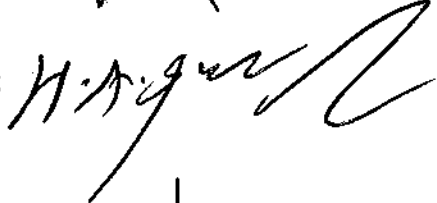
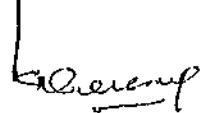
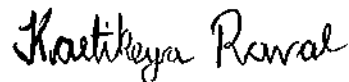


FORM A

(Covering letter of the Annual Audit Report to be filed with the Stock Exchanges)

1. Name of the Company : Astral Poly Technik Limited
2. Annual Financial Statements for the year ended : Stand-alone financial statements for the year ended March 31, 2015
3. Type of Audit observation : Unqualified
4. Frequency of observation : N.A.
5. To be signed by-
 - CEO/Managing Director : 
 - CFO : 
 - Audit Committee Chairman : 
 - Auditor of the Company : Refer our Audit Report dated 28th May, 2015 on the standalone financial statements of the Company

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm Registration No 117365W)



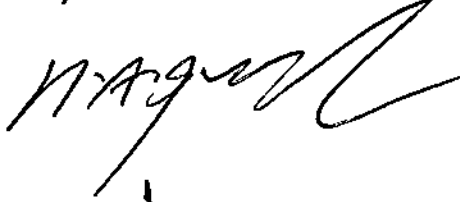
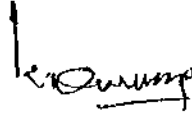
.....
(Kartikeya Raval)
(Partner)
(Membership No. 106189)



Ahmedabad, 28th May, 2015

FORM A

(Covering letter of the Annual Audit Report to be filed with the Stock Exchanges)

1. Name of the Company : Astral Poly Technik Limited
2. Annual Financial Statements for the year ended : Consolidated financial statements for the year ended March 31, 2015
3. Type of Audit observation : Unqualified
4. Frequency of observation : N.A.
5. To be signed by-
 - CEO/Managing Director : 
 - CFO : 
 - Audit Committee Chairman : 
 - Auditor of the Company : Refer our Audit Report dated 28th May, 2015 on the Consolidated financial statements of the Company



Ahmedabad, 28th May, 2015

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm Registration No 117365W)



.....
(Kartikeya Raval)
(Partner)
(Membership No. 106189)

Astral Annual Report

2014-15



Bond it forms Joint Venture with Indian Piping Giant



The equity deal will see the British manufacturer of sealants, adhesives, waterproofing compounds and other building chemicals operate in partnership with Gujarat-headquartered Astral Poly Technik. Astral Poly Technik is a 450 million pound business that manufactures a broad product portfolio, including

chlorinated polyvinyl chloride and polyvinyl chloride piping. Bond it plans the use the joint venture relationship to continue aggressive plans for expansion. Bond it managing director David Moore said: "The deal comes after extensive negotiation and represents a win-win situation for

everyone involved."

"By enjoying access to Bond IT's range, which includes plumbing solutions, our partners at Astral Poly Technik are able to maximize some of the impressive opportunities offered by the India economy – one of the fastest growing in the world."

Bond it blasts unsightly organic growth

Bond it, one of the UK's leading independent manufacturers of building chemicals, has launched a new product – Patio Blaster – which prevents unsightly organic growth turning outdoor features and prized investments like caravans and conservatories into eyesores.

Commenting, Kirstie Cooper, Marketing Manager at Bond It, said: "This product builds on our portfolio of high performance products and takes full advantage of our in-depth expertise. It also reflects our commitment to adding value and assisting customers in as many areas as possible."

Salman Khan vouches for Astral Strong Pipes

Our association with Salman Khan is in sync with our brand communication that highlights the strength of our products. We have earlier partnered with the movie Dabangg-2, where Salman actually used Astral Pipes in the film. Now, our association with him as brand ambassador will further strengthen the brand image and take it to the next level," said Sandeep Engineer, MD, Astral Poly Technik. Astral Poly Technik has, over the years, created a strong client base across all sectors of industry like retail, residential, commercial, medical and industrial



The Vision

World class facilities:

Ahmedabad, Dholka, Baddi, Hosur. Astral has the capacity to create the highest quality products to meet the ever expanding demand. We also have storehouses in Bengaluru, Coimbatore, Delhi, Goa, Hyderabad, Kolkata & Vijayawada.



Key Certifications in the category

Astral always emphasizes on quality maintenance and product enhancement. Astral is the only company in India having Certification from NSF International for its CPVC products. Astral CPVC products are first to be listed with IAPMO - India for Uniform Plumbing Code - India (UPC-I). The company has UL approval for CPVC BlazeMaster Fire Sprinkler Systems for above ground as well as underground water mains.



Astral has done quite well this year by delivering 20% volume growth. This year will be seen as remarkable milestone as we begin venturing into a new business category.

Many positive factors are set to drive growth in the coming years and Astral is all geared up to utilize all the coming opportunities.

Shree Sandeep Engineer
MD, Astral Poly Technik Ltd.

Presenting our **state-of-the-art** production facility at Dholka



Business Outlook



A company with Global footprint and near \$ 1 BN market capitalization



PVC and CPVC Market Size to be Rs. 165 BN.

Last five years, the plastic industry has seen strong demand traction from growth in construction activities particularly in Tier II and Tier III cities along with replacement demand.

Astral Firsts:

Astral was first to get CPVC licence from Lubrizol in 1996. It was first to launch lead free PVC pipe in India in 2004. Astral was first to get certified by NSF in 2007. It was first to launch Bendable pipes in 2013 and also was first to get BIS certification for Blazemaster pipes in 2014. It has got extensive distribution channel of 400+ Distributors and 18,000+ Dealers across India at the end of FY 14 and has total employee strength of 602.

Poised to enter new category of Adhesives with strong backing of Technology and Talent



Resinova has evolved as leading manufacturers of adhesives & sealants, construction chemicals, & industrial maintenance products along with manufacturing and formulation expertise in the field of epoxy resins & hardeners, acrylics, UV Cure, Cyanoacrylates, Silicones, Anaerobic etc. Resinova's products have varied applications including automobile, construction, chemicals, engineering, industrial, furniture, sanitary and household sectors.

On its part, Resinova sells its products in around 50 brands and 600 SKUs with some of the key brands of the company being 'Bondtite', 'Resibond', 'Bondset', 'Solvobond', 'Vetra' and 'Zesta' and many more.

Resinova's supply chain network consists of 11 branch offices and more than 1700 channel partners reaching out to around 400,000 retail outlets across India.

Only 40% of agricultural land is under irrigation

So far in India, only 40% of agricultural land is under irrigation. There is extensive scope for agricultural and column pipes market as more than half of the land is yet to be covered under irrigation in India.



Brand Ambassador



Bollywood Heart throbe
SALMAN KHAN
vouches for Astral Strong Pipes

“With continuous growth in Indian infrastructure, Astral always introduces new innovative and cost effective products.”

KEY HIGHLIGHTS

(₹ In Lacs)

Particulars	2010-11	2011-12	2012-13	2013-14	2014-15
Capacity (In M.T.)	48,432	65,496	77,212	97,164	102,371
Utilisation (In M.T.)	28,289	38,824	49,495	60,400	69,925
Sales	43,676.35	62,221.01	89,876.36	1,17,067.23	1,36,794.53
Less : Excise Duty	2,593.87	4,289.20	7,784.23	9,787.25	11,583.74
Net Sales	41,082.48	57,931.81	82,092.13	1,07,279.98	1,25,210.79
Other Operating Income	64.28	189.85	11.64	41.20	53.73
Total Income	41,146.76	58,121.66	82,103.77	1,07,321.18	1,25,264.52
Operating Profit (PBITD)	5,663.42	8,372.83	11,357.13	15,574.81	15,051.28
Non Operating Income	62.62	199.93	189.41	207.35	133.22
Interest	459.17	655.46	692.46	821.36	1,293.87
Gross Profit	5,266.87	7,917.30	10,854.08	14,960.80	13,890.63
Depreciation #	1,071.92	1,337.75	1,766.60	2,132.85	3,301.43
Profit Before Tax & Exceptional Items	4,194.95	6,579.54	9,087.48	12,827.95	10,589.20
Exceptional Items (Exchange Gain/(Loss))	24.47	(1,542.97)	(1,296.02)	(2,690.28)	(928.47)
Profit Before Tax	4,219.42	5,036.57	7,791.46	10,137.67	9,660.73
Tax	794.97	992.62	1,736.00	2,386.68	2,841.44
Profit After Tax	3,424.45	4,043.95	6,055.46	7,750.99	6,819.29
Prior Year Adjustments	65.17	68.48	103.42	30.48	(65.20)
Net Profit	3,359.28	3,975.46	5,952.04	7,720.51	6,884.49
Paid Up Equity Capital	1,123.81	1,123.81	1,123.81	1,123.81	1,183.65
Reserve and Surplus *	13,633.80	17,315.39	22,939.60	30,232.80	59,999.89
Shareholders' Funds	14,757.60	18,439.20	24,063.41	31,356.61	61,183.54
Loans	3,113.37	6,354.89	6,305.89	7,856.27	11,176.04
Deferred Tax Liability (Net)	169.00	169.00	875.91	1,306.13	1,793.03
Capital Employed **	17,230.14	23,725.92	30,115.85	40,243.79	72,031.08
Gross Fixed Assets	13,798.71	20,236.72	27,032.03	36,358.91	40,493.27
Capital Work In Progress	809.84	1,237.18	1,129.37	285.33	2,142.35
Net Fixed Assets ***	10,400.96	15,505.43	20,429.02	27,642.77	28,339.96
Net Current Assets	5,791.00	7,228.58	8,209.63	9,998.61	14,779.86
Book Value (₹)	13.13	16.41	21.41	27.90	53.57
Earning Per Equity Share (₹)	2.99	3.54	5.31	6.87	6.03
Cash Earning Per Equity Share (₹)	3.94	4.73	7.50	9.15	9.40
Dividend (%)	22.50%	22.50%	25.00%	32.50%	37.50%
Inventory Days	106.90	111.60	92.60	89.30	79.80
Debtors Days	75.40	64.60	46.50	48.50	55.00
Debt : Equity (Long Term Debt/Total Net Worth)	0.30	0.48	0.37	0.38	0.26
Debt : Equity (Total Debt/Total Net Worth)	0.21	0.34	0.26	0.25	0.18

* Excluding Revaluation Reserves and reducing miscellaneous expenditure.

** Excluding Revaluation Reserves, Miscellaneous Expenditure and Capital Work in Progress.

*** Excluding Revaluation Reserves and Capital Work in Progress.

Depreciation for the year 2014-15 is calculated as per Schedual-II of the Companies Act, 2013.

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COMPANY INFORMATION

Astral Poly Technik Limited

CIN : L25200GJ1996PLC029134

(Tel No: +91 79 66212000) (Fax No: +91 79 66212121) (E-Mail: co@astralpipes.com) (Website: www.astralpipes.com)

Board of Directors

Mr. K.R. Shenoy
 Mr. Sandeep P. Engineer
 Mrs. Jagruti S. Engineer
 Mr. Kyle A. Thompson
 Mr. Anil Kumar Jani
 Mr. Pradip N. Desai
 Mr. Narasinh K. Balgi

Chairman (Independent Director)
 Managing Director
 Whole Time Director
 Non-Executive Director
 Non-Executive Director
 Independent Director
 Independent Director

Chief Financial Officer

Mr. Hiranand A. Savlani

Company Secretary

Mr. Krunal Bhatt

Statutory Auditors

Deloitte Haskins & Sells
 (Chartered Accountants)
 'Heritage', 3rd Floor,
 Near Gujarat Vidhyapith,
 Off Ashram Road,
 Ahmedabad-380 014, Gujarat, India

Registered & Corporate Office

"Astral House"
 207/1, B/h. Rajpath Club,
 Off S. G. Highway,
 Ahmedabad-380 059, Gujarat, India
 Ph. No. +91 79 66212000
 Fax No. +91 79 66212121

Registrar & Share Transfer Agent

Bigshare Services Private Limited
 E-2/3, Ansa Industrial Estate,
 Sakivihar Road, Saki Naka,
 Andheri (E), Mumbai – 400 072.
 Ph. No. +91 22 40430200
 Fax No. +91 22 28475207

Our Bankers

Corporation Bank
 Standard Chartered Bank
 HDFC Bank Limited
 IDBI Bank Limited
 IndusInd Bank
 HSBC Bank

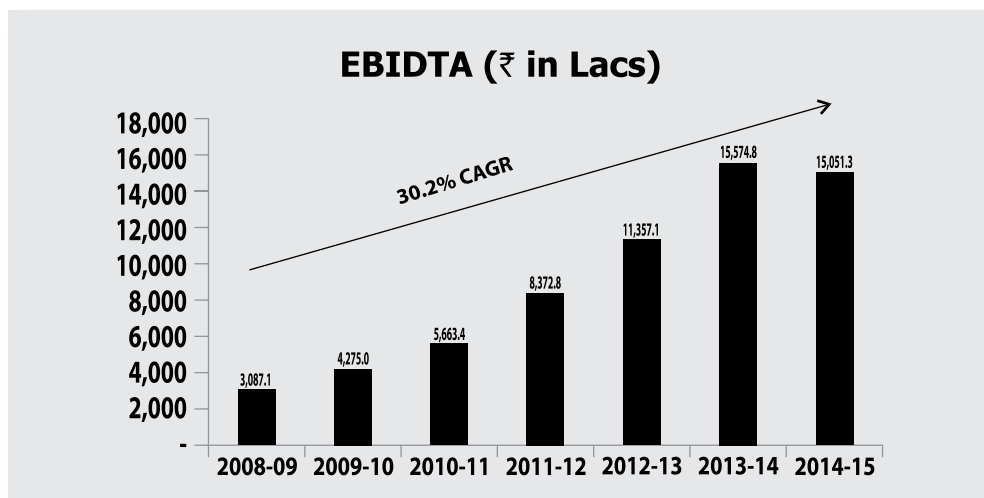
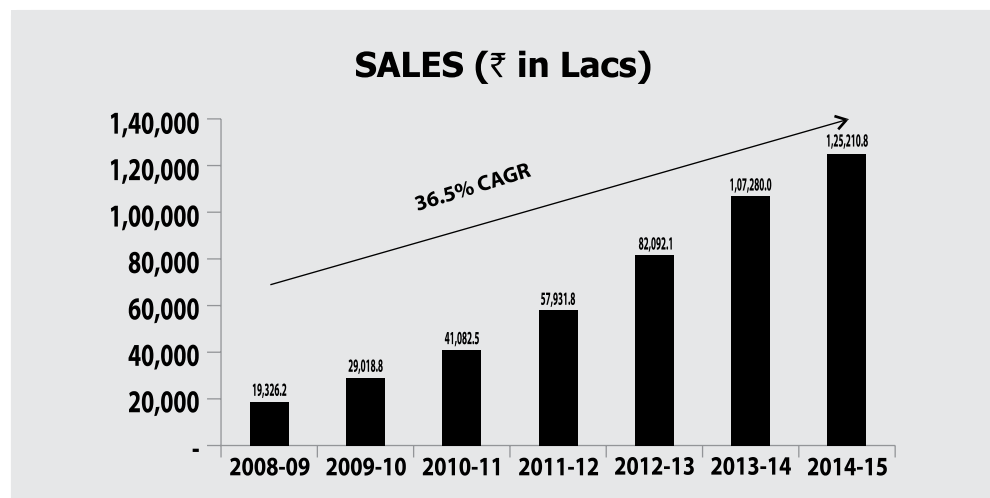
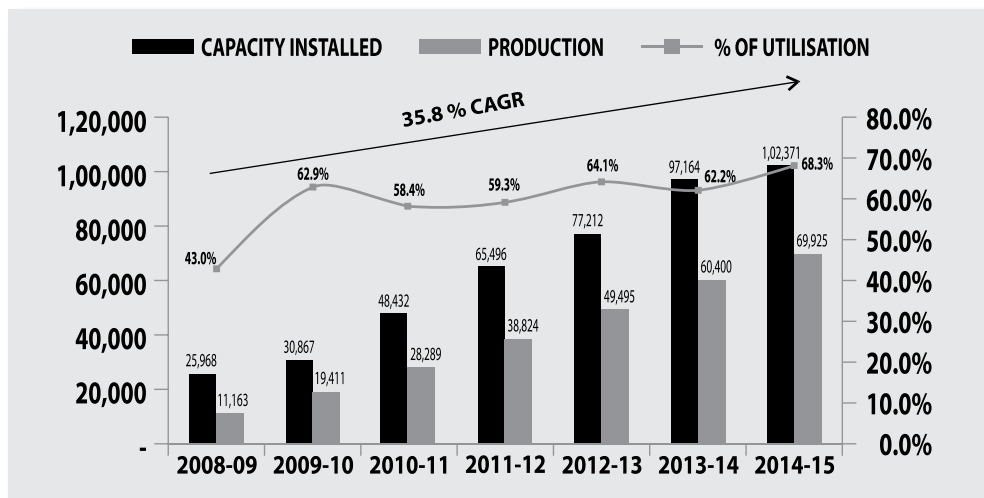
Factory Location

Santej (Gujarat)
 Dholka (Gujarat)
 Hosur (Tamilnadu)

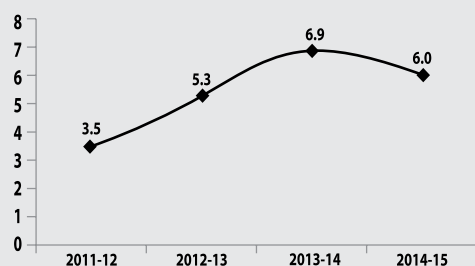
Branch Offices

New Delhi
 Mumbai (Maharashtra)
 Secunderabad (Telangana)
 Chennai (Tamilnadu)
 Bangalore (Karnataka)
 Jaipur (Rajasthan)
 Lucknow (Uttar Pradesh)
 Hyderabad (Andhra Pradesh)
 Kochi (Kerala)
 Pune (Maharashtra)

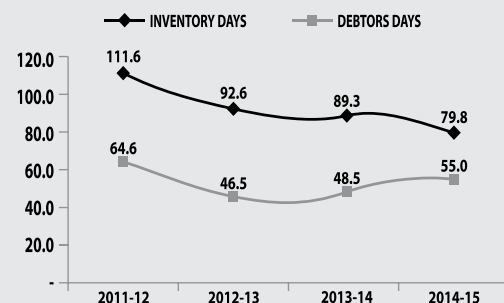
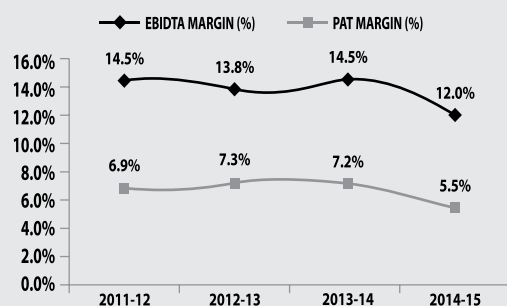
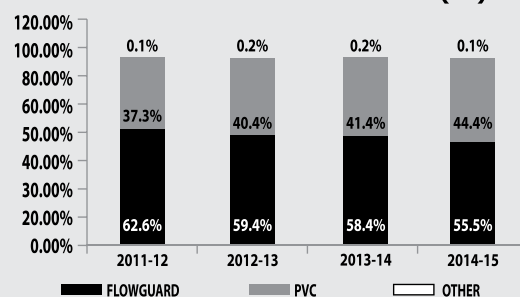
KEY FINANCIAL HIGHLIGHTS 2014-15



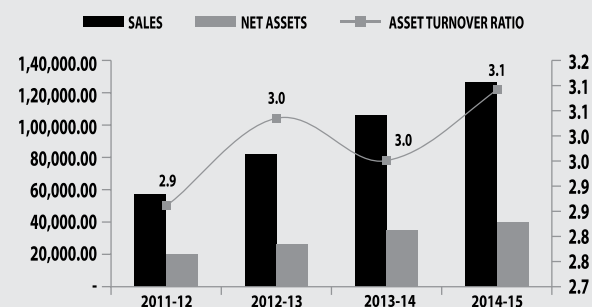
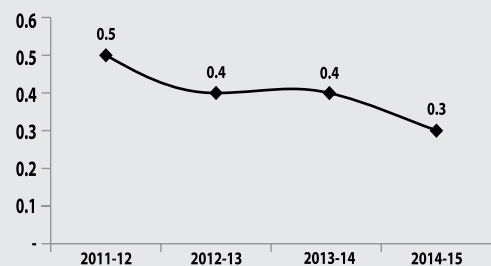
EPS



PRODUCT-WISE SALES BREAKUP (%)



DEBT/EQUITY RATIO



DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 19th Annual Report of your Company together with the Audited Statements of Accounts for the year ended 31st March, 2015.

1. FINANCIAL HIGHLIGHTS:

The Standalone and Consolidated Financial Results for the year ended 31st March, 2015 are as follows:

(₹ In Lacs)

Particulars	Standalone		Consolidated	
	FY 14-15	FY 13-14	FY 14-15	FY 13-14
Net Sales/Income from Operations	1,25,210.79	1,07,279.98	1,42,937.68	1,07,963.92
Other Operating Income	53.73	41.20	53.73	41.20
Total Income	1,25,264.52	1,07,321.18	1,42,991.41	1,08,005.12
Total Expenditure	1,10,213.24	91,746.37	1,26,162.06	91,990.74
Profit Before Depreciation, Interest and Tax	15,051.28	15,574.81	16,829.35	16,014.38
Finance Cost	1,293.87	821.36	1,499.27	885.51
Depreciation	3,301.43	2,132.85	3,641.93	2,191.06
Profit Before Exceptional Items	10,455.98	12,620.60	11,688.15	12,937.81
Other Non-Operating (Income) Expenses/Exceptional Items	795.25	2,482.93	736.31	2,484.39
Profit Before Tax	9,660.73	10,137.67	10,951.84	10,453.42
Provision for Taxation (Including Prior Year Adjustment)	2,776.24	2,417.16	3,134.39	2,523.65
Net Profit before minority interest	6,884.49	7,720.51	7,817.45	7,929.77
Minority Interest	-	-	228.05	38.31
Net Profit for the year	6,884.49	7,720.51	7589.40	7891.46
Surplus in Statement of Profit & Loss	23,584.75	17,438.87	23,713.89	17,397.14
Amount available for appropriation	30,469.24	25,159.38	31,303.29	25,288.60
Appropriations:				
Interim Dividend	168.57	140.48	168.57	140.48
Proposed Final Dividend	266.32	224.76	266.32	224.76
Dividend Distribution Tax	86.95	62.07	86.95	62.07
Transferred to General Reserve	-	1,025.00	-	1,025.00
Balance carried to Balance Sheet	29,947.40	23,707.07	30,781.45	23,836.29

2. DIVIDEND:

Your Directors have recommended a Final Dividend of ₹0.225 (i.e. 22.5%) per equity share for the financial year ended 31st March, 2015 subject to approval of members in the ensuing Annual General Meeting. During the year under review, Interim Dividend of ₹0.15 per equity share was declared and paid. The final dividend and interim dividend will absorb ₹434.89 Lacs during the year under review compared to ₹365.24 Lacs absorbed in the previous year.

3. CONSOLIDATED FINANCIAL AND OPERATIONAL REVIEW:

- Consolidated Net Sales has increased by 32% from ₹1,07,963.92 Lacs to ₹1,42,937.68 Lacs.
- Consolidated EBDITA has increased by 5% from ₹16,014.38 Lacs to ₹16,829.35 Lacs.
- Consolidated Net Profit has marginally decreased from ₹7,891.46 Lacs to ₹7,589.40 Lacs.

No material changes and commitments have occurred after the close of the year till the date of this report, which affect the financial position of your Company.

4. PROJECT IMPLEMENTATION AND PERFORMANCE REVIEW:

- During the year under review, your Company has increased its installed capacity by 5% from 97,164 M.T. to 102,371 M.T. Your Company has utilized its capacity to the tune of 69,925 M.T. as against the last year's figure of 60,400 M.T. which shows a growth of 16%.
- During the year under review, your Company has incurred a Capital Expenditure to the tune of ₹354.17 Lacs towards the purchase of Land and balance ₹3861.46 Lacs towards the Plant & Machinery, Factory Building and Other Capital Expenditure.
- Your Company has already completed construction of new plant at Dholka, Gujarat adjacent to the existing plant. The installation of machineries will start from financial year 2015-16.

5. NEW ACQUISITIONS:

Your Directors are pleased to inform that during the year under review, your Company has acquired controlling stake in following companies.

Seal IT Services Limited, UK (Seal IT) : In August, 2014, your Company acquired 80% equity stake in Seal IT at a consideration of ₹4,505.02 Lacs. Seal IT is in the business of manufacturing of comprehensive range of sealants, adhesives, building chemicals and allied products under the brand name "Bond-it". Manufacturing facility of Seal IT is situated at Elland, UK. Operating from a modern 40,000 sq. feet site, Seal IT has R & D facilities at plant and strictly adheres to ISO 9001 protocol. The main customers are Builders, Merchants, DIY, Sealant Applicators, Roofing Contractors, Roofing Distributors, Industrial Bitumen Manufacturers / Flooring Contractors, Flooring Distributors, Carpet Shops, Architects/Council Export/Wholesalers and Cash & Carry. Seal IT has been awarded ISO 14001 for environment policy compliance. Presently, Seal IT is exporting its products throughout Europe, Africa and Middle East. Details of financials of Seal IT are mentioned in Annexure - A annexed to this report.

Resinova Chemie Limited (Resinova) : In November, 2014, your Company acquired 76% equity stake in Resinova at a consideration of ₹21,464.62 Lacs. Resinova is in the business of manufacturing and marketing of a highly diversified range of adhesives and sealants and allied products under the different brand name viz. "Bondtite", "Resibond", "Bondset", "Solvobond", "Vetra", "Brush bond" and "Zesta" etc. Manufacturing facility of Resinova is situated near Kanpur, Uttar Pradesh. Resinova's supply chain network consists of 11 branch offices and more than 1,700 channel partners reaching out to around 4,00,000 retail outlets across India. Resinova is amongst the leading players in epoxy adhesives sector in India. Details of financials of the Resinova are mentioned in Annexure - A annexed to this report.

Both the above acquisitions will synergize with your Company's existing businesses by deepening and widening its product offering and shall further consolidate its adhesives and sealants business which is already carried out by subsidiary of your Company viz. Advanced Adhesives Limited.

6. QUALIFIED INSTITUTIONAL PLACEMENT:

Your Company has successfully completed a Qualified Institutional Placement (QIP) of its Equity shares in December 2014. In terms of SEBI Regulations, the issue price was fixed at ₹402.52 (including a premium of ₹401.52) per Equity share. 59,84,519 equity shares were allotted to the investors and an amount of ₹24,088.89 Lacs was raised through the QIP. Entire proceeds has been utilised for the purposes mentioned in the offer document, there is no unutilised fund as on 31st March, 2015.

7. SUBDIVISION OF EQUITY SHARES:

During the year under review, your Company has sub-divided its equity shares bearing the face value of ₹2/- (Rupees Two only) each into fully paid up equity shares bearing the face value of ₹1/- (Rupee One only) each fully paid.

8. SUBSIDIARY/ASSOCIATE COMPANIES:

As on 31st March, 2015, your Company has 4 direct subsidiaries, 1 step down subsidiary and 1 associate company. During the year under review, Resinova Chemie Limited and Seal IT Services Limited, UK became subsidiaries of your Company as mentioned above in this report.

A statement containing salient features of the financial statement of subsidiary/joint venture (associate) companies in the prescribed format (i.e. Form AOC-1 as per Companies (Accounts) Rules, 2014) is enclosed as **Annexure - A** to this report.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including consolidated financial statements and audited accounts of each of the subsidiary are available on www.astralpipes.com. These documents will also be available for inspection during working hours at the registered office of your Company at Ahmedabad, Gujarat. Any member interested in obtaining such document may write to the Company Secretary and the same shall be furnished on request.

9. CONSOLIDATED FINANCIAL STATEMENTS:

The Consolidated Financial Statements of your Company prepared in accordance with the provisions of the Companies Act, 2013, Listing Agreement and relevant Accounting Standards issued by the Institute of Chartered Accountants of India form part of this Annual Report.

10. CREDIT RATING:

During the year under review, your Company has been able to improve its Credit Rating with CRISIL even under difficult environment of the Indian Economy. Details of credit rating are as under:

Sr. No.	Facility	Current Year Rating	Last Year Rating
1	Bank Guarantee	A1+	A1
2	Letter of Credit	A1+	A1
3	Commercial Paper	A1+	-
4	Long Term Loans	A+	A+/Stable
5	Cash Credit	A+	A+/Stable

11. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report which as stipulated under the Listing Agreement forms part this Directors' Report.

12. CORPORATE GOVERNANCE:

Corporate Governance Report which as stipulated under the Listing Agreement entered into with the Stock Exchanges forms part of this Directors' Report.

13. INSURANCE:

The Fixed Assets and Stocks of your Company are adequately insured.

14. FIXED DEPOSITS:

Your Company has not accepted any Fixed Deposits as defined under Section 73 of the Companies Act, 2013 and rules framed thereunder.

15. PARTICULARS OF LOANS, GAURANTEES OR INVESTMENT:

Particulars of loan, guarantee and investment made by your Company during the year under review and covered under section 186 of the Companies Act, 2013 are as under:

Name of Company	Relationship	Nature of Transaction	Amount in Lacs
Resinova Chemie Ltd.	Subsidiary	Investment	21,464.62
Seal IT Services Ltd., UK	Subsidiary	Investment	4,505.02
		Loan	813.67
		Receipt towards loan given	269.94
Astral Biochem Pvt. Ltd.	Wholly Owned Subsidiary	Loan	15.03

Particulars of loan, guarantee and investment are also provided in notes to the financial statements.

16. CORPORATE SOCIAL RESPONSIBILITY:

In accordance with the provisions of section 135 of the Companies Act, 2013 and the rules made thereunder, your Company has constituted Corporate Social Responsibility Committee of Directors. The role of the Committee is to review CSR activities of the Company periodically and recommend to the Board amount of expenditure to be spent on CSR annually.

Annual Report on CSR activities carried out by the Company during FY 2014-15 is enclosed as **Annexure - B** to this report.

17. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirements under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, your Directors hereby confirm the following:

- In the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards have been followed;
- The directors have selected such accounting policies and applied consistently and judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- The directors have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The directors have prepared the annual accounts on a going concern basis;
- The directors have laid down internal financial controls, which are adequate and operating effectively;
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

18. AUDITORS:

Statutory Auditors:

M/s. Deloitte Haskins & Sells, Chartered Accountants were appointed as Statutory Auditors of your Company at the previous Annual General Meeting held on 25th August, 2014 for a period of three years subject to ratification by members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing Annual General Meeting. Your Company has received a confirmation from the said Auditors to the effect that their appointment, if made, at the ensuing Annual General Meeting would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The Auditors' Report does not contain any qualification, reservation or adverse remark.

Cost Auditors:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company in respect of its plastic & polymers activity is required to be audited. Your Directors has, on the recommendation of the Audit Committee, appointed M/s V. H Savaliya & Associates, Cost Accountants to audit the cost accounts of the Company for the financial year 2015-16 at a remuneration of ₹1.25 Lacs. As required under the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the members in a general meeting for their ratification. Accordingly, a resolution seeking members' ratification for the remuneration payable to M/s V. H Savaliya & Associates is included in the Notice convening the ensuing Annual General Meeting.

Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors appointed Ms. Monica Kanuga, Practising Company Secretary to undertake the Secretarial Audit of the Company for FY 2014-15. Secretarial Audit Report for FY 2014-15 is enclosed as **Annexure - C** to this report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

19. RISK MANAGEMENT AND INTERNAL FINANCIAL CONTROL:

Your Company has an Internal Financial Control System commensurate with the size, scale and complexity of its operations. Your Company has adopted proper system of Internal Control and Risk Management to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that the transactions are authorized, recorded and reported quickly.

20. SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by any regulator or court or tribunal impacting the going concern status and your Company's operations in future.

21. BOARD EVALUATION:

In compliance of the Companies Act, 2013 and clause 49 of the Listing Agreement, the performance evaluation of the Board / Committees was carried out. The evaluation process has been explained in the Corporate Governance Report.

22. RELATED PARTY TRANSACTIONS:

All the related party transactions are entered into during the financial year under review were in ordinary course of business and on an arm's length basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.

All Related Party Transactions are placed before the Audit Committee and the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors for their review and approval on a quarterly basis.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and the same can be accessed at http://astralpipes.com/SystemUpload/InvestorRelationPDF/108_L.pdf. The details of the transactions with Related Party are provided in the accompanying financial statements.

23. NUMBERS OF BOARD MEETINGS:

The Board of Directors met seven times during the year under review. The details of board meetings and the attendance of the directors are provided in the Corporate Governance Report.

24. DIRECTORS:

Mr. Anil Kumar Jani was, on recommendation of Nomination and Remuneration Committee, appointed by the Board of Directors as an additional director (Non-Independent) under section 161 of the Companies Act, 2013 w.e.f 28th January, 2015 who shall hold office upto the date of ensuing Annual General Meeting. The Company has received a notice as per the provisions of Section 160 of the Companies Act, 2013 from a member proposing his appointment as Director. The Board of Directors recommends his appointment.



Mr. Narasinh K Balgi was, on recommendation of Nomination and Remuneration Committee, appointed by the Board of Directors as an additional director (Independent) under section 161 of the Companies Act, 2013 w.e.f. 28th January, 2015 who shall hold office upto the date of ensuing Annual General Meeting. The Company has received a notice as per the provisions of Section 160 of the Companies Act, 2013 from a member proposing his appointment as Director. He is proposed to be appointed as an Independent Director for a period of five years i.e. to hold office upto 27th January, 2020. The Board of Directors recommends his appointment.

Mr. Sandeep P. Engineer was, on the recommendation of Nomination and Remuneration Committee, re-appointed as a Managing Director of your Company by the Board of Directors for a period of 3 years w.e.f. 1st February, 2015. The said re-appointment is subject to approval of members of the Company in ensuing Annual General Meeting.

Pursuant to Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Jagruti S. Engineer is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The requisite particulars in respect of Director seeking re-appointment are given in Corporate Governance Report.

The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013, that he meets the criteria of independence laid down in section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

Details of policy of appointment and remuneration of directors has been provided in the Corporate Governance Report.

Necessary resolutions (alongwith explanatory statement) for appointment/re-appointment of the aforesaid directors have been included in the notice convening the ensuing Annual General Meeting.

25. CHANGES IN KEY MANAGERIAL PERSONNEL:

During the year under review, Ms. Zankhana Trivedi resigned as Company Secretary w.e.f. 1st October, 2014. Mr. Amish Shah was appointed as Company Secretary from the same date. Upon resignation of Mr. Amish Shah w.e.f. 31st January, 2015, Mr. Krunal Bhatt was appointed as Company Secretary w.e.f. 2nd February, 2015.

26. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **Annexure - D** to this report.

27. PARTICULARS OF EMPLOYEES:

A statement containing the names and other particulars of employees in accordance with the provisions of section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure - E** to this report.

No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during FY 2014-15.

28. DISCLOSURE WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars of Section 134(3)(m) with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo, pursuant to the Companies (Accounts) Rules, 2014 are provided in the **Annexure - F** to the Report.

29. ACKNOWLEDGMENTS:

Your Company has maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinted efforts of the employees have enabled your Company to remain at the forefront of the industry. Your directors place on record their sincere appreciation for significant contributions made by the employees through their dedication, hard work and commitment towards the success and growth of your Company. The Directors wish to thank Specialty Process LLC., U.S.A for the technical and financial support extended to your Company throughout the journey of your Company. Your Directors take this opportunity to place on record their sense of gratitude to the Banks, Financial Institutions, Central and State Government Departments, their Local Authorities and other agencies working with the Company for their guidance and support.

For, Astral Poly Technik Limited

(Sandeep P. Engineer)
Managing Director

Date : 28th May, 2015
Place : Ahmedabad

For, Astral Poly Technik Limited

(Jagruti S. Engineer)
Whole Time Director

Annexures to Directors' Report

ANNEXURE-A

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

PART – A : SUBSIDIARIES

(₹ In Lacs)

Name of Subsidiary	Astral Biochem Pvt. Ltd.	Advanced Adhesives Ltd.	Resinova Chemie Ltd.	Seal IT Services Ltd., UK (Group)	Calder Distribution Ltd., UK*
Financial Period Ended	March, 2015	March, 2015	March, 2015	March, 2015	March, 2015
Reporting currency	INR	INR	INR	GBP	GBP
Exchange Rate [®]	-	-	-	92.34	92.34
Share capital	5.00	5.00	400.49	0.09	0.09
Reserves & surplus	-	962.66	3,962.49	2,110.05	30.35
Total assets	525.84	1,627.58	8,401.41	6,550.98	38.15
Total Liabilities	520.84	659.92	4,038.43	4,440.84	7.71
Investments	-	-	-	-	-
Turnover	-	3,168.93	20,288.45	13,863.37	621.88
Profit before taxation	-	702.19	1,381.30	696.91	25.92
Provision for taxation	-	217.13	452.66	92.09	5.65
Profit after taxation	-	485.06	928.64	604.82	20.27
Proposed Dividend	-	-	-	-	-
% of shareholding	100	85	76	80	80

* Calder Distribution Limited (Calder) is the 100% subsidiary of Seal IT Services Limited. Calder has ceased operations w.e.f. 31.12.2014. Figures are for the period from 1.1.2014 to 31.03.2015.

[®] P&L Item converted at yearly average exchange rate.

Notes: Astral Biochem Pvt. Ltd. is yet to commence operations.

No subsidiary was liquidated or sold during the year.

PART – B : ASSOCIATE AND JOINT VENTURE

(₹ In Lacs)

Name of Associate / Joint Venture	Astral Pipes Limited, Kenya
Latest audited Balance Sheet Date	31 st December, 2014
Shares of Joint Ventures held by the company on 31 st March, 2015	
No. of shares	7,50,000 equity shares 22,50,000 preference shares
Amount of investment	1,057.70
Extent of holding %	37.50
Description of how there is significant influence	Joint Venture
Reason why the joint venture is not consolidated	N.A.
Net-worth attributable to Shareholding as per latest audited Balance Sheet	₹543.47 Lacs
Profit / (Loss) for the year	₹(382.35) Lacs
i. Considered in Consolidation	₹(143.38) Lacs
ii. Not Considered in Consolidation	₹(238.97) Lacs

Note: No Associate or Joint Venture was liquidated or sold during the year.

For and on behalf of the Board of Directors

(Sandeep P. Engineer)
Managing Director

(Jagruiti S. Engineer)
Whole Time Director

(Hiranand A. Savlani)
Chief Financial Officer

(Krunal D. Bhatt)
Company Secretary

Date : 28th May, 2015

Place : Ahmedabad

ANNEXURE-B**REPORT ON CORPORATE SOCIAL RESPONSIBILITY****1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:**

CSR policy of the Company encompasses the Company's philosophy for delineating its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large. The Company's CSR policy is available on web link: http://astralpipes.com/SystemUpload/InvestorRelationPDF/106_L.pdf

2. The Composition of CSR Committee:

The Company's CSR Committee comprises two independent Directors and the Whole Time Director of the Company, and is chaired by an independent Director. The composition of the Committee is set out below:

Mr. K R Shenoy – Chairman
 Mr. Pradip Desai – Member
 Mrs. Jagruti Engineer – Member

3. Average net profit of the Company for last three financial years:

₹7702.26 Lacs.

4. Prescribed CSR Expenditure (two percent of amount stated in item 3 above):

₹154.05 Lacs.

5. Details of CSR spent during Financial year :

(a) **Total amount to be spent for Financial Year:** ₹154.05 Lacs. (The Company has spent ₹160 Lacs)

(b) **Amount unspent, if any:** Nil

(c) **Manner in which amount spent during the financial year:** Details given below:

Sr. No.	CSR project or activity identified	Sector in which the project is covered (As per Schedule VII of Companies Act 2013)	Projects or programs 1) Local area or other 2) Specify the states and district where the project was undertaken	Amount outlay (budget) – project or program wise (₹ in Lacs)	Amount spent on the projects or programs Sub heads: (1) Direct expenditure on project or program (2) overhead (₹ in Lacs)	Cumulative expenditure upto the reporting period (₹ in Lacs)	Amount spent – Direct or through implementing agency
1	Infrastructure development for carrying out activities like yoga, day care for senior citizens and other related activities.	Promoting health care including preventive health care; setting up old age homes, day care centres and such other facilities for senior citizens	Ahmedabad - Gujarat	500	160	160	Through a registered trust viz. Astral Charitable trust

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

Not applicable.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

The CSR Committee hereby confirms that the implementation and monitoring of CSR activities is in compliance with CSR objectives and the CSR Policy of the Company.

(Jagruti S. Engineer)
 Whole Time Director

(Mr. K R Shenoy)
 Chairman of CSR Committee

Date : 28th May, 2015
 Place : Ahmedabad

ANNEXURE-C

FORM No. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014)]

To,
The Members,
Astral Poly Technik Limited
"Astral House"
207/1, B/h. Rajpath Club,
Off S.G. Highway,
Ahmedabad – 380059.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Astral Poly Technik Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Management's Responsibility

Management is responsible for the maintenance of the Secretarial records and for the preparation and filing of forms, returns, documents for compliances and to ensure that they are free from material non compliance, whether due to fraud or error.

Secretarial Auditor's Responsibility

Secretarial Audit is a process of verification of records and documents on sample or test basis. My responsibility is to express an opinion on the secretarial compliances of certain laws by the Company on the basis of my audit. The audit practices and processes have been followed as deemed appropriate to provide reasonable assurance about the correctness of the records and the confirmation of compliance. My audit process has involved verification of records and dependence on Management representation and my opinion is based thereupon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has generally, during the audit period covering the financial year ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

I have also examined compliance with applicable clauses of the Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.



During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The Management has confirmed that no specific laws are applicable to the Company.

During the period under review, provisions of the following regulations were not applicable to the Company:

- (i) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (ii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (iii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (iv) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
- (v) Secretarial Standards issued by The Institute of Company Secretaries of India.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meetings and for meaningful participation at the meeting.

All decisions at the meeting of the Board of Directors / Committees of the Board were taken unanimously as recorded in the minutes of the meetings and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has:

- (i) Issued 5984519 Equity Shares of ₹1/- each at a price of ₹402.52 per Equity share including a premium of ₹401.52 per Equity Share aggregating to ₹2408.89 million as placement to qualified institutions.

Date : 25th May, 2015

Place : Ahmedabad

Name of PCS : **Monica Kanuga**

FCS No. : 3868

C P No. : 2125

ANNEXURE-D**FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN****As on the financial year ended 31st March, 2015**

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	:	L25200GJ1996PLC029134
Registration Date	:	25 th March, 1996
Name of the Company	:	Astral Poly Technik Limited.
Category / Sub-Category of the Company	:	Company Limited By Shares / Indian Non-Government Company
Address of the Registered office and contact details	:	"Astral House", 207/1, B/H Rajpath Club, Off S.G.Highway, Ahmedabad Gujarat 380059.
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Bigshare Services Pvt Ltd. E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai, Maharashtra, 400072. Tel. : 022-40430200, Fax No. 022-28475207

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Name and description of main Products/Services	NIC Code of the Product/ service	% to total turnover of the Company
Plastic Products	222	96

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Astral Biochem Pvt. Ltd. "Astral House", 207/1, B/H Rajpath Club, Off S.G.Highway, Ahmedabad Gujarat 380059.	U01407GJ2008PTC054506	Wholly Owned Subsidiary	100	2(87)
2.	Advanced Adhesives Ltd. "Astral House", 207/1, B/H Rajpath Club, Off S.G.Highway, Ahmedabad Gujarat 380059.	U24295GJ2009PLC058120	Subsidiary	85	2(87)
3.	Resinova Chemie Ltd. 15/78 - C Civil Lines Kanpur Uttar Pradesh 208001.	U24131UP1995PLC018135	Subsidiary	76	2(87)
4.	Seal IT Services Ltd Unit G16, River Bank Way Lowfield Business Park, West Yorkshire, HX5 9DN. United Kingdom	N.A	Subsidiary	80	2(87)
5.	Calder Distribution Ltd Unit G 16, River Bank Way, Lowefields, Business Park, West Yorkshire, HX 5 9 DN, United Kingdom	N.A	Step down Subsidiary	80 (wholly owned Subsidiary of Seal IT services Limited)	2(87)
6.	Astral Pipes Ltd. L.R. No. 209/14571 Masai Road, Industrial Area, P.O. Box 18141-00500. Nairobi.	N.A	Associate	37.5	2(6)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY) AS ON 31ST MARCH, 2015:
(i) Category-wise Share Holding:

	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A.	Promoter									
1	Indian									
a)	Individuals/HUF	20067790	0	20067790	35.71	39614818	0	39614818	33.47	-2.24
b)	Central Government	0	0	0	0	0	0	0	0	-
c)	State Government(s)	0	0	0	0	0	0	0	0	-
d)	Bodies Corporate	11812405	0	11812405	21.02	23624810	0	23624810	19.96	-1.06
e)	Banks/FI	0	0	0	0	0	0	0	0	
f)	Any Others									
	Sub Total(A)(1)	31880195		31880195	56.74	63239628	0	63239628	53.43	-3.31
2	Foreign									
a)	NRIs-Individuals	0	0	0	0	0	0	0	0	
b)	Other-Individuals	0	0	0	0	0	0	0	0	
c)	Bodies Corporate	3977885	0	3977885	7.08	7955770	0	7955770	6.72	-0.36
d)	Banks/FI	0	0	0	0	0	0	0	0	
e)	Any Other	0	0	0	0	0	0	0	0	
	Sub Total(A)(2)	3977885		3977885	7.08	7955770	0	7955770	6.72	-0.36
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	35858080	0	35858080	63.82	71195398	0	71195398	60.15	-3.67
B.	Public shareholding									
1	Institutions									
a)	Mutual Funds/ UTI	619172	0	619172	1.10	9291521	0	9291521	7.85	6.75
b)	Banks/FI	3369	0	3369	0.01	3899	0	3899	0.00	-0.01
c)	Central Govt.	0	0	0	0	0	0	00	0	
d)	State Govt.	0	0	0	0	0	0	0	0	
e)	Venture Capital Funds	0	0	0	0	0	0	0	0	
f)	Insurance Companies	0	0	0	0	0	0	0	0	
g)	FII	9040253	0	9040253	16.09	16207693	0	16207693	13.69	-2.4
h)	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	
i)	Any Other	0	0	0	0	0	0	0	0	
	Foreign Portfolio Investor (Corporate)	0	0	0	0	0	0	0	0	
	Sub-Total (B)(1)	9662794	0	9662794	17.20	25503113	0	25503113	21.55	4.35

	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
2	Non-institutions									
a)	Bodies Corporate	0	0	0	0	0	00	0	0	
	i) Indian	1534115	0	1534115	2.73	3304955	0	3304955	2.79	0.06
	ii) Overseas	0	0	0	0	1801280	0	1801280	1.52	1.52
b)	Individuals									
	i) Individuals shareholders holding nominal share capital up to ₹1 Lac.	5081740	20877	5102617	9.08	10348002	13190	10361192	8.75	-0.33
	ii) Individual shareholders holding nominal share capital in excess of ₹1 Lac.	3115874	0	3115874	5.55	4456066	0	4456066	3.77	-1.78
c)	Other (specify)	0	0	0	0	0	0	0	0	0
	Clearing Member	52186		52186	0.09	51733	0	51733	0.04	-0.05
	Non Resident Indian	864614		864614	1.54	1691342	0	1691342	1.43	-0.11
	Foreign Nationals	0	0	0	0	0	0	0	0	0
	Trusts	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(2)	10648529	20877	10669406	18.99	21653378	13190	21666568	18.31	-0.68
	Total Public Shareholding (B)= (B)(1)+(B)(2)	20311323	20877	20332200	36.18	47156491	13190	47169681	39.85	3.67
C.	Shares held by Custodians for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	56169403	20877	56190280	100.00	118351889	13190	118365079	100	0

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Sandeep P. Engineer	1,18,35,705	21.06	0	2,36,71,410	20.00	0	1.06
2	Saumya Polymers LLP	78,79,085	14.02	0	1,57,58,170	13.31	0	0.71
3	Mrs. Jagruti S. Engineer	45,71,705	8.14	0	91,43,410	7.73	0	0.41
4	Specialty Process LLC	39,77,885	7.08	0	79,55,770	6.72	0	0.36
5	Mrs. Hansa Pravinbhai Engineer	33,35,230	5.94	0	66,70,460	5.64	0	0.30
6	Saumya Polymers LLP	27,53,190	4.90	0	55,06,380	4.65	0	0.25
7	Kairav Chemicals Limited	11,80,130	2.10	0	23,60,260	1.99	0	0.11
8	Mr. Bipin Ranchodbhai Mehta*	3,25,150	0.58	0	1,29,538	0.11	0	0.47
	Total	3,58,58,080	63.82	0	7,11,95,398	60.15	0	3.67

*Shares of Shri Bipin Ranchodbhai Mehta are transmitted to Smt. Rekhaben Bipin Bhai Mehta w.e.f 01.11.2014.

(iii) Change in Promoters' Shareholding

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	3,58,58,080	63.82	3,58,58,080	63.82
Split of Shares - 26.09.2014	7,17,16,160	63.82	7,17,16,160	63.82
Sale of Shares by Smt. Rekhaben Mehta - 18.02.2015	5,20,762	0.44	7,11,95,398	60.15
At the end of the year	-	-	7,11,95,398	60.15

Note: Except the change mentioned above in the number of shares held by the Promoters of the Company, the percentage of the shareholding has changed during the year due to allotment of equity shares made under QIP on 10.12.2014.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoter and Holders of GDRs and ADRs)

For each of the Top 10 Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1. HSBC BANK (MAURITIUS) LIMITED A/C JWALAMUKHI INVESTMENT HOLDINGS#				
Shares as at the beginning of the year	55,81,142	9.93	55,81,142	9.93
Purchase/Sale before split of shares	-	-	-	-
Shares as on Split date - 26.09.2014	1,11,62,284	9.93	1,11,62,284	9.93
Purchase/Sale after split of shares	(44,70,000)	3.98	66,92,284	5.95
Shares as on QIP allotment date - 10.12.2014	66,92,284	5.65	66,92,284	5.65
Purchase/Sale after QIP	-	-	-	-
Shares at the end of the year	66,92,284	5.65	66,92,284	5.65
2. STEADVIEW CAPITAL MAURITIUS LIMITED*				
Shares as at the beginning of the year	8,99,299	1.60	8,99,299	1.60
Purchase/Sale before split of shares	-	-	-	-
Shares as on Split date - 26.09.2014	17,98,598	1.60	17,98,598	1.60
Purchase/Sale after split of shares	-	-	-	-
Shares as on QIP allotment date - 10.12.2014	17,98,598	1.52	17,98,598	1.52
Purchase/Sale after QIP	3,68,761	0.31	21,67,359	1.83
Shares at the end of the year	21,67,359	1.83	21,67,359	1.83
3. MITEN MEHTA#				
Shares as at the beginning of the year	7,50,000	1.33	7,50,000	1.33
Purchase/Sale before split of shares	-	-	-	-
Shares as on Split date - 26.09.2014	15,00,000	1.33	15,00,000	1.33
Purchase/Sale after split of shares	-	-	-	-
Shares as on QIP allotment date - 10.12.2014	15,00,000	1.26	15,00,000	1.26
Purchase/Sale after QIP	(3,00,000)	0.25	12,00,000	1.01
Shares at the end of the year	12,00,000	1.01	12,00,000	1.01
4. MASSACHUSETTS INSTITUTE OF TECHNOLOGY - SCM				
Shares as at the beginning of the year	6,09,136	1.08	6,09,136	1.08
Purchase/Sale before split of shares	-	-	-	-
Shares as on Split date - 26.09.2014	12,18,272	1.08	12,18,272	1.08
Purchase/Sale after split of shares	-	-	-	-
Shares as on QIP allotment date - 10.12.2014	12,18,272	1.03	12,18,272	1.03
Purchase/Sale after QIP	(12,18,272)	1.03	-	-
Shares at the end of the year	-	-	-	-

For each of the Top 10 Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
5. LTR FOCUS FUND*				
Shares as at the beginning of the year	5,64,866	1.00	5,64,866	1.00
Purchase/Sale before split of shares	(644)	0.00	5,64,222	1.00
Shares as on Split date - 26.09.2014	11,28,444	1.00	11,28,444	1.00
Purchase/Sale after split of shares	-	-	-	-
Shares as on QIP allotment date - 10.12.2014	11,28,444	0.95	11,28,444	0.95
Purchase/Sale after QIP	79,860	0.07	12,08,304	1.02
Shares at the end of the year	12,08,304	1.02	12,08,304	1.02
6. CITI GROUP GLOBAL MARKETS MAURITIUS PRIVATE LIMITED				
Shares as at the beginning of the year	5,26,370	0.94	5,26,370	0.94
Purchase/Sale before split of shares	-	-	-	-
Shares as on Split date - 26.09.2014	10,52,740	0.94	10,52,740	0.94
Purchase/Sale after split of shares	(10,52,740)	0.94	-	-
Shares as on QIP allotment date - 10.12.2014	-	-	-	-
Purchase/Sale after QIP	-	-	-	-
Shares at the end of the year	-	-	-	-
7. MAHENDRA KUMAR KHETSHI SHAH				
Shares as at the beginning of the year	3,77,500	0.67	3,77,500	0.67
Purchase/Sale before split of shares	(1,99,060)	0.35	1,78,440	0.31
Shares as on Split date - 26.09.2014	3,56,880	0.32	3,56,880	0.32
Purchase/Sale after split of shares	120	0.00	3,57,000	0.30
Shares as on QIP allotment date - 10.12.2014	3,57,000	0.30	3,57,000	0.30
Purchase/Sale after QIP	100	0.00	3,57,100	0.30
Shares at the end of the year	3,57,100	0.30	3,57,100	0.30
8. PREMIER INVESTMENT FUND LIMITED				
Shares as at the beginning of the year	3,76,077	0.67	3,76,077	0.67
Purchase/Sale before split of shares	(90,000)	0.16	2,86,077	0.51
Shares as on Split date - 26.09.2014	5,72,154	0.51	5,72,154	0.51
Purchase/Sale after split of shares	-	-	-	-
Shares as on QIP allotment date - 10.12.2014	5,72,154	0.48	5,72,154	0.48
Purchase/Sale after QIP	12,877	0.01	5,85,031	0.49
Shares at the end of the year	5,85,031	0.49	5,85,031	0.49
9. URJITA J MASTER				
Shares as at the beginning of the year	3,74,000	0.66	3,74,000	0.66
Purchase/Sale before split of shares	(37,750)	0.07	3,36,250	0.60
Shares as on Split date - 26.09.2014	6,72,500	0.60	6,72,500	0.60
Purchase/Sale after split of shares	500	0.00	6,73,000	0.60
Shares as on QIP allotment date - 10.12.2014	6,73,000	0.57	6,73,000	0.57
Purchase/Sale after QIP	2,270	0.00	6,75,270	0.57
Shares at the end of the year	6,75,270	0.57	6,75,270	0.57
10. ASHISH KACHOLIA				
Shares as at the beginning of the year	3,67,962	0.65	3,67,962	0.65
Purchase/Sale before split of shares	(92,962)	0.17	2,75,000	0.49
Shares as on Split date - 26.09.2014	5,50,000	0.49	5,50,000	0.49
Purchase/Sale after split of shares	(2,41,500)	0.21	3,08,500	0.27
Shares as on QIP allotment date - 10.12.2014	3,08,500	0.26	3,08,500	0.26
Purchase/Sale after QIP	(3,08,500)	0.26	-	-
Shares at the end of the year	-	-	-	-

For each of the Top 10 Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
11. TREE LINE ASIA MASTER FUND (SINGAPORE) PTE LTD*				
Shares as at the beginning of the year	-	-	-	-
Purchase/Sale before split of shares	-	-	-	-
Shares as on Split date - 26.09.2014	-	-	-	-
Purchase/Sale after split of shares	-	-	-	-
Shares as on QIP allotment date - 10.12.2014	26,30,000	2.22	26,30,000	2.22
Purchase/Sale after QIP	-	-	-	-
Shares at the end of the year	26,30,000	2.22	26,30,000	2.22
12. IDFC PREMIER EQUITY FUND*				
Shares as at the beginning of the year	-	-	-	-
Purchase/Sale before split of shares	-	-	-	-
Shares as on Split date - 26.09.2014	-	-	-	-
Purchase/Sale after split of shares	-	-	-	-
Shares as on QIP allotment date - 10.12.2014	22,42,174	1.89	22,42,174	1.89
Purchase/Sale after QIP	-	-	-	-
Shares at the end of the year	22,42,174	1.89	22,42,174	1.89
13. AXIS MUTUAL FUND TRUSTEE LIMITED A/C AXIS MUTUAL FUND A/C AXIS LONG TERM EQUITY FUND*				
Shares as at the beginning of the year	2,44,268	0.43	2,44,268	0.43
Purchase/Sale before split of shares	1,65,378	0.29	4,09,646	0.73
Shares as on Split date - 26.09.2014	8,19,292	0.73	8,19,292	0.73
Purchase/Sale after split of shares	4,31,050	0.38	1,250,342	1.11
Shares as on QIP allotment date - 10.12.2014	12,50,342	1.06	12,50,342	1.06
Purchase/Sale after QIP	50,000	0.04	13,00,342	1.10
Shares at the end of the year	13,00,342	1.10	13,00,342	1.10
14. ABG CAPITAL*				
Shares as at the beginning of the year	-	-	-	-
Purchase/Sale before split of shares	-	-	-	-
Shares as on Split date - 26.09.2014	-	-	-	-
Purchase/Sale after split of shares	-	-	-	-
Shares as on QIP allotment date - 10.12.2014	-	-	-	-
Purchase/Sale after QIP	12,98,132	1.10	12,98,132	1.10
Shares at the end of the year	12,98,132	1.10	12,98,132	1.10
15. DSP BLACKROCK 3 YEARS CLOSE ENDED EQUITY FUND*				
Shares as at the beginning of the year	-	-	-	-
Purchase/Sale before split of shares	-	-	-	-
Shares as on Split date - 26.09.2014	-	-	-	-
Purchase/Sale after split of shares	-	-	-	-
Shares as on QIP allotment date - 10.12.2014	6,60,000	0.56	6,60,000	0.56
Purchase/Sale after QIP	3,91,956	0.33	10,51,956	0.89
Shares at the end of the year	10,51,956	0.89	10,51,956	0.89
16. DSP BLACKROCK MICRO CAP FUND*				
Shares as at the beginning of the year	-	-	-	-
Purchase/Sale before split of shares	-	-	-	-
Shares as on Split date - 26.09.2014	-	-	-	-
Purchase/Sale after split of shares	-	-	-	-
Shares as on QIP allotment date - 10.12.2014	8,64,353	0.73	8,64,353	0.73
Purchase/Sale after QIP	16,765	0.01	8,81,118	0.74
Shares at the end of the year	8,81,118	0.74	8,81,118	0.74

Note: 1) * Shareholders from Serial Number 11 to 16 are additionally covered in top 10 shareholders as on 31.03.2015

2) * Common top 10 shareholders as on 01.04.2014 and 31.03.2015

3) Except the change mentioned above in the number of shares held by the Top 10 shareholders of the Company. The percentage of the shareholding has changed during the year due to Split of equity shares and due to allotment of equity shares to QIP made during the year.

(v) Shareholding of Directors and Key Managerial Personnel

For each of the Directors and KMP	Shareholding at the beginning of the year		Purchase / (Sale) during the year	Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
Mr. Sandeep P Engineer	1,18,35,705	21.06	-	2,36,71,410	20.00
Mrs. Jagruti S. Engineer	45,71,705	8.14	-	91,43,410	7.72
Mr. K. R. Shenoy	Nil	Nil	-	Nil	Nil
Mr. Pradip N. Desai	2,02,572	0.36	-	4,05,144	0.34
Mr. Kyle A. Thompson	Nil	Nil	-	Nil	Nil
Mr. Anil Kumar Jani *	N.A	N.A	-	1,120	0.00
Mr. Narasinh K. Balgi *	N.A	N.A	-	2,530	0.002
Mr. Hiranand Savlani [§]	57,500	0.10	(14,200)	1,00,800	0.08
Ms. Zankhana Trivedi [®]	Nil	Nil	-	N.A	N.A
Mr. Amish Shah [®]	N.A	N.A	-	N.A	N.A
Mr. Krunal Bhatt [®]	N.A	N.A	-	Nil	Nil

Note : Except the change mentioned above, the shareholding has changed due to split of shares from ₹2 per share to ₹1 per share w.e.f 26.09.2014.

* N.A as Mr. Narasinh K. Balgi and Mr. Anil Kumar Jani were appointed as directors w.e.f 28.01.2015.

® N.A as Ms. Zankhana Trivedi resigned as Company Secretary w.e.f 1.10.14. Mr. Amish Shah was appointed as Company Secretary from the same date. Upon resignation of Mr. Amish Shah w.e.f 31.01.15, Mr. Krunal Bhatt was appointed as Company Secretary w.e.f 2.2.15.

§ Mr. Hiranand Savlani sold the shares during 29.12.14 to 1.1.15.

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ In Lacs)

Particulars	Secured Loans	Unsecured	Deposits	Total
	excluding deposits	Loans		Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	13,048.58	600.00	-	13,648.58
ii) Interest due but not paid	18.75	-	-	18.75
iii) Interest accrued but not due	26.75	0.50	-	27.25
Total (i+ii+iii)	13,094.08	600.50	-	13,694.58
Change in Indebtedness during the financial year				
• Addition	8,052.18	-	-	8,052.18
• Reduction	5,013.48	600.00	-	5,613.48
Net Change	3,038.70	-600.00	-	2,438.70
Indebtedness at the end of the financial year				
i) Principal Amount	16,087.28	-	-	16,087.28
ii) Interest due but not paid	42.22	-	-	42.22
iii) Interest accrued but not due	51.85	-	-	51.85
Total (i+ii+iii)	16,181.35	-	-	16,181.35

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:****(₹ In Lacs)**

Sr. No.	Name of Directors Particulars of Remuneration	Mr. Sandeep P. Engineer Managing Director	Mrs. Jagruti S. Engineer Whole time Director	Total Amount
1	Gross salary	142.85	41.00	183.85
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option -	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission			
	- as % of profit	Nil	Nil	Nil
	- others, specify	Nil	Nil	Nil
5	Others (Incentive)	96.25	Nil	96.25
	Total (A)	239.10	41.00	280.10
	Ceiling as per the Act (10% of profit calculated u/s 198 of the Act)			979.91

B. Remuneration to other Directors:**(₹ In Lacs)**

Sr. No.	Particulars of Remuneration	Fee for attending board / committee meetings	Commission	Others, please specify (Remuneration)	Total Amount
1	Independent Directors				
	Mr. K.R. Shenoy	1.70	Nil	0.50	2.20
	Mr. Pradip Desai	Nil	Nil	Nil	Nil
	Mr. Narasinh K. Balgi	Nil	Nil	Nil	Nil
	Total (1)	1.70	Nil	0.50	2.20
2	Other Non-Executive Directors				
	Mr. Kyle Thompson	Nil	Nil	Nil	Nil
	Mr. Anil Kumar Jani	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total B =(1+2)	1.70	Nil	0.50	2.20
	Ceiling as per the Act (1% of profit calculated u/s 198 of the Act)				97.99
	Total Managerial Remuneration (A+B)				282.30
	Overall Ceiling as per the Act (11% of profit calculated u/s 198 of the Act)				1077.90

C. Remuneration to key managerial personnel other than MD/manager/WTD**(₹ In Lacs)**

Sr. No.	Name of KMPs Particulars of Remuneration	Mr. Hiranand Savlani Chief Financial Officer	Ms. Zankhana Trivedi* Company Secretary	Mr. Amish Shah* Company Secretary	Mr. Krunal Bhatt* Company Secretary	Total
1	Gross salary	38.93	1.40	3.51	1.99	45.83
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	- as % of profit	-	-	-	-	-
	- others, specify	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)	38.93	1.40	3.51	1.99	45.83

*Ms. Zankhana Trivedi resigned as Company Secretary w.e.f 1st October, 2014. Mr. Amish Shah was appointed as Company Secretary from the same date. Upon resignation of Mr. Amish Shah w.e.f 31st January, 2015, Mr. Krunal Bhatt was appointed as Company Secretary w.e.f 2nd February, 2015.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of penalty/ punishment/ compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give details)
A. Company					
Penalty			None		
Punishment					
Compounding					
B. Directors					
Penalty			None		
Punishment					
Compounding					
C. Other Officers in default					
Penalty			None		
Punishment					
Compounding					

ANNEXURE-E**PARTICULARS OF EMPLOYEES**

(Pursuant to rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15.

Sr. No.	Name of Director/KMP	Remuneration for FY 2014-15 (₹ In Lacs)	% increase in remuneration in FY 2014-15	Ratio of remuneration of each Director to median of remuneration of employees
1	Mr. K R Shenoy Independent Chairman	0.5	Nil	0.22
2	Mr. Sandeep P. Engineer Managing Director	239.10	8.02	104.41
3	Mrs. Jagruti S. Engineer Whole Time Director	41.00	38.98	17.90
4	Mr. Kyle Thompson Non- Executive Director	Nil	N.A	N.A
5	Mr. Anil Kumar Jani Non- Executive Director	Nil	N.A	N.A
6	Mr. Pradip Desai Independent Director	Nil	N.A	N.A
7	Mr. Narasinha K Balgi Independent Director	Nil	N.A	N.A
8	Mr. Hiranand Savlani Chief Financial Officer	38.93	67.37	17.00
9	Mr. Krunal Bhatt* Company Secretary	1.99	N.A	0.87
10	Mr. Amish Shah# Company Secretary	3.51	N.A	1.53
11	Ms. Zankhana Trivedi^ Company Secretary	1.40	N.A	0.61

* Appointed w.e.f 2nd February, 2015

Appointed w.e.f. 1st October, 2014 and resigned w.e.f. 31st January, 2015

^ Resigned w.e.f.1st October, 2014

2. In the financial year, there was an increase of 17.40% in the median remuneration of employees.

3. There were 769 permanent employees on the rolls of Company as on 31st March, 2015.

4. Relationship between average increase in remuneration and company performance:

The Sale from operations of the Company for FY 2014-15 increased by 17% on standalone basis and 32% on consolidated basis. During the year Company has increased utilisation of its capacity by 16%. Increase in median remuneration during the financial year was 16.66%. The average increase in median remuneration was in line with the overall performance of the Company.

5. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:

The Sale from operations of the Company for FY 2014-15 increased by 17% on standalone basis and 32% on consolidated basis. During the year Company has increased utilisation of its capacity by 16%. The criteria for remuneration of managerial personnel is based on the remuneration policy as recommended by the Nomination & Remuneration Committee and approved by the board of directors.

6. The market capitalisation of the Company increased by 102.42%, from ₹2618.75 Crores as at 31st March, 2014 to ₹5300.98 Crores as at 31st March, 2015. The price to earnings ratio increased by 9.48%, i.e. from 67.84 times as at 31st March, 2014 to 74.27 times as at 31st March, 2015.

In the year 2007, the Company came out with an Initial Public Offer (IPO) of equity shares of the face value of ₹10/- each at a premium of ₹105 per share aggregating to ₹34.17 Crores. The shares of the Company were split from face value of ₹10/- each to face value of ₹5/- each on 9th August, 2010 and from face value of ₹5/- each to ₹2/- each on 5th August, 2013 and from face value of ₹2/- each to ₹1/- each on 25th August, 2014.

The equity shares of the Company closed at ₹447.85 on National Stock Exchange of India Limited and at ₹443.10 on BSE Limited on 31st March, 2015, representing an increase of 3794% (based on NSE quote) since the date of IPO (after adjustment for split).

7. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 19.63% whereas the increase in the managerial remuneration for the same financial year was 10.98%.
8. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
9. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year
 – Not Applicable
10. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.



ANNEXURE-F

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is set out hereunder.

A. CONSERVATION OF ENERGY:

(i) Steps taken for conservation of energy:

Energy conservation continues to be the key focus area of your Company. The Company is making continuous effort for energy conservation. Effective measures have been taken to monitor consumption of energy during the process of manufacture. Continuous monitoring and awareness amongst employees has helped to avoid wastage of energy. Major steps taken for energy conservation for FY 2014-15 including some of the proposed steps are as under:

- Installation of programmable timer based circuit in all streets light and is also shifting to LED lights in production area to reduce heat release to the atmosphere.
- The company had reduced diesel consumption and frequency of power failure due to separate cable laying and separate feeder in UGVCL sub station.
- Maintain proper air circulation inside the production area to regulate the heat released by the extruder units.
- Continuously we take necessary activities to educate and encourage employees to establish energy efficient practices.

(ii) Steps taken by the Company for utilising alternate sources of energy:

Solar energy is ultimately the source for many renewable and non-renewable energy sources. Energy from the sun is captured through a solar panel. A solar panel is typically made up of silicon. And silicon is the substance which absorbs sunlight and then changes it into electrical energy. And the energy you get costs nothing and are renewable.

In order to make maximum utilization of energy from sunlight, we are planning to set-up solar power panels which favors energy savings by more than 75%. Solar energy is free, clean and renewable source of energy and will also help to bring down electricity bill.

(iii) The capital investment on energy conservation equipments:

Your Company has invested ₹28 Lacs towards energy conservation equipments.

B. TECHNOLOGY ABSORPTION:

(i) Efforts made towards technology absorption:

Your Company lays considerable emphasis on quality maintenance and product enhancement. The Company is continuously trying to develop more and more products in its R & D Center. During the year under review, your Company has spent ₹45.65 Lacs for its ultramodern R & D center at its Plant located at Santej-near Ahmedabad and the Company now is in a position to carry out a lot of R & D activities in-house. Further yours is the only Company in India which has NSF approved Plant.

Following initiatives have been made towards technology, absorption, adaptation and innovation:

- Proposal for establishment of 66 KVA sub-station which will ensure continuous flow of power supply and thereby production activity.
- Thyristor-based extrusion panel instead of contactor base which need simplified maintenance and automatic regime, greatly reduces the heating consumption.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

Your Company is exporting of the CPVC/PVC products to the developed markets. Your Company's efforts in quality, maintenance and product enhancement have resulted in development of products which provide better quality at a lower cost of production. Parallel to keeping and maintaining its existing assets, your Company is fit to deliver what market needs in terms of Quality, Cost and Delivery.

(iii) Information regarding imported technology:

Nil

(iv) Expenditure on R & D:

Your Company is regularly incurring R & D expenses. During the year under review, your Company has spent ₹45.65 Lacs on R & D expenses and the cost of equipment purchased for R & D is shown under the head of Plant & Machineries and Laboratory Equipment. The said expenditures are tabled below:

		(₹ In Lacs)
Expenditure on R & D		2014-15
(a)	Capital Expenses	16.57
(b)	Revenue Expenses	29.08
Total (a+b)		45.65
(c)	Total R & D expenditure as a percentage of turnover	0.04

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

		(₹ In Lacs)	
Particulars		2014-15	2013-14
(a)	Total Foreign Exchange Used	41,563.15	38,471.29
(b)	Total Foreign Exchange Earned	1,742.98	1,913.72

CORPORATE GOVERNANCE REPORT

1. CORPORATE GOVERNANCE PHILOSOPHY

Your Company believes in adopting the best corporate governance practices, based on the following principles in order to maintain transparency, accountability and ethics:

- Recognition of the respective roles and responsibilities of the management;
- Independent verification and assured integrity of financial reporting;
- Protection of Shareholders' right and priority for investor relations; and
- Timely and accurate disclosure on all material matters concerning operations and performance of your Company.

Keeping the above in mind, your Company is fully committed to conduct its affairs in a fair and transparent manner and to enhance shareholders value while complying with the applicable Rules and Regulations. We are in compliance with all the requirements of the Corporate Governance Code, enshrined in Clause 49 of the Listing Agreement.

2. BOARD OF DIRECTORS

Composition

The Board of your Company consists of 7(Seven) Directors as on 31st March, 2015, out of which 2(Two) are Executive Directors and 5(Five) are Non-executive Directors. The Chairman of the Board is a Non-Executive Independent Director and 1/3rd of the Board consists of Independent Directors. The Composition of the Board is in compliance with the requirements of Clause 49 of the Listing Agreement entered into with Stock Exchanges. No director is related to each other except Mrs. Jagruti S. Engineers. who is the spouse of Mr. Sandeep P. Engineer. All the Directors have certified that they are not members of more than 10(Ten) Committees and do not act as Chairman of more than 5(Five) Committees across all the Companies in which they are Directors.

The composition of the Board of Directors as on 31st March, 2015 is as follows:

Name of Director	Category	Total No. of Other Directorship*	Details of Committees#	
			Chairman	Member
Mr. K. R. Shenoy	Independent Chairman	1	1	-
Mr. Sandeep P. Engineer	Managing Director	4	-	1
Mrs. Jagruti S. Engineer	Whole Time Director	1	-	-
Mr. Kyle A. Thompson	Non- Executive Director	-	-	-
Mr. Anil Kumar Jani	Non- Executive Director	1	-	-
Mr. Pradip N. Desai	Independent Director	3	-	1
Mr. Narasinh Krishna Balgi	Independent Director	3	-	-

* Other directorship do not include directorship in foreign companies.

membership/chairmanship in committees include membership/chairmanship of Audit Committee and Stakeholders' Relationship Committee of Boards of other companies.

Dates of Board Meetings and Attendance at the Board Meetings and the last Annual General Meeting

During the Financial Year 2014-15, the Board of Directors of your Company met 7(Seven) times on 03/05/2014, 18/07/2014, 25/08/2014, 27/10/2014, 21/11/2014, 08/12/2014, and 28/01/2015. The details of attendance of each Director at Board Meetings held in the Financial Year and the last Annual General Meeting are as under:

Name of Director	Dates of Board Meetings and Attendance of each director at Board Meeting							Total No of Board Meetings attended	Attendance at the last AGM held on 25 th August, 2014
	03/05/2014	18/07/2014	25/08/2014	27/10/2014	21/11/2014	08/12/2014	28/01/2015		
Mr. K. R. Shenoy	Yes	Yes	Yes	Yes	No	Yes	Yes	6	Yes
Mr. Sandeep P. Engineer	Yes	Yes	Yes	Yes	Yes	Yes	Yes	7	Yes
Mrs. Jagruti S. Engineer	Yes	Yes	Yes	Yes	Yes	Yes	Yes	7	Yes
Mr. Kyle A. Thompson	No	No	No	No	No	Yes	No	1	No
Mr. Pradip N. Desai	Yes	Yes	Yes	Yes	No	Yes	Yes	6	Yes
Mr. Narasinh Krishna Balgi *	N.A	N.A	N.A	N.A	N.A	N.A	Yes	1	N.A
Mr. Anil Kumar Jani *	N.A	N.A	N.A	N.A	N.A	N.A	Yes	1	N.A

* Appointed w.e.f 28/01/2015.

Code of Conduct for Board & Senior Management Personnel

Your Company has adopted a Code of Conduct for Board Members & Senior Management Personnel and the declaration from the Managing Director, stating that all the Directors and the Senior Management Personnel of your Company have affirmed compliance with the Code of Conduct has been included in this Report. The Code has been posted on your Company's website www.astralpipes.com.

Profile of Directors seeking appointment / re-appointment:

Mrs. Jagruti S. Engineer, by qualification is Bachelor of Arts (B.A.) and she is the Promoter Director of the Company. She has been managing the Administration and Human Resource Departments of the Company since 2006 and has contributed significantly towards the growth of the Company and her services are indispensable. She is also director of Resinova Chemie Ltd., Seal IT Services Ltd., UK and Calder Distribution Ltd., UK. She holds 91,43,410 equity shares of the Company.

Brief profile of other directors seeking appointment/re-appointment viz. Mr. Anil Kumar Jani, Mr. Narasinha Krishna Balgi and Mr. Sandeep P. Engineer is included in the explanatory statement to the notice of Annual General Meeting.

3. COMMITTEES OF THE BOARD

(i) AUDIT COMMITTEE

Composition, meetings and attendance

The Audit Committee of your Company has been constituted as per the requirements of Section 177 of the Companies Act 2013 and Clause 49 of the Listing Agreement. The Chairman of the Audit Committee is an Independent Director and two-thirds of the members of the Audit Committee are Independent Directors. During the Financial Year 2014-15, the Committee met 6 (Six) times on 03/05/2014, 18/07/2014, 25/08/2014, 27/10/2014, 21/11/2014 and 28/01/2015.

The composition of the Audit Committee as on 31st March, 2015 and the attendance of the members in the meetings held during the Financial Year 2014-15 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. K. R. Shenoy	Chairman	6
Mr. Sandeep P. Engineer	Member	5
Mr. Pradip N. Desai	Member	6

The Company Secretary of the Company acted as the Secretary to the Committee.

Terms of Reference:

The broad terms of reference of the Audit Committee include the following as has been mandated in Section 177 of Companies Act, 2013 and Clause 49 of Listing Agreement:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditors and the fixation of audit fees.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- Appointment, removal and terms of remuneration of Internal Auditors.
- Reviewing, with the Management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - (i) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013;
 - (ii) Changes, if any, in Accounting Policies and practices and reasons for the same;
 - (iii) Major accounting entries involving estimates based on the exercise of judgment by the Management;
 - (iv) Significant adjustments made in the financial statements arising out of Audit findings;
 - (v) Compliance with Listing and other Legal requirements relating to the financial statements;
 - (vi) Disclosure of any related party transactions;
 - (vii) Qualifications in the draft Audit Report;
- Reviewing with the Management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the Management, performance of Statutory and Internal Auditors, and adequacy of the internal control systems;
- Reviewing the adequacy of Internal Audit function, if any, including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of Internal Audit;
- Discussions with Internal Auditors on any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management ;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the Chief Internal Auditor.

The Chief Financial Officer and the representatives of the Statutory Auditors and Internal Auditors are invited to attend the meetings of the Audit Committee.

(ii) **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

Composition, meetings and attendance

The Stakeholders' Relationship Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act 2013 and the Clause 49 of the Listing Agreement. The Chairman of the Committee is an Independent Director. During the Financial Year 2014-15, the Committee met 4 (Four) times on 03/05/2014, 18/07/2014, 27/10/2014 and 28/01/2015.

The composition of the Stakeholder's Relationship Committee as on 31st March, 2015 and the attendance of the members in the meetings held during the Financial Year 2014-15 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. K. R. Shenoy	Chairman	4
Mr. Sandeep P. Engineer	Member	4
Mr. Pradip N. Desai	Member	4

The Company Secretary of the Company acted as the Secretary to the Committee.

Terms of Reference:

- Efficient transfer of shares, including review of cases for refusal of transfer/ transmission of Shares and Debentures, demat/ remat of shares.
- Redressal of Shareholder and Investor complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividends etc.;
- Issue of new / duplicate / split / consolidated Share Certificates;
- Allotment of Shares;
- Review of cases for refusal of transfer / transmission of Shares and Debentures;
- Reference to Statutory and Regulatory authorities regarding Investor Grievances; and
- To otherwise ensure proper and timely attendance and redressal of Investor's queries and Grievances.

Status of Investors' complaints:

The status of Investor's complaints as on 31st March, 2015 is as follows:

Number of complaints as on 1 st April, 2014	NIL
Number of complaints received during the year ended on 31 st March, 2015	9
Number of complaints resolved up to 31 st March, 2015	9
Number of complaints pending as on 31 st March, 2015	NIL

The complaints received were mainly in the nature of non-receipt of Annual Report and non-receipt of dividend warrants. There were no pending requests for transfer of shares of the Company as on 31st March, 2015.

Name and Designation of Compliance Officer:

Mr. Krunal Bhatt, Company Secretary, is the Compliance Officer of the Company.

(iii) NOMINATION AND REMUNERATION COMMITTEE
Composition, meetings and attendance

The Nomination and Remuneration Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act 2013 and the Clause 49 of the Listing Agreement. The Chairman of the Committee is an Independent Director. During the Financial Year 2014-15, the Committee met 4 (Four) times on 18/07/2014, 25/08/2014, 27/10/2014 and 28/01/2015.

The composition of the Nomination and Remuneration Committee as on 31st March, 2015 and the attendance of the members in the meetings held during the Financial Year 2014-15 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. Pradip N. Desai	Chairman	4
Mr. K. R. Shenoy	Member	4
Mr. Kyle A. Thompson	Member	NIL

The Company Secretary of the Company acted as the Secretary to the Committee.

Terms of Reference:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees and carry out evaluation of every director's performance;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Remuneration Policy:

Remuneration Policy of your Company has been designed to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors/Employees of the quality required to run the Company successfully and Relationship of remuneration to performance is clear and meets appropriate performance benchmarks. Remuneration policy of the Company has been uploaded on the Company's website and can be accessed at http://astralpipes.com/SystemUpload/InvestorRelationPDF/114_L.pdf Salient features of the policy on remuneration of executive and non-executive directors are as under:

• Executive Directors :

The Board of Directors in consultation with the Nomination and Remuneration Committee decides on the remuneration payable to the Managing Director / Whole Time Director. The total remuneration to the Managing Director comprises fixed component consisting of salary and perquisites in accordance with Company's policy and a profit linked incentive. The said remuneration is approved by the members in the next Annual General Meeting the Company.

• Non – Executive Directors:

Non-Executive Directors are paid sitting fees for attending the Board and Committee meetings, plus the reimbursement of actual expense directly related to the travel and out-of-pocket expenses, if any, incurred by them.

Details of remuneration and pecuniary benefits to the Directors during FY 2014-15:

(₹ in Lacs)

Name of the Director	Salary/ Remuneration	Perquisites	Sitting Fees	Incentive	Total
Mr. K. R. Shenoy	0.50	NIL	1.70	-	2.20
Mr. Sandeep P. Engineer	142.85	NIL	NIL	96.25	239.10
Mrs. Jagruti S. Engineer	41.00	NIL	NIL	-	41.00
Mr. Kyle A. Thompson	NIL	NIL	NIL	-	NIL
Mr. Anil KumarJani	NIL	NIL	NIL	-	NIL
Mr. Pradip N. Desai	NIL	NIL	NIL	-	NIL
Mr. Narasinh Krishna Balgi	NIL	NIL	NIL	-	NIL
Total	184.35	NIL	1.70	96.25	282.3

Notes:

- There were no pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis Company.
- The Board of Directors of the Company on the recommendations of the Nomination and Remuneration Committee of the Board at its meeting held on 27th October, 2014 approved the re-appointment of Mr. Sandeep P. Engineer as Managing Director of the Company w.e.f. 1st February, 2015 for a further period of 3 years subject to the approval of the members of the Company at the ensuing Annual General Meeting.
- The Members of the Company at their Annual General Meeting held on 25th August, 2014 had approved the re-appointment of Mrs. Jagruti Engineer as the Whole Time Director of the Company w.e.f. 1st May, 2014 for a period of 3 years.
- The Managing Director shall be entitled to an incentive payment at the rate of 1% (One percent) of Profit Before Tax of the Company in addition to the salary, increment and reimbursement of expenses.

None of the Directors except the Managing Director is entitled to such an Incentive.

- No Stock Option Schemes have been introduced by the Company during the year.

The shareholding of Directors as on the 31st March, 2015 is as under:

Sr. No.	Name of Director	Shareholding	%
1	Mr. K. R. Shenoy	Nil	Nil
2	Mr. Sandeep P. Engineer	2,36,71,410	20
3	Mrs. Jagruti S. Engineer	91,43,410	7.72
4	Mr. Kyle A. Thompson	Nil	Nil
5	Mr. Anil Kumar Jani	1,120	0.00
6	Mr. Pradip N. Desai (including HUF)	4,05,144	0.34
7	Mr. Narasinh Krishna Balgi	2,530	0.00

Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Committee has carried out the annual performance evaluation of Directors and Key Managerial Personnel. The Board of Directors also carried out annual performance evaluation of Independent Directors and Committees of the Board. Performance evaluation was carried out based on approved criteria such as adherence to ethical standards and code of conduct, constructive participation in board meetings, Implementing good corporate governance practices etc. The Directors expressed their satisfaction with the evaluation process.

The independent directors also held separate meeting to review the performance of Non-independent Directors and overall performance of the board.

4. GENERAL BODY MEETINGS

The details of last three Annual General Meetings of the Company are as follows:

Financial Year	Date-Time-Venue
2013-14	25 th August, 2014 at 11.00 a.m. at Rajpath Banquet Hall, Rajpath Club, S.G. Highway, Ahmedabad-380059.
2012-13	5 th August, 2013 at 11.00 a.m. at Rajpath Banquet Hall, Rajpath Club, S.G. Highway, Ahmedabad-380059.
2011-12	13 th August, 2012 at 11.00 a.m. at Rajpath Banquet Hall, Rajpath Club, S.G. Highway, Ahmedabad-380059.

Details of special resolutions passed in Previous Three AGMs.

Details of the Special Resolutions passed in last three Annual General Meetings are as follow:

Financial Year	Particulars of Special Resolutions passed
2013-14	To consider and approve Sub-division (Stock-Split) of the Face Value of Equity Shares of the Company. To consider and approve Related Party Transactions. To consider and approve Raising of Long Term Funds.
2012-13	NIL
2011-12	Appointment of Mr. Kairav S. Engineer, Son of Mr. Sandeep Engineer and Mrs. Jagruti Engineer, the Directors of the Company, as the Manager- Business Development of the Company.

No Extra Ordinary General Meeting was held during the Financial Year 2014-15.

Special Resolutions passed through Postal Ballot:

Details of special resolution passed by postal ballot during FY 2014-15 and details of voting is provided as under:

Date of Postal Ballot Notice	Description	% of votes in favor of resolution	Date of declaration of result	Scrutinizer conducting postal ballot
21 st November, 2014	Increase FPI Limit Up To 45% of The Paid Up Equity Share Capital of The Company;	99.99	27 th January, 2015	Ms. Monica Kanuga, Practicing Company Secretary
	Authorisation to the Board of Directors to borrow upto ₹250 crores over and above the paid up capital of the company and its free reserves:	99.94		
	Approval of creation of charge on the total assets of the company to secure its borrowings.	99.93		
	Making of loans or investments and to give guarantees or to provide security in connection with a loan made up to ₹250 crores over and above the paid up capital of the company and its free reserves, under section 186 of the companies Act, 2013.	99.52		

5. DISCLOSURES

(a) Disclosure on materially significant related party transactions

There were some related party transactions during the Financial Year 2014-15 and the same do not have potential conflict with the interest of the Company at large. The details of related party transactions as per Accounting Standard – 18 are included in the notes to the accounts.

(b) Details of non-compliance with regard to capital market

The Equity Shares of the Company got listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) with effect from 20th March, 2007. The Company has complied with all the requirements of Listing Agreement as well as the Regulations and Guidelines prescribed by the Securities and Exchange Board of India (SEBI). The Company has complied with Clause 38 of the Listing Agreement with respect to payment of Listing fees to the Exchanges and Annual Custodial Fees to the Depositories for the year 2014-15.

There were no penalties imposed nor strictures passed on the Company by the Stock Exchanges, SEBI or any other Statutory Authority on any matter related to Capital Markets during last year.

(c) Disclosure of accounting treatment

There is no deviation in following the treatments prescribed in any Accounting Standard in preparation of financial statements for the year 2014-15.

(d) Board disclosures – Risk Management

The Board members of the Company are regularly appraised about the risk assessment and minimization procedures adopted by the Company. The Audit Committee of the Board is also regularly informed about the business risks and the steps taken to mitigate the same. The implementation of the risk assessment and minimization procedures is an ongoing process and the Board members are periodically informed of the status.

(e) Familiarisation Program of Independent Directors

Independent Directors are familiarised with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company by providing various presentation at Board/ Committee meetings from time to time. The details of the familiarisation programmes can be accessed on the web link: http://astralpipes.com/SystemUpload/InvestorRelationPDF/110_L.pdf

(f) Details of compliance with mandatory requirements and adoption of non-mandatory requirements of Clause 49 of the Listing Agreement

The Company has complied with all the mandatory requirements as mandated under Clause 49 of Listing Agreement. A Certificate from the Statutory Auditors of the Company to this effect has been included in this Report.

(g) Whistle Blower Policy

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee. Whistle blower policy of the Company has been uploaded on the website of the Company and can be accessed at http://astralpipes.com/SystemUpload/InvestorRelationPDF/107_L.pdf

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

(h) Policy on “Material” Subsidiary

The Company has Board approved policy on determining Material Subsidiary which can be accessed at http://astralpipes.com/SystemUpload/InvestorRelationPDF/109_L.pdf

(i) Certification from CEO and CFO

The requisite certificate from the Managing Director and Chief Financial Officer of the Company required to be given under Clause 49 was placed before the Board of Directors of the Company at its Meeting held on 28th May, 2015 and Mr. Sandeep P. Engineer, Managing Director and Mr. Hiranand A. Savlani, Chief Financial Officer of the Company, have certified to the Board that:

- (a) They have reviewed the Financial Statement and the Cash Flow Statement for the year 2014-15 and that to the best of their knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) 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 their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of Company's Code of Conduct.
- (c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. They have not come across any reportable deficiencies in the design or operation of such internal controls.
- (d) They have indicated to the Auditors and the Audit Committee:
 - (i) That there are no significant changes in the internal control over financial reporting during the year;
 - (ii) There are no significant changes in the Accounting Policies during the year, and
 - (iii) There are no instances of significant fraud of which they have become aware.

6. MEANS OF COMMUNICATION TO SHAREHOLDERS

(a) Quarterly/Annual Results

The Quarterly / Annual Results and Notices as required under Clause 41 of the Listing Agreement are normally published in the Leading Daily Newspaper “The Economic Times” in English and Local Language, i.e. Gujarati editions.

(b) Posting of information on the website of the Company / Stock Exchanges

- The Quarterly / Annual Results of the Company, Shareholding pattern, Code of Conduct for Board and Senior Management of the Company are displayed on the Company's website www.astralpipes.com.
- The official news releases of the Company are displayed on the websites of BSE & NSE.
- The Presentations made to Institutional Investors/Analysts are displayed on the Company's website www.astralpipes.com.

7. GENERAL SHAREHOLDERS' INFORMATION

(a) Annual General Meeting (Proposed): Nineteenth Annual General Meeting:

Day and date	11 th August, 2015
Time	10.00 a.m.
Venue	The Rajpath Banquet Hall, Rajpath Club, S.G. Highway, Ahmedabad-380 059.

(b) Financial Year 2014-15:

Financial Year	April 1 to March 31
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(c) Board Meetings for approval of Quarterly Results

Quarter	Tentative Date of Announcement of Board Meeting [F.Y.2015-2016]
1 st Quarter Results	On or before 14 th August, 2015
2 nd Quarter Results	On or before 14 th November, 2015
3 rd Quarter Results	On or before 14 th February, 2016
4 th Quarter Results	On or before 30 th May, 2016

Annual Results for financial year ended : Within 60 days of the close of financial Year ending on 31st March, 2016
 Annual General Meeting for the year 2014-15 : In accordance with Section 96 of the Companies Act, 2013

(d) Book Closure Date:

The Share Transfer Book and Register of Members will remain closed from 5th August, 2015 to 11th August, 2015 (Both days inclusive).

(e) Dividend Payment date:

The Dividend, if declared, will be paid within the Statutory Time Limit to the eligible members of the Company.

(f) Listing on Stock Exchanges:

The Equity Shares of the Company are listed on the following Stock Exchanges in India since 20th March, 2007:

The BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001	National Stock Exchange of India Limited (NSE) "Exchange Plaza", Bandra Kurla Complex, Bandra (E), Mumbai - 400 051
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The Company has paid Annual Listing fees to the above Stock Exchanges for the Current Financial Year 2015-16.

(g) Stock Code:

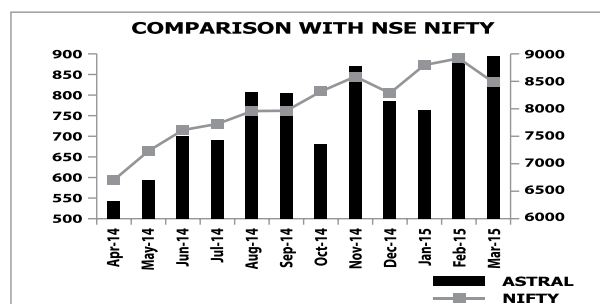
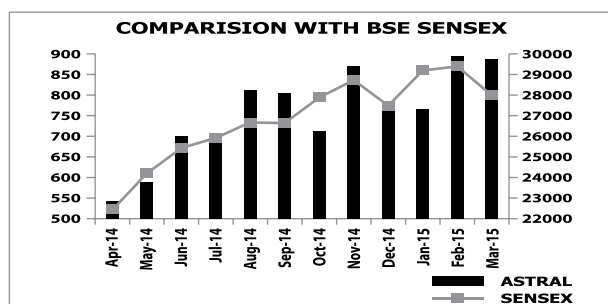
The BSE Limited (BSE)	532830
The National Stock Exchange of India Limited (NSE)	ASTRAL
ISIN for Equity Shares held in Demat form with NSDL and CDSL	INE006I01046

(h) Stock Market Data:

(₹ in Lacs)

MONTH	BSE		NSE	
	HIGH	LOW	HIGH	LOW
April, 2014	583.95	460.00	585.00	461.00
May, 2014	609.55	468.90	608.85	471.60
June, 2014	720.90	502.20	722.00	499.95
July, 2014	758.80	610.00	759.90	613.10
August, 2014	864.00	655.00	865.70	670.00
September, 2014*	849.00	370.00	856.40	368.00
October, 2014	402.95	349.00	411.95	338.95
November, 2014	440.00	339.55	439.90	338.00
December, 2014	447.40	370.20	449.90	370.00
January, 2015	425.00	361.00	406.00	357.00
February, 2015	471.30	379.25	484.00	370.04
March, 2015	470.00	402.00	475.00	415.50

* The Company's share has been split from ₹2/- paid up to ₹1/- paid up w.e.f. 26/09/2014 (Record Date).



To ensure consistency, uniformity and meaningful comparison, the graph has been drawn assuming face value of the equity shares at ₹2/- each post split.

(i) Registrar and Share Transfer Agents

All the work relating to the share registry for Shares held in Physical form as well as Shares held in Electronic Form (Demat) is being done at one single point at R & T Agent of the Company viz. Bigshare Services Private Limited.

The detailed address is as under:

BIGSHARE SERVICES PRIVATE LIMITED

E-2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai – 400072.

Tel: 022-40430200, Fax No. 022-28475207, E-mail: investor@bigshareonline.com

Website: www.bigshareonline.com, **Contact person:** Mr. Bhagwandas

(j) Share Transfer System

The Shares of Company are compulsorily traded in dematerialized form. Shares received in Physical Form are transferred within a period of 15 days from the date of lodgment subject to documents being valid and complete in all respects. The request for dematerialization of Shares are also processed by the R&T agent within stipulated period and uploaded with the concerned Depositories. In terms of Clause 47(c) of the Listing Agreement, Company Secretary in Practice examines the records and processes of Share transfers and issues half yearly Certificate which is sent to the Stock Exchanges.

(k) Distribution of Shareholding:

The distribution of Shareholding of the Company as on 31st March, 2015 is as follows:

No. of Equity Shares Held	No. of shareholders	% of Total shareholders	No. of shares	% of Total Capital
Upto 5,000	10,265	95.09	55,99,800	4.73
5,001-10,000	228	2.11	16,91,675	1.43
10,001-20,000	117	1.08	16,84,087	1.42
20,001-30,000	62	0.57	15,58,807	1.32
30,001-40,000	18	0.17	6,49,484	0.55
40,001-50,000	20	0.19	9,25,192	0.78
50,001-1,00,000	27	0.25	20,44,789	1.73
1,00,001 and above	58	0.54	10,42,11,245	88.04
Total	10,795	100.00	11,83,65,079	100.00

(l) Shareholding Pattern:

The Shareholding Pattern of the Company as on 31st March, 2015 is as follows:

Category	No of Shares	% of Total Capital
Promoters (including persons acting in concert)	7,11,95,398	60.15
Foreign Institutional Investors	1,62,07,693	13.69
Non-resident Indians/Overseas Corporate Bodies	34,92,622	2.95
Mutual Funds, Financial Institutions and Banks	92,95,420	7.85
Private Corporate Bodies	33,04,955	2.79
Resident Indians	1,48,17,258	12.52
Clearing members	51,733	0.05
Total	11,83,65,079	100.00

(m) Shares in Suspense Account:

As per Clause 5A of the listing agreement total 500 shares are lying in the Escrow Account in the name of BIGSHARE SERVICES PRIVATE LIMITED-ESCROW ACCOUNT-ASTRAL POLYTEKNIK LTD - IPO with IDBI Bank having DP ID IN300450 13481768 and voting rights on these Shares shall remain frozen till the rightful owner of such Shares claims the Shares. During the year under review, no shareholder approached the Company/Registrar, for transfer of shares from suspense account.

(n) Dematerialization of Shares and liquidity:

As on 31st March, 2015, 99.99 % of the total Equity Shares were held in dematerialized form with National Securities Depository Ltd. [NSDL] and Central Depository Services Limited [CDSL].

The details of which are as under:

Sr. No.	Mode of Holding	No. of Shares	% of Total Capital
1.	NSDL	11,35,55,750	95.94
2.	CDSL	47,96,139	4.05
3.	Physical	13,190	0.01
TOTAL		11,83,65,079	100.00

(o) GDRs/ADRs/Warrants or Convertible Instruments outstanding as on the date of this Report:

Nil

(p) Plant Location:

Gujarat Unit		Himachal Pradesh Unit	Tamilnadu Unit
Santej	Dholka		
Village: Santej, Taluka: Kalol, Dist: Gandhinagar, Gujarat, India	Dholka-Kheda Road, Rampur, Dholka, Dist: Ahmedabad Gujarat, India	Village: Bated, P.O. Barotiwala, Dist: Solan, Tehsil: Kasauli, Himachal Pradesh, India	Perandapalli Post, Village-Alur, District-Krishnagiri, Hosur, Tamilnadu, India

(q) Address for correspondence:

Shareholders' correspondence should be addressed to the Company's Registrar & Share Transfer Agent at the address mentioned at point (i).

Shareholders may also contact Company Secretary at the Registered Office of the Company for any assistance.

Registered Office

"ASTRAL HOUSE",

207/1, B/h. Rajpath Club, Off S. G. Highway,

Ahmedabad - 380 059, Gujarat, India

Tel. No. : +91 79 66212000 Fax No. : +91 79 66212121

Email : co@astralpipes.com Website : www.astralpipes.com

For, Astral Poly Technik Limited

(Sandeep P. Engineer)

Managing Director

Date : 28th May, 2015

Place : Ahmedabad

For, Astral Poly Technik Limited

(Jagruti S. Engineer)

Whole Time Director

DECLARATION

To,
The Members
Astral Poly Technik Limited

I, Sandeep P. Engineer, Managing Director of Astral Poly Technik Limited hereby declare that, as of 31st March, 2015, all the Board Members and Senior Management have affirmed compliance with the Code of Conduct laid down by the Company.

For, Astral Poly Technik Limited

Date : 28th May, 2015

Place : Ahmedabad

Sandeep P. Engineer

Managing Director



Auditors' Certificate on Corporate Governance

To the Members of **Astral Poly Technik Limited**

We have examined the compliance of the conditions of Corporate Governance by **Astral Poly Technik Limited** for the year ended on **March 31, 2015**, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For, **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 117365W)

(Kartikeya Raval)
Partner
(Membership No. 106189)

Date : 28th May, 2015
Place : Ahmedabad

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments (Pipes):

Piping Industry in India has been growing at CAGR of 15% plus since last many years barring the last year when the growth was low due to poor economic conditions. In spite of that your Company has done quite well by delivering 20% volume growth, highest in the Industry.

Looking to the announcements made by the new Government regarding the housing and construction sectors and the different new products launched by Astral during the last 3 years, we are sure that the coming years will offer good growth prospects for our industry in general and for Astral in particular. Plastic Piping Industry in India has a market size of appx. ₹21,500 Crores and Metal Industry is about ₹6000 Crores. Since replacement of metal by plastic has been taking place rapidly, Plastic Industry is expected to grow at an accelerated pace in the coming years. Further analysis shows that the Plumbing Industry is largely dominated by organized players accounting for 65% of the market. Your Company has a significant volume of its sales from the Plumbing segment.

There are many positive factors which are going to drive the growth of Piping Industry in the coming years. Important among them are:

- Implementation of GST from 2016 will support the organized sector.
- Replacement of metal by plastic.
- With the growth in the demand for quality construction, builders are increasingly moving towards the branded pipes (Pricing gap between branded & unbranded pipes is very low).
- Demand from Tier I/II cities and rural segment is expected to pickup as no big unsold inventory of houses is left in these areas as compared to metros, if the rainfall will be in order.
- Low cost housing is picking up as the Govt. is supporting the concept.
- Proposal of the Govt. to develop 100 Smart Cities.
- PM Mr. Narendra Modi's vision of "House to Each by 2022".

Your Company has extended its reach to all the four zones of the country by setting up manufacturing facilities in the North /South /West and a Depo in the East.

In short, we are confident about the growth of your Company in the years ahead and your Company is ready with the required capacity, infrastructure, distribution network, product range etc.

Industry Structure and Developments (Adhesive & Sealants):

The size of Adhesives, Sealants and Building Chemicals market is appx. ₹10,000/- Crores which is very large and is predominantly controlled by very few well established manufactures. Hence, the growth for your Company in these areas is imminent.

The per capita consumption of adhesives is 9.4 Kg in Germany, 9.1 Kg in US compared to 1.5 Kg in China and just 0.20 Kg in India. This shows that India offers good potential for growth in the consumption of adhesives which is a positive feature of this industry.

Similarly, while the value of per capita consumption of adhesives is ₹750 for developed countries it is just ₹50/- for India.

Indian and Chinese adhesive industry is growing at 15% CAGR. With the newer innovative and faster construction techniques, the growth of the adhesive industry will go up in the future, With steady increase in urbanization and modern constructions, the demand for adhesives and building construction chemicals is expected to grow much faster.

Opportunities and Threats:

We see good opportunity for growth in the construction sector of the Indian economy. India's GDP is expected to grow at 8 to 9%. Therefore, growth of the construction sector should also be commensurate with and supportive of the overall GDP growth.

As per the Vision 2022 document released by KPMG, India has at present a shortage of 59 million houses and it needs additional 51 million houses by 2022 which is a very huge opportunity not only for the housing sector but also indirectly for the piping industry.

Besides the above, India needs large areas of commercial space for modern Retailing. This will give further fillip to the construction activity in this area.

Favorable demographics, higher disposable income leading to better lifestyle, concept of nuclear families and a rising middle class will also drive the growth in the demand for housing.

Government of India is supporting irrigation to increase agricultural output which implies higher demand for pipes from the agricultural sector. Your Company has recently started manufacturing Agri Pipes which will contribute significantly to the growth of your Company.



Many countries are likely to come forward to support the vision of our Prime Minister Mr. Narendra Modi to build “Smart Cities”. This in turn will open up new opportunities for growth to the Piping and Adhesive industry. Your Company is poised to utilize the opportunity quickly as it is ready with the required manufacturing capacity and infrastructure.

Implementation of GST is going to be beneficial to the organized sector and your Company will be no exception. Leakage of tax revenue in the unorganized sector will be plugged with this new law coming into force and a level playing field will be opened for all players. Your Company’s new products are picking up and contribution of these new products is going up. With the introduction of Blaze Master, a new avenue will open up in the piping segment. Your Company is expecting a reasonably good amount of revenue from Blaze Master.

Outlook:

The history of piping Industry in India has witnessed higher growth and will continue to be so because of the following reasons.

- Replacement of conventional piping systems like galvanized Iron and Cast Iron piping systems with plastic is going on and will continue in the near term.
- Growth in construction, particularly in rural & Tier-II and III cities is going to be supported by demographic change, aspirations of better lifestyle, nuclear family concept and continuous rise of the middle class.
- Increase in the demand for branded agriculture and plumbing pipes because of increase in income levels.

While the Piping Industry has been growing at 12-15% CAGR during the last 10 years, your Company’s growth has been much higher than that of the Industry (CAGR 30% +)

New Government is committed to rapid economic growth of the country. Some of the initiatives taken by the government like “SMART CITIES”, “REIT”, “FDI – in real-estate” etc will have a favorable impact on the demand for the products of piping and adhesive industries.

As far as your Company is concerned, a single most important advantage it enjoys is that it is the only Company which can offer to the developers all their piping requirements for various projects. Astral offers one-stop solution for various piping requirements such as Plumbing (Hot & Cold), Drainage, Underground, Rain water harvesting, Sewage, Industrial, Fire Sprinklers, Agri Pipes etc.

Your Company is the only NSF approved Company in the plumbing industry, giving it an edge over its competitors.

With the association of Mr. Salman Khan as Brand Ambassador, your Company’s Brand strength is steadily going up. The distribution network of your Company is continuously expanding. Your Company has, at present, 700+ distributors and 20000+ dealers.

With recent two acquisitions Viz. Resinova (Kanpur, India) and Seal it (Bond It – UK), your Company supplies full range of products in the Adhesives, Sealants and Building Chemicals segment. As already mentioned earlier, market opportunities are many in this segment and therefore, we see a very positive outlook for growth in the years ahead.

Looking to the size of the Piping Industry of more than 275 (INR bn) and plastic piping of 215 (INR bn) and 100 (INR bn) for Adhesives, Sealants & Building Chemicals we see a very bright future for your Company. In both size and scale this industry is growing significantly and with the new demand in housing, infra, hotels, airports, malls, 100 Smart Cities and lot of commercial construction, your Company will have a very good growth opportunity in the years ahead.

Your Company has recently entered the agri piping sector which also has a very good market in India and future potential. We are just beginning a journey in the segment where the existing market size is placed around ₹7000 crores. Which is further growing. Looking to the Astral’s strong brand awareness in India and its coming branding events with Mr. Salman Khan, your Company is quite confident that it will be able to muster a reasonable market share from this segment in the days ahead. The initial response for these products is very encouraging and we are confident of growth in coming years in this segment also.

Your Company has recently commenced the production and sales from its South-based plant (Hosur- Tamil Nadu) which will help the Company to expand its Southern market in India. Last year, we started with PVC products and now we have installed machines for CPVC products. With the availability of additional power, we will be able to start manufacturing CPVC pipes in the coming months which will enable your Company to capture higher market share because of the logistic advantage of the new plant.

Business of the Kenya joint venture of your Company has started picking up. Last year sales have grown by 67%. In the current year it is expected to further grow at a rapid pace especially with the introduction of local manufacturing of fittings. We foresee a sizeable growth in Kenyan market because of duty saving.

Foreign Exchange Risk:

Being significantly dependent on imports and loans in foreign currency, your Company is exposed to the risk of fluctuations in exchange rate of foreign currency. Appropriate decisions are taken for hedging the exposure from time to time based on the market scenario. However, the volatility is increasing day by day which has elevated the risk. But after Mr. Raghuram Rajan took over as the RBI Governor, the risk due to Exchange rate fluctuations has decreased substantially.

Raw Material Prices:

Since a significant part of the raw material is imported, any increase in the import price or fluctuations in the foreign currency rate may affect the margins of your Company. Further, the price of raw material is to some extent, linked to the International crude price, which may affect the price of raw material. But your Company has been successfully managing this risk for the past several years. Whenever the revision in raw material prices is on the higher side, it is passed on to the customers. Lubrizol is putting up CPVC compound facility in Dahej which will reduce this risk for your Company to almost negligible level because your Company will be sourcing CPVC in local currency. We expect that Lubrizol will start supplying products to us from local manufacturing plant from the next financial year.

Internal Control and their adequacy:

Your Company has adequate Internal Control Systems and Procedures commensurate with the size of the Company and its nature of business. The independent Internal Auditors continuously review the adequacy and effectiveness of the internal control systems vis-a-vis on – going operations of the Company, which provides reasonable assurance of adequacy and effectiveness of control, governance and risk management procedures to the Audit Committee. The recommendations of Internal Auditors and the Audit Committee are followed up effectively for implementation.

Financial Performance:

An overview of the financial performance is given in the Directors' Report. The Audit Committee constituted by the Board of Directors periodically reviews the financial performance and reporting systems.

Human Resources:

Your Company continues to maintain constructive relationship with its employees with a positive environment so as to improve efficiency. Your Company places great value on the commitment, competence and vigor shown by its employees in all aspects of business. Your Company confirms its commitment to take initiative to further align its HR policies in order to meet the growing needs of the business.

Your Company has employee focus in the sense that it provides fulfillment, stretch and opportunity for development of its employees at all levels. It is because of the considerable skill and motivation of the employees, that your Company is able to deliver performance satisfaction. Your Board would like to express its sincere appreciation and gratitude to all employees on behalf of the stakeholders of your Company, who benefit from their hard work.

Cautionary Statement:

Some of the statements in this Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable Laws and Regulations.

Actual results might differ substantially from those expressed or implied. Important developments that could affect the Company's operations include changes in economic conditions affecting demand, supply and price movements in the domestic and overseas markets in which your Company operates, changes in the Government regulations, Tax Laws and other Statutes or other incidental factors.

The Company assumes no responsibility in respect of forward looking statements which may be amended or modified in future.

For, Astral Poly Technik Limited

(Sandeep P. Engineer)

Managing Director

Date : 28th May, 2015

Place : Ahmedabad

For, Astral Poly Technik Limited

(Jagruti S. Engineer)

Whole Time Director



Independent Auditors' Report

To The Members of **Astral Poly Technik Limited**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **ASTRAL POLYTECHNIK LIMITED** ("the Company") which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding of assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and Matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls System over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements-Refer Note 25 to the financial statements.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For, **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 117365W)

(Kartikeya Raval)
Partner
(Membership No. 106189)

Date : 28th May, 2015
Place : Ahmedabad

Annexure to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Having regard to the nature of the Company's business / activities during the year, clause(vi) of paragraph 3 of the Order is not applicable to the Company.

- (i) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification of fixed assets to cover all the items in a phased manner over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (ii) In respect of its inventories:
 - (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. In respect of such loans:
 - (a) In the absence of stipulations, the regularity of the receipts of principal amounts and interest has not been commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services and during the course of our audit we have not observed any major weakness in such internal control system.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year.
- (vi) According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.
 - (c) There are no dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited as on 31st March, 2015 on account of disputes.
 - (d) There are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made there under.
- (vii) The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions and banks. The Company has not issued any debentures.
- (ix) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantee given by the Company for loans taken by others from banks are not, prima facie, prejudicial to the interests of the Company.
- (x) In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained.
- (xi) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For, **Deloitte Haskins & Sells**
 Chartered Accountants
 (Firm's Registration No. 117365W)

(Kartikeya Raval)
 Partner
 (Membership No. 106189)

Date : 28th May, 2015
 Place : Ahmedabad

Balance Sheet as at 31st March, 2015

(₹ In Lacs)

Particulars	Note	As at 31 st March, 2015	As at 31 st March, 2014
I. EQUITY AND LIABILITIES			
Share Holders' Funds			
Share Capital	1	1,183.65	1,123.81
Reserves & Surplus	2	60,121.03	30,353.94
		61,304.68	31,477.75
Non Current Liabilities			
Long Term Borrowings	3	11,176.04	7,856.27
Deferred Tax Liabilities (Net)	4	1,793.03	1,306.13
Long Term Provisions (Employee Benefits)		20.82	10.12
		12,989.89	9,172.52
Current Liabilities			
Short Term Borrowings	5	-	1,550.00
Trade Payables	6	23,245.11	18,085.49
Other Current Liabilities	7	6,925.94	7,431.74
Short Term Provisions	8	705.91	636.35
		30,876.96	27,703.58
Total		1,05,171.53	68,353.85
II. ASSETS			
Non Current Assets			
Fixed Assets			
Tangible Assets	9	28,461.10	27,763.91
Capital Work In Progress		2,142.35	285.33
Non Current Investments	10	27,147.98	1,066.95
Long Term Loans and Advances	11	1,763.28	1,535.46
		59,514.71	30,651.65
Current Assets			
Inventories	12	20,461.32	18,923.09
Trade Receivables	13	18,881.96	14,248.38
Cash and Cash Equivalents	14	709.30	105.44
Short Term Loans and Advances	15	5,434.07	4,383.94
Other Current Assets	16	170.17	41.35
		45,656.82	37,702.20
Total		1,05,171.53	68,353.85
See accompanying notes forming part of the financial statements			

In terms of our report attached

For, **Deloitte Haskins & Sells**
Chartered Accountants**(Kartikeya Raval)**
PartnerDate : 28th May, 2015
Place : Ahmedabad

For and on behalf of the Board of Directors

(Sandeep P. Engineer)
Managing Director**(Hiranand A. Savlani)**
Chief Financial OfficerDate : 28th May, 2015
Place : Ahmedabad**(Jagruti S. Engineer)**
Whole Time Director**(Krunal D. Bhatt)**
Company Secretary



Statement of Profit and Loss for the Year ended on 31st March, 2015

(₹ In Lacs)

Particulars	Note	2014-15	2013-14
INCOME			
Revenue from Operations (Gross)		1,36,794.53	1,17,067.23
Less : Excise duty		11,583.74	9,787.25
Revenue from Operations (Net)	17	1,25,210.79	1,07,279.98
Other Income	18	304.30	248.55
Total		1,25,515.09	1,07,528.53
EXPENSES			
Cost of Materials Consumed	19	89,488.38	74,275.82
Purchase of Stock In Trade		6,968.38	6,250.40
Changes in Inventories of Finished Goods, and Stock In Trade	20	(2,833.11)	(3,185.51)
Employee Benefits Expense	21	2,817.71	2,347.94
Finance Costs	22	2,339.69	3,048.27
Depreciation and Amortization Expenses	9	3,301.43	2,132.85
Other Expenses	23	13,771.88	12,521.09
Total		1,15,854.36	97,390.86
Profit Before Tax		9,660.73	10,137.67
Tax Expense:			
Current Tax		2,291.54	2,375.59
Less: MAT Credit Entitlement		-	(419.12)
Short provision of tax relating to prior years		(65.20)	30.48
Net Current Tax Expense		2,226.34	1,986.95
Deferred Tax		549.90	430.21
		2,776.24	2,417.16
PROFIT FOR THE YEAR		6,884.49	7,720.51
Earnings Per Equity Share: (In ₹) (Face Value of ₹1/- each)			
(Previous Year: Face Value of ₹2/- each)			
Basic & Diluted	24	6.03	6.87
See accompanying notes forming part of the financial statements			

In terms of our report attached

For and on behalf of the Board of Directors

For, **Deloitte Haskins & Sells**
Chartered Accountants

(**Kartikeya Raval**)
Partner

Date : 28th May, 2015
Place : Ahmedabad

(**Sandeep P. Engineer**)
Managing Director

(**Hiranand A. Savlani**)
Chief Financial Officer

Date : 28th May, 2015
Place : Ahmedabad

(**Jagruti S. Engineer**)
Whole Time Director

(**Krunal D. Bhatt**)
Company Secretary

Cash Flow Statement for the Year ended on 31st March, 2015

(₹ In Lacs)

No.	Particulars	2014-15	2013-14
A	Cash flow from Operating Activities		
	Net Profit before tax	9,660.73	10,137.67
	Adjustments for :		
	Depreciation	3,301.43	2,132.85
	Finance Costs	2,339.69	2,826.52
	Provision for Doubtful debts	65.67	48.93
	Unrealised Foreign Exchange	486.58	108.95
	Loss/(Profit) on Sale of Fixed Assets	1.61	9.40
	Gain on Sale of Current Investment	(28.78)	(92.70)
	Interest Income	(82.19)	(95.40)
	Operating profit before Working Capital Changes	15,744.74	15,076.22
	Adjustments for :		
	(Increase)/Decrease in Inventories	(1,538.23)	(4,111.34)
	Increase in Trade & Other Receivables	(5,662.07)	(4,936.15)
	Increase/(Decrease) in Trade Payables	2,353.17	4,278.02
	Cash generated from Operations	10,897.61	10,306.75
	Direct Taxes Paid	(2,213.51)	(2,166.15)
	Net Cash from Operating Activities	8,684.10	8,140.60
B	Cash flow from Investing Activities		
	Capital Expenditure on Fixed Assets including Capital Advances	(5,912.57)	(8,501.42)
	Proceeds from the Sale of Fixed Assets	30.09	13.71
	(Increase)/Decrease in Loans given to Related Parties	(603.93)	689.46
	Interest Received	82.19	95.40
	Gain on Sale of Current Investment	28.78	92.70
	Increase in Investment in Subsidiary and Joint Venture	(26,081.03)	(875.25)
	Net Cash used in Investing Activities	(32,456.47)	(8,485.40)
C	Cash flow from Financing Activities		
	Dividend paid	(465.23)	(361.57)
	Interest paid	(2,339.69)	(2,826.52)
	Proceeds from Long Term Borrowings	8,052.18	4,613.60
	Repayment of Long Term Borrowings	(2,907.44)	(2,115.68)
	Repayment of Short Term Borrowings	(1,550.00)	-
	Net Proceeds from issue of Equity Shares through QIP	23,586.60	-
	Net Cash flow from Financing Activities	24,376.42	(690.17)
	NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	604.05	(1,034.97)
	Cash and Cash Equivalents at the beginning of the year	105.44	1,140.42
	Effect of Foreign Exchange rate change	(0.19)	(0.01)
	Cash and Cash Equivalents at the end of the year	709.30	105.44

- Note :**
1. Cash and Cash Equivalents represent Cash and Bank Balances. (Refer Note no. 14)
 2. Fixed Deposits of ₹0.76 Lacs (Previous Year ₹0.99 Lacs) are pledged with a bank towards Letters of Credit / Bank Guarantees.
 3. Cash and Cash Equivalents include ₹2.25 Lacs (Previous Year ₹2.11 Lacs) of unclaimed dividend not available for use by the Company.
 4. The previous year's figures have been regrouped wherever necessary.
 5. The above Cash Flow Statement has been prepared as per Indirect Method as set out in Accounting Standard - 3 on Cash Flow Statements prescribed under Companies (Accounting Standard) Rules, 2006.

In terms of our report attached

For and on behalf of the Board of Directors

For, **Deloitte Haskins & Sells**
Chartered Accountants

(**Sandeep P. Engineer**)
Managing Director

(**Jagruti S. Engineer**)
Whole Time Director

(**Kartikeya Raval**)
Partner

(**Hiranand A. Savlani**)
Chief Financial Officer

(**Krunal D. Bhatt**)
Company Secretary

Date : 28th May, 2015
Place : Ahmedabad

Date : 28th May, 2015
Place : Ahmedabad

Significant Accounting Policies

a) Basis of 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 specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"). The financial statements have been prepared on accrual basis under the historical cost convention except for land which is carried at revalued amount. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b) Use of Estimates

The preparation of the financial statements in conformity with Indian Generally Accepted Accounting Principles (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 recognized in the periods in which the results are known / materialize.

c) Inventories

Inventories are valued at lower of cost on FIFO basis and net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Finished goods include appropriate proportion of overheads and, where applicable, excise duty.

d) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before 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 information.

e) Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act.

Assets costing less than ₹5000/- individually is fully depreciated in the year of acquisition.

Intangible assets are amortized over their estimated useful life on a straight line basis over a period of 5 years.

f) Revenue Recognition

Sales are recognized, net of returns, trade discounts, Sales Tax and VAT on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Excise duties collected on Sales are shown by way of deduction from Sales.

g) Other Income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

h) Fixed Assets (Tangible / Intangible)

Fixed assets, except land are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. 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 expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Capital Work-in-Progress:

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost and related incidental expenses.

Intangible assets under development:

Expenditure on intangible assets eligible for capitalisation are carried as Intangible assets under development where such assets are not yet ready for their intended use.

i) Foreign Currency Transactions

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction. The net gain or loss on account of exchange differences arising on settlement of foreign currency transactions are recognized as income or expense of the period in which they arise. Foreign currency monetary items (other than derivative contracts) of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost. The Company has not exercised the option for capitalization or amortization of exchange differences on long term foreign currency monetary items as provided by notification issued by the Ministry of Corporate Affairs.

In case of forward contracts, the difference between the forward rate and the exchange rate on the date of the contract is recognized as income or expense over the life of the contract. Exchange differences on such a contract are recognized in the Statement of Profit and Loss in the period in which the exchange rates change.

Investments in shares of foreign subsidiaries and other entities are expressed in reporting currency at the rates of exchange prevailing at the time when original investments were made.

j) 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 lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees, duties etc.

k) Employee Benefits

Employee benefits include provident fund, employee state insurance scheme, gratuity fund and compensated absences.

Defined Contribution Plan:

The Company's contribution to Provident Fund and employees state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans:

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Short-term employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

Long-term employee benefits:

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.

l) 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 are added to the cost of the assets.

m) Lease

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognized as operating leases. Operating lease rentals are expensed with reference to lease terms and other considerations. Lease rentals should be recognized on straight line basis. There are no finance leases.

n) Taxes on Income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

Current and deferred tax relating to items directly recognised in reserves are recognised in reserves and not in the Statement of Profit and Loss.

o) Research & Development Expenditure

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Fixed Assets.

p) 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.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss.

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.

q) Provisions, Contingent Liabilities and Contingent Assets

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. Contingent assets are not recognised in the financial statements.

r) Insurance Claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

s) Share Issue Expenses

Share issue expenses are adjusted against the Securities Premium Account as permissible under Section 52 of the Companies Act, 2013, to the extent any balance is available for utilisation in the Securities Premium Account. Share issue expenses in excess of the balance in the Securities Premium Account is expensed in the Statement of Profit and Loss.

t) Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Notes forming part of the Financial Statements

1. SHARE CAPITAL

(₹ In Lacs)		
Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Authorised Share Capital		
15,00,00,000 Equity Shares of ₹1/- each	1,500.00	1,500.00
(7,50,00,000 Equity Shares of ₹2/- each)		
Issued, Subscribed & Fully Paid Share Capital		
11,83,65,079 Equity Shares of ₹1/- each fully paid up	1,183.65	1,123.81
(5,61,90,280 Equity Shares of ₹2/- each fully paid up)		
Total	1,183.65	1,123.81

a) Rights, preferences and restrictions attached to shares :

The Company has issued only one class of equity shares having per value of ₹1 per Share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

b) Reconciliation of number of shares outstanding :

Particulars	No. of Shares	₹ in Lacs
As at beginning of the year	5,61,90,280	1,123.81
	(2,24,76,112)	(1,123.81)
Add: Subdivision of Equity Shares of ₹ 2 each into face value of ₹ 1 each (Previous Year: Subdivision of Equity Shares of ₹ 5 each in to face value of ₹ 2 each)	5,61,90,280	-
	(3,37,14,168)	(-)
Add: Shares issued - pursuant to Qualified Institutional Placement (QIP) (Refer Note No. 31)	59,84,519	59.84
	(-)	(-)
As at end of the year	11,83,65,079	1,183.65
	(5,61,90,280)	(1,123.81)

Figures in the brackets are of Previous Year.

c) The details of shareholders holding more than 5% shares as at March 31, 2015 and March 31, 2014 is set out below :

Sr. No.	Name of Shareholders		As at 31 st March, 2015	As at 31 st March, 2014
1	Sandeep Pravinbhai Engineer	- No. of Shares	2,36,71,410	1,18,35,705
		- % of Shares Held	20.00	21.06
2	Saumya Polymers LLP	- No. of Shares	2,12,64,550	1,06,32,275
		- % of Shares Held	17.97	18.92
3	Jagruti Sandeep Engineer	- No. of Shares	91,43,410	45,71,705
		- % of Shares Held	7.72	8.14
4	Specialty Process LLC	- No. of Shares	79,55,770	39,77,885
		- % of Shares Held	6.72	7.08
5	HSBC Bank (Mauritius) Limited A/C.	- No. of Shares	66,92,284	55,81,142
	Jwalmukhi Investment Holdings	- % of Shares Held	5.65	9.93
6	Hansa Pravinbhai Engineer	- No. of Shares	66,70,460	33,35,230
		- % of Shares Held	5.64	5.94

During the year ended March 31, 2015, the Company has subdivided Equity Shares having face value of ₹2/- each into face value of ₹1/- each (Previous Year: Subdivision of Equity Shares of ₹5 each in to face value of ₹2 each). Consequently, the number of shares as at March 31, 2015 is not comparable with the same as at March 31, 2014.

Notes forming part of the Financial Statements

2. RESERVES AND SURPLUS

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Capital Reserves		
As per Last Balance Sheet	40.00	40.00
Securities Premium Account		
As per Last Balance Sheet	3,890.73	3,890.73
Add : Premium on shares issued during the year	24,029.04	-
Less : Utilised during the year for Shares Issues Expenses (Refer Note No. 31)	502.28	-
	27,417.49	3,890.73
General Reserves		
As per Last Balance Sheet	2,595.00	1,570.00
Add : Transferred from Surplus in Statement of Profit & Loss	-	1,025.00
	2,595.00	2,595.00
Revaluation Reserves		
As per Last Balance Sheet	121.14	121.14
Surplus in Statement of Profit & Loss		
As per Last Balance Sheet	23,707.07	17,438.87
Less : Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax ₹62.99 Lacs) (Refer Note No. 9)	122.34	-
Add : Profit For the Year	6,884.49	7,720.51
Amount Available for Appropriation	30,469.22	25,159.38
Less : Appropriations		
Interim Dividend	168.57	140.48
Proposed Final Dividend	266.32	224.76
Dividend Distribution Tax	86.93	62.07
Transferred to General Reserve	-	1,025.00
	521.82	1,452.31
	29,947.40	23,707.07
Total	60,121.03	30,353.94

3. LONG TERM BORROWINGS

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Secured		
Term Loans From Banks		
In Rupee	4,613.06	2,005.66
In Foreign Currency	11,040.43	8,452.44
	15,653.49	10,458.10
Less : Current Maturity of Long Term Loans	4,586.94	3,179.42
	11,066.55	7,278.68
Buyers Credit	374.59	1,557.21
Less : Current Maturity of Long Term Buyers Credits	294.92	1,015.39
	79.67	541.82
Vehicle Loans	59.20	83.27
Less : Current Maturity of Vehicle Loans	29.38	47.50
	29.82	35.77
Total	11,176.04	7,856.27

Note : Amount stated in Current Maturity is disclosed under the head of "Other Current Liabilities" (Refer Note No. 7)

- Term Loans are Secured by way of first charge, in respect of Fixed assets, both present and future, and second charge on entire current assets of the Company both present and future and also further secured by personal guarantees of Director.
 - Corporation Bank Term Loan of ₹5,297.38 Lacs (Previous Year: ₹3,926.50 Lacs) repayable within 72 months (i.e. by December 2018) including initial moratorium period of twelve months from the date of first disbursement in twenty quarterly equal instalments.
 - HDFC Bank ECB Loan of ₹1,850.00 Lacs (Previous Year: ₹2,707.03 Lacs) repayable within 66 months (i.e. by December 2016) including initial moratorium period of twelve months from the date of first disbursement in eighteen quarterly instalments.
 - Standard Chartered Bank ECB Loan of ₹492.19 Lacs (Previous Year: ₹943.27 Lacs) repayable within 60 months (i.e. by March 2016) including initial moratorium period of twelve months from the date of first disbursement in nine half yearly instalments.

Notes forming part of the Financial Statements

- iv) IndusInd Bank Term Loan of ₹2,404.68 Lacs (Previous Year : ₹2,881.30 Lacs) repayable within 60 months (i.e. by June 2018) including initial moratorium period of Twelve months from the date of first disbursement in sixteen quarterly instalments.
- v) HSBC ECB Loan of ₹5,609.24 Lacs (Previous Year: ₹Nil) repayable within 60 months (i.e. by August 2019) including initial moratorium period of twelve months from the date of first disbursement in sixteen quarterly instalments.
- b) Buyers Credit
 - i) HDFC Bank Limited Buyers Credit of ₹Nil (Previous Year: ₹176.93 Lacs). Secured by way of first charge, in respect of Fixed assets, both present and future, and second charge on entire current assets of the Company both present future and also further secured by personal guarantees of Director.
 - ii) Corporation Bank Buyers Credit of ₹118.59 Lacs (Previous Year: ₹145.35 Lacs) Repayable by March 2016. Secured by way of first charge, in respect of entire current assets of the Company both present future and further secured by personal guarantees of Director.
 - iii) IDBI Bank Limited Buyers Credit of ₹256.00 Lacs (Previous Year: ₹1,234.93 Lacs) Repayable by November 2016. Secured by way of first charge, in respect of entire current assets of the Company both present future and further secured by personal guarantees of Director.
- c) Vehicle Loans are Secured by way of hypothecation of respective motor vehicles purchased.
 - i) Kotak Mahindra Prime Limited Vehicle Loan of ₹Nil (Previous Year: ₹20.01 Lacs).
 - ii) Axis Bank Limited Vehicle Loan of ₹23.43 Lacs (Previous Year: ₹1.12 Lacs) repayable on monthly basis. Repayable by Sept 2017.
 - iii) ICICI Bank Limited Vehicle Loan of ₹28.34 Lacs (Previous Year: ₹53.25 Lacs) repayable on monthly basis. Repayable by October 2016.
 - iv) Corporation Bank Vehicle Loan of ₹7.43 Lacs (Previous Year: ₹8.89 Lacs) repayable on monthly basis. Repayable by February 2019.

4. DEFERRED TAX LIABILITIES (NET)

Particulars	(₹ In Lacs)	
	As at 31 st March, 2015	As at 31 st March, 2014
Deferred Tax Liabilities		
Difference between book balance and tax balance of fixed assets	1,871.27	1,809.93
Deferred Tax Assets		
Provision For Doubtful Trade Receivable	70.85	154.49
Disallowances under Section 43B of the Income Tax Act, 1961	7.39	349.31
Total	1,793.03	1,306.13

5. SHORT TERM BORROWINGS

Particulars	(₹ In Lacs)	
	As at 31 st March, 2015	As at 31 st March, 2014
Secured		
Working Capital / Short Term Loan From Banks	-	950.00
Unsecured		
Short Term Loan From Banks	-	600.00
Total	-	1,550.00

Note : Working Capital Loans outstanding as at previous year end are Secured by way of first charge on entire current assets of the Company both present and future and second charge in respect of Fixed assets both present and future and also further Secured by personal guarantees of Director.

6. TRADE PAYABLES

Particulars	(₹ In Lacs)	
	As at 31 st March, 2015	As at 31 st March, 2014
Acceptances	17,174.21	10,953.22
Other than Acceptances *	6,070.90	7,132.27
Total	23,245.11	18,085.49

* There are no dues to Micro and small Enterprises as at 31st March, 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditor.

Notes forming part of the Financial Statements

7. OTHER CURRENT LIABILITIES

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Current Maturities of Long Term Borrowings (Refer Note No. 3)	4,911.24	4,242.31
Interest Accrued and due on Borrowings	42.22	18.75
Interest Accrued but not due on Borrowings	54.33	38.80
Unclaimed Dividends*	2.25	2.11
Other Liabilities		
Statutory remittances	1,427.72	2,430.57
(Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)		
Advance Received From Customers	114.90	158.25
Payable for Capital Goods	278.58	482.14
Other Payables	94.70	58.81
Total	6,925.94	7,431.74

* Unclaimed dividend do not include any amount due and outstanding to be credited to Investor Education and Protection Fund.

8. SHORT TERM PROVISIONS

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Provision For Employee Benefits (Refer Note No. 27)	0.94	0.82
Provision For Dividend		
Proposed Final Dividend	266.32	224.76
Tax on Dividend	53.25	38.20
Provision For Taxation		
Taxation	383.76	371.16
(Net of Advance Tax of ₹1,900.00 Lacs and TDS of ₹7.78 Lacs (Previous Year		
Advance Tax of ₹2,000.00 Lacs and TDS of ₹4.43 Lacs)		
Provision For Wealth Tax	1.64	1.41
Total	705.91	636.35

9. FIXED ASSETS

(₹ In Lacs)

Assets	Gross Block				Accumulated Depreciation				Net Block	
	As at 01.04.2014	Additions	Deductions	As at 31.03.2015	As at 01.04.2014	Adjustments (#)	For the year	Deductions	As at 31.03.2015	As at 31.03.2015
Land	5,660.73 (3,232.80)	354.17 (2,427.93)	- (-)	6,014.90 (5,660.73)	- (-)	- (-)	- (-)	- (-)	- (-)	6,014.90 (5,660.73)
Buildings	9,050.08 (6,484.89)	527.29 (2,565.19)	- (-)	9,577.37 (9,050.08)	717.85 (501.73)	21.03 (-)	329.21 (216.12)	- (-)	1,068.09 (717.85)	8,509.28 (8,332.23)
Plant & Equipment	19,500.06 (15,577.46)	3,080.14 (3,949.32)	35.07 (26.72)	22,545.13 (19,500.06)	7,333.32 (5,573.32)	130.49 (-)	2,649.26 (1,771.47)	16.71 (11.47)	10,096.36 (7,333.32)	12,448.77 (12,166.74)
Furniture & Fixtures	1,096.61 (944.27)	112.03 (152.34)	1.93 (-)	1,206.71 (1,096.61)	221.13 (154.73)	4.18 (-)	123.35 (66.40)	1.41 (-)	347.25 (221.13)	859.46 (875.48)
Vehicles	416.52 (349.12)	57.09 (81.79)	42.89 (14.39)	430.72 (416.52)	130.87 (103.01)	0.93 (-)	51.69 (35.47)	31.00 (7.61)	152.49 (130.87)	278.23 (285.65)
Office equipment & Computers	634.91 (443.49)	84.91 (193.13)	1.38 (1.71)	718.44 (634.91)	191.83 (149.08)	28.69 (-)	147.92 (43.39)	0.46 (0.64)	367.98 (191.83)	350.46 (443.08)
Total	36,358.91	4,215.63	81.27	40,493.27	8,595.00	185.32	3,301.43	49.58	12,032.17	28,461.10
Previous Year	(27,032.03)	(9,369.70)	(42.82)	(36,358.91)	(6,481.87)	(-)	(2,132.85)	(19.72)	(8,595.00)	(27,763.91)

Figures in the brackets are of Previous Year.

Transition adjustment recorded against surplus balance in Statement of Profit and Loss.

- Building Includes ₹750/- being face value of 15 number of shares of ₹50/- each held in Kant Apartment Co- Operative Housing Society Limited. Also includes ₹127.11 Lacs (Previous Year ₹127.11 Lacs) for which the procedure for transfer of title in the name of the company is in process.
- Accumulated Depreciation upto 31st March 2015 includes impairment loss on Plant and Equipment ₹96.20 Lacs (Previous Year ₹96.20 Lacs).
- Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be nil as on April 1, 2014, and has adjusted an amount of ₹122.34 Lacs (net of deferred tax of ₹62.99 Lacs) against the opening Surplus balance in the Statement of Profit and Loss under Reserves and Surplus. (Refer Note No. 2)

The depreciation expense in the Statement of Profit and Loss for the year is higher by ₹682.38 Lacs consequent to the change in the useful life of the assets.

Notes forming part of the Financial Statements

10. NON CURRENT INVESTMENTS

	(₹ In Lacs)	
Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Long Term Investment - At Cost		
Trade - Unquoted		
Investment in Equity Shares of Subsidiary		
i) 50,000 Nos. (Previous Year 50,000 Nos.) of Equity Shares of ₹10/- each fully paid in Astral Biochem Private Limited.	5.00	5.00
ii) 42,500 Nos. (Previous Year: 42,500 Nos.) of Equity Shares of ₹10/- each fully paid in Advanced Adhesives Limited.	4.25	4.25
iii) 80 Nos. (Previous Year: Nil) of Equity Shares of GBP 1/- each fully paid in Seal It Services Limited, UK.	4,505.02	-
iv) 3,043,686 Nos. (Previous Year: Nil) of Equity Shares of ₹10/- each fully paid in Resinova Chemie Limited.	21,464.62	-
Investment in Equity Shares of Joint Venture		
i) 750,000 Nos. (Previous Year: 750,000 Nos.) of Equity Shares of Kenyan Shilling 50/- each fully paid in Astral Pipes Limited, Kenya.	252.17	252.17
Investment in Preference Shares of Joint Venture		
i) 22,50,000 Nos. (Previous Year: 22,50,000 Nos.) Non-Cumulative Redemable Preference Shares of Kenyan Shilling 50/- each fully paid in Astral Pipes Limited, Kenya.	805.53	805.53
Investment in Partnership Firm		
i) IndoGreen Plastic Technologies	111.39	-
Total	27,147.98	1,066.95

11. LONG TERM LOANS AND ADVANCES

	(₹ In Lacs)	
Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Unsecured, considered good		
Capital Advances	446.77	286.68
Security Deposits	50.54	15.01
Prepaid Expenses	253.97	54.81
MAT Credit Entitlement	440.50	673.28
Loans to Related Parties (Refer Note No. 29)	520.73	505.68
Advance for Purchase of Non Current Investment	50.77	-
Total	1,763.28	1,535.46

12. INVENTORIES

	(₹ In Lacs)	
Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Raw Materials	5,286.00	6,691.75
Stock In Trade	3,052.04	2,639.37
Finished Goods	11,907.04	9,486.60
Stores Spares and Packing Materials	216.24	105.37
Total	20,461.32	18,923.09

13. TRADE RECEIVABLES

	(₹ In Lacs)	
Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Unsecured		
Trade Receivable Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good	306.32	118.30
Considered Doubtful	208.43	454.50
Less : Provision	208.43	454.50
	306.32	118.30
Other Trade Receivable		
Considered Good	18,575.64	14,130.08
Total	18,881.96	14,248.38

Notes forming part of the Financial Statements

14. CASH AND CASH EQUIVALENTS

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Cash on Hand	20.17	9.86
Balance With Banks		
In Current Account	686.12	92.48
In Deposit Account	0.76	0.99
In Unclaimed Dividend Account	2.25	2.11
Total	709.30	105.44

15. SHORT TERM LOANS AND ADVANCES

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(Unsecured, Considered Good)		
Loans and Advances to Related Parties (Refer Note No. 29)	588.87	-
Prepaid Expenses	565.35	176.21
Security Deposits	97.42	92.75
Advance to Gratuity Fund (Refer Note No. 27)	47.00	46.52
Loans and Advances to Employees	15.76	9.11
Balance with Custom, Central Excise and Central Sales Tax	3,458.71	3,331.64
MAT Credit Entitlement	478.00	450.00
Advances to Suppliers	152.95	247.65
Taxes Receivable	30.01	30.06
Total	5,434.07	4,383.94

16. OTHER CURRENT ASSETS

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Interest Accrued on loans and deposits (Refer Note No. 29)	1.52	0.04
Discount Receivable	168.65	40.34
Others	-	0.97
Total	170.17	41.35

17. REVENUE FROM OPERATIONS

(₹ In Lacs)

Particulars	2014-15	2013-14
Domestic Sales	1,35,051.55	1,15,153.51
Export Sales	1,742.98	1,913.72
Gross	1,36,794.53	1,17,067.23
Less : Excise Duty	11,583.74	9,787.25
Revenue from Operations (Net)	1,25,210.79	1,07,279.98

PARTICULARS OF SALE OF PRODUCTS

(₹ In Lacs)

Particulars	2014-15	2013-14
Pipes and Fittings	1,31,016.21	1,11,849.64
Others	5,778.32	5,217.59
Total	1,36,794.53	1,17,067.23

18. OTHER INCOME

(₹ In Lacs)

Particulars	2014-15	2013-14
Interest Income comprises:		
From Banks on deposits	71.38	0.07
From Subsidiaries	10.73	8.50
From Others	0.08	86.83
Gain on Sale of Current Investment	28.78	92.70
Net Gain on Foreign Currency transactions and translations	117.35	-
Miscellaneous Income	75.98	60.45
Total	304.30	248.55

Notes forming part of the Financial Statements

19. COST OF MATERIALS CONSUMED

	(₹ In Lacs)	
Particulars	2014-15	2013-14
Resins	77,626.08	66,245.06
Others	11,862.30	8,030.76
Cost of Material Consumed	89,488.38	74,275.82

20. CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK IN TRADE

	(₹ In Lacs)	
Particulars	2014-15	2013-14
Inventories At the End of the Year		
Finished Goods	11,907.04	9,486.60
Stock In Trade	3,052.04	2,639.37
	14,959.08	12,125.97
Inventories At the Beginning of the Year		
Finished Goods	9,486.60	6,725.14
Stock In Trade	2,639.37	2,215.32
	12,125.97	8,940.46
Net (Increase) / Decrease	(2,833.11)	(3,185.51)

21. EMPLOYEE BENEFITS EXPENSES

	(₹ In Lacs)	
Particulars	2014-15	2013-14
Salaries and Wages	2,579.62	2,174.62
Contribution to Provident and Other Funds (Refer Note No. 27)	119.15	86.55
Staff Welfare Expenses	118.94	86.77
Total	2,817.71	2,347.94

22. FINANCE COSTS

	(₹ In Lacs)	
Particulars	2014-15	2013-14
Interest Expenses		
Borrowings	1,094.78	721.50
Others	14.65	13.04
Other Borrowing Costs	184.44	86.82
Expenses on Foreign Currency Transaction	1,045.82	2,226.91
Total	2,339.69	3,048.27

Notes forming part of the Financial Statements

23. OTHER EXPENSES

	(₹ In Lacs)	
Particulars	2014-15	2013-14
Consumption of Stores and Spares	538.85	652.18
Consumption of Packing Material	1,312.92	1,116.51
Power and Fuel	2,721.08	2,036.13
Rent Expenses *	230.04	156.08
Repairs Expenses		
Repairs to Buildings	92.48	113.53
Repairs to Machinery	140.17	138.29
Repairs Others	44.68	51.53
Insurance Expenses	179.23	135.87
Rates & Taxes	27.18	29.01
Communication Expenses	94.57	81.56
Travelling Expenses	527.92	501.58
Factory & Other Expenses	174.35	153.05
Printing & Stationary	29.54	35.23
Freight & Forwarding	1,964.01	1,703.00
Changes in Excise Duty on Inventories	(22.31)	209.33
Commission	128.13	150.84
Discount on Sales	1,734.44	2,273.62
Sales Promotions	2,783.65	1,780.68
Directors Sitting Fees	1.70	-
Donations & Contributions	2.67	13.37
Expenditure on Corporate Social Responsibility	160.00	-
Security Service Charges	163.74	131.98
Legal & Professional **	386.17	295.51
Payments to Auditors ***	16.81	11.52
Bad Debts Written Off	-	20.53
Provision for Doubtful Trade and Other Receivables	65.67	48.93
Net Loss on Foreign Currency transactions and translations	-	463.37
Share of Loss from Partnership Firm	15.61	-
Loss on Sale of Assets (Net)	1.61	9.40
Other Expenses	256.97	208.46
Total	13,771.88	12,521.09

* The Company is lessee under various operating leases under which rental expenses for the year was ₹230.04 Lacs (Previous year: ₹156.08 Lacs). The Company has not executed any non-cancellable lease agreement.

PAYMENT TO AUDITORS (EXCLUDING SERVICE TAX)

	(₹ In Lacs)	
Particulars	2014-15	2013-14
To Statutory Auditors ***		
For Statutory Audit	9.50	8.00
For Other Services @	7.28	3.52
For Reimbursement of Expenses	0.03	-
Total	16.81	11.52
@ Excludes remuneration for professional services debited to Securities Premium Account related to QIP Issue.	23.00	-
@ Excludes remuneration debited to Securities Premium Account related to QIP issue for professional services rendered by firms of auditors in which some of the partners of the statutory auditors firm are partners.	1.00	-
To Cost Auditor for Cost Audit **	1.25	1.25

Notes forming part of the Financial Statements

24. EARNINGS PER SHARE

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Profit After Tax (₹ In Lacs)	6,884.49	7,720.51
Weighted Average No. of Equity Shares Outstanding	11,42,16,906	5,61,90,280
Nominal Value of shares (₹)	1	2
Basic & Diluted Earnings Per Share (In ₹)	6.03	6.87

Pursuant to the approval of the shareholders at the Annual General Meeting held on August 25, 2014, the Board of Directors of the Company at its meeting held on the date had approved sub-division of its equity share of the face value of ₹2 each into 2 (Two) equity shares of ₹1 each.

Consequently, the Earnings per Share (EPS) has been adjusted as required under AS-20 Earnings Per Share.

25. CONTINGENT LIABILITIES AND COMMITMENTS NOT PROVIDED FOR

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Contingent Liabilities		
Letters of Credits for Purchases	48.98	149.75
Central Sales Tax under appeal	50.85	-
Guarantee Given by Company on behalf of Joint Venture for availing borrowing from local Bank	1,989.87	1,972.01
Commitments		
Capital Contracts remaining to be executed (Net of Advances)	3,765.98	1,363.84

26. INTEREST IN JOINT VENTURE

The Company has 37.50% ownership interest in joint venture company Astral Pipes Limited ('APL'), incorporated in Kenya. Its proportionate share in the assets, liabilities, income and expenses etc. in the said joint venture company is given below:

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Assets	1,506.35	1,432.90
Liabilities	962.88	734.40
Income	758.87	438.72
Expenses	902.26	475.32
(including Depreciation and taxation)		
Capital Commitments remaining to be executed	104.42	-

27. EMPLOYEE BENEFITS

The disclosures required under Accounting Standard 15 (Revised) "Employee Benefits" notified in the Companies (Accounting Standards) Rules 2006 are given below:

Defined Contribution Plan:

Amount towards Defined Contribution Plan have been recognized under "Contribution to Provident and Other funds" in Note No. 21 ₹90.65 Lacs (Previous Year: ₹77.00 Lacs).

Defined Benefit Plan:

The Company has defined benefit plans for gratuity to eligible employees, contributions for which are made to Life Insurance Corporation of India, who invests the funds as per IRDA guidelines. The details of these defined benefit plans recognised in the financial statements are as under:

General Description of the Plan:

The Company operates a defined benefit plan (the Gratuity Plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and the tenure of employment.

Notes forming part of the Financial Statements

Status of Defined Benefit Plans/Long term Compensated Absences – As per Actuarial Valuations as on 31st March, 2015:

- a) Reconciliation of opening and closing balances of the present value of the Defined benefit Obligation : (₹ In Lacs)

Particulars	Gratuity		Leave Encashment	
	2014-15	2013-14	2014-15	2013-14
Obligations at the beginning of the year	120.34	104.96	10.93	4.49
Current service cost	16.90	17.22	8.93	8.20
Interest cost	11.20	8.66	1.02	0.37
Actuarial (gain) / loss	11.97	(3.75)	8.71	(2.13)
Benefits paid	(11.27)	(6.75)	(7.83)	-
Obligations at the end of the year	149.14	120.34	21.76	10.93

- b) Reconciliation of opening and closing balances of the fair value of plan assets : (₹ In Lacs)

Particulars	Gratuity		Leave Encashment	
	2014-15	2013-14	2014-15	2013-14
Plan assets at the beginning of the year, at fair value	166.85	133.04	-	-
Expected return on plan assets	14.52	11.57	-	-
Actuarial gain / (loss)	(2.91)	1.01	-	-
Contributions	28.95	27.98	-	-
Benefits paid	(11.27)	(6.75)	-	-
Plan assets at the end of the year, at fair value	196.14	166.85	-	-
Actual return on plan assets	11.61	12.58	-	-

- c) Reconciliation of the present value of the defined benefit obligation & fair value of plan assets : (₹ In Lacs)

Particulars	Gratuity		Leave Encashment	
	2014-15	2013-14	2014-15	2013-14
Obligations at the end of the year	149.14	120.34	21.76	10.94
Plan assets at the end of the year, at fair value	(196.14)	166.86	-	-
Liability/(Assets) recognized in Balance sheet as on 31-Mar-15	(47.00)	(46.52)	21.76	10.94

- d) Cost for the year : (₹ In Lacs)

Particulars	Gratuity		Leave Encashment	
	2014-15	2013-14	2014-15	2013-14
Current service cost	16.90	17.22	8.93	8.20
Interest cost	11.20	8.66	1.02	0.37
Expected return on plan assets	(14.52)	(11.57)	-	-
Actuarial (Gains)/Loss	14.88	(4.76)	8.71	(2.13)
Expense recognized in the Statement of Profit and Loss	28.46	9.55	18.66	6.44

- e) Investment details of plan assets :

To fund the obligations under the gratuity plan, Contributions are made to Life Insurance Corporation of India, who invests the funds as per IRDA guidelines.

- f) Actuarial Assumptions :

Particulars	Gratuity		Leave Encashment	
	2014-15	2013-14	2014-15	2013-14
Discount Rate	7.94%	9.31%	7.94%	9.31%
Expected return on plan assets	7.94%	8.70%	-	-
Annual Increase in Salary Costs	5.00%	5.00%	5.00%	5.00%
Mortality Tables	Indian Assured Lives Mortality (2006-08)		Indian Assured Lives Mortality (2006-08)	

Future Salary increases are based on long term average salary rise expected taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employee market. Future Separation & mortality rates are obtained from relevant data of Life Insurance Corporation of India.

Notes forming part of the Financial Statements

g) Experience Adjustments of Gratuity :

	(₹ In Lacs)				
Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
Defined Benefit Obligation at the end of the period	149.14	120.34	104.96	79.01	53.51
Plan Assets at the end of the period	196.14	166.86	133.04	105.30	75.65
Funded Status	(47.00)	(46.52)	(28.08)	(26.29)	(22.14)
Experience Adjustments on Plan Liabilities	--	--	--	--	--
Experience Adjustments on Plan Assets	--	--	--	--	--

h) Contributions expected to be paid to the plan during the next financial year ₹Nil (Previous Year : Nil)

28. DERIVATIVE INSTRUMENTS

The Company uses foreign currency forward contracts and currency options to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The use of foreign currency forward contracts is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The Company does not use forward contracts and Currency Options for speculative purposes.

(a) Outstanding Forward Exchange Contracts entered into by the Company :

As at	No. of Contracts	Buy / Sell	US \$ Equivalent (Lacs)	INR Equivalent (Lacs)
March 31, 2015	3	Buy	41.00	2,500.00
March 31, 2014	3	Buy	41.99	2,514.52

Expenditure on account of premium on forward exchange contracts to be recognized in the Statement of Profit and Loss of subsequent accounting period aggregates to ₹81.53 Lacs (Previous Year: ₹99.41 Lacs).

b) Outstanding Option Contracts entered into by the Company :

As at	No. of Contracts	Buy / Sell	US \$ Equivalent (Lacs)	INR Equivalent (Lacs)
March 31, 2015	2	Buy	61.25	3,828.13
March 31, 2014	2	Buy	30.00	1,796.70

c) Interest rate swaps to hedge against fluctuations in interest rate changes: No. of contracts:1 (Previous Year: Nil)

Foreign Currency Exposures not hedged by derivative instruments as at 31st March, 2015 on payable amounting US\$ 391.36 Lacs and EURO 2.41 Lacs Equivalent ₹24,621.86 Lacs (Previous Year: US\$ 310.79 Lacs, EURO 11.47 Lacs and GBP 0.01 Lacs Equivalent ₹19,557.69 Lacs) and on receivables amounting US\$ 2.50 Lacs and GBP 5.52 Lacs Equivalent ₹665.89 Lacs (Previous Year: US\$ 6.66 Lacs and GBP Nil Equivalent ₹398.54 Lacs).

Foreign Exchange Loss (Net) of ₹928.47 Lacs (Previous Year: Exchange Loss (Net) of ₹2,647.84 Lacs) for the year has been included in respective heads of Statement of Profit and Loss.

29. RELATED PARTY DISCLOSURES.

1. Name of the party and relationships

Sr. No.	Description of Relationship	Name of Related Parties
a.	Subsidiaries	Astral Biochem Private Limited Advanced Adhesives Limited Seal IT Services Limited Resinova Chemie Limited
b.	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Kairav Chemicals Limited Saumya Polymers LLP Indogreen Plastic Technologies Astral Charitable Trust
c.	Joint Venture	Astral Pipes Limited
d.	Key Management Personnel	Mr. Sandeep P. Engineer Mrs. Jagruti S. Engineer Mr. K. R. Shenoy
e.	Relatives of Key Management Personnel	Sandeep P. Engineer HUF Late Mr. Bipin R. Mehta Mrs. Hansa P. Engineer Mr. Kairav S. Engineer Mr. Saumya S. Engineer

Notes forming part of the Financial Statements

2. Disclosure of transactions between the Company and related parties and the status of outstanding balances as on 31st March, 2015.

(₹ In Lacs)

Sr. No.	Particulars	Subsidiaries		Enterprises over which Key Managerial Personnel are able to exercise significant influence		Joint Venture		Key Management Personnel		Relatives of Key Management Personnel		Total	
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Part 1: Transaction During the Period													
1	Investment in Subsidiaries/ Others	25,969.64	-	127.00	-	-	875.25	-	-	-	-	26,096.64	875.25
2	Advance for Purchase of Non Current Investment	-	-	-	-	50.77	-	-	-	-	-	50.77	-
3	Loans / Advances Given	828.70	-	81.00	-	-	-	-	-	-	-	909.70	-
4	Receipt towards Loan Given	269.94	-	-	-	-	-	-	-	-	-	269.94	-
5	Receipt of Subscription to Share Capital	-	-	-	-	-	193.42	-	-	-	-	-	193.42
6	Purchase of Goods	4,590.11	3,478.84	-	-	-	-	-	-	-	-	4,590.11	3,478.84
7	Sale of Goods	76.44	37.46	6.54	0.38	280.11	332.35	-	-	-	-	363.09	370.19
8	Rent Received	-	-	0.85	4.05	-	-	-	-	-	-	0.85	4.05
9	Dividend Paid	-	-	82.69	58.48	-	-	114.85	90.24	25.63	20.13	223.17	168.85
10	Interest Income	9.24	-	-	-	-	8.51	-	-	-	-	9.24	8.51
11	Remuneration	-	-	-	-	-	-	280.60	252.84	37.06	34.67	317.66	287.51
12	Rent Paid	-	-	11.46	9.63	-	-	-	-	11.54	10.86	23.00	20.49
13	Guarantees Given	-	-	-	-	-	1,972.01	-	-	-	-	-	1,972.01
14	Expenditure on Corporate Social Responsibility	-	-	160.00	-	-	-	-	-	-	-	160.00	-
15	Share of Loss from Partnership Firm	-	-	15.60	-	-	-	-	-	-	-	15.60	-
Part 2: Balance at the end of the period													
1	Loan / Advances Given	1,028.60	505.68	81.00	-	-	-	-	-	-	-	1,109.60	505.68
2	Payables	355.56	188.93	-	-	-	-	63.53	67.98	-	-	419.09	256.91
3	Advance for Purchase of Non Current Investment	-	-	-	-	50.77	-	-	-	-	-	50.77	-
4	Receivables	-	-	1.71	-	90.65	140.81	-	-	-	-	92.36	140.81
5	Payable towards Purchase of Investment	-	-	-	-	-	11.23	-	-	-	-	-	11.23
6	Interest accrued on loans and deposits	1.49	-	-	-	-	-	-	-	-	-	1.49	-
7	Guarantee Given	-	-	-	-	1,989.87	1,972.01	-	-	-	-	1,989.87	1,972.01
8	Investment in Subsidiaries/ Others	25,978.89	9.25	111.39	-	1,057.70	1,057.70	-	-	-	-	27,147.98	1,066.95

Notes forming part of the Financial Statements

3. INFORMATION REGARDING SIGNIFICANT RELATED PARTY TRANSACTIONS/BALANCES

Part 1 : Transaction During the Period

(₹ In Lacs)

SR. No.	Particulars	2014-15	2013-14
1	Investment in Subsidiaries/Others		
	Astral Pipes Limited	-	875.25
	Seal It Services Limited	4,505.02	-
	Resinova Chemie Limited	21,464.62	-
2	Advance for Purchase of Non Current Investment		
	Astral Pipes Limited	50.77	-
3	Loans / Advances Given		
	Seal It Services Limited	813.67	-
4	Receipt towards Loan Given		
	Seal It Services Limited	269.94	-
5	Receipt of Subscription to Share Capital		
	Astral Pipes Limited	-	193.42
6	Purchase of Goods		
	Advanced Adhesives Limited	4,590.11	3,478.84
7	Sale of Goods		
	Advanced Adhesives Limited	76.44	37.46
	Astral Pipes Limited	280.11	332.35
8	Rent Received		
	Kairav Chemicals Limited	0.85	4.05
9	Dividend Paid		
	Saumya Polymers LLP	74.43	58.48
	Mr. Sandeep P. Engineer	82.85	65.10
	Mrs. Jagruti S. Engineer	32.00	25.14
	Mrs. Hansa P. Engineer	23.35	18.34
10	Interest Income		
	Seal It Services Limited	9.22	-
	Astral Pipes Limited	-	8.51
11	Remuneration		
	Mr. Sandeep P. Engineer	239.10	221.34
	Mrs. Jagruti S. Engineer	41.00	29.50
12	Rent Paid		
	Kairav Chemicals Limited	11.46	9.63
	Sandeep P. Engineer (H.U.F.)	9.24	8.88
13	Guarantees Given		
	Astral Pipes Limited	-	1,972.01
14	Expenditure on Corporate Social Responsibility		
	Astral Charitable Trust	160.00	-
15	Share of Loss from Partnership Firm		
	IndoGreen Plastic Technologies	15.61	-

Notes forming part of the Financial Statements

Part 2 : Balance at the end of the period

(₹ In Lacs)

SR. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
1	Loan / Advances Given		
	Astral Biochem Private Limited	520.73	505.68
	Seal It Services Limited	507.87	-
2	Payables		
	Advanced Adhesives Limited	355.56	188.93
	Mr. Sandeep P. Engineer	63.53	67.53
3	Advance for Purchase of Non Current Investment		
	Astral Pipes Limited	50.77	-
4	Receivables		
	Astral Pipes Limited	90.65	140.81
5	Payable Towards Purchase of Investment		
	Astral Pipes Limited	-	11.23
6	Interest accrued on loans and deposits		
	Seal It Services Limited	1.49	-
7	Guarantee Given		
	Astral Pipes Limited	1,989.87	1,972.01
8	Investment in Subsidiaries/Others		
	Advanced Adhesives Limited	4.25	4.25
	Astral Biochem Private Limited	5.00	5.00
	Seal It Services Limited	4,505.02	-
	Resinova Chemie Limited	21,464.62	-
	IndoGreen Plastic Technologies	111.39	-
	Astral Pipes Limited	1,057.70	1,057.70

30. SEGMENT REPORTING

The Company is engaged mainly in production of plastic products and as such this is the only reportable business segment as per Accounting Standard on Segment Reporting (AS – 17) notified under the Companies (Accounting Standards) Rules, 2006. There are no Geographical Segments as export turnover is not significant in respect of total turnover.

- 31.** On 10th December 2014, the company allotted 59,84,519 Equity Shares of ₹1 each for cash at a premium of ₹401.52 per equity shares aggregating to ₹24,088.89 Lacs, pursuant to shares issued under Qualified Institutional Placement (QIP). The company has utilized all the proceeds as per offer document, there is no unutilized fund as on 31st March 2015.

32. VALUE OF IMPORTED AND INDIGENOUS RAW MATERIAL CONSUMED

Sr. No.	Particulars	2014-15		2013-14	
		Value in Lacs	% of Total Consumption	Value in Lacs	% of Total Consumption
1	Imported	44,054.14	49.23	35,708.22	48.08
2	Indigenous	45,434.24	50.77	38,567.60	51.92
	Total	89,488.38	100.00	74,275.82	100.00

33. VALUE OF IMPORTED AND INDIGENOUS STORES & SPARES CONSUMED

Sr. No.	Particulars	2014-15		2013-14	
		Value in Lacs	% of Total Consumption	Value in Lacs	% of Total Consumption
1	Imported	0.65	0.12	62.94	9.65
2	Indigenous	538.20	99.88	589.24	90.35
	Total	538.85	100.00	652.18	100.00

Notes forming part of the Financial Statements

34. EARNINGS AND EXPENSES IN FOREIGN CURRENCY AND CIF VALUE OF IMPORTS

a) CIF Value of Imports	(₹ In Lacs)	
Particulars	2014-15	2013-14
Capital Goods	278.62	226.87
Raw Materials & Traded Goods	40,101.53	36,214.85
b) Expenditure in foreign currency	(₹ In Lacs)	
Particulars	2014-15	2013-14
Interest	321.22	295.28
Professional Fees	221.54	186.23
Travelling	61.78	115.51
Others	72.26	24.15
c) Dividend Remitted to Non-resident Shareholders		
Particulars	2014-15	2013-14
Number of Non-resident Shareholders	1	1
Number of shares held by Non-resident Shareholders	79,55,770	51,58,015
Amount remitted during the year (₹ In Lacs)	27.85	28.36
Year to which dividend relates	2013-14 & 2014-15	2012-13 & 2013-14
d) Earnings in foreign currency	(₹ In Lacs)	
Particulars	2014-15	2013-14
Value of Export Sales (FOB Basis)	1,742.98	1,913.72
Interest Income	9.22	Nil

35. Previous year's figures have been regrouped and reclassified, wherever necessary, so as to make them comparable.

For and on behalf of the Board of Directors

(Sandeep P. Engineer)
Managing Director

(Jagruiti S. Engineer)
Whole Time Director

Date : 28th May, 2015
Place : Ahmedabad

(Hiranand A. Savlani)
Chief Financial Officer

(Krunal D. Bhatt)
Company Secretary



Independent Auditors' Report

To The Members of **Astral Poly Technik Limited**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **ASTRAL POLY TECHNIK LIMITED** (hereinafter referred to as "The Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and a jointly controlled entity comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its jointly controlled entity in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors/Partners of the subsidiaries included in the Group and of its jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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, of the consolidated state of affairs of the Group and jointly controlled entity as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of five subsidiaries and a jointly controlled entity whose financial statements reflect total assets of ₹18,663.53 Lacs as at 31st March, 2015 / 31st December, 2014, total revenues of ₹21,118.85 Lacs and net cash outflows amounting to ₹451.80 Lacs for the years ended on those dates, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entity, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and jointly controlled entity, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India, is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and jointly controlled entity – Refer Note 25 to the consolidated financial statements.
 - ii. The Group and jointly controlled entity did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

For, **Deloitte Haskins & Sells**
 Chartered Accountants
 (Firm's Registration No. 117365W)

(Kartikeya Raval)
 (Partner)

(Membership No. 106189)

Date : 28th May, 2015
 Place : Ahmedabad

Annexure to the Independent Auditor's Report on The Consolidated Financial Statements

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Our reporting on the Order includes three subsidiary companies incorporated in India, to which the Order is applicable, which have been audited by other auditors and our report in respect to these entities is based solely on the reports of the other auditors, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements.

- (i) In respect of the fixed assets of the Holding Company and subsidiary companies incorporated in India:
 - (a) The respective entities have maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - (b) The fixed assets were physically verified during the year by the Management of the respective entities in accordance with a regular programme of verification which, in our opinion and the opinion of the other auditors, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us and the other auditors, no material discrepancies were noticed on such verification.
- (ii) In respect of the inventories of the Holding Company and subsidiary companies incorporated in India:
 - (a) As explained to us and the other auditors, the inventories were physically verified during the year by the Management of the respective entities at reasonable intervals.
 - (b) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the procedures of physical verification of inventories followed by the Management of the respective entities were reasonable and adequate in relation to the size of the respective entities and the nature of their business.
 - (c) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the respective entities have maintained proper records of their inventories and no material discrepancies were noticed on physical verification.
- (iii) The Holding Company and subsidiary companies incorporated in India have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 by the respective entities.
- (iv) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, there is an adequate internal control system in the Holding Company and the subsidiary companies incorporated in India, commensurate with the size of the respective entities and the nature of their business for the purchase of inventory and fixed assets and for the sale of goods and services and during the course of our and the other auditors audit no major weaknesses in such internal control system has been observed.
- (v) According to the information and explanations given to us and the other auditors, the Holding Company and the subsidiary companies incorporated in India have not accepted any deposit during the year.
- (vi) According to the information and explanations given to us and the other auditors, in our opinion and the opinion of the other auditors, the Holding Company and the subsidiary companies incorporated in India, except for one subsidiary company incorporated in India, are not required to maintain the prescribed cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013. In respect of the subsidiary company required to maintain the prescribed cost records, in the opinion of the other auditor and according to the explanation given to the other auditor, the subsidiary company has made and maintained the prescribed cost records pursuant to the Companies (Cost Record and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013. The other auditor has, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us and the other auditors in respect of statutory dues of the Holding company and subsidiary companies incorporated in India:
 - (a) The respective entities have generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to the respective entities with the appropriate authorities.
 - (b) There were no undisputed amounts payable by the respective entities in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.
 - (c) There are no dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited as on 31st March, 2015 on account of disputes by the aforesaid entities.
 - (d) There are no amounts that are due to be transferred by the aforesaid entities to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder.

- (viii) The Group and jointly controlled entity does not have consolidated accumulated losses at the end of the financial year and the Group and jointly controlled entity have not incurred cash losses on a consolidated basis during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the Holding Company and subsidiary companies incorporated in India have not defaulted in the repayment of dues to banks and financial institutions. The Holding Company and subsidiary companies incorporated in India have not issued any debentures.
- (x) According to the information and explanations given to us and the other auditors, the Holding Company and subsidiary companies incorporated in India have not given guarantees for loans taken by others from banks and financial institutions.
- (xi) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the term loans have been applied by the Holding Company and subsidiary companies incorporated in India during the year for the purposes for which they were obtained.
- (xii) To the best of our knowledge and according to the information and explanations given to us and the other auditors, no fraud by the Holding Company and subsidiary companies, incorporated in India and no material fraud on the Holding Company and subsidiary companies incorporated in India has been noticed or reported during the year.

For, **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 117365W)

(Kartikeya Raval)
(Partner)

(Membership No. 106189)

Date : 28th May, 2015
Place : Ahmedabad

Consolidated Balance Sheet as at 31st March, 2015

(₹ In Lacs)

Particulars	Note	As at 31 st March, 2015	As at 31 st March, 2014
I. EQUITY AND LIABILITIES			
Share Holders' Funds			
Share Capital	1	1,183.65	1,123.81
Reserves & Surplus	2	60,694.49	30,407.92
		61,878.14	31,531.73
Minority Interest		1,653.03	72.40
Non Current Liabilities			
Long Term Borrowings	3	12,127.67	8,060.58
Deferred Tax Liabilities (Net)	4	1,766.31	1,182.75
Other Long Term Liabilities	5	33.48	-
Long Term Provisions (Employee Benefits)		108.79	10.12
		14,036.25	9,253.45
Current Liabilities			
Short Term Borrowings	6	1,744.23	1,773.22
Trade Payables	7	26,570.19	18,488.26
Other Current Liabilities	8	9,857.82	7,653.10
Short Term Provisions	9	791.16	664.57
		38,963.40	28,579.15
Total		1,16,530.82	69,436.74
II. ASSETS			
Non Current Assets			
Fixed Assets	10		
Tangible Assets		34,236.00	28,877.35
Intangible Assets		8.29	-
Capital Work In Progress		2,683.23	820.07
Goodwill on Consolidation		21,439.37	52.73
Long Term Loans and Advances	11	1,355.75	1,030.48
		59,722.64	30,780.63
Current Assets			
Inventories	12	26,555.06	19,497.29
Trade Receivables	13	23,272.39	14,507.70
Cash and Cash Equivalents	14	1,152.14	96.48
Short Term Loans and Advances	15	5,659.36	4,507.11
Other Current Assets	16	169.23	47.53
		56,808.18	38,656.11
Total		1,16,530.82	69,436.74
See accompanying notes forming part of the Consolidated Financial Statements			

In terms of our report attached

For and on behalf of the Board of Directors

For, **Deloitte Haskins & Sells**
Chartered Accountants**(Sandeep P. Engineer)**
Managing Director**(Jagruti S. Engineer)**
Whole Time Director**(Kartikeya Raval)**
Partner**(Hiranand A. Savlani)**
Chief Financial Officer**(Krunal D. Bhatt)**
Company SecretaryDate : 28th May, 2015
Place : AhmedabadDate : 28th May, 2015
Place : Ahmedabad

Consolidated Statement of Profit and Loss for the Year ended on 31st March, 2015

(₹ In Lacs)

Particulars	Note	2014-15	2013-14
INCOME			
Revenue from Operations (Gross)		1,55,633.60	1,17,860.75
Less: Excise duty		12,695.92	9,896.83
Revenue from Operations (Net)	17	1,42,937.68	1,07,963.92
Other Income	18	363.24	243.59
Total		1,43,300.92	1,08,207.51
EXPENSES			
Cost of Materials Consumed		1,03,502.59	74,274.46
Purchase of Stock In Trade		3,799.45	6,250.40
Changes in Inventories of Finished Goods, Stock In Trade and Work in Progress	19	(2,355.34)	(3,263.01)
Employee Benefits Expenses	20	4,804.50	2,445.48
Finance Costs	21	2,545.09	3,112.42
Depreciation and Amortization Expenses	10	3,641.93	2,191.06
Other Expenses	22	16,410.86	12,743.28
Total		1,32,349.08	97,754.09
Profit Before Tax		10,951.84	10,453.42
Tax Expenses:			
Current Tax		2,739.22	2,513.88
Less: MAT Credit Entitlement		-	(419.12)
Short / (Excess) Provision of tax relating to prior years		(170.29)	32.43
Net Current Tax Expense		2,568.93	2,127.19
Deferred Tax		565.46	396.46
		3,134.39	2,523.65
Profit After Tax (Before Adjustment for Minority Interest)		7,817.45	7,929.77
Less: Share of Profit attributable to Minority Interest		228.05	38.31
Profit for the Year attributable to the Shareholders of the Company		7,589.40	7,891.46
Earnings Per Share: (In ₹) Face Value of ₹1/- each (Previous Year: Face Value of ₹2/- each)			
Basic & Diluted	24	6.64	7.02
See accompanying notes forming part of the Consolidated Financial Statements			

In terms of our report attached

For, **Deloitte Haskins & Sells**
Chartered Accountants**(Kartikeya Raval)**
PartnerDate : 28th May, 2015
Place : Ahmedabad

For and on behalf of the Board of Directors

(Sandeep P. Engineer)
Managing Director**(Hiranand A. Savlani)**
Chief Financial OfficerDate : 28th May, 2015
Place : Ahmedabad**(Jagruti S. Engineer)**
Whole Time Director**(Krunal D. Bhatt)**
Company Secretary

Consolidated Cash Flow Statement for the Year ended on 31st March, 2015

(₹ In Lacs)

No.	Particulars	2014-15	2013-14
A	Cash flow from Operating Activities		
	Profit before tax	10,951.84	10,453.42
	Adjustments for :		
	Depreciation & Amortization	3,641.93	2,191.06
	Finance Costs	2,545.09	3,087.95
	Provision for doubtful debts	80.40	69.47
	Unrealised Foreign Exchange Fluctuation Loss	301.08	24.48
	Loss on Sale of Fixed Assets	1.41	9.40
	Gain on Sale of Current Investment	(34.18)	(92.70)
	Interest Income	(72.35)	(90.44)
	Liabilities no longer required (Net)	(8.52)	-
	Operating profit before Working Capital Changes	17,406.70	15,652.64
	Adjustments for :		
	Increase in Inventories	(331.70)	(4,450.76)
	Increase in Trade & Other Receivables	(5,214.43)	(4,622.03)
	Increase in Trade Payables, Other Liabilities and Provisions	2,481.91	2,450.91
	Cash generated from Operations	14,342.48	9,030.76
	Direct Taxes Paid	(2,644.70)	(2,288.18)
	Net Cash flow from Operating Activities	11,697.78	6,742.58
B	Cash flow from Investing Activities		
	Capital Expenditure on Fixed Assets including Capital Advances	(8,575.38)	(9,241.72)
	Proceeds from Sales of Fixed Assets	30.48	14.88
	Interest Received	72.35	90.44
	Gain on Sale of Current Investment	34.18	92.70
	Purchase/Acquisition of Long-term Investments		
	- Joint Ventures - Jointly Controlled Entities	-	(69.04)
	- Subsidiaries	(25,910.69)	-
	Net Cash flow used in Investing Activities	(34,349.06)	(9,112.74)
C	Cash flow from Financing Activities		
	Net Proceeds from issue of Equity Shares through QIP	23,586.58	-
	Proceeds from Long Term Borrowings	9,209.47	5,431.04
	Repayment of Long Term Borrowings	(4,846.05)	(2,317.99)
	Proceeds/(Repayment) from Short Term Borrowings (Net)	(1,232.55)	1,650.84
	Interest Paid	(2,545.09)	(3,087.95)
	Dividend paid (including dividend distribution tax)	(465.23)	(361.56)
	Net Cash flow from Financing Activities	23,707.13	1,314.38
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	1,055.85	(1,055.78)
	Cash and Cash Equivalents At the Beginning of the Year	96.48	1,152.27
	Effect of Foreign Exchange rate change	(0.19)	(0.01)
	Cash and Cash Equivalents At the end of the Year	1,152.14	96.48

- Note :**
- Cash and Cash Equivalents represent Cash and Bank Balances. (Refer Note no. 14)
 - Fixed Deposits of ₹0.87 Lacs (Previous Year: ₹0.99 Lacs) are pledged with a bank towards Letters of Credit / Bank Guarantees.
 - Cash and Cash Equivalents include ₹2.25 Lacs (Previous Year: ₹2.11 Lacs) of unclaimed dividend not available for use by the Company.
 - Previous year's figures have been regrouped / rearranged wherever necessary.
 - The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statements prescribed under Companies (Accounting Standard) Rules, 2006.

In terms of our report attached

For and on behalf of the Board of Directors

For, **Deloitte Haskins & Sells**
Chartered Accountants

(**Sandeep P. Engineer**)
Managing Director

(**Jagruiti S. Engineer**)
Whole Time Director

(**Kartikeya Raval**)
Partner

(**Hiranand A. Savlani**)
Chief Financial Officer

(**Krunal D. Bhatt**)
Company Secretary

Date : 28th May, 2015
Place : Ahmedabad

Date : 28th May, 2015
Place : Ahmedabad

Significant Accounting Policies To The Consolidated Financial Statements

a) Basis of accounting and preparation of consolidated financial statements

The consolidated financial statements of the Company and its subsidiaries and a jointly controlled entity (together the 'Group') have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"). The consolidated financial statements have been prepared on accrual basis under the historical cost convention except for land which is carried at revalued amount. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

b) Principles of Consolidation

The Consolidated Financial Statements relate to Astral Poly Technik Limited ("the Company"), its subsidiary companies and a jointly controlled entity. The Consolidated Financial Statements have been prepared on the following basis.

- The financial statements of the subsidiaries used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March, 2015 and in case of joint venture the financial statements used in the consolidation are drawn up to 31st December, 2014. There are no significant transactions and other events between the reporting dates of the financial statements of the JV and these consolidated financial statements.
- The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra-group transactions and resulting unrealized profits or losses unless cost can not be recovered.
- In case of foreign subsidiary, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve.
- In case of foreign joint venture, income and expenditure items are converted at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Exchange gains/ losses arising on conversion are recognised under Foreign Currency Translation Reserve.
- Share of profit / loss, assets and liabilities in the jointly controlled entities, which are not subsidiaries, have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses on a proportionate basis to the extent of the Group's equity interest in such entity as per AS 27 Financial Reporting of Interests in Joint Ventures. The intra-group balances, intra-group transactions and unrealised profits or losses have been eliminated to the extent of the Group's share in the entity.
- The excess of cost to the Group of its investments in the subsidiary companies / jointly controlled entities over its share of equity of the subsidiary companies / jointly controlled entities, at the dates on which the investments in the subsidiary companies / jointly controlled entities were made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis. On the other hand, where the share of equity in the subsidiary companies / jointly controlled entities as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the consolidated financial statements. The 'Goodwill' / 'Capital Reserve' is determined separately for each subsidiary company / jointly controlled entity and such amounts are not set off between different entities.
- Minority Interest is the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiaries attributable to minority interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Company.
- Goodwill arising on consolidation is not amortised but tested for impairment.
- The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

c) Use of Estimates

The preparation of the financial statements in conformity with Indian Generally Accepted Accounting Principles (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 recognized in the periods in which the results are known / materialize.

d) Inventories

Inventories are valued at lower of cost on FIFO basis and net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Finished goods include appropriate proportion of overheads and, where applicable, excise duty.

e) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before 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 information.

f) Depreciation

Depreciation on tangible fixed assets of the Company and its Indian Subsidiaries has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Assets costing less than ₹5000/- individually is fully depreciated in the year of acquisition.

Intangible assets are amortized over their estimated useful life on a straight line basis over a period of 5 years.

Depreciation on the tangible fixed assets of the Company's foreign subsidiary has been provided on straight-line method as per the estimated useful life of such assets as follows:

- o Building - 25 years
- o Plant and Equipment - 5 years
- o Furniture and fixtures - 5 years
- o Vehicles - 5 years
- o Office Equipment and Computers - 5 years

In case of a Joint Venture, depreciation is calculated on written down value basis. The depreciation charge in respect of the entity is not significant in the context of the consolidated financial statements.

g) Revenue Recognition

Sales are recognized, net of returns, trade discounts, Sales Tax and VAT on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Excise duties collected on Sales are shown by way of deduction from Sales.

h) Other Income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

i) Fixed Assets (Tangible / Intangible)

Fixed assets, except land are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. 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 expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Capital Work-in-Progress:

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost and related incidental expenses.

Intangible assets under development:

Expenditure on intangible assets eligible for capitalisation are carried as Intangible assets under development where such assets are not yet ready for their intended use.

j) Foreign Currency Transactions

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction. The net gain or loss on account of exchange differences arising on settlement of foreign currency transactions are recognized as income or expense of the period in which they arise. Foreign currency monetary items (other than derivative contracts) of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost. The Company has not exercised the option for capitalization or amortization of exchange differences on long term foreign currency monetary items as provided by notification issued by the Ministry of Corporate Affairs.

In case of forward contracts, the difference between the forward rate and the exchange rate on the date of the contract is recognized as income or expense over the life of the contract. Exchange differences on such a contract are recognized in the Consolidated Statement of Profit and Loss in the period in which the exchange rates change.

Investments in shares of foreign subsidiaries and other entities are expressed in reporting currency at the rates of exchange prevailing at the time when original investments were made.

k) 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 lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees, duties etc.

l) Employee Benefits

Employee benefits include provident fund, employee state insurance scheme, gratuity fund and compensated absences.

Defined Contribution Plan:

The Company's contribution to Provident Fund and employees state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans:

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Consolidated Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Short-term employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

Long-term employee benefits:

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.

m) 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 Consolidated 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 are added to the cost of the assets.

n) Lease

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognized as operating leases. Operating lease rentals are expensed with reference to lease terms and other considerations. Lease rentals should be recognized on straight line basis. There are no finance leases.

o) Taxes on Income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

Current and deferred tax relating to items directly recognised in reserves is recognised in reserves and not in the Consolidated Statement of Profit and Loss.

p) Research & Development Expenditure

Revenue expenditure pertaining to research is charged to the Consolidated Statement of Profit and Loss. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Fixed Assets.

q) 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.

If the carrying amount of the assets exceeds the estimated recoverable amount, impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Consolidated Statement of Profit and Loss.

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.

r) Provisions, Contingent Liabilities and Contingent Assets

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. Contingent assets are not recognised in the financial statements.

s) Insurance Claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

t) Share Issue Expenses

Share issue expenses are adjusted against the Securities Premium Account as permissible under Section 52 of the Companies Act, 2013, to the extent any balance is available for utilisation in the Securities Premium Account. Share issue expenses in excess of the balance in the Securities Premium Account are expensed in the Consolidated Statement of Profit and Loss.

u) Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Notes forming part of the Consolidated Financial Statements

1. SHARE CAPITAL

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Authorised Share Capital		
15,00,00,000 Equity Shares of ₹1/- each	1,500.00	1,500.00
(7,50,00,000 Equity Shares of ₹2/- each)		
Issued, Subscribed & Fully Paid Share Capital		
11,83,65,079 Equity Shares of ₹1/- each fully paid up	1,183.65	1,123.81
(5,61,90,280 Equity Shares of ₹2/- each fully paid up)		
Total	1,183.65	1,123.81

a) Rights, preferences and restrictions attached to shares :

The Company has issued only one class of equity shares having per value of ₹1 per Share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

b) Reconciliation of number of Shares outstanding :

Particulars	No. of Shares	₹ in Lacs
As at beginning of the year	5,61,90,280	1,123.81
	(2,24,76,112)	(1,123.81)
Add: Subdivision of Equity Shares of ₹ 2 each into face value of ₹ 1 each (Previous Year: Subdivision of Equity Shares of ₹ 5 each in to face value of ₹ 2 each)	5,61,90,280	-
	(3,37,14,168)	(-)
Add: Shares issued - pursuant to Qualified Institutional Placement (QIP) (Refer Note No. 29)	59,84,519	59.84
	(-)	(-)
As at end of the year	11,83,65,079	1,183.65
	(5,61,90,280)	(1,123.81)

Figures in the brackets are of Previous Year.

c) The details of shareholders holding more than 5% shares as at March 31, 2015 and March 31, 2014 is set out below :

Sr. No.	Name of Shareholders		As at 31 st March, 2015	As at 31 st March, 2014
1	Sandeep Pravinbhai Engineer	- No. of Shares	2,36,71,410	1,18,35,705
		- % of Shares Held	20.00	21.06
2	Saumya Polymers LLP	- No. of Shares	2,12,64,550	1,06,32,275
		- % of Shares Held	17.97	18.92
3	Jagruti Sandeep Engineer	- No. of Shares	91,43,410	45,71,705
		- % of Shares Held	7.72	8.14
4	Specialty Process LLC	- No. of Shares	79,55,770	39,77,885
		- % of Shares Held	6.72	7.08
5	HSBC Bank (Mauritius) Limited A/C. Jwalmukhi Investment Holdings	- No. of Shares	66,92,284	55,81,142
		- % of Shares Held	5.65	9.93
6	Hansa Pravinbhai Engineer	- No. of Shares	66,70,460	33,35,230
		- % of Shares Held	5.64	5.94

During the year ended March 31, 2015, the Company has subdivided Equity Shares having face value of ₹2/- each into face value of ₹1/- each (Previous Year: Subdivision of Equity Shares of ₹5 each in to face value of ₹2 each). Consequently, the number of shares as at March 31, 2015 is not comparable with the same as at March 31, 2014.

Notes forming part of the Consolidated Financial Statements

2. RESERVES AND SURPLUS

Particulars	(₹ In Lacs)	
	As at 31 st March, 2015	As at 31 st March, 2014
Capital Reserves		
As per Last Balance Sheet	40.00	40.00
Capital Reserve on Consolidation	-	16.31
Less : Capital Reserve adjusted against Goodwill on acquisition of shares (Refer Note No. 31)	-	16.31
	-	-
Securities Premium Account		
As per Last Balance Sheet	3,890.73	3,890.73
Add : Premium on shares issued during the year	24,029.03	-
Less : Utilised During the year for Shares Issues Expenses (Refer Note No. 29)	502.29	-
	27,417.47	3,890.73
General Reserves		
As per Last Balance Sheet	2,595.00	1,570.00
Add : Transferred from Surplus in Consolidated Statement of Profit & Loss	-	1,025.00
	2,595.00	2,595.00
Revaluation Reserves		
As per Last Balance Sheet	121.14	121.14
Foreign Currency Translation Reserve		
As per Last Balance Sheet	(75.24)	(21.53)
Add : Effect of foreign exchange rate variations for the Year	(185.33)	(53.71)
	(260.57)	(75.24)
Surplus in Consolidated Statement of Profit & Loss		
As per Last Balance Sheet	23,836.29	17,397.14
Add : Profit For the Year	7,589.40	7,891.46
Less : Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax ₹62.99 Lacs) (Refer Note No. 10)	122.40	-
	31,303.29	25,288.60
Less : Interim Dividend	168.57	140.48
Proposed Final Dividend	266.32	224.76
Dividend Distribution Tax	86.95	62.07
Transferred to General Reserve	-	1,025.00
	521.84	1,452.31
	30,781.45	23,836.29
Total	60,694.49	30,407.92

3. LONG TERM BORROWINGS

Particulars	(₹ In Lacs)	
	As at 31 st March, 2015	As at 31 st March, 2014
Secured		
Term Loans From Banks		
In Rupee	5,025.50	2,301.15
In Foreign Currency	12,645.06	8,452.44
	17,670.56	10,753.59
Less : Current Maturity of Long Term Loans	5,905.78	3,298.69
	11,764.78	7,454.90
Buyers Credit	374.59	1,557.21
Less : Current Maturity of Long Term Buyers Credits	294.92	1,015.39
	79.67	541.82
Vehicle and Equipment Loans	474.21	111.36
Less : Current Maturity of Vehicle and Equipment Loans	190.99	47.50
	283.22	63.86
Total	12,127.67	8,060.58

Note : Amount stated in Current Maturity is disclosed under the head of "Other Current Liabilities" (Refer Note No. 8)

Notes forming part of the Consolidated Financial Statements

- a) Term Loans Secured by way of first charge, in respect of Fixed assets, both present and future, and second charge on entire current assets of the Company both present and future and also further secured by personal guarantees of Director.
- Corporation Bank Term Loan of ₹5,297.38 Lacs (Previous Year: ₹3,926.50 Lacs) repayable within 72 months (i.e. By December 2015) including initial moratorium period of twelve months from the date of first disbursement in twenty quarterly equal instalments.
 - HDFC Bank ECB Loan of ₹1,850.00 Lacs (Previous Year: ₹2,707.03 Lacs) repayable within 66 months (i.e. by December 2016) including initial moratorium period of twelve months from the date of first disbursement in eighteen quarterly instalments.
 - Standard Chartered Bank ECB Loan of ₹492.19 Lacs (Previous Year: ₹943.27 Lacs) repayable within 60 months (i.e. by March 2016) including initial moratorium period of twelve months from the date of first disbursement in nine half yearly instalments.
 - IndusInd Bank Term Loan of ₹2,404.68 Lacs (Previous Year : ₹2,881.30 Lacs) repayable within 60 months (i.e by June 2018) including initial moratorium period of Twelve months from the date of first disbursement in sixteen quarterly instalments.
 - HSBC ECB Loan of ₹5,609.24 Lacs (Previous Year: ₹Nil) repayable within 60 months (i.e. by August 2019) including initial moratorium period of twelve months from the date of first disbursement in sixteen quarterly instalments.
 - Term Loan of jointly controlled entity of ₹412.44 Lacs (Previous Year: ₹295.49 Lacs) is secured by a charge over all assets of the jointly controlled entity and personal guarantee of all directors of the jointly controlled entity.
 - Term Loan of ₹1,604.63 Lacs (Previous Year: ₹Nil) taken by Seal It Services Ltd, a Subsidiary Company are secured by fixed charge on book debts and floating charge in the assets of Seal It Services Limited.
- b) Buyers Credit
- HDFC Bank Limited Buyers Credit of ₹Nil (Previous Year: ₹176.93 Lacs). Secured by way of first charge, in respect of Fixed assets, both present and future, and second charge on entire current assets of the Company both present future and also further secured by personal guarantees of Director.
 - Corporation Bank Buyers Credit of ₹118.59 Lacs (Previous Year: ₹145.35 Lacs) Repayable by March 2016. Secured by way of first charge, in respect of entire current assets of the Company both present future and further secured by personal guarantees of Director.
 - IDBI Bank Limited Buyers Credit of ₹256.00 Lacs (Previous Year: ₹1,234.93 Lacs) Repayable by November 2016. Secured by way of first charge, in respect of entire current assets of the Company both present future and further secured by personal guarantees of Director.
- c) Vehicle and Equipment Loans are Secured by way of hypothecation of respective motor vehicles and equipments purchased.
- Kotak Mahindra Prime Limited Vehicle Loan of ₹Nil (Previous Year: ₹20.01 Lacs).
 - Axis Bank Limited Vehicle Loan of ₹23.43 Lacs (Previous Year: ₹1.12 Lacs) repayable on monthly basis. Repayable by Sept. 2017.
 - ICICI Bank Limited Vehicle Loan of ₹28.34 Lacs (Previous Year: ₹53.25 Lacs) repayable on monthly basis. Repayable by October 2016.
 - Corporation Bank Vehicle Loan of ₹7.43 Lacs (Previous Year: ₹8.89 Lacs) repayable on monthly basis. Repayable by February 2019.
 - Vehicle Loan of ₹107.18 Lacs (Previous Year: ₹28.09 Lacs) is secured by hypothecation of respective motor vehicle purchased by jointly controlled entity.
 - Equipment Loan of ₹307.83 Lacs (Previous Year : ₹Nil) is secured by hypothecation of respective assets financed.

4. DEFERRED TAX LIABILITIES (NET)

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Deferred Tax Liabilities		
Difference between book balance and tax balance of fixed assets	2,130.38	1,841.70
Deferred Tax Assets		
Provision For Doubtful Trade Receivable	70.86	154.48
Disallowances under Section 43B of the Income Tax Act, 1961	19.02	350.25
Unabsorbed Depreciation and brought forward losses	274.19	154.22
Total	1,766.31	1,182.75

Notes forming part of the Consolidated Financial Statements

5. OTHER LONG-TERM LIABILITIES

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Security Deposit from Customers / Agents	33.48	-
Total	33.48	-

6. SHORT TERM BORROWINGS

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Secured		
From Banks	244.23	1,173.22
Unsecured		
From Banks	-	600.00
Loan from Director of a Subsidiary Company	1,500.00	-
Total	1,744.23	1,773.22

- i) Bank Overdraft of ₹244.23 Lacs (Previous Year: ₹223.22 Lacs) Secured by way fixed charge over all assets of Astral Pipes Limited and personal guarantee of all the directors of Astral Pipes Limited.
- ii) Working Capital Loans of ₹Nil (Previous Year ₹950.00 Lacs) are secured by way of first charge on entire current assets of the Company both present and future and second charge in respect of Fixed assets both present and future and also further Secured by personal guarantees of Director.

7. TRADE PAYABLES

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Acceptances	17,174.21	10,953.22
Micro, Small and Medium Enterprises	17.19	-
Other than Acceptances	9,378.79	7,535.04
Total	26,570.19	18,488.26

8. OTHER CURRENT LIABILITIES

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Current Maturities of Long Term Borrowings (Refer Note No. 3)	6,391.69	4,361.58
Interest Accrued and due on Borrowings	89.81	18.75
Interest Accrued But Not Due on Borrowings	55.94	38.80
Unclaimed Dividends*	2.25	2.11
Other Liabilities		
Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	2,323.83	2,485.58
Advance Received From Customers	209.78	158.25
Payable for Capital Goods	377.53	529.22
Other Payables	406.99	58.81
Total	9,857.82	7,653.10

* Unclaimed dividends do not include any amount due and outstanding to be credited to Investor Education and Protection Fund.

Notes forming part of the Consolidated Financial Statements

9. SHORT TERM PROVISIONS

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Provision For Employee Benefits (Refer Note No. 26)	8.80	0.82
Provision For Dividend		
Proposed Final Dividend	266.32	224.76
Tax on Dividend	53.25	38.20
Provision For Taxation		
Taxation (Net of Advance Tax)	461.15	399.38
Provision For Wealth Tax	1.64	1.41
Total	791.16	664.57

10. FIXED ASSETS

(₹ In Lacs)

Assets	Gross Block					Accumulated Depreciation						Net Block
	As at 01.04.2014	Additions relating to acquisitions	Additions	Deductions/ Adjustments	As at 31.03.2015	As At 01.04.2014	Additions relating to acquisitions	Adjustments (#)	For the year	Deductions/ Adjustments	As at 31.03.2015	As at 31.03.2015
Tangible Assets												
Land	6,099.74	138.52	1,641.92	1.29	7,878.89	-	14.08	-	24.38	2.20	36.26	7,842.63
	3,671.81		2,427.93	-	6,099.74	-	-	-	-	-	-	6,099.74
Buildings	9,121.43	461.23	1,109.59	7.99	10,684.26	739.69	44.47	21.03	362.20	0.48	1,166.91	9,517.35
	6,534.96		2,570.74	(15.73)	9,121.43	513.47	-	-	222.20	(4.02)	739.69	8,381.74
Plant & Equipment	20,227.11	2710.90	3,592.28	163.37	26,366.92	7,472.91	1137.29	130.49	2,866.03	93.99	11,512.73	14,854.19
	16,088.57		4,092.89	(45.65)	20,227.11	5,647.90	-	-	1,817.36	(7.65)	7,472.91	12,754.20
Furniture & Fixtures	1,122.74	380.64	142.63	16.00	1,630.01	228.01	103.16	4.18	149.66	5.70	479.31	1,150.70
	967.86		152.58	(2.30)	1,122.74	158.91	-	-	68.28	(0.82)	228.01	894.73
Vehicles	444.19	134.17	84.04	51.53	610.87	143.93	63.46	0.93	71.32	35.89	243.75	367.12
	364.79		88.88	9.48	444.19	110.15	-	-	38.96	5.18	143.93	300.26
Office equipment & Computers	641.56	243.57	160.03	9.96	1,035.20	194.88	138.83	28.69	167.87	(0.92)	531.19	504.01
	449.77		193.32	1.53	641.56	151.12	-	-	44.26	0.50	194.88	446.68
Intangible Assets	-	54.76	0.63	-	55.39	-	46.66	-	0.47	0.03	47.10	8.29
Total	37,656.77	4,123.79	6,731.12	250.14	48,261.54	8,779.42	1,547.95	185.32	3,641.93	137.37	14,017.25	34,244.29
	<i>28,077.76</i>	<i>-</i>	<i>9,526.34</i>	<i>(52.67)</i>	<i>37,656.77</i>	<i>6,581.55</i>		<i>-</i>	<i>2,191.06</i>	<i>(6.81)</i>	<i>8,779.42</i>	<i>28,877.35</i>

Figures in Italics are in respect of Previous Year.

Transition adjustment recorded against Surplus balance in Statement of Profit and Loss.

- Building includes ₹750/- being face value of 15 number of shares of ₹50/- each held in Kant Apartment Co-Operative Housing Society Limited. Also includes ₹127.11 Lacs (Previous Year ₹127.11 Lacs) for which the procedure for transfer of title in the name of the Company is in process.
- Capital Work In Progress includes ₹78.51 Lacs (Previous Year ₹63.44 Lacs) on account of Pre - Operative Expenses.
- Accumulated Depreciation upto 31st March, 2015 includes impairment loss on Plant and Equipment - ₹96.20 Lacs (Previous Year ₹96.20 Lacs).
- Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be nil as on April 1, 2014 and has adjusted an amount of ₹122.40 Lacs (net of deferred tax of ₹62.99 Lacs) against the opening Surplus Balance in the Statement of Profit and loss under Reserves and Surplus. (Refer Note No. 2).

Notes forming part of the Consolidated Financial Statements

11. LONG TERM LOANS AND ADVANCES

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Unsecured considered good		
Capital Advances	540.71	286.68
Security Deposits	88.84	15.71
Prepaid Expenses	253.97	54.81
MAT Credit Entitlement	440.50	673.28
Advance for Purchase of Non Current Investment	31.73	-
Total	1,355.75	1,030.48

12. INVENTORIES

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Raw Materials	6,955.08	6,912.15
Stock In Trade *	3,027.05	2,929.53
Finished Goods	15,279.38	9,486.60
Work-in-progress	405.26	-
Stores Spares and Packing Materials	888.29	169.01
Total	26,555.06	19,497.29

* Includes Goods in Transit of ₹Nil (Previous Year: ₹31.13 Lacs)

13. TRADE RECEIVABLES

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Unsecured		
Trade Receivable Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good	352.18	118.30
Considered Doubtful	247.64	454.50
Less : Provision	247.64	454.50
	352.18	118.30
Other Trade Receivable		
Considered Good	22,920.21	14,389.40
Total	23,272.39	14,507.70

14. CASH AND CASH EQUIVALENTS

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Cash on Hand	25.50	11.44
Balance With Banks		
In Current Account	1,123.52	81.94
In Deposit Account (with original maturity of more than 12 Months)	0.87	0.99
In Unclaimed Dividend Account	2.25	2.11
Total	1,152.14	96.48

Notes forming part of the Consolidated Financial Statements

15. SHORT TERM LOANS AND ADVANCES

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(Unsecured, Considered Good)		
Advances to Related Parties	81.00	-
Prepaid Expenses	629.81	180.22
Security Deposits	201.34	182.84
Advance to Gratuity Fund (Refer Note No. 26)	48.32	-
Loans and Advances to Employees	80.62	9.11
Balance with Custom, Central Excise and Central Sales Tax Authorities	3,672.26	3,403.19
MAT Credit Entitlements	478.00	450.00
Advances to Suppliers	335.76	251.69
Taxes Receivable	132.25	30.06
Total	5,659.36	4,507.11

16. OTHER CURRENT ASSETS

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Interest Accrued on loans and deposits	0.58	0.04
Discount Receivable	168.65	46.52
Others	-	0.97
Total	169.23	47.53

17. REVENUE FROM OPERATIONS

(₹ In Lacs)

Particulars	2014-15	2013-14
Domestic Sales	1,53,877.56	1,15,945.63
Export Sales	1,756.04	1,915.12
Gross	1,55,633.60	1,17,860.75
Less : Excise Duty	12,695.92	9,896.83
Revenue from Operations (Net)	1,42,937.68	1,07,963.92

18. OTHER INCOME

(₹ In Lacs)

Particulars	2014-15	2013-14
Interest Income		
From Banks on deposits	71.38	0.07
From Joint Venture	-	2.79
From Others	0.97	87.58
Liabilities no longer required written back (Net)	8.52	-
Gain on Sale of Current Investment	34.18	92.70
Net Gain on Foreign Currency transactions and translations	172.19	-
Miscellaneous Income	76.00	60.45
Total	363.24	243.59

Notes forming part of the Consolidated Financial Statements

19. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK IN TRADE AND WORK IN PROGRESS

	(₹ In Lacs)	
Particulars	2014-15	2013-14
Inventories At the End of the Year		
Finished Goods	15,279.38	9,568.96
Stock In Trade	3,027.05	2,691.65
Work-in-progress	405.26	-
	18,711.69	12,260.61
Inventories At the Beginning of the Year		
Finished Goods (includes ₹3,739.38 Lacs on acquisition of Subsidiaries)	13,308.34	6,725.14
Stock In Trade (includes ₹0.28 Lacs on acquisition of Subsidiaries)	2,691.93	2,272.46
Work-in-progress (includes ₹356.08 Lacs on acquisition of Subsidiaries)	356.08	-
	16,356.35	8,997.60
Net (Increase) / Decrease	(2,355.34)	(3,263.01)

20. EMPLOYEE BENEFITS EXPENSES

	(₹ In Lacs)	
Particulars	2014-15	2013-14
Salaries and Wages	4,295.65	2,265.33
Contribution to Provident and Other Funds (Refer Note No.26)	357.35	89.03
Staff Welfare Expenses	151.50	91.12
Total	4,804.50	2,445.48

21. FINANCE COSTS

	(₹ In Lacs)	
Particulars	2014-15	2013-14
Interest Expenses		
Borrowings	1,228.28	772.14
Others	66.90	22.47
Other Borrowing Costs	204.09	90.90
Expenses on Foreign Currency Transaction	1,045.82	2,226.91
Total	2,545.09	3,112.42

Notes forming part of the Consolidated Financial Statements

22. OTHER EXPENSES

(₹ In Lacs)

Particulars	2014-15	2013-14
Consumption of Stores and Spares	558.55	655.52
Consumption of Packing Material	1,312.92	1,116.51
Power and Fuel	2,888.43	2,045.11
Rent Expenses *	422.44	178.98
Repairs Expenses		
Repairs to Buildings	106.50	113.61
Repairs to Machinery	296.10	139.28
Repairs Others	94.75	52.36
Insurance Expenses	210.71	142.02
Royalty Expenses	181.49	137.89
Rates & Taxes	134.04	29.01
Communication Expenses	147.92	82.74
Travelling Expenses	707.03	512.79
Factory & Other Expenses	177.11	153.05
Printing & Stationary	95.36	36.29
Freight & Forwarding	2,546.03	1,713.33
Changes in Excise Duty on Inventories	(56.22)	209.33
Commission	138.96	150.84
Discount on Sales	1,942.53	2,273.62
Sales Promotions	3,115.81	1,780.68
Directors Sitting Fees	1.70	-
Donations & Contributions	2.90	13.52
Security Service Charges	193.42	140.29
Legal & Professional**	537.80	301.90
Expenditure on Corporate Social Responsibility	178.24	-
Payments to Auditors ***	24.28	12.61
Bad Debts Written Off	6.76	20.53
Provision for Doubtful Trade and Other Receivable	73.64	48.93
Net Loss on Foreign Currency transactions and translations	22.10	459.87
Loss on Sale of Fixed Assets	1.41	9.40
Other Expenses	348.15	213.27
Total	16,410.86	12,743.28

* The Company is lessee under various operation leases under which rental expenses for the year was ₹422.44 Lacs (Previous year ₹178.98 Lacs) which has been charged to the Consolidated Statement of Profit and Loss. The Company has not executed any non cancelable lease agreement.

*** Payment to Auditors (including payments made by the subsidiaries/joint venture to their auditors)

Notes forming part of the Consolidated Financial Statements

(₹ In Lacs)		
Particulars	2014-15	2013-14
1) To Statutory Auditors ***		
For Statutory Audit	16.72	8.94
For Other Services @	7.53	3.67
For Reimbursement of Expenses	0.03	-
Total	24.28	12.61
@ excludes remuneration for professional service debited to Security Premium account related to QIP Issue.	23.00	-
@ excludes remuneration debited to Securities Premium Account related to QIP issue for professional services rendered by firms of auditors in which some of the statutory auditors firm are partners.	1.00	-
2) To Cost Auditor for Cost Audit **	1.25	1.25

23. (A) Enterprises Consolidated as Subsidiary in accordance with Accounting Standard 21-Consolidated Financial Statement:

Name of the Company	% of Holding		Country of Incorporation
	As at 31.03.2015	As at 31.03.2014	
Subsidiaries			
Astral Biochem Private Limited	100%	100%	India
Advanced Adhesives Limited	85%	85%	India
Resinova Chemie Limited (Acquired on 21 st November, 2014)	76%	---	India
Indogreen Plastic Technologies (w.e.f. 1 st October, 2014)	98%	---	India
Seal It Services Limited (Acquired on 26 th August, 2014)	80%	---	United Kingdom
Step-down Subsidiary of Seal It Services Limited			
Calder Distribution Limited	100%	---	United Kingdom

(B) Enterprises Consolidated as Jointly Controlled Entity in accordance with Accounting Standard 27 -Interest in Joint Venture:

Name of the Company	% of Interest		Country of Incorporation
	As at 31.03.2015	As at 31.03.2014	
Joint Venture			
Astral Pipes Limited	37.50%	37.50%	Kenya

The audited financial statements of Astral Pipes Limited (Kenya) up to 31st December, 2014 have been prepared in accordance with International Financial Reporting Standards. Differences in accounting policies of the Company and the joint venture are not material and there are no material transactions from 1st January, 2015 to 31st March, 2015 in respect of the joint venture having financial year ended on 31st December, 2014. There is no change in Company's interest in the joint venture from 1st January, 2015 to 31st March, 2015.

24. EARNINGS PER SHARE:

Particulars	As at 31.03.2015	As at 31.03.2014
Profit After Tax (₹ In Lacs)	7,589.40	7,891.46
Weighted Average No. of Equity Shares Outstanding	11,42,16,906	5,61,90,280
Nominal Value of shares (₹)	1	2
Basic & Diluted Earnings Per Share (In ₹)	6.64	7.02

Pursuant to the approval of the shareholders at the Annual General Meeting held on August 25, 2014, the Board of Directors of the Company at its meeting held on the date had approved sub-division of its equity share of the face value of ₹2 each into 2 (Two) equity shares of ₹1 each.

Consequently, the Earnings per Share (EPS) has been adjusted as required under AS-20 Earnings Per Share.

Notes forming part of the Consolidated Financial Statements

25. CONTINGENT LIABILITIES AND COMMITMENTS NOT PROVIDED FOR:

A. CONTINGENT LIABILITIES

(₹ In Lacs)

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
1	Letters of Credit for Purchases	48.98	149.75
2	Disputed Income Tax/Central Excise/VAT/Sales Tax and PF demands	74.17	--
3	Other Matter	436.33	--
4	Share of Group in Contingent Liability of Joint Venture	--	--

Future cash outflows in respect of the above matters are determinable only on receipt of judgement / decisions pending at various forums / authorities.

B. COMMITMENTS

(₹ In Lacs)

Sr. No.	Particulars	As at 31.03.2015	As at 31.03.2014
1	Capital Contracts remaining to be executed (Net of Advances)	3,833.66	1,464.00
2	Non-Cancellable Operating Lease	119.96	--
3	Share of Group in Capital commitment of a joint venture	104.42	--

26. EMPLOYEE BENEFITS:

The disclosures required under Accounting Standard 15 (Revised) "Employee Benefits" notified in the Companies (Accounting Standards) Rules 2006 for the Holding Company and Subsidiary Companies incorporated in India are given below:

Defined Contribution Plan:

Amount towards Defined Contribution Plan have been recognized under "Contribution to Provident and Other funds" in Note No. 21 ₹181.56 Lacs (Previous Year: ₹79.10 Lacs).

Defined Benefit Plan:

This Consolidated financial statement include the obligation as per requirement of this standard except for those subsidiary and jointly controlled entity which are incorporated outside India who have determined the valuation / provision for employee benefits as per requirement of respective countries.

General Description of the Plan:

The Company operates a defined benefit plan (the Gratuity Plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and the tenure of employment.

Status of Defined Benefit Plans/Long term Compensated Absences – As per Actuarial Valuations as on 31st March, 2015:

a) Reconciliation of opening and closing balances of the present value of the Defined benefit Obligation: (₹ In Lacs)

Particulars	Gratuity		Leave Encashment	
	2014-15	2013-14	2014-15	2013-14
Obligations at the beginning of the year	120.67	105.13	11.50	4.57
Addition during the Year on account of Acquisition	61.59	-	-	-
Current service cost	34.44	17.39	9.74	8.25
Interest cost	16.00	8.67	1.07	0.38
Actuarial (gain) / loss	23.40	(3.77)	9.43	(1.70)
Benefits paid	(16.57)	(6.75)	(8.14)	-
Obligations at the end of the year	239.53	120.67	23.60	11.50

Notes forming part of the Consolidated Financial Statements

b) Reconciliation of opening and closing balances of the fair value of plan assets:

(₹ In Lacs)

Particulars	Gratuity		Leave Encashment	
	2014-15	2013-14	2014-15	2013-14
Plan assets at the beginning of the year, at fair value	166.85	133.04	-	-
Addition during the Year on account of Acquisition	3.49	-	-	-
Expected return on plan assets	14.52	11.57	-	-
Actuarial gain / (loss)	(2.66)	1.01	-	-
Contributions	28.95	27.98	-	-
Benefits paid	(11.27)	(6.75)	-	-
Plan assets at the end of the year, at fair value	199.88	166.85	-	-

c) Reconciliation of the present value of the defined benefit obligation & fair value of plan asset:

(₹ In Lacs)

Particulars	Gratuity		Leave Encashment	
	2014-15	2013-14	2014-15	2013-14
Obligations at the end of the year	239.53	120.67	23.60	11.50
Plan assets at the end of the year, at fair value	199.88	166.86	-	-
Liability/(Assets) recognized in Balance sheet as on 31-Mar-15	39.65	(46.19)	23.60	11.50

d) Cost for the year:

(₹ In Lacs)

Particulars	Gratuity		Leave Encashment	
	2014-15	2013-14	2014-15	2013-14
Current service cost	34.45	17.39	9.74	8.25
Interest cost	16.00	8.67	1.07	0.38
Expected return on plan assets	(14.52)	(11.57)	-	-
Actuarial (Gains)/Loss	26.06	(4.78)	9.43	(1.70)
Expense recognized in the Consolidated Statement of Profit and Loss	61.99	9.71	20.24	6.93

e) Investment details of plan assets:

To fund the obligations under the gratuity plan, Contributions are made to Life Insurance Corporation of India, who invests the funds as per IRDA guidelines.

f) Assumptions:

Particulars	Gratuity		Leave Encashment	
	2014-15	2013-14	2014-15	2013-14
Discount Rate	7.94%	9.31%	7.94%	9.31%
Expected return on plan assets	7.94%	8.70%	-	-
Annual Increase in Salary Costs	5.00%	5.00%	5.00%	5.00%

Future Salary increases are based on long term average salary rise expected taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employee market. Future Separation & mortality rates are obtained from relevant data of Life Insurance Corporation of India.

g) Experience History of Gratuity:

(₹ In Lacs)

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
Defined Benefit Obligation at the end of the period	239.53	120.67	105.13	79.07	53.51
Plan Assets at the end of the period	199.88	166.86	133.04	105.30	75.65
Funded Status	39.65	(46.19)	(27.91)	(26.23)	(22.14)
Experience Adjustments on Plan Liabilities	--	--	--	--	--
Experience Adjustments on Plan Assets	--	--	--	--	--

Notes forming part of the Consolidated Financial Statements

27. RELATED PARTY DISCLOSURES:

1. Name of party and relationship

Sr. No.	Description of Relationship	Name of Related Parties
a.	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Kairav Chemicals Limited Saumya Polymers LLP Indogreen Plastic Technologies Astral Charitable Trust
b.	Joint Venture	Astral Pipes Limited
c.	Key Management Personnel	Mr. Sandeep P. Engineer Mrs. Jagruti S. Engineer Mr. K. R. Shenoy
d.	Relatives of Key Management Personnel	Sandeep P. Engineer HUF Late Mr. Bipin R. Mehta Mrs. Rekha B. Mehta Mrs. Hansa P. Engineer Mr. Kairav S. Engineer Mr. Saumya S. Engineer

2. Disclosure of transactions between the Company and related parties and the status of outstanding balances as on 31st March, 2015.

(₹ In Lacs)

Sr. No.	Related Party Transactions summary	Enterprises over which Key Managerial Personnel are able to exercise significant influence		Joint Venture #		Key Management Personnel		Relatives of Key Management Personnel		Total	
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Part 1: Transactions During the Year											
1	Purchase of Fixed Assets	-	232.17	-	-	-	-	-	-	-	232.17
2	Rent Received	0.85	4.05	-	-	-	-	-	-	0.85	4.05
3	Dividend Paid	82.69	58.48	-	-	114.85	90.24	25.63	20.13	223.17	168.85
4	Remuneration	-	-	-	-	280.60	252.84	37.06	34.67	317.66	287.51
5	Rent Paid	119.33	27.61	-	-	-	-	11.54	10.86	130.87	38.47
6	Deposit Given	-	88.00	-	-	-	-	-	-	-	88.00
7	Expenditure on Corporate Social Responsibility	176.89	-	-	-	-	-	-	-	176.89	-
8	Advance Given	81.00	-	-	-	-	-	-	-	81.00	-
9	Sale of Goods	-	-	280.11	332.35	-	-	-	-	280.11	332.35
10	Guarantees Given	-	-	-	1,972.01	-	-	-	-	-	1,972.01
11	Interest Income	-	-	-	8.51	-	-	-	-	-	8.51
Part 2: Balance at the end of the Period											
1	Deposit Given	88.00	88.00	-	-	-	-	-	-	88.00	88.00
2	Payable towards Expenses	-	-	-	-	63.53	67.98	-	1.65	63.53	69.63
3	Receivables	-	-	90.65	140.81	-	-	-	-	90.65	140.81
4	Guarantees Given	-	-	1,989.87	1,972.01	-	-	-	-	1,989.87	1,972.01
5	Advances Given	81.00	-	-	-	-	-	-	-	81.00	-

Transactions with Joint Venture have been disclosed at full value.

Notes forming part of the Consolidated Financial Statements

3. INFORMATION REGARDING SIGNIFICANT RELATED PARTY TRANSACTIONS/BALANCES

Part 1 : Transaction During the Year

(₹ In Lacs)

SR. No.	Particulars	2014-15	2013-14
1	Purchase of Goods		
	Kairav Chemicals Limited	-	232.17
2	Rent Received		
	Kairav Chemicals Limited	0.85	4.05
3	Dividend Paid		
	Saumya Polymers LLP	74.43	58.48
	Mr. Sandeep P. Engineer	82.25	65.10
	Mrs. Jagruti S. Engineer	32.00	25.14
	Mrs. Hansa P. Engineer	23.35	18.34
4	Remuneration		
	Mr. Sandeep P. Engineer	239.10	221.34
	Mrs. Jagruti S. Engineer	41.00	29.50
5	Rent Paid		
	Kairav Chemicals Limited	119.33	27.61
	Sandeep P. Engineer (HUF)	-	8.88
6	Deposit Given		
	Kairav Chemicals Limited	-	88.00
7	Sale of Goods		
	Astral Pipes Limited	280.11	332.35
8	Guarantees Given		
	Astral Pipes Limited	-	1,972.01
9	Interest Income		
	Astral Pipes Limited	-	8.51
10	Expenditure on Corporate Social Responsibility		
	Astral Charitable Trust	176.89	-

Part 2 : Balance at the end of the Year

(₹ In Lacs)

SR. No.	Particulars	2014-15	2013-14
1	Deposit Given		
	Kairav Chemicals Limited	88.00	88.00
2	Payable Towards Expenses		
	Mr. Sandeep P. Engineer	63.53	67.53
3	Receivables		
	Astral Pipes Limited	90.65	140.81
4	Guarantees Given		
	Astral Pipes Limited	1,989.87	1,972.01

Transactions with Joint Venture have been disclosed at full value.

Notes forming part of the Consolidated Financial Statements

28. SEGMENT INFORMATION:

The Group has identified business segments as its primary segment and geographical segments as its secondary segment. Business segments are primarily plastic products and adhesives. 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. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Geographical revenues are allocated based on the location of the customer. Geographical segments of the Group are within India and outside India.

A. Primary Segment:

(₹ In Lacs)

Business Segment	2014-15			
	Plastic Products	Adhesives	Eliminations	Total
Segment Revenue				
External Revenue	1,20,748.95	25,511.02	3,322.29	1,42,937.68
	<i>1,03,044.47</i>	<i>6,969.15</i>	<i>2,049.70</i>	<i>1,07,963.92</i>
Segment Results before other income, finance costs and tax	12,145.67	988.02		13,133.69
	<i>11,999.32</i>	<i>1,322.83</i>		<i>13,322.25</i>
Finance Costs				2,545.09
				<i>3,112.42</i>
Other Income				363.24
				<i>243.59</i>
Profit Before Taxes				10,951.84
				<i>10,453.42</i>
Tax Expense				3,134.39
				<i>2,523.65</i>
Profit For the Year				7,817.45
				<i>7,929.77</i>

(₹ In Lacs)

Particulars	For the Year Ended 31 st March, 2015			
	Business Segments		Eliminations	Total
	Plastic Products	Adhesives		
Segment Assets	78,207.52	16,899.82	934.39	94,172.95
	<i>67,634.18</i>	<i>1,350.08</i>	<i>723.53</i>	<i>68,260.73</i>
Segment Liabilities	25,604.44	4,941.70	358.75	30,187.39
	<i>21,433.13</i>	<i>590.25</i>	<i>232.65</i>	<i>21,790.73</i>
Segment Depreciation and Amortization	3,375.32	266.61	-	3,641.93
	<i>2,176.36</i>	<i>14.70</i>		<i>2,191.06</i>
Capital Expenditure	6,270.62	2,065.90	-	8,336.52
	<i>9,326.28</i>	<i>270.20</i>		<i>9,596.48</i>

B. Secondary Segment:

(₹ In Lacs)

Geographical Segment	Within India	Outside India	Total
Segment Revenue	1,31,363.78	11,573.90	1,42,937.68
	<i>1,05,613.70</i>	<i>2,350.22</i>	<i>1,07,963.92</i>
Segment Asset	86,304.67	7,868.28	94,172.95
	<i>67,029.53</i>	<i>1,231.20</i>	<i>68,260.73</i>
Capital Expenditure	6,563.83	1,772.69	8,336.52
	<i>9,440.38</i>	<i>156.10</i>	<i>9,596.48</i>

Figures in Italics are of Previous Year

Notes forming part of the Consolidated Financial Statements

Unallocable Segment Assets and Liabilities excluded in above:

(₹ In Lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
Assets:		
Goodwill on Consolidation	21,439.37	52.73
MAT Credit Entitlement	918.50	1,123.28
Total	22,357.87	1,176.01
Liabilities:		
Long-term borrowings	12,127.67	8,060.58
Short-term borrowings	1,744.23	1,773.22
Current maturities of long-term borrowings	6,391.69	4,361.58
Deferred tax liabilities (Net)	1,766.31	1,182.75
Minority interest	1,653.03	72.40
Proposed Dividend and tax thereon	319.57	262.96
Provision for Income Tax	462.79	400.79
Total	24,465.29	16,114.28

- 29.** On 10th December 2014, the company allotted 59,84,519 Equity Shares of ₹1 each for cash at a premium of ₹401.52 per equity shares aggregating to ₹24,088.89 Lacs, pursuant to shares issued under Qualified Institutional Placement (QIP). The company has utilized all the proceeds as per offer document; there is no unutilized fund as on 31st March 2015.

30. DERIVATIVE INSTRUMENTS:

The Company uses foreign currency forward contracts and currency options to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The use of foreign currency forward contracts is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The Company does not use forward contracts and Currency Options for speculative purposes.

- (a) Outstanding Forward Exchange Contracts entered into by the Company:

As at	No. of Contracts	Buy / Sell	US \$ Equivalent (Lacs)	INR Equivalent (Lacs)
March 31, 2015	3	Buy	41.00	2,500.00
March 31, 2014	3	Buy	41.99	2,514.52

Expenditure on account of premium on forward exchange contracts to be recognized in the Consolidated Statement of Profit and Loss of subsequent accounting period aggregates to ₹81.53 Lacs (Previous Year : ₹99.41 Lacs).

- (b) Outstanding Option Contracts entered into by the Company:

As at	No. of Contracts	Buy / Sell	US \$ Equivalent (Lacs)	INR Equivalent (Lacs)
March 31, 2015	2	Buy	61.25	3,828.13
March 31, 2014	2	Buy	30.00	1,796.70

- (c) Interest rate swaps to hedge against fluctuations in interest rate changes: No. of contracts: 1 (Previous Year: Nil)

Foreign Currency Exposures not hedged by derivative instruments as at 31st March, 2015 on payable amounting US\$ 400.76 Lacs and EURO 2.41 Lacs Equivalent ₹25,214.71 Lacs (Previous Year: US\$ 310.79 Lacs, EURO 11.47 Lacs and GBP 0.01 Lacs Equivalent ₹19,557.69 Lacs) and on receivables amounting US\$ 2.50 Lacs and GBP 5.52 Lacs Equivalent ₹665.89 Lacs (Previous Year: US\$ 6.66 Lacs and GBP Nil Equivalent ₹398.54 Lacs).

Foreign Exchange Loss (Net) of ₹895.73 Lacs (Previous Year: Exchange Loss (Net) of ₹2,647.84 Lacs) for the year has been included in respective heads of Consolidated Statement of Profit and Loss.

Notes forming part of the Consolidated Financial Statements

31. GOODWILL ON CONSOLIDATION:

(₹ In Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Opening Balance	52.73	Nil
Add : On acquisition of shares in Subsidiaries/ Joint Venture during the year	21,386.64	69.04
	21,439.37	69.04
Less : Capital Reserves on consolidation (Refer Note No. 2)	-	16.31
Total	21,439.37	52.73

32. ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT, 2013 OF ENTERPRISES CONSOLIDATED AS SUBSIDIARY/JOINT VENTURE:

Name of the Entity	Net Assets, i.e., total assets minus total liabilities		Share of Profit or (loss)	
	As % of consolidated net assets	Amount (₹ In Lacs)	As % of consolidated profit or loss	Amount (₹ In Lacs)
Parent	98.39	60,882.88	88.20	6,694.07
Subsidiary Companies				
<u>Indian</u>				
1 Astral Biochem Private Limited	-	-	-	-
2 Advanced Adhesives Limited	1.56	963.41	6.39	485.07
3 Resinova Chemie Limited	2.17	1,341.26	5.10	387.08
4 Indo Green Plastic Technologies	(0.02)	(11.61)	(0.21)	(15.93)
<u>Foreign</u>				
Seal It Services Limited	0.88	544.71	4.27	324.28
Minority Interests in all subsidiaries	(2.67)	(1,653.03)	(3.00)	(228.05)
Joint Ventures (as per proportionate consolidation)				
<u>Foreign</u>				
Astral Pipes Limited	(0.31)	(189.47)	(0.75)	(57.12)

33. Previous year figures have been regrouped /reclassified to confirm to the current year's classification.

For and on behalf of the Board of Directors

(Sandeep P. Engineer)
Managing Director

(Jagruti S. Engineer)
Whole Time Director

Date : 28th May, 2015
Place : Ahmedabad

(Hiranand A. Savlani)
Chief Financial Officer

(Krunal D. Bhatt)
Company Secretary

Resinova Chemie Ltd.



Introducing Resinova Chemie Limited our newest acquisition.

RESINOVA

an  ASTRAL company



Resinova Chemie Limited was started in 1987, the company presently manufactures adhesives and sealants with a focus on business of building brands.

Backed by world-class manufacturing facilities



A diverse product range

Most of our Products are among the 1st three Brands in their categories such as Bondtite is second to Araldite, Bondset trails M-Seal, Resibond is second to Anabond and Vetra is second to Feviquick in their respective markets.



Strong R&D, Marketing and Sales teams.

- Very strong focus on R&D and Q.C leading to new developments and products which find better acceptability of customers.

- IT usage and fully tech savvy environment are strengths of Resinova. All 350 sales and marketing staff are connected through laptops and software regularly updated for catering to changing needs of marketing department.

World Class Product Range



ASTRAL **FLOWGUARD PLUS** PIPE & FITTINGS™

'FlowGuard™' is the registered mark of The Lubrizol Corporation.
The Lubrizol Corporation is a Berkshire Hathaway company.'



ASTRAL **CORZAN HP** INDUSTRIAL SYSTEMS

'Corzan®' is the registered mark of The Lubrizol Corporation.
The Lubrizol Corporation is a Berkshire Hathaway company.'



ASTRAL **BENDABLE** MULTILAYER PIPE

'Bendable' is the registered mark of The Lubrizol Corporation.
The Lubrizol Corporation is a Berkshire Hathaway company.'



ASTRAL **BlazeMaster** FIRE SPRINKLER SYSTEMS

'BlazeMaster®' is the registered mark of The Lubrizol Corporation.
The Lubrizol Corporation is a Berkshire Hathaway company.'



ASTRAL **Foamcore** PVC PIPE FOR DWV & UNDERGROUND SYSTEMS



ASTRAL **DWV** DRAIN WASTE & VENT LEAK PROOF SYSTEM



ASTRAL **UNDERGROUND** DRAINAGE SYSTEMS



ASTRAL **wavin** AS

World Class Product Range



**ASTRAL
ULTRADRAIN®**
CONVENTIONAL SYSTEM



**ASTRAL
Aquarius®**
STANDARDS REDEFINED
uPVC PLUMBING SYSTEM FOR OUTER LOOP LINES



**ASTRAL
BORE-WELL**
LEAD FREE UPVC COLUMN PIPES



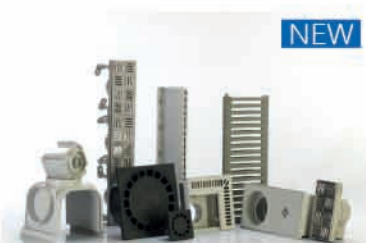
**ASTRAL
AquaSAFE®**



**ASTRAL
DRAINMASTER**
SUPERIOR PUSH-FIT SYSTEM



WELD-ON®



**ASTRAL FIRST
CORPORATION**



**ASTRAL
Wire Guard**
Conduit Pipes & Fittings



ASTRAL Clamps & Hangers

Astral Poly Tech acquires 76 per cent in Resinova for Rs 213 crore



21 NOV 2014

MUMBAI: Ahmedabad-based Astral Poly Technik, a major player in CPVC pipes and fittings industry, today said it has acquired 76 per cent stake in Resinova Chemie Ltd (Resinova) for a deal value of Rs 212.8 crore. Astral Poly Technik has acquired 76 per cent stake in Resinova Chemie for a total deal value of Rs 212.8 crore and transaction values Resinova at an enterprise valuation of Rs 289 crore, a company statement said.

The company Resinova is into manufacturing and marketing of highly diversified range of adhesives and sealants and sells its products in approximately 50 brands.

In August 2014, Astral had completed the acquisition of 80 per cent stake in UK-based Seal It Services Ltd (Seal-It) which manufactures and sells a comprehensive range of sealants, adhesives, water proofing, cleaning products.

Commenting on the transaction, Astral MD Sandeep Engineer said, "Astral has established itself as a strong participant in the CPVC pipes and fittings sector. In high-growth Indian adhesive market, the Resinova acquisition provides a strong platform which is highly complementary to Astral strengths."

This acquisition will synergise with Astral existing businesses by deepening and widening its product offerings. Seal-It and Resinova will enable building a robust and valuable adhesive business, he added.



Resinova MD Vijay Panikh said the strategic move between two fast growing companies in synergistic sectors has exceptional potential to develop the adhesive market in India.

"Combined with Astral presence in the international market, thrust will be on using technical strength and distribution network of both companies to harness the potential of this business," Panikh added.

Astral rocks D-Street by rallying over 3400% in last 5 years

The rally is thanks to two stock splits — one in 2010 and the other one in 2013. Brokerage firm Dolat Capital says, "We expect growth trajectory to be driven by new products - Blaze Master, Bore well column pipes and adhesives. Exclusivity in Blaze Master will go a long way to establish. Near-term consolidation will be helpful to sustain outperformance in the medium term."

20-25% topline growth next year

Ahmedabad-based Astral Poly Technik expects a 20-25 percent topline growth next year driven by two foreign acquisitions which are doing extremely well. CFO Hiranand Savlani told CNBC-TV18 on the sidelines of Antique Conference that there is enormous scope to improve margins from current levels.



If undelivered please return to:



ASTRAL POLY TECHNIK LIMITED CIN: L25200GJ1996PLC029134

Registered & Corporate Office: 207/1, 'Astral Hosue', B/h Rajpath Club, Off S. G. Highway, Ahmedabad - 380059, Gujarat, India.
Phone: +91-79-6621 2000 | Fax: +91-79-6621 2121 | Email: info@astralpipes.com | Website: www.astralpipes.com



ASTRAL POLY TECHNIK LIMITED
CIN : L25200GJ1996PLC029134

Registered Office : "ASTRAL HOUSE" 207/1, B/h Rajpath Club, Off. S.G. Highway, Ahmedabad-380 059, Gujarat, India.
Tel No.: 079 66212000 **Fax No.:** 079-66212121 **E-Mail:** co@astralpipes.com **Website:** www.astralpipes.com

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Members of ASTRAL POLY TECHNIK LIMITED will be held on Tuesday, the 11th day of August, 2015 at 10 a.m. at "Rajpath Banquet Hall, Rajpath Club, Sarkhej Gandhinagar Road, Ahmedabad- 380 059, Gujarat" to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the audited financial statements of the Company for the financial year ended 31st March, 2015, together with the reports of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015, together with the report of the Auditors thereon.
2. To confirm Interim Dividend declared by the Board of Directors.
3. To declare Final Dividend on Equity Shares.
4. To consider re-appointment of Mrs. Jagruti S. Engineer (DIN : 00067276), who retires by rotation and being eligible, offers herself for re-appointment.
5. To ratify the appointment of Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution **as an Ordinary Resolution:**

"RESOLVED THAT in terms of the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and pursuant to the resolution passed by the members at the Eighteenth Annual General Meeting held on 25th August, 2014, the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (Registration No. 117365W), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 20th Annual General Meeting, be and is hereby ratified at such remuneration as shall be fixed by the Board of Directors of the Company in consultation with the Auditors."

SPECIAL BUSINESS:

6. To appoint Mr. Anil Kumar Jani (DIN:07078868) as a Director and in this regard, to consider and if thought fit, to pass the following resolution **as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Kumar Jani (DIN: 07078868), appointed as an Additional Director of the Company with effect from 28th January, 2015 pursuant to the provisions of Section 161 of the Act and the Articles of Association

of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Act signifying his intention to propose the candidature of Mr. Anil Kumar Jani for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of this Meeting."

7. To appoint Mr. Narasinh Krishna Balgi (DIN: 00163468) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution **as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Narasinh Krishna Balgi (DIN: 00163468), appointed as an Additional Director of the Company with effect from 28th January, 2015 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for 5 (five) consecutive years i.e. for a term up to 27th January, 2020."

8. To approve re-appointment of Mr. Sandeep P. Engineer (DIN: 00067112) as a Managing Director and in this regard, to consider and if thought fit, to pass the following resolution **as a Special Resolution:**

"RESOLVED THAT pursuant to Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V of the Act, and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sandeep P. Engineer be and is hereby re-appointed as a Managing Director of the Company for a further period of 3 (three) years with effect from 1st February, 2015 on the following terms and conditions:

- (i) A salary of ₹13,82,400/- (Rupees Thirteen Lacs Eighty Two Thousand Four Hundred Only) per month shall be paid for the first year, including but not limiting to house rent allowance, contribution to super annuation fund, gratuity and all other benefits that he is entitled to in accordance with the Company's Rules and Regulations in force from time to time.

(ii) The Managing Director shall be entitled to a yearly increment at the rate of 20% of the Salary mentioned above on cumulative basis.

(iii) The Company shall reimburse to the Managing Director all the actual expenses incurred wholly, necessarily and exclusively for and on behalf of the Company and / or incurred in performance of the duties of the Company.

RESOLVED FURTHER THAT the Managing Director shall be entitled to an incentive payment at the rate of 1% (one percent) of Profit Before Tax (PBT) of the Company in addition to the above mentioned salary, increment and reimbursement of expenses.

RESOLVED FURTHER THAT in case of loss or inadequacy of profits, the Managing Director be paid remuneration within the limits as prescribed under Section II of Part II of Schedule V to the Act."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary the remuneration of the Managing Director from time to time within the limits prescribed and permitted under Section 197 read with Schedule V of the Act, and other applicable provisions, if any, of the Act, as amended from time to time, during his term of office without being required to seek any fresh approval of the members of the Company and the decision of the Board of Directors shall be final and conclusive in this regard.

RESOLVED FURTHER THAT the Managing Director shall not be liable to retire by rotation in terms of the provisions of the Act.

RESOLVED FURTHER THAT the Chairman of the Company be and is hereby authorised to finalize other terms of appointment and scope of work as may be in the overall interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and sign agreements, forms, declarations, returns, letters and papers as may be necessary, desirable, expedient to give effect to this resolution."

9. To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis and in this regard, to consider and if thought fit, to pass the following resolution **as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and other applicable SEBI regulations and guidelines, the provision of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules and regulations and guidelines, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to redeemable secured / unsecured Non-Convertible Debentures (NCDs) but not limited to subordinated

Debentures, bond, and / or other debt securities, etc., on a private placement basis, in one or more tranches, during the period of one year from the date of passing of this Resolution by the Members, upto an amount not exceeding ₹100 Crores (One Hundred Crores Only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / Committee be and is hereby authorised to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium / discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard."

10. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act 2013 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution **as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the 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 such acts and take such actions as may be necessary, expedient and proper to give effect to this resolution."

11. To approve remuneration of the Cost Auditors for the financial year ending 31st March, 2016 and in this regard, to consider and if thought fit, to pass the following resolution **as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

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

Date : 28th May, 2015
Place : Ahmedabad

Sandeep P. Engineer
Managing Director

Regd. Office:
"ASTRAL HOUSE", 207/1, B/h Rajpath Club,
Off. S.G. Highway, Ahmedabad – 380059
CIN : L25200GJ1996PLC029134

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL, INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10 % OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE LOGGED/ DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Brief resume and other details of the directors being appointed/ re-appointed in the Annual General Meeting are provided in the explanatory statement to the notice and Corporate Governance Report forming part of the Annual Report.
6. Relevant documents referred to in the accompanying Notice and the statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

Members desirous of obtaining any information concerning the Accounts and Operations of the Company are requested to address their questions to the Company Secretary of the Company so as to reach at least seven days before the date of the meeting, so that the information may be made available at the meeting to the best extent possible.

7. Pursuant to the Provisions of Section 91 of Companies Act, 2013 and as per Clause 16 of Listing Agreement, The Register of Members and the Share Transfer Books of the Company shall remain closed from **5th August, 2015 to 11th August, 2015 (Both days inclusive)** for determining the entitlement of shareholders for payment of Final Equity Dividend.

The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched commencing on or from 12th August, 2015 to those members whose names shall appear on the Company's Register of Members on 4th August, 2015. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Bigshare Services Private Limited ("Bigshare") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

For effecting changes in address/bank details/ECS (Electronic Clearing Service) mandate, members are requested to notify:

- (i) R&T Agent of the Company, viz. Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Andheri (E), Mumbai-400072, Ph. No. 022-40430200 if shares are held in physical form; and
 - (ii) Their respective Depository Participant (DP), if shares are held in electronic form.
8. The Annual Report of the Company, circulated to the Members of the Company, will be made available on the Company's website at www.astralpipes.com and also on the website of the Stock Exchanges.

9. Pursuant to the provisions of the Companies Act, the dividend which remains unclaimed /unpaid for a period of seven years from the date of transfer to the unclaimed/unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Accordingly, the unclaimed dividend in respect of financial year 2007-08 is due for transfer in July, 2015. The members, who have not encashed the above referred unclaimed/unpaid dividend, may please approach the Company and/or R&T Agent for payment of such unpaid dividend. Shareholders may please note that no claim of dividend will be entertained after the transfer of unclaimed dividend to the Investor Education & Protection Fund (IEPF).

The detailed dividend history along with due dates of transfer to IEPF and details of unclaimed dividend are available on Investor Relation page on the website on the Company.

10. Bigshare Services Private Limited is the Registrar & Share Transfer Agent (R&T Agent) of the Company. All Investor related communications may be addressed to Bigshare Services Private Limited at the following address:

Bigshare Services Private Limited

E-2/3, Ansa Industrial Estate,
Sakivihar Road, Andheri (E), Mumbai-400072,
Ph. No. 022-40430200, Fax No. 022-28475207
E-mail: investor@bigshareonline.com
Website: www.bigshareonline.com

11. In line with the Green initiative of Ministry of Corporate Affairs, the Company, instead of supplying complete and full Annual Reports to all the Shareholders shall supply Soft copies of full Annual Reports to all those Shareholders who have registered their email addresses with the depository participant & physical hard copies will be dispatched to others.

In case any member desires to get hard copy of Annual Report, they can write to Company at Registered Office address or email to co@astralpipes.com.

12. SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) **The voting period begins on 8th August, 2015 (9.00 am) and ends on 10th August, 2015 (5.00 pm).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 4th August, 2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	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) - 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 8 digits of the sequence number (printed on address label) in the PAN field. - In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Astral Poly Technik Limited.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non-Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com/> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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, under help section or write an email to helpdesk.evoting@cdslindia.com

13. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
14. A person, whose name is recorded in the register of member or in the register of beneficial owners maintained by the depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
15. Ms. Monica Kanuga, PCS (Membership No.: FCS: 3868; CP No: 2125), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
16. At the AGM, at the end of the discussion on the resolution on which e-voting is to be held, the Chairman shall, with the assistance of the Scrutinizer order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
17. The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and there after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated scrutinizer's Report of the total votes cast in favour of or against, if any not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman or any person authorised by the Chairman shall declare the result of the voting forthwith.
18. The result along with Scrutinizer's Report will be placed on the Company's website: www.astralpipes.com and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to the BSE Ltd. and National Stock Exchange of India Ltd.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 6

Mr. Anil Kumar Jani was appointed as an Additional Non-Executive Director by the Board of Directors on 28th January, 2015. He holds office upto the date of ensuing Annual General Meeting. Pursuant to provisions of section 160 of the Companies Act, 2013 ('the Act'), the Company has received a notice from a member proposing his candidature for the office of Director along with the requisite deposit.

Mr. Jani, 64, a Chemical Engineer has worked as an Inspector of Factories for 26 years after initially working in the private sector for 4 years. He has also worked as Chemical Inspector of Factories and looked after factories of the whole State of Gujarat. He retired as a Dy. Director (Industrial Safety & Health). He is also director of Advanced Adhesives Limited (Subsidiary of the Company). He holds 1120 equity shares of the Company.

Mr. Anil Kumar Jani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

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

None of the Directors, Key Managerial Personnel or their relatives except Mr. Anil Kumar Jani, is, in any way, concerned or interested in the resolution except in their capacity as shareholders.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7

Mr. Narasinh Krishna Balgi was appointed as an Additional Independent Director by the Board of Directors on 28th January, 2015. He holds office upto the date of ensuing Annual General Meeting. It is proposed to appoint him as an Independent Director for a period of five years from his date of appointment as an additional director i.e. upto 27th January, 2020. Pursuant to provisions of Section 160 of the Companies Act, 2013 the Company has received a notice from a member proposing his candidature for the office of Director along with the requisite deposit.

Mr. Balgi, 71 a Mechanical Engineer from VJTI, Mumbai has been serving Plastic Industry for last 44 years and has wide experience in the area of Quality Assurance, Manufacturing Systems, Technology Transfer and Executive Functions of – Sales & Marketing, Human Resource Development and overall financial management of the organization. He is also member of various prestigious institutes/association concerning the Plastic Industry. He is also director of Ferromatik Milacron India Pvt. Ltd., Plastics Machinery Manufacturers Association of India and Indian Machine Tool Manufacturers Association. He holds 2530 equity shares of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Further he also fulfills the Conditions specified in Section 149(6) read with Schedule IV of the Act and rules made thereunder. A copy of Draft letter for the appointment of Mr. Narasinh Krishna Balgi as an Independent Director setting out the terms and conditions is available for inspection by any member at the registered office of the Company during the normal business hours on any working day excluding Saturdays, Sundays and a National Holidays.

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

None of the Directors, Key Managerial Personnel or their relatives except Mr. Narasinh Krishna Balgi, is, in any way, concerned or interested in the resolution except in their capacity as shareholders.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No. 8

Mr. Sandeep P. Engineer was earlier appointed as a Managing Director of the Company by members in their Annual General Meeting held on 13th August, 2012 for a period of three year with effect from 1st February, 2012 i.e. upto 31st January, 2015. Since his term was close to expiry, the Board of Directors in its meeting held on 27th October, 2014 approved his re-appointment on revised terms and conditions for a further period of three years with effect from 1st February, 2015 subject to approval of members in the ensuing Annual General Meeting.

Mr. Engineer, 54 is a dynamic entrepreneur and a visionary and philanthropist. His exceptional vision, dedication, passion and leadership have taken the Company to newer heights in manufacturing CPVC PIPES, FITTINGS AND VALVES etc. Under his leadership, the Company has become a focused player in the space of CPVC and PVC pipes and fittings among other plumbing products with excellent pan India reach. He has vast experience in managing the Company's affairs and has contributed significantly towards its growth. He is actively involved in expanding the business activities embarking upon new projects. He has been instrumental in diversifying into adhesive business and recent acquisition of controlling stake in two leading adhesive companies viz. Resinova Chemie Limited and Seal IT Services Limited, UK. He is also director of Astral Biochem Pvt. Ltd., Advanced Adhesives Ltd., Kairav Chemicals Ltd., Resinova Chemie Ltd., Seal IT Services Ltd., UK, Calder Distribution Ltd., UK and Astral Pipes Ltd., Kenya. He is member Audit Committee of Resinova Chemie Ltd., He holds 2,36,71,410 equity shares of the Company.

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

None of the Directors, Key Managerial Personnel or their relatives except Mr. Sandeep P. Engineer and Mrs. Jagruti S. Engineer (relative), is, in any way, concerned or interested in the resolution except in their capacity as shareholders.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

Annexure forming part of the Explanatory Statement as required to be given pursuant to Part II of Schedule V of the Companies Act, 2013.

i. General Information

(1) Nature of Industry:

The Company is engaged in the business of manufacturing of PVC/CPVC Pipes and fittings.

(2) Date of commencement of commercial production:

The Company is in the business of manufacturing of PVC/CPVC Pipes and fittings since 1996.

(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:

(₹ In Lacs)

Particulars	FY 2014-15
Total Income	1,25,515.09
Total Expenditure	1,15,854.36
Profit Before tax	9,660.73
Profit After tax	6,884.49

(5) Foreign Investments & Collaborations if any:

The Company has 37.50% holdings in Equity Share Capital of its Joint Venture Company namely, Astral Pipes Limited established in Kenya and 80% holding in its subsidiary company viz. Seal IT Services Ltd., established in United Kingdom as of 31st March, 2015.

ii. Information about the appointee

(1) Background Details:

Mr. Sandeep P. Engineer, by qualification is BE [Chemical] and he started his career as Project Engineer with Cadila Laboratories Ltd.

In 1986, he started a unit, Shree Chemicals in Vatva to manufacture pharmaceutical bulk drugs and thereafter started a second unit Kairav Chemicals Ltd. at Santej to manufacture bulk drugs.

He was looking for a diversified new business and hence brought CHLORINATED POLY VINYLE CHLORIDE [CPVC] into this part of globe and set up Astral Poly Technik Pvt. Ltd., under license from Lubrizol and techno financial Joint Venture with Specialty Process LLC of USA to manufacture CPVC Piping Systems for Hot & Cold Water Distribution System and also Aquarius Lead Free PVC Systems.

He has been the Managing Director of the Company since 2006 and has contributed significantly towards the growth of the Company.

(2) Past Remuneration:

The remuneration paid to Mr. Sandeep Engineer during last 3 years is as follows:

Financial Year	₹ In Lacs
2014-15	239.10
2013-14	221.34
2012-13	177.90

(3) Recognition or awards:

Under the Leadership of Mr. Sandeep P. Engineer, the Company has received following awards recently-

- "Business Standard Star SME of the year 2013 Award". The Growth story of the Company with its continuous expansion and scaling up its Production Capacity has impressed the Jury which led to your Company winning this Award.
- "Inc. India Innovative 100 – for the year 2013 Award". It was presented by Shri Prithwiraj Choudhury, Assistant Professor, Harvard Business School at a function held at New Delhi. The award was in recognition of smart innovation by Small & Mid-Sized Companies in India.
- Trophy for being a "Finalist in Top 15 out of 350 Nominees for the EY Entrepreneur of the year Award, 2013".

(4) Job profile and his suitability:

Mr. Sandeep P. Engineer has been associated with the Company since its inception having rich hands on experience for CPVC/PVC Pipes and fittings business. He is managing day-to-day affairs of the Company. Having regard to his vast experience, the Nomination and Remuneration Committee/ Board of Directors of the Company is of the opinion that Mr. Sandeep P. Engineer is eminently suitable to hold the position and the proposed remuneration is reasonable.

(5) Remuneration proposed:

As provided in the resolution.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and the person:

The Company has no information to offer, but having regard to the versatile experience and responsibility of the position held by Mr. Sandeep P. Engineer, the Remuneration Committee/Board of Directors is of the opinion that the proposed remuneration is quite reasonable.

(7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:

Mr. Sandeep P. Engineer is a Promoter of the Company holding 2,36,71,410 (20%) Equity Shares. His wife, Mrs. Jagruti S. Engineer, holds the office of the Whole Time Director of the Company.

iii. Other Information

(1) Reasons for Loss or Inadequacy of Profits:

The Company has not incurred any loss and the profits are also adequate. However, the provision for payment of minimum remuneration is being made in the proposal only to take care of any unforeseen situation resulting in losses or inadequate profits.

(2) Steps taken or proposed to be taken for improvement:

Not Applicable.

(3) Expected increase in productivity and profits in measurable terms:

Not Applicable.

iv. Disclosures

The Corporate Governance report which forms a part of the Directors' Report contains details of remuneration of all the Directors.

Item No. 9

As per the provisions of Section 42 of the Companies Act, 2013 ("the Act") and the rules made thereunder, a Company offering or making an invitation to subscribe to redeemable secured / unsecured Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain the prior approval of the members by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and an invitation for such NCDs to be made during the year.

It is proposed to offer or invite subscriptions for NCDs including subordinated debentures, bonds, and / or other debt securities, etc., on private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the members, upto an amount not exceeding ₹100 Crores, as may be approved by the members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any of the Act and the rules made thereunder.

None of the Directors, Key Managerial Personnel or their relatives, is, in any way, concerned or interested in the resolution except in their capacity as shareholders.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

Item No. 10

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 Companies Act, 2013.

Consequent upon coming into force of the Companies Act, 2013 several regulations of the existing AoA of the Company require alteration or deletion in several articles. Hence, it is expedient to replace the existing AoA by a new set of Articles.

The Company cannot alter its Articles of Association without the approval of members by passing a Special Resolution. The new set of Articles of Association is available for inspection at the Registered Office of the Company on any working day during business hours excluding Saturdays, Sundays and a National Holidays. The proposed new draft AoA has been uploaded on the Company's website for perusal of the members.

None of the Directors, Key Managerial Personnel or their relatives, is, in any way, concerned or interested in the resolution except in their capacity as shareholders.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the members.

Item No. 11

The Board of Directors after considering the recommendation of Audit Committee, appointed M/s V.H. Savaliya & Associates, Cost Accountants as the Cost Auditors to carry out the audit of cost records of the Company for the financial year ending on 31st March, 2016 and decided the remuneration of ₹1.25 Lacs (Rupees One Lac and Twenty Five Thousand only) plus out of pocket expenses.

As per the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration to the cost auditors fixed by the Board of Directors shall be ratified by the members by passing a resolution.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in item No. 11 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2016.

None of the Directors, Key Managerial Personnel or their relatives, is, in any way, concerned or interested in the resolution except in their capacity as shareholders.

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

By Order of the Board of Directors

Date : 28th May, 2015

Place : Ahmedabad

Sandeep P. Engineer
Managing Director

Regd. Office:

"ASTRAL HOUSE", 207/1, B/h Rajpath Club,
Off. S.G. Highway, Ahmedabad – 380059
CIN : L25200GJ1996PLC029134



ASTRAL POLY TECHNIK LIMITED

CIN : L25200GJ1996PLC029134

Registered Office : "ASTRAL HOUSE" 207/1, B/h Rajpath Club, Off. S.G. Highway, Ahmedabad-380 059, Gujarat, India.

Tel No.: 079 66212000 **Fax No.:** 079-66212121 **E-Mail:** co@astralpipes.com **Website:** www.astralpipes.com

FORM MGT -11

Proxy form

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

Name of the member (s)	:	_____
Registered address	:	_____
E-mail Id	:	_____
Folio No/ Client Id	:	_____
DP ID	:	_____

I/We, being the member (s) of _____ shares of the above named Company, hereby appoint.

- | | | |
|-----------|---|----------------------------|
| Name | : | _____ |
| Address | : | _____ |
| E-mail Id | : | _____ |
| Signature | : | _____ or failing him _____ |
- | | | |
|-----------|---|----------------------------|
| Name | : | _____ |
| Address | : | _____ |
| E-mail Id | : | _____ |
| Signature | : | _____ or failing him _____ |
- | | | |
|-----------|---|----------------------------|
| Name | : | _____ |
| Address | : | _____ |
| E-mail Id | : | _____ |
| Signature | : | _____ or failing him _____ |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Tuesday, the 11th day of August, 2015 At. 10 a.m. at "Rajpath Banquet Hall, Rajpath Club, Sarkhej Gandhinagar Road, Ahmedabad- 380 059, Gujarat, India"and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

- To receive, consider and adopt:
 - the audited financial statements of the Company for the financial year ended 31st March, 2015, together with the reports of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015, together with the report of the Auditors thereon.
- To confirm Interim Dividend declared by the Board of Directors.
- To declare Final Dividend on Equity Shares.
- To consider re-appointment of Mrs. Jagruti S. Engineer (DIN: 00067276), who retires by rotation and being eligible, offers herself for re-appointment.
- To ratify the appointment of Auditors and to fix their remuneration.
- To appoint Mr. Anil Kumar Jani (DIN: 07078868) as a Director.

7. To appoint Mr. Narasinh Krishna Balgi (DIN: 00163468) as an Independent Director
8. To approve re-appointment of Mr. Sandeep P. Engineer (DIN: 00067112) as a Managing Director.
9. To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.
10. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act 2013.
11. To approve remuneration of the Cost Auditors for the financial year ending 31st March, 2016.

Signed this _____ day of _____ 2015

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

Affix
revenue
stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the Meeting.



ASTRAL POLY TECHNIK LIMITED

CIN : L25200GJ1996PLC029134

Registered Office : "ASTRAL HOUSE" 207/1, B/h Rajpath Club, Off. S.G. Highway, Ahmedabad-380 059, Gujarat, India.

Tel No.: 079 66212000 **Fax No.:** 079-66212121 **E-Mail:** co@astralpipes.com **Website:** www.astralpipes.com

ATTENDANCE SLIP

Folio No. : _____ DP ID No. _____ Client ID No. _____

Name of Member : _____

Name of Proxy Holder : _____

No. of Share(s) Held : _____

I hereby record my presence at the 19th Annual General Meeting of Astral Poly Technik Limited held on Tuesday, 11th August, 2015 at 10 a.m. at Rajpath Banquet Hall, Rajpath Club, Sarkhej Gandhinagar Road, Ahmedabad- 380 059, Gujarat.

Signature of Member/Proxy

Note:

1. Members/proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Members are requested to bring their copy of Annual Report for reference at the meeting.

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