



APT PACKAGING LTD

33rd ANNUAL REPORT 2013

BOARD OF DIRECTORS :

: MR. ARVIND MACHHAR	-CHAIRMAN CUM MANAGING DIRECTOR
: MR. SANDEEP MACHHAR	-DIRECTOR
: MR. GHEVERCHAND M. BOTHARA	-DIRECTOR
: MR. BALAPRASAD TAPDIYA	-DIRECTOR

AUDITORS

: M/S RATHI & BANGAD
Chartered Accountant, Aurangabad

BANKERS

: PUNJAB NATIONAL BANK

REGISTERED OFFICE

: J-18, MIDC AREA, CHIKALTHANA,
AURANGABAD- 431 006,
Website: <http://www.aptpackaging.in>

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

1. Gut No. 72, Village Pharola, Post Beedkin, Tq.-Paithan,
Dist. - Aurangabad – 431 105 (MS).
2. Khasra No 529,5th KM Stone, Akabarpur Urd, Laksar-
Haridwar Road, Laksar, Dist:- Haridwar (Uttarakhand)

**REGISTRAR AND TRANSFER
AGENT**

: M/S LINK INTIME INDIA PVT. LIMITED
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 33rd Annual General Meeting of the members of **Apt Packaging Limited** will be held on Saturday, the 10th day of August, 2013 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, 2013 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 appoint M/s Rathi & Bangad, Chartered Accountants, as an Auditor of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next annual general meeting and also fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit with or without modification, the following resolution as ordinary resolution:

"RESOLVED THAT the Audited accounts for the year ended on 31.03.2013 along with Directors and Auditors Report, thereon be and are hereby adopted and since the net worth of the Company has once again turned negative, the Company therefore become sick under Sick Industrial Companies (Special Provision) Act 1985 (SICA) is noted"

"RESOLVED THAT pursuant to the provision of section 15 and other applicable provision of the SICA and other applicable acts, Board of Directors of the Company be and is hereby authorized for making reference to the Board for Industrial and Financial Reconstruction (BIFR) under the provision of SICA.

FURTHER RESOLVED THAT the Board of directors of the company be and is hereby authorized to delegate all or any of the power herein conferred by this resolution to any Director(s) or to any committee of Directors or to any officers of the company to give effect to this resolution."

By order of the board
Sd/-

Arvind Machhar
Chairman cum Managing Director

Place: Aurangabad
Date: 06.07.2013

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 August 5th, 2013 to August 10th, 2013 (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) Section 109A of the Companies Act, 1956, 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.

EXPLANATORY STATEMENT FOR ITEM NUMBER 4**ITEM NO:4**

The Company was registered with BIFR as sick industrial company vide order dated 17.12.2002 of the Hon'ble BIFR. The Sanctioned Scheme for revival of the Company was ordered on 04.02.2008. Subsequently as per Audited Balance Sheet of the Company for the year ended on 31st March, 2011, the net worth of the Company turned positive and accordingly BIFR vide order dated 16.06.2011, discharged the Company from purview of SICA and further ordered that the unimplemented provision of the Sanctioned Scheme would be implemented by all concerned.

As on date there are certain unimplemented provisions of the Sanctioned Scheme on the part of some agencies for which the Company is making efforts for implementation thereof legally and otherwise. Meanwhile the accumulated losses of the company as on 31.03.2013 are Rs. 2016.48 Lacs which exceeds capital and free reserve of Rs. 1666.10 Lacs. Therefore the net worth of the Company has again become negative by Rs. 350.38 Lacs. As on 31.03.2012 the peak Net Worth of the company eroded by more than 50% and attracted the provisions of section 23 of SICA. Consequently, the Board of Directors had reported erosion in the peak net worth of the company and the causes for such erosion in the Directors Report for the year 2011-2012. The matter of erosion of net worth, reasons thereof and steps to be taken were considered by the members in the last Annual General Meeting held on 29.09.2012.

As the net worth of the Company has again turned negative the Company has to approach BIFR pursuant to earlier registration of the Company with BIFR, pending implementation of Sanctioned Scheme, provision of Section 15 and other applicable provision of SICA and other applicable acts.

Your Directors recommends resolution for approval. None of the Directors is interested in this resolution.

DIRECTORS' REPORT

To,
The Members of
Apt Packaging Limited

Dear Shareholders

The Directors are pleased to present Thirty Third Annual Report on the performance of the company for the financial year ended on 31st March'2013.

1. FINANCIAL RESULTS

(Rs in Lacs)

PARTICULARS	YEAR ENDED ON 31.03.2013	YEAR ENDED ON 31.03.2012
Sales and other Income	3,109.78	2,231.63
Less: Operating Expenses	2,882.25	2,073.24
Profit before Interest and Depreciation	227.53	158.39
DEDUCTIONS		
Interest	419.94	354.25
Depreciation & Impairment	309.13	281.80
Operational Profit/(Loss) before Tax	(501.54)	(477.67)
Previous Year Income / Expenses	3.97	6.24
Net Profit / (Loss)	(505.51)	(471.42)
Extra ordinary items -Waiver of Interest by Financial Institution	0.02	130.12
Income Tax	--	-
NET PROFIT FOR THE YEAR	(505.49)	(341.30)

2. PERFORMANCE REVIEW

During the year under the review, the sales and other income is Rs.3109.78 lac against Rs 2,231.63 lacs in the previous year registering increase of 39.35%. The Exports during the year were at Rs. 337.36 Lacs against Rs. 317.38 Lacs in the previous year. Increase in Raw materials prices, overheads and Interest costs have substantially increased the operational cost which could not be passed on to customers because of stiff competition. This has resulted in to lower operational margins therefore in spite of increase in turnover; losses have increased during the year.

3. OPERATIONAL PERFORMANCE

During the year under review 565.99 lacs tubes were dispatched as compared to previous year dispatch of 446.01 lacs tubes. The new plant at Uttarakhand has normalized production and achieved higher capacity utilization. Some old machines at Aurangabad unit have become obsolete and therefore have been replaced. The effect of all these initiatives shall be reflected during the Financial Year 2013-14.

4. NETWORTH & REFERENCE TO BIFR:

The net worth of the company as at the end of Financial Year has been fully eroded as the accumulated losses have exceeded the share capital and free reserve. The Company shall comply with the provisions of Sick Industrial Companies Act (SICA) 1985 by once again making reference to Board for Industrial and Financial Reconstruction.

5. DIVIDEND:

In view of losses, the Board of Directors expresses its inability to declare dividend.

6. FIXED DEPOSIT:

Your Company has not accepted any deposits under section 58A and 58 AA of the Companies Act, 1956, from the public during the year.

7. INSURANCE:

All the properties of the Company including Plant & Machinery, Stores and Stocks, wherever necessary and to the extent required have been adequately insured.

8. DIRECTOR

Shri. Sandeep Machhar, Director of the Company is retiring by rotation and being eligible to offer himself for re-appointment. The Board recommends his re-appointment.

9. AUDITORS:

M/s. Rathii & Bangad, Chartered Accountants, Aurangabad, the Statutory Auditors of the Company are retiring at the forthcoming annual general meeting and they are eligible for re-appointment. The Board recommends their re-appointment.

10. PARTICULARS OF EMPLOYEES:

There are no employees drawing remuneration exceeding the monetary ceiling prescribed under Section 217(2A) of the Companies Act, 1956 read with the companies (Particulars of Employees) Rules 1975.

11. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of section 217(2AA) of the Companies Act, 1956, the Board confirms that:

- The financial statement is in full conformity with the requirements of the Companies Act, 1956, and applicable accounting standards have been followed along with proper explanation relating to material departure.

- b) The directors have selected such accounting policies and applied them consistently and made judgment and estimates that were 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 the year under review.
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for preventing and detecting fraud and other irregularities.
- d) The directors have prepared the Annual Accounts on a going concern basis.

12. INFORMATION TECHNOLOGY (IT)

The Company firmly believes that IT is the backbone of any industry in today's environment. The Company has taken it as a tool to improve the productivity, efficiency and reliability. The Company has mini ERP programme at its manufacturing facility.

13. HEALTH, SAFETY AND ENVIRONMENT

The company also accords highest priority to Protection of Environment. The Company has effective waste management systems to prevent any hazards to the environment. The company has taken adequate steps to prevent occurrence of any accidents. The Company has also taken measures to ensure Health and Safety of its employees and work force. The company conducts regular medical checkups and counseling to ensure fitness of its employees.

14. AUDITORS' OBSERVATIONS:

Refer Point No.1 (Opinion) of the Auditors Report: The net worth as on 31.03.2013 has turned negative due to losses suffered and the company will make reference to Board for Industrial and Financial Reconstruction under the applicable provisions of SICA. The Company has prepared accounts on "Going Concern Basis". Refer note no. 34.

Refer Point No.2 (Opinion) of the Auditors Report: In respect of debtors, creditors, loans and advances(taken and given), balances with various statutory / fiscal liabilities (Assets & Liabilities) i.e. Excise deposits / balances, VAT(Sales Tax),CST, TDS / TCS, the company is following the system of perpetual confirmation and reconciliation. Accordingly, all the accounts are reconciled and adjusted as and when a note of discrepancy is received from the concerned party and in the opinion of management the ultimate difference will not be material. Refer to note no. 37.

Refer Point No.3 (Opinion) of the Auditors Report: In respect of unimplemented portion of BIFR's Sanctioned scheme, the Company is making efforts legally or otherwise to get the scheme implemented. The scheme has attained finality and in the opinion of Directors, the scheme will be implemented fully. Refer to note no. 33.

16. REPORT ON CORPORATE GOVERNANCE

A report on Corporate governance as required in terms of clause 49 of the Listing Agreement with the Bombay Stock Exchange, containing required details is annexed with corporate governance report and forming part of this report.

17. CORPORATE SOCIAL RESPONSIBILITY

The Company is making all efforts to improve efficiency on all fronts to sustain competition and thereby continue to keep the employment of the employees, contribute towards the exchequer by way of direct and indirect taxes, generate foreign exchange for the country through exports and remain in business.

18. RELATION WITH EMPLOYEES

The relation with the employees continued to be cordial during the year. The directors wish to place on record their sincere appreciation for the excellent team spirit with which they have worked for the progress of the Company.

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

a) **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.

Total energy consumption and energy consumption per unit of production as prescribed form A:

A: POWER AND FUEL CONSUMPTION:-

(Rs.in Lakhs)		
ELECTRICITY	CURRENT YEAR	PREVIOUS YEAR
a) Purchased from MSEDCL / UPCL	157.97	109.01
b) Own Generation Through diesel - Cost	36.43	20.57

b) **Technology Absorption:** The Company has installed new automatic header machines at Aurangabad and Haridwar plants having latest technology during the year.

c) **Foreign Exchange Earning and Outgo:** Foreign Exchange earning of the Company is Rs. 337.36 lacs for the year under review, whereas the outgo is Rs.532.50 lacs.

20. ACKNOWLEDGEMENT

The Board of Directors place on records their sincere gratitude to the employees of their hard work and would like to compliment those Executives who were involved in starting timely production at Uttarakhand plant for their all out efforts, to Punjab National Bank and statutory Authority for their continual support and to the investors for their trust and confidence on the Management.

BY ORDER OF THE BOARD
Sd/-

PLACE: AURANGABAD
DATE : 06.07.2013

ARVIND MACHHAR
CHAIRMAN CUM MANAGING DIRECTOR

CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2013

(As required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

1. COMPANY'S PHILOSOPHY

The Company believes that the code prescribes a minimum framework for governance of a business in corporate framework. The company has set, as its mission, the implementation of a Corporate Governance system to ensure transparency, control, accountability and responsibility in all areas of operation. Corporate Governance is considered as, to protect and achieve enhanced value for all its stakeholders i.e. shareholders, employees, customers and society in general.

2. BOARD OF DIRECTORS

The Board of Apt Packaging Limited consisted of two executive director, two non executive / promoter's group director, and two non-executive/independent directors, who are acknowledged as leading professionals in their respective fields.

The constitution of Board in the year under consideration is as under:

Director	Executive/Non-Executive/ Independent*	No. of other Directorship#	Membership Committees/ Chairmanship
Shri Arvind Machhar Chairman Cum Managing Director	Executive	Five	1/0
*Shri Nawnit Machhar Whole Time Director	Executive	Ten	NIL
*Shri Ravi Machhar Director	Non-executive	Eight	NIL
Shri Sandeep Machhar Director	Non-executive**	Six	NIL
Shri Gheverchand Bothara Director	Non-executive Independent	Two	2/2
Shri Balaprasad Tapdiya Director	Non-executive Independent	Four	3/1

*Shri Ravi Machhar since resigned from directorship on 24th December, 2012 and Mr. Nawnit Machhar resigned from directorship on 30th June, 2013.

None of the Director holds Directorship in more than 15 companies, Membership in Committees of Board in more than 10 Companies and Chairmanship of Committees of Board in more than 5 Committees.

* The Expression 'Independent Director' shall mean a non-executive director of the company director

(a) Who apart from receiving director's remuneration does not have any material pecuniary relationships or transaction with the company, its promoters, its directors, its senior management or its holding company, its subsidiaries and associates which may affect independence of the director;

(b) Is not related to promoters or persons occupying management positions at the board level or at one level below the board.

I has not been an executive of the company in the immediate preceding three financial year.

(d) Is not a partner or an executive or was not partner or an executive during the preceding three years, of any of the following:

i) The statutory audit firm or the internal audit firm that is associated with the company, and

ii) The legal firm and consulting firm that have a material association with the company.

(e) Is not a material suppliers, service provider or customer or a lessor or lessee of the company which may affect the independence of the director; and

(f) Is not the substantial shareholder of the company i.e. owing two percent or more of the block of the voting shares;

(g) Is not less than 21 years of age

Attendance of Directors at Board Meeting and Annual General Meeting

The Board of Company met five times during the last financial year, on the following dates:

- (1) 15th May 2012 (2) 13th August, 2012 (3) 29th September, 2012 (4) 27th October, 2012 (5) 15th February, 2013

The attendance at the Board Meetings and previous Annual General Meeting as under:

Name of Director	Attendance	
	Board Meeting	AGM / EGM
Shri Arvind Machhar	4	1
Shri Nawnit Machhar	4	1
Shri Sandeep Machhar	4	1
Shri Ravi Machhar	1	1
Shri G. M. Bothara	4	1
Shri B.H. Tapdiya	4	1

3. AUDIT COMMITTEE

During the financial year 2012-13, four meetings were held on the following dates:

- (1) 15th May 2012 (2) 13th August, 2012 (3) 27th October, 2012 (4) 15th February, 2013

The Constitution of the committee and the attendance of each member of the Committee are given

Name	Designation	Executive / Non-executive / Independent	Professional	Committee Meetings Attended
Shri. G.M. Bothara*	Chairman	Non-executive / Independent	Consultant	Four
Shri B. H. Tapdiya*	Member	Non-executive / Independent	Consultant	Four
Shri Arvind Machhar	Member	Non-executive	Industrialist	Four

General Manager (F&A) of the Company is the secretary of the committee.

* Possesses expert knowledge in finance, accounts and taxation.

The Chairman of the Audit Committee attended the last Annual General Meeting of the Company held on 29th September, 2012.

The minutes of the Audit Committee were circulated to the Board, discussed and noted.

The terms of reference of the Audit Committee inter-alia include the following:

1. To hold periodic discussion with the Statutory Auditors and Internal Auditors of the Company concerning the accounts of the company, internal control system, scope of audit and observations of the Auditors/Internal Auditors;
2. To review compliances with internal control system;
3. To review quarterly, half yearly and annual financial results of the Company before submission to the Board;
4. To investigate into any matter in relation to item specified in section 292A of the Companies Act, 1956, or as may be referred to it by the Board and for this purpose to seek any relevant information contained in the records of the company and also seek external profession advice if necessary;
5. To make recommendations to the Board in relation to appointment and terms of Statutory Auditors and Internal Auditors
6. To make recommendations to the Board on any matter relating to the financial management of the Company including the Audit Report.

4. REMUNERATION COMMITTEE (Non-Mandatory Committee)

The Board of Directors formed the Remuneration Committee, which consists of the following directors:

Name	Designation	Executive/Non-Executive/Independent
Shri G. M. Bothara	Chairman	Non-executive Independent
Shri B. H. Tapdiya	Member	Non-executive Independent

General Manager (F&A) of the Company is the secretary of the committee.

During the financial year 2012-2013, one meeting was held on 23rd October, 2012 which was attended by Shri G.M.Bothara and Shri. B. H. Tapdiya as the members of the committee.

Details of remuneration paid/payable to directors for the year ended March 31, 2013 are as follows:

Director	Relation-ship with other directors	Business relation-ship with APL	Loans and advances from APL	Sitting fees* Rs.	Salary and Perquisites Rs.	Commission Rs.	Total
Shri Arvind Machhar	Related to Shri Sandeep Machhar	Promoter	NIL	Nil	17,37,053	Nil	17,37,053
Shri Nawnit Machhar	Related to Shri Arvind Machhar	Promoter	NIL	NIL	7,31,194	Nil	7,31,194
Shri Sandeep Machhar	Related to Shri Arvind Machhar	Promoter	Nil	4,000	Nil	Nil	4,000
Shri Ravi Machhar	Related to Shri Arvind Machhar	Promoter	NIL	1,000	NIL	NIL	1,000
Shri G.M. Bothara	None	Professional	Nil	8,000	Nil	Nil	8,000
Shri B.H. Tapdiya	None	Professional	Nil	8,000	Nil	Nil	8,000

5. SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE (Mandatory Committee)

The Board has constituted an Investors Grievances Committee which looks into shareholders and investors grievances. The following are the members of the committee:

Name	Designation	Executive/Non-Executive/Independent
Shri B. H. Tapdiya	Chairman	Non-Executive Independent
Shri Arvind Machhar	Member	Executive

General Manager (F&A) of the Company is the secretary of the committee.

The minutes of the Shareholders'/Investors' Grievance Committee Meeting were circulated to the Board, discussed and taken note of Secretary to the Committee is also the looking after day to day working related to transfer of shares, correspondence with the shareholders, SEBI, exchanges, etc.

The said committee administered the following activities:

- a) To look into and supervise the redress of shareholders/investors complaints like Transfer of shares, Transmission of shares, Issue of Duplicate Share Certificates, Change of Address, Change of Status, Change of Name Transposition of shares, copy of balance sheet etc.
- b) To consider and approve transfer of shares, dematerialization of shares deletion of name, splitting and consolidation of shares etc.
- c) To delegate any of its responsibilities to any officer of the company or to the Registrars and transfer Agents and to supervise the proper exercise of delegated powers.

During the financial year 2012-2013 one meeting was held on 23rd October, 2012 which was attended by all the members of the committee.

6. GENERAL BODY MEETING

The locations and time of the Annual General Meeting held during the last 3 years are as follows:

Annual General Meeting	Date	Time	Venue	No. of Special Resolutions passed
Thirtieth	10/07/2010	11.00 am	J-18, MID Area, Chikalthana, Aurangabad – 431 006	One
Thirty First	30/09/2011	11.30 am	J-18, MID Area, Chikalthana, Aurangabad – 431 006	Two
Thirty Two	29/09/2012	11.30 am	J-18, MID Area, Chikalthana, Aurangabad – 431 006	Two

1. All the special resolutions indicated above were passed by show of hands as they are ordinary Special Resolution.
2. No Resolution Passed through postal ballot during the year, presently company does not have any transaction/proposal for postal ballot

7. DISCLOSURES

- No Transaction of material nature has been entered into by the Company with Directors or Management and their relatives, etc. that may have a potential conflict with the interest of the Company. The Register of Contracts containing transaction, in which directors are interested, is placed before the Board regularly.

- There are the related parties transactions i.e. transactions of the Company with its Promoters, Directors and Management not conflicting with Company's interest, the details of which have been shown in Note No 2 of Schedule 13 forming part of the Accounts for the year ended 31st March, 2013.

- There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence, the question of penalties or strictures being imposed by SEBI or the Stock Exchange does not arise.

8. NOTE ON DIRECTORS APPOINTMENT/RE-APPOINTMENT

Shri.Sandeep Machhar, liable to retire by rotation and being eligible offered him for re-appointment. He is an industrialist having vast knowledge & experience of business, industrialist and finance.

9. MEANS OF COMMUNICATION

The Company had submitted its quarterly, half yearly and financial results to the stock exchange soon after its approval by the Board and published the same in leading national newspapers (i.e. Lokmat in English and Gawkari in Marathi). The Company did not display the financial results on its website.

10. GENERAL SHAREHOLDER INFORMATION

a) Annual General Meeting

- * Date, Day and Time : Saturday, August 10th, 2013 at 11.30 AM
- * Venue : J-18, MIDC, Chikalthana, Aurangabad (MS)

b) FINANCIAL CALENDER

The financial year of the company is April, 2012 to March, 2013.

Financial reporting for

- Quarter ending June 30, 2012	: Second week of August, 2012
- Half year ending September 30, 2012	: Second week of November, 2012
- Quarter ending December 31, 2012	: Second week of February, 2013
- Year ending March 31, 2013	: First week of July, 2013

ANNUAL GENERAL MEETING

For the year ending March 31, 2013 : Saturday, August 10th, 2013

- c) **Date of book closure** : August 05th, to August 10th, 2013
(Both days inclusive)

- d) **Dividend Payment Date** : No dividend is declared for the year

e) Listing of Equity Shares on Stock Exchange:

- The Stock Exchange, Mumbai, 1st Floor, Rotunda Building, B.S. Marg, Fort Mumbai – 400001
- Annual Listing fees have been paid to the Stock Exchange for the financial year 2010-2011

- f) **Script Code:** The script code of the Company is 506979 and ISIN No. of the Company is INE 46E01017 (New ISIN is to be allotted by CDSL for new shares)

f) Market Price Data:

The trading in the shares of the Company was suspended since 15.04.2008 due to record date of 30.04.2008 fixed for issue of new shares post capital reduction, de-merger and consolidation of shares. The Company has made application to Bombay Stock Exchange for listing of the new equity shares. This application is under consideration of the exchange and the listing is awaited. In view of the same, the trading of the shares of the Company was not done during the year; hence no high & low price of shares is available.

g) Registrar and Transfer Agents:

M/S LINK INTIME INDIA PVT. LIMITED
C-13, PANNALAL SILK MILLS COMPOUND
L.B.S. MARG BHANDUP (W), MUMBAI – 400078
Website: <http://www.linkintime.co.in>
Email : sharad.patkar@linkintime.co.in

h) Share Transfer System:

The Company has retained M/s Link Intime India Pvt. Limited, Mumbai to carry out the transfer related activities. All valid transfer are affected within stipulated days and taken on record by the Board of Director of the Company. Share Certificates and Transfer deeds are received at Registered Office and Share Transfer Agent for doing the needful. Trading in Securities of the Company can be done only in Dematerialized form and Company has signed agreement with Central Depository Services Limited.

i) Distribution of Shareholding as on 31st March, 2013 is as given below:

Slab of Shareholding	Shareholders	% to total	Shares Amount	% to total
Up to 500	9976	97.8327	7144240	13.5733
501 to 1000	101	0.9905	691280	1.3134
1001 to 2000	42	0.4119	639900	1.2157
2001 to 3000	14	0.1373	354360	0.6732
3001 to 4000	9	0.0883	313700	0.5960
4001 to 5000	5	0.0490	227080	0.4314
5001 to 10000	10	0.0981	693060	1.3167
10001 and above	40	0.3923	42571050	80.8803
TOTAL	10197	100.00	52634670	100.00

j) Dematerialization of shares and liquidity:

The Securities and Exchange Board of India (SEBI), through a notification have made it compulsory that any delivery in the Company's shares against stock exchange trades became compulsory in demat format. As on 31/03/2013, 1,04,219 equity shares (3.78%) of the total number of shares) have been dematerialized. 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 of in principal approval from BSE.

- k) **Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity :**
NIL
- l) **Plant Locations:** The Companies plant for co-extruded tube is located at Gut No. 72, Village Pharola, Tq. – Paithan, Dist. – Aurangabad (MS) – 431105 & Khasra No 529, 5th KM stone, Akabarpur Urd, Laksar - Haridwar Road, Laksar, Dist – Haridwar, (UTTARAKHAND)
- m) **Address for correspondence:**
M/s Apt Packaging Limited
J-18, MIDC Area, Chikalthana, Dist. – Aurangabad – 431 006 (MS)
Tel No.: 0240-6642000/ 638 Fax. : 0240-6642011
Email ID : deepakkhandelwal@aptpackaging.in
Website : www.aptpackaging.com
- n) Exclusive e-mail ID for redresses of investors complaints
Email ID: investors@aptpackaging.in

11. MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRIES STRUCTURE AND DEVELOPMENT

In developed countries the Co-extruded tubes manufactured by the company are used by the cosmetic industry for packaging of their cosmetic products but in the developing countries such as ours the cosmetics were packed in the laminated tubes. The trends are now changing and the cosmetic industry is shifting from laminated tube packaging to co-extruded seamless tube packaging. There is increasing demand of the product in the overseas/foreign markets. The demand in domestic/national as well as in export/International markets is expected to increase. The increased buying capacity of the middle income group in India has also increased the demand of the product.

OPPORTUNITIES AND THREATS

The industry scenario has thrown open lot of opportunities for the manufacturers of packaging products. Any product, with attractive, durable and aesthetic packaging will survive the fierce competition witnessed in the herbal/pharma/skin care products. As such, the packaging industry has an important role to play in boosting these products.

The Extruded plastic tubes has been substitute for the aluminum collapsible tube and laminated collapsible tubes presently being used for packaging toothpaste, cosmetics etc. The company is manufacturing tubes in standard sizes currently being used by end users. These sizes correspond to pack sizes of toothpaste and cosmetics and pharmaceuticals, currently all over India.

The use of co-extruded seamless tubes in the developed countries is not new; therefore export potential of the co-extruded seamless tubes to the developed countries is enormous.

With the increased demand in the domestic market along with the continued exports the capacity utilization of the plant is likely to increase continuously which would result into improved productivity and profitability. However the present environment of lower / negative GDP growth in domestic and overseas markets may hit the demand. The competition is increasing due as lots of new manufacturing units of the product have been set up and existing units have increased their capacities.

OUTLOOK

Initially the base of the Indian cosmetic industry was low but yet it was growing with the average annual growth of 12% since 1998 and now the base is reach to a reasonable level. The company has put up a new unit at Uttarakhand and capacities at both the plant are increased. The efforts of our marketing team domestic and overseas are expected to result in higher turnover.

A The SWOT analysis of the market show encouraging trends. Huge potential is available in the Indian as well export market for our products. The market is unlimited for our products and we are poised to penetrate the market with the enhanced capacities.

However the increasing trend in foreign currency rates, lower demand due to less GDP growth rates domestic & overseas, increased competition, increase in operational costs, higher interest and manpower costs are the concern for the industry and company.

RISK AND CONCERN

Unhealthy Competition from unauthorized sector,
Increase in overall capacity of the product by competitors,
Higher operational costs,
Exchange rates of foreign currency,
Higher interest costs.