	As on 31.03.2012	As on 31.03.2011	
Fixed Assets as per Companies Act	75,63,901	24,462,867	
Fixed Assets as per Income Tax Act	55,89,292	5,970,368	
Difference	19,74,609	18,492,499	
Deferred Tax Liability @ 30.9%	6,10,154	5,714,182	
Deferred Tax Liability as on 31.03.2011	6,280,291	6,280,291	
Provision for Deferred Tax Liability	(256,231)	(566,109)	

7. Segment Reporting:

The company primarily deals in the business of manufacturing speciality chemicals hence there is no Primary reportable segment in the context of Accounting Standard 17 issued by The Institute of Chartered Accountants of India. As the Company's Export Turnover is Nil, there is no reportable geographical segment.

8. Details of dues to Micro & Small Enterprises:

Under the Micro, Small and Medium Enterprises Development Act, 2006 certain disclosures are required to be made related to micro, small and medium enterprise. The company is in the process of complying relevant information on the supplier about their coverage under the act. Since relevant information is not readily available, no disclosure is made on this account.

9. Earning Per Share

<u>Net Profit After Tax</u>	=	(159,11,477)
No. of Equity Shares	=	5300000
EPS	=	<u>0.00</u>

10. Contingent Liabilities

Contingent Liabilities are not provided for and are disclosed by way of Notes.

For Dinesh Bangar & Co
Chartered Accountants

For and on behalf of the Board

Dinesh C. Bangar
Partner
M. No. 036247
Place: Vasai(E).
Dated: 2nd September, 2012

J.K.Chaturvedi **Siddharth Chaturvedi**
Director Director
Place: Vasai(E).
Dated: 2nd September, 2012

Asian Petroproducts & Exports Limited

12. Balance sheet abstract and company's general business profile as per schedule VI, part (IV) of the Companies Act, 1956.

Schedule appended to the Balance Sheet of Non Banking Financial Company (as required in

I. REGISTRATION DETAILS

Registration No. State Code
 Balance Sheet Date
Date Month Year

II CAPITAL RAISED DURING THE YEAR (Rs.)

Public Issue Right Issue
 Bonus Issue Private Placement

III POSITION OF MOBILISATION DEPLOYMENT OF FUNDS (Rs000)

Total Liabilities Total Assets
Sources of Funds
 Paid up Capital Reserves & Surplus
 Secured Loan Unsecured Loan

APPLICATION OF FUNDS

Net Fixed Assets Investments
 Net Current Assets Profit & Loss Account

IV PERFORMANCE OF THE COMPANY (Rs)

Total Income Total Expenditure
 Net Profit / (Loss) before tax Net Profit / (Loss) after tax
 Earning per share (Rs) Dividend Rate (%)

V GENERIC NAMES OF PRINCIPAL PRODUCTS/ SERVICES OF COMPANY

(as per Monetary Terms)
 Item Code No.
 Product Description

Signature to Schedule I to VIII

As per our report of even date

For Dinesh Bangar & Co
Chartered Accountants

Dinesh C. Bangar
Partner
M.No. 036247
Firm Reg No. 102588W

For and on behalf of the Board of Directors

J.K.Chaturvedi Siddharth Chaturvedi
Director Director

Asian Petroproducts & Exports Limited

CEO CERTIFICATION

We, J K Chaturvedi, Chairman and Managing Director and Sidharth Chaturvedi, Executive Director, responsible for the finance function certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2012 and to the best of our knowledge and belief:
- i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2012 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) i) There has not been any significant change in internal control over financial reporting during the year under reference;
- ii) There has not been any significant change in accounting policies during the year except as laid down in Accounting Standard (AS) 15 (revised 2005) on Employee Benefits, requiring disclosure in the notes to the financial statements; and
- iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

J K Chaturvedi
Chairman & Managing Director

Sidharth Chaturvedi
Director

Vadodara,
2nd September, 2012