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## ADVANCE PETROCHEMICALS LTD.

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### ADVANCE PETROCHEMICALS LIMITED 28th ANNUAL REPORT

### BOARD OF DIRECTORS

Ashok Goenka	Chairman & Managing Director
Arvind Goenka	Director
J.K. Trivedi	Executive Director
Shailesh Singh Rajput	Director
Omprakash Jalan	Director
Nirish J. Parikh	Director

### ANNUAL GENERAL MEETING

On Monday, 30th September, 2013  
Plot No. 167  
Pirana Approach,  
Village : Piplej,  
Ahmedabad.  
At 11.00 A.M.

### 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-380 009.

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.

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### Plant

1. Plot No.167  
Pirana Approach  
Village Piplej  
Ahmedabad.

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### NOTICE

NOTICE is hereby given that 28<sup>th</sup> Annual General Meeting of the Members of Advance Petrochemicals Limited will be held on Monday, the 30<sup>th</sup> day of September, 2013 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 31<sup>st</sup> March,2013 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. Omprakash Jalan, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Nirish Parikh, who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 Accountant, Ahmedabad be and are hereby appointed as Statutory Auditor of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration as may be decided by the Board of Directors of the Company in conclusion with the aforesaid firm of Auditors.”

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

**Registered Office :**  
36, Kothari Market,  
Ahmedabad - 380 022  
Date : 02/09/2013

**(Ashok Goenka)**  
Managing Director

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### NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY IN ORDER TO BE VALID NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM DULY FILLED IN AND SIGNED SHOULD BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE START OF THE MEETING.

1. Register of Member and Share Transfer Book of the company will remain closed from Wednesday, the 25<sup>th</sup> day of September, 2013 to Monday, the 30<sup>th</sup> day of September, 2013.
2. Members/proxies should bring their attendance slips duly filled in for attending the meeting.
3. 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.
4. Members are requested to intimate the change in their address, if any, to the Registered office of the company writing their folio no.
5. 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.
6. Members who have not forwarded earlier the details of their bank account number and the name and address of the bank are requested again to send the same.

Statement Regarding the Directors seeking appointment/ re appointment in ensuing annual general meeting.

Name of Director	Mr. Omprakash Jalan	Mr. Nirish J. Parikh
Date of Birth	14/04/1950	02/07/1955
Date of appointment	30/07/2002	12/05/2011
Expertise in specific functional area	35 years exp.	35 years exp. In petrol, oil & gas sector
Qualification	B.com	B.com

## ADVANCE PETROCHEMICALS LTD.

No. of Equity Shares held	Nil	NIL
List of Outside Company Directorship held	Advance Multitech Ltd	Advance Multitech Limited
Chairman/ Member of Committees of Board Of Directors of the Company.	Chairman- Audit Committee	Member- Audit Committee
	Member- Remuneration Committee	Member- Remuneration Committee
Chairman/ Member of Committees of Board of Directors of the Companies in which he/she is director	Chairman- Audit Committee	Member- Audit Committee
Audit Committee	Member- Shareholders Grievance Committee	Member- Remuneration Committee
Shareholders Grievance Committee	Member- Remuneration Committee	

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

**Registered Office :**  
36, Kothari Market,  
Ahmedabad - 380 022  
Date :02/09/2013

**(Ashok Goenka)**  
Managing Director

## DIRECTOR'S REPORT

To,

The Members,

Your Directors have pleasure in presenting the 28<sup>th</sup> Annual Report along with the Audited Account of the company for the period ended 31<sup>st</sup> March, 2013.

### FINANCIAL RESULTS :

(Rs.in Lacs)

	2012-2013	2011-2012
Sales Turnover	843.76	794.67
Gross Income	857.75	807.11
Profit before finance cost, depreciation and tax	57.40	53.58
Profit before depreciation and tax	24.00	25.59
Depreciation	13.03	12.70
Profit before Tax	10.96	12.89
Profit after Tax	11.58	9.56
Add: Surplus as per last account	2.56	(7.00)
Surplus available for appropriation	10.56	2.56
Appropriations :		
Proposed Dividend	Nil	Nil
Transferred to General Reserve	Nil	Nil
Surplus Carried to next year	10.56	2.56

### DIVIDEND

Due to inadequacy of profit available for appropriation during the year under review, your Directors express their inability to recommend any dividend for the year ended 31<sup>st</sup> March, 2013.

### OPERATION

During the year under review your company have registered a sales turn over of Rs.843.76 lacks in comparison to the figure of Rs.794.67 Lacs of the previous year. Despite slow down of economy and increasing competition, your company has registered increase in sales turnover of the Company. As a result of increase in sale turn over on one hand and at the same curbing expenses on the other hand, net profit after tax has increased to Rs.11.58 Lacs as compared to Rs.9.56 Lacs of the previous year. The Management is hopeful of achieving better results in years to come.

### PUBLIC DEPOSITS

The company has not accepted any deposits from the public during the year review and therefore the provisions of the companies Act, 1956 read with companies (acceptance of deposit) rules, 1975 are applicable to the company.

### **INSURANCE**

All the properties of your company have been adequately insured against fire, floods, riots, earthquake, malicious damage and explosion risks.

### **AUDITOR'S REPORT**

All the items on which comments have been made by the auditors in their report to the shareholders are self explanatory as explained by way of notes to the accounts under schedule 12 to the Balance Sheet and Profit & Loss Accounts.

### **AUDITORS**

M/s.Pipara & Company, Chartered Accountants, Ahmedabad retire at the forthcoming Annual General Meeting and have confirmed their eligibility and willingness to accept the office, if re-appointed. Company under the Section 224(1B) of the Companies Act, 1956 certify their eligibility.

### **DIRECTOR'S RESPONSIBILITY STATEMENT AS PER SECTION 217 (2AA) OF THE COMPANIES ACT,1956**

Pursuant to section 217 (2AA) of the companies Act,1956, the preparation of the Directors confirm that :

- i) In the preparation of the annual account, the applicable accounting standards had been followed ;
- ii) Appropriate accounting policies have been selected and applied consistently and judgments and estimates made 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 the profit and loss account for the current financial year.
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in and for preventing and detecting fraud and other irregularities;
- iv) The Annual Account have been prepared on a going concern basis.

### **REPORT ON CORPORATE GOVERNANCE:**

Clause 49 of Listing Agreement on Corporate Governance, is not applicable to the Company.

### **ISO 9001**

Your Directors have pleasure informing you that the company has ISO-9001 certification from the world renowned institution for its Chemical Division. Now your company enjoy coveted and prestigious ISO 9001 Status.

Company has successfully met all the stringent and rigorous revaluation and surveillance measures of UKAS Quality Management.

### **EMPLOYEES**

There are no employees drawing salary of Rs.5,00,000/-p.m. and/or Rs.60,00,000/-p.a. and therefore particulars u/s.217 (2A) of the companies Act,1956 read

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with companies (particulars of employees) rules, are not required to be given.

### **DIRECTORS**

As per the provisions of Section 256 of the companies Act, 1956 read with Article 144 of the Articles of Association of the Company, Mr. Omprakash Jalan and Mr. Nirish Parikh, retire by rotation at the forth coming Annual General Meeting, being eligible offers themselves for re-appointment..

### **Audit Committee :**

The company had constituted an Audit Committee. The scope of the activities of the Audit Committee is asset out clause 49 of the listing agreements with the Stock Exchanges read with section 292A of the companies act, 1956. The terms of reference of the audit committee broadly are as under :

- To hold periodic discussions with the Statutory Auditors and internal auditors of the company concerning the accounts of the company, internal control systems scopes of audit and observation of the Auditors/Internal Auditors;
- To review compliance with internal control systems.
- To review the quarterly, half-yearly and annual financial results of the company before submission of the Board;
- To make recommendations to the Board on any matter relating to the financial management of the company including the Audit Report;
- Recommending the appointment of statutory auditors and fixation of their remuneration.

The Chairman of the Audit Committee, Mr.Omprakash Jalan was present at the Annual General Meeting held on 29<sup>th</sup> September, 2012.

The composition of the Audit Committee and the details of meetings attended by the Directors are given below:

<b>Names of Members</b>	<b>Category</b>	<b>No.of Meetings attended during the year 2012-2013</b>
Mr. Omprakash Jalan	Independent Non-Executive	5
Mr. Shaileshsingh Rajput	Independent Non-Executive	5
Mr. Jitendra Trivedi	Independent Non-Executive	5
Mr. Nirish Parikh	Independent Non-Executive	3
Mr. Ashok Goenka	Non-Independent Non-Executive	1

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Five audit committee meetings were held during 2012-13.

### REMUNERATION COMMITTEE

The company has set up remuneration committee. This committee comprises of three non executive independent Directors. The name of members as follows.

1. Shri Shailesh Singh Rajput : Chairman
2. Shri Omprakash Jalan : Member
3. Shri Nirish J. Parikh : Member

This committee reviews and makes recommendations on annual salaries , performance commission, perquisites and other employment conditions of Executive Director(s)

### LISTING OF SHARES

The Equity shares of the company are listed on the following Stock Exchange :

Name	Address
Bombay Stock Exchange Limited	Phirozee JeeJee Bhoy Towers Dalal Street, Mumbai - 400 001.

Company has paid annual listing fees for the year 2013-2014. Stock Exchange Code 506947 and ISIN of the Company is INE334N01018.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGOINGS

Our industry is not a heavy consumer of energy, further during the year under review, the company made efforts to conserve energy through reduction consumption, the company will continue to endeavor of conserve energy and use it more efficiently.

	2012-2013	2011-2012
Electricity Purchase Unit	318384	273208
Total Amount (Rupees)	2338587	1972943
Rate Unit (Rs.)	7.35	7.22

The Company is having research & development facilities. The process of development is a continuous process resulting in development of new & import substitute products.

Company is taking all appropriate measures to absorb the Technology in its area of operation.

There has been no foreign exchange outgo in the current year. Company has earned Rs.7,062,992/- In foreign currency during the year.

### PERSONAL

Your company has been maintaining a very cordial and satisfactory relationship with its employees and your Directors wish to place on record their deep sense



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of appreciation for the devoted service of the executives, staff and workers of the company.

### **COMPLIANCE CERTIFICATE**

Compliance Certificate pursuant to Section 383A (1) of the Companies Act, 1956, received from a Practising Company Secretary is attached herewith and forms the part of this report.

### **APPRECIATION**

The Board wishes to express its sincere appreciation to all the staff member for the contribution to the performance of the company and to our valued clients, bankers, financial institutions and shareholders for the continued support and the same is expected in years to come.

For and on behalf of the Board  
**For ADVANCE PETROCHEMICALS LTD.**

Place : Ahmedabad  
Date : 02/09/2013

**(Ashok Goenka)**  
Chairman & Managing Director

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ADVANCE PETROCHEMICALS LTD.

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**COMPLIANCE CERTIFICATE**

Company No.:04:8013

Nominal Capital :Rs.200 Lacs.

To,

The Members

Advance Petrochemicals Limited

I have examined the registers, records, books and papers of M/s Advance Petrochemicals Limited as required to be maintained under the Companies Act, 1956 ( the Act ) and the rules made there under and also the provisions contained in the Memorandum and Articles of Associations of the Company for the financial year ended on 31<sup>st</sup> March, 2013. In My opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year :

1. the company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. the company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. the Company is a Public limited company and having the paid up capital exceeding minimum capital under the Act. The other comments are not required.
4. the Board of Directors duly met 08 times on 30/04/2012, 12/06/2012, 31/07/2012, 31/08/2012, 03/09/2012, 30/10/2012, 31/01/2013 and 29/03/2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. the Company has closed its Register of Members from 25<sup>th</sup> September, 2012 to 29<sup>th</sup> September, 2012 in accordance with the provisions of Section 154 of the Act.
6. the annual general meeting for the financial year ended on 31/03/2012 was held on 29/09/2012 and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No EGM was held during the year.