


Sl. No.	Description	Particulars	
1	Name of the Company	Appu Marketing and Manufacturing Limited	
2	Annual Financial Statements for the year ended	31 st March, 2015	
3	Type of Audit Observation	Unqualified Audit Report	
4	Frequency of Observation	Not Applicable	
5	Duly signed by the following :		
	Designation	Name	Signature
i)	Managing Director	Mr. Sudip Laha (DIN-06417007)	For Appu Marketing & Manufacturing Ltd. <i>Sudip Laha</i> Managing Director
ii)	Chief Financial Officer	Mr. Lokesh Pasari	For Appu Marketing and Manufacturing Ltd. <i>LOKESH PASARI</i> C. F.O
iii)	Auditor of the Company	S.C.Swaika Proprietor (Membership No.053694) M/s. S.C. Swaika & Co. (Reg. No. 322137E)	
iv)	Audit Committee Chairman	Mr. Bhagwan Das Soni (DIN-02308414)	<i>BD</i>

APPU MARKETING & MANUFACTURING LIMITED

27, Weston Street, 5th Floor, Room No.526, Kolkata-700 012
Phone No.033-4007 0593, E-Mail: admin@appumkt.com, Website: www.appumkt.com
CIN : L51495WB1983PLC035864

(ANNEXURE TO THE NOTICE FOR THE 32ND ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY, 30TH DAY OF SEPTEMBER, 2015 AT 1.00 P.M.

1. Name & Registered Address
Of Sole/First named Member :
2. Name of the Joint Holder(s)
(If any) :
3. Registered Folio No. /
DP ID & Client ID :
4. No. of Equity Shares Held :

Dear Shareholder,

Subject : Process and manner for availing Remote E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Wednesday, 30th Day of September, 2015 at 1.00 p.m. at Shahid Ashfaqulla Community Hall, 59, Sudhir Basu Road, Kolkata - 700 023 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

(Electronic Voting Sequence Number)EVSN	USER ID	PAN / Sequence Number
150819079		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
27 th September, 2015 at 9:00 A.M. (IST)	29 th September, 2015 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the Annual General Meeting before exercising your vote.

By Order of the Board
For **Appu Marketing & Manufacturing Ltd.**

Sankar Mukherjee
Company Secretary

Place : Kolkata
Date : 19.08.2015
Encl: AGM Notice/Attendance Slip/Proxy Form

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

27, WESTON STREET, 5TH FLOOR, ROOM NO.526, KOLKATA-700 012
Ph. : 033-4007 0593, E-Mail : admin@appumkt.com. Website : www.appumkt.com
CIN-L51495WB1983PLC035864

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting (AGM) of the Members of the Company will be held on Wednesday, the 30th day of September, 2015 at Shahid Ashfaqulla Community Hall, 59, Sudhir Basu Road, Kolkata - 700 023 at 1.00 p.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement for the financial year ended 31st March, 2015 and the Reports of the Auditors and Directors thereon and the audited consolidated financial statement of the Company for the financial year ended 31st March, 2015.
2. To appoint a Director in place of Mr. Sudip Laha (DIN: 06417007), who retires by rotation, and being eligible, seeks re-appointment as Managing Director of the Company.
3. To appoint Statutory Auditors to hold office from the conclusion of the 32nd AGM till the conclusion of the 36th AGM and to authorize the Board to fix their remuneration.

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

"RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force the Company hereby ratifies the appointment of M/s. S. C. Swaika & Co., Chartered Accountants (Firm Registration No. 322137E) of 30/1, S.M. Ali Road, Barrackpore, Kolkata – 700 120, as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 36th Annual General Meeting (subject to ratification of appointment by the members at every AGM) and that the Board of Directors of the Company be and are hereby authorized to fix the remuneration as may be recommended by the Audit Committee."

SPECIAL BUSINESS:

4. Appointment of Ms. Namrata Chakraborty (DIN-06937620) as an Independent Director

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, read with Schedule IV to the

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Companies Act, 2013 and clause 49 of the Listing Agreement, Ms. Namrata Chakraborty (DIN-06937620), who was appointed as an Additional Director of the Company entitled to hold office up to the conclusion of the ensuing AGM, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the conclusion of the 32nd AGM till the conclusion of 37th AGM or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines and who shall not be liable to retire by rotation."

Place : Kolkata
Date : 29.05.2015

**By Order of the Board
For Appu Marketing and Manufacturing Ltd.**

**Sankar Mukherjee
Company Secretary**

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Ordinary and Special Business, respectively, set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2015 to 30th September, 2015. (Both days inclusive).
4. Additional details pursuant to Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are annexed hereto. The Directors seeking appointment/re-appointment have furnished the requisite consent and/or declaration for their appointment/re-appointment.
5. Members holding share in dematerialized form are requested to bring their Depository

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Account No. and Client I. D. No. for identification.

6. Members are requested to notify to the Company, change of address, if any, with pin code quoting reference of their folio number/DP ID and Client ID to our Registrar & Share Transfer Agent i.e. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 5th Floor, 71, B.R.B.Basu Road, Kolkata 700 001, Phone Nos. 033- 2235-7271/70.
7. In case, the mailing address mentioned in this Annual Report is without the PIN CODE, members are requested to kindly inform their PIN CODE immediately.
8. Non- Resident Indian Shareholders are requested to inform the Company immediately:
 - a. the change in residential status on return to India for permanent settlement.
 - b. the particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
9. Members who are holding shares in identical order or names in more than one folio are requested to send the Company/Registrar and Share Transfer Agent, the details of such folios together with the Share Certificates for consolidating their holdings in one such folio.
10. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
11. A Member or his Proxy is requested to produce at the entrance of the Meeting Hall, attendance Slip forwarded to the member duly completed and signed by the member.
12. Members are requested to note that trading in securities of the Company are compulsorily in dematerialised form only. Hence members who are yet to dematerialise their shares are advised to do so.
13. Electronic copy of the Annual Report 2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 is being sent in the permitted mode.
14. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.appumkt.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor email id: investor@appumkt.com

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15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
 16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by Members at the AGM.
 17. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by Members at the AGM.
 18. Voting through electronic means:
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
 - ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- ii The process and manner for remote e-voting are as under:**
- (i) The remote e-voting period commences on **27th September, 2015 (9:00 a.m.)** and ends on **29th September, 2015 (5:00 p.m.)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **23rd September, 2015**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

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(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID

(a) For CDSL: 16 digits beneficiary ID,

(b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

(c) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

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

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

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- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **“Appu Marketing & Manufacturing Ltd.”** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- (xx) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /

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Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at csamitjajodia@gmail.com with a copy marked to helpdesk.evoting@cDSLindia.com on or before 29th September, 2015 upto 5:00 p.m. without which the vote shall not be treated as valid.

19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 23rd September, 2015**.
20. The shareholders shall have one vote per equity share held by them **as on the cut-off date of 23rd September, 2015**. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
21. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 23rd September, 2015** and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
22. Notice of the Annual General Meeting along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
23. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. **23rd September, 2015** are requested to send the written / email communication to the Company at admin@appumkt.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
24. **Mr. Amit Jajodia, Company Secretary in Practice (Certificate of Practice Number 14303, Membership No.A37613)** has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
25. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.appumkt.com and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. BSE Limited and The Calcutta Stock Exchange Limited.

Place : Kolkata
Date : 29.05.2015

**By Order of the Board
For Appu Marketing and Manufacturing Ltd.**

**Sankar Mukherjee
Company Secretary**

APPU MARKETING & MANUFACTURING LIMITED

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY/SPECIAL BUSSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Director, based on the recommendation of the Nomination & Remuneration Committee of the Company appointed Ms. Namrata Chakraborty as an Additional Director of the Company in compliance with section 149(1) (b) of the Companies Act 2013 read with applicable rules thereunder and clause 49(II) (A) (1) of Listing Agreement entered with the Stock Exchanges on March 31, 2015. She is holding office as an Independent Women Director of the Company. She is entitled to hold office as additional director up to the date of ensuing Annual General Meeting.

As per the Companies Act, 2013, the Company is required to appoint Independent Women Directors, including existing independent directors, for a fixed term and their office shall not be liable to be determined by retirement of directors by rotation. Accordingly, in compliance of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and clause 49 of the Listing Agreement, Ms. Namrata Chakraborty is proposed to be appointed as an Independent Women Director of the Company to hold the office till the conclusion of 37th AGM. A notice has been received from a member proposing her candidature for the office of Independent Director of the Company.

Accordingly, it is proposed to appoint Ms. Namrata Chakraborty as an Independent Women Director of the Company in accordance with Section 149 of the Companies Act, 2013, not liable to retire by rotation and to hold office till the conclusion of 37th AGM or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

The Company has received from Ms. Namrata Chakraborty (i) consent in writing to act as Director in prescribed Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Ms. Namrata Chakraborty fulfills the criteria of independence for her appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement. She is independent of the management.

Copy of the draft letter of appointment setting out the terms and conditions of appointment of Ms. Namrata Chakraborty will be available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of AGM.

Ms. Namrata Chakraborty is interested in the resolutions set out respectively at Item No. 4 of the Notice with regard to her appointment.

Save and except as mentioned above, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in resolutions set out respectively at Item No. 4 of the Notice.

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The Board recommends the resolutions set forth in the Item No. 4 of the Notice for approval of the members.

Regd. Office:
27, Weston Street,
5th Floor, Room No. 526,
Kolkata-700 012
Dated : 29.05.2015

**By Order of the Board
For Appu Marketing and Manufacturing Ltd.**

**Sankar Mukherjee
Company Secretary**

APPU MARKETING & MANUFACTURING LIMITED

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INFORMATION ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO CLAUSE 49(VI)(A) OF THE LISTING AGREEMENT)

Name of Director	Date of Birth	Date of Appointment	Expertise in specific functional areas	Qualifications	Directorship in other Companies		Membership of Committee in other Companies	No. of shares held in the Company	Nature of Directorship	Remarks
					Public	Private				
Mr. Sudip Laha	06.09.1990	28.01.2013	6 years of experience in the field of Finance & Marketing.	B.A.	1. AMM Housing Ltd. 2. AMM Textiles Ltd. 3. AMM Irons Ltd. 4. AMM Commercial Ltd. 5. Arcilla Constructions Ltd. 6. Arcilla Designers Ltd. 7. Arcilla Consultants Ltd. 8. Arcilla Developers Ltd. 9. Arcilla Housing Ltd. 10. Arcilla Marketing Ltd. 11. Arcilla Projects Ltd. 12. Arcilla Estates Ltd. 13. Arcilla Residency Ltd. 14. Hamilton Tradecomm Ltd.	1. Brightful Plaza Pvt. Ltd. 2. Moriya Complex Pvt. Ltd. 3. Mantamayee Developers Pvt. Ltd. 4. Blueland Nirman Pvt. Ltd. 5. Rajal Lefin & Commercia Pvt. Ltd	Nil	Nil	Executive Director	Retire by rotation at the forthcoming Annual General Meeting and being eligible to seeks re-appointment as Managing Director
Ms. Namrata Chakraborty	16.07.1985	31.03.2015	5 years of experience in the field of Marketing	B.A. (Hons.)	1. KCL Chemicals Ltd. 2. KCL Iron & Steels Ltd. 3. Kwalty Credit & Leasing Ltd.	Nil	3	Nil	Non Executive Independent Director	Appointment as an Independent Director as per new provisions of Companies Act, 2013. under section 149,150 and 152

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CIN-L51495WB1983PLC035864

(To be handed over at the entrance of the Meeting Hall)
(Annual General Meeting - 30th September, 2015)

ATTENDANCE SLIP

Folio No.: _____ DP ID No.: _____ Client ID No.: _____

Name of Member(s): _____

Name of the Proxyholder: _____

Registered Address: _____

Number of Shares Held: _____

We hereby record own presence at the 32nd ANNUAL GENERAL MEETING of the Company held on Wednesday, the 30th day of September, 2015 at 1.00 p.m. at Shahid Ashfaqulla Community Hall, 59, Sudhir Basu Road, Kolkata - 700 023

SIGNATURE OF THE MEMBER/REPRESENTATIVE/PROXY*

***Strike out whichever is not applicable**

APPU MARKETING & MANUFACTURING LIMITED

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**[32nd Annual General Meeting - 30th September, 2015]
 FORM No. MGT - 11
 (Pursuant to Section 105 (6) at the Companies Act, 2013 of the
 Companies (Management and Administration) Rules, 2014]**

PROXY FORM

Name of the member (s):
 Registered address:
 E-mail Id:
 Folio / DP ID-Client ID No.

I/We being the member(s) ofshares of the above named Company hereby appoint:

- (1) Name:.....Address.....
 E-mail Id:.....Signature.....or failing him;
- (2) Name:.....Address.....
 E-mail Id:.....Signature.....or failing him;
- (3) Name:.....Address.....
 E-mail Id:.....Signature.....or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Wednesday, the 30th day of September, 2015 at Shahid Ashfaqulla Community Hall, 59, Sudhir Basu Road, Kolkata - 700 023 at 1.00 p.m. and at any adjournment thereof of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of Financial Statements for the year ended 31 st March, 2015.		
2.	Re-appointment of Mr. Sudip Laha, who retires by rotation and being eligible, seeks re-appointment as Managing Director of the Company		
3.	Appointment of M/s. S.C. Swaika & Co, Chartered Accountants (Firm Registration No.322137E) as auditor of the Company and fix their remuneration.		
Special Business			
4.	Appointment of Ms. Namrata Chakraborty (DIN-06937620) as an Independent Woman Director.		

Signed this.....day of.....2015

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix Revenue Stamp not less than Re. 1/-

- Note:
1. 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.
 2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 32nd Annual General meeting.
 3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. *
 4. Please complete all details including details of member(s) in above box before submission.

32nd Annual Report

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Accounts

2014 - 2015

APPU MARKETING AND MANUFACTURING LIMITED

APPU MARKETING & MANUFACTURING LIMITED

Corporate Identity No. : L51495WB1983PLC035864

32nd Annual Report & Accounts 2014-2015

Board of Directors:

Mr. Sudip Laha	Managing Director
Mr. Bhagwan Das Soni	Independent Director
Mr. Tanumay Laha	Independent Director
Ms. Namrata Chakraborty	Independent Director
Mr. Kamal Kumar Bararia	Independent Director

Audit Committee:

Mr. Bhagwan Das Soni	Chairman
Mr. Kamal Kumar Bararia	Independent Director
Mr. Tanumay Laha	Independent Director
Mr. Sudip Laha	Managing Director

Nomination and Remuneration Committee:

Mr. Tanumay Laha	Chairman
Mr. Bhagwan Das Soni	Independent Director
Mr. Kamal Kumar Bararia	Independent Director
Ms. Namrata Chakraborty	Independent Director

Stakeholders' Relationship Committee:

Mr. Bhagwan Das Soni	Chairman
Mr. Kamal Kumar Bararia	Independent Director
Ms. Namrata Chakraborty	Independent Director
Mr. Tanumay Laha	Independent Director

Risk Management Committee

Mr. Kamal Kumar Bararia	Chairman
Mr. Bhagwan Das Soni	Independent Director
Mr. Tanumay Laha	Independent Director

Company Secretary: Sankar Mukherjee

Chief Financial Officer: Lokesh Pasari

Registered Office:

27, Weston Street
5th Floor, Room No. 526
Kolkata - 700 012

Bankers :

Corporation Bank

Auditors :

M/s. S.C. Swaika & Co.
Chartered Accountants
30/1, S.M. Ali Road, Barrackpore
Kolkata - 700 120

APPU MARKETING & MANUFACTURING LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 32nd Annual Report of the Company for the financial year ended 31st March, 2015.

FINANCIAL RESULTS:

Particulars	Standalone		Consolidated	
	2014-15	2013-14	2014-15	2013-14
Total Income	55,529,045	22,20,469	55,529,045	22,20,469
Total Expenditure	541,24,521	15,55,910	54,151,393	16,44,650
Profit before Exceptional & Extraordinary Items	14,04,524	6,64,559	13,77,652	5,75,819
(Add) : Extraordinary Items	-	-	-	-
Profit before Tax	14,04,524	6,64,559	13,77,652	5,75,819
(Less) : Provision for Current Tax	(4,33,998)	(2,05,350)	(4,33,998)	(2,05,350)
Net Profit after tax	9,70,526	4,59,209	9,43,654	3,70,469
Income tax for prior year	-	-	-	-
Add : Brought forward from previous year	1,039,836	5,80,627	9,51,096	5,80,627
Balance carried to Balance Sheet	2,010,362	1,039,836	1,894,750	9,51,096

2. State of Company affair and future outlook

During the Financial year under review, the Company has recorded a total income of ` 555,29,045/- for the current financial year as compared to ` 22,20,469/-, for the previous financial year

The Profit After Tax on a standalone basis amounted to ` 9,70,526/- as against ` 4,59,209/- in the previous year. There has been a consistent increase in profit of the Company during the financial year under review.

The Company's short term outlook remains subject to a range of challenges including: market conditions; the cost of its continued conservative approach to funding and capital; and potential regulatory changes and tax uncertainties.

3. Consolidated Financial Statement

In accordance with the Accounting Standard (AS) – 21 on Consolidated Financial Statements, the audited consolidated financial statements forms part of Annual Report 2015.

4. Change in Share Capital

The Authorised Share Capital of the Company is ` 150,000,000 divided into ` 150,00,000 Equity Shares of Rs.10 each.

The Paid-up Share Capital of the Company is ` 145,765,000 divided into ` 1,45,76,500 Equity

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Shares of Rs.10/- each.

There has been no change in the Authorised or Paid-up Share Capital of the Company during the reported year.

5. Dividend

Considering the future prospects and to strengthening the financial position of the Company, your Directors do not recommend any dividend for the financial year under review.

6. Transfer to Reserves

During the year, considering the operating performance of the Company, your Company has not transferred any amount in General Reserve.

7. Number of Meetings of Board

During the year 2014-15, six meetings of the board were held i.e. on 30/04/2014, 29/05/2014, 31/07/2014, 12/11/2014, 09/02/2015, and 31/03/2015. Further, one exclusive meeting of the Independent Directors, pursuant to Schedule IV of the Companies Act, 2013 and Clause 49(II)(B)(6) of the Listing Agreement was held on 31st March, 2015.

Detailed information is provided in the Report on Corporate Governance, which forms part of this Annual Report.

8. Particular of Loans, Gurantees and Investment under Section 186 of the Companies Act, 2013

Details of Loans, Investments covered under section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

9. Material changes and commitment if any affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of the Report

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company to which this financial statement relate on the date of this Director Report.

10. Disclosure pertaining to effect on the financial results of material changes in the composition of the Company, if any, pursuant to Clause 41(iv)(m) of the Listing Agreement.

There has not been any material change in the composition of the Company and therefore the Disclosure of Clause 41(iv)(m) of the Listing Agreement pertaining to material changes in the composition of the Company, is not applicable upon the Company.

11. Change in the nature of business

There has been no change in the nature of business of the Company in the Financial Year under review.

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12. Listing

The equity shares continue to be listed on the Calcutta Stock Exchange Ltd. & BSE Ltd. which has nation-wide terminals and therefore, shareholders/investors are not facing any difficulty in trading in the shares of the Company from any part of the country. Your Company has paid the annual listing fee for the financial year 2015-16 to Calcutta Stock Exchange Ltd. and BSE Ltd.

13. Investor Education and Protection Fund

There has been no transfer to the said Investor Education and Protection Fund during the current year.

14. Related Party Transactions

All related party transactions, contracts or arrangements that were entered into, during the financial year under review, were on an arms-length basis and in the ordinary course of business.

The Company has adhered to its "Policy on Related Party Transactions and Materiality of Related Party Transactions" while pursuing all Related Party transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website www.appumkt.com.

During the year under review, the Company has not entered into any material related party transaction as defined in Clause 49 of the Listing Agreement. All Related Party Transactions were placed before the Audit Committee and the Board for approval. Accordingly, no transactions are being reported in Form No. AOC-2 in terms of Section 134 of the Act read with the Rules made thereunder.

15. Directors' Responsibility Statement

Pursuant to Section 134(3) (c) read with Section 134(5) of the Companies Act, 2013, to the best of their knowledge and belief and according to the information and explanations obtained by them, Directors of the Company hereby makes the following statements that:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2015 and of the profit and loss of the company for the year ended on March 31, 2015;
- c) The Director have taken proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) The Director have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

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- f) Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

16. Conservation of Energy, Technology absorption, Foreign Exchange Earnings and outgo

In terms of Section 134 (3) (m) of the Companies Act, 2013 read with the Rules made there under, the Company has no activity relating to conservation of energy, technical absorption, Foreign Exchange earnings and outgo during the financial year under review.

17. Auditors & Auditors' Report

A. Statutory Auditors

M/s. S.C. Swaika & Co, Chartered Accountants (Firm Registration No. 322137E) of 30/1, S.M. Ali Road, Barrackpore, Kolkata - 700 120, Statutory Auditor of the Company, has been appointed at the last Annual General Meeting held on 29th September, 2014, for a period of five years subject to ratification by members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

B. Independent Auditors' Report

The self-explanatory Independent Auditors' Report does not contain any adverse remarks or qualification.

C. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Praveen Sharma, a Company Secretary in practice (C.P. No. : 14501 and Membership No. : A30365) to undertake the Secretarial Audit of the Company.

D. Secretarial Audit Report

The Report of the Secretarial Audit Report does not contain any adverse remark save and except the followings:-

There was a delay in filing under Clause 41 of the Listing Agreement regarding submission of quarterly audited financial results of March' 2015.

The Secretarial Audit Report is annexed herewith as ANNEXURE I.

18. Directors and Key Managerial Personnel

a. Non-Executive, Independent & Executive Directors

Mr. Sudip Laha (DIN- 06417007), being Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment as Managing Director without any variation in the terms of his appointment.

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Pursuant to Section 149 of the Companies Act, 2013 read with the Rules made thereunder, the Independent Directors shall hold office for a period of up to 5 consecutive years and shall not be liable to retire by rotation. They may be appointed for a maximum of two consecutive terms of up to 5 years each. In terms of revised clause 49 of the listing agreement which will be applicable from 1st October, 2014, in case the Independent Director has already served for 5 or more years, he can be appointed for only one term of 5 years.

In this connection, all the Independent Directors of the Company, viz: Mr. Bhagwan Das Soni, Mr. Tanumay Laha, and Mr. Kamal Kumar Bararia, were appointed for a term of five consecutive years commencing from the conclusion of 31st Annual General Meeting of the Company, keeping in view their educational / professional qualifications, working experience, expertise in line with Company's business, positive attributes, already being on the Board of the Company and benefits that the Company will derive with their appointment.

Further, the Board of Director of the Company has appointed Ms. Namrata Chakraborty, as an Additional Women Director of the Company on March 31, 2015. She is holding office as an Independent Director of the Company and is entitled to hold office as Additional Director up to the date of ensuing Annual General Meeting. Accordingly, it is proposed to appoint Ms. Namrata Chakraborty as a non-retiring Independent Director of the Company in accordance with Section 149 of the Companies Act, 2013, to hold office till the conclusion of 37th AGM, i.e. for tenure of 5 years.

b. Chief Financial Officer

Mr. Lokesh Pasari is the Chief Financial Officer of the Company.

c. Company Secretary

Mr. Sankar Mukherjee continues to hold office as the company secretary of the company.

19. Declaration by Independent Directors

Pursuant to Section 149(7) of the Act, all the independent directors have submitted the statement at their first Board Meeting of the financial year under review that they meet the criteria of independence as laid down under section 149(6) of the Act, read with clause 49 of listing agreement.

20. Policy on Directors' Appointment & Remuneration

Pursuant to the provisions of Section 178(4) of the Act read with the Rules made thereunder and Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of a director and has further formulated a policy relating to the remuneration for directors, key managerial personnel and other employees, which has been duly approved by the Board of Directors.

While formulating the Policy, the Nomination and Remuneration Committee has assured that :

- a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- b. The relationship of remuneration to performance is clear and meets appropriate benchmarks; and

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- c. The remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay, reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The details of the same have been provided in the Corporate Governance Report for the Financial Year 2014-15. The shareholders may also visit the Company's website, viz www.appumkt.com for the detailed Nomination and Remuneration Policy of the Company on Directors appointment and remuneration.

21. Disclosures pursuant to Section 177(8) of the Act - Composition of the Audit Committee

Pursuant to section 177(8) of the Act disclosure of the Composition of Audit Committee is given below:-

The Audit Committee of the Company comprises of three Non-Executive Independent Directors and one Executive Director as on 31st March, 2015 and is chaired by Mr. Bhagwan Das Soni (having DIN: 02308414), non-executive Independent Director. The detail of the same is more fully provided in the Corporate Governance Report.

During the Financial Year under review, the Committee met four (4) times and all such meetings were held in accordance with the provisions of the Act and the Listing Agreement.

Further, the Board of Directors has accepted all the recommendations of the Audit Committee in the Financial Year 2014-15.

22. Composition of the Nomination and Remuneration Committee

Pursuant to the requirements of Section 178 of the Act, the Nomination and Remuneration Committee of the Company comprises of four Non-Executive Independent Directors.

The detail of the Committee is provided in the Corporate Governance Report.

23. Composition of the Stakeholders Relationship Committee

Pursuant to the requirements of Section 178 of the Act, the Stakeholders Relationship Committee of the Company comprises of four Non-Executive Independent Directors.

The detail of the Committee is provided in the Corporate Governance Report.

24. Nomination and Remuneration Policy

Section 178 of the Act, read with Rules made thereunder and Clause 49(IV)(B) of the Listing Agreement, defines the role of the Nomination and Remuneration Committee to include, inter alia amongst others, the following:

- a. To formulate the criteria for determining qualifications, positive attributes and independence of a director and to recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- b. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board

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their appointment and removal.

The shareholders may also visit the Company's website www.appumkt.com for the detailed Nomination and Remuneration Policy of the Company on Directors appointment and remuneration.

25. Manner of Formal Annual Performance Evaluation of the Board, Individual Directors & Committees

Pursuant to Section 134(3)(p) of the Act read with Rule 8(4) of the Companies (Accounts) Rules, 2014, other applicable provisions of the Act, and various applicable clauses of the Listing Agreement, the manner in which annual performance of individual directors and the committees was evaluated in the reported year, is described hereunder:-

- a. Pursuant to Clause 49(IV)(B)(1), the Nomination & Remuneration Committee has formulated criteria for determining qualifications, positive attributes and independence and independence of a director and recommended to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees. The details of the same are described in the Corporate Governance Report.
- b. The Nomination & Remuneration Committee also identifies persons qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommends to the Board their appointment and removal and carries out the evaluation of every director's performance in accordance with Section 178(2) of the Act read with the Rules framed thereunder and Clause 49(IV)(B)(4) of the Listing Agreement.
- c. The performance evaluation criteria of the Board and Independent Directors has been formulated by the Nomination and Remuneration Committee Pursuant to Clause 49(IV)(B)(2) of the Listing Agreement.
- d. Pursuant to section 178(2) of the Act, the Nomination and Remuneration Committee of the Company carries out the performance evaluation of the individual directors.
- e. Further, the Committee has also devised a Policy on Board Diversity as provided in Clause 49(IV)(B)(3) of the Listing Agreement.
- f. Pursuant to Clause VIII of Schedule IV to the Act and Clause 49(II)(B)(5) of the Listing Agreement, the performance evaluation of the Independent Directors is pursued by the entire Board of Directors, excluding the director being evaluated. On the basis of the report of performance evaluation, the extension of the term of appointment or its continuance in respect of the independent directors is considered.
- g. Pursuant to Clause VII of Schedule IV to the Act and Clause 49(II)(B)(6) of the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on 31st March, 2015 to Review of the performance of the non-independent directors and the Board as a whole and that of the Chairman of the company, taking into account the views of the executive directors and non-executive directors. The parameters of evaluation was as per the criteria formulated by the Nomination and Remuneration Committee.

- h. Further, the board monitors and reviews the board evaluation framework in compliance with Clause 49 (I)(D)(2)(i) of the Listing Agreement and evaluates the performance of all the Committees.

26. Risk Management Policy

The Company places emphasis on risk management measures to ensure an appropriate balance between risk and return. The Company has taken steps to implement comprehensive policies and procedures to identify, measure, monitor and manage risks. The Board and Audit Committee on regular intervals are updated on the risk management systems, processes and minimization procedures of the Company.

The committee was reconstituted in accordance with clause 49 of listing agreement. The company recommends a risk management policy. The details of the policy are available in the website of the company viz www.appumkt.com.

27. Insider Trading

The Company has put in place a prevention of Insider Trading Code based on SEBI(Prohibition of Insider Trading) Regulations, 2015. This code was applicable to all Directors and select employees. The code ensured prevention of dealing in shares by persons having access to unpublished price sensitive information.

The aforesaid Codes have been disclosed on the website of the Company viz. www.appumkt.com.

28. Vigil Mechanism / Whistle Blower Policy

Pursuant to the provisions of Section 177(9) and 177(10) of the Act read with the Companies(Meetings of Board and its Powers) Rules, 2014 and Clause 49 of Equity Listing Agreements (as amended by the Securities and Exchange Board of India (SEBI) vide Circular nos. CIR/CFD/POLICY CELL/2/2014, dated 17th April, 2014 and CIR/CFD/POLICY CELL/7/2014, dated 15th September, 2014), a Vigil Mechanism for directors and employees to report genuine concerns has been established.

The details of the Vigil Mechanism/Whistle Blower Policy is explained in the Corporate Governance Report and also disclosed on the website of the Company viz. www.appumkt.com.

29. Annual Accounts of the Subsidiaries

The Company has four subsidiaries as on March 31, 2015, namely AMM Textiles Limited, AMM Irons Limited, AMM Housing Limited and AMM Commercial Limited. All these four subsidiaries were incorporated in March, 2014. In accordance with Section 129(3) of the Companies Act, 2013 and rules thereunder, the Consolidated Financial Statement is presented in the Annual Report 2015. The Company has also attached along with its financial statement, a separate statement containing the salient features of the financial statement in i.e., Form AOC-1 annexed herewith as **Annexure 2**.

In accordance with section 136 of the Companies Act, 2013, the audited financial statements

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together with the Consolidated Financial Statements and related information of the Company and audited accounts of each subsidiary company are available on the Company's Website www.appumkt.com. The Company will provide a copy of the annual accounts in respect of each Subsidiary to the shareholder of the Company who asks for it and the said annual accounts will also be kept open for inspection at the Registered Office of the Company and that of the respective Subsidiary Companies. It shall also lay down the Separate Financial Statements of the Subsidiaries with the Financial Statement of the Company in its Annual General Meeting.

As per Listing Agreement, a policy on material subsidiaries as approved by the board may be assessed on the Company's Website www.appumkt.com.

30. Names of Companies which have become or ceased to be the Company's Subsidiaries, Joint Ventures or Associate Companies during the year under review

Name of the Companies which became subsidiaries in the financial year under review are as follows:

- Arcilla Developers Limited
- Arcilla Constructions Limited
- Arcilla Consultants Limited
- Arcilla Designers Limited
- Arcilla Housing Limited
- Arcilla Marketing Limited
- Arcilla Projects Limited
- Arcilla Real Estates Limited
- Arcilla Residency Limited
- Hamilton Tradecomm Limited

Further during the financial year 2014-15, the aforesaid subsidiaries were formed but the Company has not invested in the share capital during the year under review. Moreover the subsidiary companies have not commenced any business during the financial year under review 2014-15.

Further, the Company does not have any associate companies (as defined in Section 2(6) of the Act) nor is associated with any joint ventures and therefore disclosure requirement pursuant to Rule 8 of the Companies (Accounts) Rules, 2014 is not applicable for the Company.

31. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

The Company has put in place an adequate internal Control System to safeguard all assets and ensure operational excellence. The system also meticulously records all transaction details and ensures regulatory compliance.

Pursuant to the section 177(4)(vii) of the Act and the SEBI Circular No. CIR/CFD/POLICY CELL/2/2014, dated 17th April, 2014 regarding the amendment of Clause 49 of the Listing Agreement, applicable with effect from 1st October, 2014, the Audit Committee has been empowered by the Board in its meeting to review the adequacy of internal financial controls and the risk management systems of the Company. Wherever deemed necessary, internal control system are strengthened and corrective actions initiated.

32. Extract of Annual Return

The extracts of Annual Return pursuant to the provisions of Section 92(3) of Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is furnished in form MGT-9 and is annexed herewith as **Annexure 3** attached to this Report.

33. Details relating to deposits covered under Chapter V of the Act

Your Company has neither accepted during the year nor held at the end of the year any Public Deposit.

34. Details of deposits which are not in compliance with the requirements of Chapter V of the Act

Since the Company has neither **accepted any deposits during the financial year under review** nor has any outstanding deposits as on 31st March, 2015, therefore there are no disclosures as specified in Rule 8(5)(vi) of the **Companies (Accounts) Rules, 2014**, for non-compliance with the requirements of Chapter V of the Act.

35. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's future operations

There were no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations in the concerned financial year.

36. Disclosure pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Company has no employee whose remuneration exceeds the limit prescribed under section 197 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Further, Various disclosures pursuant to the section 197 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided herein below:

a) Ratio of Remuneration of each director to the median remuneration of the employees of the Company for the financial year

As per the rules, the Company is required to arrive at the median remuneration of the employees of the Company on financial basis and all the employees of the Company served and are serving the company below the period of twelve months. Thus, point (a) is not applicable for the Company.

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b) The percentage increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the Financial Year
Mr.Sudip Laha-Managing Director	-No increase in remuneration
Mr. Sankar Mukherjee-Company Secretary with effect from 2 nd May, 2014	- Since this information is for part of the year, the same is not comparable.
Mr. Lokesh Pasari-Chief Financial Officer with effect from 2 nd May, 2014.	-Since this information is for part of the year, the same is not comparable.
Mr. Bhagwan Das Soni-Non Executive Director	- No remuneration or sitting fees was paid
Mr. Tanumay Laha-Non Executive Director	- No remuneration or sitting fees was paid
Mr. Namrata Chakraborty- Non Executive Director with effect from 31 st March, 2015.	Since this information is for part of the year, the same is not comparable. It be further noted that no remuneration or sitting fees was paid to her.

c) The percentage increase in the median remuneration of the employees in the financial year

As per the rules, the Company is required to arrive at the median remuneration of the employees of the Company on financial basis and all the employees of the Company served and are serving the company below the period of twelve months. Thus, point (c) is not applicable for the Company.

d) The number of permanent employees on the rolls of the company

As on 31st March, 2015, there are 6 employees on the roll of the Company.

e) The explanation on the relationship between average increase in remuneration and company performance

There has been no increase in remuneration of any of the Directors or employees.

f) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company

Comparitive Parameter	Amount (in `)
Aggregate remuneration of Key Managerial Personnel (KMP) in the Financial Year 2014-15.	3,05,000
Total Revenue	55,529,045
Remuneration of KMP's as a percentage of Total Revenue	0.55%
Profit before tax	1,404,524
Remuneration of KMP's as a percentage of Profit before Tax	21.71%
Profit after tax	9,70,526
Remuneration of KMP's as a percentage of Profit after Tax	31.43%

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g) Variations in :

i. The market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year.

Particulars	31 st March 2015,	31 st March, 2014	% Change
Market Capitalisation	9,69,33,72,500-BSE 11,87,98,475-CSE (Equity Shares are not traded in CSE Platform since 1997. Thus, Market Cap. Is calculated on the basis of the last traded price)	11,87,98,475-CSE (Equity Shares are not traded in CSE Platform since 1997. Thus, Market Cap. Is calculated on the basis of the last traded price)	0.00
Price Earnings Ratio	9500-BSE 116.43-CSE (Equity Shares are not traded in CSE Platform since 1997. Thus, Price Earnings Ratio Is calculated on the basis of the last traded price.)	116.43-CSE (Equity Shares are not traded in CSE Platform since 1997. Thus, Price Earnings Ratio Is calculated on the basis of the last traded price. Further Shares are listed in BSE since September, 2014, therefore no P/E ratio is available.)	0.00

ii. Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the Company came out with the last public offer

Particulars	31 st March, 2015	(IPO)	% Change
Market Price	---	The Company has not made any Public Issue or Rights issue of securities in the last 10 years, so comparison have not been made of current share price with public offer price.	0.00

h. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof

There were no exceptional circumstances or increase for managerial personnel in the last financial year. The percentile increase process and policy was same for the managerial personnel and all the other employees.

i. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company

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(in `)

Comparative Parameter	Sudip Laha (Managing Director)	Sankar Mukherjee (Company Secretary)	Lokesh Pasari (Chief Financial Officer)
	Amount (in Rs.)	Amount (in Rs.)	Amount (in Rs.)
Aggregate remuneration of Key Managerial Personnel (KMP) in the Financial Year 2014-15.	96,000	1,10,000	99,000
Total Revenue	55,529,045	55,529,045	55,529,045
Remuneration of KMP's as a percentage of Total Revenue	0.17%	0.20%	0.18%
Profit before tax	1,404,524	1,404,524	1,404,524
Remuneration of KMP's as a percentage of Profit before Tax	6.84%	7.83%	7.05%
Profit after tax	9,70,526	9,70,526	9,70,526
Remuneration of KMP's as a percentage of Profit after Tax	9.89%	11.33%	10.20%

j. The key parameters for any variable component of remuneration availed by the directors

Any variable component of remuneration payable to the Directors is based on the parameters, as approved by the Board of Directors, on the basis of the recommendation of the Nomination and Remuneration Committee. The said parameters are set considering the provisions of applicable regulations and Nomination & Remuneration Policy of the Company.

k. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year

The following employees' remuneration is more than that of the highest paid director for the Financial Year under review.

Name of the Employees	Ratio of the remuneration of the highest paid director to that of the employees
Sankar Mukherjee	1.03
Lokesh Pasari	1.15

l. Affirmation that the remuneration is as per the remuneration policy of the company

The Board of Directors hereby affirm that the remuneration paid to all directors, Key Managerial Personnel is in accordance with the Nomination and Remuneration Policy of the Company.

37. Corporate Governance

Pursuant to SEBI Circular No. CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014 Clause 49 of the Equity Listing Agreement is not applicable to the Company, However, on a voluntary basis the Company has complied with the provisions of Clause 49 to the extent feasible for the Company.

A separate report on Corporate Governance is furnished as a part of the Directors' Report and the certificate from the Chartered Accountant regarding compliance of condition of Corporate Governance is annexed to the said Report.

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48. Management Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under is presented in a separate section forming part of the Annual Report.

39. Compliance to the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 read with the Sexual Harassment of Women At Workplace (Prevention, Prohibition, and Redressal) Rules, 2013

The Company believes in creating a safe environment for the employees which is free from any discrimination. Taking a step further, Company has formed an Internal Complaints Committee where employees can register their complaints against sexual harassment.

The Directors of the Company state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013.

40. Policy on Corporate Social Responsibility Initiative

Pursuant to provisions of Section 135 of the Act, the Company is not required to constitute a Corporate Social Responsibility Committee or to undertake any CSR activities.

Therefore, the Company is not required to make any disclosure as specified in Section 134(3) (o) of the Act.

41. Green Initiative

To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards greener environment and to receive all documents, notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with M/s. Niche Technologies Private Ltd., D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata 700 001, E- mail: nichetech@nichetechpl.com if shares are held in physical mode or with their DP if the holding is in electronic mode.

The Annual Report and Notice of the Annual General Meeting are sent to all members whose e-mail addresses are registered with the Company/Depository Participant(s) in Electronic Copies. Physical copies of Annual Report and Notice of the Annual General Meeting are sent in the permitted mode to the members who have not registered their email address.

Pursuant to Section 108 of the Companies Act, 2013, the Company is providing e-voting facility to all the members to enable them to cast their votes electronically on all the resolutions set forth in the Notice.

42. Acknowledgement

Your Directors would like to express their appreciation for the continued co-operation and support by the banks, customers and business associates. Your directors take this opportunity to place on record their deep sense of appreciation for the total commitment, dedication and hard work put in by the employees of the Company. Lastly, your directors are deeply grateful for the continuous confidence and faith shown by the members of the Company.

Place : Kolkata
Dated : 29.05.2015

ON BEHALF OF THE BOARD OF DIRECTORS
For Appu Marketing & Manufacturing Ltd.

Tanumay Laha
Chairman
DIN: 05338827

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

ANNEXURE I

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015.

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

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015.

To,
The Members,
Appu Marketing & Manufacturing Ltd.
27, Weston Street, 5th Floor,
Room no – 526,
Kolkata -700 012.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Appu Marketing & Manufacturing Ltd.** 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 **M/s Appu Marketing & Manufacturing Ltd.** 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,2015 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 **Appu Marketing & Manufacturing Ltd.** ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 1956 (the Old Act) and the rules made thereunder
- (ii) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

- (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, 1992;

Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not attracted to the Company under the financial year under report:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) 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;
- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified during the period under Audit)
- (ii) The Listing Agreements entered into by the Company with BSE Limited and Calcutta Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned herein below:

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1. **There was a delay in filing under Clause 41 of the Listing Agreement regarding submission of quarterly audited financial results of March' 2015.**

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the

Composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all 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 meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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.

During the audit period under review, there were no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities.
- (iii) Merger / amalgamation / reconstruction, etc.
- (iv) Foreign technical collaborations.

This Report is to be read with the Auditor's Note on the Maintenance of Secretarial Records of the Company as provided in **ANNEXURE I** & which forms an integral part of this Secretarial Audit Report.

Place : Kolkata
Date : 29.05.2015

CS PRAVEEN SHARMA
Practising Company Secretary
M. No. A30365
C P No. 14501

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

ANNEXURE I

[Auditor's Note on the Maintenance of Secretarial Records of Appu Marketing & Manufacturing Limited for the financial year ended 31st March' 2015]

To,
The Members,
Appu Marketing & Manufacturing Ltd.
27, Weston Street, 5th Floor,
Room no – 526,
Kolkata - 700 012.

My Report of even date is to be read alongwith this letter.

1. The Company's Management is responsible for the maintenance of Secretarial Records in a manner to ensure compliance by the Company of applicable laws and to take adequate steps for the existence of proper and adequate systems and processes in this regard. Our responsibility is to express an opinion on such secretarial records based on our audit.
2. I have followed the Audit practices and processes as where appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.
4. I have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations is the responsibility of the management. This Secretarial Audit Report is not an assurance of the effectiveness with which the Management has conducted the affairs of the Company.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata
Date : 29.05.2015

CS PRAVEEN SHARMA
Practising Company Secretary
M. No. A30365
C P No. 14501

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the Financial Statement of Subsidiaries

PART-“A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

1. Sl. No.	: i.
2. Name of the Subsidiary	: AMM Textiles Limited
3. Reporting period for the subsidiary concerned, If different from the holding company's reporting period	: Not Applicable
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	: Not Applicable
5. .Share capital	: ` 5,00,000/-
6. Reserves & surplus	: ` (28,903)
7. Total assets	: ` 25,30,715
8. Total Liabilities	: ` 20,59,618
9. Investments	: ` 20,54,000
10. Turnover	: NIL
11. Profit before taxation	: (6718)
12. Provision for taxation	: NIL
13. Profit after taxation	: (6718)
14. Proposed Dividend	: NIL
15. % of shareholding	: 100%

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

1. Sl. No.	: ii.
2. Name of the Subsidiary	: AMM Irons Limited
3. Reporting period for the subsidiary concerned, If different from the holding company's reporting period	: Not Applicable
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	: Not Applicable
5. .Share capital	: ` 5,00,000/-
6. Reserves & surplus	: ` (28,903)
7. Total assets	: ` 53,76,715
8. Total Liabilities	: ` 49,05,618
9. Investments	: ` 49,00,000
10. Turnover	: NIL
11. Profit before taxation	: (6718)
12. Provision for taxation	: NIL
13. Profit after taxation	: (6718)
14. Proposed Dividend	: NIL
15. % of shareholding	: 100%

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

1. Sl. No.	: iii.
2. Name of the Subsidiary	: AMM Commercial Limited
3. Reporting period for the subsidiary concerned, If different from the holding company's reporting period	: Not Applicable
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	: Not Applicable
5. .Share capital	: ` 5,00,000/-
6. Reserves & surplus	: ` (28,903)
7. Total assets	: ` 13,96,715
8. Total Liabilities	: ` 9,25,618
9. Investments	: ` 9,20,000
10. Turnover	: NIL
11. Profit before taxation	: (6718)
12. Provision for taxation	: NIL
13. Profit after taxation	: (6718)
14. Proposed Dividend	: NIL
15. % of shareholding	: 100%

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

1. Sl. No.	: iv.
2. Name of the Subsidiary	: AMM Housing Limited
3. Reporting period for the subsidiary concerned, If different from the holding company's reporting period	: Not Applicable
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	: Not Applicable
5. .Share capital	: ` 5,00,000/-
6. Reserves & surplus	: ` (28,903)
7. Total assets	: ` 43,21,715
8. Total Liabilities	: ` 38,50,618
9. Investments	: ` 38,45,000
10. Turnover	: NIL
11. Profit before taxation	: (6718)
12. Provision for taxation	: NIL
13. Profit after taxation	: (6718)
14. Proposed Dividend	: NIL
15. % of shareholding	: 100%

Notes:

1. Name of Subsidiaries which are yet to commence operations:

- i. ARCILLA CONSTRUCTIONS LIMITED
- ii. ARCILLA CONSULTANTS LIMITED
- iii. ARCILLA DESIGNERS LIMITED
- iv. ARCILLA DEVELOPERS LIMITED
- v. ARCILLA HOUSING LIMITED
- vi. ARCILLA MARKETING LIMITED
- vii. ARCILLA PROJECTS LIMITED
- viii. ARCILLA REAL ESTATES LIMITED
- ix. ARCILLA RESIDENCY LIMITED
- x. HAMILTON TRADECOMM LIMITED

2. Name of Subsidiaries which have been liquidated or sold during the year: Nil

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

PART-“B”: Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/Joint Ventures	Nil
1. Latest Audited Balance Sheet Date	
2. Shares of Associate/Joint Ventures held by the Company on the year end	
No.	
Amount of Investment in Associates/Joint Venture	
Extend of Holding %	
3. Description of how there is significant influence	
4. Reason why the associate/joint venture is not consolidated	
5. Networth attributable to Shareholding as per latest audited Balance Sheet	
6. Profit/Loss for the year	
(I) Considered in Consolidation	
(ii) Not Considered in Consolidation	

APPU MARKETING & MANUFACTURING LIMITED

ANNEXURE III

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2015

[Pursua nt 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	L51495WB1983PLC035864
ii.	Registration Date	19/02/1983
iii.	Name of the Company	Appu Marketing And Manufacturing Ltd
iv.	Category/Sub-Category of the Company	Public Company / limited by shares
v.	Address of the Registered office and contact details	27, Weston Street, 5 th Floor, Room No. 526, Kolkata – 700 012
vi.	Whether listed company	Yes/ Ne
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Niche Technologies Pvt. Ltd. D-511, Bagree Market, 5 th Floor, 71, B.R.B.Basu Road, Kolkata – 700 001

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Sarees Trading	5131	93.43

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section (Companies Act, 2013)
1.	AMM Commercial Limited*	U51909WB2014PLC201281	Subsidiary	100%	2(87)(ii)
2.	AMM Housing Limited**	U70102WB2014PLC201368	Subsidiary	100%	2(87)(ii)
3.	AMM Irons Limited*	U51909WB2014PLC201282	Subsidiary	100%	2(87)(ii)
4.	AMM Textiles Limited *	U51909WB2014PLC201283	Subsidiary	100%	2(87)(ii)
5.	Arcilla Developers Limited***	U70102WB2015PLC205559	Subsidiary	100%	2(87)(ii)
6.	Arcilla Constructions Limited***	U70102WB2015PLC205552	Subsidiary	100%	2(87)(ii)
7.	Arcilla Consultants Limited***	U74900WB2015PLC205554	Subsidiary	100%	2(87)(ii)
8.	Arcilla Designers Limited***	U74900WB2015PLC205553	Subsidiary	100%	2(87)(ii)
9.	Arcilla Housing Limited***	U70102WB2015PLC205561	Subsidiary	100%	2(87)(ii)
10.	Arcilla Marketing Limited***	U51909WB2015PLC205562	Subsidiary	100%	2(87)(ii)
11.	Arcilla Projects Limited***	U70102WB2015PLC205563	Subsidiary	100%	2(87)(ii)
12.	Arcilla Real Estates Limited***	U70102WB2015PLC205564	Subsidiary	100%	2(87)(ii)
13.	Arcilla Residency Limited***	U70102WB2015PLC205565	Subsidiary	100%	2(87)(ii)
14.	Hamilton Tradecomm Limited***	U51909WB2015PLC205567	Subsidiary	100%	2(87)(ii)

*Incorporated on 24th March, 2014

**Incorporated on 25th March, 2014

***Incorporated on 10th March, 2015

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during The year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical		Total
A. Promoter								
1) Indian	0	151000	151000	1.04	151000	0	151000	1.04
a) Individual/ HUF								
b) Central Govt								
c) State Govt (s)								
d) Bodies Corp								
e) Banks / FI								
f) Any Other								
Sub-total (A)(1):-	0	151000	151000	1.04	151000	0	151000	1.04
2) Foreign								
a) NRIs-Individuals								
b) Other-Individuals								
c) Bodies Corp.								
d) Banks / FI								
e) Any Other....								
Sub-total(A)(2):-								
Total sharehold ing of Promoter (A) = (A)(1) + (A)(2)	0	151000	151000	1.04	151000	0	151000	1.04
B. Public Shareholding								
1. Institutions								
a) Mutual Funds								
b) Banks / FI								
c) Central Govt								
d) State Govt(s)								
e) Venture Capital Funds								

C. Shares held by Custodian for GDRs & ADRs	0	0	0.00	0	0	0.00	0	0.00
Grand Total (A+B+C)	12133100	2443400	14576500	100.00	14484220	92280	14576500	100.00

ii. Shareholding of Promoters

Sr. No	Shareholder'S Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Anju Gupta	41900	0.29	0.00	41900	0.29	0.00	0.00
2.	Sudhir Gupta	68000	0.47	0.00	68000	0.47	0.00	0.00
3.	Sudhir Gupta karta (HUF)	41100	0.28	0.00	41100	0.28	0.00	0.00
	Total	151000	1.04	0.00	151000	1.04	0.00	0.00

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

Sr. no	Name	Shareholding at the beginning of the year		Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Anju Gupta	41900	0.29	-	-
	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			41900	0.29
2.	Sudhir Gupta	At the beginning of the year	68000	0.47	
		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		68000	0.47
3.	Sudhir Gupta karta (HUF)	At the beginning of the year	41100	0.28	
		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		41100	0.28

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. no	Name	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
1.	Ritudhara Retailers Private Limited	At the beginning of the year	518500	3.56		
		Decrease in Shares on 04.04.2014 (Sale of shares in open Market)	14000	0.10	504500	3.46

	Decrease in Shares on 11.04.2014 (Sale of shares in open Market)	187000	1.28	317500	2.18		
	Increase in shares on 18.04.2014 (Purchase of shares in open Market)	13000	0.09	330500	2.27		
	Decrease in Shares on 25.04.2014 (Sale of shares in open Market)	164500	1.13	166000	1.14		
	Decrease in Shares on 02.05.2014 (Sale of shares in open Market)	61500	0.42	104500	0.72		
	Decrease in Shares on 09.05.2014 (Sale of shares in open Market)	103625	0.71	875	0.00		
	Decrease in Shares on 24.10.2014 (Sale of shares in open Market)	875	0.00	0	0		
	Increase in shares on 07.11.2014 (Purchase of shares in open Market)	1000	0.00	1000	0.00		
	Increase in shares on 21.11.2014 (Purchase of shares in open Market)	1068	0.00	2068	0.01		
	Decrease in Shares on 05.12.2014 (Sale of shares in open Market)	2000	0.01	68	0.00		
	Increase in shares on 09.01.2015	2702	0.02	2770	0.02		

	(Purchase of shares in open Market)	2500	0.02	270	0.00
	Decrease in shares on 16.01.2015 (Sale of shares in open Market)				
	Increase in shares on 13.02.2015 (Purchase of shares in open Market)	61200	0.42	61470	0.42
	Decrease in shares on 20.02.2015 (Sale of shares in open Market)	17800	0.12	43670	0.29
	Decrease in shares on 13.03.2015 (Sale of shares in open Market)	17100	0.11	26570	0.18
	Increase in shares on 13.03.2015 (Purchase of shares in open Market)	4500	0.03	31070	0.21
	Increase in shares on 20.03.2015 (Purchase of shares in open Market)	1800	0.01	32870	0.23
	At the End of the year (or on the date of separation, if separated during the year)			32870	0.23
2:	At the beginning of the year	440860	3.02		
	Decrease in Shares as on 04.04.2014 (Sale of shares in open Market)	429500	2.95	11360	0.08

	date of separation, if separated during the year)					
3.	Pears Mercantiles Pvt. Ltd	426850	2.93			
	At the beginning of the year	323750	2.22	103100	0.71	
	Decrease in Shares on 04.04.2014 (Sale of shares in open Market)					
	Decrease in Shares on 11.04.2014 (Sale of shares in open Market)	70000	0.48	33100	0.23	
	Decrease in Shares on 25.04.2014 (Sale of shares in open Market)	32500	0.22	600	0.00	
	Increase in shares on 25.07.2014 (Purchase of shares in open Market)	42500	0.29	43100	0.30	
	Decrease in Shares on 01.08.2014 (Sale of shares in open Market)	42500	0.29	600	0.00	
	Increase in shares on 29.08.2014 (Purchase of shares in open Market)	30000	0.21	30600	0.21	
	Decrease in Shares on 05.09.2014 (Sale of shares in open Market)	22500	0.15	8100	0.05	
	Decrease in Shares on 30.09.2014 (Sale of shares in open Market)	8000	0.05	100	0.00	

	Decrease in Shares on 28.11.2014 (Sale of shares in open Market)	4372	0.03	4472	0.03	4472	0.03	0.03
	Increase in shares on 05.12.2014 (Purchase of shares in open Market)	500	0.00	4972	0.03	4972	0.03	0.03
	Decrease in Shares on 12.12.2014 (Sale of shares in open Market)	4900	0.03	72	0.00	72	0.00	0.00
	Increase in shares on 13.02.2015 (Purchase of shares in open Market)	1000	0.00	1072	0.01	1072	0.01	0.01
	Increase in shares on 27.02.2015 (Purchase of shares in open Market)	12540	0.09	13612	0.09	13612	0.09	0.09
	Increase in shares on 13.03.2015 (Purchase of shares in open Market)	3000	0.02	16612	0.11	16612	0.11	0.11
	Decrease in Shares on 20.03.2015 (Sale of shares in open Market)	15000	0.10	1612	0.01	1612	0.01	0.01
	At the End of the year (or on the date of separation, if separated during the year)			1612		1612		0.01

4. Rudramukhi Infrastructure Pvt. Ltd.	At the beginning of the year	322000	2.21		
	Decrease in Shares on 11.04.2014 (Sale of shares in open Market)	40000	0.27	282000	1.94
	Decrease in Shares on 18.04.2014 (Sale of shares in open Market)	80000	0.55	202000	1.39
	Decrease in Shares on 02.05.2014 (Sale of shares in open Market)	22000	0.15	180000	1.24
	Decrease in Shares on 09.05.2014 (Sale of shares in open Market)	180000	1.24	0	0.00
	Increase in Shares on 09.01.2015 (Purchase of shares in open Market)	977	0.01	977	0.01
	Decrease in Shares on 16.01.2015 (Sale of shares in open Market)	500	0.00	477	0.00
	Increase in Shares on 30.01.2015 (Purchase of shares in open Market)	2500	0.02	2977	0.02
	Increase in Shares on 06.02.2015 (Purchase of shares in open Market)	21825	0.15	24802	0.17
	Decrease in Shares on 13.02.2015	24200	0.17	602	0.00

	(Sale of shares in open Market)	5000	0.03	5602	0.04
	Increase in Shares on 27.02.2015 (Purchase of shares in open Market)				
	Increase in Shares on 13.03.2015 (Purchase of shares in open Market)	13000	0.09	18602	0.13
	At the End of the year (or on the date of separation, if separated during the year)			18602	0.13
5.	Ankit Patni	210000	1.44		
	Decrease in shares on 27.03.2015 (Sale of shares in open Market)	4000	0.03	206000	1.41
	At the End of the year (or on the date of separation, if separated during the year)			206000	1.41
6.	Rohit Patni	210000	1.44		
	Decrease in shares on 31.12.2014 (Sale of shares in open Market)	10000	0.07	200000	1.37
	Decrease in shares on 02.01.2015 (Sale of shares in open Market)	11000	0.08	189000	1.30
	Decrease in shares on 09.01.2015 (Sale of shares in open Market)	11000	0.08	178000	1.22

		Decrease in shares on 16.01.2015 (Sale of shares in open Market)	43000	0.30	135000	0.93
		Decrease in shares on 23.01.2015 (Sale of shares in open Market)	45000	0.31	90000	0.62
		Decrease in shares on 30.01.2015 (Sale of shares in open Market)	42368	0.29	47632	0.33
		Decrease in shares on 06.02.2015 (Sale of shares in open Market)	47632	0.33	0	0.00
		At the End of the year (or on the date of separation, if separated during the year)			0	0.00
7.	Sarita Patni	At the beginning of the year	210000	1.44		
		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)			210000	1.44
8.	Suresh Kumar Patni	At the beginning of the year	210000	1.44		
		Decrease in shares on 13.02.2015 (Sale of shares in open Market)	27000	0.19	183000	1.26

	Decrease in shares on 20.02.2015 (Sale of shares in open Market)	43000	0.30	140000	0.96
	Decrease in shares on 27.02.2015 (Sale of shares in open Market)	70000	0.48	70000	0.48
	Decrease in shares on 06.03.2015 (Sale of shares in open Market)	40000	0.27	30000	0.21
	Decrease in shares on 13.03.2015 (Sale of shares in open Market)	21000	0.14	9000	0.06
	Decrease in shares on 20.03.2015 (Sale of shares in open Market)	2000	0.01	7000	0.05
	Decrease in shares on 27.03.2015 (Sale of shares in open Market)	7000	0.05	0	0.00
	At the End of the year (or on the date of separation, if separated during the year)			0	0.00
9.	Bachhraj Ghewarchand Begani	150000	1.03		
	Decrease in shares on 12.12.2014 (Sale of shares in open Market)	13400	0.09	136600	0.94
	Decrease in shares on 19.12.2014 (Sale of shares in open Market)	12500	0.09	124100	0.85
	Decrease in shares on	1500	0.01	122600	0.84

	31.12.2014 (Sale of shares in open Market)	3000	0.02	119600	0.82		
	Decrease in shares on 02.01.2015 (Sale of shares in open Market)						
	Decrease in shares on 09.01.2015 (Sale of shares in open Market)	3200	0.02	116400	0.80		
	Decrease in shares on 16.01.2015 (Sale of shares in open Market)	12220	0.08	104180	0.72		
	Decrease in shares on 23.01.2015 (Sale of shares in open Market)	6000	0.04	98180	0.68		
	Decrease in shares on 30.01.2015 (Sale of shares in open Market)	2000	0.01	96180	0.66		
	Decrease in shares on 06.02.2015 (Sale of shares in open Market)	4000	0.03	92180	0.63		
	Decrease in shares on 13.02.2015 (Sale of shares in open Market)	9000	0.06	83180	0.57		
	Decrease in shares on 20.02.2015 (Sale of shares in open Market)	4450	0.03	78730	0.54		
	Decrease in shares on 27.02.2015 (Sale of shares in open Market)	3000	0.02	75730	0.52		
	Decrease in shares on 06.03.2015 (Sale of shares in open Market)	1000	0.01	74730	0.51		

		At the End of the year (or on the date of separation, if separated during the year)							74730	0.51
10.	Dipesh Shah	At the beginning of the year	150000				1.03			
		Decrease in shares on 31.03.2015 (Sale of shares in open Market)	7500				0.05		142500	0.98
		At the End of the year (or on the date of separation, if separated during the year)							142500	0.98
11.	Misriall Mines Pvt Limited	At the beginning of the year	0				0.00			
		Increase in shares on 31.10.2014 (Purchase of shares in open Market)	3001				0.02		3001	0.02
		Increase in shares on 07.11.2014 (Purchase of shares in open Market)	28500				0.20		31501	0.22
		Increase in shares on 14.11.2014 (Purchase of shares in open Market)	10000				0.07		41501	0.29
		Increase in shares on 21.11.2014 (Purchase of shares in open Market)	15500				0.11		57001	0.39
		Increase in shares on 12.12.2014 (Purchase of shares in open Market)	89500				0.61		146501	1.01

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		Increase in shares on 19.12.2014 (Purchase of shares in open Market)	108000	0.74	254501	1.75
		Increase in shares on 31.12.2014 (Purchase of shares in open Market)	91690	0.63	346191	2.38
		Increase in shares on 02.01.2015 (Purchase of shares in open Market)	43000	0.30	389191	2.67
		Increase in shares on 09.01.2015 (Purchase of shares in open Market)	74000	0.51	463191	3.18
		At the End of the year (or on the date of separation, if separated during the year)			463191	3.18
12.	Goldensight Comtrade Private Limited	At the beginning of the year	0	0.00		
		Increase in shares on 30.01.2015 (Purchase of shares in open Market)	7300	0.05	7300	0.05
		Increase in shares on 06.02.2015 (Purchase of shares in open Market)	54600	0.38	61900	0.43
		Increase in shares on 13.02.2015 (Purchase of shares in open Market)	44550	0.31	106450	0.73

	Market)									
	Increase in shares on 20.02.2015 (Purchase of shares in open Market)	41000	0.28	147450	1.01					
	Increase in shares on 27.02.2015 (Purchase of shares in open Market)	86450	0.59	233900	1.61					
	Increase in shares on 06.03.2015 (Purchase of shares in open Market)	19500	0.13	253400	1.74					
	Increase in shares on 13.03.2015 (Purchase of shares in open Market)	68800	0.47	322200	2.21					
	Increase in shares on 20.03.2015 (Purchase of shares in open Market)	51200	0.35	373400	2.56					
	Increase in shares on 27.03.2015 (Purchase of shares in open Market)	57355	0.39	430755	2.96					
	Increase in shares on 31.03.2015- (Purchase of shares in open Market)	15423	0.11	446178	3.06					
	At the End of the year (or on the date of separation, if separated during the year)			446178	3.06					

13.	Concord Vinimay Pvt Ltd	At the beginning of the year	0	0.00			
		Increase in shares on 27.02.2015 (Purchase of shares in open Market)	10808	0.07	10808	0.07	
		Increase in shares on 06.03.2015 (Purchase of shares in open Market)	46250	0.32	57508	0.39	
		Increase in shares on 13.03.2015 (Purchase of shares in open Market)	51555	0.35	108613	0.75	
		Increase in shares on 20.03.2015 (Purchase of shares in open Market)	12261	0.08	120874	0.83	
		Increase in shares on 27.03.2015 (Purchase of shares in open Market)	64205	0.44	185079	1.27	
		Increase in shares on 31.03.2015 (Purchase of shares in open Market)	111547	0.77	296626	2.04	
		At the End of the year (or on the date of separation, if separated during the year)			296626	2.04	
14	Samudhita Varinija Private Limited	At the beginning of the year	0	0.00			

		15750	0.11	15750	0.11
Increase in shares on 16.01.2015 (Purchase of shares in open Market)		15750	0.11	15750	0.11
Increase in shares on 23.01.2015 (Purchase of shares in open Market)		6000	0.04	21750	0.15
Increase in shares on 06.02.2015 (Purchase of shares in open Market)		28000	0.19	49750	0.34
Increase in shares on 13.02.2015 (Purchase of shares in open Market)		40250	0.28	90000	0.62
Increase in shares on 20.02.2015 (Purchase of shares in open Market)		13810	0.10	103810	0.71
Increase in shares on 27.02.2015 (Purchase of shares in open Market)		82092	0.56	185902	1.28
Increase in shares on 06.03.2015 (Purchase of shares in open Market)		20000	0.14	205902	1.41
Increase in shares on 13.03.2015 (Purchase of shares in open Market)		14350	0.10	220252	1.51
Increase in shares on 20.03.2015		24150	0.17	244402	1.68

		(Purchase of shares in open Market)	21989	0.15	266391	1.83
		Increase in shares on 27.03.2015				
		(Purchase of shares in open Market)	1500	0.01	267891	1.84
		Increase in shares on 31.03.2015				
		(Purchase of shares in open Market)				
		At the End of the year (or on the date of separation, if separated during the year)			267891	1.84
15	Headfirst Vinimay Private Limited	At the beginning of the year	0	0.00		
		Increase in shares on 12.12.2014	3000	0.02	3000	0.02
		(Purchase of shares in open Market)				
		Increase in shares on 09.01.2015	6500	0.05	9500	0.07
		(Purchase of shares in open Market)				
		Decrease in shares on 16.01.2015	8500	0.06	1000	0.01
		(Sale of shares in open Market)				
		Increase in shares on 06.02.2015	14150	0.10	15150	0.10
		(Purchase of shares in open Market)				

		3150	0.02	12000	0.08
	Decrease in shares on 20.02.2015 (Sale of shares in open Market)				
	Increase in shares on 27.02.2015 (Purchase of shares in open Market)	22616	0.16	34616	0.24
	Increase in shares on 06.03.2015 (Purchase of shares in open Market)	8200	0.06	42816	0.29
	Increase in shares on 13.03.2015 (Purchase of shares in open Market)	7800	0.05	50616	0.35
	Increase in shares on 20.03.2015 (Purchase of shares in open Market)	46600	0.32	97216	0.67
	Increase in shares on 27.03.2015 (Purchase of shares in open Market)	67200	0.46	164416	1.13
	Increase in shares on 31.03.2015 (Purchase of shares in open Market)	27000	0.19	19146	1.31
	At the End of the year (or on the date of separation, if separated during the year)			191416	1.31

16	Manjudevi Bechnraj Begani	At the beginning of the year	150000	1.03		
		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)			150000	1.03
17	BMA Wealth Creators Limited	At the beginning of the year	0	0.00		
		Increase in shares as on 20.03.2015 (Purchase of shares in open Market)	127100	0.87	127100	0.87
		Decrease in shares as on 27.03.2015 (Sale of shares in open Market)	2100	0.01	125000	0.86

	At the End of the year (or on the date of separation, if separated during the year)			125000	0.86
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v. Shareholding of Directors and Key Managerial Personnel

Sr. no	Name	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
1.	Bhagwan Das Soni (Director)	At the beginning of the year	-	-	-	-
		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	-	-	-	-
2.	Tarumay Laha (Director)	At the beginning of the year	-	-	-	-
		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	-	-	-	-
3.	Kamal Kumar Baratia (Director)	At the beginning of the year	-	-	-	-
		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	-	-	-	-	-
4.	Sudip Laha (Managing Director)	At the beginning of the year	-	-	-	-	-
		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	-	-	-	-	-
5.	Sankar Mukherjee (Secretary)	At the beginning of the year	-	-	-	-	-
		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	-	-	-	-	-
6.	Lokesh Pasari (CFO)	At the beginning of the year	-	-	-	-	-
		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	-	-	-	-	-

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V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total(i+ii+iii)				
Change in Indebtedness during the financial year				
- Addition				
- Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		SUDIP LAHA Managing Director	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	96000 Nil Nil	96000
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil
5.	Other, please specify	Nil	Nil
6.	Total (A)	96000	96000
	Ceiling as per the Act		42 lakhs

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B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Bhagwan Das Soni	Tanumay Laha	Namrata Chakraborty	Kamal Kumar Bararia	
		Bhagwan Das Soni	Tanumay Laha	Namrata Chakraborty	Kamal Kumar Bararia	
	<u>Independent Directors</u> - Fee for attending board Committee meetings - Commission - Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total(1)	Nil	Nil	Nil	Nil	Nil
	<u>Other Non-Executive Directors</u> - Fee for attending board committee meetings - Commission - Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total(2)	Nil	Nil	Nil	Nil	Nil
	Total(B)=(1+2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Over all Ceiling as per the Act					

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C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Sankar Mukherjee Company Secretary	Lokesh Pasari CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act' 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	1,10,000	99,000	2,09,000
		Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as%of profit -others, specify...	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
6.	Total	Nil	1,10,000	99,000	209,000

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Co mpounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company			NONE		
Penalty					
Punishment					
Compounding					
B. Director					
Penalty					
Punishment					
Compounding					
C. Other Officer in default					
Penalty					
Punishment					
Compounding					

APPU MARKETING & MANUFACTURING LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Business Overview:

Your Company is currently engaged in the trading and distribution of different types of commodities and materials. Our products are mainly supplied to retailers based at Kolkata and adjacent territories. This Management's Discussion and Analysis contains statements and information concerning anticipated developments in the Company's continuing and future operations, the adequacy of the Company's financial resources and financial projections.

Industry Structure and Developments:

The global economy in F.Y. 2014-15 witnessed divergent trends among major economies. Changing economic and business conditions, evolving consumer preferences and globalization are creating an increasingly competitive market environment. Changing economic and business conditions, evolving consumer preferences and globalization are creating an increasingly competitive market environment.

Despite unpredictable headwinds, the global economic recovery is gaining momentum. These winds of positive change have masked the growth divergence among major economies

Opportunities, threats, risks and concerns:

The priorities of the industry are changing, concentrating more on re-organization of operations, development of new markets and marketing techniques, giving the organization's vision a global outlook and retaining and building upon customer relationships. Fragmented markets provide many opportunities for company to expand and increase market share. New markets allow company to expand their business and diversify their portfolio of products and services.

Changes to government rules and regulations can negatively affect the company. Politics can increase company's risk factors, because governments can quickly change business rules that negatively affect company's business. Political Risk has a significant impact; Volatile costs mean company has to plan for scenarios where costs skyrocket. Cautious planning leads to development delays that can negatively affect the company.

We are subject to a number of risks and uncertainties that can significantly affect our business, financial condition and future financial performance. These risks and uncertainties are not necessarily the only risks the Company faces. Additional risks and uncertainties that are presently unknown to the Company may adversely affect our business. The most important among them are credit risk, market risk and operational risk.

The measurement, monitoring management of risk remains key focus areas for the company. The Company is committed to establishing a framework that ensures risk management is an integral part of its activities. To ensure the continued growth and success of the Company, risks are identified and managed through a Risk Management Committee.

Future Outlook:

The focus for the forthcoming financial year for the Company will be continued delivery in progressing mode and grabbing the opportunities and trying to overcome challenges.

Internal Control Systems And Their Adequacy

Internal Control and Audit is an important procedure and the Audit Committee of your Company reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

Your Company has put in place an adequate internal Control System to safeguard all assets and ensure operational excellence. The system also meticulously records all transaction details and ensures regulatory compliance. The reports are reviewed by the Audit Committee of the Board. Wherever deemed necessary, internal control system are strengthened and corrective actions initiated.

Review of Operational and Financial Performance:

Your Company concluded yet another year of growth in its business. The financial performance of the Company for the year ended 31st March, 2015 is satisfying as it has been achieved in the wake of several challenges confronting your Company's business.

During the year under review your Company has recorded a ` 55,529,045/- as against ` 2,220,469/- in the last year. The net profit after tax recorded by the Company at ` 9, 70,526/- as against profit of ` 4,59,209.

Debt Structure:

During the year under review your Company has not raised any amount by way of debt.

Human Resources:

Human resources play a key role in helping the Company deal with the fast-changing competitive environment. So, the company endeavors to provide individual development and growth to the employees that motivate them to give high performance helping the Company to achieve its goals. 6 no. of employees were there on roll at the end of the financial year under review.

The Company has been working towards institutionalizing a Performance Oriented Culture. The Entire HR system including recruitment, performance management system, reward and recognition has been aligned with the business objectives.

Cautionary Statement:

Statements made in the Management Discussion and analysis describing the Company's objectives, projections, estimates, predictions and expectations may be "forward looking statements" within the meaning of applicable securities law and regulations. Actual results might differ materially from those either expressed or implied.



S. C.SWAIKA & CO.
30/1, S.M.Ali Road, Barrackpore
Kolkata-700 120
(Chartered Accountants)

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

To
The Members of
Appu Marketing & Manufacturing Limited

We have examined the compliance of conditions of Corporate Governance by **Appu Marketing & Manufacturing Limited** for the year ended on **31st March, 2015** as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange, with relevant records and documents maintained by the Company and furnished to us.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review 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 the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

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

For S.C.SWAIKA & CO.
(Chartered Accountants)
FRN No. 322137E

(S.C.Swaika)
(Proprietor)
(M.No. 053694)

Place : Kolkata
Dated : 29.05.2015

APPU MARKETING & MANUFACTURING LIMITED

CORPORATE GOVERNANCE REPORT

1. Brief Statement on Company's Philosophy on Code of Governance

Pursuant to SEBI Circular No. CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014 Clause 49 of the Equity Listing Agreement is not applicable to the Company, However, on a voluntary basis the Company has complied with the provisions of Clause 49 to the extent feasible for the Company.

Corporate Governance is about commitment to values, ethical business conduct, transparency and it makes distinction between personal and corporate funds in the management of the Company.

Company's Corporate Governance Philosophy is to satisfy the spirit of the law and not just the letter of the law, to be transparent and to maintain a high degree of disclosure levels and to attain the performance goals with integrity.

2. Board of Directors

The Company's Board of Directors as on 31st March, 2015 comprises of one Executive Director and three Non Executive Directors including the Chairman.

Six Meetings of the Board were held during the financial year 2014-2015 i.e. on 30/04/2014, 29/05/2014, 31/07/2014, 12/11/2014, 09/02/2015 and 31/03/2015.

As is evident, the maximum time gap between any two Board Meetings was not more than four months.

The composition of the Board of Directors and their attendance at the Board Meetings held during the year and at the last Annual General Meeting and also the number of Directorship and Committee Membership /Chairmanship held by them in other companies are given below:

Name of Director	Category	No. of Board Meetings	Whether last AGM Attended	No. of other Directorship		No. of other Committee(s) Membership/ Chairmanship	
				Public	Private	Member	Chairman
Mr. Bhagwan Das Soni	Non-Executive Independent Director	6	Yes	8	11	3	0
Mr. Sudip Laha	Managing Director	6	Yes	14	5	0	0
Mr. Tanumay Laha	Non-Executive Independent Director & Chairman	6	Yes	14	4	0	0
Mr. Kamal Kumar Bararia	Non-Executive Independent Director	6	Yes	0	1	0	0
Ms. Namrata Chakroborty*	Independent Director	1	Yes	3	0	3	0

APPU MARKETING & MANUFACTURING LIMITED

During the year under review, following changes took place in the position of Directors/Key Managerial Personnel of the company:

* Ms. Namrata Chakroborty (DIN: 06937620) was appointed as an Additional and Independent Director of the Company w.e.f. 31st March, 2015.

None of the Directors on the Board is a member of more than 10 Committees & Chairman of more than 5 Committees across all the Companies in which he is a Director.

Mr. Bhagwan Das Soni (DIN: 02308414), Non-Executive Independent Director is the chairman of the Board.

a. Independent Directors

The Independent Directors meets the criteria as stipulated under section 149(7) of Companies Act, 2013 and clause 49 of the Listing Agreements.

All the Independent Directors of the Company were re-appointed for a term of five years at the 31st Annual General Meeting of the Company with effect from 29th September, 2014 & were issued Appointment Letters in this regard. Further, Ms. Namrata Chakroborty holding (DIN-07113575) was appointed as an Additional Director w.e.f. 31st March, 2015 till the date of the ensuing Annual General Meeting.

The appointment letters containing the terms and conditions of appointment have been disclosed on the website of the Company.

During the year under review, the Independent directors held one separate meeting pursuant to Schedule IV of the Companies Act, 2013 and Clause 49(II)(B)(6) of the Listing Agreement on 31/03/2015 inter alia to discuss the following:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

b. Evaluation of Performance of Board of Directors and Committees

Pursuant to the provisions Section 134 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, board shall evaluate the performance of individual Directors and of the Committee on annual basis. Thus, the Nomination and Remuneration Committee laid down the criteria to evaluate the performance of Board of Directors and committees in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreements entered into by the Company with Stock Exchanges. This Policy is, as amended from time to time. This policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, appointment, removal and evaluation of performance of

===== **APPU MARKETING & MANUFACTURING LIMITED**=====

the Directors, Key Managerial Personnel, Senior Management and matters relating to the remuneration of the Directors, Key Managerial Personnel, Senior Management other employees.

The performance of the non-independent directors and the Board as a whole was evaluated in a separate meeting of the Independent Directors. Further, in the same meeting, the performance evaluation of the Chairman was perused, taking into account the views of the executive directors and non-executive directors.

The performance evaluation of the Independent Directors was conducted by the entire Board of Directors, excluding the director being evaluated.

The performance of the **Board Committees** was evaluated by the entire Board.

c. Familiarisation Programme and Training of Independent Directors

The Company pursuant to the directive of the Securities and Exchange Board of India vide Circular no. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014 on Corporate Governance in listed entities-Amendment to Clause 49 of the Equity Listing Agreement has initiated a Familiarisation programme ("hereinafter referred as Programme") formulated with the objective of making the Independent Directors of the Company accustomed to their roles and responsibilities in the company, nature of the industry in which the company operates, business model of the company through various programmes.

In this connection, the details of such familiarisation programme has been disclosed on the website of the company viz: www.appumkt.com via web link at <http://appumkt.com/familiarisation-program-for-independent-directors.html>

d. Code of Conduct

The Company has in place a comprehensive code of conduct (the Code) applicable to all the Board of Directors (including Independent Director to such extent as may be applicable to them depending on their roles and responsibilities), Senior management of the company and selected employees of the Company.

The code gives guidance and support needed for ethical conduct of business and compliance of law. The same has been put on the company's website www.appumkt.com.

e. Code for Prevention of Insider Trading

The Company has put in place a prevention of Insider Trading Code based on SEBI (Insider Trading) Regulations, 1992. This code was applicable to all Directors and select employees. The code ensured prevention of dealing in shares by persons having access to unpublished price sensitive information.

The aforesaid Code was effective till 14th May, 2015 & thereafter repealed with the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information", made effective from 15th May, 2015 pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code has been disclosed on the website of the Company via the link: at http://www.appumkt.com/pdf/CodeofConduct_PreventionofinsiderTrading.pdf.

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f. Profile of the Directors appointed/Re-appointed

Profile of the Directors appointed/Re-appointed along with the shareholding in the Company is provided below:

Name of the Director	Category	Work experience	Date of Appointment	No of shares held & % of shareholding in the Co.	Qualification Higher Secondary
Mr.Sudip Laha	Managing Director	7 years of experience in the field of Finance & Marketing	28.01.2013	Nil	B.A.
Mrs. Namrata Chakraborty	Non-Executive Independent Director	5 years experience in the field of consultancy in Beauty Products	31.03.2015	Nil	B.A. (Hons.)

1. Audit Committee

a. Composition :

The Audit Committee comprises of Three Independent Directors and one Executive Director as on 31st March, 2015. The Committee met 4 (Four) times during the year i.e. on 29/05/2014, 31/07/2014, 12/11/2014 and 09/02/2015.

The attendances of the members were as follows:

Sl. No.	Name	Status	No. of Meetings
1	Mr. Bhagwan Das Soni	Independent Director - Chairman of the committee	4
2	Mr. Kamal Kumar Bararia	Independent Director	4
3	Mr. Tanumay Laha	Independent Director	4
4	Mr. Sudip Laha	Managing Director	4

* Mr. Bhagwan Das Soni, (DIN: 02308414), Non-executive Independent Director acts as the Chairman to the committee.

Mr. Sankar Mukherjee, Company Secretary and Compliance Officer Acts as the Secretary to the Audit Committee.

a. Terms of Reference:-

The terms of reference of the Committee are in accordance with that specified in clause 49 of the Listing Agreement with the stock exchanges and also confirms to the requirements of Section 177 of the Companies Act, 2013 read with rules thereunder.

APPU MARKETING & MANUFACTURING LIMITED

4. NOMINATION AND REMUNERATION COMMITTEE

a. Composition of the Committee:

The Nomination and Remuneration Committee comprises of:

Sl. No.	Name	Status
1	Mr. Tanumay Laha	Independent Director - Chairman of the Committee
2	Mr. Bhagwan Das Soni	Independent Director
3	Mr. Kamal Kumar Bararia	Independent Director
4	Ms. Namrata Chakraborty	Independent Director

* Ms. Namrata Chakraborty (DIN: 06937620) was appointed as an Additional and Independent Director of the Company w.e.f. 31st March, 2015.

During the Financial Year 2014-2015, four meeting of the Committee was held on 30/04/2014, 29/05/2014, 31/07/2014, and 31/03/2015.

b. Terms of Reference:

The terms of reference and the scope of Nomination and Remuneration Committee of the Board of Directors are in accordance with the provisions of the Companies Act, 2013, the Rules made thereunder and Clause 49 of the Listing Agreements.

c. Remuneration Policy:

The Nominations & Remuneration Committee determines individual remuneration packages for Directors, KMPs and Senior Officials of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. The Committee consults with the Board as it deems appropriate.

Statutory Requirements:

- Section 197(5) provides for remuneration by way of a fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the board.
- Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act.
- The Company with the approval of the Shareholders and Central Government may authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V.
- The Company may with the approval of the shareholders authorise the payment of remuneration upto five percent of the net profits of the Company to its anyone Managing

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Director/Whole Time Director/Manager and ten percent in case of more than one such official.

- The Company may pay remuneration to its directors, other than Managing Director and Whole Time Director upto one percent of the net profits of the Company, if there is a managing director or whole time director or manager and three percent of the net profits in any other case.
- The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.

The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the members.

The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.

The remuneration payable to the Key Managerial Personnel and the Senior Management shall be as may be decided by the Board having regard to their experience, leadership abilities, initiative taking abilities and knowledge base.

Details of Remuneration paid to Directors and Key Managerial Personnel

The Non-Executive Directors of the Company were not paid any sitting fee or any other remuneration or commission.

During the financial year 2014-15, Mr. Sudip Laha, Managing Director of the Company, has been paid Rs.96,000 as remuneration.

d. Policy On Board Diversity

In accordance to clause 49 of Equity Listing Agreement as amended time to time, the company has intended to set out a framework to promote diversity on the Company's Board of Directors ("the board"). The Board Diversity Policy ("the policy") aims to set out the approach to achieve diversity on the board of directors ("the board") of the company.

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

This policy is posted on the Company's website.

e. Policy on Appointment of Directors

The Nomination and remuneration Committee evaluates the appropriate balance of skills, experience, expertise, gender, age etc. on the Board and Senior Management and in the light of this evaluation, prepares and recommend to the board the role and capabilities required for a particular appointment.

The shareholders may also visit the Company's website for the detailed Nomination and Remuneration Policy of the Company on Directors appointment of the Company.

5. Stakeholders' Relationship Committee

The Committee comprises of four Independent Directors. The Committee deals with matters relating to approval of Share Transfer, Transmissions and Transposition, Folio Consolidation, Issue of Duplicate Share Certificates, Replacement of Share Certificates, Split and Consolidation of Certificates, Dematerialization and Rematerialization requests, monitoring of shareholder complaints/requests, and also to resolve any grievances of security holders of the Company. The composition of the Committee members is as under:

Sl. No.	Name	Status
1	Mr. Bhagwan Das Soni	Independent Director - Chairman of the Committee
2	Mr. Kamal Kumar Bararia	Independent Director
3	Mr. Tanumay Laha	Independent Director
4	Ms. Namrata Chakraborty	Independent Director

* Ms. Namrata Chakraborty (DIN: 06937620) was appointed as an Additional and Independent Director of the Company w.e.f. 31st March, 2015. The Board of Directors in its meeting held on 29/05/2015 appoints Ms. Namrata Chakraborty as member of the Committee .

Four Meetings of Share Transfer & Investors Grievance Committee were held during the financial year 2014-2015.

Mr. Sankar Mukherjee, Company Secretary was the Compliance Officer during the year under review.

During the year no requests/complaints were received from the shareholders.

Sl.No.	Nature of request	Nos.
1	Issue of Duplicate Share Certificates	Nil
2	Rematerialisation of Shares	Nil

6. Risk Management Committee

The company has a risk management committee with defined roles and responsibilities. The committee is reconstituted in accordance with clause 49 of listing agreement. The board shall be responsible for framing, implementing and monitoring the risk management plan for the company.

The purpose of the risk management committee of the company shall be to assist in fulfilling its corporate governance oversight responsibilities with regard to identification, evaluation and mitigation of operational, strategic, and external environment risks.

The Committee comprises of three Independent Directors and one Executive Director. The details are as follows:

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Sl. No.	Name	Status
1	Mr. Kamal Kumar Bararia	Independent Director - Chairman of the Committee
2	Mr. Bhagwan Das Soni	Independent Director
3	Mr. Tanumay Laha	Independent Director

1. General Body Meetings:

a. Location and time for last three Annual General Meetings were:

Financial Year	Date of AGM	Venue	Time
2013-2014	29-09-2014	27, Weston Street, 5th Floor, R.No. 526, Kolkata-700 012	10.00 A.M.
2012-2013	30-09-2013	27, Weston Street, 5th Floor, R.No. 526, Kolkata-700 012	11.00 A.M.
2011-2012	29-09-2012	27, Weston Street, 5th Floor, R.No. 526, Kolkata-700 012	3.30 A.M.

b. Special Resolutions at the Last three Annual General Meetings:

At the 31st Annual General Meeting held on 29/09/2014 : One (Investments in shares of other bodies Corporate under section 186 of Companies Act, 2013)

At the 30th Annual General Meeting held on 30/09/2013 : One (Appointment of Managing Director)

At the 29th Annual General Meeting held on 29/09/2012 : Nil

c. Whether any Special Resolution by Postal Ballot last year

No resolution is proposed to be conducted through postal ballot in the forthcoming Annual General Meeting.

d. Whether any Special Resolution proposed to be conducted through Postal Ballot

No resolution is proposed to be conducted through postal ballot in the forthcoming Annual General Meeting.

8. DISCLOSURES

a. Related Party Transactions

Companies Act, 2013 specifically address the Related Party Transactions (RPTs) approval and reporting procedure under section 188 read with applicable Rules made thereunder. Under other sections also reporting and disclosure requirements have been provided for RPTs. Inter-alia the amended clause 49 mandates the listed companies to frame Policy to determine material subsidiaries and Policy on materiality of related party transactions and also on dealing with related party transactions.

The policy in relation to related party has been adopted by the board and has been updated in the company's website www.appumkt.com.

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No related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large were held during the year.

- b. The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as regulations and guidelines of SEBI. No penalty has been imposed or strictures have been issued by SEBI or any other Stock Exchange on matters related to Capital Market so far.
- c. Certificate as stipulated in Clause 49 of the Listing Agreement was obtained and placed before the Board.

d. Vigil Mechanism

The Company promotes ethical behaviour in all its business activities and has also put in place a mechanism wherein the employees are free to report concerns about unethical behaviour, actual or suspected fraud or violation on the Company's Code of Conduct. It also provides adequate safeguards against the victimization of employees, who avail of the mechanism. The Whistle Blower policy has been appropriately communicated within the Company. The details of vigil mechanism forms part of board report.

- e. The Company has in place a Risk Management Committee which has framed a Risk Management framework and which lays down the procedures for risk management and minimization monitors and reviews the risk management plan of the Company. The details of the Committee is provided in **Point No. 6** of this Report. Company has also formulated Risk Management Policy and the same is disclosed on the website of the Company.
- f. The Company has fulfilled the following non-mandatory requirements as prescribed in Annexure XIII to the Clause 49 of the Listing Agreement entered into with the Stock Exchanges:

The Board - Non-Executive Chairman's Office:

The Board of Directors is chaired by Mr. Tanumay Laha (DIN: 05338827), who is a Non-executive Independent Director;

Audit Qualifications:

There are no audit qualifications in the Company's financial statements for the year under review.

9. Subsidiary Companies Monitoring Framework

The Company has four subsidiaries and none of the subsidiaries is a "material non-listed Indian subsidiary" as defined in the Clause 49 of the Listing Agreement. All subsidiaries companies of the Company are managed by their respective Board of Directors in the best interest of their stakeholders.

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Further during the financial year 2014-15 10 subsidiaries Companies was formed but the Company has not invested in the share capital during the year under review. Moreover, the Company has not commenced any operation during the financial year 2014-15.

The Company monitors the performance of its subsidiary companies using, inter alia, the following means:

- a) Financial Statement, in particular the investment made by the unlisted subsidiaries companies are reviewed by the Audit Committee of the Company.
- b) Minutes of the Board Meeting of all subsidiary companies are placed before the Board of Directors of the Company at their meetings.
- c) A statement containing all the significant transactions and arrangements entered into by the unlisted subsidiary companies is placed the Board of Directors of the Company at their meetings.

As per revised Clause 49 of the Listing Agreement a “material non-listed Indian subsidiary” as an unlisted subsidiary, incorporated in India, whose turn-over or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

Pursuant to Clause 49(V)(D) of the Listing Agreement, the Audit committee recommended a Policy for Determining Material Subsidiaries to the Board of Directors. The same was subsequently approved and disclosed in the Company's website www.appumkt.com.

10. MEANS OF COMMUNICATIONS

Quarterly unaudited results and annual financial result of the Company were published in accordance with the Listing Agreement with stock exchanges in Business Standard (English Daily) and Arthik Lipi (Bengali Daily).

The financial results of the Company are also posted on the website of the Company www.appumkt.com.

The quarterly and the annual results of the Company are submitted to the Calcutta Stock Exchange Limited and faxed to the BSE Limited immediately on closure of meeting of Board of Directors. The Annual Reports are posted to every shareholder of the Company at their registered address.

Section on Management Discussion and Analysis forms part of this Annual Report.

4. GENERAL SHAREHOLDERS INFORMATION

- **Annual General Meeting:**
- **Date** : 30th September, 2015
- **Time** : 1.00 pm.
- **Venue** : Shahid Ashfaqulla Community Hall, 59, Sudhir Basu Road, Kolkata-700 023

APPU MARKETING & MANUFACTURING LIMITED

Financial Calendar : (Tentative)

Financial Year – 1 st April, 2015 to 31 st March, 2016	Relevant Dates
Board Meeting for consideration of accounts	29 th May, 2015
Book closure dates	24 th September, 2015 to 30 th September 2015
Unaudited results for the quarter ended on June 30 2015	On or before 14 th August, 2015
Unaudited results for the quarter ended on September 30, 2015	On or before 14 th November, 2015
Unaudited results for the quarter ended on December 31, 2015	On or before 14 th February, 2016
Unaudited results for the quarter ended on March 31, 2016	On or before 30 th May, 2016

- Listing on Stock Exchanges at:
 1. BSE Limited. (Stock code: 538653)
1st Floor, New Trading Ring,
Corporate Relation Department
Rotunda Building
Phiroze Jeejeebhoy Towers Dalal Street,
Fort, Mumbai - 400 001
 2. Calcutta Stock Exchange Limited (Stock code: 11225)
7, Lyons Range,
Kolkata - 700 001
- The Company has paid the listing fee to the BSE Limited and Calcutta Stock Exchange Limited for the year 2015-2016.

Stock Market Price for the Financial Year 2014-15 :

Month	Quotation of BSE			Quotation of Calcutta Stock Exchange Limited		
	High (Rs.)	Low (Rs.)	Volume (Nos.)	High (Rs.)	Low (Rs.)	Volume (Nos.)
April, 2014	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
May, 2014	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
June, 2014	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
July, 2014	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
August, 2014	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
September, 2014	390.00	295.00	227	Not Traded	Not Traded	Not Traded
October, 2014	709.05	390.00	74,832	Not Traded	Not Traded	Not Traded
November, 2014	681.20	583.00	7,50,915	Not Traded	Not Traded	Not Traded
December, 2014	680.00	534.00	9,83,228	Not Traded	Not Traded	Not Traded
January, 2015	699.50	548.70	10,57,436	Not Traded	Not Traded	Not Traded
February, 2015	678.00	601.50	11,46,843	Not Traded	Not Traded	Not Traded
March, 2015	790.00	572.00	12,93,486	Not Traded	Not Traded	Not Traded

APPU MARKETING & MANUFACTURING LIMITED

- **Share Transfer System:** The Company' shares are in compulsory demat mode. The shares received for transfer in physical mode are registered and returned within a period of 15 days from the date of receipt, if the documents are complete in all respects. Shares under objection are returned within two weeks. 83,370 equity shares were transferred during the year ended 31st March, 2015.

- **Dedicated email ID for Investors** For the convenience of our investors, the Company has designated an exclusive email ID for investors i.e. compliant@appumkt.com

- **Registrar & Share Transfer Agent :**

M/s.Niche Technologies Private Limited.
D-511, Bagree Market, 5thFloor,
71, B.R.B. Basu Road, Kolkata 700 001,
Phone Nos. 033) 2235-7271/7270
E-mail: nichetech@nichetechpl.com

- **Dematerialization of Shares and Liquidity:**

The Company' shares are tradeable compulsorily in electronic form and are available for trading in the depository systems of both National Securities Depositories Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). The International Securities Identification Number (ISIN) of the Company as allotted by NSDL and CDSL is INE649L01013 early 99.37% total equity shares have been dematerialized as on 31.03.2015.

12. Distribution of shareholding and shareholding pattern:

a. Distribution of shareholding as on 31/03/2015, are as under:

Ordinary Shares held	Number of shareholders	% of shareholders	Number of shares held	% of shares held
Upto 500	84	5.77	13,969	0.10
501-1000	44	3.02	36,824	0.25
1001-5000	744	51.06	25,19,764	17.29
5001-10000	348	23.89	29,39,158	20.16
10001-50000	190	13.04	39,09,701	26.82
50001-100000	35	2.40	24,45,980	16.78
100001 and above	12	0.82	27,11,104	18.60
Total	1457	100.00	14,576,500	100.00

APPU MARKETING & MANUFACTURING LIMITED

b. Shareholding Pattern as on 31/03/2015 are as under:

Sl. No.	Category	No. of share held	% of shares held
1	Promoters and Promoters Group	151,000	1.04
2	Public - Bodies Corporate 30,	30,15,425	20.69
3	Public - Individuals	1,10,37,476	75.72
4	NRI/OCBs	40,000	0.27
5	Clearing Member	3,32,599	2.28
	TOTAL	14,576,500	100.00

- Outstanding DRs/GDRs : Not Applicable
- Address for matters related to shares, any correspondence:
M/s.Niche Technologies Private Limited.
D-511, Bagree Market, 5thFloor,
71, B.R.B. Basu Road, Kolkata 700 001,
Phone Nos. (033) -7271 / 7270
E- mail : nichetech@nichetechpl.com
- Address for any kind of assistance/clarification :

Mr. Sankar Mukherjee
Company Secretary & Compliance Officer
C/o. Appu Marketing & Manufacturing Limited.
27, Weston Street, 5thFloor, Room No. 526, Kolkata –700 012.

13. CEO AND CFO CERTIFICATION

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement. The annual certificate given by the Managing Director and the Chief Financial Officer is published in the Annual Report.

14. DECLARATION

As provided under Clause 49 of the Listing Agreement with the stock exchange the Board of Directors and Senior Management Employees have confirmed Compliance with the Company' code of conduct.

Place : Kolkata
Dated : 29.05.2015

For and on behalf of the Board of Directors

Tanumay Laha
Director
DIN: 05338827

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CEO & CFO CERTIFICATION

To

The Board of Directors,
Appu Marketing & Manufacturing Ltd.
27, Weston Street,
5th Floor, Room No.526
Kolkata – 700 012

Re: CEO and CFO Certification on Financial Statements for the year ended on 31st March, 2015

We, Mr. Sudip Laha, Managing Director & Mr. Lokesh Pasari, CFO, certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended on 31st March, 2015 and that to the best of our knowledge and belief :
1. The aforesaid statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
 2. 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. There are, to the best of our knowledge and belief, no transaction entered into by the company during the year ending on 31st March, 2015 which 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 and we have disclosed to the auditors and the Audit Committee those deficiencies of which we are aware in the design or operation of the internal control systems and we have taken the required steps to rectify these deficiencies.
- D. We further certify that:
1. There have been no significant changes in the internal control over financial reporting during this year;
 2. There have been no significant changes in accounting policies during this year and that the same have been disclosed in the notes to the financial statements; and
 3. There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control system over financial reporting.

Sudip Laha
Managing Director
DIN: 06417007

Lokesh Pasari
CFO

Place : Kolkata
Date : 29.05.2015

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Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Code of Conduct

This is to confirm that the Company has adopted Code of Conduct for its Directors and senior management employees including the Managing Director. The Company has also adopted the Code of Conduct for Non-Executive Directors. Both these Codes are posted on the Company's website.

I confirm that the Company has for the financial year ended 31st March, 2015, received from the senior management employees of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Employees means the Members of the Management one level below the Managing Director as on 31st March, 2015.

Place : Kolkata
Date : 29.05.2015

Sudip Laha
Managing Director
DIN-06417007



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF APPU MARKETING & MANUFACTURING LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of APPU MARKETING & MANUFACTURING LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the 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 and presentation 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. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's



judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

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

Opinion

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

- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- (ii) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date;
- and
- (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required under provisions of section 143 (3) of the Companies Act, 2013, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

Company so far as it appears from our examination of those books;

- c. the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. on the basis of the written representations received from the directors as on 31st March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
- f. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. there has been no pending litigations on the Company which may have impact on the financial position in its standalone financial statement;
 - ii. for the Company has no material foreseeable losses, on long term contracts including derivative contracts, therefore, there is no requirement to create provision as required under any law or accounting standards; and
 - iii. there has been no fund required to be transferred by the Company to the Investor Education and Protection Fund.

For S.C.SWAIKA & CO.
(Chartered Accountants)
FRN No.322137E

(S.C.Swaika)
(Proprietor)
(M.No.053694)

Place : Kolkata
Dated : 29th day of May, 2015

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

The Annexure referred to in our Standalone Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2015, we report that:

(i) In respect of its Fixed Assets :

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets on the basis of available information.
- b) As explained to us, the Fixed Assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification

(ii) In respect of its Inventories :

- a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Thus, 3(iii) of the Order is not applicable.

(iv) 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, fixed assets and for the sale of goods and services. We have not observed any major weaknesses in internal control system during the course of the audit.

(v) The Company has not accepted any deposit from the public covered under the terms of section 73 to 76 of the Company's Act, 2013 or any other relevant provisions of the Act & rules framed there under.

(vi) As informed to us, the Central Government has not prescribed maintenance of cost records under Section 148(1) of the Act, in respect of the activities carried on by the Company.

(vii) In respect of statutory dues:

- (a) According to the information and explanations given to us and on the basis of our

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.
 - (c) According to the information and explanations given to us, no amount is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder by the company during the financial year under review.
- (viii) The Company does not have accumulated losses. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
 - (ix) In our opinion and according to the information and explanations given to us, the Company did not have any outstanding dues to financial institutions, banks or debenture holders.
 - (x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
 - (xi) According to the information and explanations given to us, the Company did not avail any term loan during the year.
 - (xii) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For S.C.SWAIKA & CO.
(Chartered Accountants)
FRN No.322137E

(S.C.Swaika)
(Proprietor)
(M.No.053694)

Place : Kolkata
Dated : 29th day of May, 2015

APPU MARKETING & MANUFACTURING LIMITED

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2015

in `

Particulars	Notes No.	As at 31/03/2015	As at 31/03/2014
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
a) Share Capital	2	145,765,000	145,765,000
b) Reserves and Surplus	3	6,426,455	5,455,929
Current Liabilities			
Other current liabilities	4	16,500	11,236
Short-term provisions	5	880,595	446,597
TOTAL		153,088,550	151,678,762
II. ASSETS			
Non-current assets			
a) Fixed assets	6		
(I) Tangible assets		55,380	-
b) Non-Current Investments	7	29,661,000	108,900,000
c) Long term loans and advances	8	47,753,198	38,576,289
Current Assets			
a) Inventories	9	1,500,750	-
b) Trade receivables	10	69,076,184	-
c) Cash and cash equivalents	11	3,606,539	1,596,384
d) Short term loans and advances	12	349,700	128,240
e) Other current assets	13	1,085,799	2,477,849
TOTAL		153,088,550	151,678,762

Summary of Significant accounting policies 1

The accompanying notes are an integral part of the financial statements as per our report of even date.

For Appu Marketing & Manufacturing Ltd.

For Appu Marketing & Manufacturing Ltd.

Tanumay Laha
Director
DIN : 05338827

Sudip Laha
Managing Director
DIN : 06417007

For Appu Marketing & Manufacturing Ltd.

For Appu Marketing & Manufacturing Ltd.

Sankar Mukherjee
Company Secretary

Lokesh Pasari
Chief Financial officer

For S.C. Swaika & Co.
Chartered Accountants
Registration No. : 322137E

Dated the 29th Day of May, 2015
Place : Kolkata

APPU MARKETING & MANUFACTURING LIMITED

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

in `

Particulars	Notes No.	As at 31/03/2015	As at 31/03/2014
REVENUE			
Revenue from operations	14	51,878,850	2,220,469
Other Income	15	3,650,195	-
Total Revenue		<u>55,529,045</u>	<u>2,220,469</u>
EXPENSES			
Purchase		51,975,550	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	16	(1,500,750)	-
Employee benefit expenses	17	426,000	165,000
Depreciation and Amortisation	6	3,210	-
Other expenses	18	3,220,511	1,390,910
Total Expenses		<u>54,124,521</u>	<u>1,555,910</u>
Profit before exceptional and extraordinary items and tax		1,404,524	664,559
Exceptional Items		-	-
Profit before extraordinary items and tax		<u>1,404,524</u>	<u>664,559</u>
Extraordinary Items		-	-
Profit before tax		1,404,524	664,559
Tax expense:			
Current Tax		433,998	205,350
Profit for the period (after tax)		<u>970,526</u>	<u>459,209</u>
Income tax for prio year			
Basic Earning Per Share of ` each (In Rupees)		0.07	0.03
Diluted Earning Per Share of ` each (In Rupees)		0.07	0.03

Summary of Significant accounting policies

1

The accompanying notes are an integral part of the financial statements as per our report of even date

For Appu Marketing & Manufacturing Ltd.

For Appu Marketing & Manufacturing Ltd.

Tanumay Laha

Director

DIN : 05338827

Sudip Laha

Managing Director

DIN : 06417007

For Appu Marketing & Manufacturing Ltd.

For Appu Marketing & Manufacturing Ltd.

Sankar Mukherjee

Company Secretary

Lokesh Pasari

Chief Financial officer

For S.C. Swaika & Co.

Chartered Accountants

Registration No. : 322137E

S.C. Swaika & Co.

Membership No. : 053694

Dated the 29th Day of May, 2015

Place : Kolkata

APPU MARKETING & MANUFACTURING LIMITED

NOTE NO. 1: SIGNIFICANT ACCOUNTING POLICIES

- (a) **Basis of Preparation:** - The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).
- (b) **Use of estimates:** - The preparation of financial statements requires the management of the company to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, as at the date of the financial statements and reported amounts of income and expenses during the period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future years. Future results may vary from these estimates.
- (c) **Tangible fixed assets:** - Tangible fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.
- (d) **Depreciation on tangible fixed assets:** - **Depreciation on tangible fixed assets has been provided on the Straight Line Method as per the useful life prescribed in Part C of Schedule II to the Companies Act, 2013.**
- (e) **Borrowing costs:** - Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

During the F.Y. 2014-15 the Company has not borrowed any amount.

- (f) **Non-Current Investments:** - Investment have been treated as long term and carried at cost. Cost includes purchase cost and attributable expenses.

Long-term Investments made by the Company are stated at cost and provision for diminution in the value of long term investments is made only if such a decline is other than temporary.

- (g) **Revenue recognition:** - Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods.

Interest

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Revenue from operations" in the statement of profit and loss.

Dividends

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

APPU MARKETING & MANUFACTURING LIMITED

Other Income

The amounts receivable from various agencies are accounted on accrual basis to the extent it is possible to ascertain the income with reasonable accuracy.

The Company presents revenues in its statement of profit and loss.

- (h) **Foreign currency transactions :** No Foreign Currency Transactions has been made by the Company in the Financial Year 2014-15.
- (i) **Retirement and other employee benefits:** - No liability in respect of retirement benefits has been provided for since; none of its employee are eligible for entitlement of retirement benefit for non attainment of duration of services.
- (j) **Income taxes:** - Tax expense comprises of current tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- (k) **Earnings Per Share:** - Basic Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
- (l) **Provisions, Contingent Liabilities and Contingent Assets:** - A provision is recognized when the Company has a present obligation as a result of a past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date.
A disclosure of contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require and 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 recognized nor disclosed in the financial statements.
- (m) **Cash and cash equivalents:** - Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.
- (n) Balance in respect of Trade Payable, Trade Receivable and Loans & Advances are subject to confirmation.
- (o) **Cash Flow Statement:** - Cash flows are reported using the indirect method and cash flows from operating, investing and financing activities of the Company are segregated.
- (p) **MSMED Act, 2006:** - The Government of India has promulgated an act namely The Micro, Small and Medium Enterprises Development Act, 2006, which comes into force with effect from October 2, 2006. As per the act, the Company is required to identify the Micro, Small and Medium suppliers and pay them interest on over dues beyond the specified period irrespective of the terms agreed with the suppliers. The Company does not have any dues to any entity covered under the said act.

APPU MARKETING & MANUFACTURING LIMITED

ADDITIONAL NOTES

I. RELATED PARTIES DISCLOSURE AS PER ACCOUNTING STANDARD 18

A. List of Related Parties: -

	<u>Party</u>	<u>Relationship</u>
i.	Sudip Laha	Managing Director
ii.	Kamal Kumar Bararia	Director
iii.	Bhagwan Das Soni	Director
iv.	Tanumay Laha	Director
v.	Namrata Chakraborty	Director
vi.	Sankar Mukherjee	Company Secretary
vii.	Lokesh Pasari	Chief Financial Officer
viii.	Subsidiaries	

- AMM Textiles Ltd.
- AMM Housing Ltd.
- AMM Commercial Ltd.
- AMM Irons Ltd.

B. Related Party Transaction: -

<u>Transaction</u>	<u>31.03.2015</u>	<u>31.03.2014</u>
Director's Remuneration – KMP	Rs. 96,000	Rs. 45,000
Remuneration to Company Secretary – KMP	Rs. 1,10,000	-
Remuneration to Chief Financial Officer – KMP	Rs. 99,000	-
Trade Receivables from Subsidiaries		
1. AMM Textiles Ltd.	Rs. 20,54,000	-
2. AMM Housing Ltd.	Rs. 48,50,000	-
3. AMM Commercial Ltd.	Rs. 38,00,000	-
4. AMM Irons Ltd.	Rs. 7,90,000	-
Advance to Subsidiaries		
1. AMM Textiles Ltd.	-	Rs. 32,060
2. AMM Housing Ltd.	-	Rs. 32,060
3. AMM Commercial Ltd.	-	Rs. 32,060
4. AMM Irons Ltd.	-	Rs. 32,060

- II. Previous year's figures have been regrouped /rearranged whenever considered necessary to confirm to current year's grouping and classification.

APPU MARKETING & MANUFACTURING LIMITED

STANDALONE NOTES TO THE ACCOUNTS

	in `	
Particulars	As at 31/03/2015	As at 31/03/2014
2. SHARE CAPITAL		
Authorised		
1,50,00,000 Equity share of ` 10 each (Previous Year 1,03,50,000 Equity Shares of ` 10 each)	<u>15,00,00,000</u>	<u>15,00,00,000</u>
Issued & Subscribed		
1,45,76,500 Equity share of ` 10 each (Previous Year 1,45,76,500 Equity Shares of ` 10 each)	<u>14,57,65,000</u>	<u>14,57,65,000</u>
Paid up		
1,45,76,500 Equity share of ` 10 each (Previous Year 1,45,76,500 Equity Shares of ` 10 each)	<u>14,57,65,000</u>	<u>14,57,65,000</u>

- a. There has been no change/ movements in number of shares outstanding at the beginning and at the end of the reporting period.

The company has only one class of issued shares i.e Equity Shares having par value of ` 10/- per share. Each holder of Equity Shares is entitled to One vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of shareholders in ensuing Annual General Meeting , except in case of interim dividend. In the event of liquidation , the ordinary shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their Shareholding.

- b. The Company does not have any Holding Company/ ultimate Holding Company but have four subsidiaries Companies.

- c. Details of Shareholders holding more than 5% Shares in the Company.

d. Equity Shares of ` 10/- each fully paid	As on 31.03.2015	As on 31.03.2014
	No. of Shares	% of Shareholding
	Nil	Nil

- e. No Equity Shares have been reserved for issue under option and contracts/ commitments for the sale of shares/ disinvestment as at the Balance Sheet date.
- f. No Securities convertible into Equity/ Preference Shares issued by the company during the year
- g. No Shares has been bought back by the company during the period of 5 years preceeding the date at which the balance sheet is prepared.
- h. No calls are unpaid by any director or officer of the company during the year.

APPU MARKETING & MANUFACTURING LIMITED

	in `	
Particulars	As at 31/03/2015	As at 31/03/2014
3. RESERVES AND SURPLUS		
General Reserve		
Investment Allowance Reserve		
As per last financial Statements	1,28,754	1,28,754
Capital Reserve		
Out of Merger		
As per last financial Statements	42,87,339	42,87,339
Surplus as per Profit & Loss Statement		
As per last financial Statements	10,39,836	5,80,627
(+) Profit for the year	9,70,526	4,59,209
Unamortised Expenses written back	-	-
Balance at the end of the year	20,10,362	10,39,836
Total	64,26,455	54,55,929

	in `	
Particulars	As at 31/03/2015	As at 31/03/2014
4. OTHER CURRENT LIABILITIES		
Audit Fees Payable	16500	11236
TOTAL	16,500	11,236

	in `	
Particulars	As at 31/03/2015	As at 31/03/2014
5. SHORT TERM PROVISIONS		
Income Tax	8,80,595	4,46,597
TOTAL	8,80,595	4,46,597

Schedules Annexed to and Forming Part of the Accounts continued.....

6. FIXED ASSETS - TANGIBLE ASSETS										Amount in `		
PARTICULARS	GROSS BLOCK					DEPRECIATION				NET BLOCK		
	AS ON 1-Apr-14	ADDITION DURING THE PERIOD	DEDUCTION DURING THE PERIOD	IMPAIRMENT DURING THE PERIOD	TOTAL AS ON 31-Mar-15	AS ON 1-Apr-14	FOR THE PERIOD	ADJUST- MENT FOR IMPAIRMENT	ADJUST- MENT AS ON 31-Mar-15	TOTAL AS ON 31-Mar-15	AS ON 31-Mar-15	AS ON 31-Mar-14
<u>Owned Assets</u>												
Computer	-	58,590	-	-	58,590	-	3,210	-	-	3,210	55,380	-
Total A	-	58,590	-	-	58,590	-	3,210	-	-	3,210	55,380	-
Previous Year	-	-	-	-	-	-	-	-	-	-	-	-

APPU MARKETING & MANUFACTURING LIMITED

in `

Particulars	As at 31/03/2015 No. of Shares	Amount	As at 31/03/2014 No. of Shares	Amount
7. NON CURRENT INVESTMENTS*				
Subsidiary Companies-Unquoted Equity Shares				
AMM Commercial Ltd.	50,000	5,00,000	50,000	5,00,000
AMM Housing Ltd.	50,000	5,00,000	50,000	5,00,000
AMM Iron Ltd.	50,000	5,00,000	50,000	5,00,000
AMM Textiles Ltd.	50,000	5,00,000	50,000	5,00,000
Unquoted Equity shares				
Borana Filaments Pvt. Ltd.	-	-	30,000	24,00,000
Burnpur Power Pvt. Ltd.	-	-	4,85,000	48,50,000
Domsons Metal Pvt. Ltd.	-	-	50,000	7,50,00,000
Faithful Cloth Merchants Pvt. Ltd.	-	-	4,10,600	41,06,000
Fastner Machinery Dealers Pvt. Ltd.	47,222	2,36,11,000	-	-
Highgrowth Vincom Pvt. Ltd.	-	-	79,000	7,90,000
Jagriti Commodities Pvt. Ltd.	-	-	2,05,400	20,54,000
K.S.Consultancy Services Pvt. Ltd.	3,50,000	10,50,000	3,50,000	10,50,000
Kali Confectioners Pvt Ltd	1,20,000	30,00,000	-	-
Maritech Commtrade Pvt. Ltd.	-	-	2,50,000	25,00,000
Multifold Plastic Marketing Pvt. Ltd.	-	-	3,80,000	38,00,000
Nethira Hotels Pvt. Ltd.	-	-	30,000	22,50,000
SMB Capital Market Pvt. Ltd.	-	-	1,50,000	39,00,000
Supreme India Impex Ltd.	-	-	17,600	22,00,000
UNI Cattle & Poultry Feeds Pvt. Ltd.	-	-	5,000	20,00,000
		2,96,61,000		10,89,00,000

*Face Value is Rs.10/- unless specified otherwise.

in `

Particulars	As at 31/03/2015	As at 31/03/2014
8. LONG TERM LOANS & ADVANCES		
Other Loans & Advances		
Unsecured considered Goods		
Advance recoverable in cash or in kind or for value to be received	47753198	38576289
TOTAL	4,77,53,198	3,85,76,289

in `

Particulars	As at 31/03/2015	As at 31/03/2014
9. INVENTORIES		
(As value and certified by the management)		
Stock -in-Trade	15,00,750	-
	15,00,750	-

APPU MARKETING & MANUFACTURING LIMITED

	in `	
Particulars	31/03/2015	31/03/2014
10. TRADE RECEIVABLES		
Exceeding Six Months		
Secured Considered Good	-	-
Unsecured Considered Good	-	-
	-	-
within Six months		
Secured Considered Good	-	-
Unsecured Considered Good	6,90,76,184	-
	6,90,76,184	-
TOTAL	<u>6,90,76,184</u>	<u>-</u>

	in `	
Particulars	31/03/2015	31/03/2014
11. CASH AND CASH EQUIVALENTS		
Balances With Banks		
On Current Account	33,27,531	1,47,564
Cash in hand	2,79,008	14,48,820
	36,06,539	15,96,384
TOTAL	<u>36,06,539</u>	<u>15,96,384</u>

	in `	
Particulars	31/03/2015	31/03/2014
12. SHORT-TERM LOANS AND ADVANCES		
Unsecured considered Goods		
Advance to Subsidiary	-	128240
Advance-Others	349700	-
	3,49,700	1,28,240
TOTAL	<u>3,49,700</u>	<u>1,28,240</u>

	in `	
Particulars	31/03/2015	31/03/2014
13. OTHER CURRENT ASSETS		
Unsecured considered good: Others		
Share Application Money Given	-	17,00,000
Income Tax	10,83,799	7,77,849
Security Deposit	2,000	-
	10,85,799	24,77,849
TOTAL	<u>10,85,799</u>	<u>24,77,849</u>

	in `	
Particulars	31/03/2015	31/03/2014
14. REVENUE FROM OPERATIONS		
Income from Operations	5,18,78,850	22,20,469
Net Sales	5,18,78,850	22,20,469
	<u>5,18,78,850</u>	<u>22,20,469</u>

APPU MARKETING & MANUFACTURING LIMITED

	in `	
Particulars	31/03/2015	31/03/2014
15. OTHER INCOME		
Interest on Loan	36,50,195	-
Net Sales	36,50,195	-

	in `	
Particulars	31/03/2015	31/03/2014
16. CHANGES IN INVENTORIES OF STOCK-IN-TRADE		
Inventories at the beginning of the year		
Stock of Shares & Securities	-	-
	-	-
Inventories at the end of the year		
Stock of Shares & Securities	15,00,750	-
	15,00,750	-
Increase/(Decrease) in Stocks	15,00,750	-

	in `	
Particulars	31/03/2015	31/03/2014
17. EMPLOYEE BENEFITS EXPENSES		
Salaries, Wages, Bonus, Gratuity & allowances	3,30,000	1,20,000
Director's Remuneration	96,000	45,000
TOTAL	4,26,000	1,65,000

	in `	
Particulars	31/03/2015	31/03/2014
18. OTHER EXPENSES		
Advertisement, Publicity & sales promotion	33,285	16,457
Bank Charges	2,684	7,457
Carriage Inward	1,51,850	-
Conveyance Expenses	45,325	26,129
Custody Fees & RTA Fees	74,160	1,83,615
Derivative Dealing	19,26,145	-
Filing Fees	22,800	2,53,800
Legal, Professional & Consultancy Charges	1,12,360	15,764
Loss on sale of Investments	39,711	-
Listing Fess	1,70,658	7,13,486
Miscellaneous Expenses	1,56,728	1,44,040
Office Rent	1,08,000	-
Packing Charges	1,74,265	-
Postage & Couriers Expenses	57,105	9,523
Printing & Stationery Expenses	27,150	9,403
Rates & Taxes	76,521	-
Auditor's Remuneration		
Statutory Audit	10,000	11,236
Tax Audit	1,500	-
Others	30,264	-
	32,20,511	13,90,910

APPU MARKETING & MANUFACTURING LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Pursuant to Clause 32 of the Listing Agreement)		
	As at 31/03/2015	As at 31/03/2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	1404524	664559
Add:-Depreciation		
Operating Profit before Working Capital Change		
Adjustment for :		
Add/Less:- Increase/Decrease in Current Assets	(69406344)	(481274)
Add/Less: Increase/Decrease in Current Liabilities	439262	(515416)
Less: Income Tax paid	(4,33,998)	
Net Operating Activities / Net Cash Flow from Operating Activities / Profit from Operation	(67996556)	(332131)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Add/Less:- Purchase/Sale of Non-Current Investments	79239000	(92,81,360)
Add/Less- Increase/Decrease in Other Non-Current Assets	(9176909)	(3,14,37,289)
Add/Less :- Purchase of Fixed Assets	(55380)	
Cash Flow from Investing Activities	70006711	(4,07,18,649)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Equity shares	-	4,23,50,000
Cash Flow from Financing Activities	-	4,23,50,000
Opening Cash and Cash Equivalents	1596384	297164
Net Decrease in cash and cash equivalent =A+B+C	2010155	1299220
Closing Cash and Cash Equivalents	3606539	1596384

For **S.C.Swaika & Co.**
Chartered Accountants

Registration No : 322137E
S.C.Swaika
Membership no : 053694

Dated the 29th Day of May, 2015
Place : Kolkata

For Appu Marketing & Manufacturing Ltd.

Sudip Laha
Managing Director
DIN - 06417007

Sankar Mukherjee
Company Secretary

Tanumay Laha
Director
DIN - 05338827

Lokesh Pasari
Chief Financial Officer



INDEPENDENT AUDITOR'S REPORT

To The Board of Appu Marketing & Manufacturing Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Appu Marketing & Manufacturing Limited (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") comprising of the Consolidated Balance Sheet as at March 31, 2015 and the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms with the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with 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. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting



and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

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

OPINION

In our opinion and to the best of our information and according to the explanations given to, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at 31st March, 2015;
- b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date and
- c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

OTHER MATTERS

We did not audit the financial statements / financial information of four subsidiaries, whose financial statements / financial information reflect total assets of Rs.1,36,25,860 as at 31st March, 2015, total revenues Nil and net cash flows amounting to Rs. 19,06,860 for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of Rs. 26,872 for the year ended 31st March, 2015, as considered in the consolidated financial statements whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

For S.C.SWAIKA & CO.
(Chartered Accountants)

FRN No.322137E

(S.C.Swaika)

(Proprietor)

(M.No.053694)

Place : Kolkata

Dated : 29th day of May, 2015



The Annexure referred to in our Consolidated Independent Auditors" Report to the members of the Company on the standalone financial statements for the year ended 31st March 2015, we report that:

(i) In respect of its Fixed Assets :

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets on the basis of available information.
- b) As explained to us, the Fixed Assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

(ii) In respect of its Inventories :

- a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Thus, 3(iii) of the Order is not applicable.

(iv) 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, fixed assets and for the sale of goods and services. We have not observed any major weaknesses in internal control system during the course of the audit.

(v) The Company has not accepted any deposit from the public covered under the terms of section 73 to 76 of the Company's Act, 2013 or any other relevant provisions of the Act & rules framed there under.

(vi) As informed to us, the Central Government has not prescribed maintenance of cost records under Section 148(1) of the Act, in respect of the activities carried on by the Company.

(vii) In respect of statutory dues:

- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales



tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.
 - (c) According to the information and explanations given to us, no amount is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder by the company during the financial year under review.
- (viii) The Company does not have accumulated losses. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company did not have any outstanding dues to financial institutions, banks or debenture holders.
- (x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) According to the information and explanations given to us, the Company did not avail any term loan during the year.
- (xii) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For S.C.SWAIKA & CO.
(Chartered Accountants)
FRN No.322137E

(S.C.Swaika)
(Proprietor)
(M.No.053694)

Place : Kolkata
Dated : 29th day of May, 2015

APPU MARKETING & MANUFACTURING LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015

in `

Particulars	Notes No.	As at 31/03/2015	As at 31/03/2014
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
a) Share Capital	2	14,57,65,000	14,57,65,000
b) Reserves and Surplus	3	63,10,843	53,67,189
Current Liabilities			
Other current liabilities	4	2,63,972	11,236
Short-term provisions	5	8,80,595	4,46,597
TOTAL		<u>15,32,20,410</u>	<u>15,15,90,022</u>
II. ASSETS			
Non-current assets			
Fixed assets	6	55,380	-
Non-Current Investments	7	3,93,80,000	10,69,00,000
Long term loans and advances	8	4,77,53,198	3,85,76,289
Current Assets			
Inventories	9	15,00,750	-
Trade receivables	10	5,75,82,184	-
Cash and cash equivalents	11	55,13,399	36,35,884
Short term loans and advances	12	3,49,700	-
Other current assets	13	10,85,799	24,77,849
TOTAL		<u>15,32,20,410</u>	<u>15,15,90,022</u>

Summary of significant accounting policies

1

As per our report of even date

For Appu Marketing & Manufacturing Ltd.

For Appu Marketing & Manufacturing Ltd.

Tanumay Laha

Director

DIN : 05338827

Sudip Laha

Managing Director

DIN : 06417007

For Appu Marketing & Manufacturing Ltd.

For Appu Marketing & Manufacturing Ltd.

Sankar Mukherjee

Company Secretary

Lokesh Pasari

Chief Financial officer

For S.C. Swaika & Co.

Chartered Accountants

Registration No. : 322137E

S.C. Swaika & Co.

Membership No. : 053694

Dated the 29th Day of May, 2015

Place : Kolkata

APPU MARKETING & MANUFACTURING LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

in `

Particulars	Notes No.	As at 31/03/2015	As at 31/03/2014
REVENUE			
Revenue from operations	14	5,18,78,850	22,20,469
Other Income	15	36,50,195	-
Total Revenue		<u>5,55,29,045</u>	<u>22,20,469</u>
EXPENSES			
Purchase		5,19,75,550	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	16	(15,00,750)	-
Employee benefit expenses	17	4,26,000	1,65,000
Depreciation & Amortisation	6	3,210	-
Other expenses	18	32,47,383	14,79,650
Total Expenses		<u>5,41,51,393</u>	<u>16,44,650</u>
Profit before exceptional and extraordinary items and tax		<u>13,77,652</u>	<u>5,75,819</u>
Exceptional Items		-	-
Profit before extraordinary items and tax		<u>13,77,652</u>	<u>5,75,819</u>
Extraordinary Items		-	-
Profit before tax		<u>13,77,652</u>	<u>5,75,819</u>
Tax expense:			
Current Tax		4,33,998	2,05,350
Current Tax expense relating to prior years		-	-
		<u>4,33,998</u>	<u>2,05,350</u>
Profit from the period from continuing operations		9,43,654	3,70,469
Profit from discontinuing operations		-	-
Tax expense of discounting operations		-	-
Profit from discontinuing operations (after tax)		-	-
Profit for the period (after tax)		<u>9,43,654</u>	<u>3,70,469</u>
Income Tax Adjustments of Earlier Years		-	-
Balance brought forward		-	-
PROFIT AVAILABLE FOR APPROPRIATION		9,43,654	3,70,469
Transfer to statutory reserve		-	-
Surplus balance carried to Balance Sheet		<u>9,43,654</u>	<u>3,70,469</u>
Basic Earning Per Share of ` each (In Rupees)		0.06	0.03
Diluted Earning Per Share of ` each (In Rupees)		0.06	0.03

Summary of significant accounting policies

1

As per our report of even date

For Appu Marketing & Manufacturing Ltd.

For **S.C.Swaika & Co.**

Chartered Accountants

Registration No : 322137E

S.C.Swaika

Membership no : 053694

Dated the 29th Day of May, 2015

Place : Kolkata

Sudip Laha
Managing Director
DIN - 06417007

Tanumay Laha
Director
DIN - 05338827

Sankar Mukherjee
Company Secretary

Lokesh Pasari
Chief Financial Officer



NOTE NO. 1: SIGNIFICANT ACCOUNTING POLICIES

- (a) **Group Information:** - Appu Marketing & Manufacturing Limited ('the Holding Company') is a Public Company, incorporated in India and during the year, the Holding Company and its four subsidiary companies constituted the Group.
- (b) **Basis of Consolidation:** - The Consolidated Financial Statements comprise the individual financial statements of the Holding Company and its subsidiaries as on March 31, 2015 and for the year ended on that date. The Consolidated Financial Statements have been prepared on the following basis:
- The financial statements of the Holding Company and its subsidiaries have been consolidated on a line by line basis by adding together the book values of line items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses as per Accounting Standard 21 on 'Consolidated Financial Statements' as specified under Section 133 of the 2013 Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - The financial statements of the subsidiaries used in the consolidation are drawn up to the same Balance Sheet date as that of the Holding Company, i.e. March 31, 2015.
 - The financial statements of the following subsidiaries have been consolidated as per Accounting Standard 21 on 'Consolidated Financial Statements' as specified under Section 133 of the 2013 Act read with Rule 7 of the Companies (Accounts) Rules, 2014:

Name of Subsidiary	Proportion of effective ownership interest (%) As on March, 2015	Proportion of effective ownership interest (%) As on March, 2014
AMM Textiles Limited	100%	100%
AMM Irons Limited	100%	100%
AMM Commercial Limited	100%	100%
AMM Housing Limited	100%	100%

- (c) **Basis of Preparation:** - The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).
- (d) **Use of estimates:** - The preparation of financial statements requires the management of the company to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, as at the date of the financial statements and reported amounts of income and expenses during the period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future years. Future results may vary from these estimates.

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

(e) **Tangible fixed assets:** - Tangible fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

(f) **Depreciation on tangible fixed assets:** - Depreciation on tangible fixed assets has been provided on the Straight Line Method as per the useful life prescribed in Part C of Schedule II to the Companies Act, 2013.

(g) **Borrowing costs:** - Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

During the F.Y.2014-15 the Company has not borrowed any amount.

(h) **Non-Current Investments:** - Investment have been treated as long term and carried at cost. Cost includes purchase cost and attributable expenses.

Long-term Investments made by the Company are stated at cost and provision for diminution in the value of long term investments is made only if such a decline is other than temporary.

(i) **Revenue recognition:** - Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods.

Interest

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Revenue from operations" in the statement of profit and loss.

Dividends

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

Other Income

The amounts receivable from various agencies are accounted on accrual basis to the extent it is possible to ascertain the income with reasonable accuracy.

The Company presents revenues in its statement of profit and loss.

(j) **Foreign currency translation:** - No Foreign Currency Transactions has been made by the Company in the Financial Year 2014-15.

- (k) **Retirement and other employee benefits:** - No liability in respect of retirement benefits has been provided for since; none of its employee are eligible for entitlement of retirement benefit for non attainment of duration of services.
- (l) **Income taxes:** - Tax expense comprises of current tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- (m) **Earnings Per Share:** - Basic Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
- (n) **Provisions, Contingent Liabilities and Contingent Assets:** - A provision is recognized when the Company has a present obligation as a result of a past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date.
A disclosure of contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require and 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 recognized nor disclosed in the financial statements.
- (o) **Cash and cash equivalents:** - Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.
- (p) Balance in respect of Trade Payable, Trade Receivable and Loans & Advances are subject to confirmation.
- (q) **Cash Flow Statement:** - Cash flows are reported using the indirect method and cash flows from operating, investing and financing activities of the Company are segregated.
- (r) **MSMED Act, 2006:** - The Government of India has promulgated an act namely The Micro, Small and Medium Enterprises Development Act, 2006, which comes into force with effect from October 2, 2006. As per the act, the Company is required to identify the Micro, Small and Medium suppliers and pay them interest on over dues beyond the specified period irrespective of the terms agreed with the suppliers. The Company does not have any dues to any entity covered under the said act.

APPU MARKETING & MANUFACTURING LIMITED

ADDITIONAL NOTES

I. RELATED PARTIES DISCLOSURE AS PER ACCOUNTING STANDARD 18

A. List of Related Parties: -

<u>Party</u>	<u>Relationship</u>
i. Sudip Laha	Managing Director
ii. Kamal Kumar Bararia	Director
iii. Bhagwan Das Soni	Director
iv. Tanumay Laha	Director
v. Namrata Chakraborty	Director
vi. Sankar Mukherjee	Company Secretary
vii. Lokesh Pasari	Chief Financial Officer
viii. Subsidiaries	

- AMM Textiles Ltd.
- AMM Housing Ltd.
- AMM Commercial Ltd.
- AMM Irons Ltd.

B. Related Party Transaction: -

Transaction

	<u>31.03.2015</u>	<u>31.03.2014</u>
Director's Remuneration – KMP	Rs. 96,000	Rs. 45,000
Remuneration to Company Secretary – KMP	Rs. 1,10,000	-
Remuneration to Chief Financial Officer – KMP	Rs. 99,000	-
Trade Receivables from Subsidiaries		
1. AMM Textiles Ltd.	Rs. 20,54,000	-
2. AMM Housing Ltd.	Rs. 48,50,000	-
3. AMM Commercial Ltd.	Rs. 38,00,000	-
4. AMM Irons Ltd.	Rs. 7,90,000	-
Advance to Subsidiaries		
1. AMM Textiles Ltd.	-	Rs. 32,060
2. AMM Housing Ltd.	-	Rs. 32,060
3. AMM Commercial Ltd.	-	Rs. 32,060
4. AMM Irons Ltd.	-	Rs. 32,060

II. Previous year's figures have been regrouped /rearranged whenever considered necessary to confirm to current year's grouping and classification.

APPU MARKETING & MANUFACTURING LIMITED

CONSOLIDATED NOTES TO THE ACCOUNTS

	in `	
Particulars	31/03/2015	31/03/2014
2. SHARE CAPITAL		
Authorised		
1,50,00,000 Equity share of ` 10 each	15,00,00,000	15,00,00,000
(Previous Year 1,03,50,000 Equity Shares of ` 10 each)	-	-
	<u>15,00,00,000</u>	<u>15,00,00,000</u>
Issued & Subscribed		
1,45,76,500 Equity share of ` 10 each	14,57,65,000	14,57,65,000
(Previous Year 1,45,76,500 Equity Shares of ` 10 each)	-	-
	<u>14,57,65,000</u>	<u>14,57,65,000</u>
Paid up		
1,45,76,500 Equity share of ` 10 each	14,57,65,000	14,57,65,000
(Previous Year 1,45,76,500 Equity Shares of ` 10 each)		
Total	<u>14,57,65,000</u>	<u>14,57,65,000</u>

	in `	
Particulars	31/03/2015	31/03/2014
3. RESERVES AND SURPLUS		
General Reserve		
Investment Allowance Reserve		
As per Last Financial Statement	1,28,754	1,28,754
Capital Reserve		
Out of Merger		
As per Last Financial Statement	42,87,339	42,87,339
Surplus as per Profit & Loss Statement		
As per Last Financial Statement	9,51,096	5,80,627
Profit for the Year	9,43,654	3,70,469
Total	<u>63,10,843</u>	<u>53,67,189</u>

	in `	
Particulars	31/03/2015	31/03/2014
4. OTHER CURRENT LIABILITIES		
Audit Fees payable	38,972	11,236
Others-Subsidiaries/holdings	-	-
Others	2,25,000	-
Total	<u>2,63,972</u>	<u>11,236</u>

	in `	
Particulars	31/03/2015	31/03/2014
5. SHORT TERM PROVISIONS		
Income Tax	8,80,595	4,46,597
Total	<u>8,80,595</u>	<u>4,46,597</u>

Schedules Annexed to and Forming Part of the Accounts continued.....

6. FIXED ASSETS - TANGIBLE ASSETS										Amount in `		
PARTICULARS	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	AS ON 1-Apr-14	ADDITION DURING THE PERIOD	DEDUCTION DURING THE PERIOD	IMPAIRMENT DURING THE PERIOD	TOTAL AS ON 31-Mar-15	AS ON 1-Apr-14	FOR THE PERIOD	ADJUST- MENT FOR IMPAIRMENT	ADJUST- MENT AS ON 31-Mar-15	TOTAL AS ON 31-Mar-15	AS ON 31-Mar-15	AS ON 31-Mar-14
<u>Owned Assets</u>												
Computer	-	58,590	-	-	58,590	-	3,210	-	-	3,210	55,380	-
Total A	-	58,590	-	-	58,590	-	3,210	-	-	3,210	55,380	-
Previous Year	-	-	-	-	-	-	-	-	-	-	-	-

APPU MARKETING & MANUFACTURING LIMITED

in `

Particulars	31/03/2015		31/03/2014	
	No.of Shares	Amount	No. of Shares	Amount
7. NON CURRENT INVESTMENTS*				
Unquoted Equity shares				
Borana Filaments Pvt. Ltd.	-	-	30,000	24,00,000
Burnpur Power Pvt. Ltd.	4,90,000	49,00,000	4,85,000	48,50,000
Domsons Metal Pvt. Ltd.	-	-	50,000	7,50,00,000
Faithful Cloth Merchants Pvt. Ltd.	-	-	4,10,600	41,06,000
Fastner Machinery Dealers Pvt. Ltd.	47,222	2,36,11,000	-	-
Highgrowth Vincom Pvt. Ltd.	92,000	9,20,000	79,000	7,90,000
Jagriti Commodities Pvt. Ltd.	2,05,400	20,54,000	2,05,400	20,54,000
K.S.Consultancy Services Pvt. Ltd.	3,50,000	10,50,000	3,50,000	10,50,000
Kali Confectioners Pvt Ltd	1,20,000	30,00,000	-	-
Maritech Commotrade Pvt. Ltd.	-	-	2,50,000	25,00,000
Multifold Plastic Marketing Pvt. Ltd.	3,84,500	38,45,000	3,80,000	38,00,000
Nethira Hotels Pvt. Ltd.	-	-	30,000	22,50,000
SMB Capital Market Pvt. Ltd.	-	-	1,50,000	39,00,000
Supreme India Impex Ltd.	-	-	17,600	22,00,000
UNI Cattle & Poultry Feeds Pvt. Ltd.	-	-	5,000	20,00,000
		3,93,80,000		10,69,00,000

*Face Value is Rs.10/- unless specified otherwise.

in `

Particulars	31/03/2015	31/03/2014
8. LONG-TERM LOANS AND ADVANCES		
Unsecured Considered Good		
Advance recoverable in cash or in kind or for value to be received	4,77,53,198	3,85,76,289
Total	<u>4,77,53,198</u>	<u>3,85,76,289</u>

in `

Particulars	31/03/2015	31/03/2014
9. INVENTORIES		
(As value and certified by the management)		
Stock of Shares & Securities	15,00,750	-
Total	<u>15,00,750</u>	<u>-</u>

APPU MARKETING & MANUFACTURING LIMITED

	in `	
Particulars	31/03/2015	31/03/2014
10. TRADE RECEIVABLES		
Exceeding Six Months		
Secured Considered Good	-	-
Unsecured Considered Good	-	-
Within Six months		
Secured Considered Good	-	-
Unsecured Considered Good	5,75,82,184	-
Total	5,75,82,184	-

	in `	
Particulars	31/03/2015	31/03/2014
11. CASH AND CASH EQUIVALENTS		
Cash in hand	16,71,203	14,51,220
On Current Account	38,42,196	21,84,664
Total	55,13,399	36,35,884

	in `	
Particulars	31/03/2015	31/03/2014
12. SHORT-TERM LOANS AND ADVANCES		
Unsecured Considered Good		
Advance-Others	3,49,700	-
Total	3,49,700	-

	in `	
Particulars	31/03/2015	31/03/2014
13. OTHER CURRENT ASSETS		
Unsecured, considered good: Others		
Share Application Money Given	-	17,00,000
Income Tax	10,83,799	7,77,849
Security Deposit	2,000	-
Total	10,85,799	24,77,849

	in `	
Particulars	31/03/2015	31/03/2014
14. REVENUE FROM OPERATIONS		
Income from Operations	5,18,78,850	22,20,469
Total	5,18,78,850	22,20,469

APPU MARKETING & MANUFACTURING LIMITED

	in `	
Particulars	31/03/2015	31/03/2014
15. OTHER INCOME		
Interest on Loan	36,50,195	-
Total	<u>36,50,195</u>	<u>-</u>

	in `	
Particulars	31/03/2015	31/03/2014
16. CHANGES IN INVENTORIES OF STOCK-IN-TRADE		
Inventories at the beginning of the year	-	-
Stock of Shares & Securities		
Inventories at the end of the year		
Stock of Shares & Securities	15,00,750	-
Increase/(Decrease) in Stocks	<u>(15,00,750)</u>	<u>-</u>

	in `	
Particulars	31/03/2015	31/03/2014
17. EMPLOYEE BENEFITS EXPENSES		
Salaries, Wages, Bonus, Gratuity & allowances	3,30,000	1,20,000
Director's Remuneration	96,000	45,000
Total	<u>4,26,000</u>	<u>1,65,000</u>

	in `	
Particulars	31/03/2015	31/03/2014
18. OTHER EXPENSES		
Advertisement, Publicity & sales promotion	33285	16457
Bank Charges	3884	7957
Carriage Inward	151850	-
Conveyance Expenses	45325	26129
Custody Fees & RTA Fees	74160	183615
Derivative Dealing	1926145	-
Filing Fees	26000	253800
Legal, Professional & Consultancy Charges	112360	15764
Loss on sale of Investments	39711	-
Listing Fess	170658	713486
Miscellaneous Expenses	156728	144040
Office Rent	108000	-
Packing Charges	174265	-
Postage & Couriers Expenses	57105	9523
Printing & Stationery Expenses	27150	9403
Rates & Taxes	76521	
Auditor's Remuneration		
Statutory Audit	32472	11236
Tax Audit	1500	-
Others	30264	-
Preliminary Expenses	88240	
Total	<u>32,47,383</u>	<u>14,79,650</u>

APPU MARKETING & MANUFACTURING LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Pursuant to Clause 32 of the Listing Agreement)		
	As at 31/03/2015	As at 31/03/2014
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before Tax	1377652	575819
Operating Profit before Working Capital Change Adjustment for :		
Add/Less:- Increase/Decrease in Current Assets	(58040584)	(353034)
Add/Less: Increase/Decrease in Current Liabilities	686734	(515416)
Less: Income Tax paid	(433998)	-
Net Operating Activities / Net Cash Flow from Operating Activities / Profit from Operation	(56410196)	(292631)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Add/Less:- Purchase/Sale of Non-Current Investments	67520000	(7281360)
Add/Less- Increase/Decrease in Other Non-Current Assets	(9176909)	(31437289)
Add/Less :- Purchase of Fixed Assets	(55380)	
Cash Flow from Investing Activities	58287711	(38718649)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Issue of Equity shares	-	42350000
Cash Flow from Financing Activities		42350000
Opening Cash and Cash Equivalents	3635884	297164
Net Decrease in cash and cash equivalent =A+B+C	1877515	3338720
Closing Cash and Cash Equivalents	5513399	3635884

For Appu Marketing & Manufacturing Ltd.

For **S.C.Swaika & Co.**
Chartered Accountants

Registration No : 322137E

S.C.Swaika

Membership no : 053694

Dated the 29th Day of May, 2015
Place : Kolkata

Sudip Laha
Managing Director
DIN - 06417007

Sankar Mukherjee
Company Secretary

Tanumay Laha
Director
DIN - 05338827

Lokesh Pasari
Chief Financial Officer

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

Statement of Net Assets and Profit or Loss

Name of the entity in the	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or Loss	Amount
1	2	3	4	5
Parent Company				
Appu Marketing & Manufacturing Ltd.	115.49	7,33,41,758	102.85	9,70,526
Indian Subsidiaries				
AMM Textiles Ltd.	-2.49	(15,82,903)	-0.71	(6,718)
AMM Irons Ltd.	-6.97	(44,28,903)	-0.71	(6,718)
AMM Housing Ltd.	-5.31	(33,73,903)	-0.71	(6,718)
AMM Commercial Ltd.	-0.71	(4,48,903)	-0.71	(6,718)
Foreign Subsidiaries	Nil	Nil	Nil	Nil
Minority Interests in all subsidiaries	Nil	Nil	Nil	Nil
Associates	Nil	Nil	Nil	Nil
Joint Ventures				
Total	100.00	63507146	100.00	943654