

**ANNUAL REPORT
2010-2011**



**APTE AMALGAMATIONS
LIMITED**

APTE AMALGAMATIONS LIMITED

Directors :

Shri V. M. Apte	Chairman
Shri M. L. Apte	Director
Shri. Rajesh M. Loya	Director
Shri. Jashwant B. Mehta	Director
Shri. Chetan J. Mehta	Director
Shri. Maneesh Taparia	Director
Shri. V. K. Sant	Company Secretary

Auditors :

M/s P. G. Bhagwat, Pune
Chartered Accountants

Registered Office :

14 A The Club, Near Mangal Anand Hospital,
Swastik Park, Chembur, Mumbai 400 071.
Tel : +91 22 2527 7504 Fax : +91 22 2491 9184
Website : www.apteindia.com

Registrar & Transfer Agents :

Sharex Dynamic (India) Pvt. Ltd.
Unit No.1, Luthra Industrial Premises, Andheri Kurla Road,
Safed Pool, Andheri (E), Mumbai - 400 072.
Tel : +91 22 2851 5606 / 44 Fax : +91 22 2851 2885
Email Id : sharexindia@vsnl.com

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NOTICE

NOTICE is hereby given that the Seventy Seventh Annual General Meeting of the Members of Apte Amalgamations Limited will be held on Wednesday, 28th September, 2011 at 9:00 am at Mittal Tower, Premises Co-operative Society Ltd., Conference Hall, C Wing 17th Floor, Opp. New Council Hall, Nariman Point, Mumbai 400 021 to transact the following business:

I. ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Balance Sheet as at March 31, 2011, the Profit & Loss Account for the year ended March 31, 2011 and the Reports of the Directors and Auditors thereon.
- 2) To appoint director in place of Mr. Rajesh Loya, who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint director in place of Mr. Jashwant B. Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint M/s P. G. Bhagwat, Chartered Accountants as the auditors and to fix their remuneration.

"RESOLVED THAT M/s P. G. Bhagwat, Chartered Accountants (Registration No. 101118W) be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Meeting till the conclusion of the Next Annual General Meeting, to audit the Accounts of the Company for the financial year 2011- 12, on a remuneration to be mutually decided upon between the Auditors and the Board of Directors of the Company."

II. SPECIAL BUSINESS:

5. Raising Long Term Funds

To consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT, in accordance with the provisions of Sections 81 and 81(1A) and all other applicable provisions of the Companies Act, 1956, as amended (hereinafter referred to as the "Act") including any statutory modification or re-enactment thereof for the time being in force, and in accordance with the applicable provisions of Foreign Exchange Management Act, 1999 (the "FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations"), Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 the guidelines and clarifications issued by the Government of India ("GOI"), rules, regulations, guidelines, notifications, circulars and clarifications prescribed by the Securities and Exchange Board of India under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations"), the Memorandum of Association and Articles of Association of the Company and the listing agreements entered into by the Company with the stock exchange where the Company's equity shares are listed (the "Stock Exchange") and any other applicable laws, regulations, policies or guidelines, and subject to the approval, consent, permission and sanction to the extent necessary of any authorities, as may be necessary, including the approval of the GOI, the Securities and Exchange Board of India ("SEBI"), the Foreign Investment Promotion Board ("FIPB"), the Reserve Bank of India ("RBI"), Registrar of Companies ("RoC") / Ministry of Corporate Affairs ("MCA") and all other concerned statutory and other authorities and to the extent necessary, such other approvals, consents, permissions, sanctions and the like, as may be necessary, including the approval, consent, permission and sanction of any lenders and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (the "Board" which shall include a duly authorised Committee or Sub-Committee thereof), the approval of the Shareholders of the Company is hereby granted for the Company to create, offer, issue and allot (i) Foreign Currency Convertible Bonds and/or other Securities including debentures, convertible at the option of the Company and/or entitling the holder thereof to apply and convert at his option into equity shares, and/or (ii) other securities convertible into or exchangeable with or linked to equity shares, and/or (iii) securities with or without detachable Warrants with a right exercisable by the warrant holder to subscribe for equity shares, and/or (iv) Warrants with a right or option exercisable by the warrant holder to convert or subscribe to equity shares, and/or (v) equity shares, preference shares or other convertible/non convertible securities of the Company, through public issue, right issue (including the right of renunciation in the case of Rights Issue), Global Depository Receipts, American Depository Receipts, Qualified Institutions Placement, private offerings or through depository receipt mechanism, participatory notes or otherwise (all hereinafter collectively referred to as the "Securities") and/or any combination of securities of face value of Rs.10 each at par or at a premium, aggregating maximum upto Rs.25 crores (Rupees Twenty Five Crores only) in one or more tranches or combinations thereof and in the manner, and on the terms and conditions as the Board may in its absolute discretion deem fit (the "Issue"), to such person or persons, who are the members of the Company or to other investors, as the Board may in its sole discretion decide and as may be permitted under SEBI Regulations, FEMA Regulations or any other applicable laws, regulations, policies or guidelines, including the policies or regulations in India, including to one or more of the members, promoters (that is to say persons in present management and control of the Company) and their associates, directors, friends and relatives, foreign resident investors, foreign institutional investors, foreign venture capital investors, Indian and/or multilateral financial institutions, mutual funds, non resident Indians, employees and/or workers of the Company or its holding company or subsidiaries, in or out of India, or members of group companies, Indian public, bodies corporate, any other company/companies, private or public, or other body corporate(s) or entities, whether incorporated or not, authorities, domestic institutions, trusts, venture capital funds, banks (including co-operative banks and regional rural banks), insurance companies, provident funds, pensions funds, superannuation funds, national investment funds, stabilizing agents, anchor investors, and to such other persons, in one or more combinations thereof and/or any other categories of investors, whether they be holders of the Equity Shares or not, through Prospectus, Offering letter, Offering Circular, Placement Memorandum to the general public, private placement basis or a combination thereof or any other mode as the case may be from time to time in one or more tranches, as may be deemed appropriate by the Board on such terms and conditions (including pricing, eligibility etc.), as are consistent with the relevant provisions.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the price at which the Equity Shares are to be issued, (that is, for cash at par or premium, or for consideration other than cash) and determine the category or categories of investors

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to whom the offer, issue and allotment/transfer of the Equity Shares arising under the offer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalised by the Board and that the Board may finalise all matters incidental thereto as it may in its absolute discretion deem fit.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to make any alteration, addition or vary any of the terms of the proposed issue of Equity Shares, in consultation with the lead managers or pursuant to requirements of SEBI or such other authorities as may be required, and without prejudice to the generality of the aforesaid, the Board be and is hereby authorised to decide the Issue and offer structure, as permitted under applicable laws, regulations, policies and guidelines, and decide other matters incidental to the Issue.

"RESOLVED FURTHER THAT the Equity Shares so issued and allotted pursuant to the offer, shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with the existing Equity Shares of the Company.

"RESOLVED FURTHER THAT such of the Equity Shares issued as are not subscribed in the Issue may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion may deem most beneficial to the Company including offering or placing such Equity Shares with banks / financial institutions / investment institutions / mutual funds / foreign institutional investors / bodies corporate or such other persons including the Directors, promoters of the Company or their relatives as the Board may in its absolute discretion deem fit.

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised on behalf of the Company to sign, execute, and deliver all such documents or instruments and do and perform all such acts, matters, deeds and things as it may in its absolute discretion deem necessary or desirable for such purpose, including but not limited to, the allotment of the Equity Shares against the valid applications received in the Issue, as are in the best interests of the Company and to settle any questions, difficulties or doubts that may arise in relation to the foregoing.

"RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing and without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, the Board be and is hereby authorized for and on behalf of the Company:

- i) to dispose of, from time to time, such of the Securities as are not subscribed, in such manner, as the Board may deem fit in its absolute discretion;
- ii) to decide on the terms of the issue of Securities, including the form, timing, issue price, number of equity shares resulting from conversion, allottees under the issue, etc.;
- iii) to enter into and execute all such agreements/arrangements as the case may be with any lead managers, underwriters, stabilizing agents, anchor investors, bankers, escrow bankers, financial institutions, solicitors, legal advisors, guarantors, depositories, custodians and other intermediaries (the "Agencies") in relation to the issue of Securities and to remunerate any of the Agencies for their services in any manner including payment of commission, brokerage, fee or the like, entering into or execution of all such agreement/ arrangement/Memorandum of Understanding/document with any authorities/agencies, listing of the shares/Securities (including the resultant equity shares to be issued as per, the terms of the issue of the said Securities) on any Exchange(s) as the Board may in its absolute discretion deem fit;
- iv) to settle any questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit;
- v) to do all such acts, deeds, matters and things as the Board may at its absolute discretion deem necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements or documents;
- vi) to delegate from time to time, all or any of the powers conferred herein upon the Board, to any Committee of the Board or the Chairman & Managing Director or Managing Director or any other Director or Officer or Officers of the Company."

"RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby authorised severally, to file the required forms with the RoC/ MCA, and to do all such acts, deeds, matters and things as may be deemed necessary, desirable and expedient for giving effect to this resolution including to execute, sign and deliver all such documents including consent letter, power of attorney, certificates etc., as may be required in connection with the foregoing, or otherwise in connection with this resolution or the Issue and/ or otherwise considered by them in the best interests of the Company and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.

Reclassification of Share Capital:

To consider and, if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 16, 94 and other applicable provisions of the Companies Act, 1956, the approval of the members of the Company be and is hereby accorded for the re-classification of the present Authorised Share Capital of the Company of Rs 4,00,00,000/- (Rupees Four Crore Only) divided into 29,00,000 (Twenty Nine Lakh) Equity shares of Rs. 10/- each (Rupees Ten Only) and 1,10,000 (One Lac Ten Thousand Only) 14% Cumulative Redeemable Preference Share of Rs. 100/- (Rupees Hundred) each to 30,00,000 (Thirty Lakh) Equity shares of Rs. 10/- each (Rupees Ten Only) and 1,00,000 (One Lakh) Cumulative Redeemable Preference Share of Rs. 100/- (Rupees Hundred Only) each.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, and file such forms as it may in its absolute discretion deem necessary and think fit to give effect to the aforesaid resolution."

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7) Increase of Authorized Capital:

To consider and, if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT the Authorised Share Capital of the Company be increased from Rs. 4,00,00,000 (Rupees Four Crores Only) to Rs. 9,00,00,000 (Rupees Nine Crores Only) divided in 80,00,000 (Eighty Lacs) Equity shares of Rs. 10/- each (Rupees Ten Only) and 1,00,000 (One Lac Only) Cumulative Redeemable Preference Share of Rs. 100/- (Rupees Hundred) each by creation of 50,00,000 (Fifty Lakh only) new Equity Shares of Rs. 10/- each (Rupees Ten only) each ranking pari passu with the existing shares."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, and file such forms as it may in its absolute discretion deem necessary and think fit to give effect to the aforesaid resolution."

8) Alteration of Memorandum of Association:

To consider and, if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT the Existing Clause V (Capital Clause) of the Memorandum of Association of the Company be amended by substituting thereof the following clause:

V. The Authorised Share Capital of the Company is Rs. 9,00,00,000 (Rupees Nine Crores Only) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs. 10/- each (Rupees Ten only) and 1,00,000 (One Lac) Cumulative Redeemable Preference Share of Rs. 100/- (Rupees Hundred) each.

9) Alteration of Article of Association:

To consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT the Article of Association of the Company be altered by substituting the following new Article No. 3 in place of the present Article no. 3 thereof:

3. The authorized share capital of the Company shall be such as specified in the Clause V of Memorandum of Association or as altered from time to time, payable in the manner as may be determined by the directors, with power to increase, reduce, sub divide or to repay the same or to divide the same into several classes and to attach thereto any rights and to consolidate or sub divide or re-organize the shares and subject to the provisions of Act, to vary such rights as may be determined in accordance with the regulations of the company. The company shall have minimum paid up capital of Rs. 1,00,00,000.

By Order of the Board of Directors

APTE AMALGAMATIONS LIMITED

Chairman

Date: August 02, 2011

Place: Mumbai

Registered Office:

14-A The Club,
Near Mangal Anand Hospital,
Swastik Park, Chembur,
Mumbai-400 071

Notes:

1. 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 AND THE PROXY NEED NOT BE A MEMBER. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members / Proxies are requested to bring their Attendance slips duly filed in for attending the meeting alongwith copy of the Report and Accounts.
3. The Register of Members and The Share Transfer Book of the Company will remain closed from September 22, 2011 to September 28, 2011 (both days inclusive).
4. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturdays between 11.00 a.m. to 1.00 p.m.
5. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing or by email to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
6. Members are requested to note that the shares of the company are in physical forms only. The company has not demated the shares as it is not meeting the network criteria prescribed by NSDL and CDSL for dematerialisation & will continue to accept all the physical shares certificates tendered for transfer through RTA
7. Members are requested to intimate to the Company's Registrar and Share Transfer Agent M/s. Sharex Dynamic (India) Pvt. Ltd, Unit No.1, Luthra Industrial Premises, Andheri Kurla Rd., Safed Pool, Andheri (E), Mumbai 400 072 [Email – sharexindia@vsnl.com, Tel :- 022- 28515606/ 28515644 Fax:- 022 2851 2885] the following:
 - a) Change in their address, if any, alongwith the pincode.
 - b) Request for consolidation of shareholdings in one account if share certificates are held in multiple accounts or joint accounts in identical order of names.
8. As per the provisions of Section 109A of the Companies Act, 1956, the facility for making nominations is available to the shareholders in respect of the equity shares held by them in physical form. Members desirous of making nominations may procure the prescribed Form 2B from the Registrar & Share Transfer Agents viz., M/s. Sharex Dynamic (India) Pvt. Ltd.

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EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 5 - 9:

Your Company is in the process of expansion and diversification of businesses and needs more of its own funds to augment its long term working capital. The management is contemplating various measures to revive the operations of the Company. In an attempt to generate positive income, the Company has, during the year started share trading activity and has achieved a moderate income from the same. The Company is in the process of ironing out and settling old matters. It is exploring different avenues of viable business activities and is hopeful of identifying and commencing the same shortly. The special resolution at item no. 5 will enable your Company to raise further capital by way of public issue, rights issue, composite issue and/or on a private placement basis including allotment to Qualified Institutional Buyers by way of Qualified Institutional Placement(s) as per Chapter VIII of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("SEBI ICDR Regulations") by creating, offering, issuing and allotting equity shares or any other instruments/securities including warrants representing either equity shares and/or convertible/exchangeable securities linked to equity shares ("Securities") by offering the Securities to domestic institutions, Indian companies, corporate bodies, mutual funds, venture capital funds, banks (including co-operative banks and regional rural banks), insurance companies, provident funds, trusts, pension funds, superannuation funds, national investment funds, stabilizing agents, anchor investors, Qualified Institutional Buyers as defined under Clause 2.1 (zd) of SEBI ICDR Regulations by way of Qualified Institutional Placements under Chapter VIII of the SEBI ICDR Regulations, individuals or otherwise, whether shareholders of the Company or not.

The offerings' of the Securities may require appointment of Merchant Bankers, Underwriters, Legal Advisors and Experts or such other Authority or Authorities to advise the Company especially in relation to the pricing of the Issue and to remunerate any of the said agencies in any manner including payment of commission, brokerage, fee or payment of their remuneration for their services. The detailed terms and conditions of the Issue as and when made will be determined in consultation with the Merchant Bankers, Lead Managers, Legal Advisors, Underwriters and other Experts in accordance with the terms of approval of the Government of India, Reserve Bank of India, SEBI and such other authorities as may be required.

Section 81(1A) of the Companies Act, 1956, provides, inter alia, that where it is proposed to increase the Subscribed Share Capital of the Company by allotment of further shares, such further shares shall be offered to the persons who at the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid up on those shares as of that date unless the Shareholders decide otherwise by way of a Special Resolution. The Listing Agreements executed by the Company with the various Stock Exchanges also provide that the Company shall issue or offer in the first instance all Securities to the existing equity shareholders of the Company unless the Shareholders decide otherwise.

The proposed Special Resolution gives (a) adequate flexibility and discretion to the Board to finalize the terms of the issue, in consultation with the Lead Managers, Underwriters, Legal Advisors and experts or such other authority or authorities as need to be consulted including in relation to the pricing of the issue in accordance with the normal practice, (b) powers to issue and market any Securities issued including the power to issue such Securities in such tranche or tranches and (c) powers for utilization of the issue proceeds as the Board may deem fit, without being required to seek any further consent or approvals of the members or otherwise, with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Accordingly, the consent of the shareholders is being sought, pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956, SEBI ICDR Regulations and in terms of the provisions of the Listing Agreements and such other approvals as may be necessary, to issue and allot Securities as stated in the Special Resolution.

The Present Authorised Share Capital of the Company is Rs. 9,00,00,000 (Rupees Nine Crores Only) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs. 10/- each (Rupees Ten only) and 1,00,000 (One Lac) Cumulative Redeemable Preference Share of Rs. 100/- (Rupees Hundred) each.

The alteration of the Capital Clause in the Memorandum of Association is purely consequential to the increase in the authorised share capital of the Company.

The proposed issue is in the interest of the Company and your Directors recommend the Resolutions from item No.5-9 for your approval.

None of the Directors is in any way concerned or interested in the above resolution except to the extent of their respective shareholding, to the extent that they may be entitled to subscribe to Equity Shares of the Company in the Rights Issue, if any, and/or to the extent of securities that may be subscribed by the Companies/Institutions of which they are Directors and/or Members.

Date: August 02, 2011

Place: Mumbai

Registered Office:

14-A The Club,
Near Mangal Anand Hospital,
Swastik Park, Chembur,
Mumbai-400 071

By Order of the Board of Directors

APTE AMALGAMATIONS LIMITED

Chairman

IMPORTANT COMMUNICATION TO SHAREHOLDERS:

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to members. To support this green initiative of the Government, in full measure, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of their holdings as early as possible. Members who have provided their e-mail addresses desire to receive physical copy of the aforesaid documents as well as those members who hold shares in physical form would like to receive the aforesaid documents by e-mail are requested to inform the Company's Registrar and Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd at their E-mail id sharexindia@vsnl.com."