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Atreya Petrochem Limited

ATREYA PETROCHEM LIMITED

--:: CORPORATE INFORMATION ::--

BOARD OF DIRECTORS

Jayesh Raichandbhai Thakkar	: Managing Director
Santosh Ranchhodbhai Kahar	: Director
Sombhai Shankarbhai Thakkar	: Director
Bachubhai Shankarlal Thakkar	: Director
Jigar Premchand Motta	: Director
Kiran Jethalal Soni	: Director
Nikhil Pranay Pednekar	: Director
Amit Tarachand Shah	: Director

BANKERS

Bank of Baroda, Vadodara
UCO Bank, Vadodara

STATUTORY AUDITORS

N. R. Parikh & Co.
Chartered Accountants
401, Paradise Complex,
Behind Yashkamal Bldg,
Sayajigunj, Vadodara-390005.

REGISTERED OFFICE AND WORKS

Vill: Tundao, Tal: Savli
Vadodara - 391775
Gujarat, India

STOCK EXCHANGE(S)

Bombay Stock Exchange Ltd.
Vadodara Stock Exchange Ltd.
Ahmedabad Stock Exchange Ltd.

REGISTRAR & TRANSFER AGENT

M/s. Link Intime India P. Ltd

C-13, Pannalal Silk Mills Compound, L.B.S. Marg,
Bhandup (W), Mumbai - 400078 | Tel. (22) 25963838 Fax (22) 25946969
Email: rnt.helpdesk@linkintime.co.in

Atreya Petrochem Limited

ATREYA PETROCHEM LIMITED

Regd. Office: Village: Tundao, Tal.: Savli, Vadodara - 391775

NOTICE

NOTICE is hereby given that the Annual General Meeting of ATREYA PETROCHEM LIMITED will be held on Saturday, the 29th September, 2012 at 11.00 a.m. at Village: Tundao, Taluka: Savli, Vadodara - 391775 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and Profit & Loss Account for the year ended even date alongwith the Report of Auditors' and Directors' thereon.
2. To appoint a Director in place of Mr. Sombhai Thakkar, who retires by rotation and being eligible offers himself for appointment.
3. To appoint a Director in place of Mr. Bachubhai Thakkar who retires by rotation and being eligible offers himself for appointment.
4. To appoint a Director in place of Mr. Santosh Kahar who retires by rotation and being eligible offers himself for appointment.
5. To appoint Auditors and fix their remuneration.

Place : Vadodara

For and on behalf of The Board

Date : 1st September, 2012

Sd/-

Jayesh Raichandbhai Thakkar
Chairman

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 A PROXY NEED NOT BE A MEMBER.
2. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
3. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM 26TH SEPTEMBER, 2012 TO 29TH SEPTEMBER, 2012 (BOTH DAYS INCLUSIVE)

*Atreya Petrochem Limited***--:: DIRECTORS' REPORT ::--**

Dear Members,

Your Directors have pleasure in presenting their Annual Report together with the Audited Statement of Accounts for the Financial Year ended on 31st March, 2012.

(1) FINANCIAL AND WORKING RESULTS:

PARTICULARS	2011-2012 (9 months) (Rs.)	2010-2011 (15 months) (Rs.)
PROFIT BEFORE DEPRECIATION AND TAX :	6,99,656	99,29,277
(LESS) : Depreciation	(6,15,893)	(16,02,003)
PROFIT BEFORE TAXATION :	83763	77,85,482
(LESS): Current Tax	(15,850)	(2,50,000)
PROFIT FOR THE YEAR	67,913	75,35,482

(2) DEPOSITS:

The Company has not accepted deposits during the year within the meaning of the provisions of Companies (Acceptance of Deposits) Rules, 1975.

(3) DIVIDENDS:

In view of long term interests of the Company, your Directors do not recommend any dividend.

(4) PARTICULARS OF EMPLOYEES:

There was no employee drawing remuneration of Rs.60,00,000 p.a. or Rs.5,00,000 p.m. for part of the year or more and hence no particulars have been furnished as required under Section 217(2A) of the Companies Act, 1956.

(5) PARTICULARS RELATING TO CONSERVATION OF ENERGY:**A. CONSERVATION OF ENERGY:**

The Company does not have material information required under Section 217 (1) (e) of the Companies Act, 1956 read with the

Attreya Petrochem Limited

Companies (Disclosures of Particulars in the Board of Directors) Rules, 1988 to offer and hence no particulars have been furnished.

B. FOREIGN EXCHANGE EARNING & OUTGO:

During the year, the Company has neither earned nor spent any amount on foreign exchange during the year.

(6) DIRECTORATE:

Mr. Santosh Kahar, Mr. Sombhai Thakkar & Mr. Bachubhai Thakkar retire at this Annual General Meeting and being eligible, offer themselves for reappointment as Director liable to retire by rotation.

(7) DIRECTORS' RESPONSIBILITY STATEMENT:

- (i) The Directors have followed the applicable accounting standards along with proper explanation relating to material departure while preparing the annual accounts;
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for the period;
- (iii) The Directors have taken proper and sufficient care for 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;
- (iv) The Directors have prepared the annual accounts on a going concern basis.

(8) AUDITORS:

M/s. N.R. Parikh & Co., Chartered Accountants, Vadodara, Auditors of the Company retire at the conclusion of this Annual General Meeting. They have confirmed that their reappointment, if made, would be within the limit under section 224(1B) of the Companies Act, 1956. You are requested to appoint Auditor and fix their remuneration.

Atsreya Petrochem Limited

(9) ACKNOWLEDGMENTS:

Your Directors wish to thank the Government Authorities, Banks, Customers, Suppliers, and Shareholders for their continued support. Your Directors also take this opportunity to record their appreciation for the contributions made by all the employees to the operations of the Company during the year.

Place : Vadodara

For and on behalf of the board

Date : 01.09.2012

Sd/-

(Jayesh Raichandbhai Thakkar)

Chairman



REPORT ON CORPORATE GOVERNANCE**1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Good Governance practices stem from the culture and mindset of the Organization. These are the Organizations that succeed consistently in the market place gain a greater share of market opportunities and sustainably drive their top and bottom lines. At **Atreya Petrochem Limited**, it is our belief that as we move closer towards our aspirations, our corporate governance standards must be equally benchmarked. That gives us the confidence of having put in the right pedestal blocks for future growth and ensuring that we achieve our ambitions in a prudent and sustainable manner.

2. BOARD OF DIRECTORS

Composition and category of Directors

The Board of Directors consists of Eight Directors

Name of Directors	Category
Shri Jayesh Raichandbhai Thakkar	Managing director
Shri Santosh Ranchhodbhai Kahar	Director
Shri Sombhai Shankarbhai Thakkar	Director
Shri Bachubhai Shankerlal Thakkar	Director
Shri Jigar Premchand Motta	Director
Shri Kiran Jethalal Soni	Director
Shri Nikhil Pranay Pednekar	Director
Shri Amit Tarachand Shah	Director

Meetings and Attendance

The Board of Directors meets at least once in every quarter to approve the financial results in compliance with Listing Agreement and more often, if considered necessary, to transact any other business.

No Director is a member of more than ten committees or Chairman of more than five committees in other Companies in which they are Directors.

During the year under review, **FOUR** Board meetings were held on; **15th August, 2011; 2nd November, 2011; 14th November, 2011 and 2nd February, 2012.**

Atreya Petrochem Limited

Attendance of directors at the meetings of the Board of Directors held during the year and Annual General Meeting held on 29.09.2012 was as follows:

Name of Director	No. of Board Meetings attended during 2011-12.	Whether present at the last AGM
Shri Jayesh Raichandbhai Thakkar	4	Yes
Shri Santosh Ranchhodbhai Kahar	4	Yes
Shri Sombhai Shankarbhai Thakkar	4	Yes
Shri Bachubhai Shankerlal Thakkar	4	Yes
Shri Jigar Premchand Motta	3	Yes
Shri Kiran Jethalal Soni	3	Yes
Shri Nikhil Pranay Pednekar	3	Yes
Shri Amit Tarachand Shah	5	Yes

AUDIT COMMITTEE

The terms of reference and powers of the Audit Committee are as mentioned in Clause 49 II (D) of the Listing Agreement entered into with stock Exchanges read with Section 292A of the Companies Act, 1956. The Audit Committee comprises of Mr. Jigar Motta, Chairman, Mr. Kiran Soni, Mr. Nikhil Pednekar and Mr. Bachubhai Thakkar.

During the year under review, Audit committee meetings were held **Five times on 15th August, 2011; 2nd November, 2011; 14th November, 2011 and 2nd February, 2012;** under the Chairmanship of Shri Jigar Motta, which were attended by all the Members of the Audit committee.

REMUNERATION COMMITTEE

Composition of the Audit Committee

Member	Designation	Category of Director
Mr. Jigar Motta	Chairman	Independent Director
Mr. Kiran Soni	Member	Independent Director
Mr. Nikhil Pednekar	Member	Independent Director
Mr. Bachubhai Thakkar	Member	Executive Director

*Atreya Petrochem Limited***SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE**

Your Company has constituted a Shareholders Grievance Committee in line with the requirement of Clause 49 of the Listing Agreement.

Member	Designation	Category of Director
Mr. Jigar Motta	Chairman	Independent Director
Mr. Kiran Soni	Member	Independent Director
Mr. Nikhil Pednekar	Member	Independent Director
Mr. Bachubhai Thakkar	Member	Executive Director

GENERAL BODY MEETINGS

Locations and time of last three Annual General Meetings held.

Year	Location	Date & Time
2008	Tundav Anjesar Road, Village Tundav, Savli, Vadodara - 391775	30/09/2009 at 11:00 a.m.
2009	-do-	30/09/2010 at 11:00 a.m.
2010	-do-	28/12/2011 at 8:00 a.m.

* No special resolutions were passed in any of the aforesaid meetings.

DISCLOSURES

None of the transactions with any of the related parties were in conflict with the interest of the Company.

There has been no non-compliance by the Company, no penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during last three years.

GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting: **Date** : 29th September, 2012
Time : 11:00 a.m.
Venue : Registered office of the Company
at
Village: Tundao, Tal. Savli,
Vadodara - 391775

*Atsreya Petrochem Limited***Financial calendar**

Unaudited results for the quarter ending on 30th June, 2012	14.08.2012
Unaudited results for the quarter ending on 30th September, 2012	14.11.2012
Unaudited results for the quarter ending on 31st December, 2012	14.02.2013
Audited results for the quarter ending on 31st March, 2013	30.05.2013

Dates of book closure : 26/09/2012 to 29/09/2012
(both days inclusive)

Listing on the Stock Exchanges : Bombay Stock Exchange Ltd.
Vadodara Stock Exchange Ltd.
Ahmedabad Stock Exchange Ltd.

Stock code : 524444 (BSE)

ISIN of the Company's Equity : INE313M01014
Shares in demat form

Depository Connectivity : CDSL

Registrar and share transfer Agent : LINK INTIME INDIA PRIVATE LTD.
B- 102 & 103, Shangrila Complex,
First Floor, Opp. HDFC Bank,
Nr. Radhakrishna Char Rasta,
Akota,
Vadodara 390020 (Gujarat) India

Share transfer, transmission and dematerialization of shares are registered and returned well within the stipulated period.

Stock Market Data

Since no trading of shares has taken place at any of the stock exchanges where shares of the Company are listed, stock market data have not been furnished.