
ADVANCE PETROCHEMICALS LTD.

ADVANCE PETROCHEMICALS LIMITED
(CIN L23200GJ1985PLC008013)
29th ANNUAL REPORT

BOARD OF DIRECTORS

Ashok Goenka	CMD (DIN: 00086925)
Arvind Goenka	Director (DIN 00093200)
ShaileshSingh Rajput	Director (DIN 00176962)
Omprakash Jalan	Director (DIN 00176876)
Nirish J. Parikh	Director (DIN 03506494)

ANNUAL GENERAL MEETING

At 11.00 A.M. On Tuesday,
30th September, 2014
Plot No. 167
Pirana Approach,
Village : Piplej,
Ahmedabad.

AUDITORS

Pipara & Co.
Chartered Accountants,
"Pipara Corporate House"
Netaji Marg, Law Garden,
Ahmedabad - 380 006.

BANKERS

Oriental Bank of Commerce
C.G. Road Branch,
Ahmedabad-380 006.

Shareholders are requested to bring their copy of the Annual Report alongwith them at the Meeting, as the copies of the Report will not be distributed at the meeting.

REGISTRAR & TRANSFER AGENT

Bigshare Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate,
Sakinaka, Andheri (E), Mumbai: 400072
Phone: 022-40430200
Email id: info@bigshareonline.com

REGISTERED OFFICE

36, Kothari Market,
Ahmedabad - 380 022.

CONTENTS

Notice	2
Director's Report	15
Compliance Certificate	20
Auditor's Report	25
Balance Sheet	32
Statement of Profit & Loss Accounts	33
Notes Forming part of the Accounts	34
Cash Flow Statement	50

Page No(s)

Plant

Plot No.167
Pirana Approach
Village Piplej
Ahmedabad.

NOTICE

NOTICE is hereby given that 29th Annual General Meeting of the Members of Advance Petrochemicals Limited will be held on Tuesday, the 30th day of September, 2014 at Plot No.167,Pirana Approach,Village Piplej, Ahmedabad at 11.00 A.M. to transact the following business

ORDINARY BUSINESS :

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March,2014 and Profit & Loss Statement for the year ended on that date and the Report of the Director's and Auditor's thereon & Compliance Certificate.
2. To appoint a Director in place of Mr. Arvind Goenka (DIN 00093200) being Non executive and Non independent, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditor's and fix their remuneration and in this connection to pass with or without modification, the following resolution as an ORDINARY RESOLUTION :

“RESOLVED THAT M/s.Pipara & Co., Chartered Accountants, Ahmedabad (Firm Registration Number 107929W) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of the Annual General Meeting till the conclusion of Thirty second Annual General Meeting of the Company (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board of Directors of the Company be and are hereby authorised to fix such remuneration plus applicable service tax and out of pocket expenses incurred by them for the purpose of audit in consultation with the auditors.”

SPECIAL BUSINESS:

4. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, Shri Omprakash Jalan (DIN: 00176876), Director of the Company who has submitted a declaration that that he meets the criteria for independence and in respect of whom the Company

ADVANCE PETROCHEMICALS LTD.

has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years from the date of this annual general meeting till the date of the 34th Annual General Meeting of the Company in the calendar year 2019”.

5. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, Shri Nirish J. Parikh (DIN 03506494), Director of the Company who has submitted a declaration that that he meets the criteria for independence and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years from the date of this annual general meeting till the date of the 34th Annual General Meeting of the Company in the calendar year 2019”.

6. To consider and if thought fit to pass with or without modification the following resolution as Special Resolution

“RESOLVED THAT pursuant to the provisions of section 14 and all other applicable provisions of the Companies Act, 2013 (the Act), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

7. To consider and if thought fit to pass with or without modification the following resolution as Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and other

ADVANCE PETROCHEMICALS LTD.

applicable Provisions if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby given to the Board Of Directors of the Company to create a mortgage and/or charge on such terms and conditions and at such time(s) and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the whole or substantially the whole of the Company's undertakings or of all the undertakings, including the present and/or future properties, whether movable or immovable as may be agreed to in favour of the Banks/Financial Institutions hereafter referred to as lenders up to an aggregate amount not exceeding Rs.500 Crore (Rupees Five Hundred Crore) only, over and above the aggregate of the paid up capital and free reserves, to secure the financial assistance together with interest on the principal amounts, compound interest, additional interest, liquidated damages, accumulated interest and all other monies payable by the Company to the concerned Banks/Financial Institutions under respective deed/loan agreement/other relevant agreements entered into/to be entered into by the Company.

RESOLVED FURTHER THAT the security to be created by the Company as aforesaid may rank prior to/pari passu/subservient with the mortgages and/or charges already created or to be created in future by the Company and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any Committee thereof, or persons authorized by the Board/Committee, be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required, and to accept any modification(s) to, or to modify, alter, vary, the terms and conditions thereof and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating the mortgage/ charge as aforesaid or otherwise considered to be in the best interests of the Company."

8. To consider and if thought fit to pass with or without modification the following resolution as Special Resolution

"RESOLVED THAT supplemental to the Ordinary Resolution passed under section 293(1)(d) of the Companies Act, 1956, and pursuant to section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (hereinafter

ADVANCE PETROCHEMICALS LTD.

referred to as the Act) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company (hereinafter referred to as the "Articles"), consent of the Company be and is hereby granted to the Board of Directors of the Company, to borrow for and on behalf of the Company, from time to time as they may consider fit, any sum or sums of money, in any manner and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian Rupees or any other foreign currency, from any bank(s) or financial institution(s), other person or persons and whether the same be unsecured or secured, and if secured, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, or in respect of all or any of the Company's assets and properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or in transit) notwithstanding that the monies so borrowed together with the monies, already borrowed, if any, by the Company (apart from temporary loans and credits obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid up capital and free reserves i.e. reserves not set apart for any specific purpose, provided that the total amount so borrowed and outstanding at any time shall not exceed Rs.500 Crore (Rupees Five Hundred Crore) only, over and above the aggregate of the paid-up capital and free reserves".

**By order of the Board
For Advance Petrochemicals Ltd.**

Registered Office :

36, Kothari Market,
Ahmedabad - 380 022
Date : 29/08/2014

(Ashok Goenka)
Chairman & Managing Director
(DIN: 00086925)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY IN ORDER TO BE VALID NEED NOT BE A MEMBER OF THE COMPANY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM DULY FILLED IN AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE START OF THE MEETING.
2. The relevant statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of business under item Nos. 4 to 8 of the Notice set out above is annexed hereto.
3. Register of Member and Share Transfer Book of the company will remain closed from Thursday, the 25th day of September, 2014 to Tuesday, the 30th day of September, 2014.
4. Members/proxies should bring their attendance slips duly filled in for attending the meeting.
5. Shareholders seeking any information on account or operations are requested to write to the company at an early date so as to enable the management to keep the information ready.
6. Members are requested to intimate the change in their address, if any, to the Registered office of the company writing their folio no.
7. Members holding shares in more than one folio in identical order of names are requested to write to the registered office of the company enclosing their share certificates to enable us to consolidate their holdings in one folio, to facilitate better service.
8. Members who have not forwarded details of their bank account number and the name and address of the bank are requested again to send the same.
9. Electronic copy of the Notice of the 29th Annual General Meeting of the company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members as on the cutoff date i.e. **August 29, 2014** and whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has

ADVANCE PETROCHEMICALS LTD.

requested for a hard copy of the same. For members, as on the cut-off date, and who have not registered their email address, physical copies of the Notice of the 29th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual report, notice, circular etc. from the company electronically.
11. Voting through electronic means Pursuant to Section 108 of the Companies Act, 2013 and Rules 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for members for voting electronically are as under:-

- (i) Long on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, Select the Electronic Voting Sequence Number- “EVSN” along with “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID;
 - For CDSL: 16 digits beneficiary ID;
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - For Members holding shares in Physical Form: Please enter Folio Number Registered with the Company and then enter the Captcha Code as displayed on the screen;Then Click on Login
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing password is to be used. In case you have forgotten your password then enter the User ID and Captcha Code as displayed on the screen and click on Forgot Password and then enter the details as prompted by the

system.

(vi) Otherwise, if you are a first time user or if you are holding shares in physical form, please follow the steps given below:

(a) Please fill the following details in the appropriate boxes (this is applicable to members holding shares in demat form or physical form):

1. Primary Level

Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Please enter in CAPITAL LETTERS. This must tally with the PAN registered by you with the Company/Depository Participant. Please note that Members who have not registered their PAN with the Company/Depository Participant, will have to use the default value AAACZ0715E in the PAN field.

2. Secondary Level

Enter the Data of Birth as recorded in your demat account or in the Company's records for the said demat account or folio in dd/mm/yyyy format.

OR

Enter the Bank Account Number as registered by you in your demat account or in the Company's records in respect of your shares in the said demat account or folio.

OR

In case neither your Date of Birth nor Bank Account details are recorded in your demat account in the Company's records, as aforesaid, then please enter your demat account number (client id) or your folio number in the Bank Account field.

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

(vii) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatory enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through

ADVANCE PETROCHEMICALS LTD.

CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (ix) Click on the COMPANY on which you chose to vote.
- (x) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
- (xi) Click on the "Resolution File Link" if you wish to view the entire Resolution.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to change your vote subsequently.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the Systems for the scrutinizer to verify the same.

Please note that:

1. The voting period begins on **September 24, 2014** at 10.00 a.m. and ends **September 26, 2014** at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which is **August 29, 2014**, may cast their vote electronically. The voting rights of Shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on **September 26, 2014**.

ADVANCE PETROCHEMICALS LTD.

2. In case you have any queries or issue regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
3. Mr. Bipin L. Makwana, Practicing Company Secretary (Membership No. ACS15650) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and forward his report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.
5. The Result shall be declared on or after the Annual General Meeting (AGM). The result declared along with the Scrutinizer's Report shall be placed on the Company's website **www.advancepetro.com** and on the website of CDSL within two (3) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

**By order of the Board
For Advance Petrochemicals Ltd.**

Registered Office :
36, Kothari Market,
Ahmedabad - 380 022
Date : 29/08/2014

(Ashok Goenka)
Chairman & Managing Director
(DIN: 00086925)