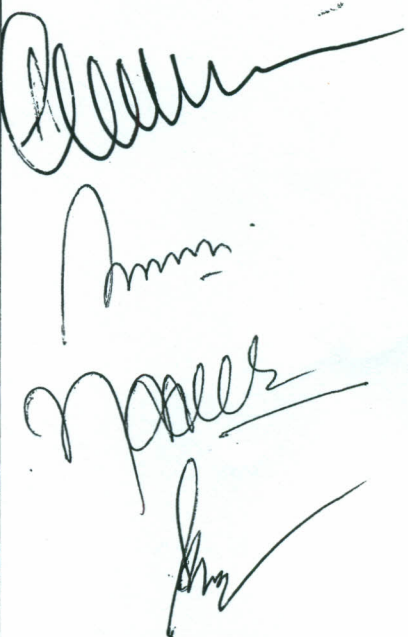


**FORM A**

1.	Name of the Company	AMD Industries Limited
2.	Annual Financial Statement for the year ended	31 <sup>st</sup> March, 2014
3.	Type of Audit Observations	Un- qualified
5.	Frequency of observations	N.A. (Since there is no qualification in Auditor's Report.)
6.	<p>To be signed by-</p> <ul style="list-style-type: none"><li>• Managing Director</li><li>• CFO</li><li>• Auditor of the Company</li><li>• Audit Committee Chairman</li></ul>	

## **Annual Report 2013-2014**



**AMD Industries Limited**



## OUR VISION

To take on high growth track by establishing a strong and a supportive link in the total supply chain management of our associates.

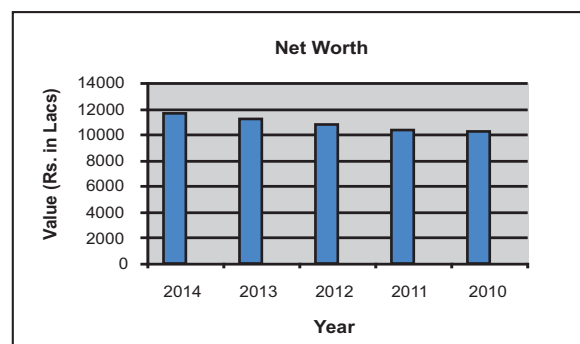
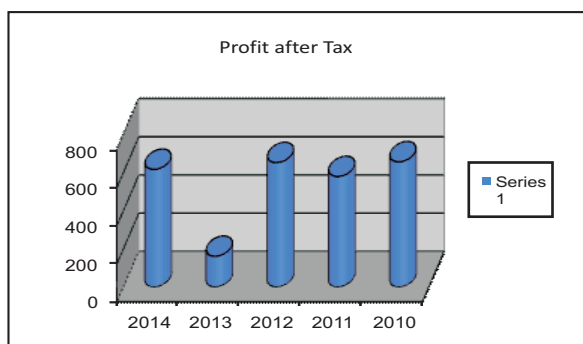
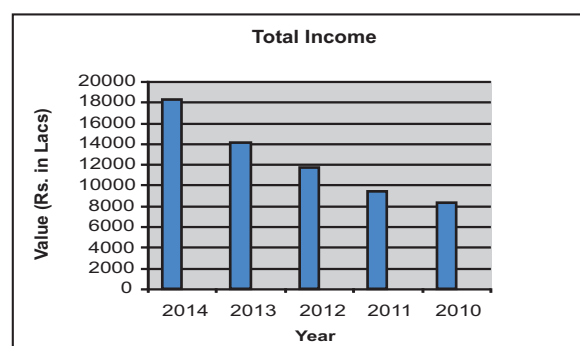
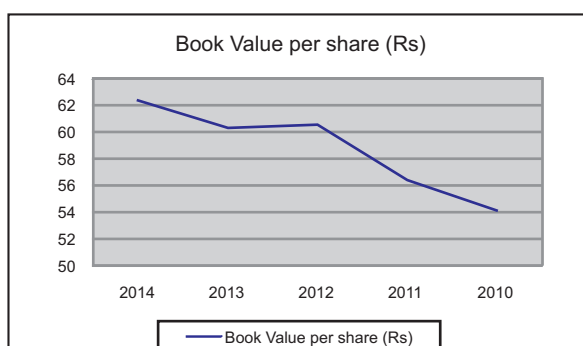
## QUALITY POLICY

We at AMD are committed to control and improve quality, cost and delivery performance through continual improvement of the quality management. We shall increase our market share year after year through improving customer satisfaction.

## FINANCIAL INDICATORS FOR PAST 5 YEARS

(RS. IN LACS)

PARTICULARS	YEAR ENDED 31ST MARCH				
	2014	2013	2012	2011	2010
TOTAL INCOME	18344.11	15826.37	18269.84	14051.00	11691.08
PBDIT	2845.76	1838.22	2872.88	2537.60	2451.63
PBT	929.67	226.15	1036.88	769.28	1080.13
Provision for taxation					
Current	280.00	117.05	330.00	180.00	285.43
Deferred	62.74	-31.65	24.03	19.70	161.45
PAT	614.6	159.03	650.32	577.32	654.39
Cash Profit <sup>^</sup>	1487.64	986.93	1412.85	1300.26	1215.60
Fixed Assets					
Gross Block including Capital WIP	15,485.30	13793.77	12829.16	12741.94	12044.35
Net Block	8,771.09	8692.73	8548.77	9186.14	9206.32
Equity Share Capital	1916.67	1916.67	1916.67	1916.67	1916.67
Reverses & Surplus	10044.22	9630.10	9671.55	9243.99	8890.91
Networth	11960.89	11546.77	11588.22	11160.66	10807.58
EPS (Rs.) (Annualized)	3.21	0.83	3.39	3.01	3.41
Cash EPS (Rs.) (Annualized)	7.76	5.15	7.37	6.78	6.34
Book Value per share (Rs)	62.40	60.24	60.46	56.39	54.14
<sup>^</sup> Net of Deferred Tax Liability					





## CORPORATE INFORMATION

### BOARD OF DIRECTORS

<b>H.S. Gupta</b>	- Chairman
<b>Ashok Gupta</b>	- Vice Chairman
<b>Adit Gupta</b>	- Managing Director
<b>Mahipal Ahluwalia</b>	- Independent Director
<b>Seshadri Ratnam</b>	- Independent Director
<b>Prabhat Krishna</b>	- Independent Director

### KEY MANAGERIAL PERSONNEL

<b>Adit Gupta</b>	- Managing Director
<b>Alok Kumar Das</b>	- Chief Financial Officer w.e.f. 06.08.2014
<b>Prakash Prusty</b>	- Company Secretary & Compliance Officer

### REGISTERED OFFICE

18, Pusa Road, 1st Floor, Karol Bagh, New Delhi-110 005  
Tel.: 91-11-46830202 Fax : 91-11-28753591  
Email : amdgroup@amdindustries.com  
Url : www.amdindustries.com

### MANUFACTURING UNITS

- 1) C-4&C-5, Site 3, Meerut Road, Indl. Area, Ghaziabad, Uttar Pradesh
- 2) SP-32, RIICO Ind. Area, Neemrana, Rajasthan

### SUBSIDIARY COMPANIES

- 1) AMD Estates & Developers Pvt. Ltd.
- 2) Prime Techno Build Pvt. Ltd.

### BANKERS

State Bank of India  
Punjab National Bank  
Union Bank of India  
Kotak Mahindra Bank  
State Bank of Bikaner & Jaipur  
HDFC

### INTERNAL AUDITORS

#### Financial Year 2014-15

Gupta Vivek & Co.  
Chartered Accountants  
882, Gulab Sadan, Gali Beri Wali  
Kucha Pati Ram, Sitaram Bazar,  
Delhi-110006

#### Financial Year 2013-14

B.L. Khandelwal & Co.  
Chartered Accountants  
1, Doctor's Lane, Gole Market  
New Delhi-110 001

### STATUTORY AUDITORS

Suresh & Associates,  
Chartered Accountants,  
3A, Bigjos Tower, Netaji Subhash Place,  
Pitam Pura, Delhi - 110 034

### SECRETARIAL AUDITORS

M/s AGG & Associates  
Company Secretaries  
21/16, 2nd Floor, West Patel Nagar  
New Delhi - 110008

### REGISTRAR & SHARE TRANSFER AGENTS

#### Head Office:

Bighshare Services Pvt. Ltd.  
E-2/3, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka, Mumbai - 400 072  
Tel. : +91-22-28470652 Fax: +91-22-28525207

#### Branch Office

4-E/8, First Floor, Jhandewalan Ext., New Delhi-110055  
Tel. : 011-23522373

## CONTENTS

<b>AMD Industries Limited</b>	<b>Page No.</b>
Directors' Report	1
Report on Corporate Governance	7
Auditors' Certificate on Corporate Governance	13
CEO/CFO Certificate under Clause 49(V)	13
Secretarial Audit Report	14
Auditors' Report	15
Balance Sheet	17
Profit & Loss Account	18
Cash Flow Statement	19
<b>AMD Industries Limited (Consolidated)</b>	
Auditors' Report	40
Balance Sheet	41
Profit & Loss Account	42
Cash Flow Statement	43

## DIRECTORS' REPORT

### Dear Shareholders,

Your Directors are pleased to present the 31<sup>st</sup> Annual Report together with audited accounts for the financial year ended 31<sup>st</sup> March 2014.

### Financial Results

The financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2014 is summarized below:

(Rs. In Lacs)		
Particulars	Financial Year 2013-14	Financial Year 2012-13
Revenue from Operations (net of excise duty)	18295.87	15714.76
Other Income	48.24	111.60
<b>Total</b>	<b>18344.11</b>	<b>15826.37</b>
Profit from operations before Financial Costs, Depreciation, Exceptional Items & Tax Expenses	2845.75	2063.49
Financial Costs	1041.56	1010.32
Profit before Depreciation, Exceptional Item & Taxation	1804.19	1053.17
Depreciation	873.03	827.90
Profit before Exceptional Items and Tax Expenses	931.16	226.07
Exceptional Items	(1.49)	.09
Profit before Tax	929.67	226.15
Less: Tax Expenses	315.06	67.12
<b>Net Profit for the year / Amount available for Appropriation</b>	<b>614.60</b>	<b>159.03</b>
<b>Appropriations:</b>		
<b>General Reserve</b>	<b>Nil</b>	<b>Nil</b>
<b>Dividend on Equity Shares</b>	<b>172.50</b>	<b>172.50</b>
<b>Tax on Dividend</b>	<b>27.98</b>	<b>27.98</b>
<b>Balance Carried to Balance Sheet</b>	<b>414.12</b>	<b>-41.45</b>
<b>TOTAL</b>	<b>614.60</b>	<b>159.03</b>

### Operations

During the year under review your Company registered total revenue of Rs.18344.11 Lacs as compared to previous year's turnover of Rs.15826.37 Lacs a growth of 15.91% over the previous year. The Net Profit is at Rs.614.60 Lacs as compared to Rs.159.03 Lacs in the previous year, which shows an increase of 286.47% from previous year.

### Packaging business

The rise in profit is mainly due to increase in volume in all its products. There is increase in volume of more than 7% against last year in Crowns. The Closures have grown at more than 7% higher than last year and there is a increase in sales in PET Performs of more than 16% against last year.

### Real Estate Business

The real estate market of the country has been showing stagnant growth. The company through its subsidiary AMD Estates & Developers Private Limited is developing a Commercial Complex at Sector-114, Gurgaon, Haryana in collaboration with VSR Infratech Private Limited, New Delhi.

The development of this project is progressing well. During the year under review, the company has received revenue of Rs.380.57 lacs from this project.

### Dividend

Your Directors are pleased to recommend a dividend of Re. 0.90 (Ninety Paise Only) per equity share of face value of Rs. 10/- each for the financial year 2013-14.

### Fixed deposits

During the financial year 2013-14, your Company has not invited or accepted any deposits from the public within the meaning of provisions of Section 58A of the Companies Act, 1956.

### Directors

The Board in its meeting held on 7<sup>th</sup> February 2014 appointed Mr. Ashok Gupta as Whole-time Director of the Company for a period of three years with effect from 01.04.2014. The Board also elected/appointed him as Vice-Chairman with effect from 7<sup>th</sup> February 2014. The Board further in its meeting dated 7<sup>th</sup> February 2014 appointed Mr. Adit Gupta as Managing Director of the Company for a period of three years with effect from 01.04.2014.

According to the provisions of section 149 of the Companies Act 2013, an independent director can hold office for a term upto five consecutive years on the Board of the company and such independent directors shall not be liable to retire by rotation. Further, as per section 152 of Companies Act 2013, at least two-third (2/3<sup>rd</sup>) of the total number of directors (other than independent directors) shall be liable to retirement by rotation. The second proviso to section 149(1) of the Companies Act, 2013 requires the company to appoint a woman director on its Board.

Accordingly, in terms of above provisions and Articles of Association of the company, following directors shall be subject to appointment / re-appointment at the ensuing annual general meeting of the company:

1. Mr. Ashok Gupta, Vice Chairman & Whole-time Director of the Company retires by rotation and being eligible offers himself for re-appointment.
2. Mr. Mahi Pal Ahluwalia and Mr. Prabhat Krishna are proposed to be appointed as Independent Director for a term of 5 years with effect from the date of ensuing annual general meeting of the company.
3. Ms. Shubha Singh is proposed to be appointed as independent director for a term of 2 years with effect from the date of ensuing annual general meeting of the company.
4. Mr. Adit Gupta as Managing Director and Mr. Ashok Gupta as Whole-time Director.

### Auditors & Auditor's Report

The Statutory Auditors of the Company M/s. Suresh & Associates, Chartered Accountants, New Delhi retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office of Statutory Auditors of the Company, if reappointed. The Board of



Directors recommend to the shareholders for their approval as the Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting.

The financial statements, as referred to in the Auditor's Report, are self explanatory and therefore do not require further comments and explanations.

## Cost Auditors and Cost Audit Report

Pursuant to the Order No. F No, 5/26/CAB-2010 dated 24<sup>th</sup> January, 2012 of Ministry of Corporate Affairs, GOI, which made it mandatory for the Company to get its Cost Accounting Records audited for each financial year by a Cost Accountant, the Company had appointed M/s Aggrawal Ashwani K. & Associates, Cost Accountants, New Delhi for carrying out the audit of cost accounting records of the Company for F.Y. 2013-14. The Board in its meeting held on 08.08.2013 adopted the Cost Audit Report for FY 2012-13. The Cost Audit Report was filed with the Central Government on 29<sup>th</sup> September 2013. The Board in its meeting dated 28.05.2014 appointed M/s Aggrawal Ashwani K. & Associates, Cost Accountants, as Cost Auditors of the Company for F.Y. 2014-15 at a fee of Rs.1,10,000/- subject to ratification of the said fee by the shareholders at the ensuing annual general meeting.

## Secretarial Audit and Secretarial Audit Report

In line with the high standards of corporate governance, the company voluntarily got Secretarial Audit conducted from M/s AGG & Associates, Company Secretaries, New Delhi for the financial year 2013-14. The Secretarial Audit Report issued by M/s AGG & Associates is provided in the Annual Report.

## Directors' Responsibility Statement

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed:

- that in the preparation of Annual Accounts for the financial year 2013-14, the applicable Accounting Standards have been followed along with proper explanations relating to material departures, if any;
- that the directors have selected such accounting policies and applied them consistently and made judgments & estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2014 and of the profit or loss of the Company for that period;
- that the directors had taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of The Companies Act, 1956, for safeguarding the assets of the Company and for preventing & detecting the fraud and other irregularities;
- that the directors had prepared the Annual Accounts for the financial year 2013-14 on a "going concern basis".

## Subsidiary Companies

In pursuant to Circular No. 5/12/2007-CL-III dated 8<sup>th</sup> February, 2011 of The Ministry of Company Affairs, Government of India, the Board has

granted general exemption under Section 212(8) of the Companies Act, 1956, from attaching the financial statements of its subsidiaries to the Company's annual report. Further as required under the said Circular, the Company undertakes that the annual accounts of its subsidiary companies and the related detailed information shall be made available to the shareholders of the holding and subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiary companies shall also be kept for inspection by any shareholders in the Head Office of the Company at Delhi and of subsidiary companies concerned. Further, the separate audited accounts of the subsidiaries shall be available on the website of the company [www.amdindustries.com](http://www.amdindustries.com).

## Corporate Governance

Your Company reaffirms its commitment to the good corporate governance practices. The Reports on the Corporate Governance and Management Discussion & Analysis as required pursuant to Clause 49 of the Listing Agreement form an integral part of this report and are set out as separate sections to this annual report. A Certificate from the Auditors of the Company, certifying compliance of conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement, is annexed with the Report on Corporate governance.

## Listing

The shares of your Company are listed at Bombay Stock Exchange Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.

## Particulars of Employees

Particulars of Employees required to be furnished under section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended, are set out in **Annexure A** to this report.

## Conservation of Energy, Technology Absorption, Foreign Exchange Earnings & Outgo

Information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 pertaining to the conservation of energy, technology absorption, foreign exchange earnings & outgo are set out in **Annexure B** to this report.

## Acknowledgement

Your Directors take this opportunity to express their sincere appreciation of the cooperation and support extended by the Shareholders, Bankers, Financial Institutions, Government Departments, Regulatory Bodies, Customers and other Business Constituents during the year under review.

Your Directors wish to place on record their appreciation for the committed services of the executives, staff and workers of the Company.

**On behalf of the Board of Directors**

**Place: New Delhi**  
**Date: 05.08.2014**

**Harswarup Gupta**  
**Chairman**



## Annexure A

Information pursuant to Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975

Details of employees drawing remuneration of equal or more than Rs.5 lakh per month or Rs.60 lakhs per annum during the financial year 2013-14:

Name of the Employee	Age (Yrs.)	Designation (Nature of Duty)	Remuneration (Rs.)	Qualification	Experience (in years)	Date of Employment	Previous Employment, Post held & Period	Nature of Duties
Mr. Harswarup Gupta	85	Chairman – Whole time Director	1,20,00,000/-	Graduate	52	17.12.1983	Own Business	Managerial
Mr. Ashok Gupta	61	Vice Chairman – Whole time Director	1,00,44,988/-	B.Sc. (Hons.)	35	17.12.1983	Own Business	Managerial
Mr. Adit Gupta	35	Managing Director	1,00,39,600/-	B.Sc. (Chemical Engineering), MBA (Finance)	14	14.11.2005	Own Business	Managerial

### Notes:

- Mr. Harswarup Gupta, Mr. Ashok Gupta and Mr. Adit Gupta are relatives, holds more than 2% shareholding each in the company.
- Employments of aforesaid officials are on contractual basis with the approval of shareholders.
- Remuneration includes salary, allowance, commission and monetary value of all perquisites as valued under Income Tax Act & Rules thereunder.



Information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

## A. CONSERVATION OF ENERGY:

### a. Energy Conservation measures taken:

The company installed a new 33 KVA electricity connection in its Ghaziabad Plant to stop the frequent power break down. The new electricity connection helped in substantial reduction in consumption of diesel.

### b. Additional investment and proposals, if any, being implemented for reduction of Energy consumption:

The company invested approx. Rs.1.51 crore for the above mentioned electricity connection.

### c. Impact of the measures at (1) and (2) above for reduction of energy consumption and consequent impact of production of goods:

The cost of energy consumption per unit rate has come down by 0.50 paise per unit i.e. almost saving of Rs.1 crore per annum by way of reduction in both per unit cost and diesel consumption. Further, there is a reduction in wastage of resins for manufacturing of Preforms and Closures thereby approx. saving of Rs.15 lacs to Rs.20 lacs per annum. Increase in productivity & efficiency.

### d. Total Energy consumption and energy consumption per unit of production as per Form A of the Annexure. N.A.

## B. TECHNOLOGY ABSORPTION :

### e. Efforts made in technology

#### Research & Development (R & D)

#### 1. Specific areas in which R & D is carried out by the Company

The company is a technology driven company and need not do specific inhouse R & D efforts for its manufacturing.

#### 2. Benefit derived as a results of the above R & D

N.A.

#### 3. Future Plan of action

N.A.

#### 4. Expenditure on R & D

(Rs. / Lacs)

	2013-14	2012-13
a) Capital	NIL	NIL
b) Recurring	NIL	NIL
c) Total	NIL	NIL

#### d) Total R & D expenditure as a percentage of total turnover is nil (previous year Nil)

### Technology Absorption, Adaptation and Innovation:

The Company believes that technological obsolescence is practical reality. We imported a new plant for Rs.6.90 crore for increasing the production of Preforms. Further, we invested in new equipments like mould stack which helps in reduction in weight of products without compromising on quality of products. This also helps in reducing the carbon foot print in Preforms & Closures. We also explore new design to further reducing the wastage in our products.

## C. Foreign Exchange Earnings and Outgo

### f. Activities relating to export; initiative taken to increase exports; development of new export markets; and export plans:

Company has been continuously making efforts to increase its export. We are exploring new geographies, new markets, new clients for expanding our business.

### g. Total Foreign Exchange used and earned.

(Rs. / Lacs)

	2013-14	2012-13
i. Foreign Exchange Earnings:		
Export of Goods (FOB basis)	1372.10	1284.27
Total	1372.10	1284.27
ii. Foreign Exchange Outgo :		
Commission	14.98	13.20
Others (Travelling Expenses etc)	26.63	35.54
Total	41.61	48.74





## MANAGEMENT DISCUSSION AND ANALYSIS

### Industry Structure & Developments

#### Packaging

The soft drinks packaging offering in India has seen a remarkable change, from the ordinary multi-serve presentations found through all soft drinks categories to smaller 'on the go' packs, and even larger 'family packs'. India's tropical summer favours 'on the go' consumption and most still drinks are sold in portion packs or unpackaged on the street due to lack of penetration into the key small kiosks on side roads. The interesting trend is however, within the growing packaged sector; family packs are gaining share, indicating higher retail sales. Indeed, as filling PET bottles now requires lower investment and is more economical than cartons, family packs are getting more popular.

Producers are also now seeing the benefits of investing in their packaging supply, with companies opening up PET (Poly Ethylene Terephthalate) packaging lines in the carbonates category. Innovation in packaging, at both ends of the spectrum, is helping drive soft drinks growth. With further diversification inevitable, beverage packing within the Indian market warrants a close eye. Plastic Packaging has become an essential to the world and the global trend has emerged to produce Hi-Tech & sophisticated plastic packaging.

#### Real Estate

The real estate sector has been showing sluggish growth. The development of commercial complex by Company's subsidiary AMD Estates & Developers Private Limited at Sector 114, Gurgaon, Haryana is progressing slowly. However, with new government in place, the market sentiments are upbeat. The company is expecting revival of the real estate sector in the coming months.

### Segment-wise or product-wise performance

#### Crowns caps

Your Company manufactures Crown Caps which are mainly used as metallic closures for various edible items packed in glass bottles e.g. Carbonated Soft Drinks, Fruit Juices, Milk products, Beer etc. The use of glass bottles has been seen steady or little bit de-growth whereby the use of Returnable Glass Bottle (RGB) has been seen in reducing trends. Due to which crown market has been recording a sharp negative growth as a packaging item. Though the export has declined sharply in this year, the efforts are being continued to increase the share of exports by finding new markets abroad.

Your company, however, remained one of the dominant players in the crown caps market having approx. 15% market share during the year under review. The Beer industry is growing by appr. 12% per annum and the company is getting major markets share in this segment and expects the increase in sales in domestic market in the coming years.

#### **PET**

Beverages Industry in PET segment is growing at about 15% per annum whereas Beer Industry is growing by appr. 12% per annum.

The plastic closure market has been continuously getting its momentum due to increased usage of PET Bottles. The organized market is still dominated by the CSD but it is expected that other usage will also form significant share of the over all market.

The demand of plastic closures will increase in segments where PET Bottles are gaining foothold as packaging media like water, juices, edible oil etc.

With the expansion by putting up of one line of Preform at works at Neemrana, Rajasthan, the Company's market share in this segment has also increased after its adding of one new line. Now, for year 2015, the company is working to set up 7<sup>th</sup> PET platform line and it will further increase the production capacity of the Company.

## Outlook, Opportunities & Threats, Risk and Concerns

The Overall Beverage Packaging Industry is growing at over 12% per annum. The continued trend of shifting customer base from glass bottles to PET Bottles is being seen in a positive note.

The usage of PET Bottles shows an increasing trend in products like edible oil, personal care products, pharmaceuticals and confectioneries. The usage of PET Bottles in Alcoholic Beverages Industry is also on the rise. The Company is looking to new market segments such as fruit juices, milk products, edible oil etc. and other cosmetics items. The company therefore expects development of new market segments in the coming years with continuous efforts in this direction. With increase utility of PET, the crown cap segment is feeling the pinch. For improving Crown Caps market share, the company is aggressively tapping new beer markets.

Increase in raw material cost and pressure on margins have a bearing on the profitability of packaging industry in totality. The Company is likely to be affected by change in governmental policies related to usage of end products.

However, the Company has established itself as quality supplier to its clients and is accepted as reliable player in the industry thereby not only retaining its base but increasing it as well.

## Financial Performance

During the year the Company registered total revenues of Rs.18344.11 Lacs as compared to previous year's turnover of Rs.15826.37 Lacs a growth of 15.91% over the previous year. The Net Profit is at Rs.614.60 Lacs as compared to Rs.159.03 Lacs in the previous year, an increase of 286.47% against previous year.

## Adequacy of Internal Control Systems

The Company has adequate internal control system commensurate with the size of the company. The Company has appointed M/s B.L. Khandelwal & Co., Chartered Accountants, New Delhi, as the Internal Auditor of the Company to carry out the internal audit of the activities of all the divisions of the Company at regular intervals. Their audit reports along with action taken reports thereon are reviewed by the Audit Committee of Directors.

## Material Development in Terms of Human Resources / Industrial Relations front, including number of people employed

Human Resources are considered to be a form of capital and wealth of the Company. It has been the focus of the management to improve and expand the contribution of its human resources towards attainment of organizational goals and values. The growth of the Company and improvement in the systems has been sustained by the active involvement of the employees with the Management. The technical expertise of the Management has been shared with the employees at the works, which keeps them motivated to meet and surpass the set targets. The company employed 220 On Roll employees during the year.

## Cautionary Statement

Statement in the Management Discussion & Analysis, describing the Company's objectives, projections and estimates are forward looking statements and progressive within the meaning of applicable laws and regulations.

Actual results may vary from those expressed or implied, depending upon the economic conditions, Government policies and other incidental factors.

## REPORT ON CORPORATE GOVERNANCE

### Company's Philosophy on Code of Corporate Governance

Corporate Governance is an integral part of values, ethics and best business practices followed by the Company. It envisages attainment of highest levels of transparency, accountability and equity in all facets of its operations and in all its interactions with its stakeholders, including shareholders, employees, lenders and the Government. The core values of the Company are:

- Commitment to excellence and customer satisfaction.
- Maximizing long term shareholders worth.
- Socially valued enterprise and
- Caring for people and environment.

### Board of Directors

The Board of Directors of the Company comprised of six Directors out of which, three are Promoter Directors and three are Independent Directors. Composition of the Board and category of Directors as on 31.03.2014 follows:

#### Composition of the Board

S. No.	Name of Director	Category	Attendance of meetings during 2013 -14		Number of other Directorships in other		No. of Chairmanship/ Membership in Committees# Companies	
			Board Meetings	Last AGM	Private	Public	Chairmanship	Membership
1.	Mr. Harswarup Gupta	Chairman - Executive Director	1	Yes	3	1	Nil	Nil
2.	Mr. Ashok Gupta*	Managing Director- Executive Director	3	Yes	9	2	Nil	Nil
3.	Mr. Adit Gupta*	Jt. Managing Director- Executive Director	4	Yes	6	1	Nil	Nil
4.	Mr. Mahipal Ahluwalia	Independent Director- Non Executive	4	No	0	0	Nil	Nil
5.	Mr. Seshadri Ratnam	Independent Director- Non Executive	0	No	1	0	Nil	Nil
6.	Mr. Prabhat Krishna	Independent Director- Non Executive	4	No	1	1	2	Nil

\* Mr. Ashok Gupta was appointed as Whole Time Director and Mr. Adit Gupta as Managing Director with effect from 01.04.2014 by the Board of Directors in their meeting held on 07.02.2014 subject to approval of shareholders.

# Only Audit Committee and stakeholder Relationship Committee erstwhile shareholder grievance committee are considered.

During the year under review, the meeting of Board of Directors held four times on 28<sup>th</sup> May 2013, 08<sup>th</sup> August 2013, 12<sup>th</sup> November, 2013 and 7<sup>th</sup> February, 2014.

### Profile of Directors

#### Mr. H. S. Gupta

Aged about 85 years is the senior most founder promoter and Director of the company. He has been associated with the packaging industry for more than 52 years. He started the glass bottles trading business in Calcutta in the year 1958 in name and style of Ashoka Sales Agency. He is the Executive Chairman of the Company. Mr. Harswarup Gupta is also running a charitable trust viz. **Shakuntala Gupta Trust** which is established for philanthropic activities. The Trust runs a high school at Village Kakore, Distt. Bulandshahar, Uttar Pradesh.

#### Mr. Ashok Gupta

Aged about 61 years is son of Shri Harswarup Gupta and a founder promoter director of the Company. He is the Vice Chairman & Whole-time Director of AMD Industries Limited w.e.f. 01.04.2014. He is a Bachelor of Science and enriched with an experience of more than 36 years in Industrial and Commercial activities. He commenced this business in the year 1974 by setting up a unit under the name and style of Shyam Industries to manufacture pilfer proof Aluminum caps mainly used by liquor industry.

Mr. Ashok Gupta has traveled widely and has attended many prestigious seminars and exhibitions in India and abroad including Inter Pack and Metpack Dusseldorf, Germany, Pet Exhibition- Munich. He also participated as a Guest Speaker on the subject "The Growing Trends of Pet Industry in Asia Pacific Market" organized in Germany by PET PLANET, one of the World's most read PET magazines. He also attended textile exhibition in Singapore held in October 2005.

#### Mr. Adit Gupta

Aged about 35 years is the son of Shri Ashok Gupta. He has completed his B.Sc. in Chemical Engineering stream from Virginia, USA and MBA (Finance) from Boston, USA. Mr. Adit Gupta has been involved in business development and promotion function of AMD Industries Ltd. since 1999. In the year 1999, he underwent a training course at Sacmi, Italy to get first hand experience of beverage packaging trends and know-how in plastics and crowns manufacturing. He has joined the Board of AMD Industries Limited on 14-11-2005 as the Director of the Company & further subsequently appointed as Whole Time Director w.e.f 14-06-2006. He has been reappointed as Joint Managing Director w.e.f. 01<sup>st</sup> June 2012. At present he is the Managing Director of the Company w.e.f. 01.04.2014.

Mr. Adit Gupta was actively involved as a team leader for implementation of Company's expansion and diversification projects of PET and Plastic closures in the year 2002 and 2003. He later went to Boston for his MBA degree course and during that MBA program he attended Kortec Seminar. Kortec is a leading technology company in Barrier PET Preforms for Beer operations. He is one of the promoter directors of the company.

#### Mr. Mahipal Ahluwalia

Mr. Mahipal Ahluwalia is a Lawyer and having more than 36 years of experience in handling Legal cases both in High Court as well as in Supreme Court. He is Non-Executive Independent Director of the company.

## Mr. Seshadri Ratnam

Mr. Seshadri Ratnam is a B.Sc. (Hons) (Physics) and FCA from the Institute of Chartered Accountants of England & Wales, London, U.K. He has over 41 years of experience in the field of Corporate Laws, Finance and Taxation. He has also been involved in financial consultancies relating to fund raising through GDRs, IPOs and also through agencies like ADB, World Bank etc. He was Director Finance of Uttaranchal Jal Vidyut Nigam Limited. He has also worked in the capacity of Director Finance of Bharti Telecom.

## Mr. Prabhat Krishna

Mr. Prabhat Krishna aged about 66 years, is a retired banker from State Bank of India. He is B. Tech (Chem) from IIT, New Delhi. He started his career with a Chemical Consultancy firm. He joined SBI as Probationary Officer in 1973. He kept on moving on different position within the Bank and handled Corporate Account with a minimum limit of Rs.50 Crores & above. Mr. Prabhat Krishna worked with the Bank for 35 years and retired in November 2007.

## **Audit Committee**

Audit Committee is duly constituted in terms of Companies Act and Listing Agreement. The terms of reference of the Audit Committee has been revised by the Board of Directors in its meeting held on 07.02.2014 as below:

### **Terms of Reference:**

1. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
2. Review and monitor auditor's independence and performance and effectiveness of audit process;
3. Examination of the financial statement and the auditors' report thereon;
4. Approval or to make any subsequent modification of transactions of the Company with related parties;
5. Scrutiny of inter-corporate loans and investments;
6. Valuation of undertakings or assets of the Company, wherever it is necessary.
7. Monitoring the end use of funds raised through public offers and related matters.
8. Monitor the Vigil Mechanism established by the company for directors and employees to report genuine concerns in the prescribed manner.
9. All the terms of reference prescribed by the Central Government from time to time.
10. All the terms of reference guided in the Listing Agreement for the Audit Committee including amendments thereof from time to time.

### **Composition of Audit Committee**

S.No.	Name of Member	Designation in Committee	Designation in Company	No. of meetings attended	Date of the Meetings held
1.	Mr. Prabhat Krishna	Chairman	Independent director	4	28-05-2013
2.	Mr. Mahipal Ahluwalia	Member	Independent director	4	08-08-2013
3.	Mr. Adit Gupta	Member	Managing Director	4	12-11-2013
4.	Mr. S. Ratnam	Member	Independent Director	Nil	07-02-2014

Mr. Prakash Chandra Prusty, Company Secretary of the Company shall act as Secretary of the Committee.

## **Nomination and Remuneration Committee**

The Board in its meeting held on 07<sup>th</sup> February, 2014, reconstitute & rename the Remuneration Committee as "Nomination and Remuneration Committee".

### **Terms of reference:**

- a. Formulation of the criteria for determining qualifications, Positive attributes and independence of a director;
- b. To identify persons qualifies to become directors and who may be appointed in senior management and to recommend to the Board for their appointment and removal;
- c. Recommend to the Board a policy relating to remuneration for directors, key managerial personnel and other employees;
- d. Evaluation of every director's performance & the Board;
- e. Perform such functions as are required to be performed under the ESOP Guidelines;
- f. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by the Remuneration Committee.

### **Composition of Nomination and Remuneration Committee**

S. No	Name of Member	Designation in Committee	Designation in Company	Date of the Meetings	No. of Members present
1	Mr. S. Ratnam*	Chairman	Independent Director	28.05.2013	2
2	Mr. M. P. Ahluwalia	Member	Independent Director	07-02-2014	2
3	Mr. Prabhat Krishna*	Member	Independent Director		

\*Mr. Prabhat Krishna was designated as Chairman and Mr. Seshadri Ratnam was designated as a member w.e.f. 07.02.2014.

The Remuneration Policy of the Company for managerial personnel is primarily based on the following criteria:

- Performance of the Company, its divisions and units.
- Track record, potential, past remuneration and performance of individual appointee.
- External competitive environment.

The details of remuneration paid to Managerial Personnel of the Company in FY 2013-14 are as below:

S. No.	Name	Designation	Salaries & Allowance	Other Benefits	Commission	Total	Stock Options Granted	No. of Shares as on 31.03.14	Service Contract/ Notice Period/severance fees
1.	Mr. Harswarup Gupta	Chairman	42,00,000	7,77,936	70,22,064	1,20,00,000	Nil	2575604	Appointed for a period of 3 years with the terms as mentioned in the resolution passed by the Board of Directors in its meeting held on 28.05.2013 with effect from 01.04.2013
2.	Mr. Ashok Gupta*	Managing Director	43,20,000	6,84,029	50,40,959	1,00,44,988	Nil	3514446	Appointed for a period of 3 years with the terms as mentioned in the resolution passed by the Board of Directors in its meeting held on 28.05.2014 with effect from 01.04.2014
3.	Mr. Adit Gupta*	Joint Managing Director	39,00,000	5,52,565	55,87,035	1,00,39,600	Nil	4142637	Appointed for a period of 3 years with the terms as mentioned in the resolution passed by the Board of Directors in its meeting held on 28.05.2014 with effect from 01.04.2014

\*Mr. Ashok Gupta was appointed as Whole Time Director and Mr. Adit Gupta as Managing Director with effect from 01.04.2014 by the Board of Directors in their meeting held on 07.02.2014 subject to approval of shareholders.

The Independent Directors are being paid a sitting fee of Rs. 20,000/-\* for attending each meeting of the Board. Sitting fees paid to the Independent Directors during the financial year 2013-14 is detailed below:

S. No.	Name of the Independent Director	Sitting fees paid(Rs.)	Stock Options Granted	No. of Shares held in the Company
1.	Mr. M.P. Ahluwalia	80,000/-	Nil	Nil
2.	Mr. S. Ratnam	80,000/-	Nil	Nil
3.	Mr. Prabhat Krishna	80,000/-	Nil	Nil

\* The Board in its meeting held on 28.05.2014 increased the sitting to Rs.31000/- for attending each Board meeting.

## Stakeholder Relationship Committee

The Board has reconstituted the Shareholders/ Investors Grievance Committee as "Stakeholder Relationship Committee".

Details of Composition of Shareholders / Investors Grievance Committee

S. No	Name of Member	Designation in Committee	Designation in Company
1	Mr. Prabhat Krishna*	Chairman	Non – Executive Independent Director
2	Mr. Ashok Gupta	Member	Managing Director
3	Mr. Mahipal Ahluwalia*	Member	Non – Executive Independent Director
4	Mr. Seshadri Ratnam*	Member	Non – Executive Independent Director

\*Mr. Prabhat Krishna was designated as a Chairman and Mr. M.P. Ahluwalia was designated as a member w.e.f. 07.02.2014 and Mr. Seshadri Ratnam ceased to be a member of the Committee from that date.

Mr. Prakash Chandra Prusty, Company Secretary of the Company is the Compliance Officer of the Company.

## Shareholders Complaints

No. of Complaints Outstanding as on 01.04.2013	No. of Complaints received during the year	No. of Complaints resolved during the year	No. of complaints pending as on 31.03.2014
Nil	05	05	Nil

## Corporate Social Responsibility Committee

The Board in its meeting held on 07.02.2014 constituted Corporate Social Responsibility Committee. The Composition of the Committee is as under:

S. No	Name of Member	Designation in Committee	Designation in Company
1	Mr. M. P. Ahluwalia	Chairman	Independent Director
2	Mr. Ashok Gupta	Member	Managing Director
3	Mr. Prabhat Krishna	Member	Independent Director

## Management Committee

This Committee considers and passes various resolutions as per the Terms of Reference approved by the Board. The composition of the Committee is as under:

1. Mr. Harswarup Gupta Chairman
2. Mr. Ashok Gupta Member
3. Mr. Adit Gupta Member

Mr. Praksh Chandra Prusty acts as Secretary to the Committee.

## General Body Meetings

### Details of last three Annual General Meetings

Date of Meeting	Place	Time	Details of Special Resolution Passed therein
24-09-2013	Daffodils Hotels, Tania Farms Complex, Chatterpur Mandir Road, Satbari Village, New Delhi- 30	10.30 AM	1. Re-Appointment of Mr. Harswarup Gupta as whole time director of the Company.
28-09-2012	Daffodils Hotels, Tania Farms Complex, Chatterpur Mandir Road, Satbari Village, New Delhi- 30	10.30 AM	1. Appointment & Re- designation of Mr. Adit Gupta as Joint Managing Director of the Company.
23-09-2011	Daffodils Hotels, Tania Farms Complex, Chatterpur Mandir Road, Satbari Village, New Delhi- 30	10.30 AM	1. Re-appointment of Mr. Ashok Gupta, Managing Director of the Company for a further period of 3 years 2. Re-appointment of Mr. Harswarup Gupta, Executive Chairman of the Company for a further period of 3 years 3. Re-appointment of Mr. Adit Gupta as Jt. Managing Director of the Company for a further period of 3 years 4. Revision in remuneration of Ms. Vidhi Gupta, Manager- Business Development 5. Appointment of Ms. Mamta Gupta as Manager – Business Development u/s 314(1) of the Act.

There is no special resolution proposed to be passed through postal ballot.

## Disclosures

- a. Related party transactions have been suitably disclosed in the Notes to the Accounts in compliance to Accounting Standards issued by the Institute of Chartered Accountants of India. However, there are no materially significant related party transactions which have potential conflict with the interests of the Company at large.
- b. During the last three financial years there was no penalty, restrictions of any kind and of any nature, has been imposed by the SEBI, Stock Exchange or any other Statutory Body relating to Capital Market.
- c. Whistle Blower Policy: However, there is no specific Whistle Blower Policy laid down in the organization, but the Management always encourages the Employees of the Company, to detect any actual or suspected fraud, unethical behavior, and be notified the same to the management for its suitable resolution/rectification. There was no incidence highlighted during the financial year 2012-13 within the framework of such encouragement.
- d. Details of Compliance of Mandatory and Non Mandatory Requirements of Corporate Governance are provided in this report.

## Means of Communication

- i. In terms of requirements of Clause 41 of the Listing Agreement, the Quarterly/ Annual Financial Results of the Company are being published in newspapers and are also being displayed on the Website of the Company i.e. [www.amdindustries.com](http://www.amdindustries.com).
- ii. The Quarterly/Annual Financial Results of the Company are being published normally in the following newspapers:
  1. Business Standard, Delhi (Hindi)
  2. Business Standard, Delhi (English)
  3. Nav Bharat Times (Hindi)
  4. Times of India (English)

## General Shareholders Information

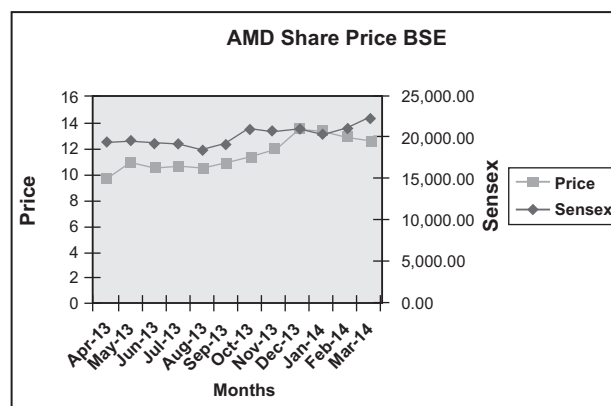
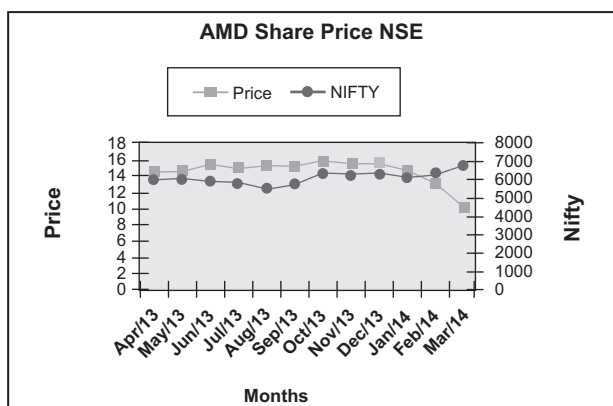
- a. **Annual General Meeting details:-**
  1. Date : 26th September, 2014.
  2. Time : 10:30 A.M.
  3. Venue : Radiance Motel, Tania Farms Complex, Chatterpur Mandir Road, Satbari Village, New Delhi-110030.
- b. **Financial Year:** 2013-2014 (ended on 31<sup>st</sup> March 2014).  
Financial Calendar (tentative and subject to change)  
For the year ending 31<sup>st</sup> March 2015 the financial results will be announced by:
 

Quarter Ended 30 <sup>th</sup> June, 2014	:	First fortnight of August, 2014
Quarter Ended 30 <sup>th</sup> Sept., 2014	:	First fortnight of November, 2014
Quarter Ended 31 <sup>st</sup> Dec., 2014	:	First fortnight of February, 2015
Quarter Ended 31 <sup>st</sup> March, 2015 and Annual Results	:	End of May, 2015
- c. **Book Closure Date:** (Friday) 19.09.2014 to (Friday) 26.09.2014 (Both days- inclusive).
- d. **Dividend Payment Date:** On or after 6th October, 2014
- e. **Shares of Company are listed on:-**
  - a. National Stock Exchange (NSE) and
  - b. Bombay Stock Exchange (BSE)
- f. **Stock Code:** 532828 – BSE  
AMDIND – NSE

- g. The monthly high and low stock price during the financial year 2013-14 is under.

Month	BSE Price		NSE Price	
	High Price (in Rs.)	Low Price (in Rs.)	High Price (in Rs.)	Low Price (in Rs.)
Apr-13	11.30	9.51	11	11
May-13	11.30	8.02	10.7	10.7
Jun-13	11.50	9.50	10.45	10
Jul-13	10.70	9.60	10.5	10.5
Aug-13	11.30	10.00	10.5	10.5
Sep-13	11.85	10.32	10.5	10.5
Oct-13	12.37	10.55	12.15	11.35
Nov-13	13.84	10.80	12	12
Dec-13	13.60	11.10	13	13
Jan-14	14.39	11.70	13.35	12.8
Feb-14	14.00	12.05	13.3	12.8
Mar-14	13.85	11.66	13.6	12.3

- h. Comparison of share of Company with indices



- i. Registrar and Share Transfer Agent:

Head Office:

Bigshare Services Private Limited  
E-2/3, Ansa Industrial Estate,  
Saki Naka Mumbai-400072  
Phone# 91-22-28470652  
Fax # 91-22-28525207.

Branch Office:

4-E/8, First Floor,  
Jhandewalan Ext.,  
New Delhi-110055  
Phone# 91-11-2352373

- j. Share Transfer System:

Company's shares are being transferable both in Demat & Physical mode. The transfers of shares in case of dematerialized form are being conducted through Depository Participants (DP). For the transfer of physical shares Company's Registrar at above mentioned address is to be contacted. Further to expedite the process of transfer of physical shares, the Company has authorized the Officials of the Company in compliance with Clause 49 of the Listing Agreement.

- k. Distribution of share holding (as on 31<sup>st</sup> March 2014)

S.No.	Range	Total Holders	% of Total Holders	Total Holding	% of Total Capital
1	1-500	10495	85.35	1472592	7.68
2	501-1000	943	7.66	789317	4.12
3	1001-2000	439	3.57	687716	3.59
4	2001-3000	166	1.35	423118	2.22
5	3001-4000	63	0.51	229518	1.19
6	4001-5000	47	0.38	223012	1.16
7	5001-10000	71	0.58	496593	2.59
8	100001-99999999	72	0.58	14844883	77.45
	<b>Total</b>	<b>12296</b>	<b>100.00</b>	<b>19166749</b>	<b>100.00</b>

Statement showing Shareholding Pattern as on 31st March 2014





Category Code	Category of Shareholder	Total No. of Shares	Total % Shareholding
<b>A</b>	<b>Shareholding of Promoter and promoter group</b>		
1	Indian	1,26,81,566	66.16
2	Foreign	0.00	0.00
	<b>Total (A)</b>	<b>1,26,81,566</b>	<b>66.16</b>
<b>B</b>	<b>Public Shareholdings</b>		
1.	Institutions	0.00	0.00
2.	Non - Institutions	64,85,183	33.84
	<b>Total (B)</b>	<b>64,85,183</b>	<b>33.84</b>
<b>C</b>	<b>Shares held by custodians and against which Depository Receipts have been issued</b>	<b>0.00</b>	<b>0.00</b>
	<b>Grand Total (A+B+C)</b>	<b>19,166,749</b>	<b>100.00</b>

**l. Dematerialization and liquidity of share (as on 31<sup>st</sup> March 2014)**

As on 31<sup>st</sup> March, 2014 87.54% shares of the Company were held in dematerialized form.

None of the shares of the Company are Locked-in.

**m. Outstanding ADR's/GDR's**

The Company has not issued any GDR's/ADR's etc. in 2013-14.

**n. Plant Locations.**

S. No.	Plant Location	Product
1	C-4 & 5, Site No. 3, Meerut Road Indl. Area, Ghaziabad, U.P. 201001.	CSD Closures and PET Preforms
2	SP- 32 RIICO Industrial Area, Neemrana, (Rajasthan)	Crown Caps, CSD Closures and PET Preforms

**o. Address for correspondence:**

AMD Industries Limited  
18, First Floor, Pusa Road,  
Karol Bagh, New Delhi 110005  
E-mail: investor@amdindustries.com.

**Equity Shares in Suspense Account**

In terms of clause 5A(I) and clause 5A(II) of the Listing Agreement, the Company reports the following details in respect of the equity shares lying in the suspense accounts:

Sl. No.	Particulars	No of Shareholders	No. of Shares
1.	Aggregate No. of shareholders and the outstanding shares in the unclaimed suspense account lying as on 01.04.2013	8	1073
2.	No. of shareholders approached for transfer of shares form the unclaimed Suspense Account during the year	Nil	Nil
3.	No. of shareholders approached for transfer of shares form the unclaimed Suspense Account during the year	Nil	Nil
4.	No. of shareholders to whom shares were transferred form the unclaimed Suspense Account during the year	8	1073

**Code of Conduct**

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Conduct for the financial year 2013-14.

**For and on behalf of Board of Directors**

Place: New Delhi  
Date: 5<sup>th</sup> August, 2014

**Adit Gupta**  
Managing Director

**CEO/CFO Certification**

The Managing Director and Chief Financial Officer have certified to the Board, inter-alia, the accuracy of financial statements and adequacy of Internal Controls for the financial reporting purpose as required under Clause 49 of the Listing Agreement.

**Non-Mandatory Requirement**

The status/extent of compliance of non mandatory requirements is as follows:

**1. The Board**

All Independent Directors have diversified experience and requisite qualification. None of the Independent Directors tenure exceeded a period of nine years on the Board of the Company.

**2. Remuneration Committee**

The nomenclature of the Remuneration Committee has been changed to Nomination and Remuneration Committee. Details given in preceding paragraphs.

**3. Shareholders Rights**

The quarterly results are displayed on company's website www.amdindustries.com and in widely circulated newspapers.

**4. Audit Qualifications**

During the year under review there are no audit qualifications in the financial statements.

**5. Training of Board Members**

There is no formal policy at present for training of the Board.

**6. Mechanism for evaluating non- executive Board Members.**

At present, there is no formal mechanism existing at present for performance evaluation of non-executive directors.

**7. Whistle Blower Policy**

At present, there is no formal whistle Blower Policy at present. However, the company is in process to formulate it.



## Auditor's Certificate on Corporate Governance

To,

The Members,

**AMD Industries Limited**

We have examined the compliance of the conditions of Corporate Governance by AMD Industries Limited, for the Financial Year ended on 31<sup>st</sup> March 2014, as stipulated in Clause 49 of the Listing Agreement of the said company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the Management of the Company. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management of the Company, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreement.

We further state that such compliances is neither an assurance as to the future viability of the company nor the efficiency and effectiveness with which the management has conducted the affairs of the company.

For Suresh & Associates  
Chartered Accountants.

(CA – Narendra Arora)  
Partner  
M. No. 088256  
FRN No. 003316N

Place: New Delhi  
Date: 05.08.2014

## CEO/CFO Certificate under Clause 49(V)

To,

The Board of Directors,

AMD Industries Limited

No.18, Pusa Road, 1st Floor,  
Karol Bagh, New Delhi-110 005.

Dear Sirs,

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2014 and to the best of our knowledge and belief that:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- (d) We have indicated to the Auditors and the Audit committee:
- that there are no significant changes in internal control over financial reporting during the year;
  - that there are no significant changes in accounting policies during the year; and
  - that there are no Instances of significant fraud of which we have become aware.

Place: New Delhi  
Date: 28.05.2014

**Adit Gupta**  
Managing Director

**Hari Shanker Aggarwal**  
Sr. Manager- Accounts

## Secretarial Audit Report For the year ended 31st March, 2014

To,  
The Board of Directors  
AMD Industries Limited  
18, 1<sup>st</sup> Floor, Pusa Road,  
Karol Bagh  
New Delhi-110005.

**Sub: Secretarial Audit Report in respect of the Secretarial Audit conducted on the various compliances made by the Company during period ended on 31<sup>st</sup> March, 2014.**

Dear Sirs,

Pursuant to our appointment as the Secretarial Auditor of the Company for conducting a detailed secretarial audit in respect of various compliances made by the Company under the Companies Act, 1956 and the Companies Act, 2013 (to the extent applicable in the period of our Audit). The Depositories Act, 1996, SEBI Act, 1992, SEBI (Substantial Acquisition of Shares & Takeover) Guidelines, 2011, SEBI (Prohibition of Insider Trading) Regulations, 1992, The Securities Contract Regulation Act, 1956 and the Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange (NSE) covering therein the period commencing from 01.04.2013 and ending on 31.3.2014. we hereby report as under :

We have examined the various registers, records, books and papers as required to be maintained and filed by the Company under the above mentioned enactments, rules, regulations and procedures prescribed there under and we have also examined the information and explanations given to us by the Management and the Compliance Officer of the Company, and pursuant thereto our report has been segregated in two parts, one covering the report on the compliances made by the Company under the Companies Act, 1956 and the second covering the report on the compliances made by the Company under SEBI Act and various Guidelines prescribed there under, SCRA, Depositories Act and the Listing Agreement, which is given as under :

**I. Report on the Compliances made by the Company under the Companies Act, 1956 and Companies Act, 2013 (to the extent applicable) and rules and Regulations prescribed there under:**

We have perused that the Company has complied with the provisions of Companies Act, 1956, Rules & Regulations made there under and the Memorandum & Articles of Association of the Company with regard to:

- a. Maintenance of various Statutory Registers and filing of forms & returns with necessary attachments with the Registrar of Companies.
- b. Constitution of proper Board, due Compliances & Disclosures by the Members of the Board to the Company and to the Authorities prescribed wherever required, conducting of Board Meetings by serving appropriate notices within the time prescribed, conducting of meetings of the shareholders within the time prescribed by serving appropriate and timely notices, recording and signing of Minutes of the Board Meetings and the Shareholders Meetings within the time prescribed, appointment, reappointment, rotation of Directors including Managing Director and the Whole Time Directors and payment of remuneration within the prescribed ceilings.
- c. The appointment and the reappointment of Auditors of the Company and the payment of remuneration to the Auditors of the Company.
- d. Transfer of Company's Shares, Declaration & payment of dividend to the shareholders of the Company.
- e. Borrowings from the Banks and/or financial institutions and registration, modification and satisfaction of charges thereof, inter corporate loans, investments, guarantees, affixation of Common Seal of the Company, publication of name of the Company.
- f. Generally, all other applicable provisions of the Act, Rules & Regulations made there under.

**II. Report on the Compliances made by the Company under the SEBI Act, various Guidelines prescribed thereunder, SCRA, Depositories Act and the Listing Agreement :**

We have perused that the Company is regular in compliances as prescribed under the provisions of SEBI Act, various Guidelines prescribed there under, SCRA, Depositories Act and the Listing Agreement which are reported as under:

- a. The Company has complied with the provisions of Depositories Act, Bye-laws framed there under with regard to dematerialization/rematerialisation of securities and reconciliation of records of dematerialized securities.
- b. The Company has complied with the requirements as prescribed under the Listing Agreement entered into by the Company with the BSE and the NSE. The Company is regular in getting its various notices & financial results published in Hindi and English newspapers as required under the said agreement.
- c. The Company has complied with the provisions of SEBI (Substantial Acquisition of Shares & Takeover) Guidelines, 2011.
- d. Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992, in terms of explanations, none of the employees of the company traded any shares during share trading window closure during year under review and the Company has adopted the Code of Internal Procedure and Conduct as prescribed duly approved by the Management Committee of the Company.

**For AGG & Associates  
Company Secretaries**

**Place: New Delhi  
Dated: 25<sup>th</sup> July, 2014**

**Amar Gopal Gambhir  
Practicing Company Secretary  
FCS : 3668, CP:3653**



## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
AMD Industries Limited

We have audited the accompanying financial statements of AMD Industries Limited ('the Company') which comprise the balance sheet as at 31<sup>st</sup> March 2014, the statement of profit and loss and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### 1. Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ('the Act'). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### 2. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### 3. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the balance sheet, of the state of affairs of the Company as at 31<sup>st</sup> March 2014;
- (ii) in the case of the statement of profit and loss, of the profit for the year ended on that date; and
- (iii) in the case of the cash flow statement, of the cash flows for the year ended on that date.

### 4. Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by section 227(3) of the Act, we report that:
  - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956; and
  - e. on the basis of written representations received from the directors as on 31<sup>st</sup> March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **SURESH & ASSOCIATES**  
FRN: 003316N  
CHARTERED ACCOUNTANTS

DATE : 28.05.2014  
PLACE : NEW DELHI

(**CA. SURESH K GUPTA**)  
PARTNER  
M. No. 080050

## ANNEXURE TO AUDITOR'S REPORT

### Referred to Paragraph 4 of our report of even date attached

- (i) a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.  
b) Some of the fixed assets of the company have been physically verified during the year by the management in accordance with program of verification, which in our opinion provide for physical verification of all the fixed assets at reasonable intervals. According to information and explanation given to us, no material discrepancies have been noticed on such verification.  
c) No fixed assets have been disposed off during the year which may affect the going concern concept.
- (ii) a) As explained to us, the inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable considering size and nature of the business.  
b) In our opinion and according to information and explanation given to us, the procedures of physical verification of inventory, followed by the management, are reasonable and adequate in relation to the size and nature of its business.  
c) In our opinion and according to information and explanation given to us, the company is maintaining proper records of inventory and no serious discrepancies have been noticed on physical verification.
- (iii) a) The company has granted unsecured loan and advances of Rs.35,26,572/- to one company covered in the register maintained under section 301 of the Act.  
b) In our opinion the rate of interest and other terms and conditions of loan and advances given by the company are prima facie not prejudicial to the interest of the company.  
c) As per information given to us, the repayment of principal amount and interest are regular.  
d) There has not been any instance of overdue exceeding rupees one lac during the year.  
e) The company has taken unsecured loans of Rs.2,00,46,754.68/- from one company and Rs.4,00,41,757/- from three other parties, covered in the register maintained under section 301 of the Act.  
f) The rate of interest and other terms and conditions of loans taken by the company are prima facie not prejudicial to the interest of the company.  
g) As per information given to us, the repayment of principal amount and interest are regular.

- (iv) In our opinion and according to information and explanation given to us, there are adequate internal control procedures commensurate with the size and nature of the company for purchase of inventory and fixed assets and sale of goods and services. There is no continuing failure to correct major weakness in internal control system.
- (v) a) According to the information and explanation given to us, the company has entered into transaction pursuant of contract or arrangement entered in register maintained under section 301 of the Companies Act, 1956.  
b) In our opinion and as per information given to us, such transactions are made at prevailing market price at the relevant time.
- (vi) In our opinion and explanation given to us, the company has not accepted any public deposit and the directives issued by the RBI and the provisions of 58A and 58AA of the Act and rules framed there under, wherever applicable, have been complied with.
- (vii) In our opinion, the company has an internal audit system commensurate with its size and nature of its business.
- (viii) The maintenance of the cost record have been prescribed by the Central Government under section 209(1)(d) of Companies Act, 1956 to the company.
- (ix) a) According to books of accounts examined by us and explanation given to us company is generally regular in depositing undisputed statutory dues and there are no undisputed statutory dues payable in respect of PF, ESI, Income Tax, Sales Tax, Wealth Tax Custom Duty, Excise Duty, Cess and other statutory dues which are outstanding as at 31<sup>st</sup> March, 2014 for the period of more than 6 months from the date they became payable.  
b) According to information given to us certain dues of Sales Tax, Entry Tax, Excise Duty and other statutory dues have not been deposited by the company on account of dispute pending before concerned authority details of such dues are given below.

S. No.	Period of Demand	Amount Involved	Particulars of demand	Appeal pending before
1	A.Y. 1999-00 to 2006-07	Rs.9,50,962/-	Local Sales Tax raised by UP Local Sales Tax Authorities.	Supreme Court
2.	A.Y. 1999-00 to 2006-07	Rs.31,18,745/-	Central Sales Tax raised by UP Trade tax Authorities.	Supreme Court
3	A.Y. 2003-04	Rs.3,58,400/-	Demand raised by Assessing Authority u/s 21, we have filed appeal against above order.	Tribunal Court, Ghaziabad
4	F.Y. 2001-02	Rs.11,45,102/-	Entry tax raised by UP Trade Tax Authorities	Jt. Commissioner Appeal (trade tax)-III, Ghaziabad
5.	F.Y. 2002-03	Rs.11,40,307/-	Entry tax raised by UP trade tax Authorities	Supreme Court
6.	FY 2004-05	Rs.16,37,643/-	Entry tax raised by UP trade tax Authorities	Supreme Court
7.	F Y 2001-02	Rs.2,00,000/-	Labour Dispute	Labour Court-I, Ghaziabad
8.	F.Y. 2005-06	Rs.4,74,111/-	Sales Tax Demand raised by UP trade tax Authorities	Commissioner Appeal (trade tax)-I, Ghaziabad
9.	F. Y. 2007-08	Rs.2,02,382/-	Sales Tax demand raised by UP Trade tax Authorities	Addl. Commissioner Appeal (trade tax)-III, Ghaziabad
10.	F.Y. 2003-04	Rs.9,31,360/-	Refund of Excise duty claim denied by Excise Authorities.	CESTAT, R K Puram, New Delhi,
11.	A Y 2005-2006	Rs.2,20,397/-	Entry tax raised by UP trade tax Authorities	Supreme Court
12.	A Y 2012-13	Rs.28,97,299/-	Excise Duty Demand raised by Excise Assessing Authorities. Filed an appeal with stay at CESTAT, New Delhi	CESTAT, New Delhi
13.	A Y 2007 -2008	Rs.38,09,702/-	Demand raised by Trade Tax Department. The Tribunal, Ghaziabad has given Order in our favor. The department appealed against the Tribunal Order.	Hon'ble High Court, Allahabad
14.	F.Y. 2011-12	Rs.9,99,264/-	Entry tax raised by Rajasthan trade tax Authorities.	Hon'ble High Court Rajasthan.

- (x) There are no accumulated losses of the company. The company has also not incurred any cash losses during the financial year and nor in immediately preceding financial year.
- (xi) As per explanation and information provided to us company has not defaulted in repayment of dues to a financial institution or banks.
- (xii) The company has not granted loan and advances on basis of security by way of pledged of shares, debentures, other securities.
- (xiii) In our opinion and according to the information and explanations given to us, the company is not a chit fund/nidhi/mutual benefit fund/ society.
- (xiv) As per information given to us company is not dealing or trading in shares, securities, debentures and other investments.
- (xv) In our opinion and according to the information and explanations given to us, the terms and conditions on which the Company has given guarantee for loans taken by others from banks or financial institutions are not prime-facie prejudicial to the interest of the Company.
- (xvi) To the best of our knowledge & belief and according to information given to us term loan availed by company are prima facie applied by company during the year for the purpose for which they are obtained.
- (xvii) As per information & explanation given to us and overall examination of balance sheet of the company we report that funds raised on short-term basis have prima facie not been used for long-term investment and vice versa.
- (xviii) As per information and explanation given to us the company has not made preferential allotment of shares to parties and companies covered in register maintained under section 301 of the Companies Act.
- (xix) As per information and explanation given to us the company has not issued any debentures and no security has been created against the debenture.
- (xx) During the year, company has not raised money by way public issue of equity shares.
- (xxi) As per information and explanation given to us no fraud has been noticed or reported during the year.

For **SURESH & ASSOCIATES.**  
FRN : 003316N  
CHARTERED ACCOUNTANTS.

(CA **SURESH K. GUPTA**)  
PARTNER  
M No. 080050

DATE : 28.05.2014  
PLACE: NEW DELHI

# AMD Industries Limited



## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2014

Particulars	Note No.	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
<b>I EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
(a) Share Capital	3	191,667,490.00	191,667,490.00
(b) Reserves and Surplus	4	1,004,422,154.25	963,010,081.58
		1,196,089,644.25	1,154,677,571.58
<b>Non-current liabilities</b>			
(a) Long-term borrowings	5	439,802,667.21	513,782,576.51
(b) Deferred tax liabilities (net)	30	87,822,362.00	81,547,440.00
(c) Other long-term liabilities	6	808,320.00	823,400.00
(d) Long-term provisions	7	13,871,427.00	13,619,749.00
		542,304,776.21	609,773,165.51
<b>Current liabilities</b>			
(a) Short-term borrowings	8	298,453,066.09	315,960,224.76
(b) Trade payables	9	279,479,524.47	317,625,390.36
(c) Other current liabilities	10	197,577,472.20	148,138,406.51
(d) Short-term provisions	11	81,934,139.70	31,926,007.57
		857,444,202.46	813,650,029.20
<b>TOTAL</b>		<b>2,595,838,622.92</b>	<b>2,578,100,766.29</b>
<b>II ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed assets	12		
(i) Tangible assets		927,795,223.64	868,381,665.30
(ii) Intangible assets		552,695.00	891,116.00
(iii) Capital work in progress		23,243,734.00	7,836,529.00
		951,591,652.64	877,109,310.30
(b) Non-current investments	13	323,581,164.42	377,833,498.42
(c) Long-term loans and advances	14	161,200,591.98	149,980,415.92
		1,436,373,409.04	1,404,923,224.64
<b>Current assets</b>			
(a) Inventories	15	468,541,038.93	577,760,209.93
(b) Trade receivables	16	374,305,469.44	309,174,323.76
(c) Cash and cash equivalents	17	37,291,530.14	41,414,164.91
(d) Short-term loans and advances	18	143,997,984.42	234,960,293.93
(e) Other current assets	19	135,329,190.95	9,868,549.12
		1,159,465,213.88	1,173,177,541.65
<b>TOTAL</b>		<b>2,595,838,622.92</b>	<b>2,578,100,766.29</b>
<b>III Notes forming part of the financial statements</b>	<b>1 - 34</b>		

As per our report of even date attached

**For Suresh & Associates**

**FRN No. 003316N**

Chartered Accountants

**(CA Suresh K. Gupta)**

**Partner**

**Membership No.080050**

**For and on behalf of the Board of Directors**

**(Harswarup Gupta)**

**Chairman**

**DIN - 00034406**

**(Adit Gupta)**

**Managing Director**

**DIN - 00238784**

Place : New Delhi

Date : 28.05.2014

**(H.S.Agarwal)**

**Senior Manager - Accounts**

**(Prakash Prusty)**

**Company Secretary**

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2014

Particulars	Note No.	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
<b>I Revenue from operations (gross)</b>	20	2,164,996,389.93	1,854,215,360.93
Less: Excise duty		335,409,764.06	282,738,787.00
Revenue from operations (net)		1,829,586,625.87	1,571,476,573.93
<b>II Other income</b>	21	4,824,586.26	11,160,111.08
<b>Total revenue ( I+II)</b>		<b>1,834,411,212.13</b>	<b>1,582,636,685.01</b>
<b>III Expenses</b>			
(a) Cost of materials consumed	22.a	1,068,896,331.06	966,213,608.63
(b) Purchases of stock-in-trade	22.b	10,915,196.00	30,923.00
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	22.c	(17,702,923.00)	(62,194,175.00)
(d) Employee benefits expense	23	127,617,781.00	111,994,099.87
(e) Finance costs	24	104,156,649.14	101,032,399.80
(f) Depreciation and amortisation expense	12	87,303,529.00	82,789,871.72
(g) Other expenses	25	360,108,537.26	360,163,219.59
<b>Total expenses</b>		<b>1,741,295,100.46</b>	<b>1,560,029,947.61</b>
<b>IV Profit / (Loss) before exceptional items and tax</b>		93,116,111.67	22,606,737.40
<b>V Exceptional items - Profit/(Loss) on Sale/Written Off of Fixed Assets</b>		(149,119.00)	8,774.29
<b>VI Profit / (Loss) before tax</b>		92,966,992.67	22,615,511.69
<b>VII Tax expense:</b>			
(a) Current tax expense		28,000,000.00	11,705,000.00
(b) Tax expense related to prior years		(2,768,470.00)	(1,827,745.00)
(c) Net current tax expense		25,231,530.00	9,877,255.00
(d) Deferred tax		6,274,922.00	(3,164,773.00)
		<b>31,506,452.00</b>	<b>6,712,482.00</b>
<b>VIII Profit / (Loss) for the period</b>		<b>61,460,540.67</b>	<b>15,903,029.69</b>
<b>IX Earning per equity shares: Basic and diluted</b>	29	3.21	0.83
<b>X Notes forming part of the financial statements</b>	1 - 34		

As per our report of even date attached

**For Suresh & Associates**  
FRN No. 003316N  
Chartered Accountants

(CA Suresh K. Gupta)  
Partner  
Membership No.080050

Place : New Delhi  
Date : 28.05.2014

For and on behalf of the Board of Directors

(Harswarup Gupta)  
Chairman  
DIN - 00034406

(H.S.Agarwal)  
Senior Manager - Accounts

(Adit Gupta)  
Managing Director  
DIN - 00238784

(Prakash Prusty)  
Company Secretary



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2014

Particulars	For the year ended 31st March, 2014		For the year ended 31st March, 2013	
	Rs.	Rs.	Rs.	Rs.
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax		92,966,992.67		22,615,511.69
<u>Adjustments for:</u>				
Depreciation and amortisation	87,303,529.00		82,789,871.72	
(Profit) / loss on sale / write off of assets	149,119.00		(8,774.29)	
Finance costs	104,156,649.14		101,032,399.80	
Interest income	(4,953,227.28)		(10,014,145.64)	
Dividend income	-		(14,450.98)	
Rental income from investment properties	(2,039,999.00)		(2,040,000.00)	
Adjustments to the carrying amount of investments	54,252,334.00		3,152,087.27	
Net unrealised exchange (gain) / loss	(18,661.30)	238,849,743.56	(8,037.30)	174,888,950.58
Operating profit / (loss) before working capital changes		331,816,736.23		197,504,462.27
<u>Changes in working capital:</u>				
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Inventories	109,219,171.00		(208,232,933.99)	
Trade receivables	(65,131,145.68)		56,630,553.39	
Short-term loans and advances	38,024,680.51		(61,146,443.14)	
Long-term loans and advances	(9,756,856.06)		2,829,031.08	
Other current assets	(125,460,641.83)		107,926,923.99	
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Trade payables	(38,145,865.89)		87,272,298.48	
Other current liabilities	49,439,065.69		(24,192,895.06)	
Other long-term liabilities	(15,080.00)		(102,075.00)	
Short-term provisions	34,431,420.69		(112,879,254.01)	
Long-term provisions	251,678.00	(7,143,573.57)	1,737,890.00	(150,156,904.26)
Cash flow from extraordinary items		324,673,162.66		47,347,558.01
Cash generated from operations		-		-
Net income tax (paid) / refunds		324,673,162.66		47,347,558.01
		(11,118,138.56)		(16,964,714.30)
		313,555,024.10		30,382,843.71
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>313,555,024.10</b>		<b>30,382,843.71</b>
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	(162,053,390.34)		(105,080,325.50)	
Proceeds from sale of fixed assets	118,400.00		66,500.00	
Inter-corporate deposits (net)	1,854,474.00		1,313,846.68	
Purchase of long-term investments				
- Others	-		-	
Loans given				
- Subsidiaries	(32,538,921.00)		(49,179,803.00)	
- Associates	(87,667,619.00)		(4,971,977.00)	
Loans realised				
- Subsidiaries	85,476,550.00		40,300,000.00	
- Associates	81,416,889.00		42,156,996.00	
Interest received				
- Subsidiaries	2,890,071.00		5,389,538.00	
- Others	2,063,156.28		4,624,607.64	
Dividend received				
- Others	-		14,450.98	
Rental income from investment properties	2,039,999.00	(106,400,391.06)	2,040,000.00	(63,326,166.20)
Cash flow from extraordinary items		-		-
<b>cash flow from / (used in) investing activities (B)</b>		<b>(106,400,391.06)</b>		<b>(63,326,166.20)</b>

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2014 Contd...

Particulars	For the year ended 31st March, 2014		For the year ended 31st March, 2013	
	Rs.	Rs.	Rs.	Rs.
<b>C. Cash flow from financing activities</b>				
Proceeds from long-term borrowings	43,577,000.00		402,371,174.00	
Repayment of long-term borrowings	(117,556,909.30)		(170,824,487.51)	
Net increase / (decrease) in working capital borrowings	(13,110,902.67)		(76,119,185.31)	
Finance cost	(104,156,649.14)		(101,032,399.80)	
Dividends paid	(17,250,074.00)		(19,166,749.00)	
Tax on dividend	(2,798,394.00)	(211,295,929.11)	(3,109,326.00)	32,119,026.38
Cash flow from extraordinary items		-		-
		(211,295,929.11)		32,119,026.38
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(211,295,929.11)</b>		<b>32,119,026.38</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>(4,141,296.07)</b>		<b>(824,296.11)</b>
Cash and cash equivalents at the beginning of the year		41,414,164.91		42,230,423.72
Effect of exchange differences on restatement of foreign currency		18,661.30		8,037.30
Cash and cash equivalents				
<b>Cash and cash equivalents at the end of the year</b>		<b>37,291,530.14</b>		<b>41,414,164.91</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>				
Cash and cash equivalents as per Balance Sheet (Refer Note 17)		37,291,530.14		41,414,164.91
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 <i>Cash Flow Statements</i> (give details)		-		-
Net Cash and cash equivalents (as defined in AS 3 <i>Cash Flow Statements</i> ) included in Note 19		37,291,530.14		41,414,164.91
Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 <i>Cash Flow Statements</i> ) (Refer Note (ii) to Note 16 Current investments)		-		-
<b>Cash and cash equivalents at the end of the year *</b>		<b>37,291,530.14</b>		<b>41,414,164.91</b>
* Comprises:				
(a) Cash on hand		122,855.05		76,291.05
(b) Balances with banks				
(i) In current accounts		832,322.39		731,514.98
(ii) In EEFC accounts		342,597.10		310,044.58
(iii) In earmarked accounts (give details) (Refer Note (ii) below)		35,754,919.00		40,109,759.00
(c) Others - Foreign Currency in hand		238,836.60		186,555.30
		<b>37,291,530.14</b>		<b>41,414,164.91</b>

### Notes:

- The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.
- These earmarked account balances with banks can be utilised only for the specific identified purposes.

As per our report of even date attached

**For Suresh & Associates**

**FRN No. 003316N**

Chartered Accountants

**(CA Suresh K. Gupta)**

**Partner**

**Membership No.080050**

**For and on behalf of the Board of Directors**

**(Harswarup Gupta)**

**Chairman**

**DIN - 00034406**

**(Adit Gupta)**

**Managing Director**

**DIN - 00238784**

Place : New Delhi

Date : 28.05.2014

**(H.S.Agarwal)**

**Senior Manager - Accounts**

**(Prakash Prusty)**

**Company Secretary**

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note Particulars

#### 1 Corporate information

The Company is engaged in the Manufacturing of Pet Preform, Crown Caps and CSD Closures. The company is also engaged in jobwork operation of preforms. The company is continuously catering to the packaging needs of Beverages and Beer Industry of the country and abroad. The company has also interest in the Real Estates.

#### 2 Significant accounting policies

##### 2.1 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

##### 2.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

##### 2.3 Inventories

###### Inventories

###### (i) Raw Material

At cost or net realizable value (on FIFO basis) whichever is lower (Rejected raw material at cost Less claim received thereon)

###### ii) Finished Goods

At cost or net realizable value whichever is lower. For arriving at the cost for this purpose the cost includes material cost and manufacturing expenses.

###### iii) Semi Finished Goods

At cost of input plus apportioned overhead expenses and depreciation.

###### iv) Job work in Process

At apportioned manufacturing expenses and depreciation.

###### v) Stores and Spares

At cost or net realizable value (on FIFO basis) whichever is lower.

###### vi) Scrap

At estimated realizable value.

###### vii) Real Estates Inventory

At cost plus cost of improvement.

In order to comply with the mandatory requirements of Accounting Standard -2 'Valuation of inventories' prescribed by the Institute of Chartered Accountants of India; The Company has adopted the exclusive method of the excise duty

##### 2.4 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

##### 2.5 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

##### 2.6 Depreciation and Amortisation

The depreciation on Plant & Machinery including Moulds installed in Neemrana Unit and Ghaziabad Unit has been provided on 'Multiple Shift Basis'. The depreciation on all assets has been provided on 'straight-line method' at the rates prescribed in Schedule XIV of the Companies Act, 1956.

##### 2.7 Revenue recognition

Revenue in respect of sale of products is recognised on delivery, which coincides with the transfer of risk and rewards of ownership. Discounts given / accrued to customers at the time of despatch are considered as trade discounts and netted from sales.

Sales made to Nepal and Bhutan has been treated as export sale. However there is no inflow of Foreign Exchange on sales to Nepal and Bhutan.

Job work of Preform Completed and lying in Factories as on 31st March 2014 has been shown as inventory under the head Job Work in Process.

Interest income is recognized on an accrual basis on time proportionate basis, based on interest rates implicit in the transaction.

##### 2.8 Other income

Dividend income is recognized on receipt basis.

##### 2.9 Tangible fixed assets

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

CENVAT Credit availed on acquisition of fixed assets is reduced from the cost of concerned assets.

### Capital work-in-progress:

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

### 2.10 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

### 2.11 Foreign currency transactions

- (i) Foreign currency transactions during the year are recorded at the rate of exchange prevailing on the date of transaction. Foreign currency monetary assets and liabilities are translated into Rupees at the rate of exchange prevailing on the date of Balance Sheet. All Exchange difference are dealt with in the Profit and Loss Account. Foreign Currency monetary items are reported using the closing rate.
- (ii) Where the company has entered into forward exchange contracts, the difference between the forward rate and spot rate at the date of the contract is recognised in the statement of the profit and loss over the life of the contract and difference between the spot rate at the date of contract and the exchange rate prevailing on the balance sheet date is recognised as per Accounting Standard (AS)-11 issued by the Institute of Chartered Accountants of India. Any profit or loss arising on cancellation or renewal of the forward exchange contract is recognised as Income or as expenses for the year.

### 2.12 Government grants, subsidies and export incentives

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

### 2.13 Investments

Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

### 2.14 Employee benefits

- (i) Short-term employee benefits are recognised as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.
- (ii) Defined Benefit Plans:
  - Leave Salary of employees on the basis of actuarial valuation as per AS 15.
  - Gratuity Liability on the basis of actuarial valuation as per AS 15.
- (iii) Defined Contribution Plans:
  - Provident fund and ESI on the basis of actual liability accrued and paid to authorities.

### 2.15 Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

### 2.16 Segment reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

### 2.17 Earnings per share

Basic Earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted Earnings per share are not different from basic earning per share.

### 2.18 Taxes on income

The Deferred tax expense or benefit is recognised on timing differences being the difference between taxable incomes and accounting incomes that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

### 2.19 Impairment of assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

### 2.20 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 3 Share Capital

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised Equity shares of Rs.10/- each with voting rights	25,000,000.00	250,000,000.00	25,000,000.00	250,000,000.00
(b) Issued Equity shares of Rs.10/- each with voting rights	19,166,749.00	191,667,490.00	19,166,749.00	191,667,490.00
(c) Subscribed and fully paid up Equity shares of Rs.10/- each with voting rights	19,166,749.00	191,667,490.00	19,166,749.00	191,667,490.00
<b>Total</b>	<b>19,166,749.00</b>	<b>191,667,490.00</b>	<b>19,166,749.00</b>	<b>191,667,490.00</b>

Particulars		
<b>Notes:</b>		
Reconciliation of the shares outstanding at the beginning and at the end of the reporting period		
(i) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:		
Particulars	Opening Balance	Closing Balance
Equity shares with voting rights		
Year ended 31 March, 2014		
- Number of shares	19,166,749.00	19,166,749.00
- Amount (Rs.)	191,667,490.00	191,667,490.00
Year ended 31 March, 2013		
- Number of shares	19,166,749.00	19,166,749.00
- Amount (Rs.)	191,667,490.00	191,667,490.00

(ii) Details of shares held by each shareholder holding more than 5% shares:				
Class of shares / Name of shareholder	As at 31st March, 2014		As at 31st March, 2013	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Harswarup Gupta	2,575,604.00	13.44%	2,575,604.00	13.44%
Ashok Gupta	3,514,446.00	18.34%	3,427,796.00	17.88%
Chitra Gupta	1,200,945.00	6.27%	1,200,945.00	6.27%
Adit Gupta	4,142,637.00	21.61%	3,284,126.00	17.13%
Ashok Sons (HUF)	982,500.00	5.13%	982,500.00	5.13%

### Note 4 Reserves and surplus

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Securities premium account		
Opening balance	650,390,253.28	650,390,253.28
Closing balance	650,390,253.28	650,390,253.28
(b) General reserve		
Opening balance	27,326,418.51	27,326,418.51
Closing balance	27,326,418.51	27,326,418.51
(c) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	285,293,409.79	289,438,848.10
Add: Profit / (Loss) for the year	61,460,540.67	15,903,029.69
Less: Dividends proposed to be distributed to equity shareholders Re 0.90 Per shares (Previous year Re 0.90- per share)	17,250,074.00	17,250,074.00
Tax on dividend	2,798,394.00	2,798,394.00
Closing balance	326,705,482.46	285,293,409.79
<b>Total</b>	<b>1,004,422,154.25</b>	<b>963,010,081.58</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 5 Long-term borrowings

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Term loans		
From banks		
Secured	402,582,297.21	485,227,048.11
	402,582,297.21	485,227,048.11
From other parties		
Secured	37,220,370.00	28,555,528.40
	37,220,370.00	28,555,528.40
<b>Total</b>	<b>439,802,667.21</b>	<b>513,782,576.51</b>

### Note :

#### Details of Repayment Terms and Security against the Term Loans

Particulars	Repayment Terms	Security	Rate of Interest	Amount of EMI/ Instalment
Kotak Mahindra Bank	Repayable in 60 Monthly EMI	Hypothecation of Vehicle acquired out of Loan	13.59%	33,500.00
Standard Chartered Bank	Repayable in 212 Monthly EMI	Mortgage of Immovable Properties of the Company at DLF,Pinnacle & DLF Courtyard and the Personal Guarantee of the Directors	12.75%	87,560.00
Standard Chartered Bank	Repayable in 180 Monthly EMI	Mortgage of Immovable Properties of the Company at DLF,Pinnacle & DLF Courtyard and the Personal Guarantee of the Directors	13.25%	293,474.00
Standard Chartered Bank	Repayable in 127 Monthly EMI	Mortgage of Immovable Properties of the Company at DLF,Pinnacle & DLF Courtyard and the Personal Guarantee of the Directors	BR+2.75%	410,124.00
Union Bank of India	Repayable in 60 Monthly Installments and Interest Payable Monthly	First Pari Passu charge over fixed assets of the company except vehicles & immovable properties of the company specifically mortgage to other lenders. The same is also secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors and corporate guarantee & mortgage of Land and Building of another Company.	BR+4.25%	5,275,000.00
Kotak Mahindra Bank	Repayable in 63 Monthly EMI	Mortgage of Immovable Properties of the Company at Digital Green, Gurgaon and the Personal Guarantee of the Directors	RR-4.30%	705,542.00
Kotak Mahindra Bank	Repayable in 109 Monthly EMI	Mortgage of Personal Property of wife of Director and the Personal Guarantee of the Directors	RR+2.50%	621,504.00
Kotak Mahindra Bank	Repayable in 72 Monthly EMI	Mortgage of Personal Property of wife of Director & Director's HUF and the Personal Guarantee of the Directors	BR+4.75%	3,131,164.00
Bajaj Finance Ltd.	Repayable in 60 Monthly EMI	Mortgage of Immovable Properties of the Company at Mohali and the Personal Guarantee of the Directors	BFRR-8.60%	428,328.00
Tata Capital Financial Services Limited	Repayable in 48 Monthly Installments and Interest Payable Monthly	Hypothecation of Equipments and First Pari Passu charge over Immovable property of the Company situated at Haridwar and Personal Guarantee of the Directors	LTLR-4.60%	375,000.00
Tata Capital Financial Services Limited	Repayable in 57 Monthly Installments and Interest Payable Monthly	Hypothecation of Equipments and First Pari Passu charge over Immovable property of the Company situated at Haridwar and Personal Guarantee of the Directors	LTLR-4.60%	208,500.00
Tata Capital Financial Services Limited	Repayable in 57 Monthly Installments and Interest Payable Monthly	Hypothecation of Equipments and First Pari Passu charge over Immovable property of the Company situated at Haridwar and Personal Guarantee of the Directors	LTLR-4.60%	210,400.00
State Bank of India	Repayable in 12 Monthly Installments of Rs.17 Lac, 12 Monthly Installments of Rs..33 Lac and 6 Monthly Installments of Rs..67 Lac during the F.Y. 2013 -14,2014-15 and 2015-16 respectively and Interest Payable Monthly	First Pari Passu charge over fixed assets of the company except vehicles & immovable properties of the company situated at Ghaziabad, Haridwar and others immovable properties & equipments specifically mortgage to other lenders. The same is also secured by the personal guarantee of the directors.	BR+4.25%	-
ICICI Bank	Repayable in 122 Monthly EMI	Mortgage of Personal Property of Directors and the Personal Guarantee of the Directors	BR+2.50%	935,604.00
Punjab National Bank	Repayable in 20 Quarterly Installments of Rs. 25 and Interest Payable Monthly. The term loan has not been disbursed and the repayment has not yet started. However the Bank has issued LOU for the Buyers Credit of Euro 680000 (Rs.56596034) for the payment of LC under the Term Loan	First Pari Passu charge over fixed assets of the company except vehicles & immovable properties of the company situated at Neemrana and others immovable properties & Equipments specifically mortgage to other lenders.The same is also secured by the personal guarantee of the directors.	BR+3.25%	-

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 6 Other long-term liabilities

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Trade Payables:		
(i) Other than Acceptances	298,320.00	313,400.00
(b) Others:		
(i) Trade / security deposits received	510,000.00	510,000.00
<b>Total</b>	<b>808,320.00</b>	<b>823,400.00</b>

### Note 7 Long-term provisions

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Provision for employee benefits:		
(i) Provision for gratuity (net) (Refer Note 26)	5,451,496.00	5,187,774.00
(ii) Provision for other employee benefits (Leave Encashment) (Refer Note 26)	2,419,931.00	2,431,975.00
	7,871,427.00	7,619,749.00
(b) Provision - Others:		
(i) Provision for other contingencies (Refer Note 31)	6,000,000.00	6,000,000.00
	6,000,000.00	6,000,000.00
<b>Total</b>	<b>13,871,427.00</b>	<b>13,619,749.00</b>

### Note 8 Short-term borrowings

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Loans repayable on demand		
From banks		
Secured	238,364,554.41	249,820,308.08
Unsecured	-	1,655,149.00
	238,364,554.41	251,475,457.08
(b) Loans and advances from related parties		
Unsecured	60,088,511.68	64,484,767.68
	60,088,511.68	64,484,767.68
<b>Total</b>	<b>298,453,066.09</b>	<b>315,960,224.76</b>

### Notes:

#### Details of Security and terms against the Short Term Borrowings from Banks

Particulars	Security	Rate of Interest
State Bank of India	First Pari Passu charge over Current assets of the company and 2nd parri passu charge over the fixed assets of the company except vehicles & immovable properties of the company specifically mortgage to other lenders. The same is also secured by way of mortgage of personal property of the Director and the Personal Guarantee of the Directors.	BR+1.05%
Kotak Mahindra Bank	First Pari Passu charge over Current assets of the company and 2nd parri passu charge over the fixed assets of the company except vehicles & immovable properties of the company specifically mortgage to other lenders. The same is also secured by way of mortgage of personal property of the Director and the Personal Guarantee of the Directors.	BR+3.25%
Punjab National Bank	First Pari Passu charge over Current assets of the company and 2nd parri passu charge over the fixed assets of the company except vehicles & immovable properties of the company specifically mortgage to other lenders. The same is also secured by way of mortgage of personal property of the Director and the Personal Guarantee of the Directors.	BR+3.25%

#### Details of terms and conditions Short Term Borrowings received from Related parties

Name of Party	Terms of Repayment	Rate of Interest
H.S.Gupta	Payable on demand	12%
Ashok Gupta	Payable on demand	12%
Adit Gupta	Payable on demand	12%
Ashoka Productions & Communications (P) Ltd.	Payable on demand	12%



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 9 Trade payables

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
Trade payables:		
Other than Acceptances	279,479,524.47	317,625,390.36
<b>Total</b>	<b>279,479,524.47</b>	<b>317,625,390.36</b>

### Note 10 Other current liabilities

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Current maturities of long-term debt (Refer Note (i) below)	150,732,199.65	122,284,788.25
(b) Other payables		
(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	4,606,484.45	4,048,668.88
(ii) Interest payable	-	274,802.84
(iii) Advances from customers	8,359,751.03	2,673,923.31
(iv) Others (Expenses Payable)	33,879,037.07	18,856,223.23
<b>Total</b>	<b>197,577,472.20</b>	<b>148,138,406.51</b>

Note (i): Current maturities of long-term debt (Refer Notes in Note 5 - Long-term borrowings for details of security and guarantee):

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Term loans		
From banks		
Secured	137,840,624.65	114,886,235.02
	137,840,624.65	114,886,235.02
From other parties		
Secured	12,891,575.00	7,398,553.23
	12,891,575.00	7,398,553.23
<b>Total</b>	<b>150,732,199.65</b>	<b>122,284,788.25</b>

### Note 11 Short-term provisions

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Provision for employee benefits:		
(i) Provision for bonus	2,879,858.00	2,853,610.00
(ii) Provision for gratuity (net) (Refer Note 26)	1,425,475.00	1,369,361.00
(iii) Provision for other employee benefits (Leave Encashment) (Refer Note 26)	1,580,780.00	1,323,812.00
	5,886,113.00	5,546,783.00
(b) Provision - Others:		
(i) Provision for tax (net of advance tax Rs.1,05,66,535.86 (As at 31 March, 2013 Rs.98,48,247.30))	17,433,464.14	1,856,752.70
(ii) Provision for proposed equity dividend	17,250,074.00	17,250,074.00
(iii) Provision for tax on proposed dividends	2,798,394.00	2,798,394.00
(iv) Other Current Liabilities :-		
(a) Forward Contract Payable	38,099,667.21	4,110,434.36
(b) Deferred Forward Premium	391,427.35	301,569.51
(c) Wealth Tax Payable	75,000.00	62,000.00
	76,048,026.70	26,379,224.57
<b>Total</b>	<b>81,934,139.70</b>	<b>31,926,007.57</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 12 :Fixed Assets

		GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
		Balance as at 1 April, 2013	Additions	Disposals	Balance as at 31st March, 2014	Balance as at 1 April, 2013	Depreciation Charge for the year	On Disposals	Balance as at 31st March, 2014	Balance as at 31st March, 2014	Balance as at 31st March, 2013
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
(i)	<b>Tangible Assets</b>										
	(a) Land	161,200,632.47	5,173,440.00	-	166,374,072.47	-	-	-	-	166,374,072.47	161,200,632.47
	(b) Buildings	102,091,649.00	530,333.00	-	102,621,982.00	18,874,437.30	3,411,333.00	-	22,285,770.30	80,336,211.70	83,217,211.70
	(c) Plant and Equipments	1,058,150,918.29	137,244,162.34	-	1,195,395,080.63	459,729,012.40	79,747,956.00	-	539,476,968.40	655,918,112.23	598,421,905.89
	(d) Furniture and Fixtures	20,801,418.60	522,192.00	315,363.00	21,008,247.60	8,307,832.34	1,281,044.00	48,625.00	9,540,251.34	11,467,996.26	12,493,586.26
	(e) Vehicles	22,869,479.14	2,640,502.00	422,550.12	25,087,431.02	13,185,960.32	2,003,227.00	421,769.12	14,767,418.20	10,320,012.82	9,683,518.82
	(f) Office equipment	11,994,734.50	505,756.00	-	12,500,490.50	8,629,924.34	491,748.00	-	9,121,672.34	3,378,818.16	3,364,810.16
	<b>Total</b>	<b>1,377,108,832.00</b>	<b>146,616,385.34</b>	<b>737,913.12</b>	<b>1,522,987,304.22</b>	<b>508,727,166.70</b>	<b>86,935,308.00</b>	<b>470,394.12</b>	<b>595,192,080.58</b>	<b>927,795,223.64</b>	<b>868,381,665.30</b>
	<b>Previous Year</b>	<b>1,280,661,468.49</b>	<b>97,229,831.51</b>	<b>782,468.00</b>	<b>1,377,108,832.00</b>	<b>427,027,557.27</b>	<b>82,424,351.72</b>	<b>724,742.29</b>	<b>508,727,166.70</b>	<b>868,381,665.30</b>	<b>853,633,911.22</b>
(ii)	<b>Intangible Assets</b>										
	(a) Computer software	2,268,870.00	29,800.00	-	2,298,670.00	1,377,754.00	368,221.00	-	1,745,975.00	552,695.00	891,116.00
	<b>Total</b>	<b>2,268,870.00</b>	<b>29,800.00</b>	<b>-</b>	<b>2,298,670.00</b>	<b>1,377,754.00</b>	<b>368,221.00</b>	<b>-</b>	<b>1,745,975.00</b>	<b>552,695.00</b>	<b>891,116.00</b>
	<b>Previous Year</b>	<b>2,254,905.00</b>	<b>13,965.00</b>	<b>-</b>	<b>2,268,870.00</b>	<b>1,012,234.00</b>	<b>365,520.00</b>	<b>-</b>	<b>1,377,754.00</b>	<b>891,116.00</b>	<b>1,242,671.00</b>
(iii)	<b>Capital Work in Progress</b>	<b>7,836,529.00</b>	<b>15,407,205.00</b>	<b>-</b>	<b>23,243,734.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>23,243,734.00</b>	<b>7,836,529.00</b>
	<b>Total</b>	<b>7,836,529.00</b>	<b>15,407,205.00</b>	<b>-</b>	<b>23,243,734.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>23,243,734.00</b>	<b>7,836,529.00</b>
	<b>Previous Year</b>	<b>-</b>	<b>7,836,529.00</b>	<b>-</b>	<b>7,836,529.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7,836,529.00</b>	<b>-</b>
	<b>Grand Total</b>	<b>1,387,214,231.00</b>	<b>162,053,390.34</b>	<b>737,913.12</b>	<b>1,548,529,708.22</b>	<b>510,104,920.70</b>	<b>87,303,529.00</b>	<b>470,394.12</b>	<b>596,938,055.58</b>	<b>951,591,652.63</b>	<b>877,109,310.29</b>
	<b>Previous Year</b>	<b>1,282,916,373.49</b>	<b>105,080,325.51</b>	<b>782,468.00</b>	<b>1,387,214,231.00</b>	<b>428,039,791.27</b>	<b>82,789,871.72</b>	<b>724,742.29</b>	<b>510,104,920.70</b>	<b>877,109,310.30</b>	<b>854,876,582.22</b>

Note : Capital work in progress represent the amount paid for electrical appliances, equipments, furniture & fixtures etc. during the construction period of the premises taken on rent. However no rent has been paid during the current financial year.

### Note 13 Non-current investments

Particulars		As at 31st March, 2014			As at 31st March, 2013		
		Quoted	Unquoted	Total	Quoted	Unquoted	Total
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
A.	Investments (At cost):						
	Trade						
(a)	Investment in equity instruments						
	(i) of subsidiaries	-	52,000,000.00	52,000,000.00	-	52,000,000.00	52,000,000.00
	52,00,000 (As at 31 March, 2013: 52,00,000)						
	Equity Shares of Rs.10 each fully paid up in AMD Estates & Developers (P) Limited						
	<b>Total - Trade (A)</b>	<b>-</b>	<b>52,000,000.00</b>	<b>52,000,000.00</b>	<b>-</b>	<b>52,000,000.00</b>	<b>52,000,000.00</b>
B.	Other investments						
(a)	Investment in equity instruments						
	(i) of other STL Global Limited (50000 Equity Shares fully paid up)	138,500.00	-	138,500.00	138,500.00	-	138,500.00
		138,500.00	-	138,500.00	138,500.00	-	138,500.00
(b)	Investment in mutual funds						
	(i) SBI One India Fund - Dividend (10000 Units at Rs.10 Each)	100,000.00		100,000.00	100,000.00		100,000.00
	(ii) SBI Infrastructure Fund - I - Growth (10000 Units at Rs.10 Each)	100,000.00		100,000.00	100,000.00		100,000.00
	(iii) Union KBC Equity Fund Growth (50000 Units at Rs.10 Each)	500,000.00		500,000.00	500,000.00		500,000.00
		700,000.00	-	700,000.00	700,000.00	-	700,000.00
(c)	AMD Estates & Developers (P) Ltd. (Refer Note (i) below)		270,747,666.00	270,747,666.00	-	325,000,000.00	325,000,000.00
		-	270,747,666.00	270,747,666.00	-	325,000,000.00	325,000,000.00
	<b>Total - Other investments (B)</b>	<b>838,500.00</b>	<b>270,747,666.00</b>	<b>271,586,166.00</b>	<b>838,500.00</b>	<b>325,000,000.00</b>	<b>325,838,500.00</b>
	<b>Total (A+B)</b>	<b>838,500.00</b>	<b>322,747,666.00</b>	<b>323,586,166.00</b>	<b>838,500.00</b>	<b>377,000,000.00</b>	<b>377,838,500.00</b>
	Less: Provision for diminution in value of investments			5,001.58			5,001.58
	<b>Total</b>			<b>323,581,164.42</b>			<b>377,833,498.42</b>
	Aggregate amount of quoted investments			838,500.00			838,500.00
	Aggregate amount of unquoted investments			322,747,666.00			377,000,000.00

#### Note :

- (i) Investments represents the amount paid to its subsidiary AMD Estates & Developers (P) Limited against sharing of revenue in ongoing Commercial Project of the said Subsidiary Company at Gurgaon.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 14 Long-term loans and advances

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Capital advances		
Unsecured, considered good	121,937,683.90	117,933,103.92
	121,937,683.90	117,933,103.92
(b) Security deposits		
Unsecured, considered good	27,848,876.00	21,351,211.00
	27,848,876.00	21,351,211.00
(c) Other Loans and Advances		
(i) Prepaid expenses - Unsecured, considered good	-	57,700.00
	-	57,700.00
(ii) Advances to suppliers		
Unsecured, considered good	534,016.00	1,460,527.00
	534,016.00	1,460,527.00
(iii) Advances recoverable in cash or kind		
Unsecured, considered good	10,880,016.08	9,177,874.00
	10,880,016.08	9,177,874.00
<b>Total</b>	<b>161,200,591.98</b>	<b>149,980,415.92</b>

### Note 15 Inventories

(At lower of cost and net realisable value)

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Raw materials	201,606,408.00	331,595,578.00
Goods-in-transit	44,868,102.00	42,889,196.00
	246,474,510.00	374,484,774.00
(b) Work-in-progress (Refer Note below)	26,196,000.00	38,923,900.00
	26,196,000.00	38,923,900.00
(c) Finished goods (other than those acquired for trading)	99,169,300.00	71,726,900.00
	99,169,300.00	71,726,900.00
(d) Stores and spares	31,590,681.00	28,013,386.00
	31,590,681.00	28,013,386.00
(e) Others - Packing Materials	8,555,359.00	11,044,484.00
	8,555,359.00	11,044,484.00
(f) Others - Waste & Scrap	12,373,787.00	9,385,364.00
	12,373,787.00	9,385,364.00
(g) Others - Real Estates	44,181,401.93	44,181,401.93
	44,181,401.93	44,181,401.93
<b>Total</b>	<b>468,541,038.93</b>	<b>577,760,209.93</b>

Note: Details of inventory of work-in-progress

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
Pet Preform	-	-
CSD Closures	5,968,000.00	3,645,200.00
Crown Caps	5,144,100.00	13,560,400.00
Job Work (Pet Preform)	15,083,900.00	21,718,300.00
	<b>26,196,000.00</b>	<b>38,923,900.00</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 16 Trade receivables

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
Trade receivables outstanding for a period exceeding six months		
Unsecured, considered good	27,998,867.71	16,105,011.29
Doubtful	911,363.00	1,596,709.00
	28,910,230.71	17,701,720.29
Less : Provision for Doubtful trade receivables	320,000.00	320,000.00
	28,590,230.71	17,381,720.29
Other Trade receivables		
Unsecured, considered good	345,715,238.73	291,792,603.47
	345,715,238.73	291,792,603.47
<b>Total</b>	<b>374,305,469.44</b>	<b>309,174,323.76</b>

### Note 17 Cash and cash equivalents

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Cash on hand	122,855.05	76,291.05
(b) Balances with banks		
(i) In current accounts	832,322.39	731,514.98
(ii) In EEFC accounts	342,597.10	310,044.58
(iii) Balances held as margin money or security against borrowings, guarantees and other commitments	35,754,919.00	40,109,759.00
(c) Others - Foreign Currency in Hand	238,836.60	186,555.30
<b>Total</b>	<b>37,291,530.14</b>	<b>41,414,164.91</b>

### Note 18 Short-term loans and advances

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Loans and advances to employees		
Unsecured, considered good	848,068.00	667,568.00
	848,068.00	667,568.00
(b) Loans and advances to related parties (Refer Note 18 (i) below)		
Unsecured, considered good	3,526,572.00	56,464,201.00
	3,526,572.00	56,464,201.00
(c) Prepaid expenses - Unsecured, considered good	2,079,845.00	4,910,520.00
	2,079,845.00	4,910,520.00
(d) Balances with government authorities		
Unsecured, considered good		
(i) CENVAT credit receivable	83,560,097.78	119,150,277.78
(ii) VAT credit receivable	16,346,678.00	9,950,773.00
(iii) Service Tax credit receivable	19,028,761.88	13,771,363.61
	118,935,537.66	142,872,414.39
(e) Others (Advances to Suppliers)		
Unsecured, considered good	18,607,961.76	30,045,590.54
	18,607,961.76	30,045,590.54
<b>Total</b>	<b>143,997,984.42</b>	<b>234,960,293.93</b>

Note: 18 (i) Loans and Advances to related parties represents the loan given to Subsidiary Company AMD Estate & Developers (P) Limited without any specific repayment schedule.

### Note 19 Other current assets

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Accruals		
(i) Interest accrued on deposits	932,639.00	1,251,390.72
(b) Others		
(i) Others - (i) Forward Contract Receivables	39,179,210.95	5,060,172.56
(ii) Exports Incentive Receivables	2,908,125.00	3,556,985.84
(iii) AMD Estates & Developers (P) Ltd. (Refer Note (i) below)	92,309,216.00	-
<b>Total</b>	<b>135,329,190.95</b>	<b>9,868,549.12</b>

Note : (i) It represents the amount receivable from its subsidiary company AMD Estates & Developers (P) Limited against sharing of revenue in ongoing Commercial Project of the said Subsidiary Company at Gurgaon.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 20 Revenue from operations

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
(a) Sale of products (Refer Note (i) below)	1,678,877,813.73	1,500,529,172.93
(b) Sale of services (Refer Note (ii) below)	401,396,996.24	319,624,603.00
(c) Revenue from Investments in Real Estate (Refer Note (iv) below)	38,056,882.00	-
(d) Other operating revenues (Refer Note (iii) below)	46,664,697.96	34,061,585.00
	2,164,996,389.93	1,854,215,360.93
Less:		
(e) Excise duty	335,409,764.06	282,738,787.00
<b>Total</b>	<b>1,829,586,625.87</b>	<b>1,571,476,573.93</b>

Note	Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
(i)	Sale of products comprises:		
	<u>Manufactured goods</u>		
	Crown Caps	614,433,607.10	559,156,884.73
	CSD Closures	507,149,763.11	445,391,260.72
	Pet - Preforms	546,295,258.12	495,865,212.48
	Others		
	<b>Total - Sale of manufactured goods</b>	<b>1,667,878,628.33</b>	<b>1,500,413,357.93</b>
	<u>Traded goods</u>		
	Others	10,999,185.40	115,815.00
	<b>Total - Sale of traded goods</b>	<b>10,999,185.40</b>	<b>115,815.00</b>
	<b>Total - Sale of products</b>	<b>1,678,877,813.73</b>	<b>1,500,529,172.93</b>
(ii)	Sale of services comprises :		
	Jobwork - Pet Preform	401,396,996.24	319,624,603.00
	<b>Total - Sale of services</b>	<b>401,396,996.24</b>	<b>319,624,603.00</b>
(iii)	Other operating revenues comprise:		
	Sale of scrap	22,660,581.96	19,994,351.00
	Duty drawback and other export incentives	6,042,626.00	5,401,168.00
	Rent Received	2,039,999.00	2,040,000.00
	Others - Discount on Purchase	15,921,491.00	6,626,066.00
	<b>Total - Other operating revenues</b>	<b>46,664,697.96</b>	<b>34,061,585.00</b>
(iv)	Amount represents the income received from sharing in revenue from its subsidiary AMD Estates & Developers (P) Limited in ongoing Commercial Project of the said Subsidiary Company at Gurgaon		

### Note 21 Other income

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
(a) Interest income (Refer Note (i) below)	4,953,227.28	10,014,145.64
(b) Dividend income:		
others	-	14,450.98
(c) Other non-operating income (Refer Note (ii) below)	(128,641.02)	1,131,514.46
<b>Total</b>	<b>4,824,586.26</b>	<b>11,160,111.08</b>

Note	Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
(i)	Interest income comprises:		
	Interest from banks on:		
	deposits	1,058,879.00	2,315,695.82
	Interest on loans and advances	686,054.28	333,017.00
	Interest on overdue trade receivables	318,223.00	1,975,894.82
	Interest income from Short term loans and advances to subsidiaries	2,890,071.00	5,389,538.00
	<b>Total - Interest income</b>	<b>4,953,227.28</b>	<b>10,014,145.64</b>
(ii)	Other non-operating income comprises:		
	Miscellaneous income	(128,641.02)	1,131,514.46
	<b>Total - Other non-operating income</b>	<b>(128,641.02)</b>	<b>1,131,514.46</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 22.a Cost of materials consumed

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
Opening stock	374,484,774.00	240,105,348.01
Add: Purchases	940,886,067.06	1,100,593,034.62
	1,315,370,841.06	1,340,698,382.63
Less: Closing stock	246,474,510.00	374,484,774.00
<b>Cost of material consumed</b>	<b>1,068,896,331.06</b>	<b>966,213,608.63</b>
Material consumed comprises:		
Tin Free Sheets	286,080,444.58	246,396,118.09
Polypropylene	225,954,734.30	223,366,058.57
Resin	395,627,374.19	350,780,901.18
Other items (includes Lining Compound, Lacquer, PVC etc.)	161,233,777.99	145,670,530.79
<b>Total</b>	<b>1,068,896,331.06</b>	<b>966,213,608.63</b>

### Note 22.b Purchase of traded goods

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
Others (Pet Resin etc.)	10,915,196.00	30,923.00
<b>Total</b>	<b>10,915,196.00</b>	<b>30,923.00</b>

### Note 22.c Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
<u>Inventories at the end of the year:</u>		
Finished goods	99,169,300.00	71,726,900.00
Work-in-progress	26,196,000.00	38,923,900.00
Stock-in-trade - Real Estates	44,181,401.93	44,181,401.93
Stock-in-trade -Waste & Scrap	12,373,787.00	9,385,364.00
Stock-in-trade - Trading Goods	-	-
	<b>181,920,488.93</b>	<b>164,217,565.93</b>
<u>Inventories at the beginning of the year:</u>		
Finished goods	71,726,900.00	33,677,400.00
Work-in-progress	38,923,900.00	17,974,600.00
Stock-in-Trade - Real Estates	44,181,401.93	44,181,401.93
Stock-in-trade -Waste & Scrap	9,385,364.00	6,187,689.00
Stock-in-trade - Trading Goods	-	2,300.00
	<b>164,217,565.93</b>	<b>102,023,390.93</b>
<b>Net (increase) / decrease</b>	<b>(17,702,923.00)</b>	<b>(62,194,175.00)</b>

### Note 23 Employee benefits expense

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
Salaries and wages	123,093,678.00	107,659,001.87
Contributions to provident and other funds	2,610,646.00	2,586,739.00
Staff welfare expenses	1,913,457.00	1,748,359.00
<b>Total</b>	<b>127,617,781.00</b>	<b>111,994,099.87</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 24 Finance costs

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
(a) Interest expense on:		
(i) Borrowings	101,136,346.95	88,727,138.46
(ii) Trade payables	2,228,787.19	7,613,629.34
(b) Other borrowing costs - Processing Fees	791,515.00	4,691,632.00
<b>Total</b>	<b>104,156,649.14</b>	<b>101,032,399.80</b>

### Note 25 Other expenses

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
Business promotion	1,932,304.76	730,224.70
Communication	3,060,566.20	3,086,750.20
Consumption of stores and spare parts	7,102,690.33	6,302,123.85
Consumption of packing materials	56,149,250.61	52,713,779.54
Commission Paid	22,743,209.78	41,012,391.00
Donations and contributions	78,000.00	789,610.00
Freight and forwarding	32,218,823.12	37,017,944.25
Legal and professional	6,960,264.00	8,728,074.03
Net loss on foreign currency transactions (other than considered as finance cost)	6,359,300.57	(8,377,000.03)
Auditors Remuneration (Refer Note 25 (i) below)	650,000.00	767,200.00
Printing and stationery	969,156.00	1,141,732.00
Power and fuel	133,022,208.42	123,406,200.00
Insurance	3,945,505.77	5,637,125.20
Rates and taxes	1,775,908.00	1,573,295.00
Rent	32,052,112.17	27,958,641.50
Repairs and maintenance - Buildings	3,532,002.33	3,438,130.00
Repairs and maintenance - Machinery	10,484,171.25	9,828,194.94
Repairs and maintenance - Others	2,888,166.37	2,915,761.94
Sales discount	4,932,606.61	4,676,520.65
Travelling and conveyance	13,773,369.88	14,660,667.03
Water	55,244.00	100,039.00
Permanent diminution in the carrying amount of long term investments (other than subsidiaries)	-	3,152,087.27
Provision for doubtful trade receivables		320,000.00
Other expenses	15,423,677.09	18,583,727.52
<b>Total</b>	<b>360,108,537.26</b>	<b>360,163,219.59</b>

### Notes: 25 (i) Auditors Remuneration includes:

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	520,000.00	520,000.00
For taxation audit fees	130,000.00	130,000.00
For taxation matters	-	35,000.00
For other services	-	82,200.00
<b>Total</b>	<b>650,000.00</b>	<b>767,200.00</b>



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 26 Disclosures under Accounting Standards

#### Employee benefit plans

##### Defined benefit plans

The Company offers the following employee benefit schemes to its employees:

- Gratuity
- Other defined benefit plans (Leave Encashment)

The following table schemes and the amount recognised in the financial statements:

Rs.

Particulars	For the year ended 31st March, 2014		For the year ended 31st March, 2013	
	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
<b>Components of employer expense</b>				
Current service cost	1,298,709.00	629,100.00	1,197,064.00	932,996.00
Interest cost	524,571.00	300,463.00	486,345.00	251,108.00
Curtailment cost / (credit)	-	(385,074.00)	-	(224,362.00)
Past service cost	-	-	-	500,772.00
Actuarial losses/(gains)	(196,748.00)	371,018.00	639,579.00	426,442.00
<b>Total expense recognised in the Statement of Profit and Loss</b>	<b>1,626,532.00</b>	<b>915,507.00</b>	<b>2,322,988.00</b>	<b>1,886,956.00</b>
<b>Actual contribution and benefit payments for year</b>				
Actual benefit payments	(1,306,696.00)	(670,583.00)	(1,421,023.00)	(1,051,031.00)
Actual contributions				
<b>Net asset / (liability) recognised in the Balance Sheet</b>				
Present value of defined benefit obligation	6,557,135.00	3,755,787.00	5,655,170.00	2,919,862.00
Funded status [Surplus / (Deficit)]	319,836.00	244,924.00	901,965.00	835,925.00
<b>Net asset / (liability) recognised in the Balance Sheet</b>	<b>6,876,971.00</b>	<b>4,000,711.00</b>	<b>6,557,135.00</b>	<b>3,755,787.00</b>

Rs.

Particulars	For the year ended 31st March, 2014		For the year ended 31st March, 2013	
	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
<b>Change in defined benefit obligations (DBO) during the year</b>				
Present value of DBO at beginning of the year	6,557,135.00	3,755,787.00	5,655,170.00	2,919,862.00
Current service cost	1,298,709.00	629,100.00	1,197,064.00	932,996.00
Interest cost	524,571.00	300,463.00	486,345.00	251,108.00
Curtailment cost / (credit)	-	(385,074.00)	-	(224,362.00)
Actuarial (gains) / losses	(196,748.00)	371,018.00	639,579.00	426,442.00
Past service cost	-	-	-	500,772.00
Benefits paid	(1,306,696.00)	(670,583.00)	(1,421,023.00)	(1,051,031.00)
Present value of DBO at the end of the year	<b>6,876,971.00</b>	<b>4,000,711.00</b>	<b>6,557,135.00</b>	<b>3,755,787.00</b>
<b>Actuarial assumptions</b>				
Discount rate	9.10%	9.10%	8.00%	8.00%
Salary escalation	7.50%	7.50%	7.50%	7.50%

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 27 Disclosures under Accounting Standards

#### Particulars

#### Segment information

The Company has identified business segments as its primary segment and geographic segments as its secondary segment. Business segments are primarily Packaging, Textile and Real Estate. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments. Geographical revenues are allocated based on the location of the customer. Geographic segments of the Company are India and Others.

Particulars	For the year ended 31st March, 2014			
	Business segments		Eliminations	Total
	PACKAGING	REAL ESTATE		
	Rs.	Rs.	Rs.	Rs.
Revenue	1,789,489,744.87 (1,569,436,573.93)	40,096,881.00 (2,040,000.00)	- (-)	1,829,586,625.87 (1,571,476,573.93)
Inter-segment revenue	- (-)	- (-)	- (-)	- (-)
Total	1,789,489,744.87 (1,569,436,573.93)	40,096,881.00 (-)	- (-)	1,829,586,625.87 (1,569,436,573.93)
Segment result	60,722,908.78 (17,690,462.16)	27,419,497.63 (-6235061.55)	- (-)	88,142,406.41 (11,455,400.61)
Unallocable expenses (net)				- (-)
Operating income				88,142,406.41 (11,455,400.61)
Other income (net)				4,824,586.26 (11,160,111.08)
Profit before taxes				92,966,992.67 (22,615,511.69)
Tax expense				31,506,452.00 (6,712,482.00)
Net profit for the year				61,460,540.67 (15,903,029.69)

Particulars	For the year ended 31st March, 2014		
	Business segments		Total
	PACKAGING	REAL ESTATE	
	Rs.	Rs.	Rs.
Segment assets	2,133,073,766.99 (2,100,455,163.36)	462,764,855.93 (477,645,602.93)	2,595,838,622.92 (2,578,100,766.29)
Unallocable assets	- (-)	- (-)	- (-)
Total assets	2,133,073,766.99 (2,100,455,163.36)	462,764,855.93 (477,645,602.93)	2,595,838,622.92 (2,578,100,766.29)
Segment liabilities	2,568,569,008.77 (2,549,844,069.38)	27,269,614.15 (28,256,696.91)	2,595,838,622.92 (2,578,100,766.29)
Unallocable liabilities	- (-)	- (-)	- (-)
Total liabilities	2,568,569,008.77 (2,549,844,069.38)	27,269,614.15 (28,256,696.91)	2,595,838,622.92 (2,578,100,766.29)
<u>Other information</u>			
Capital expenditure (allocable)	162,053,390.34 (105,080,325.51)	- (-)	162,053,390.34 (105,080,325.51)
Depreciation and amortisation (allocable)	87,303,529.00 (82,789,871.72)	- (-)	87,303,529.00 (82,789,871.72)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 27 Disclosures under Accounting Standards (contd.)

#### Particulars

The geographic segments individually contributing 10 percent or more of the Company's revenues and segment assets are shown separately:

Geographic Segment	Revenues For the year ended 31 March, 2014 Rs.	Segment assets As at 31 March, 2014 Rs.
India	1,692,376,132.24	2,595,838,622.92
	(1,443,049,883.41)	(2,578,100,766.29)
Others	137,210,493.63	-
	(128,426,690.52)	(-)

**Note:** Figures in bracket relates to the previous year

### Note 28 Related Party disclosure

As required by Accounting Standard - 18, "Related Party Disclosures" issued by the Institute of Chartered Accountants of India, relevant information is provided here below

28.1 Related parties with whom transactions have taken place during the year:	
Name	Relationship
Sh. H S Gupta	Key Managerial Personnnel
Sh. Ashok Gupta	Key Managerial Personnnel
Sh. Adit Gupta	Key Managerial Personnnel
Mrs. Chitra Gupta	Key Managerial Personnnel's relative
Ms. Vidhi Gupta	Key Managerial Personnnel's relative
Ms. Mamta Gupta	Key Managerial Personnnel's relative
Ashoka Productions and Communications (P) Limited	Company in which KMP / Relatives of KMP can exercise significant influence
Kadam Trees Properties (P) Limited	Company in which KMP / Relatives of KMP can exercise significant influence
AMD Estates & Developers Private Limited	Subsidiary Company
M/s Pink Dreams Studio	Firm in which KMP / Relatives of KMP can exercise significant influence

28.2 Followings are the details of the transactions with the related party:		
Nature of transaction	Related Parties	Amount in Rs.
Salaries, Allowance & Perquisites	Key Managerial Personnnel	32,084,588.00
		(21,682,363.00)
Salaries, Allowance & Perquisites	Key Managerial Personnnel's relative	2,400,000.00
		(2,303,400.00)
Rent Paid	Company in which KMP / Relatives of KMP can exercise significant influence	3,960,000.00
		(3,960,000.00)
Rent Paid	Key Managerial Personnnel	8,694,000.00
		(9,729,000.00)
Rent Paid	Key Managerial Personnnel's relative	5,790,000.00
		(1,380,000.00)
Interest paid	Company in which KMP / Relatives of KMP can exercise significant influence	2,460,998.00
		(2,015,384.68)
Interest paid	Key Managerial Personnnel	10,916,889.00
		(2,756,996.00)
Diwali Expenses	Firm in which KMP / Relatives of KMP can exercise significant influence	205,330.00
		( - )
Interest Income	Subsidiary Company	2,890,071.00
		(5,389,538.00)
Repayment of Unsecured Loans	Key Managerial Personnnel	87,667,619.00
		(4,971,977.00)
Repayment of Unsecured Loans	Company in which KMP / Relatives of KMP can exercise significant influence	3,106,524.00
		(701,538.00)
Unsecured Loans Received	Key Managerial Personnnel	81,416,889.00
		(42,156,996.00)
Unsecured Loans Received	Company in which KMP / Relatives of KMP can exercise significant influence	4,960,998.00
		(2,015,384.68)
Loans & Advance given to subsidiary	Subsidiary Company	32,538,921.00
		(49,179,803.00)
Loans & Advance received back from subsidiary	Subsidiary Company	85,476,550.00
		(40,300,000.00)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

28.3	Disclosure of Material Transactions:		
	Particulars	Current Year	Previous Year
	<b><u>Salaries, Allowance &amp; Perquisite</u></b>		
	Sh. H S Gupta ( Chairman)	12,000,000.00	7,317,954.00
	Sh. Ashok Gupta ( Managing Director)	10,044,988.00	7,515,575.00
	Sh. Adit Gupta ( Joint Managing Director)	10,039,600.00	6,848,834.00
	<b><u>Salaries, Allowance &amp; Perquisite</u></b>		
	Ms. Vidhi Gupta	1,200,000.00	1,151,700.00
	Ms. Mamta Gupta	1,200,000.00	1,151,700.00
	<b><u>Rent Paid</u></b>		
	Kadam Trees Properties (P) Limited	3,960,000.00	3,960,000.00
	Sh. Ashok Gupta ( Managing Director)	-	1,035,000.00
	Sh. Adit Gupta ( Joint Managing Director)	8,694,000.00	8,694,000.00
	Mrs. Chitra Gupta	5,340,000.00	1,380,000.00
	Ashok Sons (HUF)	450,000.00	-
	<b><u>Interest Paid</u></b>		
	Ashoka Productions and Communications (P) Limited	2,460,998.00	2,015,384.68
	Sh. H S Gupta ( Chairman)	1,614,813.00	1,204,129.00
	Sh. Ashok Gupta ( Managing Director)	8,414,306.00	966,309.00
	Sh. Adit Gupta ( Joint Managing Director)	887,770.00	586,558.00
	<b><u>Diwali Expenses</u></b>		
	M/s Pink Dreams Studio	205,330.00	-
	<b><u>Interest Income</u></b>		
	AMD Estates & Developers Private Limited	2,890,071.00	5,389,538.00
	<b><u>Revenue from Investments in Real Estates</u></b>		
	AMD Estates & Developers Private Limited	38,056,882.00	-
	<b><u>Repayment of Unsecured Loans</u></b>		
	Ashoka Productions and Communications (P) Limited	3,106,524.00	701,538.00
	Sh. H S Gupta ( Chairman)	1,257,320.00	737,392.00
	Sh. Ashok Gupta ( Managing Director)	75,642,513.00	3,823,775.00
	Sh. Adit Gupta ( Joint Managing Director)	10,767,786.00	410,810.00
	<b><u>Unsecured Loans Received</u></b>		
	Ashoka Productions and Communications (P) Limited	4,960,998.00	2,015,384.68
	Sh. H S Gupta ( Chairman)	1,614,813.00	7,604,129.00
	Sh. Ashok Gupta ( Managing Director)	74,914,306.00	26,966,309.00
	Sh. Adit Gupta ( Joint Managing Director)	4,887,770.00	7,586,558.00
	<b><u>Loans &amp; Advance Given to Subsidiary</u></b>		
	AMD Estates & Developers Private Limited	32,538,921.00	49,179,803.00
	<b><u>Loans &amp; Advance received back from Subsidiary</u></b>		
	AMD Estates & Developers Private Limited	85,476,550.00	40,300,000.00

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 29 Disclosures under Accounting Standards

Basic and diluted earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The company has not issued any potential equity shares, accordingly, basic and diluted earnings per share are the same.

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
<b>Earnings per share</b>		
(a) Profit after taxation and exceptional items	61,460,540.67	15,903,029.69
(b) Weighted average number of shares outstanding during the year	19,166,749.00	19,166,749.00
(c) Nominal Value per Share	10.00	10.00
(d) Basic and Diluted earnings per share	3.21	0.83

### Note 30 Disclosures under Accounting Standards

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
<b>Deferred tax (liability) / asset</b>		
<u>Tax effect of items constituting deferred tax liability</u>		
On difference between book balance and tax balance of fixed assets	90,053,596.00	83,674,903.00
Tax effect of items constituting deferred tax liability	90,053,596.00	83,674,903.00
<u>Tax effect of items constituting deferred tax assets</u>		
Provision for compensated absences, gratuity and other employee benefits	2,231,234.00	2,127,463.00
On items included in Reserves and surplus pending amortisation into the Statement of Profit and Loss	-	-
Tax effect of items constituting deferred tax assets	2,231,234.00	2,127,463.00
<b>Net deferred tax (liability) / asset</b>	(87,822,362.00)	(81,547,440.00)

### Note 31 Disclosures under Accounting Standards

Particulars					
<b>Details of provisions</b>					
The Company has made provision for various contractual obligations and disputed liabilities based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below:					
Particulars	As at 1st April, 2013	Additions	Utilisation	Reversal (withdrawn as no longer required)	As at 31st March, 2014
	Rs.	Rs.	Rs.	Rs.	Rs.
Provision for other contingencies:					
(i) Sales Tax Demand for the Year 1999-2000 to 2006-2007	4,100,000.00 (4,100,000.00)	- -	- -	- -	4,100,000.00 (4,100,000.00)
(ii) Entry Tax for the Year 2004-2005 and 2005-2006	1,900,000.00 (1,900,000.00)	- -	- -	- -	1,900,000.00 (1,900,000.00)
<b>Total</b>	6,000,000.00 (6,000,000.00)	- -	- -	- -	6,000,000.00 (6,000,000.00)

**Note:** - Figures in brackets relate to the previous year.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 32 Additional information to the financial statements

Note	Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
32.1	<b>Contingent liabilities and commitments (to the extent not provided for)</b>		
(i)	Contingent liabilities		
	(a) Claims against the Company not acknowledged as debt	Nil	Nil
	(b) Guarantees - Corporate Guarantee for Subsidiary Company i.e. AMD Estates and Developers (P) Limited	230,000,000.00	230,000,000.00
	(c) Other money for which the Company is contingently liable against pending legal cases		
	- Sales Tax Matters	4,844,595.00	19,510,149.00
	- Entry Tax Matters	3,284,673.00	2,285,409.00
	- Excise Matters	3,828,659.00	10,425,252.00
	- Labour Dispute	200,000.00	522,000.00
		<b>12,157,927.00</b>	<b>32,742,810.00</b>

32.2 The Company has not received any Memorandum, (as required to be filed by the supplier which are registered with the Notified Authority under the provisions of the Micro, Small & Medium Enterprises Development Act, 2006) claiming their status as on 31<sup>st</sup> March 2014 as Micro, Small and Medium Enterprise. Consequently, interest paid/payable to these parties during the year is NIL.

32.3	<b>Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchanges</b>		
	Loans and advances in the nature of loans given to subsidiaries without any specific repayment schedule:		
	<b>Name of the party</b>	<b>Relationship</b>	<b>Amount outstanding as at 31 March, 2014</b>
	AMD Estates & Developers (P) Limited	Subsidiary	3,526,572.00
			(56,464,201.00)
			<b>Maximum balance outstanding during the year</b>
			56,464,201.00
			(56,464,201.00)
	<b>Note:</b> Figures in bracket relate to the previous year.		

32.4	<b>Details on derivatives instruments and unhedged foreign currency exposures</b>		
I.	The following derivative positions are open as at 31 March, 2014. These transactions have been undertaken to act as economic hedges for the Company's exposures to various risks in foreign exchange markets and may / may not qualify or be designated as hedging instruments.		
(a)	Forward exchange contracts and options [being derivative instruments], which are not intended for trading or speculative purposes but for hedge purposes to establish the amount of reporting currency required or available at the settlement date of certain payables and receivables.		
(i)	Outstanding forward exchange contracts entered into by the Company as on 31 March, 2014		
	<b>Currency</b>	<b>Amount</b>	<b>Buy / Sell</b>
	USD	633,940.00	Buy
	USD	(424,425.68)	Buy
	USD	-	Sell
	USD	(500,000.00)	Sell
			<b>Cross currency</b>
			Rupees
			Rupees
			Rupees
			Rupees
	<b>Note:</b> Figures in brackets relate to the previous year		
II.	The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:		
	<b>As at 31st March, 2014</b>		<b>As at 31st March, 2013</b>
	<b>Receivable/ (Payable)</b>	<b>Receivable/ (Payable) in Foreign currency</b>	<b>Receivable/ (Payable)</b>
	<b>Rs.</b>	<b>(indicate amount with currency)</b>	<b>Rs.</b>
	22501049.00	USD 374394.74	24,506,774.00
	Nil	EURO Nil	1,798,628.00
	(39069585.00)	(USD 650078.46)	(11142512.00)
	(62052241.00)	(EURO 751451.58)	(1046912.00)
			USD 450580.80
			EURO 25863.24
			(USD 929965.80)
			(EURO 15054)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 32 Additional information to the financial statements (Contd.)

Note	Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
32.5	<b>Value of imports calculated on CIF basis :</b>		
	Raw materials	315,205,082.10	497,543,610.31
	Spare parts	2,259,230.05	1,132,590.59
	Capital goods	97,395,730.00	67,438,570.50
32.6	<b>Expenditure in foreign currency :</b>	<b>As at 31st March, 2014 Rs.</b>	<b>As at 31st March, 2013 Rs.</b>
	Commission	1,498,178.78	1,320,248.70
	Others (Travelling Expenses etc)	2,662,930.22	3,553,732.00
32.7	<b>Details of consumption of imported and indigenous items</b>	<b>For the year ended 31 March, 2013</b>	
		<b>Rs.</b>	<b>%</b>
	Imported		
	Raw materials	432,119,939.77	40.43
		(392,618,081.31)	(40.63)
	<b>Total</b>	432,119,939.77	40.43
		(392,618,081.31)	(40.63)
	Indigenous		
	Raw materials	636,776,391.29	59.57
		(573,595,527.32)	(59.37)
	<b>Total</b>	636,776,391.29	59.57
		(573,595,527.32)	(59.37)
	<b>Note:</b> Figures / percentages in brackets relates to the previous year		
32.8	<b>Earnings in foreign exchange:</b>	<b>As at 31st March, 2014 Rs.</b>	<b>As at 31st March, 2013 Rs.</b>
	Export of goods calculated on FOB basis	137,210,493.63	128,426,690.52
32.9	<b>Dividend</b> Board of Directors have proposed Dividend of Rs. 0.90 Per share on Paid up Share capital of 19166749 equity shares. The distribution of the Dividend is subject to approval by the shareholders.		

### Note 33 Information of subsidiaries as required under section 212 of the Companies Act, 1956 :

		<b>(Amount in Rs.)</b>	
	<b>Name of the Subsidiary</b>	<b>AMD Estates and Developers (P) Limited</b>	<b>Prime Techno Build (P) Limited</b>
	Country of Origin	India	India
A	Share Capital	100,000,000.00	100,000.00
B	Reserves and Surplus	(15,366,079.71)	(159,860.00)
C	Total Liabilities	730,674,257.00	47,539,159.00
D	Total Assets	730,674,257.00	47,539,159.00
E	Details of Investments (Except for Investments in Subsidiaries)	-	-
F	Turnover/Other Income	115,471,522.92	-
G	Profit/(Loss) before Taxes	(5,635,374.21)	(22,000.00)
H	Provision for Taxation	(673,465.00)	-
I	Profit/(Loss) after Taxes	(4,961,909.21)	(22,000.00)
J	Proposed Dividend	-	-

### Note 34 Previous year's figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

**For Suresh & Associates**  
**FRN No. 003316N**  
 Chartered Accountants

**(CA Suresh K. Gupta)**  
**Partner**  
**Membership No.080050**

Place : New Delhi  
 Date : 28.05.2014

**For and on behalf of the Board of Directors**

**(Harswarup Gupta)**  
**Chairman**  
**DIN - 00034406**

**(H.S.Agarwal)**  
**Senior Manager - Accounts**

**(Adit Gupta)**  
**Managing Director**  
**DIN - 00238784**

**(Prakash Prusty)**  
**Company Secretary**



# AMD Industries Limited (Consolidated)



## AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF AMD INDUSTRIES LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS OF AMD INDUSTRIES LIMITED

We have examined the attached Consolidated Balance Sheet of AMD Industries Limited and its subsidiaries as at March 31, 2014 and the consolidated Profit and Loss account for the period then ended.

These Financial Statements are the responsibility of the AMD Industries Limited Management. Our responsibility is to express an opinion on these Financial Statements based on our audit. We conducted our audit in accordance with generally accepted auditing standards of India. These Standards require that we plan and perform the audit to obtain reasonable assurance whether the Financial Statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the Financial Statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall Financial Statements. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the Financial Statements of subsidiaries, whose Financial Statements reflect total assets (net) of Rs.73,05,30,458.00 as at March 31, 2014 and total loss of 49,83,909.21 for the period then ended. These Financial Statements have been audited by other auditors, whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included in respect of the subsidiaries, is based solely on the report of the other auditors.

We Report that the Consolidated Financial Statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements, issued by the Institute of Chartered Accountants of India and on the basis of the separate audited Financial Statements of AMD Industries Limited and its subsidiaries included in the Consolidated Financial Statements.

On the basis of the information and explanation given to us and on the consideration of the separate audit report on individual audited Financial Statements of AMD Industries Limited and its aforesaid subsidiaries, we are of the opinion that :

1. The Consolidated Balance sheet gives a true and fair view of the Consolidated state of affairs of AMD Industries Limited and its subsidiaries as at March 31, 2014; and
2. The Consolidated Profit and Loss Account gives a true and fair view of the Consolidated results of operations of AMD Industries Limited and its subsidiaries for the period then ended

For **SURESH & ASSOCIATES**  
**RN : 003316N**  
Chartered Accountants

**(CASURESH K. GUPTA)**  
**PARTNER**  
**M. No. 080050**

Dated: 28.05.2014  
Place: New Delhi

# AMD Industries Limited (Consolidated)



## CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2014

Particulars	Note No.	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
<b>I EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
(a) Share Capital	3	191,667,490.00	191,667,490.00
(b) Reserves and Surplus	4	853,313,435.54	814,492,996.08
(c) Minority Interest		40,682,557.00	43,074,833.00
		1,085,663,482.54	1,049,235,319.08
<b>Non-current liabilities</b>			
(a) Long-term borrowings	5	579,283,464.72	617,653,259.67
(b) Deferred tax liabilities (net)	30	84,457,992.00	78,856,535.00
(c) Other long-term liabilities	6	808,320.00	823,400.00
(d) Long-term provisions	7	13,871,427.00	13,619,749.00
		678,421,203.72	710,952,943.67
<b>Current liabilities</b>			
(a) Short-term borrowings	8	298,453,066.09	315,960,224.76
(b) Trade payables	9	279,580,564.47	317,708,830.36
(c) Other current liabilities	10	337,463,753.40	327,676,053.50
(d) Short-term provisions	11	81,934,139.70	31,926,007.57
		997,431,523.66	993,271,116.19
<b>TOTAL</b>		<b>2,761,516,209.92</b>	<b>2,753,459,378.94</b>
<b>II ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed assets	12		
(i) Tangible assets		927,986,314.64	868,638,375.30
(ii) Intangible assets		552,695.00	891,116.00
(iii) Capital work in progress		23,243,734.00	7,836,529.00
		951,782,743.64	877,366,020.30
(b) Goodwill on consolidation		281,267.00	281,267.00
(c) Non-current investments	13	833,498.42	833,498.42
(d) Long-term loans and advances	14	161,200,591.98	149,980,415.92
		1,114,098,101.04	1,028,461,201.64
<b>Current assets</b>			
(a) Inventories	15	964,004,373.85	1,121,029,621.85
(b) Trade receivables	16	423,869,739.51	309,174,323.76
(c) Cash and cash equivalents	17	40,630,829.15	44,791,267.30
(d) Short-term loans and advances	18	175,893,191.42	240,134,415.27
(e) Other current assets	19	43,019,974.95	9,868,549.12
		1,647,418,108.88	1,724,998,177.30
<b>TOTAL</b>		<b>2,761,516,209.92</b>	<b>2,753,459,378.94</b>
<b>III Notes forming part of the financial statements</b>	<b>1 - 34</b>		

As per our report of even date attached

**For Suresh & Associates**  
FRN No. 003316N  
Chartered Accountants

(CA Suresh K. Gupta)  
Partner  
Membership No.080050

For and on behalf of the Board of Directors

(Harswarup Gupta)  
Chairman  
DIN - 00034406

(Adit Gupta)  
Managing Director  
DIN - 00238784

Place : New Delhi  
Date : 28.05.2014

(H.S.Agarwal)  
Senior Manager - Accounts

(Prakash Prusty)  
Company Secretary

# AMD Industries Limited (Consolidated)



## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2014

Particulars	Note No.	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
<b>I Revenue from operations (gross)</b>	20	2,242,326,027.93	1,854,215,360.93
Less: Excise duty		335,409,764.06	282,738,787.00
Revenue from operations (net)		1,906,916,263.87	1,571,476,573.93
<b>II Other income</b>	21	2,019,518.18	7,060,573.08
<b>Total revenue ( I+II)</b>		<b>1,908,935,782.05</b>	<b>1,578,537,147.01</b>
<b>III Expenses</b>			
(a) Cost of materials consumed	22.a	1,068,896,331.06	966,213,608.63
(b) Purchases of stock-in-trade	22.b	10,915,196.00	30,923.00
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	22.c	(17,702,923.00)	(62,194,175.00)
(d) Cost of Construction	22.d	47,806,077.00	-
(e) Employee benefits expense	23	129,122,692.00	113,221,124.87
(f) Finance costs	24	128,887,226.27	101,032,399.80
(g) Depreciation and amortisation expense	12	87,369,148.00	82,878,233.72
(h) Other expenses	25	366,183,297.26	362,357,769.69
<b>Total expenses</b>		<b>1,821,477,044.59</b>	<b>1,563,539,884.71</b>
<b>IV Profit / (Loss) before exceptional Items and tax</b>		87,458,737.46	14,997,262.30
<b>V Exceptional items - Profit/(Loss) on Sale/Written Off of Fixed Assets</b>		(149,119.00)	8,774.29
<b>VI Profit / (Loss) before tax</b>		<b>87,309,618.46</b>	<b>15,006,036.59</b>
<b>VII Tax expense:</b>			
(a) Current tax expense		28,000,000.00	11,705,000.00
(b) Tax expense related to prior years		(2,768,470.00)	(1,827,745.00)
(c) Net current tax expense		25,231,530.00	9,877,255.00
(d) Deferred tax		5,601,457.00	(5,800,197.00)
		<b>30,832,987.00</b>	<b>4,077,058.00</b>
<b>VIII Profit / (Loss) for the period</b>		<b>56,476,631.46</b>	<b>10,928,978.59</b>
<b>IX Less/ (Add) : Minority Interest</b>		(2,392,276.00)	199,434.00
<b>X Profit / (Loss) for the period</b>		<b>58,868,907.46</b>	<b>10,729,544.59</b>
<b>XI Earning per equity shares: Basic and diluted</b>	29	3.07	0.56
<b>XII Notes forming part of the financial statements</b>	1 - 34		

As per our report of even date attached

**For Suresh & Associates**  
FRN No. 003316N  
Chartered Accountants

**(CA Suresh K. Gupta)**  
Partner  
Membership No.080050

For and on behalf of the Board of Directors

**(Harswarup Gupta)**  
Chairman  
DIN - 00034406

**(Adit Gupta)**  
Managing Director  
DIN - 00238784

Place : New Delhi  
Date : 28.05.2014

**(H.S.Agarwal)**  
Senior Manager - Accounts

**(Prakash Prusty)**  
Company Secretary

# AMD Industries Limited (Consolidated)



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2014

Particulars	For the year ended 31st March, 2014		For the year ended 31st March, 2013	
	Rs.	Rs.	Rs.	Rs.
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax		87,309,618.46		15,006,036.59
<u>Adjustments for:</u>				
Depreciation and amortisation	87,369,148.00		82,878,233.72	
(Profit) / loss on sale / write off of assets	149,119.00		(8,774.29)	
Finance costs	128,887,226.27		101,032,399.80	
Interest income	(2,147,977.28)		(5,914,607.64)	
Dividend income	-		(14,450.98)	
Rental income from investment properties	(2,039,999.00)		(2,040,000.00)	
Adjustments to the carrying amount of investments	-		3,152,087.27	
Net unrealised exchange (gain) / loss	(18,661.30)	212,198,855.69	(8,037.30)	179,076,850.58
Operating profit / (loss) before working capital changes		299,508,474.15		194,082,887.17
<u>Changes in working capital:</u>				
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Inventories	157,025,248.00		(234,876,922.84)	
Trade receivables	(114,695,415.75)		56,630,553.39	
Short-term loans and advances	64,241,223.85		(61,697,837.48)	
Long-term loans and advances	(9,756,856.06)		2,829,031.08	
Other current assets	(125,460,641.83)		107,926,923.99	
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Trade payables	(38,128,265.89)		87,209,097.48	
Other current liabilities	102,096,915.90		66,407,669.93	
Other long-term liabilities	(15,080.00)		(102,075.00)	
Short-term provisions	34,431,420.69		(112,879,254.01)	
Long-term provisions	251,678.00	69,990,226.91	1,737,890.00	(86,814,923.46)
Cash flow from extraordinary items		369,498,701.06		107,267,963.71
Cash generated from operations		-		-
Net income tax (paid) / refunds		369,498,701.06		107,267,963.71
		(11,118,138.56)		(16,964,714.30)
		358,380,562.50		90,303,249.41
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>358,380,562.50</b>		<b>90,303,249.41</b>
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	(162,053,390.34)		(105,080,325.50)	
Proceeds from sale of fixed assets	118,400.00		66,500.00	
Inter-corporate deposits (net)	1,854,474.00		1,313,846.68	
Purchase of long-term investments				
- Others	-		-	
Loans given				
- Subsidiaries	-		-	
- Associates	(87,667,619.00)		(4,971,977.00)	
Loans realised				
- Subsidiaries	-		-	
- Associates	81,416,889.00		42,156,996.00	
Interest received				
- Subsidiaries	-		-	
- Others	2,147,977.28		5,914,607.64	
Dividend received				
- Others	-		14,450.98	
Rental income from investment properties	2,039,999.00	(162,143,270.06)	2,040,000.00	(58,545,901.20)
Cash flow from extraordinary items		-		-
<b>cash flow from / (used in) investing activities (B)</b>		<b>(162,143,270.06)</b>		<b>(58,545,901.20)</b>

# AMD Industries Limited (Consolidated)



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2014 Contd...

Particulars	For the year ended 31st March, 2014		For the year ended 31st March, 2013	
	Rs.	Rs.	Rs.	Rs.
<b>C. Cash flow from financing activities</b>				
Proceeds from long-term borrowings	121,719,815.00		402,371,174.00	
Repayment of long-term borrowings	(160,089,609.95)		(234,237,042.84)	
Net increase / (decrease) in working capital borrowings	(13,110,902.67)		(76,119,185.31)	
Finance cost	(128,887,226.27)		(101,032,399.80)	
Dividends paid	(17,250,074.00)		(19,166,749.00)	
Tax on dividend	(2,798,394.00)	(200,416,391.89)	(3,109,326.00)	(31,293,528.95)
Cash flow from extraordinary items		-		-
<b>Net cash flow from / (used in) financing activities (C)</b>		(200,416,391.89)		(31,293,528.95)
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>(4,179,099.45)</b>		<b>463,819.26</b>
Cash and cash equivalents at the beginning of the year		44,791,267.30		44,319,410.74
Effect of exchange differences on restatement of foreign currency		18,661.30		8,037.30
<b>Cash and cash equivalents at the end of the year</b>		<b>40,630,829.15</b>		<b>44,791,267.30</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>				
Cash and cash equivalents as per Balance Sheet (Refer Note 17)		40,630,829.15		44,791,267.30
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 <i>Cash Flow Statements</i> (give details)		-		-
Net Cash and cash equivalents (as defined in AS 3 <i>Cash Flow Statements</i> ) included in Note 19		40,630,829.15		44,791,267.30
Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 <i>Cash Flow Statements</i> ) (Refer Note (ii) to Note 16 Current investments)		-		-
<b>Cash and cash equivalents at the end of the year *</b>		<b>40,630,829.15</b>		<b>44,791,267.30</b>
* Comprises:				
(a) Cash on hand		170,467.00		178,729.00
(b) Balances with banks				
(i) In current accounts		4,124,009.45		4,006,179.42
(ii) In EEFC accounts		342,597.10		310,044.58
(iii) In earmarked accounts (give details) (Refer Note (ii) below)		35,754,919.00		40,109,759.00
(c) Others - Foreign Currency in hand		238,836.60		186,555.30
		<b>40,630,829.15</b>		<b>44,791,267.30</b>

### Notes:

- The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.
- These earmarked account balances with banks can be utilised only for the specific identified purposes.

As per our report of even date attached

**For Suresh & Associates**

**FRN No. 003316N**

Chartered Accountants

**(CA Suresh K. Gupta)**

**Partner**

**Membership No.080050**

**For and on behalf of the Board of Directors**

**(Harswarup Gupta)**

**Vice Chairman**

**DIN - 00034406**

**(Adit Gupta)**

**Managing Director**

**DIN - 00238784**

Place : New Delhi

Date : 28.05.2014

**(H.S.Agarwal)**

**Senior Manager - Accounts**

**(Prakash Prusty)**

**Company Secretary**



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note Particulars

#### 1 Corporate information

The Company is engaged in the Manufacturing of Pet Preform, Crown Caps and CSD Closures. The company is also engaged in jobwork operation of preforms. The company is continuously catering to the packaging needs of Beverages and Beer Industry of the country and abroad. The company has also interest in the Real Estates.

#### 2 Significant accounting policies

##### 2.1 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

##### 2.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

##### 2.3 Inventories

Inventories

- (i) Raw Material  
At cost or net realizable value (on FIFO basis) whichever is lower (Rejected raw material at cost Less claim received thereon)
- (ii) Finished Goods  
At cost or net realizable value whichever is lower. For arriving at the cost for this purpose the cost includes material cost and manufacturing expenses.
- (iii) Semi Finished Goods  
At cost of input plus apportioned overhead expenses and depreciation.
- (iv) Job work in Process  
At apportioned manufacturing expenses and depreciation.
- (v) Stores and Spares  
At cost or net realizable value (on FIFO basis) whichever is lower.
- (vi) Scrap  
At estimated realizable value.
- (vii) Real Estates Inventory  
At cost plus cost of improvement.  
In order to comply with the mandatory requirements of Accounting Standard -2 'Valuation of inventories' prescribed by the Institute of Chartered Accountants of India; The Company has adopted the exclusive method of the excise duty

##### 2.4 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

##### 2.5 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

##### 2.6 Depreciation and Amortisation

The depreciation on Plant & Machinery including Moulds installed in Neemrana Unit and Ghaziabad Unit has been provided on 'Multiple Shift Basis'. The depreciation on all assets has been provided on 'straight-line method' at the rates prescribed in Schedule XIV of the Companies Act, 1956.

##### 2.7 Revenue recognition

Revenue in respect of sale of products is recognised on delivery, which coincides with the transfer of risk and rewards of ownership. Discounts given / accrued to customers at the time of despatch are considered as trade discounts and netted from sales.

Sales made to Nepal and Bhutan has been treated as export sale. However there is no inflow of Foreign Exchange on sales to Nepal and Bhutan.

Job work of Preform Completed and lying in Factories as on 31st March 2014 has been shown as inventory under the head Job Work in Process.

Interest income is recognized on an accrual basis on time proportionate basis, based on interest rates implicit in the transaction.

##### 2.8 Other income

Dividend income is recognized on receipt basis.

##### 2.9 Tangible fixed assets

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

CENVAT Credit availed on acquisition of fixed assets is reduced from the cost of concerned assets.

### Capital work-in-progress:

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

### 2.10 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

### 2.11 Foreign currency transactions

- (i) Foreign currency transactions during the year are recorded at the rate of exchange prevailing on the date of transaction. Foreign currency monetary assets and liabilities are translated into Rupees at the rate of exchange prevailing on the date of Balance Sheet. All Exchange difference are dealt with in the Profit and Loss Account. Foreign Currency monetary items are reported using the closing rate.
- (ii) Where the company has entered into forward exchange contracts, the difference between the forward rate and spot rate at the date of the contract is recognised in the statement of the profit and loss over the life of the contract and difference between the spot rate at the date of contract and the exchange rate prevailing on the balance sheet date is recognised as per Accounting Standard (AS)-11 issued by the Institute of Chartered Accountants of India. Any profit or loss arising on cancellation or renewal of the forward exchange contract is recognised as Income or as expenses for the year.

### 2.12 Government grants, subsidies and export incentives

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

### 2.13 Investments

Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

### 2.14 Employee benefits

- (i) Short-term employee benefits are recognised as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.
- (ii) Defined Benefit Plans:
  - Leave Salary of employees on the basis of actuarial valuation as per AS 15.
  - Gratuity Liability on the basis of actuarial valuation as per AS 15.
- (iii) Defined Contribution Plans:
  - Provident fund and ESI on the basis of actual liability accrued and paid to authorities.

### 2.15 Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

### 2.16 Segment reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

### 2.17 Earnings per share

Basic Earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted Earnings per share are not different from basic earning per share.

### 2.18 Taxes on income

The Deferred tax expense or benefit is recognised on timing differences being the difference between taxable incomes and accounting incomes that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

### 2.19 Impairment of assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

### 2.20 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.



# AMD Industries Limited (Consolidated)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 3 Share Capital

Particulars	As at 31st March, 2013		As at 31st March, 2014	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised Equity shares of Rs.10/- each with voting rights	25,000,000.00	250,000,000.00	25,000,000.00	250,000,000.00
(b) Issued Equity shares of Rs.10/- each with voting rights	19,166,749.00	191,667,490.00	19,166,749.00	191,667,490.00
(c) Subscribed and fully paid up Equity shares of Rs.10/- each with voting rights	19,166,749.00	191,667,490.00	19,166,749.00	191,667,490.00
<b>Total</b>	<b>19,166,749.00</b>	<b>191,667,490.00</b>	<b>19,166,749.00</b>	<b>191,667,490.00</b>

Particulars		
<b>Notes:</b>		
Reconciliation of the shares outstanding at the beginning and at the end of the reporting period		
(i) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:		
Particulars	Opening Balance	Closing Balance
Equity shares with voting rights		
Year ended 31 March, 2014		
- Number of shares	19,166,749.00	19,166,749.00
- Amount (Rs.)	191,667,490.00	191,667,490.00
Year ended 31 March, 2013		
- Number of shares	19,166,749.00	19,166,749.00
- Amount (Rs.)	191,667,490.00	191,667,490.00

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March, 2014		As at 31st March, 2013	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Harswarup Gupta	2,575,604.00	13.44%	2,575,604.00	13.44%
Ashok Gupta	3,514,446.00	18.34%	3,427,796.00	17.88%
Chitra Gupta	1,200,945.00	6.27%	1,200,945.00	6.27%
Adit Gupta	4,142,637.00	21.61%	3,284,126.00	17.13%
Ashok Sons (HUF)	982,500.00	5.13%	982,500.00	5.13%

### Note 4 Reserves and surplus

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Securities premium account		
Opening balance	650,390,253.28	650,390,253.28
Closing balance	650,390,253.28	650,390,253.28
(b) General reserve		
Opening balance	27,326,418.51	27,326,418.51
Closing balance	27,326,418.51	27,326,418.51
(c) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	136,776,324.29	146,095,247.70
Add: Profit / (Loss) for the year	58,868,907.46	10,729,544.59
Less: Dividends proposed to be distributed to equity shareholders Re 0.90 Per shares (Previous year Re 0.90/- per share)	17,250,074.00	17,250,074.00
Tax on dividend	2,798,394.00	2,798,394.00
Closing balance	175,596,763.75	136,776,324.29
<b>Total</b>	<b>853,313,435.54</b>	<b>814,492,996.08</b>

# AMD Industries Limited (Consolidated)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 5 Long-term borrowings

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Term loans		
From banks		
Secured	460,450,182.72	585,627,634.27
From other parties	460,450,182.72	585,627,634.27
Secured	37,220,370.00	28,555,528.40
Unsecured	81,612,912.00	3,470,097.00
	118,833,282.00	32,025,625.40
<b>Total</b>	<b>579,283,464.72</b>	<b>617,653,259.67</b>

### Note :

#### Details of Repayment Terms and Security against the Term Loans

Particulars	Repayment Terms	Security	Rate of Interest	Amount of EMI/ Instalment
Kotak Mahindra Bank	Repayable in 60 Monthly EMI	Hypothecation of Vehicle acquired out of Loan	13.59%	33,500.00
Standard Chartered Bank	Repayable in 212 Monthly EMI	Mortgage of Immovable Properties of the Company at DLF, Pinnacle & DLF Courtyard and the Personal Guarantee of the Directors	12.75%	87,560.00
Standard Chartered Bank	Repayable in 180 Monthly EMI	Mortgage of Immovable Properties of the Company at DLF, Pinnacle & DLF Courtyard and the Personal Guarantee of the Directors	13.25%	293,474.00
Standard Chartered Bank	Repayable in 127 Monthly EMI	Mortgage of Immovable Properties of the Company at DLF, Pinnacle & DLF Courtyard and the Personal Guarantee of the Directors	BR+2.75%	410,124.00
Union Bank of India	Repayable in 60 Monthly Installments and Interest Payable Monthly	First Pari Passu charge over fixed assets of the company except vehicles & immovable properties of the company specifically mortgage to other lenders. The same is also secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors and corporate guarantee & mortgage of Land and Building of another Company.	BR+4.25%	5,275,000.00
Kotak Mahindra Bank	Repayable in 63 Monthly EMI	Mortgage of Immovable Properties of the Company at Digital Green, Gurgaon and the Personal Guarantee of the Directors	RR-4.30%	705,542.00
Kotak Mahindra Bank	Repayable in 109 Monthly EMI	Mortgage of Personal Property of wife of Director and the Personal Guarantee of the Directors	RR+2.50%	621,504.00
Kotak Mahindra Bank	Repayable in 72 Monthly EMI	Mortgage of Personal Property of wife of Director & Director's HUF and the Personal Guarantee of the Directors	BR+4.75%	3,131,164.00
Bajaj Finance Ltd.	Repayable in 60 Monthly EMI	Mortgage of Immovable Properties of the Company at Mohali and the Personal Guarantee of the Directors	BFRR-8.60%	428,328.00
Tata Capital Financial Services Limited	Repayable in 48 Monthly Installments and Interest Payable Monthly	Hypothecation of Equipments and First Pari Passu charge over Immovable property of the Company situated at Haridwar and Personal Guarantee of the Directors	LTLR-4.60%	375,000.00
Tata Capital Financial Services Limited	Repayable in 57 Monthly Installments and Interest Payable Monthly	Hypothecation of Equipments and First Pari Passu charge over Immovable property of the Company situated at Haridwar and Personal Guarantee of the Directors	LTLR-4.60%	208,500.00
Tata Capital Financial Services Limited	Repayable in 57 Monthly Installments and Interest Payable Monthly	Hypothecation of Equipments and First Pari Passu charge over Immovable property of the Company situated at Haridwar and Personal Guarantee of the Directors	LTLR-4.60%	210,400.00
State Bank of India	Repayable in 12 Monthly Installments of Rs.17 Lac, 12 Monthly Installments of Rs..33 Lac and 6 Monthly Installments of Rs..67 Lac during the F.Y. 2013-14, 2014-15 and 2015-16 respectively and Interest Payable Monthly	First Pari Passu charge over fixed assets of the company except vehicles & immovable properties of the company situated at Ghaziabad, Haridwar and others immovable properties & equipments specifically mortgage to other lenders. The same is also secured by the personal guarantee of the directors.	BR+4.25%	-
ICICI Bank	Repayable in 122 Monthly EMI	Mortgage of Personal Property of Directors and the Personal Guarantee of the Directors	BR+2.50%	935,604.00
Punjab National Bank	Repayable in 20 Quarterly Installments of Rs. 25 and Interest Payable Monthly. The term loan has not been disbursed and the repayment has not yet started. However the Bank has issued LOU for the Buyers Credit of Euro 680000 (Rs.56596034) for the payment of LC under the Term Loan	First Pari Passu charge over fixed assets of the company except vehicles & immovable properties of the company situated at Neemrana and others immovable properties & Equipments specifically mortgage to other lenders. The same is also secured by the personal guarantee of the directors.	BR+3.25%	-
Kotak Mahindra Bank	Repayable in 85 Monthly EMI	Mortgage of Immovable Property situated at 6-Central Drive, DLF Chhattarpur Farm, Chhattarpur, New Delhi-74 belonging to Directors wife and directors HUF and personal guarantee of director's wife, directors and corporate guarantee of the holding company	BR+5.25%	887,007.00
Kotak Mahindra Bank	Repayable in 49 Monthly EMI			3,675,885.00

# AMD Industries Limited (Consolidated)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 6 Other long-term liabilities

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Trade Payables:		
(i) Other than Acceptances	298,320.00	313,400.00
(b) Others:		
(i) Trade / security deposits received	510,000.00	510,000.00
<b>Total</b>	<b>808,320.00</b>	<b>823,400.00</b>

### Note 7 Long-term provisions

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Provision for employee benefits:		
(i) Provision for gratuity (net) (Refer Note 26)	5,451,496.00	5,187,774.00
(ii) Provision for other employee benefits (Leave Encashment) (Refer Note 26)	2,419,931.00	2,431,975.00
	7,871,427.00	7,619,749.00
(b) Provision - Others:		
(i) Provision for other contingencies (Refer Note 31)	6,000,000.00	6,000,000.00
	6,000,000.00	6,000,000.00
<b>Total</b>	<b>13,871,427.00</b>	<b>13,619,749.00</b>

### Note 8 Short-term borrowings

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Loans repayable on demand		
From banks		
Secured	238,364,554.41	249,820,308.08
Unsecured	-	1,655,149.00
	238,364,554.41	251,475,457.08
(b) Loans and advances from related parties		
Unsecured	60,088,511.68	64,484,767.68
	60,088,511.68	64,484,767.68
<b>Total</b>	<b>298,453,066.09</b>	<b>315,960,224.76</b>

### Notes:

#### Details of Security and terms against the Short Term Borrowings from Banks

Particulars	Security	Rate of Interest
State Bank of India	First Pari Passu charge over Current assets of the company and 2nd pari passu charge over the fixed assets of the company except vehicles & immovable properties of the company specifically mortgage to other lenders. The same is also secured by way of mortgage of personal property of the Director and the Personal Guarantee of the Directors.	BR+1.05%
Kotak Mahindra Bank	First Pari Passu charge over Current assets of the company and 2nd pari passu charge over the fixed assets of the company except vehicles & immovable properties of the company specifically mortgage to other lenders. The same is also secured by way of mortgage of personal property of the Director and the Personal Guarantee of the Directors.	BR+3.25%
Punjab National Bank	First Pari Passu charge over Current assets of the company and 2nd pari passu charge over the fixed assets of the company except vehicles & immovable properties of the company specifically mortgage to other lenders. The same is also secured by way of mortgage of personal property of the Director and the Personal Guarantee of the Directors.	BR+3.25%

#### Details of terms and conditions Short Term Borrowings received from Related parties

Name of Party	Terms of Repayment	Rate of Interest
H.S.Gupta	Payable on demand	12%
Ashok Gupta	Payable on demand	12%
Adit Gupta	Payable on demand	12%
Ashoka Productions & Communications (P) Ltd.	Payable on demand	12%

# AMD Industries Limited (Consolidated)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 9 Trade payables

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
Trade payables:		
Other than Acceptances	279,580,564.47	317,708,830.36
<b>Total</b>	<b>279,580,564.47</b>	<b>317,708,830.36</b>

### Note 10 Other current liabilities

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Current maturities of long-term debt (Refer Note (i) below)	193,440,386.85	159,474,189.25
(b) Interest Accrued and due on borrowings	2,388,429.00	342,815.00
(c) Other payables		
(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	6,893,751.45	4,313,098.88
(ii) Interest payable	-	274,802.84
(iii) Trade and Security Deposits	66,400,000.00	66,400,000.00
(iv) Advances from customers	8,359,751.03	57,246,825.30
(v) Others (Expenses Payable and advances)	59,981,435.07	39,624,322.23
<b>Total</b>	<b>337,463,753.40</b>	<b>327,676,053.50</b>

Note (i): Current maturities of long-term debt (Refer Notes in Note 5 - Long-term borrowings for details of security and guarantee):

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Term loans		
From banks		
Secured	180,548,811.85	152,075,636.02
	180,548,811.85	152,075,636.02
From other parties		
Secured	12,891,575.00	7,398,553.23
	12,891,575.00	7,398,553.23
<b>Total</b>	<b>193,440,386.85</b>	<b>159,474,189.25</b>

### Note 11 Short-term provisions

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Provision for employee benefits:		
(i) Provision for bonus	2,879,858.00	2,853,610.00
(ii) Provision for gratuity (net) (Refer Note 26)	1,425,475.00	1,369,361.00
(iii) Provision for other employee benefits (Leave Encashment) (Refer Note 26)	1,580,780.00	1,323,812.00
	5,886,113.00	5,546,783.00
(b) Provision - Others:		
(i) Provision for tax (net of advance tax Rs.1,05,66,535.86 (As at 31 March, 2013 Rs.98,48,247.30))	17,433,464.14	1,856,752.70
(ii) Provision for proposed equity dividend	17,250,074.00	17,250,074.00
(iii) Provision for tax on proposed dividends	2,798,394.00	2,798,394.00
(iv) Other Current Liabilities :-		
(a) Forward Contract Payable	38,099,667.21	4,110,434.36
(b) Deferred Forward Premium	391,427.35	301,569.51
(c) Wealth Tax Payable	75,000.00	62,000.00
	76,048,026.70	26,379,224.57
<b>Total</b>	<b>81,934,139.70</b>	<b>31,926,007.57</b>

# AMD Industries Limited (Consolidated)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 12 :Fixed Assets

		GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
		Balance as at 1 April, 2013	Additions	Disposals	Balance as at 31st March, 2014	Balance as at 1 April, 2013	Depreciation Charge for the year	On Disposals	Balance as at 31st March, 2014	Balance as at 31st March, 2014	Balance as at 31st March, 2013
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
(i)	<b>Tangible Assets</b>										
	(a) Land	161,200,632.47	5,173,440.00	-	166,374,072.47	-	-	-	-	166,374,072.47	161,200,632.47
	(b) Buildings	102,091,649.00	530,333.00	-	102,621,982.00	18,874,437.30	3,411,333.00	-	22,285,770.30	80,336,211.70	83,217,211.70
	(c) Plant and Equipments	1,058,150,918.29	137,244,162.34	-	1,195,395,080.63	459,729,012.40	79,747,956.00	-	539,476,968.40	655,918,112.23	598,421,905.89
	(d) Furniture and Fixtures	20,801,418.60	522,192.00	315,363.00	21,008,247.60	8,307,832.34	1,281,044.00	48,625.00	9,540,251.34	11,467,996.26	12,493,586.26
	(e) Vehicles	23,808,646.14	2,640,502.00	422,550.12	26,026,598.02	13,969,769.32	2,043,449.00	421,769.12	15,591,449.20	10,435,148.82	9,838,876.82
	(f) Office equipment	12,152,348.50	505,756.00	-	12,658,104.50	8,686,186.34	517,145.00	-	9,203,331.34	3,454,773.16	3,466,162.16
	<b>Total</b>	<b>1,378,205,613.00</b>	<b>146,616,385.34</b>	<b>737,913.12</b>	<b>1,524,084,085.22</b>	<b>509,567,237.70</b>	<b>87,000,927.00</b>	<b>470,394.12</b>	<b>596,097,770.58</b>	<b>927,986,314.64</b>	<b>868,638,375.30</b>
	<b>Previous Year</b>	<b>1,281,758,249.49</b>	<b>97,229,831.51</b>	<b>782,468.00</b>	<b>1,378,205,613.00</b>	<b>427,779,266.27</b>	<b>82,512,713.72</b>	<b>724,742.29</b>	<b>509,567,237.70</b>	<b>868,638,375.30</b>	<b>853,978,983.22</b>
(ii)	<b>Intangible Assets</b>										
	(a) Computer software	2,268,870.00	29,800.00	-	2,298,670.00	1,377,754.00	368,221.00	-	1,745,975.00	552,695.00	891,116.00
	<b>Total</b>	<b>2,268,870.00</b>	<b>29,800.00</b>	<b>-</b>	<b>2,298,670.00</b>	<b>1,377,754.00</b>	<b>368,221.00</b>	<b>-</b>	<b>1,745,975.00</b>	<b>552,695.00</b>	<b>891,116.00</b>
	<b>Previous Year</b>	<b>2,254,905.00</b>	<b>13,965.00</b>	<b>-</b>	<b>2,268,870.00</b>	<b>1,012,234.00</b>	<b>365,520.00</b>	<b>-</b>	<b>1,377,754.00</b>	<b>891,116.00</b>	<b>1,242,671.00</b>
(iii)	<b>Capital Work in Progress</b>	<b>7,836,529.00</b>	<b>15,407,205.00</b>	<b>-</b>	<b>23,243,734.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>23,243,734.00</b>	<b>7,836,529.00</b>
	<b>Total</b>	<b>7,836,529.00</b>	<b>15,407,205.00</b>	<b>-</b>	<b>23,243,734.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>23,243,734.00</b>	<b>7,836,529.00</b>
	<b>Previous Year</b>	<b>-</b>	<b>7,836,529.00</b>	<b>-</b>	<b>7,836,529.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7,836,529.00</b>	<b>-</b>
	<b>Grand Total</b>	<b>1,388,311,012.00</b>	<b>162,053,390.34</b>	<b>737,913.12</b>	<b>1,549,626,489.22</b>	<b>510,944,991.70</b>	<b>87,369,148.00</b>	<b>470,394.12</b>	<b>597,843,745.58</b>	<b>951,782,743.63</b>	<b>877,366,020.29</b>
	<b>Previous Year</b>	<b>1,284,013,154.49</b>	<b>105,080,325.51</b>	<b>782,468.00</b>	<b>1,388,311,012.00</b>	<b>428,791,500.27</b>	<b>82,878,233.72</b>	<b>724,742.29</b>	<b>510,944,991.70</b>	<b>877,366,020.30</b>	<b>855,221,654.22</b>

Note : Capital work in progress represent the amount paid for electrical appliances, equipments, furniture & fixtures etc. during the construction period of the premises taken on rent. However no rent has been paid during the current financial year.

### Note 13 Non-current investments

Particulars		As at 31st March, 2014			As at 31st March, 2013		
		Quoted	Unquoted	Total	Quoted	Unquoted	Total
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
A.	Investments (At cost):						
	Trade						
	(a) Investment in equity instruments						
	(i) of subsidiaries	-	-	-	-	-	-
	52,00,000 (As at 31 March, 2013: 52,00,000) Equity Shares of Rs.10 each fully paid up in AMD Estates & Developers (P) Limited						
	<b>Total - Trade (A)</b>	-	-	-	-	-	-
B.	Other investments						
	(a) Investment in equity instruments						
	(i) of other STL Global Limited (50000 Equity Shares fully paid up)	138,500.00	-	138,500.00	138,500.00	-	138,500.00
	(b) Investment in mutual funds						
	(i) SBI One India Fund - Dividend (10000 Units at Rs.10 Each)	100,000.00		100,000.00	100,000.00		100,000.00
	(ii) SBI Infrastructure Fund - I - Growth (10000 Units at Rs.10 Each)	100,000.00		100,000.00	100,000.00		100,000.00
	(iii) Union KBC Equity Fund Growth (50000 Units at Rs.10 Each)	500,000.00		500,000.00	500,000.00		500,000.00
	<b>Total - Other investments (B)</b>	<b>700,000.00</b>	<b>-</b>	<b>700,000.00</b>	<b>700,000.00</b>	<b>-</b>	<b>700,000.00</b>
	<b>Total (A+B)</b>	<b>838,500.00</b>	<b>-</b>	<b>838,500.00</b>	<b>838,500.00</b>	<b>-</b>	<b>838,500.00</b>
	Less: Provision for diminution in value of investments			5,001.58			5,001.58
	<b>Total</b>			<b>833,498.42</b>			<b>833,498.42</b>
	Aggregate amount of quoted investments			838,500.00			838,500.00
	Aggregate amount of unquoted investments			-			-

# AMD Industries Limited (Consolidated)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 14 Long-term loans and advances

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Capital advances		
Unsecured, considered good	121,937,683.90	117,933,103.92
	121,937,683.90	117,933,103.92
(b) Security deposits		
Unsecured, considered good	27,848,876.00	21,351,211.00
	27,848,876.00	21,351,211.00
(c) Other Loans and Advances		
(i) Prepaid expenses - Unsecured, considered good	-	57,700.00
	-	57,700.00
(ii) Advances to suppliers		
Unsecured, considered good	534,016.00	1,460,527.00
	534,016.00	1,460,527.00
(iii) Advances recoverable in cash or kind		
Unsecured, considered good	10,880,016.08	9,177,874.00
	10,880,016.08	9,177,874.00
<b>Total</b>	<b>161,200,591.98</b>	<b>149,980,415.92</b>

### Note 15 Inventories

(At lower of cost and net realisable value)

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Raw materials	201,606,408.00	331,595,578.00
Goods-in-transit	44,868,102.00	42,889,196.00
	246,474,510.00	374,484,774.00
(b) Work-in-progress (Refer Note below)	26,196,000.00	38,923,900.00
	26,196,000.00	38,923,900.00
(c) Finished goods (other than those acquired for trading)	99,169,300.00	71,726,900.00
	99,169,300.00	71,726,900.00
(d) Stores and spares	31,590,681.00	28,013,386.00
	31,590,681.00	28,013,386.00
(e) Others - Packing Materials	8,555,359.00	11,044,484.00
	8,555,359.00	11,044,484.00
(f) Others - Waste & Scrap	12,373,787.00	9,385,364.00
	12,373,787.00	9,385,364.00
(g) Others - Stock - in- Trade (Real Estates)	44,181,401.93	44,181,401.93
	44,181,401.93	44,181,401.93
(g) Others - Projects in Progress (Real Estates)	495,463,334.92	543,269,411.92
	495,463,334.92	543,269,411.92
<b>Total</b>	<b>964,004,373.85</b>	<b>1,121,029,621.85</b>

Note: Details of inventory of work-in-progress

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
Pet Preform	-	-
CSD Closures	5,968,000.00	3,645,200.00
Crown Caps	5,144,100.00	13,560,400.00
Job Work (Pet Preform)	15,083,900.00	21,718,300.00
	<b>26,196,000.00</b>	<b>38,923,900.00</b>

# AMD Industries Limited (Consolidated)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 16 Trade receivables

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
Trade receivables outstanding for a period exceeding six months		
Unsecured, considered good	27,998,867.71	16,105,011.29
Doubtful	911,363.00	1,596,709.00
	28,910,230.71	17,701,720.29
Less : Provision for Doubtful trade receivables	320,000.00	320,000.00
	28,590,230.71	17,381,720.29
Other Trade receivables		
Unsecured, considered good	395,279,508.80	291,792,603.47
	395,279,508.80	291,792,603.47
<b>Total</b>	<b>423,869,739.51</b>	<b>309,174,323.76</b>

### Note 17 Cash and cash equivalents

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Cash on hand	170,467.00	178,729.00
(b) Balances with banks		
(i) In current accounts	4,124,009.45	4,006,179.42
(ii) In EEFC accounts	342,597.10	310,044.58
(iii) Balances held as margin money or security against borrowings, guarantees and other commitments	35,754,919.00	40,109,759.00
(c) Others - Foreign Currency in Hand	238,836.60	186,555.30
<b>Total</b>	<b>40,630,829.15</b>	<b>44,791,267.30</b>

### Note 18 Short-term loans and advances

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Loans and advances to employees		
Unsecured, considered good	848,068.00	667,568.00
	848,068.00	667,568.00
(b) Prepaid expenses - Unsecured, considered good	2,088,785.00	4,919,877.00
	2,088,785.00	4,919,877.00
(c) Balances with government authorities		
Unsecured, considered good		
(i) CENVAT credit receivable	83,560,097.78	119,150,277.78
(ii) VAT credit receivable	16,346,678.00	9,950,773.00
(iii) Service Tax credit receivable	32,220,575.88	14,195,217.95
(iv) Others	221,025.00	205,111.00
	132,348,376.66	143,501,379.73
(d) Others (Advances to Suppliers)		
Unsecured, considered good	40,607,961.76	91,045,590.54
	40,607,961.76	91,045,590.54
<b>Total</b>	<b>175,893,191.42</b>	<b>240,134,415.27</b>

### Note 19 Other current assets

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
(a) Accruals		
(i) Interest accrued on deposits	932,639.00	1,251,390.72
(b) Others		
(i) Others - (i) Forward Contract Receivables	39,179,210.95	5,060,172.56
(ii) Exports Incentive Receivables	2,908,125.00	3,556,985.84
<b>Total</b>	<b>43,019,974.95</b>	<b>9,868,549.12</b>



# AMD Industries Limited (Consolidated)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 20 Revenue from operations

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
(a) Sale of products (Refer Note (i) below)	1,794,264,333.73	1,500,529,172.93
(b) Sale of services (Refer Note (ii) below)	401,396,996.24	319,624,603.00
(c) Other operating revenues (Refer Note (iii) below)	46,664,697.96	34,061,585.00
	2,242,326,027.93	1,854,215,360.93
<u>Less:</u>		
(d) Excise duty	335,409,764.06	282,738,787.00
<b>Total</b>	<b>1,906,916,263.87</b>	<b>1,571,476,573.93</b>

Note	Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
(i)	Sale of products comprises:		
	<u>Manufactured goods</u>		
	Crown Caps	614,433,607.10	559,156,884.73
	CSD Closures	507,149,763.11	445,391,260.72
	Pet - Preforms	546,295,258.12	495,865,212.48
	Others - Real Estates	115,386,520.00	-
	<b>Total - Sale of manufactured goods</b>	<b>1,783,265,148.33</b>	<b>1,500,413,357.93</b>
	<u>Traded goods</u>		
	Others	10,999,185.40	115,815.00
	<b>Total - Sale of traded goods</b>	<b>10,999,185.40</b>	<b>115,815.00</b>
	<b>Total - Sale of products</b>	<b>1,794,264,333.73</b>	<b>1,500,529,172.93</b>
(ii)	Sale of services comprises :		
	Jobwork - Pet Preform	401,396,996.24	319,624,603.00
	<b>Total - Sale of services</b>	<b>401,396,996.24</b>	<b>319,624,603.00</b>
(iii)	Other operating revenues comprise:		
	Sale of scrap	22,660,581.96	19,994,351.00
	Duty drawback and other export incentives	6,042,626.00	5,401,168.00
	Rent Received	2,039,999.00	2,040,000.00
	Others - Discount on Purchase	15,921,491.00	6,626,066.00
	<b>Total - Other operating revenues</b>	<b>46,664,697.96</b>	<b>34,061,585.00</b>

### Note 21 Other income

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
(a) Interest income (Refer Note (i) below)	2,147,977.28	5,914,607.64
(b) Dividend income:		
others	-	14,450.98
(c) Other non-operating income (Refer Note (ii) below)	(128,459.10)	1,131,514.46
<b>Total</b>	<b>2,019,518.18</b>	<b>7,060,573.08</b>

Note	Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
(i)	Interest income comprises:		
	Interest from banks on:		
	deposits	1,058,879.00	2,315,695.82
	Interest on loans and advances	770,875.28	1,623,017.00
	Interest on overdue trade receivables	318,223.00	1,975,894.82
	Interest income from Short term loans and advances to subsidiaries	-	-
	<b>Total - Interest income</b>	<b>2,147,977.28</b>	<b>5,914,607.64</b>
(ii)	Other non-operating income comprises:		
	Miscellaneous income	(128,459.10)	1,131,514.46
	<b>Total - Other non-operating income</b>	<b>(128,459.10)</b>	<b>1,131,514.46</b>

# AMD Industries Limited (Consolidated)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 22.a Cost of materials consumed

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
Opening stock	374,484,774.00	240,105,348.01
Add: Purchases	940,886,067.06	1,100,593,034.62
	1,315,370,841.06	1,340,698,382.63
Less: Closing stock	246,474,510.00	374,484,774.00
<b>Cost of material consumed</b>	<b>1,068,896,331.06</b>	<b>966,213,608.63</b>
Material consumed comprises:		
Tin Free Sheets	286,080,444.58	246,396,118.09
Polypropylene	225,954,734.30	223,366,058.57
Resin	395,627,374.19	350,780,901.18
Other items (includes Lining Compound, Lacquer, PVC etc.)	161,233,777.99	145,670,530.79
<b>Total</b>	<b>1,068,896,331.06</b>	<b>966,213,608.63</b>

### Note 22.b Purchase of traded goods

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
Others (Pet Resin etc.)	10,915,196.00	30,923.00
<b>Total</b>	<b>10,915,196.00</b>	<b>30,923.00</b>

### Note 22.c Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
<u>Inventories at the end of the year:</u>		
Finished goods	99,169,300.00	71,726,900.00
Work-in-progress	26,196,000.00	38,923,900.00
Stock-in-trade - Real Estates	44,181,401.93	44,181,401.93
Stock-in-trade -Waste & Scrap	12,373,787.00	9,385,364.00
Stock-in-trade - Trading Goods	-	-
	<b>181,920,488.93</b>	<b>164,217,565.93</b>
<u>Inventories at the beginning of the year:</u>		
Finished goods	71,726,900.00	33,677,400.00
Work-in-progress	38,923,900.00	17,974,600.00
Stock-in-Trade - Real Estates	44,181,401.93	44,181,401.93
Stock-in-trade -Waste & Scrap	9,385,364.00	6,187,689.00
Stock-in-trade - Trading Goods	-	2,300.00
	<b>164,217,565.93</b>	<b>102,023,390.93</b>
<b>Net (increase) / decrease</b>	<b>(17,702,923.00)</b>	<b>(62,194,175.00)</b>

### Note 22.d Cost of Construction/Projects/Work in Progress

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
(a) Balance as per last year	543,269,411.92	516,625,423.07
(b) Incurred during the year		
(i) Interest on Loans	-	26,643,988.85
Less : Cost of constructions charged to statement of profit and loss	47,806,077.00	-
<b>Balance carried to balance sheet</b>	<b>495,463,334.92</b>	<b>543,269,411.92</b>

# AMD Industries Limited (Consolidated)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 23 Employee benefits expense

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
Salaries and wages	124,598,589.00	108,885,026.87
Contributions to provident and other funds	2,610,646.00	2,586,739.00
Staff welfare expenses	1,913,457.00	1,749,359.00
<b>Total</b>	<b>129,122,692.00</b>	<b>113,221,124.87</b>

### Note 24 Finance costs

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
(a) Interest expense on:		
(i) Borrowings	125,866,924.08	88,727,138.46
(ii) Trade payables	2,228,787.19	7,613,629.34
(b) Other borrowing costs - Processing Fees	791,515.00	4,691,632.00
<b>Total</b>	<b>128,887,226.27</b>	<b>101,032,399.80</b>

### Note 25 Other expenses

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
Business promotion	1,932,304.76	831,348.70
Communication	3,068,258.20	3,176,005.70
Consumption of stores and spare parts	7,102,690.33	6,302,123.85
Consumption of packing materials	56,149,250.61	52,713,779.54
Commission Paid	26,421,383.78	41,012,391.00
Donations and contributions	78,000.00	789,610.00
Freight and forwarding	32,218,823.12	37,017,944.25
Legal and professional	7,275,477.00	10,464,715.03
Net loss on foreign currency transactions (other than considered as finance cost)	6,359,300.57	(8,377,000.03)
Auditors Remuneration (Refer Note 25 (i) below)	678,090.00	793,436.00
Printing and stationery	993,976.00	1,191,489.70
Power and fuel	133,022,208.42	123,406,200.00
Insurance	3,955,011.77	5,647,052.20
Rates and taxes	1,775,908.00	1,573,295.00
Rent	32,052,112.17	27,958,641.50
Repairs and maintenance - Buildings	3,532,002.33	3,438,130.00
Repairs and maintenance - Machinery	10,484,171.25	9,828,194.94
Repairs and maintenance - Others	2,888,166.37	2,919,261.94
Sales discount	4,932,606.61	4,676,520.65
Travelling and conveyance	13,803,327.88	14,674,615.53
Water	55,244.00	100,039.00
Permanent diminution in the carrying amount of long term investments (other than subsidiaries)	-	3,152,087.27
Provision for doubtful trade receivables	-	320,000.00
Other expenses	17,404,984.09	18,747,887.92
<b>Total</b>	<b>366,183,297.26</b>	<b>362,357,769.69</b>

### Notes: 25 (i) Auditors Remuneration includes:

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	548,090.00	546,236.00
For taxation audit fees	130,000.00	130,000.00
For taxation matters	-	35,000.00
For other services	-	82,200.00
<b>Total</b>	<b>678,090.00</b>	<b>793,436.00</b>

# AMD Industries Limited (Consolidated)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 26 Disclosures under Accounting Standards

#### Employee benefit plans

##### Defined benefit plans

The Company offers the following employee benefit schemes to its employees:

- Gratuity
- Other defined benefit plans (Leave Encashment)

The following table schemes and the amount recognised in the financial statements:

Rs.

Particulars	For the year ended 31st March, 2014		For the year ended 31st March, 2013	
	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
<b>Components of employer expense</b>				
Current service cost	1,298,709.00	629,100.00	1,197,064.00	932,996.00
Interest cost	524,571.00	300,463.00	486,345.00	251,108.00
Curtailment cost / (credit)	-	(385,074.00)	-	(224,362.00)
Past service cost	-	-	-	500,772.00
Actuarial losses/(gains)	(196,748.00)	371,018.00	639,579.00	426,442.00
<b>Total expense recognised in the Statement of Profit and Loss</b>	<b>1,626,532.00</b>	<b>915,507.00</b>	<b>2,322,988.00</b>	<b>1,886,956.00</b>
<b>Actual contribution and benefit payments for year</b>				
Actual benefit payments	(1,306,696.00)	(670,583.00)	(1,421,023.00)	(1,051,031.00)
Actual contributions				
<b>Net asset / (liability) recognised in the Balance Sheet</b>				
Present value of defined benefit obligation	6,557,135.00	3,755,787.00	5,655,170.00	2,919,862.00
Funded status [Surplus / (Deficit)]	319,836.00	244,924.00	901,965.00	835,925.00
<b>Net asset / (liability) recognised in the Balance Sheet</b>	<b>6,876,971.00</b>	<b>4,000,711.00</b>	<b>6,557,135.00</b>	<b>3,755,787.00</b>

Rs.

Particulars	For the year ended 31st March, 2014		For the year ended 31st March, 2013	
	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
<b>Change in defined benefit obligations (DBO) during the year</b>				
Present value of DBO at beginning of the year	6,557,135.00	3,755,787.00	5,655,170.00	2,919,862.00
Current service cost	1,298,709.00	629,100.00	1,197,064.00	932,996.00
Interest cost	524,571.00	300,463.00	486,345.00	251,108.00
Curtailment cost / (credit)	-	(385,074.00)	-	(224,362.00)
Actuarial (gains) / losses	(196,748.00)	371,018.00	639,579.00	426,442.00
Past service cost	-	-	-	500,772.00
Benefits paid	(1,306,696.00)	(670,583.00)	(1,421,023.00)	(1,051,031.00)
Present value of DBO at the end of the year	<b>6,876,971.00</b>	<b>4,000,711.00</b>	<b>6,557,135.00</b>	<b>3,755,787.00</b>
<b>Actuarial assumptions</b>				
Discount rate	9.10%	9.10%	8.00%	8.00%
Salary escalation	7.50%	7.50%	7.50%	7.50%

# AMD Industries Limited (Consolidated)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 27 Disclosures under Accounting Standards

#### Particulars

#### Segment information

The Company has identified business segments as its primary segment and geographic segments as its secondary segment. Business segments are primarily Packaging, Textile and Real Estate. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments. Geographical revenues are allocated based on the location of the customer. Geographic segments of the Company are India and Others.

Particulars	For the year ended 31st March, 2014			
	Business segments		Eliminations	Total
	PACKAGING	REAL ESTATE		
	Rs.	Rs.	Rs.	Rs.
Revenue	1,904,876,264.87 (1,569,436,573.93)	2,039,999.00 (2,040,000.00)	- (-)	1,906,916,263.87 (1,571,476,573.93)
Inter-segment revenue	- (-)	- (-)	- (-)	- (-)
Total	1,904,876,264.87 (1,569,436,573.93)	2,039,999.00 (-)	- (-)	1,906,916,263.87 (1,569,436,573.93)
Segment result	101,584,858.86 (16,400,462.16)	-16,294,758.58 (-8454998.65)	- (-)	85,290,100.28 (7,945,463.51)
Unallocable expenses (net)				- (-)
Operating income				85,290,100.28 (7,945,463.51)
Other income (net)				2,019,518.18 (7,060,573.08)
Profit before taxes				87,309,618.46 (15,006,036.59)
Tax expense				30,832,987.00 (4,077,058.00)
Net profit for the year				56,476,631.46 (10,928,978.59)
Minority Interest				(-2392276.00) (199,434.00)
Net Profit for the year excluding minority interest				58,868,907.46 (10,729,544.59)

Particulars	For the year ended 31st March, 2014		
	Business segments		Total
	PACKAGING	REAL ESTATE	
	Rs.	Rs.	Rs.
Segment assets	2,129,704,571.99 (2,097,759,433.36)	631,811,637.93 (655,699,945.58)	2,761,516,209.92 (2,753,459,378.94)
Unallocable assets	- (-)	- (-)	- (-)
Total assets	2,129,704,571.99 (2,097,759,433.36)	631,811,637.93 (655,699,945.58)	2,761,516,209.92 (2,753,459,378.94)
Segment liabilities	2,414,095,920.06 (2,398,636,078.88)	347,420,289.86 (354,823,300.06)	2,761,516,209.92 (2,753,459,378.94)
Unallocable liabilities	- (-)	- (-)	- (-)
Total liabilities	2,414,095,920.06 (2,398,636,078.88)	347,420,289.86 (354,823,300.06)	2,761,516,209.92 (2,753,459,378.94)
Other information			
Capital expenditure (allocable)	162,053,390.34 (105,080,325.51)	- (-)	162,053,390.34 (105,080,325.51)
Depreciation and amortisation (allocable)	87,369,148.00 (82,878,233.72)	- (-)	87,369,148.00 (82,878,233.72)

# AMD Industries Limited (Consolidated)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 27 Disclosures under Accounting Standards (contd.)

#### Particulars

The geographic segments individually contributing 10 percent or more of the Company's revenues and segment assets are shown separately:

Geographic Segment	Revenues For the year ended 31 March, 2014 Rs.	Segment assets As at 31 March, 2014 Rs.
India	1,769,705,770.24	2,761,516,209.92
Others	(1,443,049,883.41) 137,210,493.63 (128,426,690.52)	(2,753,459,378.94) - (-)

**Note:** Figures in bracket relates to the previous year

### Note 28 Related Party disclosure

As required by Accounting Standard - 18, "Related Party Disclosures" issued by the Institute of Chartered Accountants of India, relevant information is provided here below:

28.1 Related parties with whom transactions have taken place during the year:		
Name	Relationship	
Sh. H S Gupta	Key Managerial Personnnel	
Sh. Ashok Gupta	Key Managerial Personnnel	
Sh. Adit Gupta	Key Managerial Personnnel	
Mrs. Chitra Gupta	Key Managerial Personnnel's relative	
Ms. Vidhi Gupta	Key Managerial Personnnel's relative	
Ms. Mamta Gupta	Key Managerial Personnnel's relative	
Mrs. Geetika Gupta	Key Managerial Personnnel's relative	
Ashoka Productions and Communications (P) Limited	Company in which KMP / Relatives of KMP can exercise significant influence	
Kadam Trees Properties (P) Limited	Company in which KMP / Relatives of KMP can exercise significant influence	
AMD Estates & Developers Private Limited	Subsidiary Company	
M/s Ashok Sons (HUF)	HUF in which KMP / Relatives of KMP can exercise significant influence	
M/s Pink Dreams Studio	Firm in which KMP / Relatives of KMP can exercise significant influence	

28.2 Followings are the details of the transactions with the related party:		
Nature of transaction	Related Parties	Amount in Rs.
Salaries, Allowance & Perquisites	Key Managerial Personnnel	32,084,588.00 (21,682,363.00)
Salaries, Allowance & Perquisites	Key Managerial Personnnel's relative	2,400,000.00 (2,303,400.00)
Rent Paid	Company in which KMP / Relatives of KMP can exercise significant influence	3,960,000.00 (3,960,000.00)
Rent Paid	Key Managerial Personnnel	8,694,000.00 (9,729,000.00)
Rent Paid	Key Managerial Personnnel's relative	5,790,000.00 (1,380,000.00)
Interest paid	Company in which KMP / Relatives of KMP can exercise significant influence	2,460,998.00 (2,015,384.68)
Interest paid	Key Managerial Personnnel	17,211,233.00 (2,756,996.00)
Interest paid	Key Managerial Personnnel's relative	336,237.00 (1,190,822.00)
Interest paid	HUF in which KMP / Relatives of KMP can exercise significant influence	350,397.00 (106,521.00)
Diwali Expenses	Firm in which KMP / Relatives of KMP can exercise significant influence	205,330.00 (-)
Interest Income	Subsidiary Company	2,890,071.00 (5,389,538.00)
Repayment of Unsecured Loans	Key Managerial Personnnel	90,167,619.00 (4,971,977.00)
Repayment of Unsecured Loans	Company in which KMP / Relatives of KMP can exercise significant influence	3,106,524.00 (701,538.00)
Repayment of Unsecured Loans	Key Managerial Personnnel's relative	7,000,000.00 (32,714,515.00)
Repayment of Unsecured Loans	HUF in which KMP / Relatives of KMP can exercise significant influence	- (10,562.00)
Unsecured Loans Received	Key Managerial Personnnel	160,816,889.00 (42,156,996.00)
Unsecured Loans Received	Company in which KMP / Relatives of KMP can exercise significant influence	4,960,998.00 (2,015,384.68)
Unsecured Loans Received	Key Managerial Personnnel's relative	7,000,000.00 (-)
Unsecured Loans Received	HUF in which KMP / Relatives of KMP can exercise significant influence	900,000.00 (2,400,000.00)
Loans & Advance given to subsidiary	Subsidiary Company	32,538,921.00 (49,179,803.00)
Loans & Advance received back from subsidiary	Subsidiary Company	85,476,550.00 (40,300,000.00)

# AMD Industries Limited (Consolidated)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

28.3	Disclosure of Material Transactions:		
	Particulars	Current Year	Previous Year
	<b><u>Salaries, Allowance &amp; Perquisite</u></b>		
	Sh. H S Gupta ( Chairman)	12,000,000.00	7,317,954.00
	Sh. Ashok Gupta ( Managing Director)	10,044,988.00	7,515,575.00
	Sh. Adit Gupta ( Joint Managing Director)	10,039,600.00	6,848,834.00
	<b><u>Salaries, Allowance &amp; Perquisite</u></b>		
	Ms. Vidhi Gupta	1,200,000.00	1,151,700.00
	Ms. Mamta Gupta	1,200,000.00	1,151,700.00
	<b><u>Rent Paid</u></b>		
	Kadam Trees Properties (P) Limited	3,960,000.00	3,960,000.00
	Sh. Ashok Gupta ( Managing Director)	-	1,035,000.00
	Sh. Adit Gupta ( Joint Managing Director)	8,694,000.00	8,694,000.00
	Mrs. Chitra Gupta	5,340,000.00	1,380,000.00
	Ashok Sons (HUF)	450,000.00	-
	<b><u>Interest Paid</u></b>		
	Ashoka Productions and Communications (P) Limited	2,460,998.00	2,015,384.68
	Sh. H S Gupta ( Chairman)	1,614,813.00	1,204,129.00
	Sh. Ashok Gupta ( Managing Director)	14,708,650.00	966,309.00
	Sh. Adit Gupta ( Joint Managing Director)	887,770.00	586,558.00
	Mrs. Geetika Gupta	158,045.00	274,384.00
	Mrs. Chitra Gupta	178,192.00	916,438.00
	M/s Ashok Sons (HUF)	350,397.00	106,521.00
	<b><u>Diwali Expenses</u></b>		
	M/s Pink Dreams Studio	205,330.00	-
	<b><u>Interest Income</u></b>		
	AMD Estates & Developers Private Limited	2,890,071.00	5,389,538.00
	<b><u>Revenue from Investments in Real Estates</u></b>		
	AMD Estates & Developers Private Limited	38,056,882.00	-
	<b><u>Repayment of Unsecured Loans</u></b>		
	Ashoka Productions and Communications (P) Limited	3,106,524.00	701,538.00
	Sh. H S Gupta ( Chairman)	1,257,320.00	737,392.00
	Sh. Ashok Gupta ( Managing Director)	78,142,513.00	3,823,775.00
	Sh. Adit Gupta ( Joint Managing Director)	10,767,786.00	410,810.00
	Mrs. Geetika Gupta	-	11,027,438.00
	Mrs. Chitra Gupta	7,000,000.00	21,687,077.00
	M/s Ashok Sons (HUF)	-	10,562.00
	<b><u>Unsecured Loans Received</u></b>		
	Ashoka Productions and Communications (P) Limited	4,960,998.00	2,015,384.68
	Sh. H S Gupta ( Chairman)	1,614,813.00	7,604,129.00
	Sh. Ashok Gupta ( Managing Director)	154,314,306.00	26,966,309.00
	Sh. Adit Gupta ( Joint Managing Director)	4,887,770.00	7,586,558.00
	Mrs. Chitra Gupta	7,000,000.00	-
	M/s Ashok Sons (HUF)	900,000.00	2,400,000.00
	<b><u>Loans &amp; Advance Given to Subsidiary</u></b>		
	AMD Estates & Developers Private Limited	32,538,921.00	49,179,803.00
	<b><u>Loans &amp; Advance received back from Subsidiary</u></b>		
	AMD Estates & Developers Private Limited	85,476,550.00	40,300,000.00



# AMD Industries Limited (Consolidated)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 29 Disclosures under Accounting Standards

Basic and diluted earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The company has not issued any potential equity shares, accordingly, basic and diluted earnings per share are the same.

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
<b>Earnings per share</b>		
(a) Profit after taxation and exceptional items	58,868,907.46	10,729,544.59
(b) Weighted average number of shares outstanding during the year	19,166,749.00	19,166,749.00
(c) Nominal Value per Share	10.00	10.00
(d) Basic and Diluted earnings per share	3.07	0.56

### Note 30 Disclosures under Accounting Standards

Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
<b>Deferred tax (liability) / asset</b>		
<u>Tax effect of items constituting deferred tax liability</u>		
On difference between book balance and tax balance of fixed assets	89,995,520.00	83,616,435.00
Tax effect of items constituting deferred tax liability	89,995,520.00	83,616,435.00
<u>Tax effect of items constituting deferred tax assets</u>		
Provision for compensated absences, gratuity and other employee benefits	2,231,234.00	2,127,463.00
Unabsorbed depreciation carried forward	179,796.00	155,480.00
Brought forward business losses	3,126,498.00	2,476,957.00
On items included in Reserves and surplus pending amortisation into the Statement of Profit and Loss	-	-
Tax effect of items constituting deferred tax assets	5,537,528.00	4,759,900.00
<b>Net deferred tax (liability) / asset</b>	<b>(84,457,992.00)</b>	<b>(78,856,535.00)</b>

### Note 31 Disclosures under Accounting Standards

Particulars					
<b>Details of provisions</b>					
The Company has made provision for various contractual obligations and disputed liabilities based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below:					
Particulars	As at 1st April, 2013	Additions	Utilisation	Reversal (withdrawn as no longer required)	As at 31st March, 2014
	Rs.	Rs.	Rs.	Rs.	Rs.
Provision for other contingencies:					
(i) Sales Tax Demand for the Year 1999-2000 to 2006-2007	4,100,000.00 (4,100,000.00)	- -	- -	- -	4,100,000.00 (4,100,000.00)
(ii) Entry Tax for the Year 2004-2005 and 2005-2006	1,900,000.00 (1,900,000.00)	- -	- -	- -	1,900,000.00 (1,900,000.00)
<b>Total</b>	<b>6,000,000.00 (6,000,000.00)</b>	<b>- -</b>	<b>- -</b>	<b>- -</b>	<b>6,000,000.00 (6,000,000.00)</b>

**Note:** - Figures in brackets relate to the previous year.

# AMD Industries Limited (Consolidated)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 32 Additional information to the financial statements

Note	Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
32.1	<b>Contingent liabilities and commitments (to the extent not provided for)</b>		
(i)	Contingent liabilities		
	(a) Claims against the Company not acknowledged as debt	Nil	Nil
	(b) Guarantees - Corporate Guarantee for Subsidiary Company i.e. AMD Estates and Developers (P) Limited	230,000,000.00	230,000,000.00
	(c) Other money for which the Company is contingently liable against pending legal cases		
	- Sales Tax Matters	4,844,595.00	19,510,149.00
	- Entry Tax Matters	3,284,673.00	2,285,409.00
	- Excise Matters	3,828,659.00	10,425,252.00
	- Labour Dispute	200,000.00	522,000.00
		<b>12,157,927.00</b>	<b>32,742,810.00</b>

32.2 The Company has not received any Memorandum, (as required to be filed by the supplier which are registered with the Notified Authority under the provisions of the Micro, Small & Medium Enterprises Development Act, 2006) claiming their status as on 31<sup>st</sup> March 2014 as Micro, Small and Medium Enterprise. Consequently, interest paid/payable to these parties during the year is NIL

### 32.3 Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchanges

Loans and advances in the nature of loans given to subsidiaries without any specific repayment schedule:

Name of the party	Relationship	Amount outstanding as at 31 March, 2014	Maximum balance outstanding during the year
AMD Estates & Developers (P) Limited	Subsidiary	3,526,572.00 (56,464,201.00)	56,464,201.00 (56,464,201.00)
<b>Note:</b> Figures in bracket relate to the previous year.			

32.4	<b>Details on derivatives instruments and unhedged foreign currency exposures</b>			
I.	The following derivative positions are open as at 31 March, 2014. These transactions have been undertaken to act as economic hedges for the Company's exposures to various risks in foreign exchange markets and may / may not qualify or be designated as hedging instruments.			
(a)	Forward exchange contracts and options [being derivative instruments], which are not intended for trading or speculative purposes but for hedge purposes to establish the amount of reporting currency required or available at the settlement date of certain payables and receivables.			
(i)	Outstanding forward exchange contracts entered into by the Company as on 31 March, 2014			
	<b>Currency</b>	<b>Amount</b>	<b>Buy / Sell</b>	<b>Cross currency</b>
	USD	633,940.00	Buy	Rupees
	USD	(424,425.68)	Buy	Rupees
	USD	-	Sell	Rupees
	USD	(500,000.00)	Sell	Rupees
	<b>Note:</b> Figures in brackets relate to the previous year			
II.	The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:			
	<b>As at 31st March, 2014</b>		<b>As at 31st March, 2013</b>	
	<b>Receivable/ (Payable)</b>	<b>Receivable/ (Payable) in Foreign currency</b>	<b>Receivable/ (Payable)</b>	<b>Receivable/ (Payable) in Foreign currency</b>
	<b>Rs.</b>	<b>(indicate amount with currency)</b>	<b>Rs.</b>	<b>(indicate amount with currency)</b>
	22501049.00	USD 374394.74	24,506,774.00	USD 450580.80
	Nil	EURO Nil	1,798,628.00	EURO 25863.24
	(39069585.00)	(USD 650078.46)	(11142512.00)	(USD 929965.80)
	(62052241.00)	(EURO 751451.58)	(1046912.00)	(EURO 15054)

# AMD Industries Limited (Consolidated)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 32 Additional information to the financial statements (Contd.)

Note	Particulars	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
32.5	<b>Value of imports calculated on CIF basis :</b>		
	Raw materials	315,205,082.10	497,543,610.31
	Spare parts	2,259,230.05	1,132,590.59
	Capital goods	97,395,730.00	67,438,570.50
32.6	<b>Expenditure in foreign currency :</b>		
	Commission	1,498,178.78	1,320,248.70
	Others (Travelling Expenses etc)	2,662,930.22	3,553,732.00
32.7	<b>Details of consumption of imported and indigenous items</b>	<b>For the year ended 31 March, 2013</b>	
		<b>Rs.</b>	<b>%</b>
	Imported		
	Raw materials	432,119,939.77	40.43
		(392,618,081.31)	(40.63)
	<b>Total</b>	432,119,939.77	40.43
		(392,618,081.31)	(40.63)
	Indigenous		
	Raw materials	636,776,391.29	59.57
		(573,595,527.32)	(59.37)
	<b>Total</b>	636,776,391.29	59.57
		(573,595,527.32)	(59.37)
	<b>Note:</b> Figures / percentages in brackets relates to the previous year		
32.8	<b>Earnings in foreign exchange:</b>	<b>As at 31st March, 2014 Rs.</b>	<b>As at 31st March, 2013 Rs.</b>
	Export of goods calculated on FOB basis	137,210,493.63	128,426,690.52

### 32.9 Dividend

Borad of Directors have proposed Dividend of Rs. 0.90 Per share on Paid up Share capital of 19166749 equity shares. The distribution of the Dividend is subject to approval by the shareholders.

### Note 33 Information of subsidiaries as required uder section 212 of the Companies Act, 1956 :

		<b>(Amount in Rs.)</b>	
	<b>Name of the Subsidiary</b>	<b>AMD Estates and Developers (P) Limited</b>	<b>Prime Techno Build (P) Limited</b>
	Country of Origin	India	India
A	Share Capital	100,000,000.00	100,000.00
B	Reserves and Surplus	(15,366,079.71)	(159,860.00)
C	Total Liabilities	730,674,257.00	47,539,159.00
D	Total Assets	730,674,257.00	47,539,159.00
E	Details of Investements (Except for Investments in Subsidiaries)	-	-
F	Turnover/Other Income	115,471,522.92	-
G	Profit/(Loss) before Taxes	(5,635,374.21)	(22,000.00)
H	Provision for Taxation	(673,465.00)	-
I	Profit/(Loss) after Taxes	(4,961,909.21)	(22,000.00)
J	Proposed Dividend	-	-

### Note 34 Previous year's figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date attached

**For Suresh & Associates**

**FRN No. 003316N**

Chartered Accountants

**(CA Suresh K. Gupta)**

**Partner**

**Membership No.080050**

**For and on behalf of the Board of Directors**

**(Harswarup Gupta)**

**Chairman**

**DIN - 00034406**

**(Adit Gupta)**

**Managing Director**

**DIN - 00238784**

Place : New Delhi

Date : 28.05.2014

**(H.S.Agarwal)**

**Senior Manager - Accounts**

**(Prakash Prusty)**

**Company Secretary**



## *An effort towards Corporate Social Responsibility :*

### **KESHAV MADHAV SARASWATI VIDHYA MANDIR, KAKORE (G.B. NAGAR)**



Mr. Harswroop Gupta, Chairman of the Company, contributed his land for establishment of the school "Keshav Madhav Saraswati Vidhya Mandir" at Village Kakore, Distt Gautam Budh Nagar, Uttar Pradesh. The school is CBSE affiliated and is upto 12<sup>th</sup> standard. There are 1008 students in this school. This school is spreading the light of education for nearly 85 villages. 100 students approximately join this school every year. The school has affiliation of NCC to junior

level. Mr. Harswarup Gupta awards 1000/- rupees to the class topper every year. Fee concession is also given to very poor students. He arranges finance for school building. A basket ball ground was prepared and one room is also added to the school. Many activities are organized during the year viz. Eco-friendly week, Math week, World Heritage week, Grandparents day, Van Mahotsava, Teachers day, Science Exhibitions, etc.



## **AMD Industries Limited**

18, Pusa Road, 1st Floor, Karol Bagh, New Delhi 110 005

Tel. : 91-11-28753136, 28750649/50

Fax : 91-11-28753591

email : [amdgroup@amdindustries.com](mailto:amdgroup@amdindustries.com)

Url : [www.amdindustries.com](http://www.amdindustries.com)



# AMD Industries Limited

CIN: L28122DL1983PLC017141

Regd. Office : 18, Pusa Road, First Floor, Karol Bagh, New Delhi- 110005

E-mail : investor@amdindustries.com, Website : www.amdindustries.com

Tel : +91 11 46830202 / Fax : +91 11 28753591



## NOTICE OF 31<sup>st</sup> ANNUAL GENERAL MEETING

Notice is hereby given that 31<sup>st</sup> Annual General Meeting of the Members of AMD Industries Limited will be held on Friday, 26<sup>th</sup> September, 2014 at 10.30 AM. at Radiance Motel, Tania Farms Complex, Chattarpur Mandir Road, Satbari Village, New Delhi – 110030 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements for the year ended on 31<sup>st</sup> March, 2014 and the reports of the Board and Auditor's thereon.
2. To declare dividend on equity shares for the financial year ended on 31<sup>st</sup> March, 2014.
3. To appoint a Director in place of Mr. Ashok Gupta (DIN: 00031630), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint M/s Suresh & Associates, Chartered Accountants, New Delhi (FRN- 0003316N) as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS

5. **To consider and if thought fit, to pass with or without modifications, following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and amended Clause 49 of the Listing Agreement, Mr. Mahipal Ahluwalia (DIN: 00588626), an Independent Director of the company, be and is hereby appointed as an Independent Director of the Company to hold office upto 5 (five) consecutive years commencing from 26.09.2014."

6. **To consider and if thought fit, to pass with or without modifications, following Resolution as an Ordinary**

### Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and amended Clause 49 of the Listing Agreement, the term of Mr. Prabhat Krishna (DIN: 02569624), an Independent Director of the company, be and is hereby appointed as an Independent Director of the Company to hold office upto 5 (five) consecutive years commencing from 26.09.2014."

7. **To consider and if thought fit, to pass with or without modifications, following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and amended Clause 49 of the Listing Agreement, Ms. Shubha Singh (DIN: 06926872), be and is hereby appointed as an Independent Director of the Company to hold office upto 2 (two) consecutive years commencing from 26.09.2014."

8. **To consider and if thought fit, to pass with or without modifications, following Resolution as a Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions of the Companies Act, 1956 and Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the time being in the force, the approval of the Company be and is hereby accorded to the appointment of Mr. Ashok Gupta (DIN: 00031630) as Whole Time Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 1<sup>st</sup> April, 2014 on following terms and conditions:

Basic Salary	Rs.3,00,000/- per month.
<b>Perquisites And Allowances</b>	
Housing	a. The expenditure incurred by the Company on hiring unfurnished accommodation will be subject to a ceiling of 20% of the basic salary on monthly basis. b. In case no accommodation is provided by the Company, entitlement to house rent allowance subject to ceiling laid down in (a) above.
Medical Reimbursement	Expenses actually incurred for self and family.
Leave Travel Concession	For self and family once in a year for any destination in India.
Club Fees	Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.
Medical Insurance premium	as per policy of the Company
Personal Accident Insurance	as per policy of the Company
Entertainment Expenses	Reimbursement of entertainment expenses on actual basis incurred during the course of the business
Facilities	Car with chauffeur for official use, telephones, Internet and fax facility at residence for official work. These will not be considered as perquisites.
Bonus	Bonus equivalent to one month basic salary
Commission	5% of net profit per annum
Other Benefit /amenity / facility / ex-gratia	as may be prescribed to be payable from time to time in accordance with the Policy of the Company.

Retiral Benefits as per policy of the Company not to be included in the ceiling of overall remuneration as provided under Schedule V the Companies Act, 2013:

- Contributions by the Company to Provident Fund, Superannuation Fund so far the same is not taxable under the provisions of Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- Leave accumulated up to one month leave in a year to be encashed at the end of the tenure.

Other terms:

Subject to the superintendence, control and direction of the Board of Directors, Mr. Ashok Gupta shall manage and conduct the business and affairs of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

**RESOLVED FURTHER THAT** the overall consolidated remuneration payable to Mr. Ashok Gupta shall not exceed Rs.1,20,00,000/- per annum.

Basic Salary	Rs.2,50,000/- per month.
<b>Perquisites And Allowances</b>	
Housing	a. The expenditure incurred by the Company on hiring unfurnished accommodation will be subject to a ceiling of 30% of the basic salary on monthly basis. b. In case no accommodation is provided by the Company, entitlement to house rent allowance subject to ceiling laid down in (a) above.
Medical Reimbursement	Expenses actually incurred for self and family.
Leave Travel Concession	For self and family once in a year for any destination in India.
Club Fees	Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.
Medical Insurance premium	as per policy of the Company
Personal Accident Insurance	as per policy of the Company
Entertainment Expenses	Reimbursement of entertainment expenses on actual basis incurred during the course of the business
Facilities	Car with chauffeur for official use, telephones, Internet and fax facility at residence for official work. These will not be considered as perquisites.
Bonus	Bonus equivalent to one month basic salary
Commission	5% of net profit per annum
Other Benefit / amenity / facility / ex-gratia	as may be prescribed to be payable from time to time in accordance with the Policy of the Company.

Retiral Benefits as per policy of the Company not to be included in the ceiling of overall remuneration as provided under Schedule V to the Companies Act, 2013:

- Contributions by the Company to Provident Fund, Superannuation Fund so far the same is not taxable under the provisions of Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- Leave accumulated up to one month leave in a year to be encashed at the end of the tenure.

Other terms:

Mr. Adit Gupta shall be entrusted with substantial powers of the management of the affair of the company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

**RESOLVED FURTHER THAT** the overall consolidated remuneration payable to Mr. Ashok Gupta shall not exceed R.1,20,00,000/- per annum.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to alter and vary the terms and conditions of the said appointment in such manner as may be agreed and to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution".

**9. To consider and if thought fit, to pass with or without modifications, following Resolution as a Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions of the Companies Act, 1956 and Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the time being in the force, the approval of the Company be and is hereby accorded to the appointment of Mr. Adit Gupta (DIN: 00238784) as Managing Director of the Company, for a period of 3 years with effect from 1<sup>st</sup> April, 2014 on following terms and conditions:

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to alter and vary the terms and conditions of the said appointment in such manner as may be agreed and to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution".

**10. To consider and if thought fit, to pass with or without modifications, following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.1,10,000/- plus out of pocket expenses to be paid to M/s Aggarwal Ashwani K. & Associates, Cost Auditors of the company for the financial year 2014-15, as approved by the Board, be and is hereby ratified."

**11. To consider and if thought fit, to pass with or without modifications, following Resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read





with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board of Directors  
For AMD Industries Limited**

Place: New Delhi  
Date: 05.08.2014

**Prakash Prusty  
Company Secretary**

**Regd. Office:**

18, Pusa Road,  
1<sup>st</sup> Floor, Karol Bagh,  
New Delhi – 110005

**NOTES:**

- 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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.
- A Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
- Corporate Members, intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- The Register of Members and Share Transfer Books will remain close from Friday, 19<sup>th</sup> September 2014 to Friday, 26<sup>th</sup> September 2014 (both days inclusive).
- Members are requested to bring their attendance slip along with their copy of annual report to the Meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio Numbers on the Attendance slip for attending the meeting.
- In case of joint shareholders attending the Meeting, only such holder whose name appears first in the Register of Members will be entitled to vote.
- Relevant documents referred to in the accompanying Notice are open for inspection at the registered office of the company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual general Meeting.

- Members who hold shares in physical form in multiple folios, in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer agents, M/S Bigshare Services Private Limited for consolidation into a single folio.
- The Dividend for the financial year ended 31st March, 2014, as recommended by the Board, if approved by the Members, will be paid on or after 6<sup>th</sup> October, 2014 to those Members whose names appear in the Register of Members of the Company as on the book closure dates.
- Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts, will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Company's Registrars and Transfer Agent i.e. Bigshare Services Private Limited immediately.
- Members who have not received their dividend paid by the Company in respect of earlier years, are requested to check with the Company's Registrars & Transfer Agents. Members are requested to note that in terms of Section 205C of the Companies Act, 1956, any dividend unpaid/unclaimed for a period of 7 years from the date these first became due for payment, is to be transferred to the Investor Education & Protection Fund.  
  
Members who have not yet encashed their dividends for the financial year ended 31st March, 2007 onwards are requested to make their claims to the Company's Registrars & Transfer Agents accordingly, without delay. It may be noted that the unclaimed dividend for the financial year ended 31st March, 2007 are due for transfer to the "Investor Education & Protection Fund" on 10<sup>th</sup> September 2014.
- Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications (hereinafter referred to as "Corporate Communications") through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members of the Company, who have registered their e-mail address and to whom Annual Report are sent through electronic mode, are entitled to receive such Annual Report in physical form upon request. Annual Report is also available on Company's website [www.amdindustries.com](http://www.amdindustries.com) for their download.
- The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to Bigshare Services Private Limited / Secretarial department of the Company.
- Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at the Registered Office, so as to reach at least 7 days before the date of the Meeting, so that the required information can be made available at the Meeting.



15. The Members please be informed that as a matter of good corporate governance practices, no gifts, food coupons or gifts coupons shall be distributed at the Annual General Meeting.
16. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, all the businesses to be transacted at the annual general meeting can be transacted through electronic voting system and Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date (record date) of 14<sup>th</sup> August, 2014. The Company has appointed Mr. Amar Gopal Gambhir, Prop. of M/s AGG & Associates, Practicing Company Secretary, to act as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to Chairman of the company within three working days after the conclusion of e-voting period. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

## PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li><b>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</b></li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li><b>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the 14.08.2014 in the Dividend Bank details field.</b></li> </ul>

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (A) In case of members receiving e-mail:
- Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on "Shareholders" tab.
  - Now, select the Electronic Voting Sequence Number - "EVSN" alongwith 'Company Name-**AMD Industries Limited**' from the drop down menu and click on "SUBMIT".
  - Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
  - If you are a first time user follow the steps given below:
- Click on the EVSN for AMD Industries Limited to vote.
  - On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
  - After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of

the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

## (B) In case of members receiving the physical copy

Please follow all steps from s. no. (i) to s. no. (xvii) above, to cast vote.

- C) The voting period begins on 18<sup>th</sup> September 2014 at 9.00 a.m. and ends on 20<sup>th</sup> September 2014 at 6.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) of 14.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (F) The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company [www.amdindustries.com](http://www.amdindustries.com) and on the website of CDSL within two days of passing of the resolutions at the annual general meeting of the Company.

## Details of Directors seeking appointment & re-appointments:

Name of Director	Mr. Ashok Gupta	Mr. Adit Gupta	Mr. Mahipal Ahluwalia	Mr. Prabhat Krishna	Ms. Shubha Singh
Date of Birth	12.04.1953	24.12.1979	20.05.1951	06.11.1947	26.01.1976
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment in the Company	17.12.1983	14.11.2005	07.08.2006	30.06.2009	-
Qualification	B.Sc.	B.Sc. (Chemicals) & MBA (Finance)	L.L.B.	B. Tech. (Chem)	Company Secretaryship, CFA, PGDFA, MBA (IB)
Expertise in specific functional areas	36 yrs (Business)	15 yrs (Business)	36 yrs (Profession)	36 yrs (Service)	15 yrs (Service)
No. of equity shares held in the Company	3596793	4142637	Nil	Nil	Nil
Other Directorship	1. AMD Textiles Ltd. 2. Hindustan Beverages & Snacks Ltd. 3. Chitra Buildtech Pvt. Ltd. 4. AMD Financial Services Pvt. Ltd. 5. Sesha Tools Pvt. Ltd. 6. AMD Foods & Hotels Pvt. Ltd. 7. Manglam Buildtech Pvt. Ltd. 8. AMD Estates & Developers Pvt. Ltd. 9. Aditya Infrabuilt Pvt. Ltd. 10. Prime Techno Build Pvt. Ltd. 11. Ashoka Productions & Communications Pvt. Ltd.	1. AMD Textiles Ltd. 2. AMD Financial Services Pvt. Ltd. 3. AMD Estates & Developers Pvt. Ltd. 4. Prime Techno Build Pvt. Ltd. 5. Ashoka Productions & Communications Pvt. Ltd. 6. Kadam Trees Properties Pvt. Ltd. 7. Sesha Tools Pvt. Ltd.	Nil	1. ALPS Industries Ltd. 2. Sharda Spuntex Pvt. Ltd.	Nil



Other Committee Membership	<u>AMD Industries Ltd.</u>	<u>AMD Industries Ltd.</u>	<u>AMD Industries Ltd.</u>	<u>AMD Industries Ltd.</u>	Nil
	1. Stakeholders Relationship Committee (erstwhile Shareholders / Investors Grievance Committee) –Member 2. Management Committee -Member 3. Corporate Social Responsibility Committee -Member <u>Other Companies</u> Nil	1. Audit Committee -Member 2. Management Committee-Member <u>Other Companies</u> Nil	1. Audit Committee - Member 2. Stakeholders Relationship Committee (erstwhile Shareholders / Investors Grievance Committee) -Chairman 3. Nomination & Remuneration Committee – Member 4. Corporate Social Responsibility Committee -Chairman <u>Other Companies</u> Nil	1. Audit Committee -Chairman 2. Stakeholders Relationship Committee (erstwhile Shareholders / Investors Grievance Committee) - Member 3. Nomination & Remuneration Committee-Chairman 4. Corporate Social Responsibility Committee -Member <u>ALPS Industries Ltd.</u> 1. Audit Committee-Chairman 2. Remuneration Committee-Chairman 3. Investor Grievance Committee-Chairman	

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item Nos. 5 and 6

Mr. Mahi Pal Ahluwalia and Mr. Prabhat Krishna are Independent Directors of the Company and have held the positions as such for more than 5 (five) years. As per the provisions of Companies Act 2013, the Independent Directors shall be appointed for not more than two terms of upto five years each and shall not be liable to retire by rotation at every AGM. In terms of Companies Act, 2013 and amended Listing Agreement, these directors will serve for a maximum period of one term of upto five years.

Mr. Mahipal Ahluwalia aged about 63 years, is a Lawyer and having more than 36 years of experience in handling Legal cases both in High Court as well as in Supreme Court.

Mr. Prabhat Krishna aged about 66 years, is a retired banker from State Bank of India. He is B. Tech (Chem) from IIT, New Delhi. He started his career with a Chemical Consultancy firm. He joined SBI as Probationary Officer in 1973. He kept on moving on different position within the Bank and handled Corporate Account with a minimum limit of Rs.50 Crores & above. Mr. Prabhat Krishna worked with the Bank for 35 years and retired in November 2007.

The Company has received notices in writing from member(s) alongwith deposit(s) of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidatures of Mr. Mahi Pal Ahluwalia and Mr. Prabhat Krishna for the office of the Independent Director of the Company.

The aforesaid Independent Directors are eminent personalities in their respective fields. Your Board considers that their continued association with the company would be beneficial for the company. All the aforesaid Independent Directors have given declarations to the Board of Directors to the effect that they meet the criteria of independence as

provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Mahi Pal Ahluwalia and Mr. Prabhat Krishna fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for being appointed as Independent Directors of the Company and they are independent of the Management.

In line with the requirements & compliances of the Companies Act, 2013, it is therefore proposed to appoint Mr. Mahi Pal Ahluwalia and Mr. Prabhat Krishna, as Independent Directors on the Board of the Company upto five consecutive years, commencing from 26th September, 2014, not liable to retire by rotation.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.amdindustries.com](http://www.amdindustries.com).

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than proposed Independent Directors for their appointment, are concerned or interested, financially or otherwise, in these Resolutions.

The Board commends the Ordinary Resolutions as set out at item no. 5 & 6 for approval of the Members.

### Item No. 7

As per the provisions of Section 149(1) of the Companies Act, 2013 and amended clause 49 of the Listing agreement, the Company shall have at least one woman director.

The Company has received a notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Shubha Singh





for the office of the independent director of the Company. The aforesaid Independent Director has given a declaration to the Board of Directors to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Ms. Shubha Singh is an Associate Member of Institute of Company Secretaries of India. She has done Chartered Financial Analyst (CFA) from ICFAI, Hyderabad in 2002, Post Graduate Diploma in Financial Analyst from ICFAI, Hyderabad in 2002, MBA (International Business) from IMT, Ghaziabad in 2013, B. Com. (Hons) from Hansraj College, Delhi University in 1996. Presently she is working as a Company Secretary of Dhanuka Agritech Limited. She has 15 years of experience in secretarial and finance functions.

In the opinion of the Board, Ms. Shubha Singh fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for being appointed as an Independent Director of the Company and she is independent of the management. In terms of provisions of Section 149, 150 and 152(1) of the Companies Act, 2013 and amended clause 49 of the Listing agreement, the Board proposes to appoint Ms. Shubha Singh as an Independent Director on the Board of the Company upto two consecutive years, commencing from 26<sup>th</sup> September, 2014.

A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of her appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.amdindustries.com](http://www.amdindustries.com).

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Director for her appointment, is concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Ordinary Resolution as set out at item no. 7 for approval of the Members.

## Item Nos. 8 & 9

The Board of Directors of the Company, at its meeting held on 07.02.2014 have, subject to the approval of members and Central Government and in compliance of section 198, 269, 309, 310, 311 and all the conditions set out in Schedule XIII of the Companies Act, 1956, appointed Mr. Ashok Gupta, as Whole time Director and Mr. Adit Gupta as Managing Director of the Company, w.e.f. 01.04.2014 for a period of three years. The Board also appointed Mr. Ashok Gupta as Vice Chairman with effect from 07 February, 2014. The Board again in its meeting held on 28.05.2014 revised the terms of the appointment in compliance with all the conditions set out in Schedule V to the Companies Act, 2013 as also conditions set out under Section 196, 197, 198, 203 of the Companies Act, 2013.

Mr. Ashok Gupta aged about 61 years was Managing Director of AMD Industries Limited till 31.03.2014. He is a Bachelor of Science and enriched with an experience of more than 36 years in Industrial and Commercial activities. Mr. Ashok Gupta has traveled widely and has attended many prestigious seminars and exhibitions in India and abroad including Inter Pack and Metpack Dusseldorf, Germany, Pet Exhibition- Munich. He has also participated as a Guest Speaker on the subject "The Growing Trends of Pet Industry in Asia Pacific Market" organized in Germany by PET PLANET, one of the World's most read

PET magazines. Mr. Ashok Gupta looks after the day-to-day operations of the Company since its inception. He is a founder promoter of the Company.

Mr. Adit Gupta aged about 35 years was Joint Managing Director of AMD Industries Limited till 31.03.2014. He is a B.Sc. in Chemical Engineering stream from Virginia, USA and MBA (Finance) from Boston, USA. Mr. Adit Gupta has been involved in business development and promotion function of AMD Industries Ltd. since 1999. In the year 1999, he underwent a training course at Sacmi, Italy to get first hand experience of beverage packaging trends and know-how in plastics and crowns manufacturing. He has joined the Board of AMD Industries Limited on 14.11.2005 as the Director of the Company & further subsequently appointed as Whole Time Director with effect from 14.06.2006. He was reappointed as Joint Managing Director with effect from 01<sup>st</sup> June 2012.

Mr. Adit Gupta was actively involved as a team leader for implementation of Company's expansion and diversification projects of PET and Plastic closures in the year 2002 and 2003. He later went to Boston for his MBA degree course. He is one of the promoter directors of the company.

## STATEMENT AS PER SCHEDULE V PART II SECTION II

### I. GENERAL INFORMATION

#### 1. Nature of industry

Apart from the Packaging Business the company is also authorized to do business in Real Estates and other Businesses as appended in the Main Objects. The packaging business of the Company is a seasonal business.

#### 2. Date or expected date of commencement of commercial production

The company has started commercial production in the year 1985.

#### 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

#### 4. Financial performance based on given indicators

### Financial Performance (Rs./Lacs)

PARTICULARS	2014	2013
Sales	18295.86	15826.37
PBT	929.67	226.16
Taxes	315.06	67.12
PAT	614.61	159.03

### Capital structure

PARTICULARS	2014	2013
Equity Share Capital	1916.67	1916.67
Reserve & Surplus	10044.22	9630.11
Net worth	11960.89	11546.78

#### 5. Foreign investment or collaborators, if any

The company as on 01.08.2014 had 54 of foreign shareholders holding 1,40,049 equity shares in the company.



Particulars	MR. ASHOK GUPTA	MR. ADIT GUPTA
Background details	Mr. Ashok Gupta is a Graduate in Bachelor of Science and possesses an experience of more than 36 years in industrial and commercial activities.	Mr. Adit Gupta has completed his B.Sc. in Chemical Engineering stream from Virginia, USA and MBA from Boston, USA. Mr. Adit Gupta has been involved with business development and promotion function of the Company since 1999. In the year 1999, he underwent a training course at Sacmi, Italy to get first hand experience of beverage packaging trends and know-how in plastics and crowns manufacturing.
Past remuneration	Rs. Rs.1,00,44,988/- (Approved by the Central Government)	Rs. 1,00,39,600/- (Approved by the Central Government)
Recognition of awards	Mr. Ashok Gupta have been awarded with Samman Patra by the Income Tax Department for being one of individual paying highest income Taxes for the assessment years between 1994-1995 to 1998-1999.	N.A.
Job profile and his suitability	Mr. Ashok Gupta commenced business in the year 1974 by setting up a unit under the name and style of Shyam Industries to manufacture pilfer proof Aluminum caps mainly used by liquor industry. Under his leadership and guidance, the Company has attained this height.	Mr. Adit Gupta was actively involved as a team leader for implementation of company's expansion and diversification projects of PET and Plastic closures in the year 2002 and 2003. He later went to Boston for his MBA degree course and during that MBA program he attended Kortec Seminar. He is one of the promoter directors of the company and looks after business development function of the company. Mr. Adit has contributed a lot in initializing the process of diversification into Real Estates business.
Remuneration proposed	Maximum up to Rs. 1,20,00,000/- p.a. (As per the terms referred in the resolution item no. 8)	Maximum up to Rs. 1,20,00,000/- p.a. (As per the terms referred in the resolution item no. 9)
Comparative remuneration profile with respect to industry, size of the company and profile of the position and person	Information on comparative remuneration profiles with respect to industry, size of the Company are not available	Information on comparative remuneration profiles with respect to industry, size of the Company are not available
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Ashok Gupta is son of Mr. Harswarup Gupta, Executive Chairman and father of Mr. Adit Gupta, Managing Director.	Mr Adit Gupta is son of Mr. Ashok Gupta, Vice-Chairman and grandson of Mr. Harswarup Gupta, Executive Chairman.

### III. Other Information

#### 1. Reasons of loss or inadequate profits

The business of the Company is substantially dependent upon the growth of its main customers in the beverage industry because of which the margins of the Company are not up to the mark.

#### 2. Steps taken or proposed to be taken for improvement

The 6th PET Preform Line at Neemrana, Rajasthan has been made operational and commercial products thereat has been commenced. The Company is working to setup its 7th PET preform line and it will further increase the production capacity and revenue of the Company.

#### 3. Expected increase in productivity and profits in measurable terms

Since the company is working on setting up another PET platform, it will add up the production and revenue and the company is expected to perform better than the last year yet the improvement cannot be quantified in measurable term as our business is of seasonal nature and market remains uncertain.

### IV. Disclosures

The Corporate Governance report which forms part of the Directors' Report contains details of remuneration being paid to Mr. Ashok Gupta and Mr. Adit Gupta.

The terms and conditions of appointment and remuneration are



duly considered and recommended by the Nomination & Remuneration Committee in their Meetings held on 07.02.2014 and 28.05.2014.

Keeping in view, Mr. Ashok Gupta's vast experience and long association with your Company, it will be in the interest of your Company to appoint him as Vice-Chairman and Whole-time Director on the Board of your Company.

Keeping in view, Mr. Adit Gupta's vast experience, performance and association with your company, it will be in the interest of the Company to appoint him as Managing Director on the Board of your Company.

Brief resume of Mr. Ashok Gupta & Mr. Adit Gupta, nature of their expertise in specific functional areas, names of companies in which they holds directorships and memberships /chairmanships of Board Committees, their shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in this notice.

None of the Directors, key managerial personnel and their relative except Mr. Ashok Gupta & Mr. Adit Gupta, themselves, Mr. Harswarup Gupta, being relative, may be deemed to be concerned or interested, whether directly or indirectly, financially or otherwise, in the resolutions set out at item no. 8 & 9.

The Board recommends the Special Resolutions set out at Item No. 8 & 9 of this Notice for approval by the members of the Company.

## Item No. 10

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors for the financial year 2014-15 at a remuneration of Rs.1,10,000/- plus out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

## Item No. 11

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- a. new provisions relating to appointment of chief executive officer, chief financial officer, in addition to company secretary;
- b. the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- c. company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- d. existing articles have been streamlined and aligned with the Act;
- e. the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included so as to allow the company maximum flexibility in its operation.
- f. provisions of the existing AoA which are already part of Act and Rules made thereunder have not been reproduced in the new draft AoA as they would only create duplication and would warrant repeated alteration as and when the Act and Rules are changed/amended.

The proposed new draft AoA is attached to this Notice for perusal of the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 11 of the Notice.

The Board commends the Special Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

**By Order of the Board of Directors  
For AMD Industries Limited**

Place: New Delhi  
Date: 05.08.2014

**Prakash Prusty  
Company Secretary**



**THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
(Incorporated under the Companies Act, 1956)**

## ARTICLES OF ASSOCIATION

### OF

## AMD INDUSTRIES LIMITED

Table F not to apply but company to be governed by these Article

1. No regulations contained in table F in the schedule I to the companies Act, 2013, shall apply to this company, except in regard to matters not specifically provided in these Articles, but the regulations for the management of the company and for the observance of the members there of and their representatives, shall, subject to any exercise of the statutory powers of the company with reference to the repeal or alteration of or addition to, its resolution by special resolution as prescribed by the said companies Act, 2013, be such as are contained in these Articles.

### INTERPRETATION

Interpretation Clauses

2. In the interpretation of these Articles, unless, repugnant to the subject or context.

'The Company' or 'This Company'

'The Company' or 'This Company' means AMD Industries Limited.

'The Act'

'The Act' means the companies Act, 2013, or any statutory modification or re-enactment thereof for the time being in force.

'Rules' mean the applicable rules for the time being in force as prescribed under relevant sections/chapters of the Act.

'Board' or 'Board of Directors'

'Board' or 'Board of Directors' means collective body of the directors of the Company.

'Office'

'Office' means the registered office for the time being of the company.

'Seal'

'Seal' means the Common Seal for the time being of the company.

'Gender'

Words importing the masculine gender also include the feminine gender.

'in writing' and 'written'

'in writing' and 'written' include printing, lithography and other modes of representing or reproducing words in a visible form.

'Singular number'

Words importing the singular number include, where the context admits or requires the plural number and vice versa.

The marginal notes used in these Articles shall not affect the Construction thereof.

Save as aforesaid, any words or expressions defined in the Act shall if not inconsistent with the subject or context bear the same meaning in these Articles.

### SHARE CAPITAL AND VARIATION OF RIGHTS

3. The Authorized share capital of the company shall be such amount and be divided into such shares as may, from time to time, be Provided in 5<sup>th</sup> (V) clause of Memorandum of Association payable in the manner as may be determined by the Directors, from time to time, 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 right and to consolidate or subdivide or re-organize the shares subject to the provisions of the Act, to vary such rights as may be determined in accordance with the regulation of the company. The minimum paid up capital of the company will be Rs.5,00,000/- Rupees five Lac only.

Shares under control of Board

4. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.



Directors may allot shares otherwise than for cash	5	Subject to the provisions of this Act and these articles, the Board may issue and allot shares in the capital of the company on payment or part payment for any property or any assets of any kind whatsoever sold or transferred, goods or machinery supplied, or services rendered to the company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.
Kinds of share capital	6	<p>The company shall have the power to issue following kind of shares in accordance with these Articles, the Act, the Rules, and other applicable laws:</p> <p>A. Equity share capital:</p> <ol style="list-style-type: none"> <li>With voting rights; and / or</li> <li>With differential right as to dividend, voting or otherwise in accordance with the Act/Rules.</li> </ol> <p>B. Preference Share Capital</p>
Issue of Certificate	7	<p>(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—</p> <ol style="list-style-type: none"> <li>one certificate for all his shares without payment of any charges; or</li> <li>several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.</li> </ol> <p>(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.</p> <p>(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.</p>
Certificate to bear seal		
One certificate for shares held jointly		
Dematerialization of securities	8	Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act, 1996.
Option to investors	9	<p>Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the Securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of Securities.</p> <p>If a person opts to hold his security with a depository, the company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.</p>
Securities in depositories to be in fungible form	10	All securities held by a depository shall be determined and be in fungible form.
Service of documents	11	Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or discs.
Transfer of Securities	12	Nothing contained in the Act or these Articles shall apply to a transfer of securities affected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.
Allotment of Securities dealt within a Depository	13	Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the company shall intimate the details thereof to the depository immediately on allotment of such securities.
Distinctive number of securities held in a depository	14	Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the company shall apply to securities held with a depository.
Issue of new certificate in place of one lost, defaced, torn out, etc.	15	If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new



certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees as may be fixed by the Board for each certificate.

Provisions as to issue of certificates to apply <i>mutatis mutandis</i> to debenture, etc.	16	The provisions of forgoing Articles with respect issue of certificates shall <i>mutatis mutandis</i> apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the company.
Commission may be paid	17	The company may exercise the powers of paying commissions conferred by the Act to any person in connection with the subscription of securities, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in Rules. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
Variation of member's rights	18	<p>(i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the company is being wound up, be varied with the consent in writing of such number of the holders of the issued shares in that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class as prescribed by the Act.</p> <p>(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall <i>mutatis mutandis</i> apply.</p>
Issue of further shares not to affect rights of existing members	19	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking <i>pari passu</i> therewith.
Power to issue Redeemable Preference shares	20	Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted into equity shares on such terms and conditions and in such manner as may be determined by the Board in accordance with the Act.
Further issue of Capital	21	<p>The Board or the Company, as the case may be, in accordance with the Act and the Rules, issue further shares to:</p> <p>a. the persons who at the date of the offer, are holders of the equity shares of the company, such offer shall be deemed to include a right exercisable by the person concern to renounce the shares offered to him or any of them in favor of any other person; or</p> <p>b. Employees under a scheme of employees' stock option; or</p> <p>c. Any person, whether or not those persons include the persons referred to in clause (a) or (b).</p> <p>A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules.</p>

## CALLS ON SHARES

Board may make calls	22	Board, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board, make such calls as it thinks fit upon the members in respect of all money unpaid on the shares held by them respectively and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board. A call may be made payable by installments.
Notice of calls	23	Fifteen days notice in writing of any call shall be given by the company specifying the time, place of payment and the person or persons to Whom such call shall be paid.
Board may extend time	24	The Board may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who from, residence at a distance or other cause, the Board may deem fairly entitled to such extension save as a matter of grace and favour.
Call may be revoked or postponed	25	A call may be revoked or postponed at the discretion of the Board.
Calls to effect from the date of resolution	26	A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board.
Liability of joint holders	27	The joint-holders of share shall be jointly and severally liable to pay all calls in respect thereof.
Calls to carry interest	28	If any member fails to pay any call due from him on the day appointed for the payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 18 per cent per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.
Sums deemed to be calls	29	Any sum, which by the terms of issue of a share become payable on allotment or at fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles be



deemed to be a call duly made and payable on the date on which by the terms of issue the same become payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

Proof of trial of suit for money due on shares	30	On the trial or hearing of any action or suit brought by the company against any member or his representatives for the recovery of any money claimed to be due to the company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequently to the date at which the money is sought to be recovered is alleged to have become due on the shares in respect of which such money is sought to be recovered; that resolution making the call is duly recorded in the minute Book; and that notice of such call was duly given to the member or his representative sued in pursuance of these Articles; and that it shall not be necessary to prove the appointment of the Directors who made such call, or that a quorum of Directors was present' at the board at which any call was made nor that the meeting at which any call made was duly convened or constituted nor any matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
Partial Payment not to preclude for feature	31	Neither the receipt by the company of a portion of any money which shall from time to time be due from any member to the company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the company in respect of the payment of any such money, shall preclude the company from thereafter proceeding to enforce a for feature of such shares as hereinafter provided.
Payment in anticipation of calls may carry interest	32	<p>a. The Board may, if it thinks fit, agree to and receive from any member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time and at any time thereafter as exceeds the amount of the calls than made upon and due respect of the shares on account of which such advances are made, the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advance or at any time repay the same upon giving to the member three months notice in writing. Provided that money paid in advance of calls on any shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>b. No member paying any such sum in advance shall be entitled to (a) voting rights in respect of the money so paid by him until the same would but for such payment become presently payable or (b) any right to participate in profits or dividend.</p>
Option or right to call shares	33	The company will not give any person the option or right to call of any shares without the sanction of shareholders in general meeting.
Provisions as to calls to apply <i>mutatis mutandis</i> to debenture, etc.	34	The provisions of these Articles with respect to calls shall <i>mutatis mutandis</i> apply to any other securities including debentures of the company.

## LIEN

Company to have lien on shares	35	<p>(i) The company shall have a first and paramount lien—</p> <p>(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and</p> <p>(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:</p> <p>Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</p> <p>(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</p> <p>Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of company's lien, if any, in such shares.</p>
As to enforcing lien by sale	36	For the purpose of enforcing such line the Board may sell the shares subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorize one of their members to execute a transfer thereof on behalf of and in the name of such member. No sale shall be made until such period as aforesaid shall have arrived, and until notice in writing of the intention to sell shall have been served on such member or his representatives and default shall have been made by him or them in payment, fulfillment or discharge of such debts, liabilities or engagement for fourteen days after such notice.
Application of proceeds of sale	37	The net proceeds of any such sale shall be received by the company and applied in or towards payment of such part of the amount in respect of which the line exists as is presently payable and the residue, if any, shall subject to a like line for sums not presently payable as existed upon the shares before the sale be paid to the persons entitled to the share at the date of the sale.



Provisions as to lien to apply *mutatis mutandis* to debenture, etc. 38 The provisions of these Articles with respect to lien shall *mutatis mutandis* apply to any other securities including debentures of the company.

## FORFEITURE OF SHARES

If money payable on shares not paid, notice to be given to member 39 If any member fails to pay any call or installment of a call on before the day appointed for the payment of the same or any such extension notice to thereof as aforesaid, the Board may at any time thereafter, during such time as the call or installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued, and all expenses that may have been incurred by the company by reason of such non-payment.

Form of notice 40 The notice shall name a day not being less than fourteen days from the date of the notice and a place or places on and at which such call or installment thereon at such rate not exceeding 18 per cent per annum as the Directors shall determine from the day in which such call or installment ought to have been paid and expense as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable, will be liable to be forfeited.

In default of payment, shares to be forfeited 41 If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time there after before payment of calls or installments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.

Notice of forfeiture to a member & entry of forfeiture in register of member 42 When any share shall have been so forfeited notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register of members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

Forfeited share to be property of the company and may be sold etc. 43 Any share so forfeited shall be deemed to be the property of the company, and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board shall think fit.

Member still liable to pay money owing at the time of forfeiture and interest 44 Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of forfeiture, together with interest thereon from the time of the forfeiture, until a payment, at such rate not exceeding 18 percent per annum as the Board may determine and the Board may enforce the payment thereof, if it thinks fit.

Effect of forfeiture 45 The forfeiture of a share shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly save.

Evidence of forfeiture 46 A declaration in writing that the declarant is a Director or Secretary of the company and that a share in the company has been duly forfeited in accordance with these Articles on a date declaration, shall be conclusive evidence of the facts therein stated as against all persons claimed to be entitled to the shares.

Validity of sale 47 Upon any sale after forfeiture or for enforcing a line purported exercise of the power hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the share sold, and the purchaser shall not be bound to see the regularity of the proceedings, or to the applications of the purchase money, and after his name has been entered in the Register in respect of such shares the validity of the sale not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the company exclusively.

Cancellation of share certificates in respect of forfeited shares 48 Upon any sale, re-allotment or other disposal under the provisions of the proceeding Articles, the certificate originally issued in respect of the relative shares shall unless the same shall on demand by the company has been previously surrendered to it by the defaulting member stand cancelled and become null and void and of no effect, and the directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.

Power to annual forfeiture 49 The Board may at any time before any share so forfeited shall have been sold re-allotted or otherwise disposed of, annual the forfeiture thereof upon such conditions as it thinks fit.

Provisions as to forfeiture of shares to apply *mutatis mutandis* to debenture, etc. 50 The provisions of these Articles with respect to forfeiture of shares shall *mutatis mutandis* apply to any other securities including debentures of the company.

## TRANSFER OF SHARES

Form of Transfer 51 Share in the company may be transferred by an instrument in writing as by the provisions of the Act. Such instrument of transfer shall be in the form prescribed and shall be duly stamped and delivered to company within the prescribed period.



Transfer form to be completed and presented to the company	52	The instrument of Transfer duly stamped and executed by the Transferor and the Transferee shall be delivered to the company in accordance with the provisions of the Act. The instrument of Transfer shall be accompanied by such evidence as the Board may require of prove the Title of Transferor and his right to transfer the share and every Registered instrument of Transfer shall remain in the custody of the company until destroyed by order of the Board. The Transferor shall be deemed to the holder of such shares until the name of the Transferee shall have been entered in the Register of members in respect thereof before the registration of the transfer the certificate of the shares must be delivered to the company.
Closure of Transfer Books / Register of Members	53	The Board shall have power on giving not less than seven days previous notice by advertisement in some newspaper circulating in the district in which the office of the company is situated to close the Transfer books, the Register of member or Register of Debenture-holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year.
Board may refuse to register transfer	54	The Board may, subject to the right of appeal conferred by the Act decline to register— (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the company has a lien.
Board may decline to recognize instrument of transfer	55	In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless— (a) the instrument of transfer is duly executed and in the form as prescribed in rules made under the Act; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.
Provisions as to transfer of shares to apply <i>mutatis mutandis</i> to debenture, etc.	56	The provisions of these Articles with respect to transfer of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the company.

## TRANSMISSION OF SHARES

Title to shares on death of a member	57	i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.  ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
Transmission clause	58	(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either— (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made.  ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
Indemnification		iii) The company shall be fully indemnified by such persons from all liability, if any, by action taken by the Board to give effect to such registration or transfer.
Right to election of holder of share	59	(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
Testification of election		ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
Limitations applicable to notice		iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
Claimant to be entitled for same advantage	60	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:  Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.





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| No transfer to infant etc.                                                                  | 61 | No share shall in any circumstances be transferred to any infant, insolvent or person of unsound mind.                                                                   |
| Provisions as to transmission of shares to apply <i>mutatis mutandis</i> to debenture, etc. | 62 | The provisions of these Articles with respect to transmission of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the company. |

## COPIES OF MEMORANDUM AND ARTICLES OF ASSOCIATION TO BE SENT TO MEMBERS

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| Copies of Memorandum & Articles of Association to be sent by company | 63 | Copies of Memorandum and Articles of Association of the Company and other documents referred to Section 39 of the Act shall be sent by the company to every member at his request within seven days of the request on payment of the sum of Rupee one of each copy. |
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## BORROWING POWERS

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| Power to Borrow                         | 64 | Subject to provision of the Act, the Board may, from time to time at its discretion by a resolution passed at a meeting of the Board, accept deposits from members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of money for the purpose of the company provided however, where the moneys, to be borrowed together with the moneys already borrowed apart from temporary loans obtained from the company's bankers in the ordinary course of business exceed the aggregate of the paid up capital of the company and its free reserves not being reserves set apart for any specific purpose the Board shall not borrow such moneys without the consent of the company in general meeting. |
| Payment or repayment of moneys borrowed | 65 | The payment or re-payment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respect as the resolutions of the members shall prescribe including by the issue of debentures or debenture-stock of the company both present and future including its uncalled capital for the time being; and debentures, debenture-stock and other securities may be made assignable free from any equities between the company and the person to whom the same be issued.                                                                                                                                                                                                                                               |
| Terms of Issue of debenture             | 66 | Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into share of any denomination, and with any privileges and condition as to redemption, surrender, drawing, allotment of shares and attending but not voting at general meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of general meeting by special Resolution.                                                                                                                                                                                                              |

## ALTERATION OF CAPITAL

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| Power to alter share capital       | 67 | Subject to the provisions of the Act, the company may, by resolution prescribed under the Act—<br>(a) increase the share capital by such sum, to be divided into shares of such amount, as it thinks expedient.<br>(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage in the members shall require applicable approvals under the Act.<br>(c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;<br>(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;<br>(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person. |
| Shares may be converted into stock | 68 | Where shares are converted into stock,—<br>(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:<br>Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.                                                                                                                                                                                                                                                                                                                                                                   |
| Right of stock holders             |    | (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.<br>(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.                                                                                                                                           |





- Reduction of Capital**      **69**      The company may, by resolution prescribed under the Act, reduce in any manner in accordance with the provisions of the Act & Rules:
- (a) its share capital; and/or
  - (b) any capital redemption reserve account; and/or
  - (c) any securities premium account; and/or
  - (d) any other reserve in the nature of share capital.

## CAPITALISATION OF PROFITS

- Capitalization**      **70**      (i) The company in general meeting may, upon the recommendation of the Board, resolve—
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- Sum how applied**      (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (B) paying up in full, unissued shares or other securities of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (iii) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (iv) The Board shall give effect to the resolution passed by the company in pursuance of this Article.
- Powers of the Board for capitalization**      **71**      (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the amount resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities if any; and
  - (b) generally do all acts and things required to give effect thereto.
- Board's power to issue fractional certificate/coupon etc.**      (ii) The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

## BUY-BACK OF SHARES

- Buy-back of shares**      **72**      Notwithstanding anything contained in these Articles, the Board of Directors may, when and if thought fit, buy back such of the company's own shares or other securities as it may think proper subject to such limits upon such terms and condition and subject to such approvals as may be provided under the applicable provisions of the Act and rules and any other laws for the time being in force.

## GENERAL MEETINGS

- Extraordinary general meeting**      **73**      All general meetings other than annual general meeting shall be called extraordinary general meeting.
- Powers of Board to call extraordinary general meeting**      **74**      The Board may, whenever it thinks fit, call an extraordinary general meeting.

## PROCEEDINGS AT GENERAL MEETINGS

- Presence of quorum**      **75**      No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.



Quorum for general meeting	76	Save as otherwise provided herein, the quorum for the general meetings shall be as provided in the Act.
Business confined to election of Chairman whilst Chair vacant	77	No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the Chair is vacant.
Chairman of the company	78	The chairman of the Board shall preside as Chairman at every general meeting of the company. If there is no such Chairman, or if he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the Chair, than the Vice Chairman, if any, of the Directors shall be entitled to take the Chair and if there be no such Vice Chairman or if he be not so present, directors present shall elect one of them to be Chairman of the meeting and if no Director be present or if all the Directors present decline to take the Chair, than the members present shall elect one of their members to be the Chairman of the meeting.
Chairman's Casting Vote	79	In the case of an equality of votes, whether by show of hands or electronically or at a poll, the Chairman shall have a casting vote in addition to the vote or votes to which he may be entitled as member.
Minutes of General Meeting and Inspection thereof By members	80	<ol style="list-style-type: none"> <li>The company shall cause minutes of proceedings of every General Meeting of any class of members or creditors (including every resolutions passed by Postal Ballot) to be prepared and signed in such manner as prescribed in the Act and Rules and to be kept by making within thirty days of the conclusion of every such meeting entries thereof in book kept for that purpose with their pages consecutively numbered.</li> <li>The minutes of each meeting shall contain a fair and correct Summary of the proceeding thereat.</li> <li>Nothing herein contained shall require or be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting – <ol style="list-style-type: none"> <li>is or could reasonably be regarded as, defamatory of any person, or</li> <li>is irrelevant or immaterial to the proceedings, or</li> <li>is detrimental to the interests of the company.</li> </ol> </li> <li>The chairman of the meeting shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.</li> <li>Any such minutes shall be evidence of the proceedings recorded therein.</li> <li>The book containing the minutes of the proceeding of General meetings shall be kept at the office of the company and shall be open for inspection of any member without charge during 11 am to 1 pm on all working days.</li> </ol>
Meeting not to Transact business not mentioned in notice	81	No General Meeting shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened.
Body corporate Deemed to be Personally present	82	A body corporate being a member shall be deemed to be personally present if it is represented in accordance with the Act.

## ADJOURNMENT OF MEETING

Chairman with Consent may Adjourn meeting and Notice of adjourn meeting	83	<p>The chairman with the consent of the members may adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other then the business left unfinished at the meeting from which adjournment took place.</p> <p>When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>Save as aforesaid, and as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>
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## VOTING RIGHTS

Entitlement to vote on show of hands and on poll	84	<p>Subject to any rights or restrictions for the time being attached to any class or classes of shares,—</p> <ol style="list-style-type: none"> <li>on a show of hands, every member present in person shall have one vote; and</li> <li>on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.</li> </ol>
Voting through electronic means	85	A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.
In what case poll taken without adjournment	86	Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting forthwith.
Poll not to prevent transaction of other business	87	The demand for a poll except on the question of the election of the chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.



Members in Arrears not to Vote	88	No members shall be entitled to vote either personally or by proxy at any general meeting or meeting of a class of shareholders either upon a show of hands or upon a poll in respect of any shares registered in his Name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has, and has exercised any right of line.
Number of votes to which member entitled	89	Subject to the provisions of these articles and without prejudice to any special privileges or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every member, not disqualified by the last preceding articles shall be entitled to be present, and to speak and vote at such meeting. And on a show of hands every member present in person shall have one vote and upon a poll the voting right of every member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the company. Provided, however, if any preference shareholder be present at any meeting of the company save as provided in the Act, he shall have a right to vote only on resolutions placed before the meeting which directly affect the right attached to his preference shares.
Casting of votes by a member entitled to more than one vote	90	On a poll taken at a meeting of the company, a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all votes he uses.
How members non-composment is and minor may vote	91	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a showoff hands or on a poll, by his committee or other legal guardian may, on a poll, vote by proxy. If any, member is a minor, the vote in respect of his case of dispute by the chairman of the meeting.
Votes of joint members	92	If there be joint registered holders of any shares, any one of such persons may vote at any meeting or may appoint another person whether a member or not, as his proxy but the proxy so appointed shall not have any right to speak at the meeting and if more than one such joint holder's be present at any meeting, that one of the said person so present whose name stands higher on the register shall alone be entitled to speak and to vote I respect of such shares but the other or others of the joint holders shall be en entitled to be present at the meeting. Several executers or administrator of a deceased member in whose name share stand shall for purpose of these articles be deemed joint- holders thereof.
Voting in person or by proxy	93	Subject to the provisions of these Articles, vote may be given either personally or by proxy. A body corporate being a member may vote either by a representative duly authorized in accordance with the Act and such representative shall be entitled to exercise the same right and powers, including the right to vote by proxy, on behalf of the body corporate which he represents as that body could exercise if it were an individual member.
Vote in respect of shares of deceased and insolvent member	94	Any person entitled under Transmission clause to any share, may vote at any general meeting in respect thereof in the same manner as if he were registered holder of such shares, provided that forty- eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Board of his right to such shares and give such indemnity if any as the Board may require or the Board shall have previously admitted his right to vote at such meeting in respect thereof.
Chairman of the meeting to be judge of validity of any vote	95	The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present on taking of poll shall be the sole judge of the validity of every vote tendered at such poll.
<b>PROXY</b>		
Appointment of proxy	96	Every proxy, whether a member or not, shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is corporation under the common seal of such corporation or be signed by an officer or any attorney duly authorized by it and any committee or guardian may appoint such proxy. The proxy so appointed shall not have any right to speak at the meetings.
Form of proxy	97	An instrument appointing a proxy shall be in the form as prescribed in the Act/Rules.
Proxy for specified meeting	98	An instrument of proxy may appoint a proxy for the purpose of a particular meeting specified in the instrument and any adjournment thereof.
Proxy to vote only on a poll	99	A member present by proxy shall be entitled to vote only on a poll.
Deposit of instrument of appointment	100	The instrument appointing a proxy and the power of attorney or their authority if any, under which it is signed or a notarized copy of that power of authority, shall be deposited at the office not later than forty eight hours before the time for holding meeting at which the person named in the instrument purposes to vote, and in default the instrument or proxy shall not be treated as valid.
Validity of votes given by proxy notwithstanding death of member	101	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of insanity of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity or revocation or transfer shall have been received at the office before the meeting.



Time for objections of votes	<b>102</b>	No objection shall be made to the validity of any vote, except at any meeting or poll at which such vote will be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.
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## BOARD OF DIRECTORS

Number of Directors	<b>103</b>	Until otherwise determined by a General Meeting of the company and subject to the provisions of the Act, the number of directors shall not be Less than three or more than fifteen.
Power to appoint ex-officio Directors	<b>104</b>	Whenever Directors enter into a contract with any Government, Central, State or local, any bank or financial institution or any person or persons hereinafter referred to as "the appointer" for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or enter into any other arrangement whatsoever, the Directors shall have, subject to the provisions of Act, the power to agree that such appointer shall have the right to appoint or nominee by a notice in writing addressed to the company one or more persons, who are acceptable to the Board as Directors on the Board for such period and upon such conditions as may be mentioned in the agreement and that such Director or Directors may not be required to hold any qualification shares. The Directors may also agree that any such Director or Directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer may appoint another or other in his or their place and also fill in vacancy, which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatsoever. The Directors appointed nominated under this Article shall be entitled to exercise and enjoy all or any of the right and privileges exercised and enjoyed by the Directors of the company including payment of remuneration and traveling expenses to such Director or Directors as may be agreed by the company with the appointer.
Debenture Director	<b>105</b>	If it is provided by the trust deed, securing or otherwise, in connection with any issue of debentures of the company, that any Person or persons shall have power to nominate a Director of the Company, then in case of any and every such issue of debentures, the person or persons having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as Debenture Director. A Debenture Director may be removed from office at any time by the person or Persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be bound to hold any qualification shares.
Appointment of Alternate Director	<b>106</b>	At the request of the concerned Director the Board may appoint an Alternate Director to act for Director, hereinafter call "the original Director", during his absence for a period of not less than three months from India. An Alternate Director appointed under the Articles shall not hold office for a period longer than that permissible to the original director in whose place he has been appointed and shall vacate office if and when the original Director returns to India. If the term of office of the original Director is determined before he so returns to India, any provisions in the Act or in these Articles for the automatic reappointment of retiring Director in defaulting of another appointment shall apply to the original Director and not to the alternate Director. No person shall be appointed as an Alternate Director for an Independent Director unless he is qualified to be appointed as an Independent director under the provisions of the Act.
Appointment of Additional director	<b>107</b>	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other qualified person to be an additional Director, but so that the total number of Directors shall not at any time exceed the maximum strength fixed for the Board under these Articles. Any such additional Director shall hold office only upto the date of the next Annual General meeting.
Directors power to fill casual vacancies	<b>108</b>	If the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board at a meeting of the Board. Any person so appointed shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.
Directors not liable to retire by rotation	<b>109</b>	The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.
Eligibility for re- election	<b>110</b>	A retiring director shall be eligible for re-appointment.
Same individual may be Chairman and MD or CEO	<b>111</b>	The same individual, may at the same time be, appointed as Chairman of the company as well as Managing Director or Chief Executive officer of the Company.
Qualification of Directors	<b>112</b>	A Director of the company shall not be bound to hold any qualification share.
Remuneration of Directors	<b>113</b>	<ul style="list-style-type: none"> <li>i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.</li> <li>ii) The remuneration payable to the directors including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to provisions of the Act by a resolution passed by the company in general meeting.</li> <li>iii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them - <ul style="list-style-type: none"> <li>(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or</li> <li>(b) in connection with the business of the company.</li> </ul> </li> </ul>



Execution of negotiable instruments	114	All cheques, bills of exchange, drafts, hundies, promissory notes and other negotiable instruments and all receipts of monies paid to the company, shall be signed, drawn, excepted, endorsed or other executed, as the case may be, by such person and in such manner as the Board shall from time to time determine.
Director may act notwithstanding a vacancy	115	The continuing Directors may act notwithstanding any vacancy in the Board but if, and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Director(s) may act for the purpose of increasing the number of directors to that fixed for the quorum, or for summoning a general meeting, but for no other purpose.
Board may appoint Managing Director(s) etc.	116	Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint from time to time any one or more of its number as the managing director or managing Directors or whole-time Director or Directors, including technical Director, of the company.
Managing Director not liable to retire to rotation	117	A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, in accordance with the Act. If he ceases to hold the office of Director he shall ipso facto, immediately cease to be a Managing Director.

## PROCEEDINGS OF THE BOARD

When meeting to be convened	118	(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
Who may summon the Board meeting		(ii) The Chairman or any one director with the previous consent of the Board may, or the Company Secretary on the direction of the Chairman or of such director shall, at any time, summon a meeting of the Board.
Notice of meetings		(iii) Notice of every meeting of the Board shall be given in writing to every director at his usual address or to their e-mail id as may be provided by them to the company.
Quorum for Board meeting		(iv) The quorum for a Board meeting shall be as provided in the Act.
Participation at Board meeting		(v) The participation of directors in the Board meeting may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under the law.
Chairman	119	Mr. Harswarup Gupta and Mr. Ashok Gupta, shall be the Chairman and Vice-Chairman, respectively of the Company. In their absence, the directors may, from time to time, elect from among their number, a Chairman of the Board.
Question at Board meeting how decided	120	Questions arising at any meeting of the Board of Directors shall be decided by majority of votes and in the case of an equality of votes, the Chairman shall have a second or a casting vote.
Adjournment of meeting for want of quorum	121	If a meeting of the Board could not be held for want of a quorum, then the meeting shall automatically stand adjourned to such other date, time and place, if any, as may be fixed by the Chairman not being later than seven days from the date originally fixed for the meeting.
Power of Board meeting	122	A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles of the company are for the time being vested in or exercisable by the Board generally.
Directors may appoint committee	123	Subject to the restriction contained in the Act, the Board may delegate any of their power to committees of the Board consisting of such member or members of its body, as it thinks fit, and it may from time to time revoke and discharge any such Committee of the Board either wholly or in part and either as to person or purposes, but every committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulation that may from time to time be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such relations and fulfillment of the purposes of their appointment, but not otherwise shall have the like force and effect as if done by the Board.
Meeting of Committee how to be governed	124	The meeting and proceeding of any such committee for the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceed of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.
Passing of resolution by circulation	125	Save as otherwise expressly provided in the Act, a resolution in writing, signed whether manually or by securing electronic mode, by a majority of the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
Acts of Board or Committee valid notwithstanding defect in appointment	126	All acts done by any meeting of the Board or by committee of the Board, or by any person acting as a director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be director and had not vacate his office or his appointment had not been terminated; provided that nothing in this Article shall be deemed to give validity to acts done by a director after his appointment has been shown to the company to be invalid or to have terminated.





- Minutes of proceeding of meeting of the Board **127** The proceedings of the meeting of the Board and Committees thereof shall be prepared, signed, kept, etc. in accordance with the provisions of the Act.
- General Powers of the Company vested in Board **128** The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers and do all such acts and things, as the company by memorandum of association or otherwise authorized to exercise and do and not hereby or by the statute or otherwise directed or required to be exercised or done by the company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time, made by the company in general meeting provided that no such regulations shall invalidate any prior act of the Board which would have been valid if such regulation have not been made.

## **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

- Chief executive officers, etc. **129** Subject to the provisions of the Act,—
- (i) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.
- Director may be chief executive officer (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

## **THE SEAL**

- The seal, its custody and use **130** The Board shall provide a common seal for the purpose of the company, and shall have power from time to time to destroy the Same and substitute a new seal in lieu thereof, and the Board shall provide for the safe custody of the seal for the time being or a committee of the Board previously given.
- Deeds how executed **131** Every deed or other instrument, to which the seal of the company is required to be affixed, shall, unless the same is executed by a duly constituted attorney, be signed by one Director or by Secretary or some other person authorized by the Board/ Committee for the purpose; provided that in respect of share certificates the seal shall be affixed in accordance with provisions of the Act and Rules.

## **DIVIDENDS AND RESERVE**

- The company in general meeting may declare a dividend **132** The Company in General Meeting may declare dividends to be paid to members according to their respective right, but no dividend shall exceed the amount recommended by the Board, but the company in General Meeting may declare a smaller dividend.
- Interim dividend **133** Subject to the provisions of the Act, the Board may, from time to time, pay to the members, such interim dividend as in their judgment the position of the company justifies.
- Dividend only to be paid out of profits **134** (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- Carry forward of profit (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve. Dividends only to be paid out of profits Carry forward of profits
- Division of profits **135** The profit of the company, subject to any special right relating thereto created or authorized to be created by these Articles and subject to the members in proportion to the amount of capital paid-up or credited as paid-up on the shares held by them respectively.
- Capital paid up in advance at interest not to earn dividend **136** Where capital is paid in advance of calls, such capital may carry interest but shall not in respect thereof confer a right to dividend or participate in profits.
- Dividend in proportion to amount paid-up **137** All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid or dividend as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.
- No member to Receive dividend whilst indebted to the company and company's right to reimbursement thereof **138** No member shall be entitled to receive payment of any interest or dividend in respect of his shared or shares, whilst; any money may be due or owing from his to the company in respect of such share or shares or otherwise however, either alone or jointly with any other person or persons, and the Board may deduct from the interest or dividend payable to any member all sums of money so due from him to the company.



Retention of dividends		The Board may retain the dividend payable upon shares in respect of which any person is under Transmission clause hereinabove contained, entitled to become a member, until such person shall become a member, in respect of such shares.
Dividend etc. to joint-holders	139	Any one of several persons who are registered as the joint-holder of any share may give effectual receipt for all dividends or bonus and payment on account of dividends or bonus or other moneys payable in respect of such shares.
Dividends how remitted	140	Unless otherwise directed any dividend may be paid by electronic mode or cheque or warrant or by a pay slip or receipt having the force of a cheque or warrant or bank order sent through the post to registered address of the member or person entitled or in case of joint-holder to that one of them first named in the register in respect of the joint-holdings. Every such electronic transfer or cheque or warrant or bank orders shall be made payable to the order of the person to whom it is sent. The company shall not be liable for non-receipt, lost in transmission, or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay-slip or the fraudulent recovery of the dividend by any other means.
No interests on Dividends	141	No dividend shall bear interest as against the company.
	142	Any General Meeting declaring a dividend may on the recommendation of the Board make a call on the members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged between the company and the member, be set off against the calls.
Waiver of dividends	143	The waiver in whole or in part of any dividend on any share by any document (whether or not under the seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the company and if or to the extent that the same is accepted as such or acted upon by the Board.

## ACCOUNTS

Inspection by directors	144	The books of accounts and books and papers of the company or any of them shall be open to the inspection of directors in accordance with the provisions of the Act and the Rules.
Restriction on inspection by members	145	No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

## WINDING UP

Winding up of the company	146	Subject to the applicable provisions of the Act and rules made thereunder— (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
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## INDEMNITY AND INSURANCE

Director's and officer's right of indemnity	147	Subject to the provisions of the Act, every Director, Managing Director, Whole Time Director, Manager, Company Secretary, Chief Financial Officer and other officer of the Company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.
Insurance	148	The company may take and maintain any insurance as the Board may think fit on behalf of its directors, present and or former, and key managerial personnel, indemnifying all or any of them against any liability for any acts in relation to the company for which they may be liable but for which they acted honestly and reasonably.

## SECRECY

Secrecy clause	149	a. Every Director, Manager, Auditor, Treasurer, Trustee, Member of Committee, office, servant, agent, accountant or other person employed in the business of the company shall, if so required by the Board, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transaction and affairs of the company with customers and the state of account with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal
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any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

- b. No member shall be entitled to visit or inspect any works of the company without the permission of the Board or to require discovery of or any information respecting any details of the company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the company and which in the opinion of the Board, it would be inexpedient in the interest of the company to disclose.

## REGISTERS

### Statutory Registers

- 150** The company shall keep and maintain at its office, all statutory registers namely, register of charge, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual returns, register of loans, guarantees, security and acquisition, register of investment not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribe, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual returns shall be open for inspection during 11.00 am to 1.00 pm on all working days at the office of the company by the persons entitled thereto by on payment, where required, of such fees as may be fixed by the Board but not exceeding the limit prescribed in the Act/Rules.

## GENERAL POWER

### General Power

- 151** Wherever in the Act, it has been provided that the company shall have any right, privilege or authority or that the company could carry out any transaction only if the company is so authorized by its Articles, then and in that case this Article authorizes and empowers the company to have such right, privilege or authority and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

**AMD Industries Limited****CIN: L28122DL1983PLC017141****Regd. Office** : 18, Pusa Road, First Floor, Karol Bagh, New Delhi- 110005**E-mail** : investor@amdindustries.com, **Website** : www.amdindustries.com**Tel:** + 91 11 46830202 / **Fax:** + 91 11 28753591Name of the Member  
(In Block Letters)Name of Proxy, If any  
(In Block Letters)  
(In case Proxy attends  
the meeting in place of member)

DP ID/Client ID/Folio No.

No. of Shares held

I/We hereby record my / our presence at the 31<sup>st</sup> Annual General Meeting of the Company to be held on Friday, 26<sup>th</sup> day of August, 2014, at 10.30 am at Radiance Motel, Tania Farms Complex, Chhattarpur Mandir Road, Satbari Village, New Delhi-110030

.....  
Name of the Member/Proxy.....  
Signature of the Member/Proxy**Note:**

1. Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting and hand it over at the **ATTENDANCE VERIFICATION COUNTER** at the entrance of the Meeting Venue.
2. NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.
3. Physical copy of the Annual Report for the Financial year 2013-14 & the Notice of the AGM along with Attendance Slip & Proxy form is being sent in the permitted mode(s) to all members whose e-mail is not registered or have requested for hard copy. Please bring your copy of the Annual Report to the Meeting.
4. The Meeting is of members only and you are requested not to bring with you any person who is not a member or a proxy.

**E-VOTING INFORMATION****EVSN (E-Voting Sequence Number)-1408180001**

For casting your vote through e-voting, please read the instructions given in the Notice of the Annual General Meeting.

**PROXY FORM**

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**AMD Industries Limited****CIN: L28122DL1983PLC017141****Regd. Office :** 18, Pusa Road, First Floor, Karol Bagh, New Delhi- 110005**E-mail :** investor@amdindustries.com, **Website :** www.amdindustries.com**Tel:** + 91 11 46830202 / **Fax:** + 91 11 28753591**Name of member(s) :****Registered address :****E Mail Id:****Folio No. / DP ID - Client ID:**

I/We, being the member(s) of \_\_\_\_\_ equity shares of Rs. 10/- each of the above named Company, hereby appoint:

1) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature \_\_\_\_\_ Or failing him / her

2) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature \_\_\_\_\_

and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on Friday, the 26th day of September, 2014 at 10.30 a.m. at Radiance Motel, Tania Farms Complex, Chhattarpur Mandir Road, Satbari Village, New Delhi- 110030 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
Ordinary Business		For	Against
1.	To receive, consider and adopt the audited Financial Statements for the year ended on 31st March, 2014 and the reports of the Board and Auditors thereon.		
2.	To declare dividend on equity shares for the financial year ended on 31st March, 2014.		
3.	To appoint as Director in place of Mr. Ashok Gupta (DIN: 00031630), who retires by rotation, and being eligible, offers himself for re-appointment.		
4.	To appoint M/s Suresh & Associates, Chartered Accountants, New Delhi (FRN- 0003316N) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.		
Special Business			
5.	Appointment of Mr. Mahipal Ahluwaila as an Independent Director.		
6.	Appointment of Mr. Prabhat Krishna as an Independent Director.		
7.	Appointment of Mrs. Shubha Singh as an Independent Director.		
8.	Appointment of Mr. Ashok Gupta as a whole time director.		
9.	Appointment of Mr. Adit Gupta as a Managing Director.		
10.	Ratification of remuneration of M/s Ashwani K & Associates, Cost Auditor for the financial year 2014-15.		
11.	Alteration of Articles of Association of the Company.		

Signed this ..... day of ..... 2014.

**Signature of the member****Signature of the Proxy Holder(s)**Affix Rs. 1  
Revenue  
Stamp**NOTE:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered office at 18, Pusa Road, First Floor, Karol Bagh, New Delhi-110005, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 31st Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Please complete all details including detail of member(s) in above box before submission.