



APT PACKAGING LTD

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BOARD OF DIRECTORS	DESIGNATION
SHRI. ARVIND MACHHAR	MANAGING DIRECTOR
SHRI. SANDEEP MACHHAR	DIRECTOR
SHRI. GHEVERCHAND BOTHARA	DIRECTOR
SHRI. BALAPRASAD TAPDIYA	DIRECTOR
MRS. RUPALI BOTHARA	DIRECTOR
KEY MANAGERIAL PERSONNEL	DESIGNATION
MR SATISH SHARMA	CHIEF FINANCIAL OFFICER

AUDITORS	
STATUTORY AUDITORS	M/s. NIIKHIL N. LOYA & CO. 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
E-mail:-	csoffice@aptpackaging.in

LOCATION OF FACTORY	CO-EXTRUDED TUBES
	1.Gut No 72, Village Pharola, Post Beedkin, Tq. Paithan, Dist. Aurangabad – 431005 (M.S)
	2.Khasra No 529, 5 th KM Stone, Akbarpur (urd), Laksar Haridwar Road, Laksar, Dist. Haridwar (Uttarakhand)
REGISTERED & TRANSFER AGENT	M/S. LINK INTIME INDIA PVT LTD C-101, Tower C, 247 Park, LBS Marg, Vikhroli (W), MUMBAI – 400078 Website: http://www.linkintime.co.in

Notice of Annual General Meeting

NOTICE is hereby given that the 39th Annual General Meeting of the members of **Apt Packaging Limited** will be held on Monday, 30th day of September, 2019 at 11:30 AM at the registered office of the Company situated at Gut No 72, Village Pharola, Post Beedkin, Paithan Road, Dist. Aurangabad – 431005 (M.S), to transact the following business:

ORDINARY BUSINESS:-

1. To consider, approve and adopt the Balance Sheet of the Company as on 31st March, 2019 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 the re-appointment
3. To ratify the appointment of the Statutory Auditors and fix their Remuneration.

SPECIAL BUSINESS:-

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

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment thereto or modification thereof, members hereby approves the re-appointment of Mr. Balaprasad H. Tapdiya (DIN: 01295984) as an Independent Director of the Company for a further period of five years with effect from 23rd August, 2019 to 22nd August, 2024 not liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company.”

By order of the board

Place: Aurangabad
Date: 14.08.2019
CIN: L24100MH1980PLC022746
NOTES:

Mr. Arvind Machhar
Managing Director
Din:- 00251843

- 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 24th, 2019 to September 30th, 2019 (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 10.00 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: **(Note: E-voting facility presently not available due to in-active of ISIN of the company by CDSL).**

Explanatory Statement

Item No. 4:-

The Members at the 34th Annual General Meeting held on 23rd August, 2014 approved the appointment of Mr. Balaprasad Tapdiya as an Independent Director of the Company for a period of five years with effect from the said date. Mr. Tapdiya will complete his present term on 22nd August, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 14th August, 2019, on the recommendation of the Nomination Committee, recommended the approval of the Members. The re-appointment of Mr. Tapdiya as an Independent Director of the Company for further five years with effect from 22nd August, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof. The Board is of the view that the continued association of Mr. Tapdiya would benefit the Company, given the knowledge, experience and performance of Mr. Tapdiya, and contribution to Board processes by him. Declaration has been received from Mr. Tapdiya that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Tapdiya fulfils the conditions specified in the Act, the Rules there under and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company. Hence, Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Tapdiya, in terms of Section 149 of the Act.

Mr. Tapdiya and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company or their relatives is interested in this Special Resolution. The Board recommends this Special Resolution for your approval.

By order of the board

Place: Aurangabad
Date: 14.08.2019
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 Nine Annual Report on the performance of the company for the financial year ended on 31st March, 2019

1. Financial highlights(Rs in Lakhs)

PARTICULARS	Year Ended On 31.03.2019	Year Ended On 31.03.2018
Sales and Other Income (Net of Taxes)	2774.69	3271.36
Taxes	396.82	442.46
Gross Sales and other Income	3171.51	3713.82
Less: Operating Expenses	2711.39	3123.55
Profit before Interest and Depreciation	460.18	590.27
DEDUCTIONS		
Interest	283.30	300.59
Depreciation & Impairment	241.30	241.26
Operational Profit before Tax	-64.48	48.42
Previous Year Income / (Expenses)	38.88	(4.97)
Net Profit / (Loss)	-25.60	43.44
Extra ordinary items – Profit on Sale of Fixed Assets	0.00	1.73
Income Tax	0.00	0.00
NET PROFIT FOR THE YEAR	-25.60	45.17

2. Performance of the Company

The total income (Loss) of the Company for the year under review is Rs.(25.60) Lakhs. The operating profit before tax stood at Rs.(64.48) Lakhs and Net Loss stood at Rs.(25.60) Lakhs. The earnings per share (EPS) on an equity share having face value of Rs.10/-, stands at (0.48) standalone the total equity capital of Rs.526.34 Lakhs.

3. Material Changes:

There has been no material change or commitment affecting the financial performance of the Company between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

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, 2019.

5. Transfer To Reserves

During the year under review no amount is carried to the reserve.

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 as on date.

7. Remuneration Policy of The Company

The Remuneration Policy of the Company for appointment and payment of remuneration to the Directors, Key Managerial Personnel and Senior Executives of the Company is given in Corporate Governance Report.

8. Internal financial controls.

During the year under review company has sufficient internal control policy & system for to take care of frauds and illegitimate practice. The Company has adequate IFC system which ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly.

9. Statutory Auditors

The statutory auditor of the Company M/s Nikhil Loya & Co, **(Firm Registration No. 132280W)** Chartered Accountants, Aurangabad who have appointment by the members in their Annual General meeting held on 29th September, 2017 for the period of five years subject to ratification of each AGM. The Board recommended the re-appointment of M/s Nikhil Loya & Co by way of ratification as a statutory auditor for the Financial Year 2019-20.

10. Directors Comments on the Statutory Auditors Report

1. Reply to the disclaimers made by the statutory auditors in point No. A) of IAR :- The management of the Company is of the opinion of that though some extraordinary circumstances have adversely affect the profit of the year, the accounts for the year under consideration is prepared and presented on going concern basis. *(Refer Note No. 36)*

2. Reply to the disclaimers made by the statutory auditors in point No. B) of IAR:- *The management is of the opinion that the impact of adopting Ind AS would not be materially affect the financial result of the company as such and presently the shares of the company are suspended from trading due to procedural reasons. The company is pursuing with the Stock exchange for restoration of trading of shares of the company. In the meantime, the management of the company decided to positively adopt the Ind AS with effect from financial year started from 01.04.2019.*
(Refer Note No. 34)

3. Reply to the disclaimers made by the statutory auditors in point No C):- *The management of the opinion that the said shares belong to the company which were written of or adjusted due to bad delivery in earlier (Years) i.e. 1992 all so. The matter is now cleared and same is assets of the company. Further the original shares were either lost or misplaced hence an affidavit and indemnity have been given for any loss or claim by any other person in favour of Tata Sponge Iron Ltd. for issuing duplicate share certificate. Therefore the said shares are properly and lawfully reinstated.* *(Refer Note No. 37)*

4. Reply to the disclaimers made by the statutory auditors in point no. D):-*the confirmation is awaited whereas the same is long term with no interest and accordingly reflected in the financial statement of the company.* *(Refer Note No. 31A(2).)*

5. Reply to the disclaimers made by the statutory auditors in point No. G:- The management of the opinion that, the management is totally look into the matter and will have solution to the problem considering the financial aspect and position of the company and due care has been taken to comply with all statutory requirement.

11. Extract of the Annual Return

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

12. 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 and new Machinery 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.553.08 Lakhs for the year under review, whereas the outgo is *Rs 121.54 Lakhs*.

13. Directors & Key Managerial Personnel:

The Companies Act, 2013 provides for the appointment of Independent Directors, who shall hold office for a term of up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a special resolution by the Company. Further, the provisions of retirement by rotation as envisaged under Section 152 of the Companies Act, 2013, shall not apply to such Independent Directors.

In this respect Mr Balaprasad H. Tapdiya, Independent Director of the company completing his five year period from previous appointment. Hence, board recommends re-appointment of Mr Tapdiya for further five years on the board as per recommendation of Nomination & Remuneration Committee and subject to approval members in general meeting.

A) Changes in Directors and Key Managerial Personnel.

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

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

Appointment:- During the year or after closing of the year company has appointed/Re-appointed/Accepted Resignation of KMP as under:-

Sr No	Name of the person	Designation	Date of Appointment/Resignation
01.	Mr. Mitesh Maliwal	Company Secretary	6 th May, 2019 (Resignation)
02.	Mr Arvind Machhar	Managing Director	26 th June, 2018 (Re-appointment)

Directors Re-appointment :- In accordance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 board of director approved the re-appointment of Mr. Balaprasad H. Tapdiya (DIN: 01295984) as an Independent Director of the Company for a period of five years with effect from 23th August, 2019 subject to approval of members in their meeting.

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

All the Independent Directors have given declarations that they have meet the criteria of independence laid down under Section 149 of the Companies Act, 2013 and the Listing Regulations. Further details of Directors including remuneration, policy, criteria for qualification, independence; performance evaluation of the Board, Committees and Directors; meetings, committees and other details are given in the Corporate Governance Report, which is integral part of this Annual and Board's Report.

Number of Meetings of the Board of Directors: - The board of director has been constituted as per the Listing Regulations and as per Companies Act, 2013. Constitution, meetings, attendance and other details of the board of directors are given in Corporate Governance Report which is part of this Report.

14. Audit Committee:- Audit Committee of the Board has been constituted as per the Listing Regulations and section 177 of the Companies Act, 2013. Constitution, meetings, attendance and other details of the Audit Committee are given in Corporate Governance Report which is part of this Report.

15. Nomination and Remuneration Committee:- The Nomination and Remuneration committed reviewed the performance of the Key Managerial Personnel of the Company. Details about the directors are given in the accompanying notice of AGM and Corporate Governance Report.

16. Performance Evaluation

The Board has carried out the annual evaluation of its own performance and of each of the directors individually including the Independent Directors and Chairman, as well of the working of its committees.

17. 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. The following persons are the members of In this Committee, Mr. Sandeep Machhar and Mr. G. M. Bothara.

18. Secretarial Audit Report:- A Secretarial Audit Report given by Mr. Girish Bhandare and Associates, a Company Secretary in Practice, Aurangabad is attached herewith.

19. Disclosures Regarding Maintenance of Cost Records:- Pursuant to section 148 and applicable provisions of the companies act 2013, (Cost record and Audit) Rule, 2014, the company is maintained the cost records in respect of the financial year ended 31st March, 2019.

20. Corporate Governance Certificate :

The Compliance Certificate from M/s. Nikhil Loya & co, 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.

21. Risk Management Policy:

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

22. Directors' Responsibility Statement

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

- a) Applicable accounting standards have been followed with explanation for any material departures
- b) 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.
- c) 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
- d) The annual accounts are prepared on a going concern basis; and
- e) 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.
- f) 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.

23. Deposits

During the year under review, the Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014

24. Disclosure As Required Under Section 22 Of Sexual Harassment Of Women At Workplace Act, 2013

The Company is committed to provide a healthy environment to all its employees. There is zero tolerance of discrimination and/or harassment in any form. The Company has in place a Prevention of Sexual Harassment Policy and an Internal Complaints Committee as per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, the Internal Complaints Committee received **Nil** complaints.

25. Related Party Transactions

All related party transactions are placed before the Audit Committee for prior approval. Omnibus approval of the Audit Committee is obtained for transactions which are repetitive in nature or when the need for them cannot be foreseen in advance. During the year company has made one related party transactions, as defined in the Listing Regulations, for which prior approval of the Members by way of an Ordinary Resolution has been taken in the Annual General Meeting held dated 29th September, 2017. Details of the related party transactions as required under Section 134(3)(h) read with Rule 8 of the Companies (Accounts) Rules, 2014, given in the financial statement.

26. Details of Remuneration of Directors / Key Managerial Personnel

The information relating to remuneration of Directors/Key Managerial Personnel as required under Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Act, is given in corporate governance Report.

27. Particulars Of Employees

The statement under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in Annexure.

However, the said Annexure shall be provided to Members on a specific request made in writing to the Company. The said information is available for inspection by the Members at the Registered Office of the Company on any working day of the Company up to the date of the 38th Annual General Meeting.

28. Reporting Of Frauds

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or the Board, as required under Section 143(12) of the Act and Rules framed there under.

29. Particulars of Loans, Guarantees or Investments

During the year under review, the Company has not granted any Loan, Guarantees or made Investments within the meaning of Section 186 of the Companies Act, 2013.

30. 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:- 14th August, 2019

Arvind Machhar
Managing Director
DIN:- 00251843

Sandeep Machhar
Director
DIN:- 00251892

Management Discussion And Analysis Report

Management Discussion and Analysis Report as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') is annexed with this report.

Industries Structure and Development :-

During the year overall performance of the company is down as compared to previous year. Company is planning to widen the customer base and try to mitigate from the problem and minimize the risk.

Opportunities :-

Focus on the reduction in overall cost and increase in production would impact on the positive performance of the company in upcoming year.

Threats:-

After tremendous burden of the compliance in various laws and GST, it is difficult to concentrate on the company cash flow.

Risk and Concern :-

The replacement of obsolete machineries at Aurangabad plant.

By Order of the Board

Place:- Aurangabad
Date:- 14th August, 2019

Arvind Machhar
Managing Director
DIN:- 00251843

Sandeep Machhar
Director
DIN:- 00251892