

**ANDHRA PRADESH
TANNERIES LIMITED**

FORTY-THIRD ANNUAL REPORT

2016-17

INDEX

Sr. No.	Particulars	Page No.
1	Corporate Information	1
2	Route Map	2
3	Notice	3
4	Board's Report along with Annexure	11
5	Independent Auditor's Report	24
6	Balance Sheet	29
7	Profit and Loss Statement	30
8	Notes to Accounts	31
9	Cash Flow	41
10	Attendance Slip	45
11	Proxy Form	47

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Jehangir H. C. Jehangir (Up to 09 th August, 2016)	Independent Director
Ms. Sugandha Shelatkar	Independent Director
Ms. Uma Yelavarthy	Director
Mr. Glen Sylvester Mascarenhas (w.e. f. 27 th October, 2016)	Independent Director
Mr. Subramanian Sundaram Kamakshi	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
B-302, Sony Apartment, Opp. ST. Jude High School,
Off. Andheri-Kurla Road, Jarimari, 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

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

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the Forty-Third Annual General Meeting of the members of ANDHRA PRADESH TANNERIES LIMITED will be held at Leather Complex Area, Nellimarla, Vizianagram District, Andhra Pradesh- 535 217 on, Friday, August 11, 2017 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, 2017, 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 and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Ajay Dhoot & Co., Chartered Accountants, Mumbai (FRN No. 100196W) be and is hereby appointed as Auditors of the Company in place of the retiring auditors M/s. J. L. Bhatt & Co., Chartered Accountants, Mumbai (FRN No. 101332W) to hold office from the conclusion of this Annual General Meeting till the conclusion of the Forty-Eighth Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment at every Annual General Meeting if so required under the Act) at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Glen Sylvester Mascarenhas (DIN 02124067) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th October, 2016 and who holds office up to the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 (‘the Act’) and Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 152, Schedule IV and other Applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Glen Sylvester Mascarenhas (DIN 02124067), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years from 27th October, 2016 up to 26th October 2021.”

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. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts and the relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director and appointment of Auditor under Item No. 2, Item No.3 and Item No. 4 respectively of the Notice, are annexed.
3. The Register of Members and the Share Transfer books of the Company will be closed from Monday, 7th August, 2017 to Friday, 11th August, 2017 both days inclusive.
4. 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., B- 302, Sony Apartment, Opp. ST Jude High School, Off. Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400 072, in respect of their physical share folios, if any, quoting their folio numbers.
5. Members are requested to bring their copy of the Annual Report to the meeting.
6. The Notice of the Annual General Meeting along with the Annual Report 2016-2017 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 2016-17 will also be available on the Company's website viz www.aptl.net.in
7. 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.
8. 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.
9. 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 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting.
10. The Route Map showing directions to reach to the venue of the Forty-Third Annual General Meeting is annexed.

11. 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 43rd 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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	Enter the Dividend Bank Details or Date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If Both the details are not recorded with the depository or company please enter the member id / folio number in the dividend bank details field as mentioned in instruction (iv)

- (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. (xii) 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 Tuesday, 8th August, 2017 (09.00 AM)** and ends on **Thursday, 10th August, 2017 (05.00 PM)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 04th August, 2017** 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 **Friday, 04th August, 2017**. 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 or polling 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.
- (viii) 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.
- (ix) Ms. Shalini Bhatt and/or failing her Mr. Mitesh Dhaliwala 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.
- (x) 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.

- (xi) The Results declared along with 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.
- (xii) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m to 5.00 p.m) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General 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.net.in

Mumbai: May 13, 2017

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 AND 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.

Item No. 2

Mrs. Uma Yelavarthy (DIN 07293822), director of the company in terms of Section 152(3) of the Act, retires by rotation and is eligible for re-appointment.

Mrs. Uma Yelavarthy (DIN 07293822) is one of the Director of the Company. She was appointed on the Board with effect from February 12, 2016 and is holding 63,588 shares.

Mrs. Uma Yelavarthy, aged 60 years has done her B.A

During the year Mrs. Uma Yelavarthy attended four board meeting.

Other directorship positions held: - Nil.

Except Mrs. Uma Yelavarthy none of the other directors and Key Managerial Personnel is concerned or interested in the said Resolution at item No. 2 of the accompanying notice as it relates to his own appointment.

The Board commends the Resolution at Item No.2 of the accompanying Notice for the approval by the Members of the Company.

Item No. 3

M/s. J. L. Bhatt & Co., Chartered Accountants, Mumbai (FRN No. 101332W) have been the Auditors of the Company since financial year 2006-2007.

As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditors for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement. In view of the above, M/s. J. L. Bhatt & Co. can continue as an Auditor of the Company only up to the conclusion of the forthcoming Annual General Meeting

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 13.05.2017, proposed the appointment of M/s Ajay Dhoot & Co., Chartered Accountants, Mumbai (FRN No. 100196W) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Forty-Eighth Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment at every Annual General Meeting, if so required under the Act).

M/s Ajay Dhoot & Co., Chartered Accountants, Mumbai (FRN No. 100196W) have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No. 3 of the Notice.

ITEM NO. 4

Mr. Glen Sylvester Mascarenhas (DIN 02124067) was appointed as an Additional Director of the Company by the Board of Directors on recommendation of Nomination and Remuneration Committee effective from October 27, 2016. By virtue of Section 161 of the Companies Act, 2013, Mr. Glen Sylvester Mascarenhas (DIN 02124067) shall hold office upto the date of this Annual General Meeting and is eligible for appointment.

In terms of Section 149 and other applicable provisions of the Act, Mr. Glen Sylvester Mascarenhas, being eligible, has been appointed as an Independent Director of the Company for a term of 5 (five) years upto October 26, 2021 not being liable to retire by rotation. The Company has received a Notice in writing from a member of the Company along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Glen Sylvester Mascarenhas for the office of Director of the Company.

Mr. Glen Sylvester Mascarenhas has consented to act as a Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Glen Sylvester Mascarenhas fulfills the conditions specified in the Act and the Rules there under for appointment as Independent Director and he is independent of the management.

Glen Sylvester Mascarenhas aged 68 years has done BSC and has 25 years' experience in Leather Goods Industry.

Having regard to the qualifications, experience and knowledge, his appointment as an Independent Director will be in the interest of the Company. The Board recommends the resolution as set out at Item no. 4 of the accompanying Notice for the approval by the members of the Company.

The terms and conditions of appointment of Mr. Glen Sylvester Mascarenhas as an Independent Director are available for inspection at the Registered Office of the Company during normal business hours on all working days.

During the year Mr. Glen Sylvester Mascarenhas attended 1 meetings of the Board of Directors of the Company. He does not hold any shares in the Company.

Other directorship positions held by Mr. Glen Sylvester Mascarenhas are Meet & Greet Gifts Private Limited and St. Xavier's Vile Parle Alumniassociation Mr. Glen Sylvester Mascarenhas is not holding committee positions in other companies.

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

Except Mr. Glen Sylvester Mascarenhas, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution.

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.net.in

Mumbai: May 13, 2017

BOARD'S REPORT

To
The Members
ANDHRA PRADESH TANNERIES LIMITED.

The Directors have pleasure in presenting the Forty-Third Annual Report together with the Audited Financial Statements for the year ended on March 31, 2017.

OPERATIONS AND FINANCIAL RESULTS:

The Company's Plant is still not operational. The working results of the Company shows Net Loss of ₹12,41,403/- for the financial year 2016-2017 and the losses due to administrative expenses incurred during the year 2016-2017.

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 2016-2017.

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

Mr. Jehangir Hirji Cawasji Jehangir resigned as Director of the Company with effect from August 09, 2016. The Board expresses its gratitude to Mr. Jehangir Hirji Cawasji Jehangir for the services rendered by him during his tenure with the Company.

With a view to strengthen the Board, the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee appointed Mr. Glen Sylvester Mascarenhas as an Additional Director with effect from October 27, 2016.

The resolutions seeking approval of the Members for the appointment of Mr. Glen Sylvester Mascarenhas have been incorporated in the notice of the forthcoming annual general meeting of the Company along with brief details about them. The Company has received notices under Section 160 of the Act along with the requisite deposit proposing their appointment.

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, Mr. Glen Sylvester Mascarenhas and Mr. Subramanian Sundaram Kamakshi, who are independent directors of the Company have submitted declarations that each of them meet the criteria of independence as provided in sub Section (6) of Section 149 of the Act 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.UmaYelevarthi
3. Mr. Glen Sylvester Mascarenhas (w.e.f. October 27, 2016)

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, 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 Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the term of M/s. J. L. Bhatt & Co., Chartered Accountants, Mumbai, (FRN No. 101332W) as the Statutory Auditors of the Company expires at the conclusion of the ensuing Annual General Meeting of the Company.

The Board place on record its appreciation for the services rendered by M/s. J. L. Bhatt & Co. as the Statutory Auditors of the Company.

The Board of Directors of the Company at their meeting held on 13.05.2017 on the recommendation of the Audit Committee, have made its recommendation for appointment of M/s Ajay Dhoot & Co., Chartered Accountants, Mumbai, (FRN No. 100196W) as the Statutory Auditors of the Company by the Members at the Forty-Third Annual General Meeting for a term of 5 years.

M/s Ajay Dhoot & Co., Chartered Accountants, Mumbai, (FRN No. 100196W), have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The necessary resolution, seeking approval of the members for the appointment of M/s Ajay Dhoot & Co., Chartered Accountants, Mumbai, (FRN No. 100196W), as the Statutory Auditors of the Company for a term of five consecutive years i.e. from the conclusion of Forty-Third Annual General Meeting till the conclusion of Forty-Eight Annual General Meeting of the Company pursuant to Section 139 of the Companies Act, 2013, has been incorporated in the Notice of the forthcoming Annual General Meeting of the Company.

You are requested to appoint Auditors and to fix their remuneration

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 2016-2017.

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

AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT

The auditor's' report contain qualifications, in their report with regards to non-compliance of Accounting Standard 13 in respect of Gratuity Liability, which is self-explanatory.

As regards observations of Secretarial Auditors in their report, your directors have to state that they are also self-explanatory in view of the non-operational nature of the Company,

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 UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE
(PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of women at Workplace (Prevention, Prohibition And Redressal) Act, 2013.

LISTING FEES

The Company has paid the listing fees to BSE Limited for the year 2017-2018.

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

**Mumbai
May 13, 2017**

**Sugandha Shelatkar
Director
06906156**

**Glen Sylvester Mascarenhas
Director
02124067**

ANNEXURE I

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2017

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, Nellimarla Vizianagram, 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., B-302, Sony Apartment, Opp. ST. Jude High School, Off. Andheri-Kurla Road, Jarimari, Sakinaka, Mumbai-400 072. Email: service@satellitecorporate.com Website: www.satellitecorporate.com Tel.: +91 22 28520461/462 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 31.03.2016)				No of shares held at the beginning of the year (as on 31.03.2017)				%Change during the year (9-5)
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
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
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
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	20000	20000	0.91	0	2000	2000	0.09	-0.82
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	0	0	0.00	0	0	0	0.00	0.00
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 Corporate	0	1050	1050	0.05	0	1050	1050	0.05	0.00
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 ₹1 Lakh	0	73050	73050	3.32	0	73050	73050	3.32	0.00
Individual Shareholders holding nominal Share Capital in excess of ₹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 01.04.2016			shareholding at the end of the year-31.03.2017			% 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:

Sl. No.		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	<i>There is no change in Promoter's Shareholding between 01.04.2016 to 31.03.2017</i>			
	Date wise Increase / Decrease in Promoters Share holding 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 OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sr. No	For each of the top 10 shareholders	Shareholding 01.04.2016		Cumulative shareholding during the year 31.03.2017	
		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	TipirneniAppaRao	7700	0.35	7700	0.35
5	Nutakki Vishnu Babu	2500	0.11	2500	0.11
6	PamulapatiChandrayya	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

Mumbai
May 13, 2017Sugandha Shelatkar
Director
06906156Glen Sylvester Mascarenhas
Director
02124067

FORM No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017
(Pursuant to Section 204 (I) 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 Andhra Pradesh Tanneries Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit and the representations made by the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 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 Andhra Pradesh Tanneries Limited for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and 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; (Not applicable to the Company during the audit period)

- (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 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 of 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 effective from 01st December, 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 subject to the following observations:

1. The Company has not appointed the KMPs as required under Section 203 of the Companies Act, 2013.
2. Internal Auditors have not been appointed as required Under Section 138 of the Act.
3. Company's Trading is suspended on BSE Limited.
4. Non-Compliance of Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of minimum public shareholding.

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 at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent 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, as represented by the management, 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 : 13th May, 2017

Signature:
Name of Company Secretary: Shalini Bhat
Partner
FCS: 6484 CP: 6994

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 : 13th May, 2017

Signature:
Name of Company Secretary: Shalini Bhat
Partner
FCS: 6484 CP: 6994

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 13.05.2016, 09.08.2016, 27.10.2016 and 14.02.2017

Name of the Director	No. of Board Meetings attended
Ms. Sugandha Digambar Shelatkar	4
Mr. Jehangir H. C. Jehangir (upto 09 th August, 2016)	2
Mrs. Uma Yelevarthi	4
Mr. Subramanian Sundaram Kamakshi	1
Mr. Glen Sylvester Mascarenhas (w.e.f. 27 th October, 2016)	1

AUDIT COMMITTEE

The date of the meeting were 13.05.2016, 09.08.2016, 27.10.2016 and 14.02.2017

Composition	Meetings attended
Ms. Sugandha Digambar Shelatkar	4
Mr. Jehangir H. C. Jehangir(upto 09 th August, 2016)	2
Mrs. Uma Yelevarthi	4
Mr. Glen Sylvester Mascarenhas (w.e.f. 27 th October, 2016)	1

NOMINATION AND REMUNERATION COMMITTEE

The Date of the Meetings were – 13.05.2016 and 27.10.2016

Composition	Meetings attended
Mr. Jehangir H Jehangir(upto 09 th August, 2016)	1
Ms. Sugandha Shelatkar	2
Mrs. Uma Yelevarthi	2

SHARE TRANSFERS AND STAKEHOLDERS RELATIONSHIP COMMITTEE

The date of the Meetings were –13.05.2016, 09.08.2016, 27.10.2016 and 14.02.2017

Composition	Meetings attended
Ms. Sugandha Digambar Shelatkar	4
Mr. Jehangir H. C. Jehangir(upto 09 th August, 2016)	2
Mrs. Uma Yelevarthi	4
Mr. Glen Sylvester Mascarenhas (w.e.f. 27 th October, 2016)	1

Independent Auditor's Report

To the Members of
ANDHRA PRADESH TANNERIES LIMITED.

We have audited the accompanying financial statements of **ANDHRA PRADESH TANNERIES LIMITED.** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statement that give a true and fair view of the financial position and financial performance and Cash Flow of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' 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 provision 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 and fair presentation of the financial statements that give a 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 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 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, of the state of affairs of the company as at 31st March, 2017, and its **Loss** and its cash flow for the year ended on that date.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note No.1 regarding “preparation of accounts on Going Concern Basis”. Note No.9 non provision of Interest of ₹ 7,76,138 payable to A.P.govt. towards interest free sales tax loan upto 31-3-2015 and non availability of interest amount thereafter and Note. No.4 regarding review in respect of Debtors, Creditors, Loans and Advances etc.etc. are subject to confirmation and reconciliation and adjustments which may require Provision for towards outstanding amounts

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act is not applicable to the Company since the conditions laid down for non applicability of the Order are satisfied by the Company.
2. As required by section 143 (3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet and Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule,2014 except matter specified in Note No.1(g) regarding provision for gratuity on actual basis instead of actuarial basis.
 - e) on the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, 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 A”;

- g) With respect to the other matter to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Amendment Rules, 2017, in our opinion and to the best of our information and according to the explanations given to us:
- (i) There are no litigations pending against the company which impacts its financial position in its financial statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) The company, being private limited company, is not required to transfer any amount to the investor Education and protection Fund.
 - (iv) The Company has provided requisite disclosures in the financial statements as to holding as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the Management.

For J. L. BHATT & COMPANY
Chartered Accountants
Firm Reg. No: 101332W

YOGESH J. BHATT
Partner
Membership No. 30170

Place: Mumbai
Date: 13-05-2017

“Annexure A” referred to in Para 2 (f) of our report on Report on Other Legal and Regulatory Requirements :

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 31 March 2017 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.

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 Standard 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, both 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.

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 and 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 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 expenditure 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 unauthorized 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial control over financial reporting were operating effectively as at 31st March, 2017, 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.

For J. L. BHATT & COMPANY
Chartered Accountants
Firm Reg. No: 101332W

YOGESH J. BHATT
Partner
Membership No. 30170

Place: Mumbai
Date: 13-05-2017

BALANCE SHEET AS ON 31ST MARCH, 2017

	Note No.	As at 31.3.2017	As at 31.3.2016
I. EQUITY AND LIABILITIES :			
Shareholders Funds			
a) Share Capital	2	4,20,83,875	4,20,83,875
b) Reserves & Surplus	3	(13,67,23,984)	(13,54,82,579)
Non-Current Liabilities			
a) Long Term Borrowings	4	9,56,40,523	9,43,40,523
Current Liabilities			
a) Short-term borrowings	5	-	-
b) Trade payables	6	6,32,248	2,93,545
c) Other current liabilities	7	3,54,166	4,29,425
d) Short-term provisions	8	1,100	-
Total ₹		19,87,928	16,64,789
II. Assets :			
Non-current assets :			
a) Fixed assets	9	9,50,591	9,81,479
b) Non-current investments	10	-	-
c) Long term loans and advances	11	1,18,191	1,18,191
d) Contingent Liabilities			
Current Assets :			
a) Inventories	12	-	-
b) Trade receivables	13	-	-
c) Cash & Cash equivalents	14	5,54,013	1,49,986
d) Short term loans & advances	15	3,65,133	4,15,133
Total ₹		19,87,928	16,64,789

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

As per our report of even date attached.

For and on behalf of Board

FOR J.L. BHATT & CO.
Chartered Accountants
Firm Regn. No. : 101332W

Yogesh Bhatt
Partner (Membership No.30170)

Sugandha Shelatkar
Director

Glen Mascarenhas
Director

Place : Mumbai
Date : 13.5.2017

PROFIT & LOSS ACCOUNT AS AT 31ST MARCH, 2017

Particulars	Note No.	As at 31.3.2017	As at 31.3.2016
A) INCOME :			
Revenue from operations	16	-	-
Other Income	21	5,04,001	10,51,208
Total Revenue ₹		<u>5,04,001</u>	<u>10,51,208</u>
B) EXPENSES :			
Cost of Raw Material Consumed	17	-	-
Changes in inventories of stores & spares, chemicals	18	-	-
Employee Benefits expenses	19	-	-
Other Expenses	22	17,14,516	30,87,664
Total Expenses		<u>17,14,516</u>	<u>30,87,664</u>
Earnings before Interest, Tax, Depreciation and Amortisation		(12,10,515)	(20,36,456)
Depreciation and Amortisation expenses	9	30,888	30,888
Financial costs	20	-	-
Profit / (Loss) before tax		(12,41,403)	(20,67,344)
Less: Tax expenses		-	-
1. Current Tax		-	-
2. Deferred Tax		-	-
Total Tax Expenses		-	-
Profit / (Loss) after tax		(12,41,403)	(20,67,344)
Balance brought forward previous year		(13,68,38,628)	(13,47,71,284)
Surplus / (Deficit) Carried Forward.		<u>(13,80,80,031)</u>	<u>(13,68,38,628)</u>
Earning per Equity Share			
1. Basic		(2.95)	(4.91)
2. Diluted			

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

As per our report of even date attached.

For and on behalf of Board

FOR J.L. BHATT & CO.
Chartered Accountants
Firm Regn. No. : 101332W

Yogesh Bhatt
Partner (Membership No.30170)

Sugandha Shelatkar
Director

Glen Mascarenhas
Director

Place : Mumbai
Date : 13.5.2017

SCHEDULES - FORMING PART OF THE ACCOUNTS AS ON 31ST MARCH , 2017

Note No	As at 31.3.2017 ₹	As at 31.3.2016 ₹
2 Share Capital		
Authorised Share Capital:		
25,00,000 Equity Shares of ₹ 10/- each	2,50,00,000	2,50,00,000
25,00,000 Non Cum. Redeemable Preference Shares of ₹ 10/- each	2,50,00,000	2,50,00,000
Total ₹	5,00,00,000	5,00,00,000
Issued, Subscribed Share capital		
23,66,000 Equity Shares of Rs 10/- each	2,36,60,000	2,36,60,000
20,00,000 Non Cum. Redeemable Preference Shares of ₹ 10/- each	2,00,00,000	2,00,00,000
Paid Up & Allotted Capital		
22,00,000 Equity Shares of Rs 10/- each fully paid up.	2,20,00,000	2,20,00,000
20,00,000 Non Cum. Redeemable Preference Shares of ₹ 10/- each fully paid up.	2,00,00,000	2,00,00,000
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 ₹	4,20,83,875	4,20,83,875

2.1) Terms and rights attached to Equity Share.

The company has only one class of Equity share having a Par Value of ₹ 10/- each.

Each holder of equity share is entitled for one vote per share.

In the event of liquidation of the company, the holder of equity shares will be entitled to received remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.2) Details of Share holders holding more than 5% shares in the company.**Equity Shares**

	₹ '000	₹ '000
	As at	As at
	31.03.2017	31.03.2016
Name of the Share holders	No. of Shares	No. of Shares
	(% of holding)	(% of holding)
Gita R. Pandit	35.55	35.55
Bambolli Holdings Pvt. Ltd.	48.99	48.99

SCHEDULES - FORMING PART OF THE ACCOUNTS AS ON 31ST MARCH , 2017

	As at 31.3.2017 ₹	As at 31.3.2016 ₹
3 Reserves & Surplus		
Investment Subsidy Received from A.P. Govt	9,75,959	9,75,959
General Reserve	1,32,322	1,32,322
Amount Transferred from Profit & (Loss) Account	(12,41,403)	(20,67,344)
Balance Brought Forward Previous Year	(13,65,94,611)	(13,45,27,266)
Depreciation Amortised	0	0
Capital Reserve	3,750	3,750
Total ₹	(13,67,23,984)	(13,54,82,579)
4 Long - term borrowings		
Secured Loans		
Term loans		
Interest Free Sales Tax loan from A.P.State Govt.	7,76,138	7,76,138
Interest Accrued and due (IFST)	24,63,188	24,63,188
Bombay Footware P.Ltd.	20,33,194	20,33,194
Bambolli Holdings Pvt. Ltd.	9,03,68,003	8,90,68,003
Total ₹	9,56,40,523	9,43,40,523
5 Short-term borrowings		
Total ₹	-	-
6 Trade Payables	6,32,248	2,93,545
Total ₹	6,32,248	2,93,545
7 Other current liabilities		
Accounts Payables	3,54,166	4,29,425
Total ₹	3,54,166	4,29,425
8 Short term provisions	1,100	-
Total ₹	1,100	-

SCHEDULES - FORMING PART OF THE ACCOUNTS AS ON 31ST MARCH , 2017

NOTE NO. 9: FIXED ASSETS FOR THE YEAR 2016-17

ASSETS	Original Cost			Depreciation			Net Block		
	Opening Balance as on 01.04.16	Additions during the Year	Deduction during the Year	Total as on 31.3.2017	Opening Balance as on 01.04.16	Depreciation for the year	Total as on 31.3.2017	Balance As on 31.3.2017	Balance As on 31.3.2016
1 Land	1,26,525	-	-	1,26,525	-	-	-	1,26,525	1,26,525
2 Site Development	5,89,941	-	-	5,89,941	-	-	-	5,89,941	5,89,941
3 Main Factory Building	17,54,567	-	-	17,54,567	16,61,731	1703	16,63,434	91,133	92,836
4 Auxiliary Building	8,47,004	-	-	8,47,004	7,57,644	25361	7,83,005	63,999	89,360
5 Overhead Water Tank	1,52,283	-	-	1,52,283	1,44,669	0	1,44,669	7,614	7,614
6 Effluent Disposal Tank	1,97,052	-	-	1,97,052	1,69,608	3824	1,73,432	23,620	27,444
7 Workers Quarters	2,80,806	-	-	2,80,806	2,66,766	0	2,66,766	14,040	14,040
8 Temporary Thatched Sheds	28,595	-	-	28,595	28,595	-	28,595	-	-
9 Plant & Machinery	1,25,69,667	-	-	1,25,69,667	1,25,69,666	-	1,25,69,666	1	1
10 Water Works	1,81,203	-	-	1,81,203	1,72,142	-	1,72,142	9,061	9,061
11 Electrical Installations	18,16,445	-	-	18,16,445	18,16,444	-	18,16,444	1	1
12 Misc Work Shop Equipment	4,74,697	-	-	4,74,697	4,74,696	-	4,74,696	1	1
13 Furniture & Office Equipment	7,26,446	-	-	7,26,446	7,26,445	-	7,26,445	1	1
14 Vehicles	1,83,637	-	-	1,83,637	1,83,636	-	1,83,636	1	1
15 Residential Quarters	4,93,058	-	-	4,93,058	4,68,405	-	4,68,405	24,653	24,653
Current Year	2,04,21,926	-	-	2,04,21,926	1,94,40,447	30,888	1,94,71,335	9,50,591	9,81,479
Previous Year	2,04,21,926	-	-	2,04,21,926	1,94,09,559	30,888	1,94,40,447	9,84,179	10,12,367

SCHEDULES - FORMING PART OF THE ACCOUNTS AS ON 31ST MARCH , 2017

	As at 31.3.2017 ₹	As at 31.3.2016 ₹
Note No - 10		
Non - Current Investments - Trade	-	-
	-	-
Note No - 11		
Long Term Loans and Advances		
Security deposit with electricity department	1,18,191	1,18,191
	1,18,191	1,18,191
Note No - 12		
Inventories	-	-
Total ₹	-	-
Note No - 13		
Trade receivables		
1. Unsecured		
i. Over Six Months		
considered good	-	-
ii. Less than six months		
considered good	-	-
Total ₹	-	-
Note No - 14		
Cash and cash equivalents		
I. Cash & cash equivalents		
Cash on hand	34,790	35,790
Balance in Current Accounts	-	-
II. Other Bank Balances		
Indian Bank Chennai	-	-
S.B.I. Unpaid Dividends	5,360	5,360
State Bank of India Bazar Branch	-	-
State Bank of India Chennai	-	-
State Bank of India Main Branch	-	-
U.B.I. Current A/c:35130	20,287	19,401
Union Bank of India Chembur	4,64,823	60,682
Union Bank of India Chennai	17,516	17,516
Union Bank of India Visakhapatnam	11,237	11,237
Total ₹	5,54,013	1,49,986

SCHEDULES - FORMING PART OF THE ACCOUNTS AS ON 31ST MARCH , 2017

	As at 31.3.2017 ₹	As at 31.3.2016 ₹
Note No - 15		
Short Term Loans & Advances		
Unsecured	-	-
Advances Recoverable considered good	2,00,000	2,50,000
TDS Receivable	1,65,133	1,65,133
Total ₹	3,65,133	4,15,133
Note :16		
Revenue from operations		
i) Export Sales	-	-
ii) Other Sales	-	-
Total ₹	-	-
Note : 17		
Material Consumed		
Hides : Opening Stock	-	-
Purchases	-	-
Less: Closing Stock	-	-
Consumed During the Year	-	-
Note : 18		
Changes in inventories of finished goods,		
Work- in - progress		
Opening stock	-	-
Work- in - progress	-	-
Finished Goods	-	-
Stock - In - Trade	-	-
Less : Closing Stock	-	-
Work- in - progress	-	-
Finished Goods	-	-
Stock - In - Trade	-	-
Total ₹	-	-
Note : 19		
Employee Benefits Expense		
i) Salaries & Wages	-	-
ii) Staff Welfare Expenses	-	-
iii) Bonus / Exgratia	-	-
Total ₹	-	-

SCHEDULES - FORMING PART OF THE ACCOUNTS AS ON 31ST MARCH , 2017

	As at 31.3.2017 ₹	As at 31.3.2016 ₹
Note : 20		
Finance Costs	-	-
Interest expenses	-	-
Other Borrowing costs	-	-
Total ₹	<u>-</u>	<u>-</u>

Note : 21**Other Income**

Miscellaneous Receipts	5,04,000	5,23,884
S. cr. Bal. w/back	1	5,27,324
Total ₹	<u>5,04,001</u>	<u>10,51,208</u>

Note : 22**Other Expenses :**

Advertisement	1,64,138	2,22,598
Audit Fees		
Statutory Audit fee	28,750	28,625
Certification fee	48,785	29,095
Electricity Charges	21,610	14,958
Legal Expenses & Consultancy		8,06,671
Printing & Stationery	36,898	33,355
Fine & Penalty on Statutory Dues	11,597	21,644
Prior Period Expenses		1,75,748
Miscellaneous Expenses	16,630	79,924
Bank Charges	3,331	5,722
Conveyance and Travelling	26,739	1,03,910
Security Charges	1,93,060	1,90,970
Telephnone & Mobile	5,850	5,400
Professional Fees	7,04,453	6,87,827
Filing & Listing Fees	2,39,211	2,39,942
Property Tax paid	1,00,548	95,760
Website Design Charges	7,475	-
E-Voting Charges	1,150	-

SCHEDULES - FORMING PART OF THE ACCOUNTS AS ON 31ST MARCH , 2017

	As at 31.3.2017 ₹	As at 31.3.2016 ₹
Income Tax Asst. Fees	10,000	-
Input Service Tax	33,372	-
Postage & Couriers	33,594	-
Staff Welfare Expenses	3,124	-
TDS of earlier year paid	5,232	-
Repairs and Maintenance	18,970	3,45,515
Total ₹	17,14,516	30,87,664

Payment to Statutory Auditors :

Particulars	₹ '000	₹ '000
i) Statutory Audit Fees	28,750	28,625
ii) Tax Audit Fees	-	-
iv) Certification fee	45,475	29,095

Earning & Expenditure in Foreign Currency

a) Earning in Foreign Exchange :	0	0
F.O.B Value of Exports	0	0
b) Expenditure in Foreign Currency		
Capital Expenditure	0	0
Travel	0	0
Others	0	0

Notes to the Account (SIGNIFICANT ACCOUNTING POLICIES)**SIGNIFICANT ACCOUNTING POLICIES****A. (i) Sales**

There are no sales during the year.

(ii) Other Income

Other income consists of sale of farm products, which is accounted on cash basis.

B. Fixed Assets:

To state fixed assets at cost or acquisition inclusive of duties,taxes and erection expenses.

C. Depreciation

Depreciation is provided on straight line method as per the requirement of Sch.II of the Companies Act, 2013.

D. Valuation of stocks

There is no stock in trade

E Other Accounting Policies

Any accounting policy other than what is referred above are in consistency with the Accepted Accounting Principles.

Financial Year : 1.4.2016 to 31.03.2017**NOTES FORMING PART OF THE ACCOUNTS**

1. The account of the Company are prepared on 'going concern Basis even though loss up to the year is more than the paid up capital and free reserves and the operations of the company are temporarily suspended.
2. The Current assets, Loan and Advances stand at the values stated in Balance Sheet are realizable in the ordinary course of business and also provision for known Liabilities made are adequate.
3. Depreciation for the current period has been provided on straight line method at the application rates specified in PART C schedule II of the Companies Act, 2013.
4. Balances under sundry debtors, sundry creditors, unsecured loan, under Payable, loans & advances and other receivables represent aggregate receivable and subject to confirmation by respective parties. Similarly few non-operative Bank account are subject to confirmation and reconciliation.
5. There are no stores, work in process, stock in Trade, etc. as certified by the Director.
6. Contingent Liabilities : Nil
7. No provision for Income Tax has been made since the Company has no assessable Income.
8. A Sum of ₹ 7,76,138/- towards principal and ₹ 24,63,188/- towards Interest up to 31.03.2015 is overdue to A.P.govt. for interest Free sales Tax Loan. However, no such sum provided in books during the year.
9. As part of a comprehensive review in respect of the outstanding Sundry Debtors. Loan & Advances and other receivable are on going. Further Provision, if any, required towards outstanding amount will be made as and when in the opinion of the management the same is warranted. Necessary efforts are being made for the recovery of the same.
10. Since the Company has substantially carry forward loss and unabsorbed depreciation and there is uncertainty of sufficient future taxable income that may be avoidable for its realization, the deferred tax assets, in accordance with accounting standard 22 issued by the institute of Chartered Accountants of India has been considered as matter of Prudence.
11. The company accounts for payment of Gratuity on "Payment basis". The Actuarial liability in respect of the same is not available with company it has provided for ₹ Nil (Previous year ₹ Nil).
12. The company has not provided Dividend on preference Shares Capital in the absence of Dividend On Equity Shares Capital.
13. Approved from SEBI in respect of listing of Shares is yet be received . A Certificate from the Chartered Accountant to effect the applicable provision of the regulation of SEBI under regulation 3(4) read with 3(5) is also pending.
14. There is no permanent staff and hence this clause of leave encashment is not applicable.
15. Disclosure in pursuant to Notification NO.GSR208(E) dated 30th March 2017, following are details of Specified Bank Notes(SBN) held and transacted during the period from 8th November 2016 to 30th December 2016:

	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	-	35,790	35,790
(+) Permitted receipts	-	-	-
(+) Withdrawal	-	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30.12.2016	-	35,790	35,790

		31st Mar, 2017		31st Mar, 2016	
16.	Value of Imports on C & F basis				
a)	Raw Materials	Nil	-	Nil	-
b)	Components & Spare Parts	Nil	-	Nil	-
c)	Capital goods	Nil	-	Nil	-
17.	Value of Imported & Indigenous				
	Raw Materials, Spares parts & consumed	Imported	Indigenous	Imported	Indigenous
	during the Financial Year & Percentage	Value % ₹	Value % ₹	Value % ₹	Value % ₹
	of each				
a)	Raw Materials	Nil	Nil	Nil	Nil
b)	Chemicals	Nil	Nil	Nil	Nil
c)	Spare parts	Nil	Nil	Nil	Nil
18.	Expenditure in Foreign				
a)	Travel Expenses on Tour Abroad	Nil	Nil	Nil	
b)	Others	Nil	Nil	Nil	
19.	Amount remitted during the year in Foreign Currencies on account of Dividends etc.	Nil	Nil	Nil	
20.	Earnings in Foreign Exchange :				
a)	Value of goods exported in F.C.B. basis	Nil	Nil	Nil	
b)	Others	Nil	Nil	Nil	

For Andhra Pradesh Tanneries Limited

Sugandha Shelatkar
DIRECTORGlen Mascarenhas
DIRECTOR

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

	31.03.2017	31.03.2016
	₹	₹
A Cash Flow from Operating Activities		
Net Loss before Tax and Extraordinary Items	(12,41,403)	(20,67,344)
Adjustment for :		
Depreciation	30,888	30,888
Foreign Exchange	-	-
Investment	-	-
Interest Received	-	-
Interest Paid	-	-
Profit on Sale of Fixed Assets	-	-
Loss on Sale of Fixed Assets	-	-
Prior Period Expenses	-	-
Operating Profit before Working Capital Charges	<u>(12,10,515)</u>	<u>(20,36,456)</u>
Adjustment for :		
Trade & Other Receivables		
Inventories		
Sundry Debtors	1,100	-
Trade Payables	2,63,444	(17,01,017)
Cash generated from Operation	<u>(9,45,971)</u>	<u>(37,37,473)</u>
Interest Paid	-	-
Advances	50,000	-50,000
Security deposits	0	-1,18,191
Direct Taxes Paid	-	-
Cash Flow before extraordinary items	<u>(8,95,971)</u>	<u>(39,05,664)</u>
Extra-Ordinary Items	-	-
Net Cash Flow From Operating Activities (A)	<u>(8,95,971)</u>	<u>(39,05,664)</u>
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)	<u>-</u>	<u>-</u>

C Cash Flow From Financing activities

Proceeds from issue of Share Capital		
Long Term borrowings repaid / received	13,00,000	34,00,000
Short Term Loans repaid / received	-	-
Repayment of Finance / Lease Liabilities	-	-
Interest Paid	-	-
Net Cash Used in Financing Activities (C)	13,00,000	34,00,000
Net increase in Cash and Cash equivalents (A+B+C)	4,04,029	(5,05,664)
Cash and Cash equivalents as at (Opening Balance)	1,49,986	6,55,650
Cash and Cash equivalents as at (Closing Balance)	5,54,015	1,49,986

Place : Mumbai

Date :13.5.2017

For and on behalf of Board

Sugandha Shelatkar
Director

Glen Mascarenhas
Director

Auditor's Report :

We have verified the attached Cashflow Statement of Andhra Pradesh Tanneries Limited derived from audited financial statements and the books and records maintained by the Company for the years ended 31st March 2017 and 31st March 2016 and found the same in agreement therewith.

FOR J.L. BHATT & CO.
Chartered Accountants

Yogesh Bhatt
Partner

Place : Mumbai
Date : 13.5.2017

Annexure - A

Additional Information Required As per Schedule III of the Companies Act, 2013

Balance Sheet Abstract & Company's General Business Profile.

I. Registration Details :	(₹ '000)
Registration No.	1711
State Code	01
Balance Sheet Date	3/31/2017
II. Capital Raised During The Year : (Amount in ₹ Thousands)	
Public Issue	NIL
Right Issue	NIL
Bonus Issue	NIL
Private Placements	NIL
III. Position of Mobilisation & Deployment of Funds : (₹ '000)	
Total Liabilities	1,988
Total Assets	1,988
Source of Funds	
Paid Up Capital	42,084
Reserves & Surplus	-1,36,724
Secured Loans	-
Unsecured Loans	95,641
	<u>1,001</u>
Application of Funds	
Net Fixed Assets	951
Investments / non current assets	118
Net Current Assets (-)	-67
Miscellaneous Expenditure/Deferred Tax Liability	-
Accumulated Losses	-
	<u>1,002</u>

IV. Performance of Company : (₹ '000)

Turnover	1,051
Total Expenditure	3,088
Profit/Loss Before Tax (-)	-2,036
Profit/Loss After Tax (-)	-2,036
Earning Per Share in Rupees (for Six months)	NIL
Dividend Rate	NIL

V. Generic Names of the Principal Products/Services of Company

Item Code No. (ITC Code)	
Product Description	N.A.
Item Code No. (ITC Code)	
Product Description	N.A.

Place : MUMBAI**Date : 13.5.2017****For and on behalf of Board****Sugandha Shelatkar
Director****Glen Mascarenhas
Director**

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-Third Annual General Meeting of the Company at Leather Complex Area, Nellimarla, Vizianagram District, Andhra Pradesh-535 217 on, Friday, August 11, 2017 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

EVS Electronic Voting Sequence 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,
Andhra Pradesh – 535217

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-Third Annual General Meeting of the Company, to be held at Leather Complex Area, Nellimarla, Vizianagram District, Andhra Pradesh-535 217 on, Friday, August 11, 2017 at 3.00 p.m. and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

*I wish my above Proxy to vote in the manner indicated in the below:

Sr. No.	Resolution	For	Against
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2017, 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 himself for re-appointment.		
3.	Appointment of M/s Ajay Dhoot & Co., Chartered Accountants, Mumbai (FRN No. 100196W) be and is hereby appointed as Auditors of the Company in place of the retiring auditors M/s. J. L. Bhatt & Co., Chartered Accountants and to fix their remuneration.		
4.	Appointment of Mr. Glen Sylvester Mascarenhas(DIN 02124067) as an Independent Director of the Company for the period of 5 years effective from October 27, 2016.		

Affix
Revenue
Stamp of
Re. 1/-

Signed this _____ day of _____, 2017

Signature of Shareholder _____

Signature of Proxy Holder (s) _____

Note:

1. 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.
2. Please complete all details including details of member(s) in above box before submission.
3. Proxy holder can vote either for or against each resolution
4. *This is only optional. Please put a * in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against the above resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. A proxy need not be a member of the Company.
6. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the ANNUAL GENERAL MEETING of the Company.

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ANDHRA PRADESH TANNERIES LIMITED

Leather Complex Area, Nellimarla,

Vizianagram District,

Andhra Pradesh-535 217