



APT PACKAGING LTD

<u>INDEX</u>		
SR	PARTICULARS OF HEADING	PAGE NO.
01.	CHAIRMAN STATEMENT	4
02.	Notice of 37 th Annual General Meeting	5
03.	Director's Report	7
04.	Secretarial Audit Report	22
05.	Corporate Governance Report	27
06.	Management discussion & Analysis Report	32
07.	Certificate on Compliance of Listing Agreement	33
08.	Independent Audit Report	34
09.	Annual Financial Report with Scheduled & Annexure's	48
10.	Proxy Form & Attendance Slip	73

BOARD OF DIRECTORS:

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

KMP OFFICER : **MR. SATISH KUMAR SHARMA** - **CFO**

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

BANKERES : PUNJAB NATIONAL BANK

REGISTERED OFFICE : Gut No 72, Village Pharola, Post Beedkin, Tq. Paithan,
Dist. Aurangabad – 431005 (M.S)
Website: <http://www.aptpackaging.in>

CORPORATE OFFICE : J-18, MIDC AREA, CHIKALTHANA
AURANGABAD – 431006
E-mail:- csoffice@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)

R & T AGENT : M/S. LINK INTIME INDIA PVT LTD
C-101, Tower C, 247 Park, LBS Marg, Vikhroli (W)
PIN 400083 (W), MUMBAI – 400078

Website: <http://www.linkintime.co.in>

CHAIRMAN'S STATEMENT

Dear Shareholders,

I have great pleasure in welcoming you all in this 37th Annual General Meeting of your company.

The Director's report and the Audited Accounts for the period ended on 31st March are already with you. They deal with company's operations and the financial results for the year 2016-17.

I would like to share some of the points with you which are going to shape the future of your company.

The company's strategy of cost control and adding value added product has yielded its expected results.

Our efforts of increasing the customers base in domestic and export market place has resulted into improved production efficiency and capacity utilization.

During the year in-spite of adverse effect of demonetization company could register a growth of 11.5% in top line. This has resulted in improving efficiency, reduction in over all cost and improved plant utilization.

Last but not the least, my deep sense of appreciation for the continued dedication and commitment of the employees at all levels and also to all our business associates. I am also thankful to our banker Punjab National Bank for their continuous support and confidence towards the company.

Finally, I am grateful to each one of you shareholder for your continued support to the management in difficult time. I am sure that you will continue to give your support in future too.

Wishing you a very happy and prospers future.

Yours sincerely,

SD/-

**Arvind Machhar
(Chairman)**

Notice of Annual General Meeting

NOTICE is hereby given that the **37th** Annual General Meeting of the members of **Apt Packaging Limited** will be held on **Friday, 29th day of September, 2017** at 11:30 AM at the Corporate 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, 2017 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 the Auditors of the Company and to fix their Remuneration:-**

"RESOLVED THAT, pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **M/s. Nikhil N. Loya & Co.,** Chartered Accountants, Aurangabad, having **(Firm Registration No. 132280W)** be and are hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of 37th Annual General Meeting until the conclusion of 42nd Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, at a remuneration to be decided by the Board of Directors."

SPECIAL BUSINESS:

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

"RESOLVED THAT, pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, subject to any modification and re-enactment thereof, the consent of the members of the company be and is hereby accorded to the board of directors to enter into any contract or arrangements with related parties Ultra Beauty Care Private Limited with respect to sale, purchase of any goods or material or rendering of any services as per the terms and condition as decided by the board.

RESOLVED FURTHER THAT, the board of directors of the Company be and are hereby authorized to take such steps as may be necessary for entering into any related party transactions and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this resolution."

By order of the board

Place: Aurangabad
Date: 10.08.2017
CIN: L24100MH1980PLC022746

SD/-
Mr. Arvind Machhar
Managing Director
Din:- 00251843

NOTES:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to vote instead of himself and the proxy need not be a member of the company and the proxy form 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 24th, 2017 to September 29th, 2017 (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. 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. (Note: Presently the listing and De-mat, e-Voting facility application is under process at BSE).

Explanatory Statement-Item No. 3

- (a) Name of the Related Party:- M/s. Ultra Beauty Care Private Limited
- (b) Name of the director or Key managerial personnel who are related :- Mr. Arvind Machhar, Managing Director and Key Managerial Personnel and Mr. Sandeep Machhar, Non-Executive Director
- (c) Nature of Relationship: - Mr. Arvind Machhar and Mr. Sandeep Machhar are brothers & uncles of Mr. Ravi Machhar and Mr. Parv Machhar respectively.
- (d) Details of transactions:- The sale of Co-extruded plastic tubes and purchase of cosmetics. The manufacturing is specific product and the product is neither purchased nor sold to any other buyer and seller except M/s. Ultra Beauty Care Private Limited in the local area. Thus, it is not possible for the company to compare the transaction on the basis of Arms length Price with that of any other party. But the transactions are entered at Cost plus profit margin. Hence, the company has entered the transaction within the limit as prescribed in the Companies Act, 2013 with the prior approval of Board of directors and for which the board recommends members approval in general meeting.

Mr. Arvind Machhar and Mr. Sandeep Machhar directors of the company are interested in this resolution.

By order of the board

Place: Aurangabad
Date: 10.08.2017
CIN: L24100MH1980PLC022746

SD/-
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 Seventh Annual Report on the performance of the company for the financial year ended on 31st March'2017.

1. Financial Highlights (Rs in Lakhs)

PARTIPARTICULARS	YEAR ENDED ON 31.03.2017	YEAR ENDED ON 31.03.2016
Sales and other Income	3525.62	3160.66
Less: Operating Expenses	2763.34	2483.09
Profit before Interest and Depreciation	762.28	677.57
DEDUCTIONS		
Interest	306.30	359.98
Depreciation & Impairment	266.23	257.63
Operational Profit before Tax	189.75	59.97
Previous Year Income / Expenses	(34.95)	180.51
Net Profit / (Loss)	154.80	241.00
Extra ordinary items – Profit on Sale of Fixed Assets	0.00	0.29
Income Tax	0.00	0.00
NET PROFIT FOR THE YEAR	154.80	240.76

2. Performance of the Company during the Financial Year:-

Our focus of customer during the year has resulted in improved overall capacity utilization. This has improved our turnover from 3160.60 lakhs of previous year to 3526.62 lakhs this year, an increase of around 11.5% in spite of demonetization effect.

3. Material Changes:-

During the period from 1st April, 2017 to 10th August, 2017 there is no material changes except low sales due to GST implementation by our customers for the month of May, June and July. However from the month of August the order position has improved substantially.

4. Dividend

In view of the unavailability of the sufficient profits, the Board of Directors Expresses its inability to declare any dividend for the year ended 31st March, 2017.

5. Reserves

During the year under review no amount has been carried to any reserve.

6. Significant and Material Orders Passed by the Regulators or Courts or Tribunals.

During the year under review company has been received Notice No. 81 dated on 28 Sept 2016 of Registrar of Companies, Mumbai and the same has been resolved.

7. Internal Financial Controls.

The Company has a well placed, proper and adequate IFC system which ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly. The Internal Auditors are an integral part of the internal control system of the

Company. To maintain its objective and independence, the Internal Auditors report to the Audit Committee of the Board. The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control systems in the Company.

8. Statutory Auditors

The existing statutory auditor of the Company M/s Rathi & Bangad, Chartered Accountants, Aurangabad are retiring at the forthcoming Annual General Meeting and company is required to appoint the New statutory auditors of the company. The company has received a letter from **M/s. Nikhil N. Loya & Co.**, Chartered Accountants, Aurangabad, having **(Firm Registration No. 132280W)** mentioning that they are eligible u/s 139 (6) to (9) be appointed as a Statutory Auditor of the Company. The Board recommends the appointment of statutory auditor for the Financial Year 2017-18 subject to the approval of members in upcoming general meeting.

9. Directors Comments on the Statutory Auditors Report:

1. The disclaimers made by the Statutory Auditors in Point No. 1 (a) under Emphasis of Matter regarding sustainability of the company and preparing the financial statement on going concern basis are self explanatory and which is duly explain under note no 35 under the head going concern.
2. The disclaimers made by the Statutory Auditors in Point No. 1 (b) under Emphasis of Matter regarding certain un-implemented portion of sanctioned scheme the management is regularly pursuing the matter with the respective authority to implement the judgment of Hon'ble BIFR and the Hon'ble High Court in this regard.
3. The disclaimers made by the Statutory Auditors in Point No. 1 (c) under Emphasis of Matter regarding in respect of confirmation and reconciliation of various debtors creditors and various statutory dues. The company is following system of perpetual confirmation and reconciliation and accordingly all the accounts are reconciled and adjusted as and when a note of discrepancy is receive from the concern persons.
4. The disclaimers made by the Statutory Auditors in Point No. 8 under Annexure A to the Auditor's Report regarding delay in repayment Loans to Banks up to 29 days. The management is under impression that after demanding the installment thee 30 days grace period will be allowed and accordingly the payment has been made in time. However, in future the due care will be taken to make the payment in time.
5. The disclaimers made by the Statutory Auditors in Point No. 9 under Annexure A to Auditor's Report regarding inter Corporate Loans. The inter Corporate deposits accepted or loan taken is to maintain the any shortfall in means of finance according to terms and condition stipulated by the bankers. The inter corporate deposits taken is for long term and accordingly grouped under long term liability.

10. Extract of the Annual Return

In accordance with requirements under Section 134(3) (a) of the Companies Act, 2013, the details forming part of the extract of the Annual Return in form MGT 9 is enclosed with Board 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 installed new Plant & Machinery with new technology during the year. The benefits derived like product improvement, cost reduction, product development or import substitution;
- (ii) Foreign exchange earnings and Outgo: Foreign Exchange earning of the Company is Rs.492.43 Lakhs for the year under review, whereas the outgo is Rs.427.46 Lakhs.

10. Change In Directors:

A) Changes in Directors and Key Managerial Personnel

The details about the changes in the directors or key managerial personnel as under:-

Designation:- During the year company has not changed in designation of any director of the company.

Appointment:- During the year company has appointed Key Managerial Personnel as under:-

Sr No	Name of the person	Designation	Date of Appointment
01.	Ms. Divyani Koshta	Company Secretary	14 th Feb, 2017

Appointment after the Closing of Financial Year:-

Sr No	Name of the person	Designation of KMP	Date of Appointment
01.	Mr. Satish Sharma	Chief Financial Officer	1 st June, 2017

Re-appointment :- During the year Shri Sandeep Machhar, director of the company was retiring by rotation and being eligible to offer himself for re-appointment. The Board re-appoints him.

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 Four times during the last financial year.

SR NO	TYPE OF MEETING	DATE OF MEETING
01.	Board of Directors Meeting	30 th May, 2016
02.	Board of Directors Meeting	15 th August, 2016
03.	Board of Directors Meeting	14 th November, 2016
04.	Board of Directors Meeting	14 th February, 2017

12. Audit Committee:-The Audit Committee of the Company met four times during the last financial year.

SR NO	TYPE OF MEETING	DATE OF MEETING
01.	Audit Committee Meeting	29 th May, 2016
02.	Audit Committee Meeting	14 th August, 2016
03.	Audit Committee Meeting	13 th November, 2016
04.	Audit Committee Meeting	13 th February, 2017

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.

SR NO	NAME OF THE PERSON	DESIGNATION
01.	Mr. Sandep Machhar	Member
02.	Mr. G. M. Bothara	Member

14. Nomination And Remuneration Committee:-

During the year Company has established one remuneration committee for ratifying the remuneration package of directors & employee dated on 09th July, 2016.

SR NO	NAME OF THE PERSON	DESIGNATION
01.	Mr. G. M. Bothara	Member
02.	Mr. B. H. Tapdiya	Member
03.	Mrs. Rupali Bothara	Member

15. Managerial Remuneration: -

Director	Relation-ship with other directors	Business relation-ship with APL	Loans and advances from APL	Sitting fees* Rs.	Salary and Perquisites Rs.	Comm ission Rs.	Total
Shri Arvind Machhar	Related to Shri Sandeep Machhar	Promoter	NIL	Nil	24,80,000	Nil	24,80,000

16. Secretarial Audit Report:-

As per the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s Girish Bhandare & Associates, Practising Company Secretaries, Aurangabad to undertake the Secretarial Audit of the Company for the FY 2016-17. The Secretarial Audit Report in Form No MR-3 for the FY 2016-17 is annexed herewith and forms a part of this report.

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:-

Your Company has been on a continuous basis reviewing and streamlining its various operational and risks involved in its business. Your Company also takes all efforts to train its manpower from time to time to handle and minimize these risks.