

ANNUAL REPORT 2005-2006



ASSOCIATED PROFILES & ALUMINIUM LIMITED



**ANNUAL REPORT 2005 - 2006****BOARD OF DIRECTORS**

Shri Lalit Kumar Daga	Chairman
Shri Shailesh Daga	Managing Director
Shri Sudhir Goel	
Shri Navin Shah	
Shri Sundeep Mohta	

EXECUTIVES

Shri M.S. Maru	(President Works)
Shri A.S. Agarwal	(General Manager-Marketing)
Shri Mahendra Jain	(General Manager-Accounts)

ADVISOR

Shri K. Agarwal

LEGAL ADVISOR

Shri J.S. Baliya, Advocate, Mumbai.

AUDITORS

A.J. Baliya & Associates
Chartered Accountants, Mumbai.

BANKERS

State Bank of India, Vapi (Gujarat)

REGISTERED OFFICE

B-1, Tulsi Vihar, Dr. Annie Besant Road,
Worli Naka, Mumbai-400 018.

PLANTS**Aluminium Wire Rod**

Hind Aluminium
Survey No. 1/2, Village Khutali, Khanvel-Doodhani Road,
Near Khanvel, Dist.; Silvassa - 396230
Dadra & Nagar Haveli (Union Territory).

Bauxite Mines

Village; Mahadevia
Dist.; Jamnagar (Gujarat)

Wind Turbine Generator Project

Gut No. 59-1/A, Village; Akhtwade,
Dist.; Nandurbar (Maharashtra)

REGISTRARS & SHARE TRANSFER AGENTS

Computronics Financial Services (India) Ltd.
1, Mittal Chambers, Nariman Point,
Mumbai - 400 021.

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NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 19th Annual General Meeting of the Members of Associated Profiles & Aluminium Limited will be held at "Maheshwari Pragati Mandal-Mumbai" 2nd Floor, Maheshwari Bhavan, 603, Jagannath Shankar Sheth Marg, Cheera Bazar, Marine Lines (East), Mumbai-400 002 on Saturday, the 19th August, 2006 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet and the Profit & Loss Account for the year ended 31st March, 2006 and the Reports of the Directors and Auditors thereon.
2. To declare a dividend on Equity Shares for the year ended 31st March, 2006.
3. To appoint a Director in place of Shri Sundeep Mohta who retires from office by rotation and being eligible offer himself for re-appointment.
4. To appoint Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company, and to fix their remuneration.

SPECIAL BUSINESS:

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

RESOLVED that in accordance with the provisions of sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 (the act) read with Schedule XIII of the said Act, the Company hereby approves the re-appointment of Shri Shailesh Daga as Managing Director of the Company for the period of 5 years with effect from 1st July, 2006, on the following remuneration (subject to maximum Rs.75,000/- per month):

1. Salary : up to Rs.50,000/- per month

2. Perquisites & Allowances:

(a) In addition to the salary & commission payable, the Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement, club fees and leave travel concession, for himself and his family, medical insurance or and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors.

(b) Provision for use of the Company's car for official duties, cellular phone and telephones including phones at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites.

(c) Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act, gratuity payable at a rate not exceeding half a month salary for each completed year of service and encashment of leave at the end of the tenure, shall not be included in the computation of ceiling on remuneration specified paragraph 1 Section II of Part II of Schedule XIII of the Companies Act.

3. Minimum Remuneration :

In event of loss or inadequacy of profit in any year, the Managing Director shall be entitled to payment by way of salary (1) and perquisites and allowances (2) as specified above.

For and on behalf of the Board

Place : Mumbai
Date : 5th July, 2006.

Lalit Kumar Daga
Chairman



ASSOCIATED PROFILES & ALUMINIUM LIMITED

NOTES FOR MEMBERS' ATTENTION

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING A PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. The Dividend on Equity Shares for the year ended 31st March, 2006 as recommended by the board, if sanctioned at the Annual General Meeting, will be paid on or after 24th August, 2006 to those members whose names appear in the Company's Register of Members on 19th August, 2006. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by the National Securities Depository Ltd. and Central Depository Services (India) Ltd. for this purpose.
3. Unclaimed dividend for the financial year 31st March, 1998 has been transferred to the Investors Education and Protection Fund (IEPF) in the month of September, 2005.
4. Unclaimed dividend for the financial year 31st March, 1999 will be credited/transferred to the Investors Education and Protection Fund (IEPF) in the month of August, 2006. Therefore, Shareholders who have not yet encashed this dividend are requested to encash the same before 31st July, 2006 and it may be noted that once unclaimed/unencashed dividend is transferred to the IEPF, no claim shall lie with the Company in respect of such amount.
5. Non-resident Indian shareholders are requested to inform us immediately the change in residential status on return to India for permanent settlement; the particulars of NRE Account with a Bank in India.
6. Re-appointment of Director:

At the ensuing Annual General Meeting Shri Sundeep Mohta shall retire by rotation and being eligible offer himself for re-appointment. The information pertaining to this Director as required to be provided in terms of Clause 49 of the Listing Agreement is furnished in the Report on Corporate Governance published in this Annual Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES, 1956

The following explanatory statement sets out all the material facts relating to special business mentioning in Item No. 5 of the accompanying Notice dated 5th July, 2006 convening the 19th Annual General of the Company.

Item No. 5

As the meeting of the board of Directors held on 01.06.2006 Shri Shailesh Daga has re-appointed as Managing Director of the Company for a further period of 5 years with effect from 01.07.2006.

Shri Shailesh Daga, aged 38 years, is a Commerce Graduate and Master in Business Administration from Bond University, Australia. Under his executive leadership the Company has made rapid progress and therefore board of directors of the Company wishes to re-appointment him as Managing Director of the Company.

The resolution & explanatory statement be treated as an abstract under section 302 of the Companies Act, 1956. No Director of the Company except Shri Shailesh Daga and Shri Lalit Kumar Daga who is related to Shri Shailesh Daga, is concerned or interested in the resolution.

For and on behalf of the Board

Lalit Kumar Daga
Chairman

Registered Office :
B-1, Tulsi Vihar, Dr. Annie Besant Road,
Worli Naka, Mumbai - 400 018
Dated : 5th July, 2006



DIRECTORS' REPORT TO THE SHAREHOLDERS

Dear Shareholders,

Your Directors have pleasure in presenting the 19th Annual Report together with the Audited Balance Sheet and Profit & Loss Account for the year ended 31st March, 2006.

FINANCIAL RESULTS:	2005-2006 (Rs. in lacs)	2004-2005 (Rs. in lacs)
Profit available for appropriation	<u>1582.22</u>	<u>1212.97</u>
Appropriations		
General Reserve	25.00	10.00
Proposed Dividend	60.00	50.00
Tax on Dividend	7.84	6.53
Balance carried forward	<u>1489.38</u>	<u>1146.44</u>
	<u>1212.97</u>	<u>1582.22</u>

OPERATIONAL PERFORMANCE

During the year your Company has shown improved performance. For the first time in the history of your Company the turnover has increased to Rs.166.86 Crores from Rs.131.94 Crores in the previous year. This has been possible due to increased sales in the Wire Rod Division of the Company which was a result of intense marketing activities. The total volume handled by the Company increased and this also led to an increase in the net profit to Rs. 4.36 Crores as compared to Rs.2.15 Crores in the previous year.

WIRE ROD

Your Company's unit namely Hind Aluminium, which is situated at Silvassa produced 22,158.50 tonnes of Wire Rods as compared to 15,339.81 tonnes in the previous year. The increased volume is an indication of acceptance of the Company's product in the market and we hope that this trend will continue in the future too.

MINING BUSINESS

Your Company began its mining activity in Village: Mahadevia of Jamnagar district (Gujarat) and during the year the first shipment of 21,940 tonnes 'Bauxite Ore' was shipped to its customer in China.

WIND TURBINE GENERATION

Your Company has setup a Wind Turbine Generator Project in Nandurbar district (Maharashtra) with an annual installed capacity of 1250 Kilo Watts (KW). This project has started its operation at the end of the year 2005-2006.

DIVIDEND

Your Directors are pleased to recommend a Dividend of Rs.1.20 per Share i.e. @ 12% (previous year @ 10%), which after your approval at the ensuing Annual General Meeting, will be paid in line with the applicable rules. This dividend if approved, will be tax free in the hands of investors.

The amount of dividend outgo on 50,00,200 Equity Shares of Rs.10/- each @ Rs.1.20 per Share is Rs.60.00 lacs (Rs.50.00 lacs in the previous year).

ISO 9002

The Wire Rod division of the Company is ISO 9002 certified, the Company is committed to maintaining & improving quality.

CORPORATE GOVERNANCE

The various requirements stipulated in Clause 49 of the Listing Agreement pertaining to Corporate Governance have been actively considered by the Board of Directors of your Company. This Annual Report carries a Section on Corporate Governance.

PARTICULARS OF EMPLOYEES

During the year under review, the Company has not employed any person who was in receipt of remuneration exceeding the sum prescribed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

DIRECTORS

In accordance with Article 127 of the Articles of Association of the Company, Shri Sundeep Mohta, retires by rotation and being eligible, offer him self for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors wish to inform Members that the Audited Accounts containing the Financial Statements for the Financial Year 2005-2006 are in full conformity with the requirements of the Companies Act, 1956. They believe that the Financial Statements reflect fairly, the form and substance of transaction carried out during the year and reasonably present the Company's financial condition and result of operations. These Statements are audited by the Statutory Auditors of the Company.

Your Directors further confirm that:

- in the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- that the directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the directors have prepared the Annual Accounts on a going concern basis.

**AUDITORS**

M/s. A.J. Baliya & Associates, Chartered Accountants, Auditors of the Company, retire, and being eligible, for re-appointment.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO

The information pursuant to Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed to this report.

ACKNOWLEDGEMENT

The Directors would like to express their sincere appreciation of assistance and Co-operation received from their Bankers during the year under review. Directors also wish to place on record their deep sense of appreciation of the devoted services rendered by all the employees of the Company.

For and on behalf of the Board

Place : Mumbai
Date : 5th July, 2006.

Lalit Kumar Daga
Chairman

ANNEXURE TO DIRECTORS' REPORT**I. CONSERVATION OF ENERGY**

There are no major areas where energy conservation measures were viable. However, wherever possible, efforts were made to conserve use energy through improved operational methods.

II. RESEARCH AND DEVELOPMENT**a. Specific areas in which R&D was carried out by the Company**

The Company is actively engaged in product up gradation, design, development and new product development.

b. Benefits derived as a result of the above R & D

Improved product designs resulted in higher value added products which achieved better realisation.

c. Future plan of action

Emphasis on the above activities will be an on going exercise.

d. Expenditure on R&D

Since the expenditure incurred on research and development activities were not substantial, no separate account for the same was being maintained.

III. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

Since Company's products are being developed by an in-house R & D team, no further information under this head is required to be given.

IV. FOREIGN EXCHANGE EARNING AND OUTGO**a. Activities relating to exports**

During the year under review the Company has exported material worth Rs. 1,37,74,565/- as compared to Rs. Nil in the previous year.

b. Initiatives taken to increase exports

Your Company has been in constant touch with various customers around the world. We hope that our regular follow-up will result in procuring export orders.

c. Development of new export markets

Your Company is constantly exploring the possibilities of exporting its products. This is an on going process.

d. Export Plans

Export sales can only be increased by developing relationship with prospective buyers. In this connection your Company's officials plan to visit prospective countries to explore possibilities of export sales.

e. Total Foreign exchange used and earned

The information on the above is given in Notes on Account (Schedule-P to the Accounts).

For and on behalf of the Board

Place : Mumbai
Date : 5th July, 2006.

Lalit Kumar Daga
Chairman



Report on Corporate Governance

As per Listing Clause 49 of the Listing Agreement with Stock Exchanges, the corporate governance requirements are mandatory for the Company and your Company has complied with these recommendations, as detailed in this report:

1. The Board should have an optimum combination of Executive and Non-executive Directors and at least 50% of the Board should comprise of Non-executive Directors. Further, at least one-third of the Board should comprise of independent Directors where Chairman is non-executive and at least half of the Board should be Independent in case of an executive Chairman.

The Board of Associated Profiles & Aluminium Ltd. (APAL) consists of 4 Non-Executive/Independent Directors, who together account for 80% of the Board. Of this 2 Directors are Independent and have no professional and/or business relationship with the Company.

Directors	Executive/Non-Executive Independent*	No. of Outside Directorship Held		No. of Committee Positions Held	
		Public	Private	Public	Private
Shri Lalit Kumar Daga	Non-Executive	8	14	1	-
Shri Shailesh Daga	Managing Director	4	18	-	-
Shri Sudhir Goel	Non-Executive	1	4	3	-
Shri Navin Shah	Independent	4	-	2	-
Shri Sundeep Mohta	Independent	1	-	2	-

* Independent director means a director defined as such under Clause 49 of the Listing Agreement.

2. The Board should set-up a committee under the chairmanship of a Non-Executive Director to specifically look into issues relating to shareholders including share transfers and redressing of shareholders' complaints.

The Company has an "Investor Grievance Committee" at the Board level to look into various issues relating to shareholders including transfer and transmission of shares as well as non-receipt of dividend, Annual Report, shares after transfers and delays in transfer of shares. In addition, the committee looks into other issues including status of dematerialisation / rematerialisation of shares as well as systems and procedures followed to track investor complaints and suggested measures for improvement from time to time.

The composition of the Committee is as below:

- Shri Sudhir Goel - Chairman
- Shri Navin Shah - Member
- Shri Sundeep Mohta - Member

The Committee met 2 times during the last financial year.

3. To expedite the process of share transfers, the Board should delegate the power of share transfer to an officer or a committee or to the registrar and share transfer agents. The delegated authority should attend to share transfer formalities at least once in a fortnight.

The Company's shares are compulsorily traded in the dematerialised form and have to be delivered in the dematerialised form in The Mumbai Stock Exchange. To expedite the transfer in physical segment, necessary authority has been delegated to a committee, which is authorised to transfer/transmission the shares. Details of the transfer/transmission are approved by the committee. Shri Deepak Chaturvedi has been appointed as Compliance Officer under Listing Clause 51 of the listing agreement.

Name and Designation of Compliance Officer: Shri Deepak Chaturvedi, Manager-Corporate under Listing Clause 51

Details of requests/complaints received, number of shares transferred during the year are furnished in the "Shareholder Information" section of this report.

4. The Corporate Governance Section of the Annual Report should make disclosure on all elements of remuneration package of all directors i.e. salary, benefits, bonuses stock options, pension and other fixed as well as performance linked incentive paid to Directors.

Details of remuneration paid to Directors are highlighted in a subsequent paragraph.

5. The Board meetings should be held at least four time in a year, with a maximum time gap of four months between any two meeting and the minimum information as stipulated should be made available to the Board.



ASSOCIATED PROFILES & ALUMINIUM LIMITED

The Board of APAL met 10 times during the year (see details below). Agenda papers along with explanatory statements were circulated well in advance of each meeting of the Board of Directors. The Company placed before the Board, the working of units, statements and information pursuant to Corporate Governance Practices, as required under Clause 49 of the Stock Exchange Listing Agreement.

Date of Board Meeting	City	No. of Directors Present
22.05.2005	Mumbai	4
30.06.2005	Mumbai	5
30.07.2005	Mumbai	5
30.08.2005	Mumbai	5
31.10.2005	Mumbai	5
22.12.2005	Mumbai	5
09.01.2006	Mumbai	5
19.01.2006	Mumbai	5
31.01.2006	Mumbai	5
17.03.2006	Mumbai	5

Directors' interest in the Company and Attendance Record

APAL believes that the shareholders must know the details of Directors' interest in the Company, their attendance record and contributions made by them. Your Company has therefore decided to make full disclosure on the attendance record as well as remunerations of all Directors on the Board.

A. Non-Executive Directors

Directors	Relationship with Other Directors	Business Relationship with the Company, If any	Sitting Fees Paid	No. of Board Meetings		Attended Last AGM@
			(In Rs.)	Held	Attended	
Shri Lalit Kumar Daga	Father of Shri Shailesh Daga (Managing Director)	-	5000/-	10	10	Yes
Shri Sudhir Goel	-	-	4500/-	10	9	Yes
Shri Navin Shah	-	-	5000/-	10	10	Yes
Shri Sundeep Mohta	-	-	5000/-	10	10	No

@ Annual General Meeting held on Tuesday, the 23rd August, 2005 at "Maheshwari Pragati Mandal-Mumbai" 2nd Floor, Maheshwari Bhavan, 603, Jagannath Shankar Sheth Marg, Mumbai 400 002.

B. Executive Director

Executive Director	Relationship with other Director	Business relationship with the Company, if any	Remuneration paid during 2004-2005			
			All elements of Remuneration Package i.e. Salary, Benefits, bonuses, Pension etc.	Fixed Component & Performance linked Incentives, along with Performance Criteria	Service contracts, notice period, Severance fee	Stock option details, if any
Shri Shailesh Daga	Son of Shri Lalit Kumar Daga (Chairman)	Managing Director	1,92,000/-	Nil	Nil	Nil

- The appointment is for a period of 5 years from 01.07.2006. No severance fees is payable to Managing Director.
 - The Company does not have any scheme for grant of stock options to its Director or Employees.
- As part of the disclosure related to the management, the Company should, in addition to Directors' Report, annex a Managements' Discussion and Analysis report which should form part of the Annual Report to the shareholders.
 - All Company related information like quarterly results should be declared in the prescribed format.



The Unaudited quarterly results and yearly Audited results are published in the English daily newspaper "The Free Press Journal" and Marathi daily "Navshakti" and have also been provided to the Stock Exchange in their prescribed format.

8. There should be a separate section on Corporate Governance in the Annual Report, with details on the level of Compliance by the Company. Non-compliance of any mandatory recommendation with reasons thereof and the extent to which the non-mandatory recommendations have been adopted should be specifically highlighted.

All the mandatory requirements of Corporate Governance as applicable are being complied with.

9. A qualified and an independent "Audit Committee" should be set up by the Board of the Company as it would go a long way in enhancing credibility of the financial disclosures and promoting transparency.

APAL has an Audit Committee at the Board level and it consists of two Independent Directors. The composition of the Committee is as follows:

Shri Navin Shah - Chairman (Independent Director)
 Shri Sundeep Mohta - Member (Independent Director)
 Shri Sudhir Goel - Member (Non-Executive Director)
 Chartered Accountant

Majority of the committee members are Independent and the Chairman of the Committee was elected amongst the members. The terms of reference of the Audit Committee is in conformity with the requirement as per Clause 49 of the Listing Agreement with Stock Exchanges and the Companies Act, 1956.

The committee met 4 times during the year.

10. No Director should be a member in more than 10 committee or act as chairman of more than 5 committee across all companies in which he is a Director. Furthermore, it should be mandatory annual requirement for every Director to inform the Company about the committee positions he occupies in other Companies and charge.

No Director of the Company is a member in more than 10 Committees or Chairman of more than 5 Committees across all Companies in which he is a Director.

11. The Company should provide a brief resume, expertise in specific functional areas and name of the Companies in which the person also hold the Directorship and the membership of Committees of the board, while appointing a new director or re-appointing an existing director. These should from part of notice to shareholders.

Shri Sundeep Mohta (36), is a Bachelor in Commerce (B.Com.) from Kolkata University and has over 13 years business experience. He is also a director in Karmandal Properties Ltd.

12. Disclosure to be made to the Board by the management relating to all material, financial and commercial transactions, where they have personal interest, that may have a potential conflict with the interest of the Company at large. These include dealing in Company shares, commercial dealing with bodies, which have shareholding of management and their relatives etc.

No such transaction of material nature has been entered into by the Company.

Other disclosure

1. Details of Annual General Meeting

1.1. Location and time, where last three AGMs held

Year	Location	Date	Time
2004-2005	Maheshwari Pragati Mandal, Mumbai 400 002	23 rd August, 2005	10.30 a.m.
2003-2004	Maheshwari Pragati Mandal, Mumbai 400 002	21 st August, 2004	11.00 a.m.
2002-2003	Karnataka Sangha, Mumbai 400 016	22 nd August, 2003	11.00 a.m.

1.2. Whether special resolution were put through postal ballot last year ? No

1.3 Are votes proposed to be conducted through postal ballot this year ? No

2. Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of Company at large.

There are no material transactions with related parties that may have potential conflict with the interests of the Company. As per Accounting Standard 18, relevant disclosures are made in the financial statement for the year.