

BOARD OF DIRECTORS

R K RAJGARHIA Chairman & Managing Director

R L TOSHNIWAL

K R GUPTA

S G RAJGARHIA

R R BAGRI

H R Sharma Executive Director

COMPANY SECRETARY

F C GOEL

AUDITORS Chaturvedi & Co.

BANKERS Punjab National Bank State Bank of Bikaner & Jaipur

HEAD OFFICE

2-Brabourne Road Kolkata - 700 001

CORPORATE OFFICE

910, Chiranjiv Tower, 43, Nehru Place New Delhi - 110019

REGISTERED OFFICE & WORKS

SP-147, RIICO Industrial Area Bhiwadi, Dist. Alwar (Rajasthan) - 301019

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Regd. Office : SP-147, RIICO Industrial Area, Bhiwadi, Dist, Alwar (Raj.)

PROXY FORM

Signed this	day of	2012
Signature		Affix
Folio No./ DP ID No. and client I	D No	Revenue
No. of Shares held		Stamp

NOTE : The proxy must be returned so as to reach the registered office of the company not less than 48 hours before the time fixed for holding the aforesaid meeting.

APM INDUSTRIES LIMITED

Regd. Office : SP-147, RIICO Industrial Area, Bhiwadi, Dist, Alwar (Raj.)

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the Hall.

I hereby record my presence at the **38**th Annual General Meeting of the Company held on **Saturday**, the **15**th **day of September**, **2012**, at **11.30 A.M.** at **SP-147**, **RIICO Industrial Area**, **Bhiwadi**, **Dist. Alwar** (Rajasthan).

Full Name of the Member (in Block Letters)
Full Name of Proxy, if applicable
Folio No. / DP ID No. and Client ID No.
No. of Shares held
Signatures of Member / Proxy

If undelivered please return to: **APM INDUSTRIES LIMITED** 910, Chiranjiv Tower, 43, Nehru Place New Delhi - 110019

BOOK-POST

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 38th Annual General Meeting of the Members of APM Industries Limited will be held on **Saturday**, the **15th** day of **September, 2012** at **11.30 A.M.**, at its Registered Office at SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
- 2. To declare a Dividend.
- 3. To appoint a Director in place of Shri R L Toshniwal, who retires by rotation and being eligible, offers himself for re-appointment.
- 4. To appoint M/s Chaturvedi & Co., Chartered Accountants, who are eligible for re-appointment as Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 read with **Schedule** - **XIII** and all other applicable provisions of the Companies Act, 1956 consent of the Company be and is hereby accorded to the re-appointment of Shri H R Sharma, as Executive Director of the Company for a period of five (5) years w.e.f. **March 1, 2012**".

The principal terms and conditions governing the payment of remuneration of Shri H R Sharma w.e.f. March 1, 2012 are as under:

a) Salary

- Basic salary in the range of Rs.1,20,000/- to Rs. 2,00,000/- per month. In the first year, i.e. from 01.03.2012 to 28.02.2013 Rs. 1,20,000/- per month will be paid. Thereafter the Board of Directors shall fix annual increments every year within the above ceiling. First increment shall become due from 01.03.2013. Other allowances, bonus, perquisites etc., shall also increase accordingly.
- Bonus/Exgratia shall be paid, as payable to Senior Executives of the Company but not exceeding 20% of basic salary.

b) Perquisites

PART – A

i) Housing

Rent free furnished residential accommodation with free electricity the monetary value of which will be evaluated as per Rules 3 of the Income Tax Rules, 1962,

OR

In case own premises are occupied, then house rent allowance payable as per rules of the company but not exceeding 60% of basic salary. The expenses on electricity will be borne by the company.

ii) Medical Benefits for self and family

The total cost of medical expenses/allowance to the Company shall not exceed one month salary per year or three months salary in a period of three years.

APM INDUSTRIES LIMITED

iii) Leave

Leave and leave encashment as per rules of the Company.

iv) Leave Travel Allowance/Concession

For self and family once in a year in accordance with the rules of company.

v) Club Fees

Fees of clubs subject to a maximum of two clubs. This will not include admission and life member-ship fees.

PART – B

i) Provident Fund

The Company's contribution towards Provident Fund as per rules of the Company.

ii) Gratuity

Not exceeding half month salary for each completed year of service according to the Company's Scheme.

PART – C

Conveyance

The Company will provide a Car with driver partly for official use and partly for private purpose. The Car provided for private purpose will be considered as perquisites as per Income Tax Rules.

ii) Telephone

The company shall provide telephone at residence at Company's cost.

iii) Sitting Fee etc.

No sitting fee shall be paid to him for attending the meetings of Board of Directors or any Committees thereof. He shall not be liable to retire by rotation.

- c) Minimum remuneration: In the event of loss or inadequacy of profit in any financial year during the tenure of Shri H R Sharma as Executive Director, he shall be entitled to receive and be paid the remuneration by way of salary, perquisites and other allowances not exceeding the ceiling limits as specified under Part II, Section II of Schedule XIII of the Companies Act, 1956 for a period of three years from the date of appointment.
- 6. To consider, and if thought fit, to pass with or without modification, the following resolution as an Special Resolution:

"RESOLVED THAT the members of the company do hereby accord their approval under section 314 (1) and other applicable provision of the Companies act, 1956, to the promotion of Shri Ajay Rajgarhia, Son of Shri R K Rajgarhia, Chairman & Managing Director of the company, who holds an office of profit in the company, for holding and continuing to hold the office or place of profit as Vice President (Business Development) or such other designation as the management may assign in due course under a contract of service".

"FURTHER RESOLVED THAT Shri Ajay Rajgarhia be paid salary in the scale of Rs. 50,000 - 5,000 - 60,000 per month as basic salary plus usual perks as payable to other senior executives of the company for a period of 3 years from 01.01.2012 to 31.12.2014".

Registered Office: SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) By Order of the Board

F C GOEL Company Secretary

New Delhi

August 1, 2012

NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE MEETING.
- Explanatory statement as required Under Section 173(2) of the Companies Act, 1956 in respect of Item No.5 & 6 are Annexed.
- The Register of Members and Share Transfer Books of the Company shall remain closed from September 8, 2012 (Saturday) to September 15, 2012 (Saturday) (both days inclusive) in connection with the payment of final dividend for the financial year 2011-2012.
- 4. The payment of dividend, upon declaration by the shareholders at the forthcoming Annual General Meeting, will be made on or after **September 19, 2012** as under:-
 - a) To all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the end of the day on September 7, 2012.
 - b) To all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the company before the closing hours on **September 7, 2012**.
- 5. The amount of dividend remaining unpaid for the year 2004-05, 2005-06, 2006-07 and 2010-11 transferred to the company's unpaid dividend account, can be claimed from the company by the members entitled to it for a period of seven years from the respective dates of such transfer after which it shall be transferred to the Investor Education and Protection Fund (IEPF) constituted Under Section 205 (C) of the Companies Act, 1956. The amount pertaining 2004-05 will be transferred to IEPF in October 27, 2012.
- 6. The company sub-divided the face value of equity shares from Rs.10 to Re.2 w.e.f. January 28, 2011. Members were advised through a circular dated January 29, 2011 to surrender their old share certificates for exchange with the new ones. Members who have not already exchanged their old certificates which anyway ceased to be valid from that date, may do so by sending the old certificates to the Registrar/Company.

The members are requested to get their shares dematerialized. The company's new ISIN Code INE170D01025 pursuant to change in face value.

- 7. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:
 - a) os.delhi@orientsyntex.com
 - b) admin@skylinerta.com

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO.5

Shri H R Sharma was appointed as Executive Director of the Company w.e.f. March 1, 2007 for a period of five years, which term expired on February 28, 2012. The Board at its meeting held on February 6, 2012 re-appointed Shri H R Sharma as Executive Director of the Company for a further period of five years w.e.f. March 1, 2012 subject to the approval of members.

Under Section 309 of the Companies Act, 1956, this appointment requires members' approval by way of an ordinary resolution. However, in terms of Schedule XIII to provide for minimum remuneration in the event of loss or inadequacy of profits in any financial year, a special resolution is required to be passed by the members approving payment of remuneration for a period of 3 years. The proposed special resolution combines both for appointment and payment of minimum remuneration.

The information required to be given as per paragraph 1(B) of Section II of Part II of Schedule XIII of the Companies Act, 1956 in the context of above appointment is given below:

i) GENERAL INFORMATION:

1. Nature of industry

The company's activities can be classified under the Textile Industry, manufacturing man made fibres Spun yarns.

2. Date of commencement of commercial production

The commercial production commenced in January 15, 1981.

- 3. In case of new companies, expected date of commencement of activities - Not applicable
- 4. The financial performance for the year ended March 31, 2012.

	(Rs. In lacs)
Gross sales	25982.00
Net profit	1260.00
EPS (Rs.)	5.83

 Export performance and net foreign exchange collaboration Export turnover decreased from previous year i.e. Rs. 2,217 Lacs to Rs.1,443 Lacs.

6. Foreign investments or collaborators, if any - Not applicable

ii) INFORMATION ABOUT THE APPOINTEE:

1. Background details

Shri H R Sharma, aged 61 years, is having over 38 years of experience in the field of textile industry. He is holding post of Executive Director. He is looking after overall activities of the company.

2. Past remuneration

The remuneration paid to him during the Financial Year 2011-12 is Rs. 19.01 lacs.

3. Recognition or awards

No such awards

4. Job profile and his suitability

Shri H R Sharma is looking after the overall activities of the company and management. Considering his skill, your Board is of the opinion that the service of Shri H R Sharma as Executive Director is required to be availed for allround growth and development of the company.

5. Remuneration proposed

The remuneration proposed to be paid to Shri H R Sharma is set out in the resolution.

6. Comparative remuneration profile with respect to industry.

No such data is available with the company. But the Board is of the view that the remuneration paid/to be paid by the company is totally in line with the performance made by the company under his dedicated services.

7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any

Shri H R Sharma pecuniary relationship is limited to the remuneration receives in the capacity of Executive Director.

iii) OTHER INFORMATION:

1. Reason of loss or inadequate profits

For the present the profit of the company are adequate to pay the remuneration as proposed. However, there could be events or external factors beyond the control of the company which would influence company's profitability. Hence it is necessary to provide for minimum remuneration to adequately compensate the Executive Director in case of any such eventuality.

2. Steps taken or proposed to be taken for improvement

The profit of the company during the year is adequate and it is expected that the company will perform satisfactorily in the coming years.

3. Expected increase in productivity and profits in measurable terms

The total revenues recorded a growth of 6.65% from Rs. 24362 Lacs to Rs. 25982 lacs, while Net profit achieved Rs. 1260 Lacs as against Rs. 1382 Lacs during the Previous year.

iv) **DISCLOSURES:**

The remuneration package is already explained in the foregoing paragraph. The report on Corporate Governance which forms part of this annual Report also gives various details related to remuneration and contact of service as required.

The appointment and the remuneration have been approved by the Remuneration Committee and the Board of Directors in their respective meetings held on 06.02.2012.

He shall not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof.

Shri H R Sharma being concerned is interested in the resolution.

The Board recommends the proposed resolution for your approval.

Item No.6

Shri Ajay Rajgarhia, aged about 45 years, is having specialization in the field of finance as he is M.B.A. from William E Simon Graduate School of Business Management University of Rochester, USA. He is the Son of Shri R K Rajgarhia, the Chairman & Managing Director. He was appointed as Vice President (Business Development) from 01.07.1995 by the Board of Directors. He has been contributing tremendous efforts towards development of exports and further expansion. The Board of Directors in their meeting held on 06.02.2012 decided to increase his remuneration w.e.f. January 1, 2012 and seek members' approval by way of special resolution as required by section 314 (1) of the Companies Act, 1956 for paying him remuneration as per resolution.

The proposed special resolution is for the same. Your directors recommend passing of the resolution with requisite majority.

None of the Directors except Shri R K Rajgarhia is concerned or interested in the resolution.

Details of the Director seeking reappointment in the forthcoming Annual General Meeting.

BRIEF RESUME OF DIRECTOR OFFERING FOR REAPPOINTMENT

Name of the Director	:	Shri R L Toshniwal	
Date of Birth	:	22.11.1933	
Date of appointment	:	09.06.1980	
Expertise in specific functional area	:	Shri R L Toshniwal is an Industrialist with about 57 years of experience and associated with the company since 1980. He is at present Chairman & Managing Director of M/s Banswara Syntex Limited. He has been President of Rajasthan Textile Mills' Association and Chairman of The Synthetic & Rayon Textile Export Promotion Council. Several times, he has been elected as Chairman of Indian Spinners' Association. He is at present a Committee Member of Confederation of Indian Textile Industry (CITI).	
Qualification	:	M.Sc (Text) from Leeds University, United Kingdom, in 1957.	
List of other Directorship held) :	Banswara Syntex Limited Banswara Fabrics Limited Carreman Fabrics India Limited Mefcom Agro Inds. Ltd. Niral Trading Pvt. Ltd.	
Chairman/member of the Committee of the Board of Directors of the Company		Remuneration Committee – Member.	
Registered Office : SP-147, RIICO Industria Bhiwadi, Dist. Alwar (Raj		By Order of the Board	
New Delhi August 1, 2012		F C GOEL Company Secretary	

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the 38^{th} Annual Report and Audited Accounts for the year ended on March 31, 2012.

FINANCIAL RESULTS		(Rs. In lacs)
	2011-12	2010-11
Gross Sales	25982	24362
Profit before depreciation and tax	2413	2666
Less: Depreciation	462	471
Profit before income tax	1951	2195
Less: Income Tax	691	813
Net profit for the year	1260	1382
Add: Balance brought forward	2493	2262
from the previous year		
Amount available for appropriation	3753	3644
Appropriations: -		
 Proposed Dividend 	130	130
 Corporate Dividend Tax 	21	21
 General reserve 	1000	1000
 Balance carried forward to 	2602	2493
Balance Sheet		
Total	3753	3644

OPERATIONS

During the year, profitability was under pressure due to general recession, especially in the textiles industry. The demand both in the local and export markets was low. The total revenues recorded a growth of 6.65% from Rs. 24362 Lacs to Rs. 25982 lacs, while Net profit achieved was at Rs. 1260 Lacs as against Rs. 1382 Lacs during the previous year.

The earnings per share for the year 2011–12 works out to Rs. 5.83 as compared to the previous year's Rs. 6.39.

EXPORTS

During the year 2011–12, the export turnover was Rs. 1443 Lacs, as against Rs. 2217 lacs during 2010-11.

EXPANSION AND MODERNIZATION

The Company continues to modernize its Plant and Machinery and add some balancing equipment. This would enable the company to widen its product range and improve the quality of its products.

PROSPECTS

The cotton fibre prices have stabilized at higher levels. This will help the man-made fibre industry by way of higher demand and better realization. The company should perform better in the current year subject to unforeseen circumstances.

DIVIDEND

Your Directors are pleased to recommend a Dividend @ 30% i.e. Rs. 0.60 per fully paid equity shares of Rs. 2/- each for the year ended March 31, 2012 for consideration of the members at the forthcoming Annual General Meeting.

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

The prescribed details as required under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988, are annexed as **Annexure – I** to this Report.

PARTICULARS OF EMPLOYEES

The statement showing particulars of the employees as required under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 (as amended), is not given as no employee was in receipt of remuneration equal to or exceeding Rs. 60,00,000/- (Rupees sixty lacs only) per annum, if employed for the full year or Rs. 5,00,000/- (Rupees five lacs only) per month, if employed for a part of the year.

DIRECTORS

Shri R L Toshniwal retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment. A brief resume is given in the Notice to the Annual General Meeting. Your Directors recommend his re-appointment at the ensuing Annual General Meeting in the overall interest of the company.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance of Section 217(2AA) of the Companies Act, 1956, your Directors confirm:

- 1. That in the preparation of the annual accounts, the applicable accounting standards have been followed and Notes to the Accounts are self explanatory.
- 2. 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 profit or loss of the Company for that period.
- That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- 4. That they have prepared the annual accounts on a going concern basis.

AUDIT COMMITTEE

The Audit Committee meets at due intervals to conduct the required business. At present the committee comprises of Shri K R Gupta (Chairman) and Shri R R Bagri (Member) as independent Directors and Shri S G Rajgarhia (Member) as Non Executive Director.

The composition, role, functions and powers of the Audit Committee are in accordance with the applicable laws and the listing agreements with the Stock Exchange.

AUDITORS

M/s Chaturvedi & Co., Chartered Accountants, the auditors of the Company, retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. A certificate under section 224(1B) of the Companies Act, 1956 confirming their eligibility has been obtained from them. Your Directors recommend that they be reappointed by the members at the 38th Annual General Meeting.

AUDITORS REPORT

The Auditors' Report read with notes to the financial statements is self-explanatory and does not call for any further explanations by the Board.

CORPORATE GOVERNANCE

A separate report on Corporate Governance and a certificate from the Auditors of the company regarding compliance of the conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges are annexed as **Annexure – II** to this report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management discussion and analysis on the matters relating to the business performance, as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges, is given as a separate statement in the Annual Report.

APPRECIATION

Your Directors gratefully acknowledge the whole hearted support given by the customers, suppliers, shareholders, employees, governments, financial institutions, banks, and we look forward to their continued cooperation and best wishes in our endeavour to steer your company towards greater heights.

For and on behalf of the Board

New Delhi August 1, 2012 R K RAJGARHIA Chairman & Managing Director

ISCLOSURE OF PARTICU	LARS IN THE REPORT O	OF BOARD OF DIRECTORS)			
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		CHNOLOGY ABSORPTION			
1 Poplacement of 12 Nos. Old I C1/2 Cords 10 HP Motors by operay					
ater heaters developmer					
	een continuously developing	new varieties of varn to meet			
hence mak	•				
FORM 'A'					
		-			
Unit	2011-12	2010-11			
Unit in lacs	443.31	449.56			
		1913.70			
Rs./Unit	4.86	4.26			
Linit in loss	2.00	E 40			
		5.49 3.61			
		10.13			
		12.73			
		3.78			
Rs./Unit	8.50	7.71			
MT	2335.09	2355.60			
Rs. in lacs	197.87	210.20			
Rs./MT	8473.62	8923.58			
		1.81			
		63.27			
Rs./Ltr.	40.13	34.95			
I trs. In Jacs	1 54	3.08			
		84.37			
		27.39			
	294.00	307.00			
	15.14	15.44			
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 B. Technology Absorption, Adaptation and Innovation: Efforts made: 					
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		For and on behalf of the Board			
		R K RAJGARHIA Chairman & Managing Director			
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