



APT PACKAGING LTD

BOARD OF DIRECTORS:

: SHRI. ARVIND MACHHAR	- MANAGING DIRECTOR
: SHRI. SANDEEP MACHHAR	- DIRECTOR
: SHRI. GHEVERCHAND BOTHARA	- DIRECTOR
: SHRI. BALAPRASAD TAPDIYA	- DIRECTOR
: MRS. RUPALI BOTHARA	- DIRECTOR

AUDITORS : M/S. RATHI & BANGAD
Chartered Accountant, Aurangabad

BANKERES : PUNJAB NATIONAL BANK

REGISTERED OFFICE : J-18, MIDC AREA, CHIKALTHANA
AURANGABAD – 431006
Website: <http://www.aptpackaging.in>

LOCATION OF UNIT : **CO-EXTRUDED TUBES DIVISION**

1. Gut No 72, Village Pharola, Post Beedkin, Tq. Paithan,
Dist. Aurangabad – 431005 (M.S)
2. Khasra No 529, 5th KM Stone, Akbarpur (urd), Laksar –Haridwar
Road, Laksar,
Dist. Haridwar (Uttarakhand)

REGISTERED & TRANSFER AGENT: M/S. LINK INTIME INDIA PVT LTD
C-13, PANNALAL SILK MILLS COMPOUND
L.B.S, MARG BHANDUP (W), MUMBAI – 400078
Website: <http://www.linkintime.co.in>

Notice of Annual General Meeting

NOTICE is hereby given that the 36th **Annual General Meeting** of the members of **Apt Packaging Limited** will be held on Saturday, 24th day of September, 2016 at 11:30 AM at the registered office of the Company situated at J-18, MIDC Area, Chikalthana, Aurangabad - 431006 (MS) to transact the following business:

ORDINARY BUSINESS

1. To consider, approve and adopt the Balance Sheet of the Company as on 31st March, 2016 and the Profit and Loss Account for the year ended on that date and the report of the Statutory Auditors and the Directors thereon.
2. To appoint a director in place of Mr. Sandeep Machhar, who retires by rotation and being eligible to offers himself for re-appointment
3. To ratify the appoint of Auditors of the Company and to fix their Remuneration.

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions, if any, and in supersession of all the earlier resolutions passed in this behalf, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of money on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the moneys already borrowed by the company (apart from temporary loans obtained or to be obtained from the company's bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid up capital of the company and its free reserves (that is to say, reserves not set apart for any specific purpose) provided that the total amount of money/ moneys so borrowed by the Board shall not at any point of time exceed the limit of Rs.60 Crore (Rupees Sixty Crore only)

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this Resolution."

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

"RESOLVED THAT, Considering the professional expertise and vast experience of M/S. Khandelwal Jain & Co, Chartered Accountants, Aurangabad in the field of Income tax, approval be and is hereby granted for engaging the services of M/S. Khandelwal Jain & Co. and also the payment up to Rs.100000/- (Rupees One Lacs Only) as professional fees to M/s. Khandelwal Jain & Co".

"FURTHER RESOLVED THAT, Shri Arvind Machhar, Managing Director of the Company be and is hereby authorized to take appropriate actions in this regard and release the fees as approved above."

By order of the board



Place: Aurangabad
Date: 30.05.2016
CIN: L24100MH1980PLC022746

Mr. Arvind Machhar
Managing Director
Din:- 00251843

NOTES:

- 1) A member entitled to attend and vote and is also entitled to appoint a proxy to vote instead of himself and the proxy need not be a member of the company and the proxy in order to be valid must be deposited with the company at least 48 hours before the time for the meeting.
- 2) The Register of Members and the Share Transfer Books of the company will remain closed from September 20th, 2016 to September 24th, 2016 (both days inclusive).
- 3) The members are requested to intimate to Share Transfer Agent of the Company, changes, if any, in their registered address at an early date and bring the copy of the Annual Report and attendance slip at the Annual General Meeting.
- 4) In all correspondence with the Company/Registrars, members are requested to quote their registered folio number.
- 5) All the documents referred to in accompanying notice are open for inspection at the Registered Office of the company on all working days except Sunday and Holidays between 11.00 a.m. to 5.00 p.m. up to the date of Annual General Meeting.
- 6) As per provisions of the Companies Act, 2013, has introduced provisions for nominations by the holders of shares. The prescribed nomination forms can be obtained from the Company's Registrar and Share Transfer Agent, in case of shares. The Members may take advantage of this facility, if needed.
- 7) E-voting Instructions: The shareholders should log on to the e-voting website www.evotingindia.com.
 Note for Non – Individual Shareholders and Custodians: Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as

Corporate. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement

ITEM NO: 4

As per the provisions of Section 180(1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the special permission of the shareholders in general meeting, borrow money/ monies in excess of the aggregate of the paid-up capital of the Company and its free reserves. The members have already approved for the borrowings not exceeding Rs. 40 crores on 8th February, 2014 by way of postal ballot. The company needs additional borrowings to meet the increasing operations levels, to meet the finance required for fixed assets of Aurangabad and Haridwar unit and to meet the cash losses. These have necessitate additional fund requirement and therefore call for revision of borrowing limits by authorizing the Board of Directors to borrow money/ moneys which may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purposes but not exceeding Rs.60 Crores. In terms of the provisions of Section 188(1) (c) of the Companies Act, 2013 consent of the members of the Company is required by passing a resolution. Accordingly, the Board proposes to seek consent of the members of the Company by passing the aforesaid ordinary resolution.

None of the directors of the company is directly or indirectly concerned or interested in this resolution

ITEM NO: 5

Sh. G. M. Bothara, an Independent Director of the company is a partner of Khandelwal Jain & Company, Chartered Accountants. Since, Sh. G. M. Bothara is providing professional services to company in a capacity of partner of said CA firm, any remuneration paid to the said firm will be violation of listing agreement. He further added that as per the listing agreement the sanction is required from the Board of Directors and also from the members of the Company in their meeting. Hence, the Board proposes to seek consent of the members of the Company by passing the aforesaid ordinary resolution.

None of the directors of the company is directly or indirectly concerned or interested in this resolution

By order of the board



Place: Aurangabad
Date: 30.05.2016
CIN: L24100MH1980PLC022746

Mr. Arvind Machhar
Managing Director
Din:- 00251843

DIRECTORS' REPORT

To,
The Members of
Apt Packaging Limited
Dear Shareholders

The Directors are pleased to present Thirty Sixth Annual Report on the performance of the company for the financial year ended on 31st March'2016.

1. FINANCIAL HIGHLIGHTS (Rs in Lacs)

PARTICULARS	YEAR ENDED ON 31.03.2016	YEAR ENDED ON 31.03.2015
Sales and other Income	3160.66	2,601.26
Less: Operating Expenses	2483.09	2216.81
Profit before Interest and Depreciation	677.57	384.45
DEDUCTIONS		
Interest	359.98	461.58
Depreciation & Impairment	257.63	264.64
Operational Profit before Tax	59.97	-341.77
Previous Year Income / Expenses	180.51	15.51
Net Profit / (Loss)	241.00	-326.26
Extra ordinary items – Profit on Sale of Fixed Assets	0.29	0.00
Income Tax	0.00	0.00
NET PROFIT FOR THE YEAR	240.76	-326.26

2. PERFORMANCE OF THE COMPANY DURING THE FINANCIAL YEAR:-

During the year under review 533.98 Lacs tubes were dispatched as compared to the previous year dispatches of 430.28 Lacs tubes. The sales and other income has increased to Rs. 3160.66 Lacs as against Rs. 2601.26 Lacs in the previous year. The increase is due to increased capacity utilization of Laksar plant and higher exports. The management efforts to decrease the overall cost and the reduction of interest by Banks have resulted into improving our Bottom Line.

3. MATERIAL CHANGES:-

During the period from 01.04.2016 to 30.05.2016 no material changes have been occurred yet to the close of financial year.

4. DIVIDEND

In view of unavailability of the profits, the Board of Directors Expresses its inability to declare any dividend for the year ended 31st March, 2016.

5. RESERVES

During the year under review no amount carry to any reserve to be given.

6. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS.

During the year under review company has not received any adverse notice from Ministry of Corporate Affairs, Tribunals, ROC, RBI and Central Government.

7. INTERNAL FINANCIAL CONTROLS.

During the year under review company has sufficient internal control policy & system for to take care of frauds and illegitimate practice.

8. STATUTORY AUDITORS

M/s. Rathi&Bangad, Chartered Accountants, Aurangabad, the Statutory Auditors of the Company has re-appointment for three years in Annual General Meeting held on 23rd August, 2014 of the company as per Companies Act 2013.

9. AUDITORS' OBSERVATIONS:

Refer Point No.1(a & b) of the Auditors Report: *The financial statements which indicate that the company has financial losses and its net worth has been substantially eroded i.e 98.83% (loss Rs. 573.63 Lacs and share capital Rs. 580.40 Lacs) without considering the impact of change in accounting policy(Refer Note No.36). The financial statements of the company have been prepared on going concern basis, as the Company has once again (Previously declared on 16.06.2011) declared as a "Sick Industrial Company" by the Board for Industrial and Financial Reconstruction (BIFR) as per hearing held on 10-10-2013 vide their order dated 20-11-2013 (Refer Note No. 34).*

Refer Point No.1(c) of the Auditors Report: *The outstanding balances of debtors, creditors, loans and advances including inter corporate deposit (taken and given), balance with statutory/fiscal liabilities (Assets & Liabilities) i.e. Sale Tax (VAT & CST), Excise & Service tax deposits/balance, income tax, subject to confirmations, reconciliation and consequent adjustment, if any. (Refer Note No.38)*

Refer Point No.2 of the Auditors Report: *The outstanding balances of debtors, creditors, loans and advances including inter corporate deposit (taken and given), balance with statutory/fiscal liabilities (Assets & Liabilities) i.e. Sale Tax (VAT & CST), Excise & Service tax deposits/balance, income tax, subject to confirmations, reconciliation and consequent adjustment, if any. (Refer Note No.38)*

Refer Point No.3 of the Auditors Report: *I The Company has changed its accounting policy in respect of payment of interest etc. to the Central Government, State Government, local authority etc. from accrual basis to cash basis i.e.the same will be accounted for on payment basis instead of accrual basis.*

10. EXTRACT OF THE ANNUAL RETURN

The detailed information of the annual return in Form No MGT – 9 is attached with this Board's report.

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

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows.

A) Conservation of energy:

- (i) The steps taken or impact on conservation of energy; The Company consistently pursues reduction in energy consumption in its manufacturing process on an ongoing basis. The Company have been granted monetary Incentive from Govt. of Maharashtra for energy saving.
- (ii) The steps taken by the company for utilizing alternate sources of energy; The Company has not taken any efforts for alternate source of energy due to financial constraints and also as the energy consumption is very low as compared to turnover.
- (iii) The capital investment on energy conservation equipment; No investment during the year.

(B) Technology absorption:-

- (i) The efforts made towards technology absorption; The Company has not installed any new Plant or Machinery with new technology during the year.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution; Same operational profits on lower turnover.

(C) Foreign exchange earnings and Outgo: Foreign Exchange earning of the Company is Rs.667.98 Lacs for the year under review, whereas the outgo is Rs.475.02 Lacs.

10. CHANGE IN DIRECTORS:

A) Changes in Directors and Key Managerial Personnel

The details about the changes in the directors or key managerial personnel by way of

Designation:- During the year company has regularized Additional Director Mrs. Rupali Bothara to Director position and accordingly the change in designation has intimated to ROC

Appointment:- During the year company has re-appointed Mr. Arvind Machhar, as a Managing Director of the Company as per resolution passed in the meetings of the members held dated on 19th Sept-2015

Re-appointment :- During the year Shri G. M. Bothara director of the company was retiring by rotation and being eligible to offer himself for re-appointment. The Board re-appoint him and in current year Shri Sandeep Machhar is going to retire by rotation and board recommend his re-appointment on the board.

Declaration by an Independent Director(s) and re- appointment:-

A declaration by an Independent Director(s) that he/she/they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 has taken by the company enclosed. No independent director have completed a term of five consecutive years on the Board of a Company since their re-appointment as per Companies Act 2013 therefore no need to pass of a special resolution.

11. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS: -The Board of Company met Six times during the last financial year.

12. AUDIT COMMITTEE:- The Board of Company met four times during the last financial year.

13. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES: -During the year Company has established sufficient vigil mechanism for directors and employees to report genuine concerns to disclose.

14. NOMINATION AND REMUNERATION COMMITTEE:- During the year Company has established one remuneration committee for fixing the remuneration package of directors & employee dated on 01st July, 2015.

15. MANAGERIAL REMUNERATION: -As per details mentioned in attached Corporate Governance report.

16. SECRETARIAL AUDIT REPORT:- A Secretarial Audit Report given by Mr. Girish Bhandare and Associates, a Company Secretary in Practice is attached herewith.

17. CORPORATE GOVERNANCE CERTIFICATE :-

The Compliance Certificate from M/s. Rathi & Bangad, Chartered Accounts the auditors of the Company regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement is annexed with the report.

18. RISK MANAGEMENT POLICY:-

During the year Company has implemented sufficient risk management policy for the identification of elements of risk.

19. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of section 134(3) of the Companies Act, 2013, the Board confirms that:

- Applicable accounting standards have been followed with explanation for any material departures
- Selected accounting policies have been applied consistently 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 and loss of the company for that period.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities
- The annual accounts are prepared on a going concern basis; and
- Adequate internal financial controls system consisting of policies and procedures are adopted and adhered by the Company for orderly and efficient conduct of the business for safeguarding assets, prevention and detection of frauds and errors and maintenance of accounting records and timely preparation of financial statements and review its efficacy. In the opinion of Board such controls are adequate and are operating effectively.
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

20. ACKNOWLEDGEMENTS:-

The Board of Directors place on record their sincere gratitude to employees for their hard work, to Punjab National Bank as sole banker, to investors for their trust and confidence in the management and all concerned with whose help, cooperation and hard work the Company is able to achieve the results.

By order of the board

Place: Aurangabad
Date: 30.05.2016
CIN: L24100MH1980PLC022746


Mr. Arvind Machhar
Managing Director
Din:- 00251843


Mr. Sandeep Machhar
Director
DIN:- 00251892

ANNEXURE TO DIRECTORS' REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

Registration And Other Details:-

CIN : L24100MH1980PLC022746
Registration Date : 24.06.1980
Name of the Company : APT Packaging Limited
Category : Public company
Sub-Category : Company Limited by shares
Address : J-18, MIDC, Chikalthana, Aurangabad – 431006
Whether listed company : Yes (But presently Suspended due to procedural Formalities)

Name, Address and Contact details of Registrar and Transfer Agent : M/s. Link Intime India Private Limited,
C-13, Pannalal, Silk Mills Compound, LBS Marg,
Bhandup (W) Mumbai – 400078
Website: <http://www.linkintime.co.in>

Principal Business Activities Of The Company : Co-extruded Tube
Particulars Of Holding Companies : Nil
Subsidiary Companies : Nil
Associate Companies Limited : 1) Machhar Industries Limited 2) Race Course Capital Markets
Share Holding Pattern : As per BSE & MCA Data Base & Annual Report Attached
Indebtedness : As per Annual Report Attached

Remuneration of Directors And Key Managerial Personnel : As per Corporate Governance Report & Annual Report attached

Penalties / punishment/ compounding of Offences : NIL


SHRI ARVIND MACHHAR
MANAGING DIRECTOR
DIN:- 00251843

PLACE –AURANGABAD
DATE- 30.05.2016


SHRI SANDEEP MACHHAR
DIRECTOR
DIN:-00251892

SECRETARIAL AUDIT REPORT

(For the period from 01.04.2015 to 31.03.2016)
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Board of Directors
APT Packaging Ltd.
CIN: L24100MH1980PLC022746
Regd. Office: Gut No 72, Pharola village,
Post Beedkin, Aurangabad – 431005.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Apt Packaging Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31.03.2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Apt Packaging Limited ("The Company") for the period ended on 31.03.2016 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Byelaws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - NIL
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; NIL
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; NIL
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; M/s Linkintime India Pvt. Ltd. C – 13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400078 is the Authorised R & T of the company as per the agreement executed by the company.
 - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Trading in the shares of the Company is suspended at BSE due to procedural reasons.**
 - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; NIL

- g. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited, **Trading in the shares of the Company is suspended at BSE due to procedural reasons** and
- h. The Memorandum and Articles of Association.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - ii) The Listing Agreements entered into by the Company with the BSE Limited,
- During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned.

2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

- a) Maintenance of various statutory registers and documents and making necessary entries therein;
We are unable to comment on the "Register of Members" as well as "Distributing of Shareholding" as of 31st March 2016 as the same has not made available to us for verification. It is informed and explained by the management to us that, there is minor change in the same which does not impact the shareholding pattern of major shareholders. Further, the Registrar and Transfer agent is not furnishing the desired details hence, the figures as on 31st March 2015 be considered as figure as of 31st March 2016 and accordingly the figures are reported in the financial statements (Refer Note No.43)
- b) closure of the Register of Members.
- c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government; **Company has not filed yet its Annual return in Form MGT -7 and Balance Sheet in Form AOC-XBRL for the financial year 2014-15.**
- d) service of documents by the Company on its Members, Auditors and the Registrar of Companies;

During the year under review company has timely serve the documents to its Members, Auditors.

e) notice of Board meetings and Committee meetings of Directors

During the year under review company has timely serve the notices of its Board Meeting and Committee meetings to its Directors.

f) the meetings of Directors and Committees of Directors including passing of resolutions by circulation;

During the year under review company has not passed any resolution by way of resolution passed by circulation.

g) the Annual General Meeting;

During the year under review company has hold its 35th Annual General Meeting on 19th September, 2015.

h) minutes of proceedings of General Meetings and of the Board and its Committee meetings;

During the year under review company has maintained sufficient record of its minutes of proceedings of General Meetings and Board Meeting and Committee meeting in soft as well as hard copies too.

i) approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;

During the year under review company has taken approvals of the Directors, Members and Committee Members for :-

1. Regularization of Director, Mrs. Rupali Bothara and

2. Re-appointment of Managing Director Mr. Arvind Machhar

j) constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole time Directors;

During the year under review company has constituted sufficient number of independent Directors on their Committee meeting as per the Companies Act 2013.

k) payment of remuneration to Directors including the Managing Director and Whole time Directors,

During the year under review company has paid remuneration to its Managing Directors Mr. Arvind Machhar Gross Rs.2,91,000/- and all other directors by way of Sitting fees.

l) appointment and remuneration of Auditors and Cost Auditors;

During the year under review company has not appointed any Person, Firm as a Cost Auditor or Auditor of the company other than ratification of existing auditor.

m) transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;

During the year under review on behalf of company its authorized Registrar & Transfer Agent M/s Link Intime India Pvt Ltd, Mumbai has maintained records of Transfer & Transmission of Shares and issued and dispatched duplicate Certificate of shares, we have not physically verified the location but verified the hard copy authenticated by R&T agent .

n) declaration and payment of dividends;

During the year under review company has not declare or paid any dividend to its Members.

o) transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;

There has been no amount required to be transferred to the Investor Education and Protection Fund by the Company as the company's net worth is negative and no dividend has been declared since long.

p) borrowings and registration, modification and satisfaction of charges wherever applicable;

During the year under review company has not Create, Modified and Satisfy any charge of the assets.

q) investment of the Company's funds including investments and loans to others;

During the year under review company has not made any new investment and given any loan to others

r) form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;

s) Directors' report;

t) contracts, common seal, registered office and publication of name of the Company; and

u) Generally, all other applicable provisions of the Act and the Rules made under the Act.

3. I further report that:

_ The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

_ Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

_ The Company has obtained all necessary approvals under the various provisions of the Act; and There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories

Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

— The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.

5. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed there under by the Depositories with regard to dematerialization /re-materialization of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

The new shares in the Dematerialized form are yet to be issued after allotment of new ISIN number by CDSL which is pending for the receipt for in principal approval from BSE.

6. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

7. I further report that:

a. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited **except:**

- a. not having whole time company secretary,
- b. not furnishing of shareholding pattern, Certificates with related documents to BSE,
- c. not designated any officer of the finance department as a "Key Managerial Personnel".

submission of extract of annual return in Form No MGT-9 and distribution of shareholding considered in as on 31.03.2015 instead of as on 31.03.2016 as stipulated in clause 49 of the said Listing Agreement

b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

8. I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date : 15.06.2016

Place : Aurangabad

