



apcotex industries limited

Annual Report 2012-2013

APCOTEX INDUSTRIES LIMITED

BOARD OF DIRECTORS

Atul C. Choksey	Chairman
Girish C. Choksey	Director
Amit C. Choksey	Director
Manubhai G. Patel	Director
Bipin V. Jhaveri	Director
Dr. S. Sivaram	Director
T. N. V. Ayyar	Director
Shailesh S. Vaidya	Director
Kamlesh S. Vikamsey (w.e.f 25/01/2013)	Director
Abhiraj A. Choksey	Managing Director

AUDIT COMMITTEE

Manubhai G. Patel	Chairman
Girish C. Choksey	Member
Bipin V. Jhaveri	Member
Kamlesh S. Vikamsey (w.e.f 25/01/2013)	Member

GM – ACCTS., FIN. AND COMPANY SECRETARY

Anand V. Kumashi

AUDITORS

Shah & CO.

Chartered Accountants

BANKERS

State Bank of India

Standard Chartered Bank

REGISTERED OFFICE & FACTORY

Plot No.3/1, M I D C Industrial Area, P.O. Taloja,
Dist. Raigad 410 208, Maharashtra
Telephone: (022) 2740 3500
Fax: (022) 2741 2052
E-mail – redressal@apcotex.com
Website : www.apcotex.com

CORPORATE OFFICE

N. K. Mehta International House,
178, Backbay Reclamation, Babubhai M. Chinai
Marg, Mumbai- 400 020
Telephone: (022) 2283 8302 / 04
Fax: (022) 2283 8291

REGISTRARS AND SHARE TRANSFER AGENTS

LINK INTIME INDIA PVT LTD
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W), Mumbai-400 078
Tel. No.- 2596 3838, 2594 6970 Fax – 2594 6969
Email: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in



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NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of **apcotex industries limited** will be held at **Plot no. 3/1, MIDC Industrial Area, Taloja - 410 208, Dist. Raigad, Maharashtra** on **Friday, the 28th day of June 2013** at **11.30 a.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Accounts for the year ended 31st March 2013 together with the Reports of the Board of Directors' and Auditors' thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Atul Choksey, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. T.N.V. Ayyar, who retires by rotation and, being eligible, offers himself for reappointment.
5. To appoint a Director in place of Dr. S. Sivaram, who retires by rotation and, being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:
"RESOLVED THAT M/s. Kalyaniwala & Mistry, Chartered Accountants (Firm Registration no.104607W) having their office at Kalpataru Heritage, 5th Floor, 127 M.G. Road, Mumbai 400 023, be and are hereby appointed as the Statutory Auditors of the Company for the financial year 2013-14, in place of M/s. Shah & Co., Chartered Accountants, the Auditors who are holding the office till the conclusion of the ensuing Annual General meeting and are unwilling to be reappointed for the financial year 2013-14, as Auditors of the Company.
7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:
"RESOLVED THAT Mr. Kamlesh S Vikamsey, be and is hereby appointed as a Director of the Company, liable to retire by rotation"
8. To consider and thought fit to pass with or without modification(s), the following Resolution as **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 314 and other applicable provisions of the companies Act, 1956 or any amendment or substitution thereof and subject to the

approval of the Central Government, if any, required, the Company hereby approves the appointment of Shri Abhiraj A. Choksey, as "Managing Director" of the Company, for a further period of 3 (Three) years, effective from **1st May 2013**, upon the terms and conditions set out in the draft agreement submitted to this meeting and for identification signed by the Chairman thereof which agreement is hereby specifically approved with authority to the Board of Directors, including committee(s) thereof to alter and / or vary the terms and conditions of the said appointment within limits, if any, prescribed in the Act, and / or schedules thereto."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay to Shri Abhiraj A. Choksey, remuneration by way of salary, perquisites and allowances, not exceeding the ceiling laid down in Schedule XIII of the Companies Act, 1956, as may be decided by the Board of Directors, after obtaining suitable recommendation of its Remuneration Committee."

"RESOLVED FURTHER THAT the Board of Directors be and they are hereby authorised to enhance, enlarge, alter or vary the scope and quantum of salary, perquisites, allowances and incentive of Shri. Abhiraj A. Choksey, which revision shall be in conformity with any amendments to the relevant provisions of the Companies Act and/or the rules and regulations made there under and/or such guidelines as may be announced by the Central Government from time to time."

9. To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and Article 8 and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the authorities concerned, each equity / unclassified share of nominal value of Rs.10/- (Rupee Ten) of the Company be sub-divided into 2 (two) equity shares of nominal value of Rs.5/- (Rupees Five) each and consequently, the Authorized Share Capital of the Company of Rs.15,00,00,000/- (Rupees Fifteen Crores only) shall stand as under:

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2,99,40,000	Equity shares of Rs.5/- (Rupee Five) each	14,97,00,000/-
500	Preference Shares of Rs.100/- (Rupee One Hundred) each	50,000/-
50,000	Unclassified shares of Rs.5/- each	2,50,000/-
	Total	15,00,00,000/-

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company as above, the 51,84,496 (Fifty One Lac Eighty Four Thousand Four Hundred Ninety Six) issued equity shares of the nominal value of Rs.10/- (Rupees Ten) of the Company shall stand sub-divided into 1,03,68,992 (One Crore Three Lacs Sixty Eight Thousand Nine Hundred Ninety Two) Equity Shares of the nominal value of Rs.5/- (Rupee Five) each.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the nominal value of Rs.10/- (Rupee Ten) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the "Record date" and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu thereof, subject to the provisions of the Companies (Issue of Share Certificate) Rules, 1960, as amended, and in case of members who hold the equity shares / opt to receive sub-divided equity shares in dematerialized form, the sub-divided equity shares shall be credited to the respective beneficiary account of the Members, with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares, whether in physical form or in dematerialized form.

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board" which expression shall also include a duly authorized committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and / or incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.

10. To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 16 and all other applicable provisions, if any of the Companies Act 1956, Clause V of the Memorandum of Association of the Company be altered by substituting in its place and instead the following:

V The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 2,99,40,000/- (Two Crore Ninety Nine Lacs Forty thousand) Equity Shares of Rs.5/- (Rupees Five Only) each and 500/- (Five Hundred) Preference Shares of Rs.100/- (One Hundred) each and 50,000 (Fifty Thousand) Unclassified Shares of Rs. 5/- (Rupees Five) each.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regards thereto."

11. To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act 1956 (Including any statutory modification or re-enactment thereof for the time being in force) the existing Article 2 of Articles of Association of the Company be substituted with the following new Article 2:

"2. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 2,99,40,000/- (Two Crore Ninety Nine Lacs Forty thousand) Equity Shares of Rs.5/- (Rupees Five Only) each and 500/- (Five Hundred) Preference Shares of Rs.100/- (One Hundred) each and 50,000 (Fifty Thousand) Unclassified Shares of Rs. 5/- (Rupees Five) each.

"RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a duly constituted Committee of Directors of the Company) be and is hereby authorized to do all such acts, deeds and things and to delegate all or any of the powers to any Director(s) or Officer(s) of the Company as may be required to give effect to the above Resolution."

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



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“**RESOLVED THAT** a new Article 76A be and is hereby inserted in the Articles of Association after Article 76, as detailed below:

- 76A (1)** The Company upon passing a resolution at General Meeting upon the recommendation of the Board resolves:
- i. That it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's Reserve accounts or to the credit of the Profit and Loss Account, or to the credit of Share Premium Account or otherwise available for distribution and
 - ii. That such sum be accordingly set free for distribution in the manner specified in Clause 76A(2) amongst the shareholders who could have been entitled thereto, if distributed by way of dividend and in the same proportion.
- (2)** The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in Clause 76A(3), in or towards:
- a) paying up any amount for the time being unpaid on any shares held by such member respectively;
 - b) paying in full, unissued shares of the Company to be allotted, distributed and credited as fully paid Bonus Shares to and amongst such shareholders in the proportion aforesaid; or
- (3)** A share premium account, capital redemption reserve account and general reserve account may, for the purpose of this regulation, be applied in the paying up to the un-issued shares to be issued to shareholders of the Company as fully paid bonus shares.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do such acts, deeds and things as may be necessary to give effect to aforesaid resolution.”

**BY ORDER OF THE BOARD
for apcotex industries limited**

ANAND V. KUMASHI
GM – Accounts, Finance &
Company Secretary

Date: 25th April 2013

Registered Office:
Plot no. 3/1,
MIDC Industrial Area,
Taloja - 410 208,
Dist. Raigad, Maharashtra

NOTES:

1. The relevant explanatory statement pursuant to Section 173 of the Companies Act 1956 is annexed hereto.
2. A member entitled to attend and vote, is entitled to appoint a proxy to attend and, on a poll, vote instead of himself/herself. A proxy need not be a member. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting.
3. The Register of Shareholders and Share Transfer Books of the Company will remain closed from Friday, the **21st** day of **June 2013** to **Friday**, the **28th** day of **June 2013** (inclusive of both days).
4. Shareholders are requested to notify the changes, if any, in their addresses to the Company's Registrars immediately.
5. Shareholders are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature registered with the Company, for admission to the meeting hall.
6. Dividend recommended by Directors, if approved by the shareholders at the Annual General Meeting, will be paid/dispatched on or after **1st July 2013** to those shareholders whose names appear on the Register of Shareholders as on **21st June 2013**. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of **21st June 2013**, as per the details furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
7. The company is using National Electronic Clearing Services (NECS) for dividend remittance. Shareholders holding shares in physical form are requested to notify/send the following to the Company's Registrar and Share Transfer Agent at: LINK INTIME INDIA PVT LTD., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup - (w), Mumbai-400 078, immediately, any change in their address/mandate/bank details; and Particulars of their bank account, in case the same have not been sent earlier.
8. Shareholders holding shares in the electronic form are requested to inform any change in address/bank mandate directly to their respective Depository Participants. The address/bank mandate as furnished to the Company by the respective Depositories viz. NSDL and CDSL will be printed on the dividend warrants.

9. In terms of Section 205A and 205C of the Companies Act, 1956 the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investors Education and Protection Fund (IEPF). Accordingly, during the financial year 2012-13 the Company would be transferring the unclaimed or unpaid dividend for the financial year ended 31st March 2006 to the Investors Education and Protection Fund or before 22nd June 2013. Shareholders are requested to ensure that they claim the dividend from the Company before transfer of the said amount to the IEPF.
10. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security market. Shareholders holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat

accounts. Shareholders holding share in physical form can submit their PAN details to the Company.

11. Recently, the Ministry of corporate Affairs (MCA), Government of India, through its Circular nos. 17/2011 and 18/2011 dated 21st April 2011 and 29th April 2011 respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance.

Recognizing the spirit of the circular issued by the MCA, we henceforth propose to send documents like the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report, etc to the email address provided by you with your depositories.

We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email address.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

(Pursuant to section 173(2) of the Companies Act, 1956)

Item No.6

M/s. Shah & Co., Chartered Accountants, the Statutory Auditors of your company have communicated their unwillingness to be appointed as the Statutory Auditors of the company for the financial year 2013-14.

The Audit Committee of the Board of Directors have, in their meeting held on 25th April 2013, recommended the appointment of M/s. Kalyaniwala & Mistry, Chartered Accountants, having their office at Kalpataru Heritage, 5th Floor, 127 M.G. Road, Mumbai 400 023, as Statutory Auditors of the Company. The said firm of Chartered Accountants has expressed their willingness to be appointed.

Your Directors recommend the resolution for this appointment.

None of the Directors of the Company are concerned or interested in the said Resolution.

Item No.7

The Board of Directors appointed Mr. Kamlesh Shivji Vikamsey as an Additional Director of the Company on 25th January 2013, with immediate effect, in accordance with Article 118 of the Articles of Association of the Company. By virtue of the said Article, he holds the office till the conclusion of the ensuing Annual General Meeting. Notice has been received by the Company from a shareholder proposing his appointment as Director of the Company under Section 257 of the Companies Act, 1956.

Mr. Kamlesh Shivji Vikamsey completed graduation from Mumbai University during 1981 & became Chartered Accountant in 1982 and started professional practice in the same year. He is presently a Senior Partner of Khimji Kuverji & Co., Chartered Accountants, Mumbai.

Shri Kamlesh S Vikamsey was elected to the Central Council of "The Institute of Chartered Accountants of India" (ICAI) in year 1998 and remained as central council member till 2007. He was Vice president of ICAI in the year 2004 and president in year 2005. He is also associated with many national / international organizations and institutions in varied capacities.

Your Directors are of the opinion that the Company will immensely benefit from his wide, varied and rich experience of Shri Kamlesh Vikamsey and also from his expertise in Accounting, Finance and Taxation field.

Except Mr. Kamlesh Vikamsey, no other Director of the Company is interested in this resolution.

Item No.8

The Board of Directors of the Company at their meeting held on 25th April 2013, have, in accordance with the provisions of Articles of Association of the Company and subject to the approval of the shareholders in General Meeting and that of the Central Government, if required, under the provisions of the Companies Act, 1956, decided to re-appoint Shri Abhiraj A. Choksey, as "Managing Director" of the Company, for a further period of 3 (Three) Years, effective from 1st May 2013.



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Shri Abhiraj A. Choksey is a Bachelor of Science in Economics from Wharton Business School and also Bachelor of Science in Engineering from the Engineering School, both of University of Pennsylvania in U.S.A. He has several years of experience in the field of finance, system engineering, strategy formulation, administration etc, and also as a Management Consultant, having worked in a consulting firm in USA and in a software company in our Country.

Shri. Abhiraj A. Choksey is a relative of Company's Chairman, Shri Atul Choksey and by virtue of this appointment; he will continue to hold an office or place of profit in the Company in accordance with the provisions of Section 314(1) other applicable provisions of the Companies Act, 1956.

The appointment and remuneration of the Managing Directors are approved by the Remuneration Committee, comprising of Shri M G Patel, Shri Bipin Jhaveri and Dr. S. Sivaram, all independent directors of the Company, in their meeting held on 25th April 2013.

The terms and conditions of the remuneration as set out in the draft agreement to be entered into by the Company with the said Shri Abhiraj Choksey, are as under:

Salary: ₹ 1,60,000 (Rupees One lac sixty thousand only) per month, with an increment to be determined by the Board of Directors, including Committee thereof, effective from the 1st day of April each year.

Allowances: House Rent Allowance and Bonus as per the rules in force in the Company from time to time.

Special Allowance: ₹ 2,26,208 (Rupees Two lac twenty six thousand two hundred eight only) per month, with rise to be determined by the Board of Directors, including committee thereof, effective from 1st day of April each year.

Variable PayPlan as per the rules in force in the Company, from time to time.

Perquisites: Perquisites are classified into three categories "A", "B" and "C" as follows;

Part "A"

Housing

(1) Free furnished residential accommodation or (2) in case of his own flat on ownership basis, then House Rent Allowance of an amount as may be fixed by the Board of Directors, or (3) in case of occupation of the rented premises then reimbursement of actual rent paid in respect of such premises. In case of all the above amenities such as gas, electricity, water, servants, painting, repairs, upkeep and general maintenances of the premises as are desired by the Director to be provided at the Company's expenses. In case of (2) & (3) such furniture or benefits in respect of furniture as may be required by Director, to be provided at the Company's expense.

The expenditure incurred if any, by the Company on gas, electricity, water and furnishings, furniture etc to be made available to the Managing Director shall be valued as per the Income Tax Rules, as are in force from time to time.

Medical Expenses Reimbursement / Medical Insurance:

Payment of Medical Insurance premium and reimbursement of expenses actually incurred for self, wife, dependent, children including hospitalization expenses, nursing home charges, treatment expenses, surgical expenses etc; any limit or scheme of the company.

Leave Travel Concession:

Leave Travel Concession for the Managing Director and his family, once in a year incurred in accordance with the Rules of the Company, in force from time to time.

Personal Accident Insurance:

Personal Accident insurance, the annual premium of which will not exceed ₹ 20,000/- or coverage under the Group Personal Accident Insurance Policy taken/as may be taken by the Company every year during the tenure of this appointment.

Club Fees:

Fees of clubs subject to a maximum of two clubs.

Part "B"

Provident Fund:

Company's contribution towards Provident Fund, subject to a ceiling of 12% of the salary.

Gratuity, Pension and Superannuation:

Benefits in accordance with the rules and regulations in force in the Company from time to time.

Part "C"

Car:

Provision of a car and driver for both official and personal use of the Managing Director.

Telephone:

Provision of telephone at residence of the Managing Director. Personal long distance calls on telephone shall be billed by the Company to the Managing Director.

Other Benefits:

1. Leave: Leave with full pay and allowance in accordance with the rules and regulations in the Company in force from time to time. Leave encashment in accordance with the rules and regulations in the Company in force from time to time, to be permitted at the end of the term, after obtaining such approvals as may be necessary.

2. Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time.
3. Such other benefits and amenities as are provided to Senior Officers of the Company from time to time.

The remuneration as aforesaid of the Managing Director shall be subject to such limits of remuneration as are laid down by the Central Government in the Companies Act, 1956, its Schedule XIII and/or amendments made/as may be made therein from time to time.

Notwithstanding anything to the contrary contained herein, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay the Managing Director remuneration by way of salary, allowances and perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule XIII of the Companies Act, 1956 as may be decided by the Board of Directors of the Company, after obtaining suitable recommendation from the Remuneration Committee of the Board of Directors of the Company.

The scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors on the recommendation of the remuneration committee in the light of and in conformity with any amendments to the relevant provisions of the Companies Act and/or the rules and regulations made there-under and/or such guidelines as may be announced by the Central Government from time to time.

The Company shall pay to or reimburse the Managing Director and he shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purposes of or on behalf of the Company.

The draft of the agreement to be entered into by the Company with Shri Abhiraj Choksey is available for inspection by the shareholders of the Company at the Registered Office at Plot no. 3/1, MIDC Industrial Area, Taloja – 410 208, Dist. Raigad, Maharashtra, India, between 11 A.M. and 1 P.M. on all days except Saturdays, Sundays and Public Holidays, till the conclusion of the ensuing General Meeting.

Your Directors commend his appointment for a further period of 3 (three) years.

Item No 9, 10, 11 and 12:

Split in Face Value of Equity Shares and Alteration in Memorandum of Association and Articles of Association of the Company

At present, the equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and the Bombay Stock Exchange Limited (BSE) and they are actively traded in NSE and BSE. The market price of the shares of the Company has also witnessed significant spurt over the last one and half years approximately. Presently, the face value of the equity share of the Company is ₹ 10. In order to enhance the liquidity in the capital market, to widen shareholder base and to make the shares affordable to small investors, the Board of Directors in their meeting held on 25.04.2013 have considered it desirable to sub-divide (split the face value) of the existing nominal value of the equity shares of the Company from the present ₹ 10 each paid-up per equity share into 2 (Two) equity shares of ₹ 5/- each fully paid-up. Stock split would serve the purpose of raising liquidity of the share, without increasing the Company's equity servicing burden (as overall equity capital remains the same).

Shareholders attention is also invited to the fact that in view of the foregoing, the existing Capital Clause V of the Memorandum of Association and Article 2 of the Articles of Association of the Company also need relevant amendment to give effect to the sub-division of equity shares.

Presently the Articles of Association do not contain the provision for capitalization of Profits and/or Reserves. In line with guidelines issued by Securities and Exchange Board of India (Issue of capital & Disclosure requirement) regulations, 2009, the listed companies should have provisions in the articles to enable the Board to recommend the issue of Bonus shares by capitalizing the reserves. Hence, to enable the Board to consider the issue of Bonus shares by capitalizing reserves in the future, the new Article is being inserted.

None of the Directors of the Company is interested in the resolution, except to the extent of their shareholding and the shareholding of their relatives, if any, in the Company.

Your Directors recommend the above resolution for your approval.

BY ORDER OF THE BOARD
for apcotex industries limited



ANAND V. KUMASHI
GM – Accounts, Finance &
Company Secretary

Date: 25th April 2013

Registered Office:

Plot no. 3/1,
MIDC Industrial Area,
Taloja - 410 208,
Dist. Raigad, Maharashtra



DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting to you the Twenty-Seventh Annual Report of the Company and the audited Statements of Accounts for the year ended 31st March 2013.

COMPANY PERFORMANCE

FINANCIAL HIGHLIGHTS

Particulars	2012-13	2011-12
	(Rs. In Lacs)	(Rs. In Lacs)
GROSS SALES	<u>30262.47</u>	<u>27789.77</u>
Gross Profit Before Depreciation, Finance Cost and Tax but after prior years adjustments	2350.26	2275.89
Less: a) Depreciation	311.30	278.64
b) Finance Cost	<u>234.81</u>	<u>366.05</u>
Profit Before Tax	1804.15	1631.20
Less: a) Provision for Tax	414.00	464.00
b) Adjustment for Deferred Tax Liability	<u>109.63</u>	<u>20.82</u>
Profit After Tax	1280.52	1146.38
Add: Balance brought forward from the Previous Year	<u>1953.53</u>	<u>1403.83</u>
Disposable Profit	<u>3234.05</u>	<u>2550.21</u>
Recommended Appropriations:		
a) Dividend	466.60	414.76
b) Tax on Dividend	79.30	67.28
c) Transfer to General Reserve	128.05	114.64
Balance carried forward to Balance Sheet	<u>2560.10</u>	<u>1953.53</u>
	<u>3234.05</u>	<u>2550.21</u>

1. DIVIDEND

Your Directors have recommended a dividend @ ₹ 9.00 (Rupees Nine) per Equity Share of Rs.10/- each, for the financial year 2012-13. Dividend, if approved, will absorb a sum of ₹ 545.90 lacs (including Dividend Distribution Tax of ₹ 79.30 lacs) out of the net profits after tax, as above and will be paid to those shareholders whose names appear on the Register of Members on 21st June 2013.

2. MANAGEMENT DISCUSSION AND ANALYSIS

The company manufactures and markets a range of Emulsion Polymers - Synthetic Latexes and Synthetic Rubber.

I. CURRENT SCENARIO.

Your Company is one of the leading producers of polymer products namely, Synthetic Latexes (Vinyl Pyridine Latex, Carboxylated Styrene Butadiene Latex, Acrylic Latex, Nitrile Latex) and Synthetic Rubber (High Styrene Rubber) in India. The Company has one of the broadest ranges of products in the industrial segments it caters to. Company's Synthetic Latexes products are used, among other applications, for tyre cord dipping, paper and paperboard coating, carpet backing, concrete modification/water proofing, textile finishing, paints, etc. Various grades of Synthetic Rubber find application in products such as footwear, automotive components, moulded items, V-belts, conveyor belts, hoses etc.

The Company's major raw materials are petrochemical products and business is vulnerable to high volatility in the prices of crude oil and its downstream products.

The Company had introduced a range of Acrylics products for Paper, Construction, and Carpet segments three years earlier, which have been well received in the market.

A number of steps have been taken by the management to improve the operational efficiency of the Company in different functions like marketing, human resource development, production processes etc.

Your company is recipient of Total Productive Maintenance (TPM) Excellence Award, Category A by the Japan Institute of Plant Maintenance (JIPM) and during the year under review, your company has successfully gone through the first stage assessment audit for TPM Consistency Award. TPM has helped the company significantly, in improving plant efficiencies, operations and rationalizing costs. During the year, your Company has integrated ISO 9001, ISO 14001 and OHSAS 18001.

Your company has also been awarded "India Manufacturing Excellence Award" by The Economic Times.

It has been upgrading its own technology through in-house research and development efforts to meet the changing needs of its customers.

II. OPERATIONS DURING THE FINANCIAL YEAR 2012-13.

During the year, the Company achieved Gross Value Sales of Rs.30262.47 lacs, registering a growth of **8.90%**, compared to that of the preceding year. The company exported its products worth Rs.2529.70 lacs compared to exports of Rs.2234.41 lacs during the previous year, a growth of 13.21%.

Overall, there was a satisfactory sales growth in the business of Synthetic Latexes. There was a sales de-growth in Synthetic Rubber business due to over all shrinking of market, witnessing competition from cheaper polymers.

There was a continuous thrust from the management to develop a strong research and development and technical service team to better understand the changing customer needs, improve product quality, productivity and process controls through technology up-gradation.

Operating profits before tax and depreciation but including the other income from the operations as also income from the Wind Turbine Generator installed at Sadawaghapur, Near Satara, Maharashtra, increased by **25.5%** to Rs.2117.15 lacs as compared to Rs.1686.33 lacs during the previous year.

The profit after tax stood at Rs.1280.53 lacs as compared to Rs.1146.38 lacs in the previous year.

Your Directors consider Company's performance as satisfactory.

III. OUTLOOK.

The Company expects the current year to be challenging in terms of volatilities in prices of major inputs materials. Overall growth of the economy, introduction of new products and improving its market share, are expected to augur well for the Company.

With company's continuous endeavour to enhance efficiencies at all levels and functions, your Directors view the prospects for the financial year 2013-14 with cautious optimism.

IV. RISKS AND CONCERNS.

The Company's Board of Directors perceive the following risks as high risks areas:-

1. Currency / Foreign Exchange Risks
2. Procurement Risks
3. Business Risks

Major risks arise from two main raw materials viz. Styrene and Butadiene, downstream petrochemical products. There is an availability risk associated with both since Styrene is not manufactured in the country and is 100% imported. Butadiene is manufactured by only two manufacturers in the country. No hedging instruments are available to hedge their availability and price volatility risk and therefore, the company manages the availability risks partly by monitoring overseas supplies and partly by varying inventory levels.

Hedging is available for Currency / Foreign Exchange risks and is resorted to selectively.

Some of the major raw materials are hazardous and inflammable. The Company has ensured that required Safety equipments and infrastructure are in place as per statutes and global safety standards. Your company is also certified for ISO 14001 and OHSAS 18001 which address all Environmental and Safety Systems and processes. In addition, all the safety measures like safety committee's constant supervision, periodical drills, risks awareness programmes, appropriate treatment of effluents generated, are regularly taken with constant attention of the management.

The Company has also insured its asset, loss of profits and standing charges for insurable risks.

V. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY.

Internal checks and controls covering operations of the Company are in place and are constantly being improved upon. Adequate system exists to safeguard company's assets through insurance on reinstatement basis and maintenance of proper records. The company has well defined procedures to execute financial transactions. Internal Audit is being conducted by an Independent firm of Chartered Accountants. The Partners of both, Statutory and Internal Auditors attend almost all the Audit Committee meetings called for consideration of quarterly financial results and other operating and regulatory items on the agenda.



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VI. DEVELOPMENT OF HUMAN RESOURCE / INDUSTRIAL RELATIONS.

The company continuously monitors its Human Resource requirement to ensure that it has adequate human skills commensurate with its needs.

Cordial relations exist between the employees at various levels and the management.

To upgrade human skills and improve their efficiencies, the company continuously organizes workshops on different management areas and also deposes employees to external Workshops and seminars.

CAUTIONARY STATEMENT.

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include raw material availability and prices, cyclical demand, movements in company's principal markets, changes in Government regulations, tax regimes, economic developments within and outside India and other incidental factors.

3. WIND POWER

The Wind Turbine Generator installed at Sadawaghapur, Taluka – Patan, District Satara, Maharashtra, has generated gross revenue of about Rs.119 lacs during the financial year (previous year Rs.112 lacs), and is shown under Other Income.

4. STATUTORY DISCLOSURES

A. ENERGY, TECHNOLOGY & FOREIGN EXCHANGE

Information sought under the provisions of Section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo are given in the Annexure, forming part of this report.

B. DIRECTORS RESPONSIBILITY STATEMENT

The Directors confirm:

- i. That in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;

- ii. That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period;
- iii. That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That they have prepared the annual accounts on a going concern basis.

C. CORPORATE GOVERNANCE

Your Company has always strived to adopt appropriate standards for good Corporate Governance.

Detailed reports on the Corporate Governance and Management Discussion Analysis, form part of this report. A certificate from the Company's Auditors regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed to the said Report.

5. FIXED DEPOSITS MATURED BUT NOT CLAIMED

Company had no Fixed Deposits at the end of the financial year. The Central Bureau of Investigation (CBI) has instructed the Company, not to repay the proceeds of four fixed deposits amounting to Rs.48,000/- and accrued interest of Rs.22,491/- thereon. These deposits matured during the first week of December 2002 and continue to remain with the Company.

6. INSURANCE

All insurable assets of the Company including inventories, buildings, plant and machinery etc., as also liability under legislative enactments, are insured on reinstatement basis after due valuation by an external agency.

7. ECOLOGY AND SAFETY

Company always ensures safety, healthy, and eco-friendly environment. Company continually works towards identification and reduction of risks and prevention of pollution at its plants and surroundings.

Members of the Safety Committee of the Company's Taloja Plant, have been regularly reviewing the safety measures and their implementation to ensure adequate safety in material handling and processing, control of pollution caused by liquid effluents, dust and emissions

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from chimney etc. Samples are periodically drawn and the reports submitted to the Pollution Control Board as required, ensuring compliance with the standards.

Consent has been obtained from Maharashtra Pollution Control Board to operate the plant at Taloja till **31st December 2014**.

8. PERSONNEL

Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules 1975, as amended, is not applicable to the Company as there are no employees drawing remuneration exceeding the prescribed limits.

The Board would like to place on record their appreciation of the contribution made by all employees of the Company during the year.

The industrial relations with the employees were cordial.

9. BANKS

Your Directors wish to place on record their appreciation of the support received from the Company's Bankers, State Bank of India and Standard Chartered Bank.

10. DIRECTORS

Mr. Atul Choksey, Mr. T.N.V. Ayyar and Dr. S Sivaram retire by rotation and being eligible, offer themselves for reappointment.

Shri Kamlesh S Vikamsey was appointed as additional director of the Company during the financial year, to hold the office of Director till the conclusion of the ensuing Annual General Meeting.

The background of the Director(s) proposed for appointment / reappointment is given under the Corporate Governance Section of the Annual Report.

11. AUDITORS

The Company's Statutory Auditors, M/s. Shah & Co., Chartered Accountants, have advised the Company of their unwillingness to be appointed as Statutory Auditors of the Company for the financial 2013-14. Your Board recommend the appointment of the firm of M/s. Kalyaniwala & Mistry, Chartered Accountants, Mumbai, be appointed as Statutory Auditors of the Company for the financial year 2013-14.

FOR AND ON BEHALF OF THE BOARD



ATUL C CHOKSEY

CHAIRMAN

Mumbai: 25th April 2013



ANNEXURE TO DIRECTORS' REPORT

FORM A

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY:

A. POWER AND FUEL CONSUMPTION

Electricity:

	2012-13	2011-12
a) Purchased Units ('000 KWH)	7571.04	5515.94
Total amount (Rs. In lacs)	577.82	381.88
Rate/Unit (Rs.)	7.63	6.92
b) Own Generation:		
• Through Wind Turbine Generator at Sadawaghapur, Near Satara, Maharashtra.	1482.12	1595.70
• Through Diesel generator		
Units ('000 KWH)	7.07	7.28
Units per ltr. of diesel oil	2.3	2.50
Cost/Unit (Rs.)	30.83	15.41

B. CONSUMPTION PER UNIT OF PRODUCTION

Synthetic Rubber including Latexes		
Electricity (KWH/MT)	235	241

FORM B

DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION:

RESEARCH AND DEVELOPMENT (R&D)

1. Specific areas in which R & D is carried out by the Company:

The R & D activities of the Company pertain to:

- i. Development of new products to meet changing customer needs.
- ii. Modification of existing products for up-gradation of performance.
- iii. Evaluation of alternative raw materials and identifying sources for cost reduction and flexibility in the input materials management.
- iv. Absorption of imported technology, if any.
- v. Improvement in process technology.

2. Benefits derived as a result of the above R & D.

- i. Company has commercialized a range of latices for paper/board coating industry, construction and carpet industry.
- ii. Improvement in quality consistency of products.
- iii. Customers are less dependent on imported products.

3. Further plan of action:

- i. Continued efforts towards identifying additional end uses for existing products.
- ii. Develop new products and upgrade existing products as per market requirement.

4. Expenditure on R & D during the Financial Year is as follows:

(₹ in lacs)

Particulars	2012-13	2011-12
Capital	41.86	44.16
Recurring	204.61	142.04
Total	246.47	186.20
Total R & D expenditure as a percentage of Total Revenue	0.92%	0.72%

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

No new technology has been acquired requiring the above.

IMPORTED TECHNOLOGY

No technology import has been made in the recent past.

OTHERS

Necessary application for renewal of recognition of the in-house R & D facilities of the company has been made to the Department of Scientific & Industrial Research.

FOREIGN EXCHANGE EARNINGS & OUTGO

The Company is currently assessing export potential for its products in various markets. Details of foreign exchange earnings and outgo are given in Note 32 & 33 to the accounts.

FOR AND ON BEHALF OF THE BOARD

Atul Choksey

ATUL C CHOKSEY

CHAIRMAN

Mumbai: 25th April 2013

CORPORATE GOVERNANCE

Company's Philosophy On Code of Corporate Governance:

The Company is committed to good Corporate Governance practices with the object of increasing benefits for all stakeholders of the Company viz. Shareholders, Customers, Suppliers, Employees and Society in general.

Board of Directors:

The composition of the Board of Directors of the Company is governed by the provisions of Companies Act, 1956, the Articles of Association of the Company and the Listing Agreement with the Stock Exchanges. The Board is comprised of Ten Directors, both executive and non-executive. Mr. Atul Champaklal Choksey is the non-executive Chairman. The day-to-day operations of the Company are managed by Mr. Abhiraj A. Choksey the Managing Director, under the active guidance of the chairman.

Mr. Manubhai G Patel, Mr. Bipin Jhaveri, Mr. T.N.V. Ayyar, Dr. S. Sivaram, Mr. Shailesh Vaidya and Mr. Kamlesh Vikamsey are non-executive, independent directors, who constitute sixty percent (60%) of the total strength of the Board.

The Board of Directors of the Company consists of persons of eminence, having vast experience in business management, manufacture of certain polymers, finance, accountancy and various laws. The Board of Directors meet as often as required but not less than four times a year and once in a calendar quarter. The Directors receive minutes of all the Committee meetings namely Audit Committee, Shareholders / Investors Grievance Committee, Remuneration Committee. During the financial year 2012-13, four meetings of the Board of Directors were held on **a) 10th May 2012, b) 4th August 2012, c) 27th October 2012, and d) 25th January 2013.**

Particulars of the Directors on the Board, and its committee(s) as on 31st March 2013 and attendance at the Board Meetings of the Company are given below:

Name of Director(s)	Designation/Category of Directorship	Board Meetings attended	Attendance at last AGM	No. of other Directorships held	No. of Committees of which Member / Chairman*
Atul C. Choksey	Non-Executive Chairman Promoter	4	Yes	8	-
Abhiraj A. Choksey	Managing Director	4	No	3	-
Girish C. Choksey	Non-Executive	4	No	5	1/1
Amit C. Choksey	Non-Executive	3	No	4	0/2
Manubhai G. Patel	Non-Executive, Independent	4	No	3	0/2
Bipin V. Jhaveri	Non-Executive, Independent	4	Yes	5	1/0
Dr. S. Sivaram	Non-Executive, Independent	2	No	2	1/0
T.N.V. Ayyar	Non-Executive, Independent	1	No	3	2/2
Shailesh S. Vaidya	Non-Executive, Independent	3	No	3	2/0
Kamlesh S. Vikamsey (w.e.f 25/01/2013)	Non-Executive, Independent	NA	NA	6	3/4

*Committee Membership of Audit Committee, Investors' Grievance Committee are considered.

Mr. Abhiraj A. Choksey – Managing Director holds 129,904 shares in the Company.

Audit Committee

The Audit Committee was constituted in April 2000. During the year five meetings of the Committee were held on

a) 3rd May 2012, b) 10th May 2012, c) 4th August 2012, d) 27th October 2012 and e) 25th January 2013.

The Audit Committee comprises of four directors viz. Mr. M.G. Patel as the Chairman, and Mr. Bipin Jhaveri, Mr. Girish Choksey, Mr. Kamlesh Vikamsey as members. Mr. M.G. Patel, Mr. Bipin Jhaveri, Mr. Kamlesh Vikamsey are Non- Executive Independent Directors.



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Attendance at the Audit Committee meetings are given below:

Name	Non-Executive / Independent	Numbers of Meetings held - Five Attended
M. G. Patel	Non-Executive, Independent	5
Bipin V. Jhaveri	Non-Executive, Independent	5
Girish C. Choksey	Non-Executive	4
Kamlesh S. Vikamsey (w.e.f. 25/01/2013)	Non-Executive, Independent	NA

The terms of reference of the Audit Committee as set out in the Listing Agreement with the Stock Exchanges read with Section 292A of the Companies Act, 1956 includes the following:

- Overseeing the company's financial reporting process and disclosure of its financial information to ensure that financial statements are proper, sufficient and credible.
- Recommend to the Board the appointment, re-appointment and replacement / removal of the Statutory Auditor and the fixation of audit fees.
- Approval of the payment to the Statutory Auditors for any other services rendered by them.
- Review with the management the annual financial statements before submission to the Board for approval with particular reference to:
 - Matters required being included in the Directors Responsibility Statement to be included in the Board's Report in terms of Clause 2AA of Section 217 of the Companies Act, 1956.
 - Any changes in accounting policies and practices and reason for the same.
 - Major accounting entries involving estimates based on exercise of judgment by the management.
 - Qualifications in the draft audit report.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliances with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
- Review with the management, performance of the Statutory and Internal Auditors, adequacy of internal control systems.
- Review with the management the quarterly financial statements before submission to the Board for approval.
- Review the scope of internal audit, reporting of the audit findings with management responses.
- Discuss with the internal auditors any significant findings and follow up thereon.
- Discuss with the statutory auditors before the audit commences about the nature and scope of audit as well as hold post-audit discussions to ascertain any area of concern.
- Review the Management Discussion and Analysis of the financial conditions and results of operations.
- Review of statement of significant related party transactions.
- Review of Risk Management Framework of the Organisation from time to time.
- Applicability, compliance and impact of various Accounting Standards and guidelines issued by the Concerned Institute / Authorities to the Financial Statements of Accounts of the Company.

Shareholders/Investors Grievances:

Mr. M. G. Patel, a non-executive independent Director, is the Chairman of the Shareholders Grievances Committee. Others members are Mr. Girish Choksey and Mr. Bipin Jhaveri.

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Terms of Reference

- To review the existing Investors Redressal System and suggest measures for improvement.
- To review the report of Registrars and Share Transfer Agents about investor's grievances and action taken for redressal thereof.
- To suggest improvement in investor's relations.
- To consider and take on record the Certificate from practicing Company Secretary under Clause 47(c) of the Listing Agreement.
- To consider appointment / reappointment of Registrars and Share Transfer Agents and review terms and conditions of their appointments, remuneration, service charges, fees etc.
- To consider and take on record Secretarial Audit certificates issued by practicing Company Secretary certifying aggregate number of equity shares held in depositories and in physical form tally with the total number of shares in Company's issued, listed and admitted share capital.

The details of correspondences / grievances received and redressed during the financial year 2012-13 by the Company through the Registrars, LINK INTIME INDIA PVT LTD, are as under :

	Source	Correspondences	
		Received	Redressed / Attended
A	Complaints		
	Directly from Shareholders	61	61
	Consumer Forum	-	-
	Department of Company Affairs	-	-
	Through Advocates	-	-
	SEBI	-	-
	Stock Exchanges	-	-
	NSDL	-	-
	Any Other Government Body	-	-
	Total (A)	61	61
B	Type of Requests from Shareholders		
	Request for change of Address	90	90
	Request for transfer / Transmission of shares / deletion of Name	36	36
	Request for change / correction of bank details	91	91
	Request for revalidation / issue of new dividend warrants	251	251
	Issue of Duplicate Share Certificates	21	21
	Nomination	3	3
	Miscellaneous	10	10
	Total (B)	502	502
	Grand Total (A+B)	563	563

Mr. Anand V. Kumashi, GM – Accounts, Finance and Company Secretary, has been appointed as the Compliance Officer, as required by Clause 47(a) of the Listing Agreements entered into by the Company with Bombay Stock Exchange Ltd and National Stock Exchange of India Ltd. He has been entrusted the task of meeting fully the requirements of the said clause and overseeing the share transfer work done by the Registrars and Share Transfer Agents; attending to grievances of the shareholders and investors; compliance with the statutory and regulatory requirements etc. of SEBI, and stock exchanges.



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There are no pending legal matters, in which the Company has been made a party, before any Court(s) / Consumer Forum(s), SEBI, Department of Company Affairs relating to Investors' grievances / complaints.

With reference to clause 47(f) of the Listing Agreement the Company has designated exclusive e-mail ID as redressal@apcotex.com for investors to register their grievances, if any. This has been initiated by the company to resolve investors' grievances, immediately. The Company has displayed the said e-mail ID on its Website for the knowledge of Investors.

Directors' Service Contracts' Details:

Managing Director	Service Contract and Period	Severance Fees
Mr. Abhiraj Choksey	Agreement dt. 01-05-2013: Period:01-05-2013 to 30-04-2016	Nil

The Remuneration paid to the Directors of the Company during the financial year, 2012-13 are as under:

Name of Director	Sitting Fees	Commis- sion	Salary	Allowances	Contribution to Statutory Funds	Perquisites	Total
Executive Director (s)							
Mr. Abhiraj Choksey	-	-	16,80,000	32,76,060	4,53,600	2,61,904	56,71,564
Non-Executive Director(s)							
Mr. Atul Choksey	36,000	15,43,000	-	-	-	-	15,79,000
Mr. Girish Choksey	68,000	-	-	-	-	-	68,000
Mr. Amit C. Choksey	26,000	-	-	-	-	-	26,000
Mr. M. G. Patel	84,000	90,000	-	-	-	-	174,000
Mr. Bipin V. Jhaveri	84,000	90,000	-	-	-	-	174,000
Dr. S. Sivaram	20,000	90,000	-	-	-	-	110,000
Mr. T.N.V Ayyar	10,000	75,000	-	-	-	-	85,000
Mr. Shailesh S. Vaidya	26,000	75,000	-	-	-	-	101,000

Statement showing number of Equity Shares of Rs. 10/- each of the company held by the present Non Executive Directors as on 31st March 2013:

Non-Executive Directors	No. of Shares	% to paid up capital
Atul C. Choksey	3,35,100	6.463
Girish C. Choksey	4,450	0.085
Amit C. Choksey	3,850	0.074
Manubhai G. Patel	137	0.002
Bipin V. Jhaveri	--	--
Dr. S. Sivaram	--	--
T.N.V. Ayyar	--	--
Shailesh Vaidya	--	--

Code of Conduct

The Company has a Code of Conduct for Directors and members of Senior Management. The Code is available on the Company's Website. All Board members and senior management personnel have affirmed compliance with the code. A declaration to that effect signed by Mr. Abhiraj A. Choksey Managing Director is appearing in the Annual Report.

Particulars of Directors retiring by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

A) Name: **MR. ATUL CHOKSEY.**

Age: 62 years

Educational Qualification: Chemical Engineer from Illinois Institute of Technology, Chicago, USA.

Experience: He has more than three decades of experience in managing the affairs of the Company. He worked with Asian Paints Ltd in various capacities viz. whole-time director and as Managing Director from 1984 to 1997.

He has served on the Managing Committee of Bombay Chamber of Commerce & Industry, Mumbai and Associated Chamber of Commerce & Industry, New Delhi and was President of Bombay Chamber of Commerce. He is also associated with Cricket Club of India Ltd, Standard Chartered Assets Management Company Private Limited and various other reputed Companies.

Mr. Atul Choksey is also a member of the Asian Executive Board of the Wharton Business School, a part of the University of Pennsylvania, an Ivy League University in U.S.A.

Mr. Atul Choksey holds 3,35,100 shares in the share capital of the Company.

He is a director on the Board of Directors of the following Public Limited Companies, as at 31st March 2013.

Company	Position	Committee Membership
APCO Enterprises Ltd.	Director	Nil
Ceat Ltd.	Director	Nil
Finolex Cables Ltd.	Director	Nil
Marico Industries Ltd.	Director	Nil
Mazda Industries Ltd.	Director	Nil
Shyamal Finvest (India) Ltd.	Director	Nil
Titan Trading and Agencies Ltd.	Director	Nil
Trivikram Investment and Trading Company Ltd.	Director	Nil

B) Name: **Dr. S. SIVARAM**

Age: 67 years

Educational Qualification: M.Sc.- Indian Institute of Technology, PHD – Purdue University, W. Lafayette, USA and Research Associate – The Institute of Polymer Science - Akron, USA.

Experience: Dr. S. Sivaram was working with National Chemical Laboratory (NCL) as its Director and has over 30 years of experience in research on polymer synthesis, high performance polymers and surface chemistry of polymers. He has to his credit various awards like Silver Medal (2002) from Chemical Research Society of India, Millennium Medal from the Indian Science Congress Association (2000), Distinguished Alumnus Award from I.I.T, Kanpur (1998). He has been conferred PADMA SHRI by President of India (2006).

He is a member of various national and International institutes and visiting faculty in several institutes / universities in India and abroad.

The Board of Directors had appointed Dr. S. Sivaram as an Additional Director of the Company, liable to retire by rotation with effect from 27th March 1996. He was appointed as Director of the Company in the Annual General Meeting held on 23rd September 1996. Dr. S. Sivaram is due to retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

Dr. S.Sivaram does not hold any shares in the share capital of the Company.



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He is a director on the Board of Directors of the following Public Limited Companies, as at 31st March 2013

Company	Position	Committee Membership
Asian Paints Ltd.	Director	Nil
GMM Pfaudler Ltd.	Director	Audit Committee - Member Remuneration Committee - Member

C) Name: **Mr. T.N.V. AYYAR**

Age: 52 years

Educational Qualification: Bachelor of Commerce, F.C.A (Fellow Member of the Institute of Chartered Accountant of India.)

Experience: He has more than 2 decades of post qualification experience in the field of Accounts, Audit, Development & Public Finance, Investment banking, Corporate Finance and was associated with State Government projects relating to Infrastructure in India. He has experience in working in twelve developing countries in Africa, Asia and West Indies.

Presently he is a free lancing financial consultant with reputed companies as his clients.

The Board of Directors had appointed Mr.T.N.V. Ayyar as an Additional Director of the Company, liable to retire by rotation with effect from 21st November 1997.

He was appointed as Director of the Company in the Annual General Meeting held on 3rd September 1998. Mr. T.N.V. Ayyar is due to retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

Mr. T.N.V. Ayyar does not hold any shares in the share capital of the Company.

He is a director on the Board of Directors of the following Public Limited Companies, as at 31st March 2013.

Company	Position	Committee Membership
Crest Animation Studios Ltd.	Director	Audit Committee - Chairman Investor Grievance Committee - Member Remuneration Committee - Member
Emco Ltd.	Director	Audit Committee - Chairman Remuneration & Nomination Committee - Member Compensation Committee (ESOP Committee) - Chairman
Tata Ceramics Ltd.	Director	Audit Committee - Member

Particulars of Director being appointed at the ensuing Annual General Meeting

Name: Mr. Kamlesh S. Vikamsey

Age: 53 years

Educational Qualification: Chartered Accountant.

Shri Kamlesh Vikamsey completed his graduation from Mumbai University during 1981 and became a Chartered Accountant in the year 1982 and joined the reputed firm of Khimji Kunverji & Co., Chartered Accountants, Mumbai. He is presently a Senior Partner of the said firm.

Shri Kamlesh Vikamsey was elected to the Central Council of "The Institute of Chartered Accountants of India" (ICAI) in 1998 and remained as Councils Member till 2007. He was Vice President of ICAI in year 2004 and became its President in the year 2005.

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In past, he was also associated with the following organizations:

- The Confederation of Asia & Pacific Accountants as Vice President and President;
- International Federation of Accountants as Board Member;
- United Nations as Steering Committee Member;
- IRDA as member of Standing Committee on Accounting Issues.

He is also Trustee of:

- Global Vipasana Foundation
- World Opportunity Foundation
- Dnyana Sadhana Trust etc.

He is a director on the Board of Directors of the following Public Limited Companies, as at 31st March 2013.

Company	Position	Committee Membership
Aditya Birla Retail Ltd.	Director	Audit Committee - Member Remuneration Committee - Member ESOP Committee - Member
Neptune Developers Ltd.	Director	Audit Committee - Chairman Remuneration Committee - Chairman Shareholder Grievance Committee - Member
Navneet Publications (India) Ltd.	Director	Audit Committee - Chairman Remuneration Committee - Member
Man Infrastructure Ltd.	Director	Audit Committee - Member
Ramky Infrastructure Ltd.	Director	Audit Committee - Chairman Remuneration Committee - Chairman
Tribhovandas Bhimji Zaveri Ltd.	Director	Audit Committee - Member Remuneration Committee - Member

General Body Meetings

Details of last three Annual General Meetings Held:

1. 26 th Annual General meeting Special Resolution Passed	5 th July 2012 at 11.30 a.m Plot no. 3/1, MIDC Industrial Area, Taloja - 410 208, Dist. Raigad, Maharashtra
• For payment of Commission to Director of the Company other than Managing Director.	

2. 25 th Annual General Meeting	30 th July 2011 at 11.30 a.m Plot no. 3/1, MIDC Industrial Area, Taloja - 410 208, Dist. Raigad, Maharashtra
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3. 24 th Annual General Meeting	24 th July 2010 at 03.00 p.m Plot no. 3/1, MIDC Industrial Area, Taloja - 410 208, Dist. Raigad, Maharashtra
--	---

Special resolution passed:

- For appointment of Mr. Abhiraj Choksey as Managing Director of the company.

Postal Ballot

During the financial year 2009-10, the Company sought approval from its shareholders for passing certain Special Resolutions through the process of Postal Ballot pursuant to the provisions of Section 17 and Section 149 (2A) and all other applicable provisions, if any, of the Companies Act, 1956 for alteration in the Object Clause of the Memorandum of Association of the Company and to commence the activities and / or the businesses.



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Disclosures

Related Party Transactions:

The company has received consent from the Ministry of Corporate Affairs under Section 297 of the Companies Act, 1956 to transact business with the related party viz. Choksey Chemicals Pvt Ltd, for supply of construction chemicals for an estimated quantity of 1000 MT and / or value of ₹ 750 lacs p.a. for a period of three years. Accordingly, during the financial year 2012-13, the Company supplied 106.04 MT of construction chemicals worth ₹ 88.69 lacs at the prevailing market price.

Except the above transaction, there has not been any materially significant related party transaction(s) between the Company and its Directors, promoters etc., that may have potential conflict with the interest of the Company at large.

Risk Management:

The Company has initiated the exercise of identifying risks being faced by the company. Risk minimisation is being built up in the operating systems. Risks are periodically reviewed.

MD and CFO Certification:

Certificate from Mr. Abhiraj A. Choksey, Managing Director and Mr. Anand V Kumashi, GM – Accts., Fin. and Company Secretary, in terms of clause 49(V) of the Listing Agreement entered into with Stock Exchanges, was placed before the Board of Directors of the Company in its meeting held on 25th April 2013.

Compliances:

The Company believes that it has complied with all the regulations of Stock Exchanges, Securities and Exchange Board of India (SEBI) or other statutory authority/ties on matters related to capital markets. No penalties have been imposed or strictures passed during the year against the Company by SEBI, Stock Exchange(s), or any other statutory authority.

Means of Communication:

Half yearly / Quarterly Results have not been sent to shareholders; instead shareholders were intimated these through press and the Company's website, www.apcotex.com. These results were intimated to the Stock Exchange(s) at the end of the respective board meetings.

The quarterly, half yearly and annual results of the Company's financial performances were published in two newspapers viz. Free Press Journal and Navshakti. These before release to the press and were informed to the Bombay Stock Exchange Ltd and National Stock Exchange of India Ltd.

Management Discussion and Analysis forms part of the Directors.

Green Initiative by MCA:

The Ministry of Corporate Affairs has taken a green initiative in the Corporate Governance by allowing paperless compliances by companies vide circular no. 17/95/2011 CL-V dated 21st April 2011, clarifying that the company would have complied with Section 53 of the Companies Act, 1956, if the serving of documents have been made through electronic mode, provided the company has obtained the email addresses of its members for serving notices/documents through email by giving an advance notice to every shareholders to register their email address and changes therein from time to time with the company.

All shareholders are requested to register their e-mail address with the Company's Registrar and Share Transfer Agents or the Compliance officer, in case they wish to get the soft copy of the Annual Report through e-mail, by sending the form duly filled in as given in this annual report. As and when requested by the shareholder, the hard copy of the Annual Report will be provided to them.

Compliance:

Certificate from Company's Auditors on Corporate Governance, as required by Clause 49 of the Listing Agreement, is incorporated in this Annual Report.

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General Shareholders Information:

- a) 27th Annual General Meeting will be held on **Friday, 28th day of June 2013** at **11.30** a.m. at Plot no. 3/1, MIDC Industrial Area, Taloja - 410 208, Dist. Raigad, Maharashtra
- b) The Company's financial Year is 1st April to 31st March
- c) Dates of book closure: **Friday, 21st day of June 2013** to **Friday, 28th day of June 2013** (both days inclusive) for the Purpose of Annual General meeting and payment of dividend.
- d) Dividend payment date: on or after **1st July 2013**
- e) Listing on Stock Exchanges: The Company's equity shares are listed on Bombay Stock Exchange Limited and National Stock Exchange of India Ltd, Mumbai. The Annual Listing fees have been paid and there is no outstanding payment towards the stock exchanges, as on date.
- f) Stock Code: Bombay Stock Exchange Limited - 523694 Symbol : National Stock Exchange of India Ltd. – APCOTEXIND
- g) ISIN allotted to Equity Shares is INE116A01016

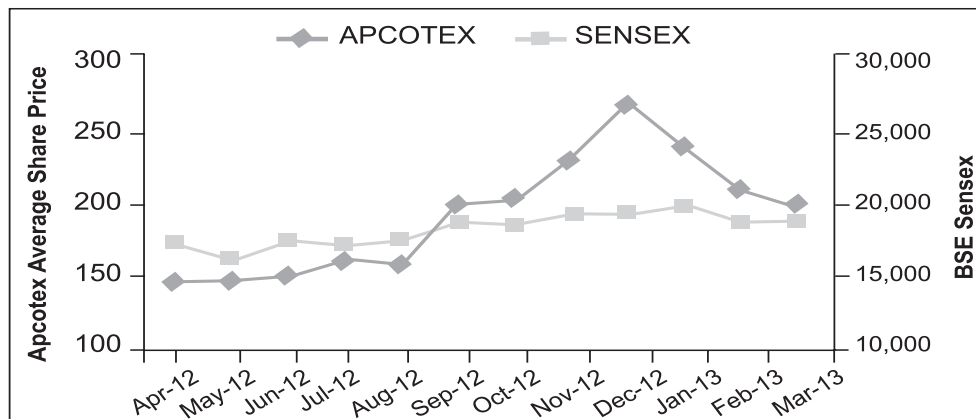
Market Price Data:

Monthly high and low prices of equity shares of the company quoted at Bombay Stock Exchange and National Stock Exchange during the year **2012-13**

(Amount in ₹)

Month	Bombay Stock Exchange		National Stock Exchange	
	High	Low	High	Low
April	155.00	138.50	152.00	143.75
May	156.00	138.05	150.00	146.50
June	165.00	145.00	153.00	150.00
July	174.00	148.00	165.00	160.05
August	193.95	157.00	160.00	155.10
September	218.00	156.60	206.50	200.00
October	218.00	184.55	204.00	198.00
November	244.40	202.50	239.40	231.25
December	294.00	230.00	277.00	268.00
January	285.65	238.25	243.00	238.00
February	244.90	198.00	218.85	208.40
March	222.00	190.10	198.00	195.20

Stock Performance Index :





apcotex industries limited

Registrars and Share Transfer Agents:

The Company has appointed Link Intime India Pvt Limited as its Registrars and Share Transfer Agents w.e.f 1st August 2006. Share Transfers, dematerialisation of shares, and all other investors related activities are attended and processed at the office of the Registrars and Share Transfer Agents at the following address :

LINK INTIME INDIA PVT LTD

C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W),
Mumbai-400 078
Tel. No.- (022) 2596 3838
Fax : (022) 2594 6969
Email : rnt.helpdesk@linkintime.co.in

Share Transfer System:

Company's shares are compulsorily traded in the demat segment on the stock exchange(s), and most transfers of shares take place in electronic form.

For expediting Physical transfer of shares, the Board has delegated the share transfer formalities to the officials of Registrar and Share Transfer Agent, to approve the transfer of shares on every Monday. Physical transfers are effected well within the stipulated period of 30 days.

Distribution of Share: Distribution of shareholding as on 31st March 2013.

Category	No. of Shareholders	% to total No. of Shareholders	No. of shares	% to total Shares
1 - 500	18,541	97.05	10,68,388	20.60
501 - 1000	282	1.47	222750	4.30
1001 - 2000	133	0.70	1,95,794	3.78
2001 - 3000	55	0.29	1,36,970	2.64
3001 - 4000	25	0.13	87,986	1.70
4001 - 5000	11	0.06	50,364	0.97
5001 - 10000	27	0.14	1,79,834	3.47
Above 10001	30	0.16	32,42,410	62.54
Total	19104	100.00	51,84,496	100.00

Categories of Shareholding as on 31st March 2013:

Sr. No.	Category	No. of Shares	% of shareholding
1.	Promoters' Holding Indian Promoters	29,94,940	57.77
2.	Non promoters' Holding Mutual Funds/Trusts/clearing members	28035	0.54
	Insurance companies/Banks/Financial Institution	545	0.01
	Indian Public	19,37,599	37.38
	Directors/Relatives	137	0.00
	Hindu Undivided Family	2,839	0.05
	Non Resident Indians	69,005	1.33
	Other Corporate Bodies	1,51,396	2.92
	Total	51,84,496	100.00

Dematerialisation of Shares:

The shares of the Company are available for dematerialisation (holding of shares in electronic form) on both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

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Equity Shares of the company are to be compulsorily traded in the dematerialised form. As on 31st March 2013, 47,77,408 Equity Shares comprising of 92.15% of paid up capital of the company, have been dematerialised by the investors and bulk of transfers take place in the demat segment.

Outstanding GDR's/ADR's/Warrants or any convertible instruments, conversion data and impact on equity: NIL

Other Information:

Corporate Identification Number (CIN No.):

L99999MH1986PLC039199

Plant Location:

Plot No.3/1, MIDC Industrial Area
Taloja – 410 208, Dist. Raigad, Maharashtra
Telephone: (022) 2740 3500
Fax: (022) 2741 2052

Investors Correspondence:

Investor correspondence may be addressed to any of the following:

Registered Office and Plant	Registrar & Share Transfer Agents
Plot No.3/1, MIDC Industrial Area, Taloja – 410 208, Dist. Raigad, Maharashtra Telephone: (022) 2740 3500 Fax: (022) 2741 2052	LINK INTIME INDIA PVT LTD (formerly Intime Spectrum Registry Ltd) C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup(w), Mumbai-400 078 Tel. No.- (022) 2596 3838 Fax - (022) 2594 6969
Website: www.apcotex.com E-mail: redressal@apcotex.com	Website: www.linkintime.co.in E-mail. : rnt.helpdesk@linkintime.co.in

Unclaimed Dividend

Under the Companies Act, 1956, dividends that are unclaimed for a period of seven years are to be transferred to the Investors Education and Protection Fund, administered by the Central Government. The table given below gives the dates of dividend declaration or payment and the corresponding date when unclaimed dividends will be due to be transferred to the Central Government.

Year	Dividend Account No.	Bank name	Date of declaration	Date due for transfer to Central Government
2005-06	00602230007123	HDFC Bank (Vijaya Bank correspondence Banker)	23/06/2006	22/06/2013
2007-08	036010200012546	AXIS Bank	12/07/2008	11/07/2015
2008-09	00602230012006	HDFC Bank Ltd	27/07/2009	26/07/2016
2009-10	31260068904	State Bank of India	27/07/2010	26/07/2017
2010-11	31847607342	State Bank of India	30/07/2011	29/07/2018
2011-12	32385456081	State Bank of India	05/07/2012	04/07/2019

The concerned shareholders are requested to get their uncashed dividend warrants revalidated and encashed thereafter.

Declaration – Code of Conduct

The Board has laid down the code of conduct for the all the Board Members and Senior Management of the company, which is posted on the Company's Website. All the Board Members and Senior Management personnel of the company, for the financial year ended 31st March 2013, have affirmed compliance with code of conduct.

For Apcotex Industries Limited

Place : Taloja

Dated : 25th April 2013.

Abhiraj Choksey
Managing Director



apcotex industries limited

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE;

To the **Members of Apcotex Industries Limited**

Taloja, Dist. Raigad, Maharashtra.

We have examined the compliance of conditions of **Corporate Governance** by **Apcotex Industries Limited** for the financial year **2012-13**, as stipulated in Clause 49 of the Listing Agreement entered into by the said Company with the stock exchange(s).

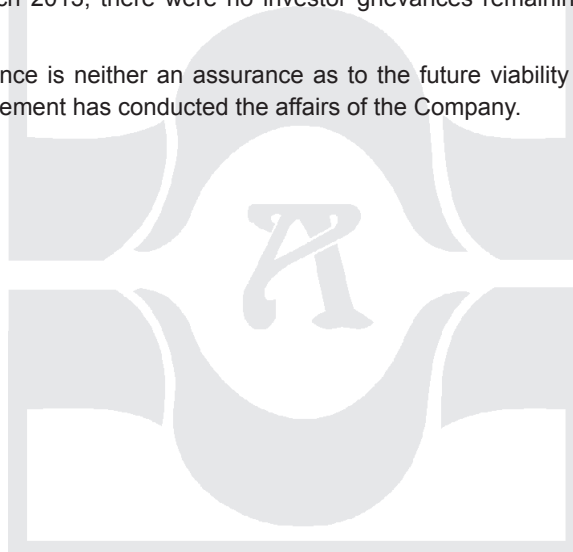
The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor 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.

As required by the Guidance note issued by the Institute of Chartered Accountants of India, we have to state that the Registrar and Share Transfer Agent of the Company has maintained records to show Investors' Grievances against the Company and have certified that as on 31st March 2013, there were no investor grievances remaining unattended / pending for a period exceeding one month.

We further state that such compliance is neither an assurance as to the future viability of the Company or the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Mumbai: 25th April 2013



For **Shah & Co.**
Chartered Accountants
Firm Registration No.:- 109430W

P N Shah
Partner
Membership No. 001738

INDEPENDENT AUDITORS' REPORT

**To the Members of
Apcotex Industries Limited
Report on the Financial Statements**

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

Management's Responsibility for the Financial Statements

The Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003("the Order") as amended, issued by the Central Government of India in terms of subsection (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

**For Shah & Co.
Chartered Accountants
FRN: 109430W**

[P.N. SHAH]
Partner

Mumbai: April 25, 2013

Membership No. 001738



apcotex industries limited

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT (REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING OF "REPORT ON THE OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE).

- 1) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the Fixed Assets.
- (b) There is a regular program of physical verification, which in our opinion is reasonable, having regard to the size of the Company and the nature of fixed assets. No material discrepancies were noticed by the management on such physical verification.
- (c) The Company has not disposed of substantial part of fixed assets during the year.
- 2) (a) Inventories have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material and have been properly dealt with in the books of account.
- 3) (a) The Company has not granted any loans during the year to any parties covered in the register maintained under section 301 of the Companies Act, 1956. In view of clause 4(iii)(a) of the Companies (Auditors' Report) Order, 2003, Clause 4(iii)(b, c and d) are not applicable to the Company.
- (b) The Company has not accepted any loans during the year from the parties covered in the register maintained under section 301 of the Companies Act, 1956.
In view of clause 4 (iii) (e) of the Companies (Auditor's Report) Order, 2003, clauses 4 (iii) (f & g) are not applicable to the Company.
- 4) In our opinion, and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to the purchase of inventory and fixed assets and with regard to sale of goods and services. We have not observed any major weakness in the internal control system during the course of our audit.
- 5) (a) According to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion, and according to the information and explanations given to us, the transactions of purchase of goods, materials or services and sale of goods, materials or services, made in pursuance of contracts or arrangements referred to in (a) above and exceeding the value of ₹ 5 lakhs with any party during the year have been made at prices which are reasonable having regard to the prevailing market price at the relevant time.
- 6) According to the information and explanations given to us, the Company has not accepted any deposit from the Public, therefore the provisions of clause 4(vi) of the Companies (Auditors' report) Order, 2003 are not applicable to the Company.
- 7) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- 8) As informed to us the Company maintains the cost records pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Sec. 209(1)(d) of the Companies Act, 1956. We have, however, not checked those records or the statements prepared as per requirements.
- 9) (a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the company is generally regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, customs duty, cess and other material statutory dues as applicable with appropriate authorities.
- (b) According to the information and explanations given to us, there are no undisputed dues payable in respect of Income tax, Wealth tax, Sales Tax, VAT, Service Tax, customs Duty, Excise Duty and cess were outstanding as at 31st March, 2013 for a period of more than six months from the date they became payable.
- (c) Following disputed demands aggregating to ₹ 428.62 lacs have not been deposited since the matter is pending with the relevant concerned authorities.

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Name of the Statute	Nature of Dues	Amount (₹ In Lacs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act	Income Tax Penalty	3.75	2002-03	CIT(A)
Income Tax Act	Tax, Interest	36.53	2005-06	ITAT
Income Tax Act	Tax, Interest	3.77	2006-07	ITAT
Income Tax Act	Tax, Interest	208.33	2007-08	CIT(A)
Customs Act	Custom Duty & Penalty	140.98	August 2000 to July 2004	SUPREME COURT
Excise Act	Excise Duty & Penalty	35.26	2002-03	JOINT COMMISSIONER
			2003-04	CESTAT
			2005-06	ASSISTANT COMMISSIONER
			2006-07	ASSISTANT COMMISSIONER
			2007-08	ASSISTANT COMMISSIONER
			2010-11	COMMISSIONER CESTAT

- 10) The Company has no accumulated losses as at 31st March 2013 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- 11) The Company has not defaulted during the year in repayment of dues to any financial institutions, banks or debenture holders.
- 12) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

- 13) As the Company is not a chit fund, nidhi, mutual benefit fund or society, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- 14) The Company has maintained proper records of the transactions and contracts in respect of dealing or trading in shares, securities and other investments and timely entries have been made therein. All the shares, securities and other investments have been held by the Company in its own name.
- 15) The Company has not given any guarantees for loans taken by others from Banks or Financial institutions during the year.
- 16) The term loan has been applied for the purpose for which it was raised.
- 17) According to the information and explanations given to us, the Company has not applied short-term borrowings for long-term investment.
- 18) The Company has not made any preferential allotment of shares during the year.
- 19) The Company has not issued any debentures during the year.
- 20) The Company has not raised any money by way of public issue during the year.
- 21) As per the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

**For Shah & Co.
Chartered Accountants
FRN: 109430W**

**P.N. SHAH
Partner
M. No. 001738**

Mumbai: April 25, 2013



apcotex industries limited

BALANCE SHEET AS AT 31ST MARCH 2013

(₹ in lacs)

	Notes	As at 31st March 2013	As at 31st March 2012
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	2	522.35	522.35
Reserves and Surplus	3	7297.44	6455.32
		<u>7819.79</u>	<u>6977.67</u>
NON CURRENT LIABILITIES			
Long Term Borrowings	4	2203.01	2568.99
Deferred Tax Liability (Net)	5	657.97	548.33
Other Long Term Liabilities	6	102.23	43.30
Long Term Provisions	7	250.12	226.29
		<u>3213.33</u>	<u>3386.91</u>
CURRENT LIABILITIES			
Short Term Borrowings	8	2104.42	3240.78
Trade Payables	9	1897.74	1393.76
Other Current Liabilities	10	1548.51	514.57
Short Term Provisions	7	1140.42	1156.46
		<u>6691.09</u>	<u>6305.56</u>
TOTAL		<u>17724.21</u>	<u>16670.14</u>
ASSETS			
NON CURRENT ASSETS			
Fixed Assets			
Tangible Assets	11 A	6494.28	3174.03
Intangible Assets	11 B	4.63	4.32
Capital work-in-progress		163.21	721.67
		<u>6662.12</u>	<u>3900.02</u>
Non-current Investments	12	2251.55	2140.51
Long Term Loans and Advances	13	415.05	498.85
CURRENT ASSETS			
Inventories	14	1089.43	1352.41
Trade Receivables	15	4714.35	4477.04
Cash and Bank balances	16	1570.85	3433.10
Short Term Loans and Advances	13	906.96	804.14
Other Current Assets	17	113.90	64.07
		<u>8395.49</u>	<u>10130.76</u>
TOTAL		<u>17724.21</u>	<u>16670.14</u>
Significant Accounting Policies	1		
Notes are an integral part of the financial statements.			

As per our Report of even date

ATUL C. CHOKSEY
ABHIRAJ A. CHOKSEY
MANUBHAI G. PATEL

Chairman
Managing Director
Director

For SHAH & CO.
Chartered Accountants
Firm Registration No. 109430W

P.N. SHAH
Partner

Mumbai : 25th April 2013

ANAND V. KUMASHI

Mumbai : 25th April 2013

GM – Accounts, Finance &
Company Secretary

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STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2013

(₹ in lacs)

	Notes	As at 31st March 2013	As at 31st March, 2012
INCOME			
Revenue from Operations	18A	30262.47	27789.77
Less: Excise duty		3049.84	2405.05
Revenue from Operations (Net of excise duty)		27212.63	25384.72
Other Operating Revenue	18B	127.51	116.07
Other Income	19	(1.71)	223.51
TOTAL REVENUE		27338.42	25724.30
EXPENSES			
Cost of Materials Consumed	20A	20441.75	19355.32
Changes in inventories of finished goods, work in progress and stock-in-trade	20B	186.38	(27.67)
Employee Benefits Expense	21	1078.11	1008.50
Other Expenses	22	3281.93	3112.25
TOTAL EXPENSES		24988.16	23448.41
EARNINGS BEFORE INTEREST, TAX, DEPRECIATION AND AMORTISATION (EBITDA)		2350.26	2275.89
Less: Depreciation and Amortisation Expense	11	311.30	278.64
Finance Cost	23	234.81	366.05
PROFIT BEFORE TAX		1804.16	1631.20
Less : Tax Expenses			
Current Tax		414.00	464.00
Deferred Tax	5	109.63	20.82
Total Tax Expenses		523.63	484.82
PROFIT AFTER TAX		1280.53	1146.38
Earnings per share (₹) Basic and diluted (Face value of ₹ 10 each)	40	24.70	22.11
Significant Accounting Policies	1		
Notes are an integral part of the financial statements.			

As per our Report of even date

ATUL C. CHOKSEY

Chairman

ABHIRAJ A. CHOKSEY

Managing Director

MANUBHAI G. PATEL

Director

For SHAH & CO.

Chartered Accountants
Firm Registration No. 109430W

P.N. SHAH

Partner

Mumbai : 25th April 2013

ANAND V. KUMASHI

GM – Accounts, Finance &
Company Secretary

Mumbai : 25th April 2013



apcotex industries limited

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2013

(₹ in lacs)

		As at 31st March 2013	As at 31st March 2012
A. CASH FLOW FROM OPERATING ACTIVITIES :			
Net profit / (loss) before tax and extraordinary items		1804.14	1,631.20
Adjustments for :			
- Depreciation		311.30	278.64
- Finance Cost		234.81	366.05
- Prior year adjustments		1.96	103.72
- (Income)/ Loss on sale of investment		96.59	(97.27)
- (Income)/ Loss from Interest/Dividend/Other Income		(144.65)	(165.19)
Operating profit before working capital changes		2304.17	2,117.15
Adjustments for :			
- Trade and other receivables		(413.70)	(805.97)
- Inventories		262.97	295.46
- Trade and other payables		1055.84	39.79
Cash (used) / generated from operations		3209.29	1,646.43
Interest Borrowing cost paid		(250.00)	(342.96)
Direct taxes paid		(541.69)	(563.93)
Net Cash Flow from operating activities	(a)	2417.60	739.54
B. CASH FLOW FROM INVESTING ACTIVITIES:			
Purchase of fixed assets		(2572.83)	(722.68)
Sale of fixed assets		-	9.08
Purchase of investments		(6462.01)	(3,045.30)
Sale of investments		6153.70	2,850.13
Interest received		9.08	1.79
Dividend received		66.85	54.74
Other Income		68.32	82.38
Net cash generated / (used) in investing activities	(b)	(2736.89)	(769.85)
C. CASH FLOW FROM FINANCING ACTIVITIES:			
- Proceeds from long term borrowings		107.32	4,602.27
- Repayment of long term borrowings		(1241.74)	(1,587.51)
- Dividends paid		(408.54)	(364.14)
Net cash used in financing activities	(c)	(1542.95)	2,650.62
Net increase/ (decrease) in cash and cash equivalents	(a+b+c)	(1862.25)	2,620.31
Cash and cash equivalents as at 1st April 2012		3433.10	812.79
Cash and cash equivalents as at 31st March 2013		1570.85	3,433.10

As per our Report of even date

ATUL C. CHOKSEY

Chairman

ABHIRAJ A. CHOKSEY

Managing Director

MANUBHAI G. PATEL

Director

For SHAH & CO.

Chartered Accountants

Firm Registration No. 109430W

P.N. SHAH

Partner

Mumbai : 25th April 2013

ANAND V. KUMASHI

GM – Accounts, Finance &
Company Secretary

Mumbai : 25th April 2013

NOTE 1 : NOTES ON BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS ACCOUNT

Corporate Information note on business activity

Apcotex Industries Ltd. is one of the leading producers of Synthetic Latices (VP Latex, XSB Latex, Acrylic Latex, Nitrile Latex) and Synthetic Rubber (HSR, SBR) in India. The company has one of the broadest ranges of products based on STYRENE – BUTADIENE CHEMISTRY available in the market today. Our range is used, among other applications, for TYRE CORD DIPPING, PAPER/PAPER BOARD COATING, CONCRETE MODIFICATION/WATER PROOFING, PAINT EMULSIONS, TEXTILE FINISHING etc. The various grades of Synthetic Rubber find application in products such as Footwear, Automotive components, V-belts, Conveyor belts and hoses.

(I) STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES FOLLOWED IN THE COMPILATION OF THE ACCOUNTS

(A) Basis of preparation of financial statements

(i) Basis of Accounting:

The financial statements have been prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India and presented under the historical cost convention on accrual basis of accounting to comply with the accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 and with the relevant provisions of the Companies Act, 1956.

(ii) Use of Estimates:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of income and expenses during the period.

(B) Tangible and Intangible Assets

(i) Tangible Fixed Assets

Tangible fixed assets are carried at the cost of acquisition or construction, less accumulated depreciation and accumulated impairment. The cost of fixed assets includes taxes (other than those subsequently recoverable from tax authorities), duties, freight and other directly attributable costs related to the acquisition or construction of the respective assets. Expenses directly attributable to new manufacturing facility during its construction period are capitalized. Know-how related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant asset heads. Profit or Loss on disposal of tangible assets is recognised in the Statement of Profit and Loss.

(ii) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any. Profit or Loss on disposal of intangible assets is recognised in the Statement of Profit and Loss.

(iii) Depreciation & Amortisation

- 1) The Company has provided depreciation
 - i. On all additions up to 31.03.1994 under Written Down Value Method and at rates specified under Schedule XIV of the Companies Act, 1956.
 - ii. On all additions after 31.03.1994 under Straight Line Method and at rates specified under Schedule XIV of the Companies Act, 1956.
- 2) In respect of all additions during the year depreciation is provided pro-rata on monthly basis.
- 3) Intangible Assets -Computer Software expenses are written off over a period of three years.



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(iv) Impairment

An assessment is also done at each Balance Sheet date whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated. The carrying amount of the fixed asset is increased to the revised estimate of its recoverable amount but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss is recognised in the statement of Profit and Loss for the year. After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the fixed asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on straight line basis over its remaining useful life.

(C) Investments

Non-current investments are carried at cost. Provision for diminution in the value of non-current investments is made only if such a decline is other than temporary in the opinion of the management.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss. Profit or loss on sale of investments is determined on a First In First out Method.

(D) Inventory

- (i) Raw and packing materials are valued at cost or market value, whichever is lower, computed on FIFO basis. The cost includes the cost of purchase and other expenses directly attributable to their acquisition but excludes duties and taxes, which are subsequently recoverable from the taxing authorities.
- (ii) The finished goods inventory is valued on the principle of cost, or market value whichever is lower. It includes material cost, conversion and other costs incurred in bringing the inventories at their present location and condition.
- (iii) Work-in-process is valued at material cost and cost of conversion appropriate to their location in the manufacturing cycle.
- (iv) Stores, spares and consumables are valued at cost, computed on FIFO basis. The cost includes the cost of purchase and other expenses directly attributable to their acquisition but excludes duties and taxes that are subsequently recoverable from the taxing authorities, if any
- (v) Damaged, unserviceable and inert stocks are suitably depreciated.

(E) Transactions in foreign exchange

(i) Initial recognition:

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction.

(ii) Measurement of foreign currency items at the Balance Sheet date:

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non-monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these translations are charged to the Statement of Profit and Loss. The Exchange Rate Difference on the loan taken for capital assets are being capitalised along with Interest till the date of commissioning of the said capital assets.

(F) Trade receivables

Trade receivables are stated after writing off debts considered as bad. Adequate provision is made for debts considered doubtful.

(G) Employees' Benefits

(i) Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognised in the period in which the employee renders the related service. The Company recognises the undiscounted amount of short-term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

(ii) Post-employment benefits:

(a) Defined contribution plans

Defined contribution plans are Employee State Insurance Scheme for eligible employees and Government administered Pension Fund Scheme for all employees and Superannuation Scheme for eligible employees. The Company's contribution to defined contribution plans are recognised in the Statement of Profit and Loss in the financial year to which they relate.

(b) Defined benefit plans

(i) Provident Fund scheme

The Company makes specified monthly contributions towards Employee Provident Fund Scheme administered by Government. The minimum interest payable is notified by the Government every year.

(ii) Gratuity scheme

The Company operates a defined benefit gratuity plan for employees. The Company contributes to a separate entity (a fund), towards meeting the gratuity obligation.

(iii) Other long-term employee benefits

Entitlements to annual privilege leave are recognised when they accrue to employees. Privilege leave can be availed or encashed subject to a restriction on the maximum number of accumulation of leave. The Company determines the liability for such accumulated leaves using the Projected Accrued Benefit method with actuarial valuations being carried out at each Balance Sheet date.

The Company presents this liability as current and non-current in the Balance Sheet as per actuarial valuations and certificate issued by an independent actuary.

(H) Research and Development

(i) Capital expenditure is shown separately under respective heads of fixed assets.

(ii) Revenue expenses are included under the respective heads of expenses.

(I) Provision for Taxation

Tax expense comprises of current tax i.e amount of tax for the period determined in accordance with the Income Tax act ,1961 and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted on or before the Balance Sheet date.

Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each Balance Sheet date to reassess realisation.



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(J) Borrowing Cost

Borrowing cost includes interest, amortisation 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.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised. All other borrowing costs are expensed in the period they occur.

(K) Other Accounting Policies

These are consistent with generally accepted accounting practices.

(L) Leases

Assets taken on operating lease

Lease rentals on assets taken on operating lease are recognised as expense in the Statement of Profit and Loss on an accrual basis over the lease term.

(M) Cash & Cash Equivalent

Closing balances include balances aggregating with banks in Fixed Deposits and Margin accounts, which are pledged against the bank guarantees and deposits with concerned authorities, which are not available for use by the company.

(N) Revenue Recognition

- a. Domestic sales are recognized at the point of dispatch of goods to customers, which is when risks and rewards of ownership are passed to the customers and stated net of trade discount and exclusive of sales tax and excise duty.
- b. Export sales are recognized based on the bill of lading except sales to Nepal which are recognized when the goods cross the Indian Territory, which is when risks and rewards of ownership are passed to the customers.
- c. Interest and other income are recognized on accrual basis.

(O) Measurement of EBITDA

The Company has elected to present earnings before interest (finance cost), tax, depreciation and amortization (EBITDA) as a separate line item on the face of the Statement of Profit and Loss for the year. The Company measures EBITDA on the basis of profit/(loss) from continuing operations.

NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2013

(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012		
NOTE 2 : SHARE CAPITAL				
Authorised	1497.00	1497.00		
Equity Shares of ₹ 10/- each	0.50	0.50		
Preference shares of ₹ 100/- each	2.50	2.50		
Unclassified shares of ₹ 10/- each	<u>1500.00</u>	<u>1500.00</u>		
Issued, Subscribed and Paid up capital				
51,84,496 (Previous year 51,84,496) Equity Shares of ₹ 10/- each fully paid.	522.35	522.35		
(Including ₹ 3.90 lacs towards 78,051 shares forfeited at ₹ 5/- each)	<u>522.35</u>	<u>522.35</u>		
a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year				
Equity Shares	As at 31st March 2013		As at 31st March 2012	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	5,184,496	522.35	5,184,496	522.35
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	<u>5,184,496</u>	<u>522.35</u>	<u>5,184,496</u>	<u>522.35</u>
b) Details of Shareholders holding more than 5% equity shares in the company				
Equity Shares of ₹ 10/- each	As at 31st March 2013		As at 31st March 2012	
	No. of Equity Shares	% Holding	No. of Equity Shares	% Holding
Dhumraketu Investment & Trading Company Pvt. Ltd	829,476	16.00	818,696	15.79
Saldhar Investment & Trading Company Pvt. Ltd	282,372	5.45	280,539	5.41
Trivikram Investment & Trading Company Ltd.	986,668	19.03	986,668	19.03
Atul Champaklal Choksey	335,100	6.46	248,894	4.80
c) Terms/rights attached to equity shares				
The Company has only one class of share i.e Equity Share which enjoy similar rights in respect of Voting, Payment of dividend and Repayment of capital.				

(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
NOTE 3 : RESERVES AND SURPLUS		
(a) Capital Redemption Reserve	34.30	34.30
(b) Share Premium	3084.11	3084.11
(c) General Reserve		
As per last Balance Sheet	1490.88	1376.24
Add : Transfer from Statement of Profit and Loss	<u>128.05</u>	<u>114.64</u>
	<u>1618.93</u>	<u>1490.88</u>



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(d) Foreign Exchange Translation Reserve	-	(107.50)
	-	(107.50)
(e) Surplus in Statement of Profit and Loss		
As per last Balance Sheet	1953.53	1402.43
Add : Net profit after tax transferred from Statement of Profit and Loss	1280.53	1146.38
Excess Provision of Dividend Distribution tax Written Back for F.Y 2010-11	-	1.40
Amount available for appropriation	3234.06	2550.21
Less: Appropriations		
Dividend on Equity shares:		
- Proposed Dividend [Amount per share ₹ 9 (Previous year ₹ 8)]	466.60	414.76
Dividend Distribution Tax	79.30	67.28
Transfer to General Reserve	128.05	114.64
Closing Balance	2560.10	1953.53
	7297.44	6455.32

(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
NOTE 4 : LONG TERM BORROWINGS		
(a) Term Loan		
Secured		
From Banks	2203.01	2568.99
	2203.01	2568.99

Notes:

1. Loan from a bank secured by hypothecation of the Company's entire Plant & Machinery by way of first charge.
2. Default in terms of repayment of principal and interest – NIL.
3. Foreign currency loan due for repayment during the next twelve months considered in Other Current Liabilities is ₹ 543.90 lacs.

(₹ In Lacs)

Note 5: DEFERRED TAX LIABILITY (NET)

The Company has recognized deferred tax arising on account of timing differences, being the difference between the taxable income and accounting income, that originates in one period and is capable of reversal in one or more subsequent period(s) in compliance with Accounting Standard (AS 22) – Accounting for Taxes on income.

The major components of deferred tax (liabilities)/assets arising on account of timing differences as at 31st March 2013 are as follows:

	As at 31st March 2013	As at 31st March 2012
Deferred tax liabilities		
Incremental Deferred tax Liability created due to higher depreciation as per Income tax Act	122.92	-
Deferred Tax Liability created due to increase in tax rate	2.75	-
Deferred tax assets created in previous year reversed in current year	14.68	28.43
Deferred tax assets created in previous year reversed in current year on utilisation of short term capital gain	2.22	-
Deferred tax liabilities created due to deduction allowed in income tax on capital expenditure for Scientific Research	-	14.33
Total deferred tax liabilities	142.57	42.76

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Deferred tax assets		
Incremental Deferred tax assets created due to lower depreciation as per Income tax Act	-	3.72
Deferred tax assets created for the year end	28.65	14.68
Deferred Tax asset created due to reduction in tax rate	-	1.32
Capital losses carried forward under IT Act, 1961	4.29	2.22
Total deferred tax assets	32.94	21.94
Net deferred tax liability/ (Assets)	109.63	20.82
Net Deferred tax liability of earlier years	548.33	527.51
Net Deferred tax liability/(assets) for the year	657.97	548.33

(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
Note 6: OTHER LONG TERM LIABILITIES		
Unsecured		
Security Deposits	102.23	43.30
	<u>102.23</u>	<u>43.30</u>
Note:		
1. Refundable Security Deposits from Dealers carrying interest.		

(₹ In Lacs)

	Long -Term		Short -Term	
	As at 31st March 2013	As at 31st March 2012	As at 31st March 2013	As at 31st March 2012
NOTE 7. PROVISIONS				
Employee allowances	65.35	56.65	150.46	140.72
Gratuity	42.67	27.23	-	-
Excise	-	-	30.06	69.70
Proposed Dividend	-	-	466.60	414.76
Provision for Dividend Distribution Tax	-	-	79.30	67.28
Income Tax	-	-	414.00	464.00
Other Provisions (Incl. Custom duty Provision)	142.10	142.41	-	-
	<u>250.12</u>	<u>226.29</u>	<u>1140.42</u>	<u>1156.46</u>

(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
NOTE 8 : SHORT TERM BORROWINGS		
Loan repayable on demand from banks		
Secured		
Working capital loan from Bank	2104.42	3240.78
	<u>2104.42</u>	<u>3240.78</u>

Notes :-

1. Loan from a bank secured by hypothecation of stock, book debts on parri passu basis and exclusive charge on land and building and second parri passu charge on plant & machinery.
2. Default in terms of repayment of principal and interest – NIL.



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(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
NOTE 9. TRADE PAYABLES		
Unsecured		
Trade Payables	1897.74	1393.76
(Refer note 41(for Details of due to Small, Medium Enterprises))		
	<u>1897.74</u>	<u>1393.76</u>

(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
NOTE 10. OTHER CURRENT LIABILITIES		
(a) Other Payables		
Repayment of Term loan	543.90	-
Statutory Payables -		
Central sales tax and VAT	3.40	16.96
Excise & Service tax	0.13	2.97
TDS under Income tax	20.82	14.96
Provident Fund, Profession Tax and ESIC	1.05	0.77
Provision For Bonus	22.42	19.50
Commission to Non Exe. Directors	20.00	20.00
Sundry Creditors-Others	407.01	11.13
Retention Money Payable	8.07	8.60
Outstanding Expenses	473.86	379.92
Interest accrued but not due on borrowings	25.15	22.93
(b) Investor Education and Protection Fund		
(i) Unpaid/ Unclaimed dividend	21.53	15.31
(ii) Others (unclaimed)	1.18	1.52
	<u>22.71</u>	<u>16.83</u>
	<u>1548.51</u>	<u>514.57</u>

Note :-

- There is no amount due and outstanding to be paid to the Investor Education and Protection Fund as at 31st March 2013. These amounts shall be paid to the Fund as and when they become due.

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NOTE 11 : FIXED ASSETS										(₹ In Lacs)	
	Gross Block				Depreciation				Net Block		
	As at 01.04.12	Additions during the year	Deductions/ Adjustments	As at 31.03.13	As at 01.04.12	Additions During the year	Deductions/ Adjustments	As at 31.3.13	As at 31.03.13	As at 31.03.12	
A. Tangible Assets :											
Leasehold Land	7.64	-	-	7.64	2.46	0.10	-	2.56	5.08	5.18	
Buildings	1551.96	941.47	-	2493.43	657.52	47.75	-	705.28	1788.16	894.44	
Plant and Equipment	4000.42	1901.79	-	5902.21	3108.29	135.97	-	3244.25	2657.96	892.13	
Scientific Research:											
Equipments	252.64	41.86	-	294.50	98.46	11.70	-	110.14	184.36	154.18	
Furnitures & office equipments	153.66	11.26	-	164.93	84.11	10.53	-	94.64	70.29	69.55	
Vehicles	180.75	0.00	-	180.75	46.25	17.02	-	63.27	117.48	134.50	
Electric & Pipe Fittings	927.46	733.43	-	1660.89	451.48	54.17	-	505.66	1155.23	475.98	
Wind Turbine Generator	612.79	-	-	612.79	64.71	32.36	-	97.08	515.72	548.08	
Total tangible assets	7687.32	3629.81	-	11317.15	4513.28	309.60	-	4822.88	6494.28	3174.03	
B. Intangible Assets :											
Computer Softwares	52.35	2.01	-	54.37	48.03	1.70	-	49.73	4.63	4.32	
Total intangible assets	52.35	2.01	-	54.37	48.03	1.70	-	49.73	4.63	4.32	
Total (A+B)	7739.67	3631.83	-	11371.51	4561.31	311.30	-	4872.61	6498.91	3178.36	
Previous year	7216.86	587.58	64.76	7739.67	4329.37	278.64	46.82	4561.31	3178.36		
Note:											
1. In accordance with Accounting Standard (AS-11) and Amendmend Rules, 2009 thereon notified by Government of India on 31.12.2009 and subsequent amendment Dtd. 29th December 2011, company has capitalised ₹ 283.46 Lacs on account of Exchange rate difference on foreign currency loan.											

(₹ In Lacs)		
	As at 31st March, 2013	As at 31st March, 2012
NOTE 12: NON- CURRENT INVESTMENTS		
I) UNQUOTED		
i) NON-TRADE INVESTMENTS		
1 333 Ordinary Shares of Bombay Mercantile Co-op. Bank Ltd., Mumbai of the face value of ₹ 30/- fully paid	0.10	0.10
2 120000 (P.Y. 120000) Equity Shares of Cybele Paradise Pvt Ltd. of the face value of ₹ 10/- fully paid	16.00	16.00
	16.10	16.10
ii) INVESTMENTS IN MUTUAL FUNDS		
1 197101.984 Units (P. Y. 197101.984 Units) Birla Sun Life Frontline Equity Fund - Growth	125.38	124.46
2 382542.167 Units (P. Y. 382542.167 Units) DSP BlackRock Micro Cap Fund-Regular Plan	66.00	66.00
3 58645.707 Units (P. Y. 58645.707 Units) HDFC Top 200 Fund (G)	112.50	112.50



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	As at 31st March, 2013	As at 31st March, 2012
4 423919.327 Units (P. Y. 423919.327 Units) HDFC Mid-Cap Opportunities Growth	66.00	66.00
5 824499.411 Units (P. Y. 824499.411 Units) ICICI Prudential Focused Bluechip Eq Fund - Retail (G)	140.00	140.00
6 1294054.87 Units (P. Y. Nil Units) ICICI Prudential Income Opportunities Fund - Reg Plan (G)	194.00	0.00
7 Nil Units (P. Y. 886011.144 units) of Kotak Floater Long Term - Daily Div	0.00	89.31
8 Nil Units (P. Y. 95660.24 units) of Kotak Floater Long Term - Growth	0.00	16.00
9 1981214.884 Units (P. Y. Nil units) of DWS Gilt Fund - Regular Growth	250.00	0.00
	953.88	614.27
II) QUOTED		
1 4080 (P. Y. 4080) Equity Shares of Asian Paints Ltd of the face value of ₹ 10/- fully paid	4.99	4.99
2 10000 (P. Y. 10000) Equity Shares of Tata Motors Ltd of the face value of ₹ 2/- fully paid	1.52	1.52
3 Nil (P. Y. 11850) Equity Shares of Century Textiles Ltd. of the face value of ₹ 10/- fully paid sold during the year	0.00	96.97
4 18250 (P. Y. 30225) Equity Shares of Exide Industries Ltd of the face value of Re. 1/- fully paid	21.63	35.95
5 26950 (P. Y. 37830) Equity Shares of Opto Circuits India Ltd of the face value of ₹ 10/- fully paid	38.95	61.61
6 900 (P. Y. 1525) Equity Shares of Oracle Financial Services Software Ltd of the face value of ₹ 5/- fully paid	19.97	33.88
7 100 (P. Y. Nil) Equity Shares of Cable Corporation Of India Ltd of the face value of ₹ 10/- fully paid	0.00	0.00
8 7000 (P. Y. 11500) Equity Shares of Lupin Ltd of the face value of ₹ 2/- fully paid	21.42	33.63
9 29717 (P. Y. 34000) Equity Shares of Kalpataru Power Transmission Ltd of the face value of ₹ 2/- fully paid	25.57	72.88
10 Nil (P. Y. 31100) Equity Shares of JK Cement Ltd of the face value of ₹ 10/- fully paid sold during the year	0.00	56.93
11 Nil (P. Y. 3025) Equity Shares of Bajaj Auto Ltd of the face value of ₹ 10/- fully paid sold during the year	0.00	0.00
12 Nil (P. Y. 89750) Equity Shares of S. Kumars Nationwide Ltd of the face value of ₹ 10/- fully paid sold during the year	0.00	67.45
13 9150 (P. Y. 17450) Equity Shares of Mahindra Holidays & Resorts India Ltd of the face value of ₹ 10/- fully paid	41.64	82.10
14 800 (P. Y. Nil) Equity Shares of Oswal Chemical & Fertilizer of the face value of ₹ 10/- fully paid	0.00	0.00
15 3850 (P. Y. 3750) Equity Shares of Jammu & Kashmir Bank Ltd of the face value of ₹ 10/- fully paid	33.53	30.17

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	As at 31st March, 2013	As at 31st March, 2012
16 17500 (P. Y. 27400) Equity Shares of Sun TV Network Ltd of the face value of ₹ 5/- fully paid	63.20	104.13
17 Nil (P. Y. 1954) Equity Shares of Infosys Ltd. of the face value of ₹ 5/- fully paid sold during the year	0.00	58.35
18 4700 (P. Y. 6750) Equity Shares of Axis Bank Ltd. of the face value of ₹ 10/- fully paid	51.40	80.25
19 28650 (P. Y. 43210) Equity Shares of United Phosphorous Ltd. of the face value of ₹ 2/- fully paid	43.83	65.30
20 22700 (P. Y. 23100) Equity Shares of Muthoot Finance Ltd. of the face value of ₹ 10/- fully paid	36.62	43.29
21 299 (P. Y. Nil) Equity Shares of Dish TV of the face value of Re. 1/- fully paid	0.00	0.00
22 20600 (P. Y.30500) Equity Shares of Cox & Kings Ltd. of the face value of ₹ 5/- fully paid	41.47	65.68
23 300 (P. Y. Nil) Equity Shares of Kesoram Industries Ltd of the face value of ₹ 10/- fully paid	0.00	0.00
24 13670 (P. Y. 11700) Equity Shares of ING Vysya Bank Ltd. of the face value of ₹ 10/- fully paid	50.66	35.58
25 39450 (P. Y. 38600) Equity Shares of Jain Irrigation Systems Ltd. of the face value of ₹ 2/- fully paid	38.62	42.35
26 200 (P. Y. Nil) Equity Shares of Usha Martin Education & Solution of the face value of Re. 1/- fully paid	0.00	0.00
27 23200 (P. Y. 27700) Equity Shares of Kajaria Ceramics Ltd. of the face value of ₹ 2/- fully paid	60.53	28.76
28 10350 (P. Y. 8900) Equity Shares of IPCA Laboratories Ltd. of the face value of ₹ 2/- fully paid	33.90	28.52
29 260 (P. Y. Nil) Equity Shares of Siti Cable Network Ltd of the face value of Re. 1/- fully paid	0.00	0.00
30 24000 (P. Y. Nil) Equity Shares of Mahindra & Mahindra Financial Services Ltd. of the face value of ₹ 2/- fully paid purchased during the year <i>(Includes Stock Split 1:5)</i>	34.70	0.00
31 24500 (P. Y. Nil) Equity Shares of KPIT Cummins Infosystems Ltd. of the face value of ₹ 2/- fully paid purchased during the year	25.39	0.00
32 1000 (P. Y. Nil) Equity Shares of Axis Bank of the face value of ₹ 10/- fully paid	0.00	0.00
33 3700 (P. Y. Nil) Equity Shares of Mindtree Ltd. of the face value of ₹ 10/- fully paid purchased during the year	24.47	0.00
34 3600 (P. Y. Nil) Equity Shares of Cadila Healthcare Ltd. of the face value of ₹ 5/- fully paid purchased during the year	32.90	0.00
35 26100 (P. Y. 5184) Equity Shares of Sterlite Inds (Ind) Ltd of the face value of Re. 1/- fully paid purchased during the year	26.67	10.00
36 Nil (P. Y. 6535) Equity Shares of PSL Limited of the face value of ₹ 10/- fully paid sold during the year	0.00	10.01



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	As at 31st March, 2013	As at 31st March, 2012
37 Nil (P. Y. 725) Equity Shares of ICICI Bank Ltd of the face value of ₹ 10/- fully paid sold during the year	0.00	6.00
38 Nil (P. Y. 7075) Equity Shares of Biocon Ltd of the face value of ₹ 5/- fully paid sold during the year	0.00	19.90
39 Nil (P. Y. 6925) Equity Shares of NCC Ltd (Nagarjuna Construction Company Ltd) of the face value of ₹ 2/- fully paid sold during the year	0.00	9.61
40 Nil (P. Y. 357) Equity Shares of Larsen & Toubro Ltd of the face value of ₹ 2/- fully paid sold during the year	0.00	7.01
41 Nil (P. Y. 1650) Equity Shares of Bharat Electronics Ltd of the face value of ₹ 10/- fully paid sold during the year	0.00	23.49
42 Nil (P. Y. 2450) Equity Shares of Wyeth Ltd of the face value of ₹ 10/- fully paid sold during the year	0.00	24.63
43 3284 (P. Y. 2934) Equity Shares of Sudarshan Chemical Industries Ltd. of the face value of ₹ 10/- fully paid	22.12	20.60
44 8 (P. Y. Nil) Equity Shares of Infosys Ltd of the face value of ₹ 5/- fully paid	0.00	0.00
45 Nil (P. Y. 27740) Equity Shares of Texmaco Rail & Engineering Ltd. of the face value of Re. 1/- fully paid sold during the year	0.00	20.94
46 1404 (P. Y. 1437) Equity Shares of Bayer Cropscience Ltd. of the face value of ₹ 10/- fully paid	12.39	11.14
47 41387 (P. Y. 18650) Equity Shares of RPG Life Sciences Ltd. of the face value of ₹ 8/- fully paid	28.29	14.83
48 Nil (P. Y. 512) Equity Shares of Swaraj Engines Ltd. of the face value of ₹ 10/- fully paid sold during the year	0.00	2.33
49 Nil (P. Y. 5875) Equity Shares of Alstom India Ltd. of the face value of ₹ 10/- fully paid sold during the year	0.00	22.99
50 49175 (P. Y. 37610) Equity Shares of KEC International Ltd. of the face value of ₹ 2/- fully paid	27.52	14.80
51 2611 (P. Y.4200) Equity Shares of Honda Siel Power Products Ltd. of the face value of ₹ 10/- fully paid	7.69	11.58
52 1955 (P. Y. 3955) Equity Shares of Ingersoll-Rand (India) Ltd. of the face value of ₹ 10/- fully paid	7.45	15.06
53 Nil (P. Y. 2045) Equity Shares of Coromandel International Ltd. of the face value of Re. 1/- fully paid sold during the year.	0.00	5.39
54 11190 (P. Y. 6100) Equity Shares of CESC Ltd. of the face value of ₹ 10/- fully paid	32.01	18.65
55 23182 (P. Y. Nil) Equity Shares of JMC Projects of the face value of ₹ 10/- fully paid purchased during the year	24.18	0.00
56 1100 (P. Y. Nil) Equity Shares of Pentamedia Graphics of the face value of Re. 1/- fully paid	0.00	0.00

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	As at 31st March, 2013	As at 31st March, 2012
57 7150 (P. Y. Nil) Equity Shares of Tata Elxsi of the face value of ₹ 10/- fully paid purchased during the year	14.52	0.00
58 2124 (P. Y. Nil) Equity Shares of Cmc Limited of the face value of ₹ 10/- fully paid purchased during the year	22.13	0.00
59 12624 (P. Y. Nil) Equity Shares of Zensar Tech of the face value of ₹ 10/- fully paid purchased during the year	29.36	0.00
60 9377 (P. Y. Nil) Equity Shares of ITD Cementation Ltd of the face value of ₹ 10/- fully paid purchased during the year	19.80	0.00
61 80 (P. Y. Nil) Equity Shares of Ranbaxy Laboratories of the face value of ₹ 5/- fully paid	0.00	0.00
62 4032 (P. Y. Nil) Equity Shares of Sundaram Finance of the face value of ₹ 10/- fully paid purchased during the year <i>(includes 1176 bonus shares)</i>	16.41	0.00
63 1529 (P. Y. Nil) Equity Shares of Abbott India of the face value of ₹ 10/- fully paid purchased during the year	22.30	0.00
64 15950 (P. Y. Nil) Equity Shares of Greaves Cotton of the face value of ₹ 2/- fully paid purchased during the year	10.07	0.00
65 25550 (P. Y. Nil) Equity Shares of JB Chem & Pharma of the face value of ₹ 2/- fully paid purchased during the year	21.43	0.00
66 7377 (P. Y. Nil) Equity Shares of Hikal Ltd of the face value of ₹ 10/- fully paid purchased during the year	27.73	0.00
67 9307 (P. Y. Nil) Equity Shares of Deepak Nitrite of the face value of ₹ 10/- fully paid purchased during the year	19.82	0.00
68 62005 (P. Y. Nil) Equity Shares of TV18 Broadcast Ltd of the face value of ₹ 2/- fully paid purchased during the year	20.81	0.00
69 1751 (P. Y. Nil) Equity Shares of Merck Ltd of the face value of ₹ 10/- fully paid purchased during the year	11.01	0.00
70 18700 (P. Y. 18700) Equity Shares of Kotak Nifty ETF of the face value of ₹ 10/- fully paid	110.88	110.88
	1281.52	1510.14
TOTAL NON- CURRENT INVESTMENTS	2251.55	2140.51
AGGREGATE MARKET VALUE OF INVESTMENTS		
QUOTED INVESTMENTS	1528.16	1538.11



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(₹ In Lacs)

	Long Term		Short Term	
	As at 31st March 2013	31st March 2012	As at 31st March 2013	31st March 2012
NOTE 13 : LOANS AND ADVANCES				
(A) Unsecured and Considered good:				
(a) Capital Advances	-	99.23	-	-
(b) Sundry deposits	268.77	247.98	12.00	12.00
(c) Balance with Income Tax - Advance Penalty Appeal	-	5.76	-	-
	<u>268.77</u>	<u>352.97</u>	<u>12.00</u>	<u>12.00</u>
(B) Loans and advances to Trust				
Advance contribution to Gratuity Fund trust	3.78	3.78	-	-
(C) Other loans and advances				
Advances to Vendor	-	-	31.59	18.77
Advances against Expenses	-	-	-	42.95
Balance with Excise and service tax	-	-	250.00	143.06
Customs Duty under protest	142.09	142.09	-	-
Excise Duty under protest	0.40	-	-	-
Income Tax paid against disputed liability	-	-	208.33	100.00
Advance payments of Income Tax (Gross)	-	-	389.95	482.12
Advances to employees	-	-	15.09	5.24
	<u>142.49</u>	<u>142.09</u>	<u>894.96</u>	<u>792.14</u>
	<u>415.05</u>	<u>498.85</u>	<u>906.96</u>	<u>804.14</u>

(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
NOTE 14: INVENTORIES (At Lower of cost and market value)		
(a) Raw materials	549.11	595.90
(b) Packing materials	17.36	22.76
(c) Finished goods	297.30	483.68
(d) Work-in-progress	32.67	32.67
(e) Stores, spares and consumables	192.99	217.39
	<u>1089.43</u>	<u>1352.41</u>

(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
NOTE 15: TRADE RECEIVABLES		
Unsecured		
(a) Overdue for more than six months Considered good	24.95	11.66
Less:- Provision for Doubtful Debt	1.64	-
	<u>23.31</u>	<u>11.66</u>
(b) Others Considered good	4691.04	4465.38
	<u>4714.35</u>	<u>4477.04</u>
Note:-		
Amount due from private company in which any director is a director of that co.		
(I) Choksey Chemical Pvt. Ltd	35.86	22.26

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(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
NOTE 16: CASH AND BANK BALANCES		
A. Cash & cash equivalents		
(a) Cash on hand	6.43	6.06
(b) Balances with Banks :		
(i) Balances with Bank Accounts	283.85	85.39
(ii) Deposit with bank	37.95	1770.57
(iii) EEFC A/c	169.75	143.16
(c) Investment & Liquid Mutual Funds (See note below)	1051.34	1412.61
B. Other bank balances-earmarked		
(i) Unpaid dividend	21.53	15.31
	<u>1570.85</u>	<u>3433.10</u>

(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
Details of Investment in Liquid Mutual Funds		
Unquoted		
Investments in Mutual Funds:		
Nil Units (P. Y. 139929.844 Units) of HDFC Floating Rate Income Fund-LT-Div Reinvst	-	14.24
7709500.748 Units (P. Y. Nil Units) of HDFC Cash Mgt Fund-Treasury Adv Plan-Retail-Wkly Div Reinvst	774.55	-
50000 units (P. Y. 50000 units) of SBI Magnum Multicap Fund	5.00	5.00
Nil Units (P. Y. 499315.937 units) of SBI - Gold Fund - Growth	-	50.00
Nil Units (P. Y. 119664.5866 units) of SBI Premier Liq Fund - Super Institutional - Dly Div	-	1200.53
27131.556 Units (P. Y. Nil units) of SBI HF-Ultra Short Term Fund-Retail Plan-DD	271.78	-
Nil Units (P. Y. 520520.217 Units) of Reliance Liquid Fund - Treasury Plan - Institutional Option - Weekly Dividend	-	79.75
Nil Units (P. Y. 618593 units) of HDFC Liquid Fund - Dividend - Daily	-	63.09
	<u>1051.34</u>	<u>1412.61</u>

(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
NOTE 17: OTHER CURRENT ASSETS		
Sales Tax Refund	84.79	32.15
Interest Receivable	0.29	18.92
Discount Receivable	4.23	11.54
Other Receivable	0.40	-
Export Incentive Receivable	24.18	1.46
	<u>113.90</u>	<u>64.07</u>



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NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2013

(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
NOTE 18: REVENUE FROM OPERATIONS		
(1) Sale of products:		
(a) Home Market (Net of Returns)	27732.77	25555.36
(b) Exports	2529.70	2234.41
Turnover	30262.47	27789.77
Less: Excise duty	3049.84	2405.05
Sale of products	27212.63	25384.72
(2) Other operating revenues:		
(a) Income From Wind Mill Operation (Net)	77.74	77.12
(b) Scrap sales	6.27	4.92
(c) Export Incentives	43.50	34.03
	127.51	116.07
	27340.14	25500.79

(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
NOTE 19: OTHER INCOME		
(a) Interest Income	9.48	20.48
(b) Dividend Received		
From Non Current investments	66.85	54.74
(c) Surplus on sale of Non- Current Investments	(96.59)	97.27
(d) Net gain on foreign currency transactions & translations (Other than considered as finance cost)	6.13	44.82
(e) Income from rent	12.26	6.20
(f) Other Non - operating Income	0.16	-
	(1.71)	223.51

(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
NOTE 20 (A) COST OF MATERIALS CONSUMED		
Raw Materials Consumed		
Opening Stock	595.90	969.11
Add : Purchases	19806.06	18499.09
	20401.96	19468.20
Less: Closing Stock	(549.11)	(595.90)
	19852.85	18872.30
Packing Materials Consumed		
Opening Stock	22.76	15.60
Add : Purchases	583.49	490.18
	606.25	505.78
Less : Closing Stock	(17.36)	(22.76)
	588.89	483.02
	20441.75	19355.32

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(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
NOTE 20 (B) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE		
Stock at the beginning of the year		
Finished Goods	483.68	456.01
Work-in-Progress	<u>32.67</u>	<u>32.67</u>
Total (A)	516.35	488.68
Stock at the end of the year		
Finished Goods	297.30	483.68
Work-in-Progress	<u>32.67</u>	<u>32.67</u>
Total(B)	329.97	516.35
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE (A-B)	<u><u>186.38</u></u>	<u><u>(27.67)</u></u>

(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
NOTE 21 : EMPLOYEE BENEFITS EXPENSE		
Salaries ,wages and allowances	842.52	808.12
Wages and allowances to Contract Labour	73.10	68.31
Contribution to Provident and other Funds (Refer. Note No.37)	67.98	47.94
Staff welfare expenses	<u>94.52</u>	<u>84.13</u>
	<u><u>1078.11</u></u>	<u><u>1008.50</u></u>



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(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
NOTE 22 : OTHER EXPENSES		
Stores and spares consumed	188.25	208.34
Power and fuel	715.11	591.58
Repairs and Maintenance		
Buildings	175.89	204.98
Machinery	157.56	144.93
Other assets	29.17	17.06
Sales Discount & Rebates	325.56	225.56
Rent	8.74	5.75
Rates and taxes	63.53	92.60
Insurance	36.65	27.36
Freight and transport charges	695.98	558.60
Advertisement	19.73	18.36
Printing, stationary, postage and telephones	56.34	49.75
Travelling Expenses		
Directors	54.57	65.72
Others	127.90	99.70
Commission on sales	111.74	87.86
Donation	2.58	1.69
Bank Charges	16.34	32.02
Miscellaneous expenses	487.29	571.01
Directors' meeting fees	3.54	2.16
Auditors Remuneration (Ref. Note No. 26)	3.50	3.50
Prior year Expenses (Net)	1.96	103.72
	<u>3281.93</u>	<u>3112.25</u>

(₹ In Lacs)

	As at 31st March 2013	As at 31st March 2012
NOTE 23 : FINANCE COST		
Interest on Borrowings	222.61	332.48
Other Borrowing costs	12.20	33.58
	<u>234.81</u>	<u>366.05</u>

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NOTES TO ACCOUNTS

24. Estimated amount of contracts to be executed on capital account and not provided for ₹ **323.00 lacs** (Net of advances) [P.Y. ₹ **493.87** lacs (Net of Advances)].

25. Contingent Liabilities:

Claims against the Company not acknowledged as debts [Gross] ₹ **582.12 lacs** (P.Y. ₹ 566.00 Lacs).

(₹ In Lacs)

Particulars	2012-13	2011-12
Direct Tax Matters	252.39	252.39
Excise & Custom	329.73	313.61

26. Auditors Remuneration

(₹ In Lacs)

Particulars	2012-13	2011-12
Statutory audit fee	3.50	3.50
Taxation matters	0.75	0.50
Certification fees and other services	0.50	0.50
For reimbursement of expenses	0.15	0.10
Total	<u>4.90</u>	<u>4.60</u>

27. CIF value of direct imports:

(₹ In Lacs)

Particulars	2012-2013	2011-2012
Raw materials	1773.71	1755.70
Stores and spares	6.13	41.44
Capital Goods	260.56	15.24

28. Value of imported and indigenous raw materials and spares consumed and percentage of each to total consumption:

(₹ in Lacs)

Particulars	2012-2013	% To Total	2011-2012	% To Total
Raw Materials:				
Direct Imports	2034.12	10.25	1923.81	10.19
Others {including value of consumption of imported raw materials purchased through indigenous sources ₹ 8753.46} (P.Y. ₹6736.24 lacs)	17818.73	89.75	16948.48	89.81
	<u>19852.85</u>	<u>100.00</u>	<u>18872.29</u>	<u>100.00</u>
Stores and Spares:				
Direct Imports	7.94	4.22	2.65	1.27
Indigenous	18031	95.78	205.69	98.73
	<u>188.25</u>	<u>100.00</u>	<u>208.34</u>	<u>100.00</u>

29. Value of Raw Material Consumed:

(₹ in Lacs)

Particulars	2012-13	2011-12
Monomers	17790.53	17135.81
Others	2062.32	1736.48
Total	<u>19852.85</u>	<u>18872.29</u>



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30. Exchange Rate Difference on foreign currency loan & Interest on this loan capitalised. (₹ In Lacs)

	Amount
1. Rate Difference on Foreign Currency loan	283.46
2. Interest on Foreign Currency Loan (Net)	117.46
Total	400.92

31. Finished Goods (₹ in Lacs)

	2012-13			2011-12		
	Sales	Closing	Opening	Sales	Closing	Opening
Synthetic Latex & Rubber	30262.47	297.30	483.68	27789.77	483.68	456.01

32. Earning in foreign currency (₹ in Lacs)

	2012-2013	2011-2012
F.O.B. value of Exports	2469.17	2120.61

33. Expenditure in foreign Currency (₹ in Lacs)

	2012-2013	2011-2012
a. Books and periodicals and other memberships	14.25	10.42
b. Foreign Travel	46.78	45.91
c. Professional fees (including reimbursement)	37.64	56.04
d. Sales Commission	9.63	7.35
e. Interest and Cost of other Financial Services	170.98	0.61

34. Details on derivatives instruments and unhedged foreign currency exposures.

(i) The foreign currency exposures that have not been hedged by derivative instrument or otherwise are given below:

Particulars	2012-13		2011-12	
	USD	₹ in Lacs	USD	₹ in Lacs
Payables	359221.60	195.38	544582	277.04
Receivables	267313.27	145.39	57265	29.13
	EURO		EURO	
Receivables	-	-	61579	41.81

35. Company is engaged in the business of Synthetic rubber including latexes, also known as Synthetic Emulsion polymers.

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36. As per requirement of Accounting standard for related parties transaction (AS 18) issued by ICAI:

Related Party Disclosure

Transactions with Related Parties

(₹ In Lacs)

Sr. No.	Nature of Transaction	Person(s) having controlling interest	Directors	Companies controlled by Directors/Relatives of Directors	Key Management Personnel	Total
1	Reimbursement of Office maintenance, , Rent and Other expenses					
	1. Apco Enterprises Limited.	-	-	8.89	-	
	2. Trivikram Investment & Trading Co. Ltd	-	-	21.23	-	30.12
2	Remuneration	-	-	-	56.72	56.72
3	Sale of Goods					
	1. Choksey Chemical Pvt. Ltd.	-	-	88.59	-	
	2. Mazda colour Ltd.	-	-	00.10	-	88.69
4	Reimbursement of medical expenses to Shri. Atul Choksey, Chairman	1.25	-	-	-	1.25
5	Commission to Non-Executive Directors paid	14.36	2.80	-	-	17.16

Names of related parties and description of relationship

Sr. No.	Names of related parties	Description
1	Shri Atul C. Choksey	Person/s having controlling interest
2	Abhiraj Trading & Investments Pvt. Limited Aeonian Investments Compnay Limited Amisha Credit & Capital Pvt. Limited Apco Enterprises Limited Aquamarine Trading & Investments Pvt. Limited Balasesh Leafin Limited Bhuvantray Investments & Trading Co. Pvt. Limited Casabella Interior Pvt. Limited Choksey Chemical Pvt. Limited Cons Holdings Limited Cybele Paradise Pvt Ltd Dhumraketu Investments & Trading Company Pvt. Limited Dhumravarma Trading & Investments Pvt. Limited Forest Hills Trading & Investments Pvt. Limited Gauriputra Investments & Trading Co. Pvt. Limited Haridwar Trading & Investments Pvt. Limited HMP Mineral Pvt. Limited Joshimath Trading & Investments Pvt. Limited Laxmanjhula Trading & Investments Pvt. Limited Mazda Colours Limited Propycon Trading & Investments Private Limited Saldhar Investments & Trading Company Pvt. Limited Sammelan Investment & Trading Limited Shyamal Finvest (India) Limited The Hindustan Mineral Products Co. Limited Titan Trading & Agencies Limited Trivikram Investments & Trading Company Limited	Companies controlled by Directors/Relatives of Directors
3	Shri. Abhiraj A. Choksey - Key Management Personnel	Managing Director



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37. Disclosure as per Accounting Standard 15 (Revised)

The following table sets out the status of the gratuity Plan as required under AS 15 (Revised).

(₹ In Lacs)

Statement Showing changes in Present Value of obligation as on 31st March 2013		
	31st March 2013	31st March 2012
Present Value of Obligation of the year	126.01	83.51
Interest Cost	10.71	6.68
Current service Cost	11.94	9.54
Benefits paid	(0.50)	(5.81)
Actuarial (gain)/Loss on obligations	1.43	32.09
Present Value of obligations as at the end of the year	149.59	126.01
Table showing changes in the fair value of plan asset as on 31st March 2013		
Fair value of plan assets	98.78	71.87
Expected Return on plan Assets	8.40	5.75
Contributions	-	25.49
Benefits Paid	(0.50)	(5.81)
Actuarial Gain / (Loss) on plan asset	0.24	1.48
Fair Value of Plan Asset as the end of the year	106.92	98.78
Actuarial Gain / Loss recognized as on 31st March, 2013		
Actuarial gain/(Loss) for the year – Obligation	1.43	32.09
Actuarial (Gain) / Loss for the year – plan asset	(0.24)	(1.48)
Total (gain)/Loss for the year	1.19	30.60
Actuarial (gain)/Loss recognized in the year	1.19	30.60
Expenses Recognized in the Statement of Profit & Loss A/c		
Current Service Cost	11.94	9.54
Interest Cost	10.71	6.68
Expected Return on Plan assets	(8.40)	(5.75)
Net Actuarial (gain)/Loss Recognized in the year	1.18	30.61
Expenses Recognized in the Statement of Profit & Loss A/c.	15.44	41.08
Amount to be recognized in the Balance Sheet		
Present Value of Obligation as at the end of the year	149.59	126.01
Fair value of plan asset as at the end of the year	106.92	98.78
Net Asset/(liability) recognize in the Balance sheet	(42.67)	(27.23)
Actuarial Assumptions		
Discount Rate	8.50%	8.50%
Salary Escalation	5.50%	5.50%
Investment details		
Central & State Govt. Securities	36.37%	36.37%
Bonds / Debentures	31.33%	31.33%
Equity Shares	2.51%	2.51%
Money Market Instrument / FD	2.27%	2.27%
Insurer Managed Fund	27.52%	27.52%
Total	100.00%	100.00%

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38. Pursuant to the Accounting Standard (AS 29)-Provisions, Contingent Liabilities and Contingent Assets, the disclosure relating to provision made in the accounts for the year ended 31st March 2013 is as follows:

(₹ In Lacs)				
Particulars	Opening Balance	Additions	Adjustments/ Payments	Closing Balance
Provision for Contingencies	142.10	-	-	142.10

39. Operating Leases:

The Company lease agreements are in respect of operating lease for vehicles. This lease agreements provide for cancellation by either parties there to as per the terms and condition of the agreements. The lease rental recognized in the profit and loss during the year ₹ 3.82 lacs (P.Y. ₹ 3.33 lacs). The lease agreements obligations for period of validity ₹ 8.27 lacs (P.Y. ₹ 12.09)

40. Earning per Share:

		2012-13	2011-12
1.	Profits/(Loss) after Tax – ₹ In lacs	1280.53	1146.38
2.	Number of Shares	5184496	5184496
3.	Earning per Share – ₹	24.70	22.11

41. Disclosure under the Macro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2012-13, to the extent of the Company has received intimation from the suppliers regarding their status under the Act.

(₹ in Lacs)			
		2012-13	2011-12
(i)	Principle amount remaining unpaid	3.01	18.89
(ii)	Interest due thereon remaining unpaid	0.00	0.00
(iii)	Interest paid by company in terms of section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to the supplier beyond the appointed day during the period	0.00	0.00
(iv)	Interest due and payable for the period of delay in making of payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006.	0.00	0.00
(v)	Interest accrued and remaining unpaid	0.00	0.00
(vi)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises.	0.00	0.00

42. Previous year's figures have been regrouped, wherever necessary. Figures in brackets are for the P.Y.

As per our Report of even date

ATUL C. CHOKSEY Chairman

ABHIRAJ A. CHOKSEY Managing Director

MANUBHAI G. PATEL Director

For SHAH & CO.
Chartered Accountants
Firm Registration No. 109430W

P.N. SHAH
Partner

ANAND V. KUMASHI

GM – Accounts, Finance &
Company Secretary

Mumbai : 25th April 2013

Mumbai : 25th April 2013



apcotex industries limited

PERFORMANCE SUMMARY						₹ in lacs
	Growth in comparison to previous year	2012-13	2011-12	2010-11	2009-10	2008-09
Volume Sales in M.T.	13.11%	32780.10	28979.55	28126.76	23428.03	14086.17
Revenues						
Gross Sales	8.90%	30262.47	27789.77	22165.76	15465.40	11155.81
Net Sales	7.20%	27212.63	25384.72	20191.96	14307.57	9972.90
Other Income	-62.95%	125.81	339.59	359.42	96.80	65.12
Cost						
Material Consumed		20628.13	19327.65	15069.78	10229.49	6921.79
Employee's Remuneration and Benefits		1078.11	1008.51	777.48	636.60	529.73
Other Expenses (Incl Finance Cost)		3514.78	3374.59	3000.59	2132.80	1657.02
Gross Profit	5.16%	2117.42	2013.56	1703.53	1405.48	929.48
Depreciation		311.30	278.64	264.76	198.95	219.91
Earlier year adjustments		1.96	103.72	-68.06	50.73	4.17
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	3.27%	2350.26	2275.89	2026.00	1524.55	962.31
Profit before tax	10.60%	1804.16	1631.20	1506.83	1257.26	713.74
Profit after tax	11.70%	1280.53	1146.38	1072.36	832.79	448.39
Earning Per Shares		24.70	22.11	20.68	15.26	8.11
Capital Accounts						
Share Capital		522.35	522.35	522.35	522.35	556.64
Reserves and Surplus		7297.44	6455.32	5897.08	5247.88	4988.88
Gross Block		11371.51	7739.67	7216.86	6912.20	5852.71
Total Investments		3302.89	3553.13	2550.04	1938.39	2827.57

Note: (Includes Investments in Liquid Mutual Funds which is part of cash and cash equivalents.)



apcotex industries limited

Plot No.3/1, M I D C Industrial Area, P.O. Taloja, Dist. Raigad 410 208, Maharashtra

ATTENDANCE SLIP

Folio No./DP ID or BEN No. : _____

I/We hereby record my/our presence at the **27th Annual General Meeting** at **Plot No.3/1, M I D C Industrial Area, P.O. Taloja - 410208, Dist. Raigad, Maharashtra** on **Friday, the 28th day of June 2013** at **11.30 a.m.**

Name of the Shareholder/Proxyholder

Signature of the Shareholder/Proxyholder

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE



apcotex industries limited

Plot No.3/1, M I D C Industrial Area, P.O. Taloja - 410208, Dist. Raigad, Maharashtra

PROXY FORM

Folio No./DP ID or BEN No. : _____

I/We _____

being a Member / Member(s) of APCOTEX INDUSTRIES LIMITED, hereby appoint

..... of

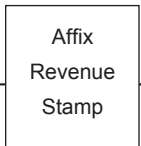
or failing him/her of

or failing him/her of

as my/our proxy to attend and vote to me/us on my/our behalf at the **27th Annual General Meeting** at **Plot No. 3/1, M I D C Industrial Area, P.O. Taloja - 410208, Dist. Raigad, Maharashtra** on **Friday, the 28th day of June 2013** at **11.30 a.m.** or at adjournment thereof.

AS WITNESS my hand/our hands this _____ day of _____ 2013.

Signature _____



NOTE : The Proxy Form must be deposited at the Registered Office of the Company at Plot No.3/1, M I D C Industrial Area, P.O. Taloja - 410208, Dist. Raigad, Maharashtra not less than 48 hours before the time for holding the Meeting.

BOOK-POST

If undelivered, please return to :



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