

**ANDHRA PRADESH
TANNERIES LIMITED**

**FORTY-FOURTH
ANNUAL REPORT**

2017-18

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Ms. Sugandha Shelatkar	Independent Director
Ms. Uma Yelavarthy	Director
Mr. Glen Sylvester Mascarenhas	Independent Director
Mr. Subramanian SundaramKamakshi(upto22nd May, 2018)	Independent Director

REGISTERED OFFICE

Leather Complex Area, Nellimarla, Vizianagram District,
Andhra Pradesh-535 217

CIN: L19110AP1974PLC001711

Website: www.aptl.net.in

Tel No.: 022-24934923 Fax No.: 022-24934924

Email: sugandhas78@rediffmail.com

REGISTRAR & SHARE TRANSFER AGENT

Satellite Corporate Services Private Limited

Unit No. 49, Bldg No. 13 AB, 2nd floor ,

Samhita Commercial Co-op Society Ltd.

Off Andheri Kurla Road, MTNL Lane,

Sakinaka, Mumbai- 400 072.

Tel: 022 –28520461/ 28520462

Email: service@satellitecorporate.com

ROUTE MAP OF THE VENUE OF ANNUAL GENERAL MEETING



ANDHRA PRADESH TANNERIES LIMITED

Venue of the Annual General Meeting

Leather Complex Area, Nellimarla, Vizianagaram, Andhra Pradesh-535217

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the Forty fourth Annual General Meeting of the members of ANDHRA PRADESH TANNERIES LIMITED will be held at Leather Complex Area, Nellimarla, Vizianagram District, Andhra Pradesh- 535 217on, Wednesday, September 26, 2018 at 3.00 p.m.to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Uma Yelavarthy (DIN: 07293822), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass the following resolution as an Special Resolution:
“**RESOLVED THAT** in suppression of the earlier resolution passed from time to time, the consent of the Company be and is hereby accorded under Section 180(1)(c) and other applicable provisions if any of the Companies Act, 2013 to the extent applicable to the Board of Directors of the Company for borrowing from time to time all such sums of money as they may deem requisite for the purpose of the business of the Company notwithstanding that money to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) will exceed the aggregate of the paid up share capital of the Company and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount upto which money may be borrowed by the Board of Directors shall not, at any time, exceed the sum of Rs. 100 Crores/- (Rupees Hundred Crores only) at any point of time exclusive of interest.”
4. To consider and if thought fit, to pass the following resolution as an Special Resolution:
“**RESOLVED THAT** in suppression of the earlier resolution passed from time to time, the consent of the Company, be and is hereby accorded under Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 to the extent applicable to the Board of Directors of the Company to mortgage and/ or charge and/ or hypothecate, on such terms and conditions and at such time or times, and in such form or manner, as it may think fit, the whole or substantially the whole of any one or more of the undertakings of the Company including the present and/ or future properties whether movable or immovable, comprised in any existing undertaking or undertakings of the Company, as the case may be for the purpose of securing financial assistance not exceeding Rs. 100 Crores/- (Rupees Hundred Crores only) at any point of time by way of any of the following namely Term Loans in Indian Rupees and Foreign Currency, Export Credit, Equipment Credit Scheme, Leasing Credit Facilities or other facilities from the Financial Institutions and/or Bankers and/ or any other parties together with interest thereon, commitment charges, liquidated damages, costs, charges, expenses and other moneys payable by the Company to the respective Financial Institutions and/ or Bankers and/or other parties in terms of their respective Loan Agreements/Deeds of Agreements/ Hypothecation Agreements/ Letters of Sanction/Memorandum of terms and conditions entered into or to be entered into by the Company in respect of the said financial assistance, such security to rank paripassu with or second or subservient to the mortgages and/ or charges and/ or hypothecation already created or to be created in future by the Company or in such other manner as may be agreed to between the concerned parties and as may be thought expedient by the Board of Directors.”

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and in holding not more than ten percent (10%) of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Proxies in order to be effective must be received by the company at its registered office not later than forty eight hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. At the Forty third Annual General Meeting (AGM) held on 11th August, 2017 the members approved the appointment of M/s Ajay Dhoot & Co., Chartered Accountants, Mumbai, (FRN No. 100196W) as the Statutory Auditors for a period of 5 (five) consecutive years from the conclusion of the Forty Third AGM till the conclusion of the Forty eighth AGM to be held in 2022 subject to ratification of their appointment by the Members at every AGM held thereafter. Section 139 of the Act has been amended vide the Companies (Amendment) Act, 2017 by the Ministry of Corporate Affairs dated May 7, 2018 and has done away with the requirement of seeking ratification Members for appointment of Auditors at every AGM. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at this AGM.
3. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to item nos. 3 and 4 of the Notice, and Additional information pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings in respect of directors seeking appointment/ reappointment under item no's 2 are annexed hereto.
4. The Register of Members and the Share Transfer books of the Company will be closed from Wednesday, September 19, 2018 to Wednesday, September 26, 2018 both days inclusive.
5. Members are requested to notify immediately any change of address: To the Company's Registrar & Share Transfer Agents, M/s Satellite Corporate Services Pvt. Ltd., Unit no 49, Bldg . No. 13 AB, 2nd floor, Smhita Commercial Co-op Society Ltd. Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai -400072 in respect of their physical share folios, if any, quoting their folio numbers.
6. Members are requested to bring their copy of the Annual Report to the meeting.
7. The Notice of the Annual General Meeting along with the Annual Report 2017-2018 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-2018 will also be available on the Company's website viz www.aptl.net.in
8. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agent.
9. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares. Members can contact the Registrar and Share Transfer Agents of the Company in this regard.

10. Members desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
11. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 10.00 a.m. and 6.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting.
12. The Route Map showing directions to reach to the venue of the Forty Fourth Annual General Meeting is annexed.

13. VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the 44th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depositories Services Limited (CDSL)

I. The instructions for members for voting electronically are as under:-

A. In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "ANDHRA PRADESH TANNERIES LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 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 Bhushan Kumar with sequence number 1 then enter BH00000001 in the PAN field.
Dividend Bank Details or Date of Birth	<p>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.</p> <p>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 (iv)</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of "ANDHRA PRADESH TANNERIES LIMITED".
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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

(xvii) 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.co.in> 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 they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
- The list of accounts 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.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

Please follow all steps from Sl. No. (i) to Sl. No. (xiii) above, to cast vote.

- (i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (ii) If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (iii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (iv) The e-voting period commences on Sunday, September 23, 2018, (10.00 a.m.) and ends on Tuesday, September 25, 2018 at (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 19, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (v) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, September 19, 2018. A person, whose name is recorded in the register of members 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 meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.

- (vi) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, (may obtain the login ID and password by sending a request at evoting@cdslindia.com) shall follow the procedure laid down above. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com.
- (vii) The facility for voting, either through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. Mr. Mitesh Dhabliwala (Membership No. FCS 8331) or failing him Ms. Sarvari Shah (Membership No. 27572) of M/s Parikh & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting, remote e-voting process and the voting at the meeting in a fair and transparent manner.
- IV. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- V. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website (www.aptl.net.in) and on the website of CDSL and communicated to the BSE Limited where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

By order of the Board

For Andhra Pradesh tanneries Limited

SUGANDHA DIGAMBAR SHELATKAR

Director

DIN: 06906156

Registered Office:

Leather Complex Area,
Nellimarla, Vizianagram,
Andhra Pradesh-535217.

CIN: L19110AP1974PLC001711

Tel :9122-24934923

E-mail: sugandhas78@rediffmail.com, Website: www.aptl.in

Mumbai: May 22, 2018

ANNEXURE TO THE NOTICE**THE STATEMENT SETTING OUT MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item 3&4**

As a part of future growth and expansion plans of the Company, the Company may have to borrow more funds from banks, financial institutions, Body Corporates and other parties in excess of the paid-up capital and free reserves of the Company and thus it is necessary that a higher ceiling limit for borrowing be approved by the members to enable the Board of Directors to procure working funds for business purposes as and when required. It is therefore proposed to authorise the Board of Directors to borrow in excess of the paid-up capital and free reserves of the Company subject to a maximum of Rs. 100/- (Rupees Hundred Crores only.)

Further the borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ pledge/ hypothecation on the Company's assets comprising of the movable and/or immovable, tangible/ intangible properties of the Company, present or future, in favour of the lender(s)/agent(s)/trustee(s) from time to time, in such form, manner and ranking as mentioned in the Resolution at Item No. 4. The documents relating to charge and/or mortgage and/or pledge and/or hypothecation in favour of the lender(s)/agent (s)/trustees may contain the provisions to take over substantial assets of the Company in certain events with a power to take over the management of the business and concern of the Company, which may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

A special resolutions under Section 180(1)(a) and Section 180 (1) (c) of the Companies Act, 2013 is therefore proposed for approval by the members.

The Board of Directors recommends passing of the Special Resolutions at Item Nos. 3 and 4 of the Notice.

None of the Directors of the Company, including their relatives, is in any way, concerned or interested, financially or otherwise, in the said resolutions.

By order of the Board

For Andhra Pradesh tanneries Limited

SUGANDHA DIGAMBAR SHELATKAR

Director

DIN: 06906156

Registered Office:

Leather Complex Area,
Nellimarla, Vizianagram,
Andhra Pradesh-535217.

CIN: L19110AP1974PLC001711

Tel :9122-24934923

E-mail: sugandhas78@rediffmail.com, Website: www.aptl.in

Mumbai: May 22, 2018

INFORMATION AS REQUIRED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA WITH RESPECT TO GENERAL MEETINGS.

Particulars	Mrs. Uma Yelavarthy (DIN 07293822)
Date of Birth	26.09.1956
Age	61 years
Date of Appointment	February 12, 2016
Qualification	B.A
Expertise in specific functional area	
Directorships in other public companies	Nil
Memberships of Committees in other public companies (Includes only Audit & Stakeholders Relationship Committee)	Nil
No. of shares held in the Company	63,588 shares
Relationship between directors inter-se	She is not related to any other Director.
Number of Board meetings attended	4(four) Meeting

By order of the Board

For Andhra Pradesh tanneries Limited

SUGANDHA DIGAMBAR SHELATKAR

Director

DIN: 06906156

Registered Office:

Leather Complex Area,
Nellimarla, Vizianagram,
Andhra Pradesh-535217.

CIN: L19110AP1974PLC001711

Tel :9122-24934923

E-mail: sugandhas78@rediffmail.com, Website: www.aptl.in

Mumbai: May 22, 2018

BOARD'S REPORT

To

The Members

ANDHRA PRADESH TANNERIES LIMITED

The Directors have pleasure in presenting the Forty-fourth Annual Report together with the Audited Financial Statements for the year ended on March 31, 2018.

OPERATIONS AND FINANCIAL RESULTS:

The Company's Plant is still not operational. The working results of the Company shows Net Loss of Rs. 2,04,647/- for the financial year 2017-2018 and the losses due to administrative expenses incurred during the year 2017-2018.

TRANSFER TO RESERVES

There was no transfer of profits made to General Reserve.

DIVIDEND

In view of the loss the Board of directors do not recommend any dividend for the financial year 2017-2018.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Due to no operations, the Management Discussion and Analysis report are not given.

MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF THE FINANCIAL YEAR:

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS

4 (Four) meetings of the Board of Directors were held during the year.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Act and Articles of Association, Uma Yelavarthy (DIN No.07293822) Director of the Company, retires at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

Mr. Subramanian Sundaram Kamakshi (DIN No. 02909675) as a Director of the Company becomes vacant from office of the company w.e.f. 22nd May, 2018 by virtue of under Section 167(1)(b) of the Companies Act, 2013, as he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board. The Board expresses its gratitude to Mr. Subramanian Sundaram Kamakshi for the services rendered by him during his tenure with the Company.

Presently the Company is not operational, hence no Key Managerial Personnel was appointed as required under section 203 of the Companies Act, 2013.

DECLARATION FROM INDEPENDENT DIRECTORS

Ms. Sugandha Digambar Shelatkar and Mr. Glen Sylvester Mascarenhas who are independent directors, have submitted a declaration as required under section 149(7) of the Act that each of them meets the criteria of independence as provided in sub Section (6) of Section 149 of the Act and there has been no change in the circumstances which may affect their status as independent director during the year. In the opinion of the Board, the independent directors possess appropriate balance of skills, experience and knowledge, as required.

AUDIT COMMITTEE OF BOARD OF DIRECTORS

The Audit committee of the Board of directors of the Company consists of the following members

1. Ms .Sugandha Shelatkar
2. Mrs. Uma Yelevarthy
3. Mr. Glen Sylvester Mascarenhas

Four meetings of the Committee were held during the financial year.

VIGIL MECHANISM

The Company has formulated a Whistle Blower Policy to provide a mechanism (“Vigil Mechanism”) for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177 (9) of the Act. The Whistle Blower Policy (Vigil Mechanism) is uploaded on the Company’s website (<http://www.aptl.net.in/>)

POLICY ON DIRECTORS’ APPOINTMENT AND REMUNERATION AND CRITERIA FOR INDEPENDENT DIRECTORS

The Remuneration Policy for directors and senior management and the Criteria for selection of candidates for appointment as directors, independent directors, and senior management as adopted by the Board of Directors are placed on the website of the Company (<http://www.aptl.net.in/>). There has been no change in the policies since the last financial year.

DIRECTORS’ RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Due to no operations, it is yet to adopt a policy for internal financial controls.

DETAILS OF SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATES

The Company does not have any subsidiary/ joint ventures/ associates.

EXTRACT OF ANNUAL RETURN

As provided under sub Section (3) of Section 92 of the Act, the extract of annual return is enclosed, which forms part of the directors’ report as Annexure I.

AUDITORS

As per the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Ajay Dhoot & Co., Chartered Accountants, Mumbai, (FRN No. 100196W) were appointed as Statutory Auditors of the Company for a period of five years from the conclusion of the Forty third annual general meeting to the conclusion of the Forty eighth annual general meeting to be held in 2022, subject to ratification by shareholders at each annual general meeting. However in terms of the Notification of issued by the Ministry of Corporate Affairs dated May 7, 2018, the proviso requiring ratification of the Auditors appointment by the shareholders at each annual general meeting has been omitted. Accordingly, the ratification of appointment of Statutory Auditors would not be required at the annual general meeting and M/s Ajay Dhoot & Co., Chartered Accountants, Mumbai, (FRN No. 100196W) would continue to act as the statutory auditors of the Company for five years upto the conclusion of the Forty Eighth annual general meeting to be held in 2022.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Parikh & Associates, Practising Company Secretaries were appointed as the Secretarial Auditor for auditing the secretarial records of the Company for the financial year 2018-2019.

The Secretarial Auditors' Report is annexed as **Annexure II**.

AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT

The auditors' report contain qualifications, in their report, your directors have to state that they are also self-explanatory.

As regards observations of Secretarial Auditors in their report, your directors have to state that they are also self-explanatory.

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

Due to no operations, Conservation of energy, Technology Absorption, Foreign Exchange Earnings and Outgoing is Not Applicable to the Company.

DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORY/ JUDICIAL AUTHORITY

There are no significant or material orders passed by any regulator or court that would impact the going concern status of the Company and its future operations.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not given any loans or guarantees or made investments in contravention of the provisions of the Section 186 of the Companies Act, 2013.

RISK MANAGEMENT POLICY

The Company has in place the risk management policy.

RELATED PARTY TRANSACTIONS

There were no Related Party Transactions during the year.

EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

In view of Non-operational of company Evaluation of Board, its Committees and Individual Directors not carried out.

DISCLOSURE

The company has devised proper systems to ensure compliance with the provisions of all applicable secretarial standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

LISTING FEES

The Company has paid the listing fees to BSE Limited for the year 2018-2019.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Companies Act, 2013 ("the Act") read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to your Company.

INSIDER TRADING REGULATIONS AND CODE OF DISCLOSURE

The Board of Directors has adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 is available on our website www.aptl.net.in.

CORPORATE GOVERNANCE REPORT

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Corporate Governance is not mandatory to the Company.

ACKNOWLEDGEMENT

The directors thank the Company's investors for their continuous support.

The directors appreciate and value the contributions made by every member of the Andhra Pradesh Tanneries Limited family.

**On behalf of the Board of Directors
ANDHRA PRADESH TANNERIES LIMITED**

Mumbai
May 22, 2018

Sugandha Shelatkar
Director
06906156

Glen Sylvester Mascarenhas
Director
02124067

ANNEXURE I**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March, 2018

Form MGT-9 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:

i.	CIN Number of the Company:	L19110AP1974PLC001711
ii.	Registration Date:	26.04.1974
iii.	Name of the Company:	ANDHRA PRADESH TANNERIES LTD
iv.	Category/ Sub-category of the Company:	Public Company / Limited by Shares
v.	Address of Registered office and contact details:	Leather Complex Area, NellimarlaVizianagram, Andhra Pradesh-535217 Email: sugandhas78@rediffmail.com Website: www.aptl.net.in Tel: + 022-24934923 Fax: + 022-24934924
vi.	Whether listed company:	Yes
vii.	Name, Address and contact details of Registrar and Transfer Agent :	M/s Satellite Corporate Services Pvt. Ltd., Unit No. 49, Bldg. No. 13 AB, 2nd floor Samhita Commercial Co-op Society Ltd Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai – 400 072. Email: service@satellitecorporate.com Website:www. satellitecorporate.com Tel: +912228520461/462 Fax: +91 22 28511809

II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY:

All the business activities contributing to 10% or more of the total turnover of the Company shall be stated:- N.A.

Sr. No.	Name and Description of main products/ services	NIC Code of the product/ service	Percentage to total turnover of the company
	NIL	N.A.	N.A.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL**IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)**

i. CATEGORY WISE SHAREHOLDING:

Category of shareholders	No of shares held at the beginning of the year (as on 31.03.2017)				No of shares held at the beginning of the year (as on 31.03.2018)				%Change during the year %Change during the year
	Demat	physical	Total	% of total shares	Demat	physical	Total	% of total shares	(9-5)
1	2	3	4	5	6	7	8	9	10
Promoters									
Indian									
Individuals / Hindu Undivided Family	0	864108	864108	39.28	0	864108	864108	39.28	0.00
Cental Government	0	0	0	0.00	0	0	0	0.00	0.00
State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corporate	0	1077864	1077864	48.99	0	1077864	1077864	48.99	0.00
Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
Any other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A) (1)	0	1941972	1941972	88.27	0	1941972	1941972	88.27	0.00
Foreign		0	0	0.00		0	0	0.00	0.00
Non-Resident Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A) (2)	0	0	0	0.00%	0	0	0	0.00%	
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	0	1941972	1941972	88.27	0	1941972	1941972	88.27	0.00
Public Shareholding			0				0		

Institutions			0	0.00			0	0.00	
Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
Central Government	0	0	0	0.00	0	0	0	0.00	0.00
State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Insurance Companies	0	20000	20000	0.91	0	2000	2000	0.09	-0.82
Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B) (1)	0	20000	20000	0.91	0	20000	20000	0.91	0.00
Non-Institutions			0				0		
Bodies	0	1050	1050	0.05	0	1050	1050	0.05	0.00
Corporate									
i) Indian			0	0.00			0	0.00	
ii) Overseas			0	0.00			0	0.00	
Individuals		0	0	0.00		0	0	0.00	
Individual Shareholders holding nominal Share Capital upto Rs.1 Lakh	0	73050	73050	3.32	0	73050	73050	3.32	0.00
Individual Shareholders holding nominal Share Capital in excess of Rs.1 Lakh	0	0	0	0.00	0	0	0	0.00	0.00
Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Member	0	0	0	0.00	0	0	0	0.00	0.00
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Non Resident Indians	0	0	0	0.00	0	0	0	0.00	0.00

HUF	0	0	0	0.00	0	0	0	0.00	0.00
Directors & their relatives	0	163928	163928	7.45	0	163928	163928	7.45	0.00
Sub-total (B) (2)	0	238028	238028	10.82	0	238028	238028	10.82	0.00
Total Public Shareholding (B) = (B)(1)+(B) (2)	0	258028	258028	11.73	0	258028	258028	11.73	0.00
TOTAL (A)+(B)	0	2200000	2200000	100.00	0	2200000	2200000	100.00	0.00
Shares held by Custodians Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
GRAND TOTAL (A)+(B)+(C)	0	2200000	2200000	100.00	0	2200000	2200000	100.00	0.00

ii. SHAREHOLDING OF PROMOTERS :

S No	Name of Shareholders	Shareholding at the beginning of the year 01.04.2017			shareholding at the end of the year-31.03.2018			% change in shareholding 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	BAMBOLLI HOLDINGS PRIVATE LIMITED	1077864	48.99	0	1077864	48.99	0	0.00
2	GITA R PANDIT	864108	39.28	0	864108	39.28	0	0.00
	TOTAL	1941972	88.27	0.00	1941972	88.27	0.00	0.00

iii. CHANGE IN PROMOTERS' SHAREHOLDING:

S No	Name of Shareholders	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 Date wise Increase / Decrease in Promoters	There is no change in Promoter's Shareholding between 01.04.2017 to 31.03.2018			
	Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year				

iv. SHAREHOLDING PATTERN TOP OF 10 SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS) :

Sr. no	For each of the top 10 shareholders	Shareholding 01.04.2017		Cumulative shareholding during the year 31.03.2018	
		No of shares at the beginning	% of total shares of the company	No of shares	% of total shares of the company
1	Y RATHEISH	100340	4.56	100340	4.56
2	Y.Uma	63588	2.89	63588	2.89
3	Life Insurance Corporation of India,	20000	0.91	20000	0.91
4	Tipirneni Appa Rao	7700	0.35	7700	0.35
5	Nutakki Vishnu Babu	2500	0.11	2500	0.11
6	Pamulapati Chandrayya	1500	0.07	1500	0.07
7	Y.Sekhar	1050	0.05	1050	0.05
8	Syed Moose	1000	0.05	1000	0.05
9	Syed Ali	1000	0.05	1000	0.05
10	Syed Khalil Mohammed	1000	0.05	1000	0.05
	TOTAL	199678	9.08	199678	9.08

v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: NIL

V. INDEBTEDNESS: NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

NIL AS NOT APPOINTED

B. Remuneration to other Directors—NIL

C. Remuneration to Key Managerial Personnel other than MD/ Manager/WTD- NONE

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES- NONE

On behalf of the Board of Directors
ANDHRA PRADESH TANNERIES LIMITED

Mumbai
May 22, 2018

Sugandha Shelatkar
Director
06906156

Glen Sylvester Mascarenhas
Director
02124067

FORM No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

(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,
ANDHRA PRADESH TANNERIES LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Andhra Pradesh Tanneries Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company, the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 subject to our observation generally 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:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
 - (f) 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;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period)and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
- (vi) Other laws specifically applicable to the Company as per the representations made by the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the explanations given and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above except the appointment of the Key Managerial Personnel's (KMPs) as required under Section 203 of the Companies Act, 2013, filing of Form MGT-14 of Board Resolution dated 12th February, 2018 for borrowings as required Under Section 179 of the Companies Act, 2013, appointment of Internal Auditor as required Under Section 138 of the Companies Act, 2013, non-compliance of Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of minimum public shareholding and Company's trading is suspended on BSE Limited.

We 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 was 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 meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

As informed the Company being non-operational in nature they are having to the best possible extent systems and processes to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the Company was not having any operations during the year under report. However during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For Parikh & Associates
Company Secretaries

Place: Mumbai

Date: May 22, 2018

J.U Poojari
Partner
FCS No: 8102 CP No: 8187

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

'Annexure A'

To,
The Members

ANDHRA PRADESH TANNERIES LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Parikh & Associates
Company Secretaries

Place: Mumbai
Date: May 22, 2018

J.U Poojari
Partner
FCS No: 8102 CP No: 8187

DETAILS OF MEETINGS OF BOARD OF DIRECTORS AND COMMITTEES HELD AND ATTENDED BY DIRECTORS**MEETING OF THE BOARD OF DIRECTORS**

The date of the meeting were 13.05.2017, 10.08.2017, 30.11.2017 and 12.02.2018

Name of the Director	No. of Board Meetings attended
Ms. Sugandha Digambar Shelatkar	4
Mrs. Uma Yelevarthy	4
Mr.Subramanian Sundaram Kamakshi (Ceased w.e.f. 22.05.2018)	0
Mr. Glen Sylvester Mascarenhas	4

AUDIT COMMITTEE

The date of the meeting were 13.05.2017, 10.08.2017, 30.11.2017 and 12.02.2018

Composition	Meetings attended
Ms. Sugandha Digambar Shelatkar	4
Mrs. Uma Yelevarthy	4
Mr. Glen Sylvester Mascarenhas	4

NOMINATION AND REMUNERATION COMMITTEE

The Date of the Meetings were – 13.05.2017

Composition	Meetings attended
Mr. Glen Sylvester Mascarenhas	1
Ms. SugandhaShelatkar	1
Mrs. Uma Yelevarthy	1

SHARE TRANSFERS AND STAKEHOLDERS RELATIONSHIP COMMITTEE

The date of the Meetings were –13.05.2017, 10.08.2017, 30.11.2017 and 12.02.2018

Composition	Meetings attended
Ms. Sugandha Digambar Shelatkar	4
Mrs. Uma Yelevarthy	4
Mr. Glen Sylvester Mascarenhas	4

INDEPENDENT AUDITORS' REPORT**To the Members of Andhra Pradesh Tanneries Limited****Report on the Financial Statements**

We have audited the accompanying financial statements of **Andhra Pradesh Tanneries Limited** ("the company"), which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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 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 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 financial statements are free from material misstatement.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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,

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) In the case of the Statement of Profit and Loss (including Other Comprehensive Income), of the Profit for the year ended on that date;
- c) In the case of the Statement of Changes in Equity, of the changes in equity for the year ended on that date; and
- d) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of section 143 (11) of the Companies Act, 2013, we give in the "Annexure A" - a statement on the matters specified in the paragraph 3 and 4 of said order.

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 appears from our examination of those books.
- c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards), Rules, 2015;
- e) On the basis of written representations received from the directors as on 31st March, 2018, taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2018, from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"
- g) 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 our best of our information and according to the explanations given to us :
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no dues which were required to be transferred to Investor Education and Protection Fund by the company.

**For Ajay Dhoot & Co.
Chartered Accountants
Firm Regn. No.100196W**

**AJAY DHOOT
(Proprietor)
M.No.-042772.**

**Place : Mumbai
Date : 22nd May, 2018**

“ANNEXURE -A” TO THE INDEPENDENT AUDITORS REPORT

The Annexure referred to in our Report of even date to the members of the Andhra Pradesh Tanneries Limited on the financial statements for the year ended on 31st March, 2018. We report that:

- i. (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The fixed assets have been physically verified by the management at reasonable interval and no material discrepancies were noticed on such verification.
(c) Title deeds of Immovable Properties are held in the name of the company.
- ii. As the company has no inventory during the year, para 2 of the said order is not applicable.
- iii. According to information and explanations given to us, the company has 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 and hence paragraph 3(iii) of the Order is not applicable.
- iv. The Provisions of Section 185 and 186 are not applicable as company has not given any loan, guarantees, Investment and security. Accordingly paragraph 3(iv) of the Order is not applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposits as per the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii. (a) According to the records of the Company, undisputed statutory dues including GST and Income Tax have been regularly deposited with the appropriate authorities. According to and information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2018 for a period of more than six months from the date it became payable.
(b) According to the records of the Company and information and explanations given to us there are no disputed dues in case of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess.
- viii. The Company has no outstanding default in repayment of dues to a financial institution and Banks towards loans availed.
- ix. The Company has not raised money by way of Initial Public Offer or Further Public Offer. No term Loan was availed by the company during the year.
- x. According to information and explanations given to us and to the best of our knowledge and belief no fraud on or by the company has been noticed or reported during the year.
- xi. According to information and explanations given to us and based on our examination of the records of the company, the company has not paid/provided for Managerial Remuneration during the year.
- xii. In our opinion and according to information and explanations given to us, the company is not a Nidhi Company. Accordingly paragraph 3(xii) of the Order is not applicable.
- xiii. According to information and explanations given to us and based on our examination of the records of the company, transactions with related parties are in accordance with section 177 and 188 of the act where applicable and details of such transactions have been disclosed in Financial Statements as

required by applicable accounting standards.

- xiv. According to information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him. Therefore paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Ajay Dhoot & Co.
Chartered Accountants
Firm Regn. No.100196W**

**Place : Mumbai
Date : 22nd May, 2018**

**AJAY DHOOT
(Proprietor)
M.No.-042772.**

ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Andhra Pradesh Tanneries Limited (“the Company”) as of 31st March, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of Internal Control stated in the Guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Due to no operations, Company has yet to adopt a policy for Internal Finance control.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

As mentioned above, due to no operations, Company has not adopted a policy for Internal Finance control.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable

assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, although the company has not adopted a policy for internal finance control, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the company considering the essential components of Internal Control stated in the Guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

**For Ajay Dhoot & Co.
Chartered Accountants
Firm Regn. No.100196W**

**AJAY DHOOT
(Proprietor)
M.No.-042772.**

**Place : Mumbai
Date : 22nd May, 2018**

BALANCE SHEET AS ON 31ST MARCH, 2018

Particulars	Notes	As at 31.3.2018	As at 31.3.2017	As at 31.3.2016
A Assets :				
I Non- Current Assets				
Property , Plant and Equipment	4	919,703	950,591	981,479
Capital Work in progress	4	-	-	-
Financial Assets				
a) Investments	5	-	-	-
b) Loans	6	118,191	118,191	118,191
c) Other Financial Assets	7			
Other non Current Assets	8			
Total Non Current Assets		1,037,894	1,068,782	1,099,670
II Current Assets				
Inventories	9	-	-	-
Financial Assets :				
a) Loans	10			
b) Trade Receivables	11	-	-	-
c) Cash & Cash equivalents	12	699,135	548,653	144,626
d) Bank balances other than above	13	5,360	5,360	5,360
e) Other Financial Assets	14	200,000	200,000	250,000
Other Current Assets	15	222,766	165,133	165,133
Total Current Assets		1,127,261	919,146	565,119
Total Assets		2,165,155	1,987,928	1,664,789
B EQUITY AND LIABILITIES :				
I. Equity				
a) Equity Share Capital	16	22,083,875	22,083,875	22,083,875
b) Other Equity	17	(136,271,687)	(136,447,632)	(135,482,579)
Total Equity		(114,187,812)	(114,363,757)	(113,398,704)
II Liabilities				
Non -Current Liabilities				
Financial Liabilities				
a) Borrowings	18	-	3,406,194	3,239,326
b) Other Financial Liabilities	19	105,775,625	100,949,794	98,733,873
Deferred Tax Liability (Net)	20	9,685,193	11,008,184	12,367,324
Provisions	21	-	-	-
Other Non Current Liabilities	22	-	-	-
Total Non Current Liabilities		115,460,819	115,364,171	114,340,523
III Current Liabilities				
Financial Liabilities				
a) Borrowings	23	-	-	-
b) Trade payables	24	456,237	632,248	293,545
c) Other Financial Liabilities	25	-	-	-
Other Current Liabilities	26	354,581	354,166	429,425
Provisions	27	81,330	1,100	-
Current Tax Liabilities (Net)	28	-	-	-
Total Current Liabilities		892,148	987,514	722,970
Total Liabilities		2,165,155	1,987,928	1,664,789

Significant Accounting Policies Notes are an integral part of the financial statements

1 to 3 , 4 to 44

As per our attached report of even date

For AJAY DHOOT & CO.

Chartered Accountants

Firm Regn. No. : 100196W

For and on behalf of Board

AJAY DHOOT

Proprietor (Membership No. 42772)

Sugandha Shelatkar

Director

Glen Mascarenhas

Director

Place : Mumbai

Date : 22.05.2018

PROFIT & LOSS ACCOUNT AS AT 31ST MARCH, 2018

Particulars	Note No.	For the Year Ended	
		31.3.2018 (Rs.)	31.3.2017 (Rs.)
A) INCOME :			
I Revenue from Operations	29	-	-
II Other Income	30	692,611	504,001
III Total Revenue (I+II)		692,611	504,001
B) EXPENSES :			
Cost of Raw Material Consumed	31	-	-
Changes in inventories of stores & spares, Chemicals	31	-	-
Employee Benefits expenses	32	-	-
Financial costs	33	-	-
Other Expenses	34	1,965,836	1,714,516
Depreciation and Amortisation expenses	35	30,888	30,888
IV Total Expenses (IV)		1,996,724	1,745,404
V Profit/(Loss) before Exceptional Item and Tax		(1,304,113)	(1,241,403)
VI Exceptional Items		1,099,466	-
VII Profit/ Loss before Tax (V-VI)		(204,647)	(1,241,403)
VIII Tax Expense			
1. Current Tax		-	-
2. Deferred Tax		-	-
3. Earlier Year Taxes		-	-
Total Tax Expenses		-	-
IX Profit / (Loss) after tax for the year (VII-VIII)		(204,647)	(1,241,403)
X Other Comprehensive Income/(Expense)- (OCI) :			
Items that will not be reclassified to Profit or Loss			
1. Re-measurement gains / losses on defined benefit plans	36	512,582	372,191
2. Income tax effect on above		(131,990)	(95,839)
Total Other Comprehensive Income (OCI) for the year, Net of Tax Expense		380,592	276,352
TOTAL COMPREHENSIVE INCOME/(EXPENSE) FOR THE YEAR (IX+X)		175,945	(965,052)
Earning per Equity Share (Face Value of Rs. 10/- each)			
1. Basic & Diluted Earnings per Share	36	(0.93)	(5.62)

Significant Accounting Policies Notes are an integral part of the financial statements

1 to 3 , 4 to 44

As per our attached report of even date
For AJAY DHOOT & CO.
Chartered Accountants
Firm Regn. No. : 100196W

For and on behalf of Board

AJAY DHOOT
Proprietor (Membership No. 42772)

Sugandha Shelatkar
Director

Glen Mascarenhas
Director

Place : Mumbai
Date : 22.05.2018

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

	31.03.2018		31.03.2017	
	Rs.	Rs.	Rs.	Rs.
A Cash Flow from Operating Activities				
Net Loss before Tax and Extraordinary Items		(204647)		(1241403)
Adjustment for :				
Depreciation	30888		30888	
Re-measurement Gains/ (losses) on defined benefit plans	512582		372191	
Investment				
Interest Received				
Interest Paid				
Profit on Sale of Fixed Assets				
Loss on Sale of Fixed Assets				
		543470		403079
Operating Profit before Working Capital Charges		338823		(838324)
Adjustment for :				
Trade & Other Receivables		-		
Trade Payables	(176011)		263442	
Decrease/(Increase) of Non Financial Assets			1100	
Decrease/(Increase) of Financial Assets	(57633)		50000	
Increase/(Decrease) of Current Liabilities	80645			
Increase/(Decrease) of Non Financial Liabilities	(1322990)		(1359141)	
Increase/(Decrease) of Financial Liabilities				
Cash generated from Operation		(1475989)		(1044599)
Income tax paid		(131990)		(95839)
Net Cash From Operating Activities (A)		(1269156)		(1978762)
B Cash Flow from Investing Activities				
Purchase of Fixed Assets		-		-
Sale of Fixed Assets		-		-
Acquisition of Companies (As per Annexure)		-		-
Purchase of Investment		-		-
Sale of Investment		-		-
Interest Received		-		-
Net Cash used in Investing Activities (B)		-		-

C Cash Flow From Financing activities

Proceeds from issue of Share Capital	-	-
Long Term borrowings repaid / received	(3406194)	1082789
Loans Received	4825832	1300000
Repayment of Finance / Lease Liabilities	-	-
Interest Paid	-	-
Net Cash Used in Financing Activities (C)	1419638	2382789
Net Increase in Cash and Cash equivalents (A+B+C)	150482	404027
Cash and Cash equivalents as at 1st April 2017 (Op. Balance)	554013	149986
Cash and Cash equivalents as at (Closing Balance)	704495	554013

1 All figures in bracket are outflows

2 The above cash Flow statement has been prepared under indirect method as set out in the Indian Accounting Standard (AS) on cash flow Statement

Significant Accounting Policies Notes are an integral part of the financial statements

As per our attached report of even date
For AJAY DHOOT & CO.
Chartered Accountants
Firm Regn. No. : 100196W

For and on behalf of Board

AJAY DHOOT
Proprietor (Membership No. 42772)

Sugandha Shelatkar
Director

Glen Mascarenhas
Director

Place : Mumbai
Date : 22.05.2018

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2018

1 EQUITY SHARE CAPITAL

Particulars	As at 31.3.2018 Rs.	As at 31.3.2017 Rs.	As at 31.3.2016 Rs.
Balance at the beginning of the year	22,083,875	22,083,875	22,083,875
Changes in Equity Share Capital during the year	-	-	-
Balance at the end of the year	22,083,875	22,083,875	22,083,875

2 OTHER EQUITY

Other Equity	Capital Reserve	General Reserve	Investment Subsidy Received from A.P. Govt	Retained earnings	Total Other Equity
Balance as at 1st April 2016	3,750	132,322	975,959	(136,594,611)	(135,482,580)
Profit/ Loss for the year	-	-	-	(1,241,403)	(1,241,403)
Other Comprehensive Income/ (Loss)	-	-	-	276,352	276,352
Balance as at 31st March 2017	3,750	132,322	975,959	(137,559,663)	(136,447,632)
Profit/ Loss for the year	-	-	-	(204,647)	(204,647)
Other Comprehensive Income/ (Loss)	-	-	-	380,592	380,592
Balance as at 31st March 2018	3,750	132,322	975,959	(137,383,718)	(136,271,687)

NOTE NO. -4 FIXED ASSETS FOR THE YEAR 2017-18

	ASSETS	Original Cost				Depreciation				Net Block	
		Opening Balance as on 01.04.17	Additions During the Year	Deduction during the year	Total as on 31.03.2018	Opening Balance as on 01.04.17	Depreciation for the year	Deduction	Total as on 31.03.2018	Balance as on 31.03.2018	Balance as on 31.03.2017
1	Land	126,525	-	-	126,525	-	-	-	-	126,525	126,525
2	Site Development	589,941	-	-	589,941	-	-	-	-	589,941	589,941
3	Main Factory Building	1,754,567	-	-	1,754,567	1,663,434	1703	-	1,665,137	89,430	91,133
4	Auxiliary Building	847,004	-	-	847,004	783,005	25361	-	808,366	38,638	63,999
5	Overhead Water Tank	152,283	-	-	152,283	144,669	0	-	144,669	7,614	7,614
6	Effluent Disposal Tank	197,052	-	-	197,052	173,432	3824	-	177,256	19,796	23,620
7	Workers Quarters	280,806	-	-	280,806	266,766	0	-	266,766	14,040	14,040
8	Temporary Thatched Sheds	28,595	-	-	28,595	28,595	-	-	28,595	-	-
9	Plant & Machinery	12,569,667	-	-	12,569,667	12,569,666	-	-	12,569,666	1	1
10	Water Works	181,203	-	-	181,203	172,142	-	-	172,142	9,061	9,061
11	Electrical Installations	1,816,445	-	-	1,816,445	1,816,444	-	-	1,816,444	1	1
12	Misc Work Shop Equipment	474,697	-	-	474,697	474,696	-	-	474,696	1	1
13	Furniture & Office Equipment	726,446	-	-	726,446	726,445	-	-	726,445	1	1
14	Vehicles	183,637	-	-	183,637	183,636	-	-	183,636	1	1
15	Residential Quarters	493,058	-	-	493,058	468,405	-	-	468,405	24,653	24,653
	Current Year	20,421,926	-	-	20,421,926	19,471,335	30,888	-	19,502,223	919,703	950,591
	Previous Year	20,421,926	-	-	20,421,926	19,440,447	30,888	-	19,471,335	950,591	984,179

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018

Note	Particulars	As at 31.3.2018 Rs.	As at 31.3.2017 Rs.	As at 31.3.2016 Rs.
5	CURRENT INVESTMENT			
	Total	-	-	-
6	LOANS (NON CURRENT-ASSETS)			
a)	Security Deposit to Related Parties	-	-	-
b)	Security Deposits to Others (Unsecured considered good)	118,191	118,191	118,191
	Total	118,191	118,191	118,191
7	OTHER FINANCIAL ASSET (NON CURRENT)			
	Total	-	-	-
8	OTHER ASSET (NON CURRENT)			
	Total	-	-	-
9	INVENTORIES			
	Total	-	-	-
10	LOANS (CURRENT)			
a)	Security Deposit to Related Parties	-	-	-
b)	Security Deposits to Others	-	-	-
	Total	-	-	-
11	TRADE RECEIVABLES			
	Outstanding for a period less than Six Month (Unsecured considered Good)	-	-	-
	Outstanding for a period exceeding Six months (Unsecured considered Good)	-	-	-
12	CASH AND BANK BALANCES			
	Cash on Hand	38140	34790	35790
	BALANCES WITH SCHEDULED BANKS			
	In Current Accounts	660995	513863	108836
	Total	699135	548653	144626

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018

Note	Particulars	As at 31.3.2018 Rs.	As at 31.3.2017 Rs.	As at 31.3.2016 Rs.
13	OTHER BANK BALANCE			
	In Bank Account earmarked for Unpaid Dividend	5360	5360	5360
	Total	5360	5360	5360
14	OTHER FINANCIAL ASSET (CURRENT)			
	(Unsecured Considered good)			
	Other Advances	200,000	200,000	250,000
	Total	200,000	200,000	250,000
15	OTHER ASSET (CURRENT)			
	Balances with Govt. Authorities	222,766	165,133	165,133
	Total	222,766	165,133	165,133

Note	Particulars	As at 31.3.2018 Rs.	As at 31.3.2017 Rs.
16	Share Capital		
	Authorised Share Capital:		
	25,00,000 Equity Shares of Rs. 10/- each	25,000,000	25,000,000
	25,00,000 Non Cum. Redeemable Preference Shares of Rs. 10/- each	25,000,000	25,000,000
	Total	50,000,000	50,000,000
	Issued, Subscribed Share capital		
	23,66,000 Equity Shares of Rs 10/- each	23,660,000	23,660,000
	20,00,000 Non Cum. Redeemable Preference Shares of Rs. 10/- each	20,000,000	20,000,000
	Paid Up & Allotted Capital		
	22,00,000 Equity Shares of Rs 10/- each fully paid up.	22,000,000	22,000,000
	20,00,000 Non Cum. Redeemable Preference Shares of Rs. 10/- each fully paid up	-	-
	Share Application Money to the extent of shares not allotted	-	-
	Add:-Forfeited Shares (Amount originally paid up Share Application Money)	83,875	83,875
	Total	22,083,875	22,083,875

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018

Reconciliation of
Equity Share Capital

Equity Shares

Particulars	As at 31.3.2018		As at 31.3.2017		As at 31.3.2016	
	No.	Value	No.	Value	No.	Value
Shares Outstanding at the beginning of year	2,200,000	22,000,000	2,200,000	22,000,000	2,200,000	22,000,000
Shares Issued during the Year	-	-	-	-	-	-
Shares Outstanding at the end of the year	2,200,000	22,000,000	2,200,000	22,000,000	2,200,000	22,000,000

Shareholding above 5%

Name of Shareholder	As at 31.3.2018		As at 31.3.2017		As at 31.3.2016	
	No.	% of Holding	No.	% of Holding	No.	% of Holding
Gita R. Pandit	782100	35.55%	782100	35.55%	782100	35.55%
Bambolli Holdings Pvt. Ltd.	1077864	48.99%	1077864	48.99%	1077864	48.99%

Details of Shares issued other than by Cash/ By way of Bonus shares

	31.3.2018	31.3.2017	31.3.2016
No. of Shares issued by way of Bonus	-	-	-

Details of the rights, and restrictions attaching to each class of Shares

Equity Shares : The Company has one class of equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company in proportion to share holding.

Note	Particulars	As at 31.3.2018 Rs.	As at 31.3.2017 Rs.	As at 31.3.2016 Rs.
17	RESERVES AND SURPLUS			
	a) CAPITAL RESERVE			
	Opening balance	3750	3750	3750
	Closing balance	3750	3750	3750
	b) INVESTMENT SUBSIDY FROM AP GOVT.			
	Opening balance	975959	975959	975959
	Closing balance	975959	975959	975959

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018

Note	Particulars	As at 31.3.2018 Rs.	As at 31.3.2017 Rs.	As at 31.3.2016 Rs.
c)	GENERAL RESERVE			
	Opening balance	132322	132322	132322
	Closing balance	132322	132322	132322
d)	Profit & Loss Account			
	Opening balance	(137,559,663)	(136,594,611)	(134,527,266)
	Add : Net Profit/ Loss for Current Year	(204,647)	(1,241,403)	(2,067,344)
	Add: Other Comprehensive Income/(Loss)	380,592	276,352	0
	Closing balance	(137383718)	(137559663)	(136594610)
	Total (a+b+c+d)	(136,271,687)	(136,447,632)	(135,482,579)
18	BORROWINGS			
a)	Secured Loans	-	-	-
b)	Term loans			
	Interest Free Sales Tax loan from A.P.State Govt.	-	776,138	776,138
	Interest Accrued and due (IFST)	-	2,630,056	2,463,188
	Total	-	3,406,194	3,239,326
19	OTHER FINANCIAL LIABILITIES (Non Current)			
	Preference Shares Financial Liability	9,574,428	8,548,597	7,632,676
	Bombay Footware P.Ltd.	2,033,194	2,033,194	2,033,194
	Bambolli Holdings Pvt. Ltd.	91,868,003	90,368,003	89,068,003
	Pratap Pandit Ltd.	2,300,000	-	-
	Total	105,775,625	100,949,794	98,733,873
20	DEFERRED TAX LIABILITY			
	Deferred Liability Pref shares	9,457,364	10,912,344	12,367,324
	DEFERRED TAX ASSETS			
	On remeasurement of defied benefit obligation	(227,829)	(95,839)	-
	NET DEFERRED TAX LIABILITY	9,685,193	11,008,184	12,367,324

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018

Note	Particulars	As at 31.3.2018 Rs.	As at 31.3.2017 Rs.	As at 31.3.2016 Rs.
a)	Movement in Deferred Tax balances			
	Deferred Liability Pref shares			
	Opening balance	11,287,001	12,367,324	12,367,324
i)	Recognised in in Profit and loss	1,454,980	1,454,980	-
ii)	Recognised in Revaluation Reserve	(374,657)	(374,657)	-
	Closing balance	12,367,324	11,287,001	12,367,324
	Interest Payable on Preference shares			
	Opening balance	(680,071)	-	-
i)	Recognised in in profit and loss	(1,025,832)	(915,921)	-
ii)	Recognised in Revaluation Reserve	264,152	235,850	-
	Closing balance	(1,441,752)	(680,071)	-
	Interest on Sales Tax Loan			
	Repayment			
	Opening balance	(123,899)	-	-
i)	Recognised in in profit and loss	83,434	(166,868)	-
ii)	Recognised in Revaluation Reserve	(21,484)	42,969	-
	Closing balance	(61,950)	(123,899)	-
	Net Comprehensive Income/ Expense (i)	512,582	372,191	
	Recognised in Revaluation Reserve (ii)	(131,990)	(95,839)	
b)	Income Tax Recognised in Profit & Loss			
	Current Tax	-	-	-
	Deferred Tax	-	-	-
	Earlier period Tax	-	-	-
	Total Income tax recognised for the year	-	-	-
c)	Income tax recognised in other Comprehensive Income			
	On remeasurement of defined benefit obligation	131,990	95839	
	Total Income tax recognised in other Comprehensive Income	131,990	95,839	

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018

Note	Particulars	As at 31.3.2018 Rs.	As at 31.3.2017 Rs.	As at 31.3.2016 Rs.
	Deferred Tax Assets on Business loss is not recognised in absence of virtual certainty to realise the assets in future			
21	PROVISIONS LONG TERM	-	-	-
	Total	-	-	-
22	OTHER NON CURRENT LIABILITIES	-	-	-
	Total	-	-	-
23	BORROWINGS SHORT TERM			
	Secured	-	-	-
	Unsecured	-	-	-
	Total	-	-	-
24	TRADE PAYABLES			
	Trade Payables	456,237	632,248	293,545
	Total	456,237	632,248	293,545
25	OTHER FINANCIAL LIABILITIES (CURRENT)	-	-	-
	Total	-	-	-
26	OTHER CURRENT LIABILITIES			
	Statutory Dues	354,581	354,166	429,425
	Advances from Customers	-	-	-
	Total	354,581	354,166	429,425
27	PROVISIONS SHORT TERM			
	Professional Fees	50,400	-	-
	Electricity Charges	3,930	1,100	-
	Audit Fees	27,000	-	-
	Total	81,330	1,100	-
28	CURRENT TAX LIABILITIES	-	-	-
	Total	-	-	-

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018

Note	Particulars	As at 31.3.2018 Rs.	As at 31.3.2017 Rs.
29	REVENUE FROM OPERATIONS		
	i) Export Sales	-	-
	ii) Other Sales	-	-
	Total	-	-
30	OTHER INCOME		
	Miscellaneous Receipts	602,000	504,000
	Excess Prov. Write back (Interest IFST)	1,099,466	
	Sundry Credit Bal W. back	90,611	1
	Total	1,792,077	504,001
31	MATERIAL CONSUMED		
	Opening Stock	-	-
	Purchases	-	-
	Less: Closing Stock	-	-
	Consumed During the Year	-	-
	CHANGES IN INVENTORIES OF FG AND WIP		
	Opening stock	-	-
	Work in progress	-	-
	Finished Goods	-	-
	Stock In Trade	-	-
	Less : Closing Stock	-	-
	Work in progress	-	-
	Finished Goods	-	-
	Stock In Trade	-	-
	Total	-	-
32	EMPLOYEE BENEFIT EXPENSES		
	i) Salaries & Wages	-	-
	ii) Staff Welfare Expenses	-	-
	iii) Bonus / Exgratia	-	-
	Total	-	-
33	FINANCE COST		
	Interest Expenses	-	-
	Other Borrowing costs	-	-
	Total	-	-
34	OTHER EXPENSES		
	Advertisement	158,151	164,138
	Audit Fees		
	Statutory Audit fee	30,000	28,750
	Certification fee	21,800	48,785
	Electricity Charges	38,184	21,610

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018

Note	Particulars	As at 31.3.2018	As at 31.3.2017
		Rs.	Rs.
	Legal Expenses & Consultancy	8,360	
	Printing & Stationery	41,505	36,898
	Fine & Penalty on Statutory Dues	-	11,597
	Prior Period Expenses	-	
	Miscellaneous Expenses	15,040	16,630
	Bank Charges	13,277	3,331
	Conveyance and Travelling	40,264	26,739
	Security Charges	210,720	193,060
	Telephnone & Mobile	5,400	5,850
	Professional Fees	830,747	704,453
	Filing & Listing Fees	316,190	239,211
	Property Tax paid	105,575	100,548
	Website Renewal Charges	8,850	7,475
	E-Voting Charges	1,180	1,150
	Income Tax Asst. Fees	-	10,000
	Input Service Tax	21,297	33,372
	Postage & Couriers	34,996	33,594
	Staff Welfare Expenses	9,035	3,124
	TDS of earlier year paid	-	5,232
	Certification and Dematerialisation charges	-	
	Interest Expenses	35	
	Round off	0	
	Repairs and Maintenance	55,230	18,970
	Total	1,965,836	1,714,516
35	OTHER COMPREHENSIVE INCOME		
	Interest Income Pref Shares	1,454,980	1,454,980
	Interest on Preference Shares Payable	(1,025,832)	(915,921)
	Interest on Sales Tax Loan Repayment	83,434	(166,868)
	Total	512,582	372,191
36	EARNING PER SHARE		
	Earning per share is calculated in accordance with Accounting Standard -20 (AS-20) "Earning per share" issued by Institute of Chartered Accountants of India (Regrouped / Rearranged as per AS-20)		
a	Net Profit / (loss) as per profit & Loss A/c , available for Equity Shareholders	(204647)	(1241403)
b	Number of ordinary Shares	22083875	22083875
c	Earnings Per Share	(0.09)	(0.56)

**NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018
CORPORATE INFORMATION**

ANDHRA PRADESH TANNERIES LIMITED (“the Company”) is a public limited company, incorporated and domiciled in India having its registered office at Leather Complex Area, Nellimarla, Vizianagram-535217, Andhra Pradesh, India. The equity shares of the Company are listed on BSE Limited. The Company is primarily engaged in the business of running a tannery and processing of tanned leather and hides into finished Leather.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**(i) Basis of preparation:**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (“the Act”) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The financial statements have been prepared on the historical cost basis except for certain financial liabilities, which are measured at fair value.

The financial statements up to year ended March 31, 2017 were prepared in accordance with the accounting standards notified under section 133 of the Act read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (“Indian GAAP”) and the relevant provisions of the Act as applicable. These financial statements are the first financial statements of the Company under Ind AS. Refer to note 3 for information on first time adoption of Ind AS. Current Assets do not include elements which are not expected to be realised within 1 year and Current Liabilities do not include items which are due after 1 year, the period of 1 year being reckoned from the reporting date.

(ii) Fair value measurement

The Company’s accounting policies and disclosures require the measurement of fair values for financial assets and liabilities.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

(iii) Revenue Recognition:

Revenue is measured at the fair value of the consideration received or receivable. There were no business operation during the year.

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018**(iv) Property, Plant and Equipment:****Recognition and measurement:**

Items of property, plant and equipment other than Land and Building are measured at cost less accumulated depreciation and impairment, if any. Land and Building are carried at book value. The cost of property, plant and equipment includes purchase price, including freight, duties, taxes and expenses incidental to acquisition and installation. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Property, plant and equipment are derecognized from financial statements, either on disposal or when no economic benefits are expected from its use or disposal. The gain or losses arising from disposal of property, plant and equipment are recognized in the Statement of Profit and Loss in the year of occurrence.

Subsequent expenditures:

Subsequent expenditures related to an item of property, plant and equipment are added to its carrying value only when it is probable that the future economic benefits from the asset will flow to the Company and cost can be reliably measured. All other repair and maintenance costs are recognized in the Statement of Profit and Loss during the year in which they are incurred.

Depreciation:

Depreciation is provided on all property, plant and equipment on straight-line method in the manner and useful life prescribed in Schedule II of the Companies Act, 2013. Depreciation on additions/deletion is provided on pro-rata basis with reference to the date of addition/deletion as the case may be.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 01 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Company has adopted cost model for all class of items of fixed assets.

(v) Impairment of Non-Financial Assets:

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or cash generating units (CGU) fair value less costs of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. If such recoverable amount of the asset or cash generating unit is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date there is any indication that any impairment loss recognized for an asset in prior years may no longer exist or may have decreased, the recoverable amount is reassessed and such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss..

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018**Financial Assets****Initial recognition and measurement**

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.

Subsequent measurement

For the purpose of subsequent measurement, the financial assets are classified as under:

i) Financial assets at amortised cost

A financial asset is measured at the amortised cost, if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. Interest income from these financial assets is included in other income using the EIR in the Statement of Profit and Loss. The losses arising from impairment are recognized in the Statement of Profit and Loss.

ii) Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are classified as FVTOCI, if both of the following criteria are met:

- These assets are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Fair value movements are recognised in the other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest income and foreign exchange gains or losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to Profit or Loss and recognised in other income/(loss).

iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is recognized in profit or loss and presented net in the Statement of Profit and Loss within other income in the period in which it arises.

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018**iv) Equity instruments**

All equity instruments are measured at fair value. Equity instruments which are for trading are classified as FVTPL. All other equity instruments are measured at fair value through other comprehensive income (FVTOCI). The classification is made on initial recognition and is irrevocable.

Where the Company's management has elected to present fair value gains and losses on equity instruments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognized in profit and loss when the Company's right to receive payments is established.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Impairment of financial assets

The Company applies 'simplified approach for recognition of impairment loss on financial assets for loans, deposits and trade receivables.

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime Expected Credit Loss at each reporting date, right from its initial recognition.

De-recognition**A financial asset is derecognized when:**

- The rights to receive cash flows from the assets have expired or
- The Company has transferred substantially all the risk and rewards of the asset, or
- The Company has neither transferred nor retained substantially all the risk and rewards of the asset, but has transferred control of the asset.

Financial Liabilities**• Initial recognition and measurement**

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction cost.

• Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. For trade and other payables maturing within operating cycle, the carrying amounts approximate the fair value due to short maturity of these instruments.

• Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using Effective Interest Rate (EIR) method. Gain and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized.

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018

Amortised cost is calculated by taking into account any discount or premium on acquisition and transaction costs. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

- **Derecognition**

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

- **Offsetting financial instruments**

Financial assets and financial liabilities are offset and the net amount is reflected in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(vi) Taxes:

The tax expense comprises current and deferred tax. Tax is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI.

i. Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantially enacted at the reporting date.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

ii. Deferred Tax

Since the company has substantially carry forward loss and unabsorbed depreciation and there is uncertainty of sufficient future taxable income, the deferred Tax Assets in accordance with accounting standard 22 ,has not been considered as matter of prudence.

(vii) Cash and Cash Equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, demand deposit and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(viii) Provisions & Contingent Liabilities:

The Company recognizes a provision when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

(ix) Earnings per share

Basic earnings per share is calculated by dividing the net profit / (loss) for the year attributable to the equity shareholders by weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit / (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(x) Dividend

Dividend to the equity shareholders is recognized as a liability in the Company's financial statements in the period in which the dividend is approved by the shareholders.

2. USE OF ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Estimates and underlying assumptions are reviewed at each reporting date. Any revision to accounting estimates and assumptions are recognised prospectively i.e. recognised in the period in which the estimate is revised and future periods affected.

i. Fair value measurement of financial instruments

When the fair values of the financial assets and liabilities recorded in the balance sheet cannot be measured based on the quoted market prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from the observable market, where possible, but where this is not feasible, a review of judgement is required in establishing fair values. Changes in assumptions relating to these assumptions could affect the fair value of financial instruments.

ii Deferred Tax

Deferred tax is recorded on temporary differences between tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profit during the periods in which those temporary differences and the tax loss carry forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward periods are reduced.

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018**3. FIRST TIME ADOPTION OF IND AS**

The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet as at April 01, 2016 (the Company's date of transition to Ind AS). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (as amended) and other relevant provisions of the Act ("Indian GAAP" or "previous GAAP"). The effects of the transition to Ind AS on equity, total comprehensive income and reported cash flows are presented in this section and are further explained in the following notes.

Ind AS 101 allows first-time adopters certain exemptions/exceptions from the retrospective application of certain requirements under Ind AS. In preparing these financial statements, the Company has applied the following exemptions:

Ind AS Optional Exemptions:

Deemed cost for property, plant and equipment

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Company has elected to measure all of its property, plant and equipment at their previous GAAP carrying value and use that as its deemed cost as at the date of transition (April 01,2016).

Reconciliation

The following reconciliations provide the effect of transition to Ind AS from previous GAAP in accordance with Ind AS 101:

Equity as at April 01,2016 and as at March 31,2017

Total comprehensive income for the year ended March 31, 2017

Reconciliation of Total Equity as at March 31, 2017 and April 1, 2016

	Notes	As at March 31,2017 (End of last period presented under previous GAAP)	As at April 01,2016 (Date of transition)
Total shareholders fund under previous GAAP		-94640109	-93398704
Less: Equity share capital		22083875	22083875
Other equity		-116723984	-115482579
Unwinding of Financial Liability valued at fair value	B	-8548597	-7632676

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018

Deferred Liability on Pref. shares	A	-10912345	-12367324
Adjustment for Interest cost on Sales Tax Loan	C	-166868	
Deferred Tax Liability on above	C	-95838	
Total adjustments to equity		-19723648	-20000000
Total Equity under Ind AS		-136447632	-135482579

	Notes	Year ended March 31, 2017 (latest period presented under previous GAAP)
Profit as per previous GAAP		-1241403
Adjustments:		
Remeasurements of defined benefits obligations recognised in other comprehensive income under Ind AS	C	372191
Total effect of transition to Ind AS		372191
Profit for the year as per Ind AS		-869212
Other comprehensive income for the year (net of tax)	C & D	-95,839
Total comprehensive income for the year under Ind AS		-965052

Impact of Ind AS adoption on the Statement of Cash Flow for the year ended March 31, 2017

There were no material differences between the Cash Flow Statement presented under Ind AS and the previous GAAP.

Notes:

- Under previous GAAP, non-convertible redeemable Pref. Shares were considered as equity. Under IndAS, non-convertible redeemable preference shares is considered as Liability. Accordingly, total equity as at 31st March 2017 has reduced by INR 2,00,00,000 (Rs. Two Crore only) being the non-convertible preference shares.
- Under Ind AS, redeemable pref. shares are measured at fair value on initial recognition. Unwinding of interest financial liability is treated as income and is accrued. The difference between the fair value and nominal value of redeemable pref. share is considered as deferred liability.
- As per Ind AS, Financial assets/liabilities are recognized at amortised cost/fair value. Consequent to the change, defined benefit obligations were recognized in other comprehensive income.
- Under Ind AS all items of income and expenses recognized in a period should be included in profit & loss for the period, unless a standard requires or permits otherwise. Items of income and expenses that are not recognized in profit or loss but are shown in the statement of profit & loss as "other comprehensive income"remeasurements of defined benefit plan.
- Deferred tax has been recognized on adjustments made on transition to Ind AS.

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT AS AT 31ST MARCH, 2018
37. CONTINGENT LIABILITY --- NIL

38. CAPITAL COMMITMENT (net of advances) --- Rs. NIL (P.Y. Rs, Nil)

39. RELATED PARTY DISCLOSURE

The Names of related parties are as under:

- (i) Enterprise that directly or indirectly control (through subsidiaries) or are controlled by or are under common control with the reporting enterprise - NIL
 - (ii) Associates, Joint ventures of the reporting entity, investing party or venture in respect of which reporting enterprise is an associate or joint venture NIL
 - (iii) Individuals owning, directly or indirectly, an interest in voting power of the reporting an enterprise that gives them control or significant influence over the enterprises & relatives of any such individual. – NIL
 - (iv) Key Managerial Person (KMP) & their Relatives.
 - a) Key Management Personnel: Presently company is not operational, hence no key managerial personnel was appointed.
 - b) Relatives of Key management Personnel: NA
 - (v) Enterprises over which any person described in (iii) & (iv) is able to exercise significant influence: NIL
- 40** Trade payable & Trade receivable and advance balances are subject to confirmation and subsequent reconciliation, if any.
- 41.** Current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.
- 42.** The company accounts for payment of gratuity on “payment basis”. At present, company does not have any staff and the Actuarial liability in respect of the same is not available with the company.
- 43.** Company does not have any staff ,hence the clause relating to leave encashment is not applicable.
- 44.** Previous year’s figures have been regrouped & rearranged wherever necessary.

ANDHRA PRADESH TANNERIES LIMITED

CIN: L19110AP1974PLC001711

Regd.Office: Leather Complex Area, Nellimerla, Vizianagram District,
Andhra Pradesh – 535217

Website: www.aptl.net.in • **Tel No:** 022-24934923 • **Fax No:** 022-24934924

Email: sugandhas78@rediffmail.com

ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

Members attending the Meeting in person or by Proxy are requested to complete the Attendance slip and hand it over at the entrance of the meeting room.

I hereby record my presence at the Forty Fourth Annual General Meeting of the Company at the Registered Office at Leather Complex Area, Nellimarla, Vizianagram District, Andhra Pradesh- 535 217 on, Wednesday, September 26, 2018, at 3.00 p.m.

Folio No./DP Id/ Client ID	
Name and address of the first holder	
Name of the Joint Holder(s)	
No of shares	

.....
Full name of the Member (in block letters)

.....
Signature

.....
Full name of the proxy (in block letters)

.....
Signature

ELECTRONIC VOTING PARTICULARS

EVEN Electronic Voting Event Number	USER ID	PASSWORD/ PIN

**Form No. 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]

**ANDHRA PRADESH TANNERIES LIMITED
CIN: L19110AP1974PLC001711**

Regd.Office: Leather Complex Area, Nellimerla, Vizianagram District,
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Website: www.aptl.net.in • **Tel No:** 022-24934923 • **Fax No:** 022-24934924

Email: sugandhas78@rediffmail.com

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

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

1. Name :E-mail Id :

Address : Signature : , or failing him / her:

2. Name : E-mail Id :

Address : Signature : , or failing him / her:

3. Name : E-mail Id :

4. Address : Signature : , or failing him / her:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Forty-Fourth Annual General Meeting of the Company, to be held on Wednesday, September 26, 2018, at 3.00 p.m. at Leather Complex Area, Nellimarla, Vizianagram District, Andhra Pradesh- 535 217 on, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolution	For	Against
1.	Ordinary Resolution Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon.		
	Ordinary Resolution Appointment of Director in place of Ms. Uma Yelavarthy (DIN: 07293822), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013.		
	Special Resolution Consent of the Company under Section 180(1)(c) of the Act to the Board of Directors to borrow upto Rs.100 crores (Rupees One Hundred crores).		
	Special Resolution Consent of the Company under Section 180 (1) (a) of the Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings uptoRs. 100 Crores (Rupees One Hundred Crores).		

- This is optional. Please put a ✓ in the appropriate column for each resolution. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner he/ she thinks appropriate.

Affix Revenue Stamp of Re. 1/-

Signed this _____ day of _____, 2018

Signature of Shareholder _____

Signature of Proxy Holder (s) _____

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.
- Please complete all details including details of member(s) in above box before submission.

ANDHRA PRADESH TANNERIES LIMITED

CIN: L19110AP1974PLC001711

Regd. Office: Leather Complex Area, Nellimerla, Vizianagram District,
Andhra Pradesh – 535217

Website: www.aptl.net.in • **Tel No:** 022-24934923 • **Fax No:** 022-24934924

Email: sugandhas78@rediffmail.com

Sr. No	Particulars	Details
1.	Name of the First Named Shareholder (In Block Letters)	
2.	Postal Address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity

I/We hereby exercise my/our vote(s) in respect of the Ordinary & Special Resolutions set out in the Notice of the forty fourth Annual General Meeting (AGM) of the Company to be held on Wednesday, September 26, 2018, by sending my/our assent or dissent to the said Resolutions by placing the tick(✓) mark at the appropriate box below:

Sr. No.	Resolution	No of Shares	(FOR) I/We assent to the Resolution	(AGAINST) I/We dissent the Resolution
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon.			
2.	Appointment of Director in place of Ms. Uma Yelavarthy (DIN: 07293822), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.			
3.	Consent of the Company under Section 180(1)(c) of the Act to the Board of Directors to borrow upto Rs.100 crores (Rupees One Hundred crores).			
4.	Consent of the Company under Section 180 (1) (a) of the Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings upto Rs. 100 Crores (Rupees One Hundred Crores).			

Place:

Date:

(Signature of the Shareholder)

INSTRUCTIONS

1. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot Paper. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot Paper shall be treated as invalid.
2. Any person voting in more than one capacity i.e. as a Shareholder, Authorized Representative and Proxy, as case may be, should use separate Ballot Paper to vote in each capacity.
3. Please complete and sign the Ballot Paper. The Ballot Paper should be signed by the Member as per the specimen signature registered with the Company/Depository.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (√) mark in the column provided in the Ballot Paper.
5. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
6. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
7. The voting rights of shareholders shall be in proportion of the share held by them in the paid up equity share capital of the company as on August 11, 2017 and as per the Register of Members of the Company.
8. Mr.Mitesh Dhaliwala (Membership No. FCS 8331) or failing him Ms .Sarvari Shah (Membership No.FCS 9697) of M/s. Parikh & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting by remote e-voting and votes cast through Ballot Paper in a fair and transparent manner.
9. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.

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ANDHRA PRADESH TANNERIES LIMITED

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