

ANNUAL REPORT

2015-16



ASSAM PETRO-CHEMICALS LIMITED

A Government of Assam Undertaking

CIN-L24116AS1971SGC001339

BOARD OF DIRECTORS AS ON 12TH AUGUST, 2016

Shri Rameswar Dhanowar, Chairman	Nominee of AIDC Ltd.
Shri V. B. Pyarelal, IAS	Do
Shri H. K. Sharma, IAS (Retd.)	Do
Mrs. Shehla Rahman, ACS	Do
Shri P. K. Das	Do
Shri D. N. Barua	Independent Director
Shri A. N. Das	Do
Shri B. K. Sarma	Do
Shri Utpal Borah	Do
Shri Sanjeev Kr. Choubey	Do
Shri Ratul Bordoloi	Managing Director

AUDIT COMMITTEE

Shri D. N. Barua	Chairman;
Shri B. K. Sarma	Member;
Shri Sanjeev Kr. Choubey	Member; and
Shri Utpal Borah	Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Shri A. N. Das	Chairman;
Shri D. N. Barua	Member;
Shri B. K. Sarma	Member; and
Shri Ratul Bordoloi	Member

COMPANY SECRETARY AND COMPLIANCE OFFICER

Shri Uttam Bailung

STATUTORY AUDITORS

M/S SPRK & Co.
1st Floor, Royal View Building,
Ulubari, Guwahati-781 007, Assam

REGISTRAR AND SHARE TRANSFER AGENT

M/s C.B. Management Services (P) Ltd.
P-22, Bondel Road, Kolkata-700 019

BANKERS

United Bank of India
State Bank of India
UCO Bank
Axis Bank

REGISTERED OFFICE

Assam Petro-Chemicals Limited
4th Floor, Orion Place
G. S. Road, Bhangagarh
Guwahati, Assam-781 005

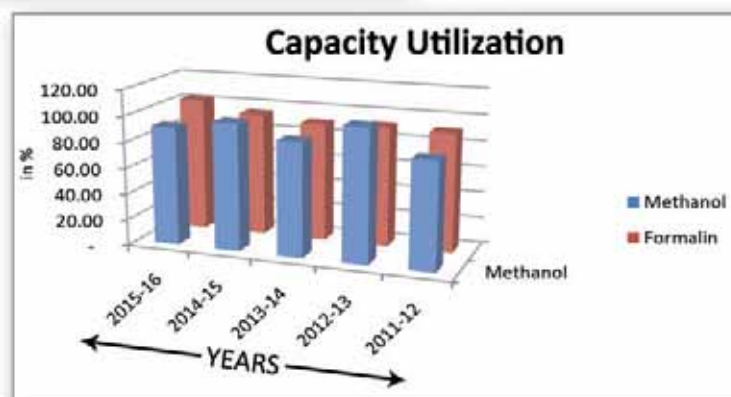
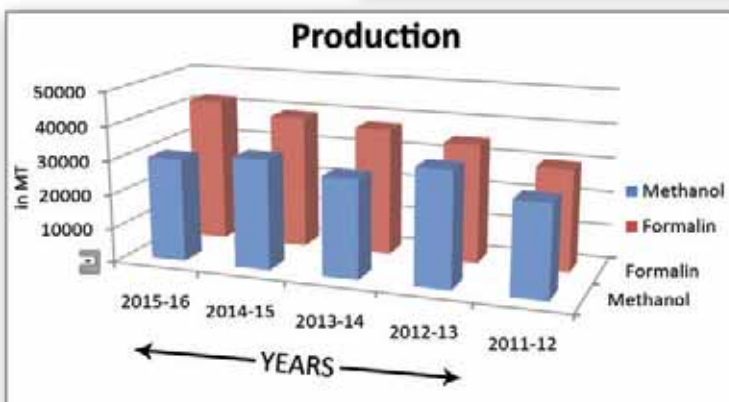
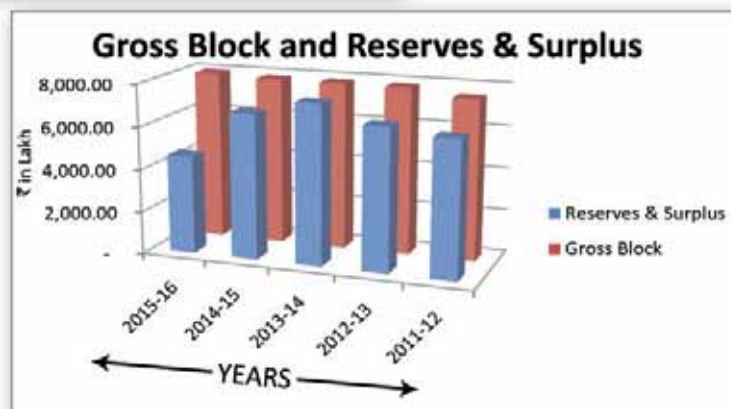
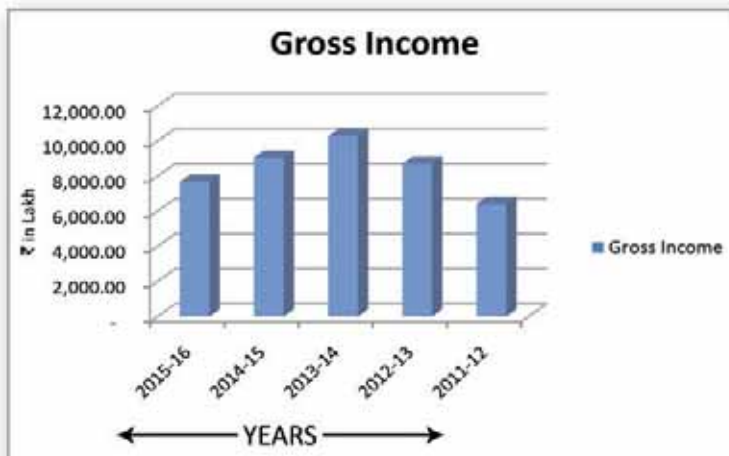
PLANT LOCATION

Assam Petro-Chemicals Limited
P.O – Parbatpur, Namrup
Dist. Dibrugarh
Assam-786 623

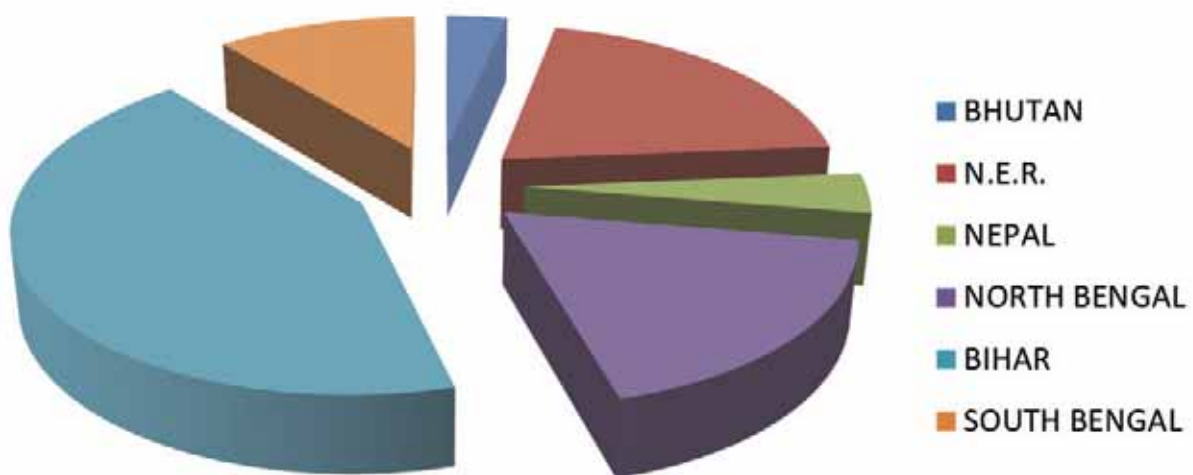
10 YEARS FINANCIALS AT A GLANCE

₹ In Lacs

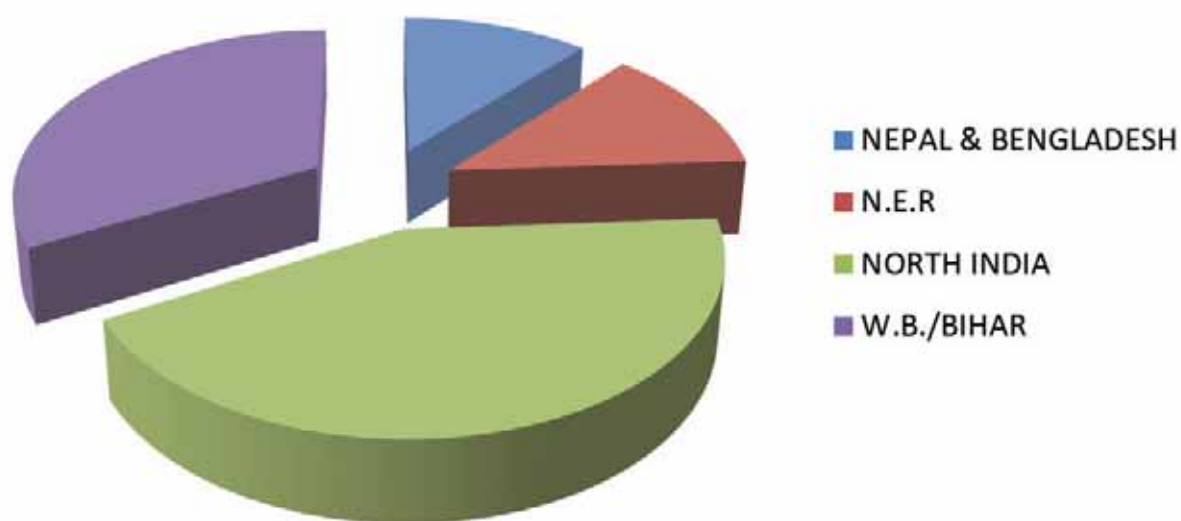
Particulars	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07
Operating Results										
Gross Income	7,676.52	9,062.29	10,284.63	8,705.78	6,419.50	3,868.78	5,577.69	5,493.42	6,259.21	5,946.86
Profit Before Interest Depreciation and Tax	(2286.13)	(440.55)	1,391.12	737.82	64.61	(912.57)	642.31	1,237.59	1,655.70	1,653.84
Depreciation	129.06	150.35	239.95	232.51	175.55	125.10	134.42	128.83	160.43	311.14
Profit Before Tax	(2157.07)	(590.90)	1,151.17	505.31	(110.93)	(1,037.67)	507.89	1,108.76	1,495.27	1,342.70
Tax	61.90	56.85	212.82	101.30	(4.73)	(13.85)	228.96	584.53	588.56	217.33
Profit After Tax	(2,218.97)	(647.75)	938.35	404.01	(106.20)	(1,023.82)	278.93	524.23	906.71	1,125.37
Dividend and Tax	-	-	133.37	105.99	-	-	106.70	106.70	106.70	106.70
Dividend %	-	-	12.50	10.00	-	-	10.00	10.00	10.00	10.00
Retained Earnings	(2,218.97)	(647.75)	804.97	298.01	(106.20)	(1,023.82)	172.23	417.54	800.01	1,018.67
EPS in ₹ per Share	(24.33)	(7.10)	10.29	4.43	(1.16)	(11.68)	3.06	5.75	9.94	12.34
Gross Block	7,944.33	7,839.35	7,839.41	7,821.47	7,504.85	7,034.73	7,038.95	7,026.64	6,968.70	6,965.92
Net Block	1,400.56	1,403.97	1,522.81	1,674.71	1,506.39	1,029.85	1,158.19	1,280.30	1,348.87	1,503.06
Reserves & Surplus	4,596.20	6,815.60	7,474.02	6,669.92	6,372.77	6,479.84	7,504.53	7,333.17	6,916.50	6,117.35
Capacity Utilisation										
<i>Annual Installed Capacity (In MT)</i>										
Methanol	33,000.00	33,000.00	33,000.00	33,000.00	33,000.00	33,000.00	33,000.00	33,000.00	33,000.00	33,000.00
Formalin	41,250.00	41,250.00	41,250.00	41,250*	33,000.00	33,000.00	33,000.00	33,000.00	33,000.00	33,000.00
<i>Actual Production (In MT)</i>										
Methanol	30,172.00	32,168.00	28,822.00	33,547.00	26,994.00	17,982.00	33,759.00	30,203.00	31,373.00	26,797.00
Formalin	42,304.00	39,100.38	37,363.00	34,877.00	29,888.00	22,906.00	31,443.00	26,183.00	26,906.00	25,975.00
<i>Capacity Utilisation(In %)</i>										
Methanol	91.00	97.48	87.34	102.00	82.00	54.49	102.30	91.52	95.07	81.20
Formalin	103.00	94.79	90.58	92.00	91.00	69.41	95.28	79.34	81.53	78.71



AREAWISE SALE OF FORMALIN



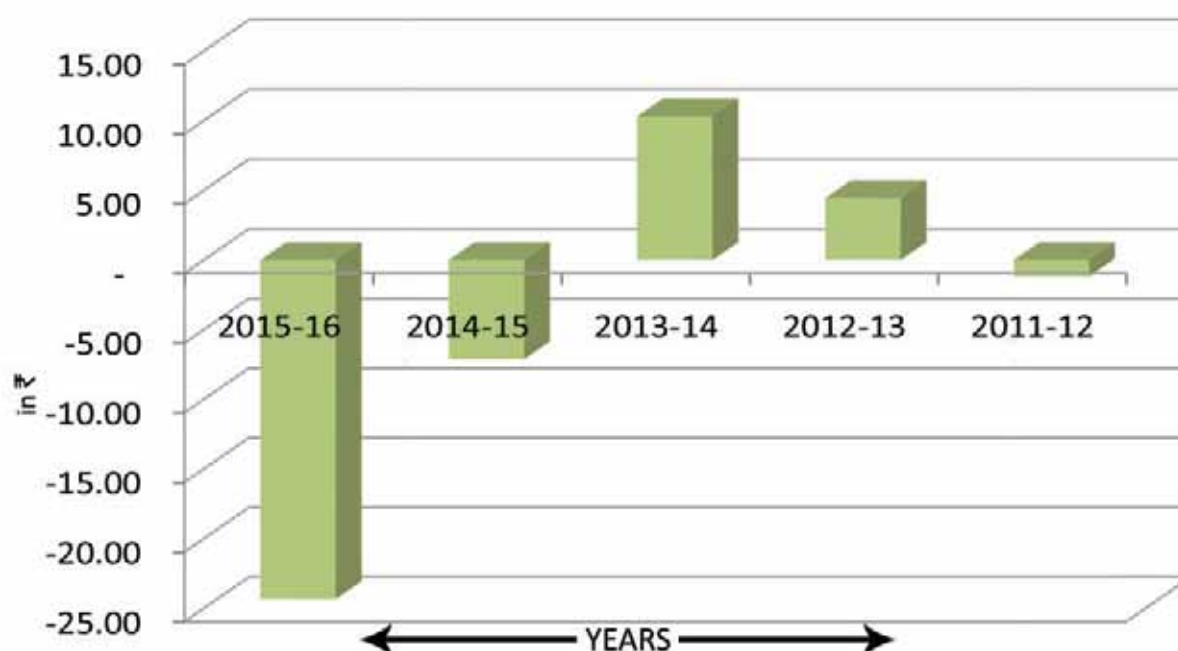
AREAWISE SALE OF METHANOL



Shareholding Pattern as on 31st March, 2016



Earning Per Share (in ₹ .)



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ASSAM PETRO-CHEMICALS LIMITED

Regd. Office: 4th Floor, Orion Place,
G.S. Road, Bhangagarh, Guwahati, Assam-781005
CIN-L24116AS1971SGC001339

Telefax no. 0361-2461470 and 2461471;
e-mail: aplguw@bsnl.in; website: www.assampetrochemicals.co.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that 45th Annual General Meeting of the members of Assam Petro-Chemicals Limited will be held on **Friday, 30th September, 2016 at 11:00 am** at the registered office of the company at 4th Floor Orion Place, G.S. Road, Bhangagarh, Guwahati, Assam-781 005 to transact the following businesses:

A. ORDINARY BUSINESS :

1. To receive, consider and adopt the Company's standalone Financial Statement as at 31st March, 2016 along with the Directors' Report, Independent Auditors' Report, Secretarial Audit Report and Comments of the Comptroller and Auditor General of India, etc. thereon.
2. To consider and appoint Director in place of Shri Rameshwar Dhanowar, who retires by rotation in pursuance of Section 152 of the Companies Act, 2013. Shri Dhanowar being eligible, offers himself for reappointment.
3. To consider and appoint Director in place of Shri V.B. Pyarelal, IAS, who retires by rotation in pursuance of Section 152 of the Companies Act, 2013. Shri V.B. Pyarelal, being eligible, offers himself for reappointment.
4. To fix remuneration of the Independent Auditors at ₹1,70,000/- (Rupees One Lacs Seventy thousand) only.

B. SPECIAL BUSINESS :

5. **To increase in the borrowing limits from ₹ 850 Crore to ₹ 1050 Crore or the aggregate of paid-up share capital and free reserves of the company whichever is higher.**

To consider and if thought fit, to pass the following resolutions as special resolution.

“RESOLVED THAT in supersession of the

resolution passed by the shareholders in 41st Annual General Meeting of the Company held on 30th March, 2013, the consent of the Company be and is hereby accorded to the Board of Directors under Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 read with the Articles of Association of the Company, to borrow monies for and on behalf of the Company from time to time at their discretion for the purpose of the business of the Company, which together with the funds already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose) provided that total amount borrowed by the Board shall not exceed ₹ 1050 Crores (Rupees One Thousand Fifty Crores only), or the aggregate of paid –up share capital and free reserves of the company whichever is higher.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, and writings as may be required to give effect this resolution”

6. **To consider and appoint Shri Utpal Borah as an Independent Director :**

To consider and if thought fit, to pass the following resolution as ordinary resolution

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri Utpal Borah (DIN 02071252) a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company w.e.f. 30th September, 2016 for a term of

5 (five) years.”

7. To consider and appoint Shri S. K. Choubey as an Independent Director:

To consider and if thought fit, to pass the following resolution as ordinary resolution:

“**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri Sanjeev Kumar Choubey (DIN 01616405) a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company w.e.f. 30th September, 2016 for a term of 5 (five) years.”

8. To fix the remuneration of the Cost Auditors of the company at ₹ 18,000/- (Rupees Eighteen Thousand only) for the Financial Year 2016-17.

To consider and if thought fit, to pass the following resolution as a ordinary resolution:

“**RESOLVED THAT** pursuant to provisions of Section 148(3) of the Companies Act, 2013 (“the Act”) read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 (“the Rules”) the consent of the Company be and is hereby accorded for approval of the payment of the remuneration of ₹ 18,000/- (Rupees Eighteen Thousand Only) excluding out of pocket expenses to M/S K.K. Das & Associates., Cost Accountants as the Cost Auditors of the Company for the Financial Year 2016-17”

By order of the Board of Directors

Sd/-

Date: 12th August, 2016 (Uttam Bailung)
Place: 4th Floor, Orion Place Company Secretary
G.S. Road, Bhangagarh,
Guwahati-781005

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD

OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. A statement pursuant to Section 102 (1) of the Companies Act, 2013 concerning the special business mentioned under item numbers 5, 6,7 and 8 of the notice is annexed hereto:
3. **The business set out in the Notice will be transacted through electronic voting system. The company is providing facility for voting electronically. Electronic Voting instructions and other relevant information are given hereunder.**
4. ISIN of the shares of the company has been obtained and tripartite agreements have also been entered with both NSDL and CDSL. Members are requested to dematerialize their shares. The ISIN of shares of the company is INE277D01010.
5. Corporate members intending to send their authorized representatives to attend in the meeting are requested to send to the company a certified true copy of the resolution of the Board of Directors authorizing their representative to attend and cast votes on their behalf in the meeting.
6. Register of members and Share transfer books of the company will remain closed from 24th September, 2016 to 30th September, 2016 (both days inclusive) for the purpose of the Annual General Meeting.
7. Members are requested to bring their copy of Annual Report to the meeting.
8. **Members are requested to inform their respective e-mail id to the company so that corporate information can be disseminated promptly.**
9. **Remote E-voting:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting

(AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th September, 2016 (9:00 am) and ends on 29th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The procedure to login to e-Voting website is given below:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with

any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Assam Petro-Chemicals Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csbiman@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd