

APPU MARKETING & MANUFACTURING LIMITED

27, Weston Street, 5th Floor, Room No. 526, Kolkata - 700 012
Phone : 033-3262 4539, E-mail : admin@appumkt.com, Website : www.appumkt.com

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of the Company will be held on Monday, the 30th day of September, 2013 at 27, Weston Street, 5th Floor, Room No.526, Kolkata - 700 012 at 11.00 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2013, the Audited Balance Sheet as on that date and the Reports of the Auditors and Directors thereon.
2. To appoint Auditor to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

M/s S.C. Swaika & Co, Chartered Accountants of 30/1, S.M. Ali Road, Barrackpore, Kolkata – 700 120 retire from the office of the Auditors and being eligible offer themselves for re-appointment.

Special Business:

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

"RESOLVED THAT Mr. Bhagwan Das Soni, who had been appointed as an Additional Director of the Company at the meeting of the Board of Directors held on 28th January, 2013 and who in terms of Section 260 of the Companies Act, 1956, holds office of directorship up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956 from the member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the company, liable to retire by rotation."

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

"RESOLVED THAT Mr. Kamal Kumar Bararia, who had been appointed as an Additional Director of the Company at the meeting of the Board of Directors held on 5th March, 2013 and who in terms of Section 260 of the Companies Act, 1956, holds office of directorship up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956 from the member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the company, liable to retire by rotation."

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

"RESOLVED THAT Mr. Tanumay Laha, who had been appointed as an Additional Director of the Company at the meeting of the Board of Directors held on 18th March, 2013 and who in terms of Section 260 of the Companies Act, 1956, holds office of directorship up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956 from the member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the company, liable to retire by rotation."

6. To appoint Mr. Sudip Laha as Managing Director of the Company

To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any of the Companies Act, 1956 (as amended from time to time) to the said Act and as per Article of Association of the Company and in terms of the recommendation of Remuneration Committee and as approved by the Board, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Sudip Laha as Managing Director of the Company w.e.f. 05.03.2013 for the period of 5 years.

RESOLVED FURTHER that the remuneration and perquisites as set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors to make the terms and conditions and/remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Regd. Office:

9/12, Lal Bazar Street,
3rd Floor, Room No – 16,
Kolkata-700 001

Dated : 30th May, 2013

**By Order of the Board
For Appu Marketing and Manufacturing Ltd.**

Tanumay Laha

Director

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. Members holding share in dematerialized form are requested to bring their Depository Account No. and Client I. D. No. for identification.
3. The Register of Members and Share Transfer Books of the Company in respect of Equity Shares shall remain closed from 23rd September, 2013 to 30th September, 2013. (Both days inclusive).
4. Electronic Clearing Services (ECS) Facility :-
 - a. To avoid loss of dividend warrants in transit and undue delay in respect of receipt thereof, the Company provides ECS facility to the members. The ECS facility is available at locations identified by the Reserve Bank of India, from time to time and covers most of the cities and towns.
 - b. Members holding shares in the physical form may furnish their details in the prescribed form, which can be obtained from the Registrars & Share Transfer Agents of the Company.
 - c. Members holding shares in the electronic form may furnish their details in the prescribed form, which can be obtained from their respective Depository Participants.

Members are requested to notify to the Company, change of address, if any, with pin code quoting reference of their folio number/DP ID and Client ID to our Registrar & Share Transfer Agent i.e. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 71, B.R.B.Basus Road, Kolkata 700 001, Phone Nos. 033- 2235-7271/70.

5. In case, the mailing address mentioned in this Annual Report is without the PIN CODE, members are requested to kindly inform their PIN CODE immediately.
6. Non- Resident Indian Shareholders are requested to inform the Company immediately:

- a. the change in residential status on return to India for permanent settlement.
 - b. the particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
7. As per the provisions of the Companies Act, 1956, facility for making nominations is available to the members in respect of shares held by them. Members holding shares in physical form may furnish their details in the prescribed form, which can be obtained from the Company/ Registrar and Share Transfer Agent. Members holding shares in electronic form may furnish their details in the prescribed form which can be obtained from the respective depository participant.
 8. Members who are holding shares in identical order or names in more than one folio are requested to send the Company/Registrar and Share Transfer Agent, the details of such folios together with the Share Certificates for consolidating their holdings in one such folio.
 9. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
 10. A Member or his Proxy is requested to produce at the entrance of the Meeting Hall, attendance Slip forwarded to the member duly completed and signed by the member.
 11. Members are requested to note that trading in securities of the Company are compulsorily in dematerialised form only. Hence members who are yet to dematerialise their shares are advised to do so. The Company has entered into agreements with National Securities Depositories Ltd. (NSDL) and Central Depositories Services (I) Ltd. (CDSL) for Demat facilities.
 12. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the name will be entitled to vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF COMPANIES ACT 1956

Item No. 3

Mr Bhagwan Das Soni was appointed as an Additional Director of the Company, pursuant to section 260 of the Companies Act, 1956, w.e.f. 28th January, 2013 by the Board of Directors of the Company. His term of office as Director expires at this Annual General Meeting. A notice under section 257 of the Companies Act, 1956 proposing his candidature for directorship, has been received from a member of the Company.

It will be in the interest of the Company to avail of his experience and his continuance will be of benefit to the Company. Your Directors therefore recommend this resolution for your approval. No other Director of the Company is concerned or interested in this resolution except Mr. Bhagwan Das Soni.

Item No. 4

Mr Kamal Kumar Bararia was appointed as an Additional Director of the Company, pursuant to section 260 of the Companies Act, 1956, w.e.f. 5th March, 2013 by the Board of Directors of the Company. His term of office as Director expires at this Annual General Meeting. A notice under section 257 of the Companies Act, 1956 proposing his candidature for directorship, has been received from a member of the Company.

It will be in the interest of the Company to avail of his experience and his continuance will be of benefit to the Company. Your Directors therefore recommend this resolution for your approval. No other Director of the Company is concerned or interested in this resolution except Mr. Kamal Kumar Bararia.

Item No. 5

Mr Tanumay Laha was appointed as an Additional Director of the Company, pursuant to section 260 of the Companies Act, 1956, w.e.f. 18th March, 2013 by the Board of Directors of the Company. His term of office as Director expires at this Annual General Meeting. A notice under section 257 of the Companies Act, 1956 proposing his candidature for directorship, has been received from a member of the Company.

It will be in the interest of the Company to avail of his experience and his continuance will be of benefit to the Company. Your Directors therefore recommend this resolution for your approval. No other Director of the Company is concerned or interested in this resolution except Mr. Tanumay Laha.

Item No. 6

Subject to necessary approval by the Members in the General Meeting, the Board of Directors of the Company in its Meeting held on March 5, 2013, appointed Mr. Sudip Laha as Managing Director of the Company for a period of five years with effect from March 5, 2013 to March 4, 2018.

Mr. Sudip Laha is an Arts graduate and he has more than 5 years of experience in the field of finance and marketing.

Taking into account the present effective capital of the Company as per Schedule XIII of the Companies Act, 1956, the company can pay remuneration of Rs. 8,000/- per month to the executive directors, subject to the approval of the members in the ensuing Annual General Meeting. As such the proposed remuneration shall be within the limit provided under the above schedule. The company solicits the consent of share holders by way of special resolution within limit provided under schedule XIII of the Companies Act, 1956

The Board of Directors of the Company has subject to the provisions of Sections 198, 269, 309, and other applicable provisions if any, of the Companies Act, 1956, read with Schedule XIII of the said Act and as per Article of Association of the Company, appointed Mr. Sudip Laha as Managing Director for a period of five years with effect from March 5, 2013, on the terms and conditions detailed hereunder.

1. Period of Appointment: 5 years with effect from 5th March, 2013 to 4th March, 2018.
2. Mr. Sudip Laha shall carry out such duties and exercise such powers as may be entrusted to him from time to time by the Board.
3. Remuneration

Effective date of remuneration 1st day of October, 2013.

A. SALARY

Rs. 8,000/- (Rupees Eight Thousand Only) per month.

Annual increase will be effective 1st April every year and quantum will be decided by the Board of Directors.

B. PERQUISITES & ALLOWANCES: As detailed below:

Allowances, perquisites, benefits and amenities as may be provided by the Company subject however that total remuneration including perquisites shall be within the ceiling laid down in sections 198, 309 and all other applicable provisions of the Companies Act, 1956 as may be amended from time to time.

Perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rule, perquisite shall be evaluated at actual cost.

None of the Directors of the Company except Mr. Sudip Laha are, in any way, concerned or interested in the resolution.

The Directors recommend the resolution for approval of members.

Regd. Office:
9/12, Lal Bazar Street,
3rd Floor, Room No – 16,
Kolkata-700 001

By Order of the Board
For Appu Marketing and Manufacturing Ltd.

Tanumay Laha
Director

Dated : 30th May, 2013



To
The Members of,
APPU MARKETING & MANUFACTURING LIMITED

I have examined the compliance of conditions of Corporate Governance by Appu Marketing & Manufacturing Limited for the year ended on 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange, with relevant records and documents maintained by the Company and furnished to me.

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

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

I state that no investor grievance is pending for a period exceeding one month against the company as per the records maintained and certified by the Company.

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

For S.C.SWAIKA & CO.
(Chartered Accountants)
FRN No.322137E

Swaika

(S.C.Swaika)
(Proprietor)
(M.No.053694)



Place : Kolkata
Dated : 30th day of May, 2013

INFORMATION ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING
(PURSUANT TO CLAUSE 49(VI)(A) OF THE LISTING AGREEMENT)

Name of Director	Date of Birth	Date of Appointment	Expertise in specific functional areas	Qualifications	Directorship in other Companies		Membership of Committee in other Companies	Nature of Directorship	Remarks
					Public	Private			
Mr. Bhagwan Das Soni	14.11.1965	28.01.2013	13 years working experience in the field of Finance & Medicine.	B.Com	3	14	Nil	Non Executive Independent Director	Term of office expires on the forthcoming Annual General Meeting and notice has been received from the members for his appointment as a Director of the Company.
Mr. Sudip Laha	06.09.1990	28.01.2013			0	4	Nil	Non Executive Independent Director	Term of office expires on the forthcoming Annual General Meeting and notice has been received from the members for his appointment as a Director of the Company.
Mr. Tanumay Laha	31.12.1990	18.03.2013			0	4	Nil	Non Executive Independent Director	Term of office expires on the forthcoming Annual General Meeting and notice has been received from the members for his appointment as a Director of the Company.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Annual Report of the Company together with Audited Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS:

Particulars	2012-2013 ₹	2011-2012 ₹
Gross Profit before Tax	7,80,736.00	6,73,362.00
(Less) : Provision for Current Tax	(2,41,247.00)	(2,08,300.00)
Net Profit after tax	5,39,489.00	4,65,062.00
Income tax for prior year	15,403.00	0.00
(Less) : Unamortized Expenses written back	(3,74,250.00)	0.00
Add : Brought forward from previous year	3,99,985.00	(65,077.00)
Balance carried to Balance Sheet	5,80,627.00	3,99,985.00

OPERATIONS

The Company has made a net profit of ₹ 5,39,489/- as against ₹ 465,062/- registered in the previous year. Such increase is by & large attributable to increase in gross income from trading operation by 16%.

DIVIDEND

Yours Directors do not consider it prudent to recommend any dividend for the year under review.

DIRECTORS

In the Board Meeting of the Company held on 5th March, 2013, the Board of Directors approved appointment of Mr. Sudip Laha as the Managing Director of the Company for a period of five years with effect from 5th March, 2013 to 4th March 2018, subject to the approval of the members of the Company.

Mr. Bhagwan Das Soni holds office up to the date of forthcoming Annual General Meeting of the Company. The Company has received a notice under the provisions of Section 257 of the Companies Act, 1956, for the appointment of Mr. Bhagwan Das Soni as a Director of the Company.

Mr. Kamal Kumar Bararia holds office up to the date of forthcoming Annual General Meeting of the Company. The Company has received a notice under the provisions of Section 257 of the Companies Act, 1956, for the appointment of Mr. Kamal Kumar Bararia as a Director of the Company.

Mr. Tanumay Laha holds office up to the date of forthcoming Annual General Meeting of the Company. The Company has received a notice under the provisions of Section 257 of the Companies Act, 1956, for the appointment of Mr. Tanumay Laha as a Director of the Company.

Mr. Sunil Kumar Surana, Mr. Sudhir Gupta and Mrs. Anju Gupta Directors of the Company tendered their resignation to the Board and the same were accepted by the Board of Directors at the meeting held on 05.03.2013.

AUDITORS

M/s. Ashok Kumar Agarwala, Chartered Accountants of 8, Raj Gurudas Street, 1st Floor, Kolkata - 700 006 resigned from the office of the Auditors and M/s S.C. Swaika & Co, Chartered Accountants of 30/1, S.M. Ali Road, Barrackpore, Kolkata - 700 120 appointed in a casual vacancy caused due to the resignation of M/s. Ashok Kumar Agarwala, Chartered Accountants of 8, Raj Gurudas Street, 1st Floor, Kolkata - 700 006 as the Statutory Auditors of the Company.

M/s. S.C. Swaika & Co, Chartered Accountants of 30/1, S.M. Ali Road, Barrackpore, Kolkata - 700 120 retire from the office of the Auditor and being eligible offer themselves for re - appointment.

INDEPENDENT AUDITORS' REPORT

Independent Auditor's Report is self explanatory and hence does not require any further explanations.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Board of Directors confirm:-

- i. that in the preparation of the Company's Annual Accounts for the period ended March, 31, 2013, the applicable Accounting Standards have been followed and there are no material departures;
- ii. that the Directors 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 profit of the Company for that period;
- iii. that the directors had 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. that the directors had prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE REPORT

Your Company has been complying with all the requirements of the code of Corporate Governance, as specified by SEBI.

A separate report on Corporate Governance is furnished as a part of the Directors' Report and the certificate from the Statutory Auditor regarding compliance of condition of Corporate Governance is annexed to the said Report.

MANAGEMENT'S DISCUSSION AND ANALYSIS

In accordance with the listing requirement, the Management's Discussion and Analysis forms part of this Report.

PUBLIC DEPOSIT

The Company has neither accepted during the year nor held at the end of the year any Public Deposit.

PARTICULARS OF EMPLOYEES

The Company does not have any employee of the category indicated under Section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 as amended from time to time.

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

Your Company has no activity relating to conservation of energy and technical absorption. The Company has no foreign exchange earnings and outgo during the year.

LISTING FEES

The Company's shares are listed in the Calcutta Stock Exchange Association Limited and the listing fees have been paid up-to-date.

ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their deep sense of gratitude to the banks, customers and business associates for their continued co-operation and support. Your directors express their deep sense of appreciation for the total commitment, dedication and hard work put in by the employees of the Company. Lastly, your directors are deeply grateful for the confidence and faith shown by the members of the Company.

Place : Kolkata
Dated : 30.05.2013

**ON BEHALF OF THE BOARD OF DIRECTORS
For Appu Marketing & Manufacturing Ltd.**

Tanumay Laha

**Tanumay Laha
Chairman**

APPU MARKETING & MANUFACTURING LIMITED

27, Weston Street, 5th Floor, Room No. 526, Kolkata - 700 012
Phone : 033-3262 4539, E-mail : admin@appumkt.com, Website : www.appumkt.com

CORPORATE GOVERNANCE REPORT

1. Brief Statement on Company's Philosophy on Code of Governance:

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and integrity.

2. Board of Directors

The Company's Board of Directors as on 31st March, 2013 comprises of three Non Executive Directors including the Chairman.

Ten Meetings of the Board were held during the financial year 2012-2013 i.e. on 30/04/2012, 30/07/2012, 01/09/2012, 30/10/2012, 28/01/2013, 30/01/2013, 05/03/2013, 08/03/2013, 18/03/2013 and 30/03/2013.

As is evident, the maximum time gap between any two Board Meetings was not more than four months.

None of the Directors on the Board is a member of more than 10 Committees & Chairman of more than 5 Committees across all the Companies in which he is a Director.

The composition of the Board of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting and also the number of Directorship and Committee Membership /Chairmanship held by them in other Companies are given below :-

Name of Director	Category	No. of Board Meetings attended	Whether last AGM Attended	No. of other Directorship		No. of other Committee(s) Membership/Chairmanship	
				Public	Private	Member	Chairman
Mr. Bhagwan Das Soni*	Independent Non Executive Director	6	No	3	14	3	0
Mr. Sudip Laha*	Managing Director	6	No	0	4
Mr. Tanumay Laha**	Independent Non Executive Director	2	No	0	4
Mr. Sunil Kumar Surana***	Independent Non Executive Director	6	Yes	0	21
Mr. Sudhir Gupta***	Promoter & Executive Director	6	Yes	0	2
Mrs. Anju Gupta***	Non Executive Promcter Director	6	Yes	0	2

Mr. Kamal Kumar Bararia***	Independent Non Executive Director	4	No	0	0	...
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*Mr. Bhagwan Das Soni and Mr. Sudip Laha were appointed as Additional Directors of the Company w.e.f. 28th January, 2013.

** Mr. Tanumay Laha was appointed as an Additional Director w.e.f. 18th March, 2013.

***Mr. Sunil Kumar Surana, Mr Sudhir Gupta and Mrs. Anju Gupta resigned from the directorship of the Company and Mr. Kamal Kumar Bararia appointed as an Additional Director of the Company with effect from 5th March, 2013.

3. Audit Committee

(a) Composition :

The Audit Committee initially comprised of two non-executive directors and one executive director till 30.01.2013 and afterwards it is re-constituted and comprised of four non-executive directors and one executive director till 05.03.2013 and afterwards it is again re-constituted and comprised of three non-executive directors as on March 31st, 2013. The Committee met 7 (Seven) times during the year i.e. on 30/04/2012, 30/07/2012, 01/09/2012, 30/10/2012, 30/01/2013, 05/03/2013 and 18/03/2013.

The attendances of the members were as follows:

Sl. No.	Name	Status	No. of Meetings Attended
1	Mr. Bhagwan Das Soni*	Non Executive Independent Director	1
2	Mr. Tanumay Laha**	Non Executive Independent Director	0
3	Mr. Sunil Kumar Surana***	Non Executive Independent Director (Chairman of the Committee)	5
4	Mr. Sudhir Gupta***	Promoter & Executive Director	5
5	Mrs. Anju Gupta***	Non Executive Promoter Director	5
6	Mr. Kamal Kumar Bararia***	Non Executive Independent Director	0
7	Mr. Sudip Laha*	Non Executive Independent Director	1

*Mr. Bhagwan Das Soni and Mr. Sudip Laha were appointed as Additional Directors of the Company w.e.f. 28th January, 2013 and they were appointed as Members of the Audit Committee on 30th January, 2013.

** Mr. Tanumay Laha was appointed as Additional Director w.e.f. 18th March, 2013 and he was appointed as Members of the Audit Committee on 18th March, 2013.

***Mr. Sunil Kumar Surana, Mr Sudhir Gupta and Mrs. Anju Gupta resigned from the directorship of the Company and Mr. Kamal Kumar Bararia appointed as an Additional Director of the Company with effect from 5th March, 2013. Further, Mr. Kamal Kumar Bararia was appointed as Members of the Audit Committee on 5th March, 2013.

Mr. Sunil Kumar Surana, Chairman of the Committee was present at the 29th Annual General Meeting of the Company held on 29th day of September, 2012.

(b) Terms of Reference:-

The terms of reference of the Committee is in accordance with that specified in clause 49 of the Listing Agreement with the Stock Exchange and also confirms to the requirements of Section 292A of the Companies Act, 1956.

4. REMUNERATION COMMITTEE

4. REMUNERATION COMMITTEE

(a) Composition of the Committee:

The Remuneration Committee of the Company comprises of three Non Executive Independent Directors. The details are as follows:

Sl. No.	Name	Status
1	Mr. Tanumay Laha	Non Executive Independent Director (Chairman of the Committee)
2	Mr. Sunil Kumar Surana	Non Executive Independent Director
3	Mr. Kamal Kumar Bararia	Non Executive Independent Director

During the Financial Year 2012-2013 the members of the Remuneration Committee met only once on 5th March, 2013 and all the members were present in it.

(b) Terms of Reference:

The Remuneration Committee of the Company was constituted in accordance with Schedule XIII of the Companies Act, 1956 to carry out functions as envisaged under the said schedule.

(c) Remuneration Policy:

The remuneration of the Managing Director is determined by the Board of Directors within the statutory limits subject to shareholder's approval. No fees has been paid to the non-executive directors for attending Board Meeting and any other Committee meeting.

5. Share Transfer & Investors Grievance Committee

The Company has a Share Transfer and Investors Grievance Committee. The Committee initially comprised of two non executive directors and Mr. Sunil Kumar Surana who was a Chairman of the Committee till 28.01.2013 and afterwards it is reconstituted and comprised of four non-executive directors and appointed Mr. Bhagwan Das Soni as a Chairman of the Committee.

Mr. Tanumay Laha is the Compliance Officer of the Company as on 31st March, 2013.

The Committee deals with matters relating to approval of Share Transfer, Transmissions and Transposition, Folio Consolidation, Issue of Duplicate Share Certificates, Replacement of Share Certificates, Split and Consolidation of Certificates, Dematerialization and Rematerialization requests, monitoring of shareholder complaints /requests.

During the year, the Company had not received any requests/complaints from its shareholders.

6. General Body Meetings:

A. Location and time for last three Annual General Meetings were:

Financial Year	Date of AGM	Venue	Time
2011-2012	29-09-2012	9/12, Lal Bazar Street, Kolkata – 700 001.	3.30 P.M.
2010-2011	30-09-2011	9/12, Lal Bazar Street, Kolkata – 700 001.	3.30 P.M.
2009-2010	30-09-2010	9/12, Lal Bazar Street, Kolkata – 700 001.	11.30 A.M.

B. SPECIAL RESOLUTIONS AT THE LAST THREE ANNUAL GENERAL MEETINGS:

At the 29th Annual General Meeting held on 29/09/2012 : Nil

At the 28th Annual General Meeting held on 30/09/2011 : Nil

At the 27th Annual General Meeting held on 30/09/2010 : Nil

C WHETHER ANY SPECIAL RESOLUTION PROPOSED TO BE CONDUCTED THROUGH POSTAL BALLOT

No resolution is proposed to be conducted through postal ballot in the forthcoming Annual General Meeting.

7. DISCLOSURES

a. No related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large were held during the year.

b. The Company has complied with all the requirements of the Listing Agreement with the Stock Exchange as well as regulations and guidelines of SEBI. Penalty has been imposed or strictures have been issued by SEBI on matters related to Capital Market so far. Further Calcutta Stock Exchange Association Limited imposed penalty for removal of suspension order.

c. Certificate as stipulated in Clause 49 of the Listing Agreement from Managing Director in his capacity as Chief Executive Officer (CEO) was obtained and placed before the Board.

d. The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement but has not adopted the non-mandatory requirements so far save and except the requirements under Remuneration Committee.

8. MEANS OF COMMUNICATIONS

Quarterly unaudited results of the Company were published in accordance with the Stock Exchange Listing Agreement in The Financial Express - English (The Echo of India) and Arthik Lipi -Bengali (Kolkata edition).

The quarterly and the annual results of the Company are faxed to the Calcutta Stock Exchange Association Limited immediately on closure of meeting of Board of Directors. The Annual Reports are posted to every shareholder of the Company.

The results made by the Company are also posted on the website of the Company, viz. www.appumkt.com

Management Discussion and Analysis forms part of the Annual Report.

9. GENERAL SHAREHOLDERS INFORMATION

- **Annual General Meeting:**
- **Date :** 30th September, 2013
- **Time :** 11.00 a.m.
- **Venue :** 27, Weston Street, 5th Floor, Room No – 526, Kolkata – 700 012

- **Financial Calendar : (Tentative)**

Financial Year – 1 st April, 2013 to 31 st March, 2014	Relevant Dates
Board Meeting for consideration of accounts	30 th May, 2013
Posting of Annual Report along with notice of AGM	6 th September, 2013
Book closure dates	23 rd September, 2013 to 30 th September, 2013
Last date for receipts of proxy forms	28 th September, 2013
Unaudited results for the quarter ended on June 30, 2013	On or before 14 th August, 2013
Unaudited results for the quarter ended on September 30, 2013	On or before 14 th November, 2013
Unaudited results for the quarter ended on December 31, 2013	On or before 14 th February, 2014
Unaudited results for the quarter ended on March, 31, 2014	On or before 15 th May, 2014

- Listing on Stock Exchanges at:
 1. Calcutta Stock Exchange Association Limited (Stock code: 10021082)
7, Lyons Range,
Kolkata - 700 001

- The Company has paid the listing fee to the Calcutta Stock Exchange Association Limited for the year 2013-2014.

- Stock Market Price for the Financial Year 2012-2013:

Month	Quotation of Calcutta Stock Exchange (in Rs.)		
	High (₹)	Low (₹)	Volume (Nos.)
April, 2012	Not Traded	Not Traded	Not Traded
May, 2012	Not Traded	Not Traded	Not Traded
June, 2012	Not Traded	Not Traded	Not Traded
July, 2012	Not Traded	Not Traded	Not Traded
August, 2012	Not Traded	Not Traded	Not Traded
September, 2012	Not Traded	Not Traded	Not Traded
October, 2012	Not Traded	Not Traded	Not Traded
November, 2012	Not Traded	Not Traded	Not Traded
December, 2012	Not Traded	Not Traded	Not Traded
January, 2013	Not Traded	Not Traded	Not Traded
February, 2013	Not Traded	Not Traded	Not Traded
March, 2013	Not Traded	Not Traded	Not Traded

- Share Transfer System: The Company's shares are in compulsory demat mode, are transferable through the depository system. Shares in physical mode are processed by M/s. Niche Technologies Private Limited, Kolkata, Registrar & Transfer Agent of the Company and approved by the share transfer committee. All transfers received are processed and approved by the transfer committee. Shares under objection are returned within two weeks.

- **Dedicated email ID for Investors.** For the convenience of our investors, the Company has designated an exclusive email ID for investors i.e. compliant@appumkt.com

- Registrar & Share Transfer Agent :

M/s. Niche Technologies Private Limited.
D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata 700 001,
Phone Nos. (033) 2235-7271/7270
E- mail: nichetech@nichetechpl.com

- Dematerialization of Shares and Liquidity:

The Company's shares are tradable compulsorily in electronic form and are available for trading in the depository systems of both National Securities Depositories Ltd. (NSDL) and Central

Depository Services (India) Ltd. (CDSL). The International Securities Identification Number (ISIN) of the Company as allotted by NSDL and CDSL is INE649L01013. All the shares of the Company are in the physical form as on 31.03.2013.

- Distribution of shareholding & shareholding pattern :

Distribution of shareholding as on 31/03/2013

Ordinary Shares held	Number of shareholders	% of shareholders	Number of shares held	% of shares held
Upto 500	29	24.17	9470	0.09
501-1000	25	20.83	16500	0.16
1001-5000	6	5.00	14550	0.14
5001-10000	2	1.67	14050	0.14
10001-50000	33	27.50	882330	8.53
50001-100000	13	10.83	875800	8.47
100001 and above	12	10.00	8528800	82.47
Total	120	100.00	1,03,41,500	100.00

Shareholding Pattern as on 31/03/2013

Sl. No.	Category	No. of shares held	% of shareholding
1	Promoters/Directors & their relatives including Associate Companies	151600	1.47
2	Other bodies Corporate	10142930	98.08
3	Indian public	46970	0.45
	TOTAL	10341500	100.00

- Outstanding ADRs/GDRs : Not Applicable
- Address for matters related to shares, any correspondence:

M/s. Niche Technologies Private Limited.
D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata 700 001,
Phone Nos. (033) 2235-7271 / 7270
E- mail: nichetech@nichetechpl.com

- Address for any kind of assistance/clarification :

Mr. Tanumay Laha, Compliance Officer
C/o. Appu Marketing & Manufacturing Limited.
9/12, Lal Bazar Street, Room No-16, 3rd Floor, Kolkata – 700 001

APPU MARKETING & MANUFACTURING LIMITED

27, Weston Street, 5th Floor, Room No. 526, Kolkata - 700 012
Phone : 033-3262 4539, E-mail : admin@appumkt.com, Website : www.appumkt.com

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Overview:

The Indian economy has undergone a tough phase in the year 2012-13. After a rebound in growth in 2011-12, the Indian economy has slowed down in the fiscal year 2012-13. With increasing global integration, the Indian economy was impacted by global uncertainties, while at the same time it faced significant domestic challenges of persistent and high inflation, tight monetary conditions, low investment and delays in policy making.

Business Overview:

Your Company is currently engaged in the areas of trading, distribution of commodities.

Opportunities, threats, risks and concerns:

To survive and sustain our self in the present recessionary global scenario has been a very challenging task. Appropriate changes are done to face this challenges. Company is trying to grab all the opportunities on its way which would enhance the company's performance.

Future Outlook:

The Company is in progressing mode and grabbing the opportunities and trying to overcome challenges.

Review of Operational and Financial:

The Company earned revenue of ₹ 14,25,554/- as against revenue of ₹ 7,24,262/- in the last year and the net profit after tax recorded by the Company was ₹ 5,39,489/- as against profit of ₹ 4,65,062/-. Therefore, net profit has been increased by 16%.

Internal Control Systems:

The Company has in place adequate systems of internal control to ensure compliance with policies and procedures. The internal audit report along with implementation and recommendations contained therein are constantly reviewed by the Audit Committee of the Board.

Debt Structure:

During the year under review your Company has not raised any amount.

Human Resources:

Human resource is a valuable asset and the Company endeavors to provide an environment that each employee is motivated to contribute his best to achieve the Company's goals.

Cautionary Statement:

Statements made in the Management Discussion and analysis describing the Company's objectives, projections, estimates, predictions and expectations may be "forward looking statements" within the meaning of applicable securities law and regulations. Actual results might differ materially from those either expressed or implied.

For Appu Marketing & Manufacturing Ltd

Tanmay Laha

Director

APPU MARKETING & MANUFACTURING LIMITED

27, Weston Street, 5th Floor, Room No. 526, Kolkata - 700 012
Phone : 033-3262 4539, E-mail : admin@appumkt.com, Website : www.appumkt.com

Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Code of Conduct

This is to confirm that the Company has adopted Code of Conduct for its employees including the Managing Director. In addition, the Company has adopted the Code of Conduct for Non-Executive Directors. Both these Codes are posted on the Company's website.

I confirm that the Company has in respect of the financial year ended 31st March, 2013, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Managing Director as on 31st March, 2013.

Place : Kolkata
Date : 30.05.2013

Sudip Laha
Sudip Laha
Managing Director

APPU MARKETING & MANUFACTURING LIMITED

27, Weston Street, 5th Floor, Room No. 526, Kolkata - 700 012
Phone : 033-3262 4539, E-mail : admin@appumkt.com, Website : www.appumkt.com

CEO & CFO CERTIFICATION

To

The Board of Directors,
Appu Marketing and Manufacturing Limited,
9/12, Lal Bazar Street,
3rd Floor, Room No – 16,
Kolkata – 700 001.

Re-Financial Statements for the year ended on 31st March, 2013 Certification

We, Mr. Sudip Laha, Managing Director & Mr. Tanumay Laha, Director & CFO, on the basis of the review of the financial statements and the cash flow statements for the Financial year ending on 31st March, 2013 and to the best of our knowledge and belief, thereby certify that:-

1. The aforesaid statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transaction entered into by the company during the year ended on 31st March, 2013 which are fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and we have taken the required steps to rectify these deficiencies.
5. We further certify that:
 - (a) There have been no significant changes in the internal control over financial reporting during this year.
 - (b) There have been no significant changes in accounting policies during this year and that the same have been disclosed in the notes to the financial statements.
 - (c) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control system over financial reporting.

Sudip Laha
Sudip Laha
Managing Director

Tanumay Laha
Tanumay Laha
Director & CFO

Place : Kolkata
Date : 30.05.2013



S. C. SWAIKA & CO.
30/1, S.M. Ali Road, Barrackpore
Kolkata-700 120
(Chartered Accountants)

INDEPENDENT AUDITOR'S REPORT

To the Members of
APPU MARKETING & MANUFACTURING LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **APPU MARKETING & PRINTING LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and 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

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

Auditor's Responsibility

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

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

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

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:

- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (ii) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements





...CTING & MANUFACTURING LIMITED
SHEET 26 AT 31ST MARCH, 2013

S. C.SWAIKA & CO.
30/1, S.M.Ali Road, Barrackpore
Kolkata-700 120
(Chartered Accountants)

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required under provisions of section 227(3) of the Companies Act, 1956, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - e. On the basis of written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **S.C.SWAIKA & CO.**
(Chartered Accountants)
FRN No.322137E

Swaika



(S.C.Swaika)
(Proprietor)
(M.No.053694)

Place : Kolkata
Dated : 30th day of May, 2013

Annexure referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

APPU MARKETING & MANUFACTURING LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2013

S. C. SWAIKA & CO.
 52H, S.M. AIR ROAD, BARRABANGA
 KOLKATA-700 127
 (Chartered Accountants)

in`

Particulars	Notes No.	As at 31/03/2013		As at 31/03/2012	
I. EQUITY AND LIABILITIES					
Shareholders' Funds					
a) Share Capital	2.1	103,415,000		103,415,000	
b) Reserves and Surplus	2.2	4,996,720	108,411,720	4,816,078	108,231,078
Current Liabilities					
a) Other current liabilities	2.3	526,652		5,000	
b) Short-term provisions	2.4	241,247	767,899	223,473	228,473
TOTAL			109,179,619		108,459,551
II. ASSETS					
Non-current assets					
a) Non-Current Investments	2.5	99,618,640		99,618,640	
b) Other Non-Current Assets	2.6	-		374,250	
c) Long term loans and advances	2.7	7,139,000	106,757,640	7,139,000	107,131,890
Current Assets					
a) Trade receivables	2.8	2,124,815		699,262	
b) Cash and cash equivalents	2.9	297,164	2,421,979	628,399	1,327,661
TOTAL			109,179,619		108,459,551

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For S.C.Swaika & Co.
 Chartered Accountants
 Registration No : 322137E

S.C. Swaika
 S.C.Swaika
 Membership no : 053694

Dated the 30th Day of May, 2013
 Place : Kolkata

For Appu Marketing & Manufacturing Ltd.

BD
 Director

For Appu Marketing & Manufacturing Ltd

Tanumay Laha
 Director





S. C.SWAIKA & CO.
30/1, S.M.Ali Road, Barrackpore
Kolkata-700 120
(Chartered Accountants)

- c) According to the information and explanation given to us, there are no dues in respect of Income tax, Wealth Tax, Sales Tax, Excise duty, custom duty & cess that were not been deposited with the appropriate authorities on account of any dispute.
- (x) The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) The company has not raised loans from Financial Institutions or Banks or by issue of debentures and hence provision of Clause 4 (xi) of the Order requiring comment on repayment of the dues is not applicable to the company.
- (xii) In our opinion and according to the information and explanations given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund / nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
- (xiv) The Company has maintained proper records of transactions and contracts in respect of dealing in or trading in shares, securities, debentures and other investments and timely entries have been made therein. All shares, securities, debentures and other investments have been held by the Company in its own name.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial Institutions during the year. Therefore, the provisions of clause 4(xv) of the Order are not applicable to the Company.
- (xvi) The Company has not raised any term loan during the year. Therefore, the provisions of clause 4(xvi) of the Order are not applicable to the Company.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that there are no funds raised on short term basis that have been used for long term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- (xix) The Company has not raised any monies by way of issue of debentures during the year. Therefore, the provisions of clause 4(xix) of the Order are not applicable to the Company.
- (xx) The Company has not raised any money by public issue during the year.
- (xxi) Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For S.C.SWAIKA & CO.
(Chartered Accountants)
FRN No.322137E

Swaika

(S.C.Swaika)
(Proprietor)
(M.No.053694)



Place : Kolkata
Dated : 30th day of May, 2013



As required by the Companies (Auditors Report) (Amendment) Order, 2004 issued by the Central Government and on the basis of such checks as we considered appropriate and according to the information and explanation given to us, we further report that:

(i) In respect of its Fixed Assets :

As per information and explanation given to us, the Company has not owned any Fixed Asset during the year, hence clause 4 (i) (a) (b) & (c) are not applicable to the Company.

(ii) In respect of its Inventories :

As per information and explanation given to us, the Company does not have any inventory during the year, hence clause 4 (ii) (a) (b) & (c) are not applicable to the Company.

(iii) In respect of the loans, secured or unsecured, granted or taken by the Company to / from companies, firm or other parties covered in the register maintained under Section 301 of the Companies Act, 1956 :

(a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.

(e) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.

(iv) In our opinion and according to the explanation given to us, during the course of the audit, there is adequate internal control procedure commensurate with the size of the Company and the nature of its business with regard of trading activities. We have not noted any continuing failure to correct major weakness in the internal controls during the course of audit.

(v) In our opinion and according to the information and explanations given to us, there are no contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956. Therefore, the provisions of clause 4 (v)(b) of the Order are not applicable to the Company.

(vi) The Company has not accepted any deposit from the public covered under section 58A and 58AA of the Companies Act, 1956.

(vii) In our opinion the Company has an internal audit system commensurate with the size and nature of its business.

(viii) According to the information and explanation given to us, the central government has not prescribed the maintenance of cost records under clause (d) of sub- section(1) of section 209 of the companies Act, 1956.

(ix) In respect of Statutory dues :

a) According to the information and explanation given to us, and on the basis our examination of the books of accounts and records of the company, the company is regular in depositing with the appropriate authorities undisputed statutory dues including Income tax and any other material statutory dues applicable to it.

b) According to the information and explanation given to us, no undisputed amount payable in respect of Income tax & cess were outstanding as at 31st March 2013 for a period of more than six month from the day they become payable.



APPU MARKETING & MANUFACTURING LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

in `

Particulars	Notes No.	For the Year Ended 31/03/2013	For the Year Ended 31/03/2012
REVENUE			
Revenue from operations	2.11	1,425,554	724,262
Other Income		-	-
Total Revenue		1,425,554	724,262
EXPENSES			
Employee benefit expenses	2.12	31,000	36,000
Other expenses	2.13	613,818	14,900
Total Expenses		644,818	50,900
Profit before exceptional and extraordinary items and tax		780,736	673,362
Exceptional Items		-	-
Profit before extraordinary items and tax		780,736	673,362
Extraordinary Items		-	-
Profit before tax		780,736	673,362
Tax expense:			
Current Tax		241,247	208,300
Profit for the period (after tax)		539,489	465,062
Income tax for prior year		15,403	-
		554,892	465,062
Basic Earning Per Share of ` each (In Rupees)		0.05	0.04
Diluted Earning Per Share of ` each (In Rupees)		0.05	0.04

For S.C.Swaika & Co.
Chartered Accountants
Registration No : 322137E

Swaika

S.C.Swaika
Membership no : 053694

Dated the 30th Day of May, 2013
Place : Kolkata

For Appu Marketing & Manufacturing Ltd.

[Signature]
Director

For Appu Marketing & Manufacturing Ltd.

Tanumay Laha
Director



APPU MARKETING & MANUFACTURING LIMITED

Notes to the Accounts

in `

Particulars	As on 31/03/2013	As on 31/03/2012
2.1 SHARE CAPITAL		
Authorised		
1,03,50,000 Equity share of ` 10 each		
(Previous Year 1,03,50,000 Equity Shares of ` 10 each)	103,500,000	103,500,000
Issued & Subscribed		
1,03,41,500 Equity share of ` 10 each		
(Previous Year 1,03,41,500 Equity Shares of ` 10 each)	103,415,000	103,415,000
Paid up		
1,03,41,500 Equity share of ` 10 each		
(Previous Year 1,03,41,500 Equity Shares of ` 10 each)	103,415,000	103,415,000
	103,415,000	103,415,000

There has been no change/ movements in number of shares outstanding at the beginning and at the end of the reporting period.

The company has only one class of issued shares i.e Ordinary Shares having par value of `10/- per share. Each holder of Ordinary Shares is entitled to One vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of shareholders in ensuing Annual General Meeting , except in case of interim dividend. In the event of liquidation , the ordinary shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their Shareholding.

The Company does not have any Holding Company/ ultimate Holding Company .

Details of Shareholders holding more than 5% Shares in the Company.

Ordinary Shares of ` 10/- each fully paid	As On 31.03.2013 No. of Shares Nil	As On 31.03.2012 % of Shareholding Nil
-------------------------------------------	------------------------------------------	----------------------------------------------

No Ordinary Shares have been reserved for issue under option and contracts/ commitments for the sale of shares/ disinvestment as at the balance sheet date

4,28,339 Equity Shares has been allotted by the company on 20/09/13 on a preferential basis to Other then Promoters.

No Shares has been bought back by the company during the period of 5 years preceeding the date at which the balance sheet is prepared

No Securities convertible into Equity/ Preference Shares issued by the company during the year.

No calls are unpaid by any director or officer of the company during the year.

(in `)

Particulars	As at 31/03/2013	As at 31/03/2012
2.2. RESERVES AND SURPLUS		
General Reserve		
Investment Allowance Reserve		
As per last financial Statements	128,754	128,754
Capital Reserve		
Out of Merger		
As per last financial Statements	4,287,339	4,287,339
Surplus as per Profit & Loss Statement		
As per last financial Statements	399,985	(65,077)
(+) Profit for the year	554,892	465,062
Unamortised Expenses written back	(374,250)	-
Balance at the end of the year	580,627	399,985
Total	4,996,720	4,816,078

Particulars	(in `)	
	As at 31/03/2013	As at 31/03/2012
2.3 : OTHER CURRENT LIABILITIES		
Audit Fees Payable	11236	5000
Others	515416	0
TOTAL	526,652	5,000

2.4 : PROVISIONS

Particulars	Long-term		Short-term	
	As at 31/03/2013	As at 31/03/2012	As at 31/03/2013	As at 31/03/2012
Other Provisions				
Income Tax	241,247	-	-	223,473
	241,247	-	-	223,473

Particulars	As at 31/03/2013		As at 31/03/2012	
	No. of Shares	Amount	No. of Shares	Amount
2.5. NON CURRENT INVESTMENTS				
Abhisekh Stock Broking Services Pvt. Ltd.	147,500	1,475,000	147,500	1,475,000
Bhairab Sales Promotions Pvt. Ltd.	70,000	700,000	70,000	700,000
Bhawani Constructions Pvt. Ltd.	100,000	1,000,000	100,000	1,000,000
Charanseela Consultants Pvt. Ltd.	500,000	5,000,000	500,000	5,000,000
Citron Commercial Pvt. Ltd.	50,000	500,000	50,000	500,000
Dadha Engg. & Credit Pvt. Ltd.	500,000	5,000,000	500,000	5,000,000
D.M.Shakti Oil Pvt. Ltd.	50,000	500,000	50,000	500,000
Doon Vanijya Ltd.	1,000,000	10,000,000	1,000,000	10,000,000
G.K.Trading Pvt. Ltd.	34,084	340,840	34,084	340,840
Grace Industries Ltd.	10,000	100,000	10,000	100,000
Jewwlock Trixim Pvt. Ltd.	550,000	5,500,000	550,000	5,500,000
Kemint Trading Pvt. Ltd.	315,000	3,150,000	315,000	3,150,000
Mangal Sago Pvt. Ltd.	75,000	750,000	75,000	750,000
Mauryan Mercantiles Pvt. Ltd.	200,000	2,000,000	200,000	2,000,000
Monndra Auto & Bearing Pvt. Ltd.	400,000	4,000,000	400,000	4,000,000
Nivedan Distributors Pvt. Ltd.	625,000	6,250,000	625,000	6,250,000
Om North East Agency Pvt. Ltd.	350,000	3,500,000	350,000	3,500,000
Purbassa Suppliers Pvt. Ltd.	400,000	4,000,000	400,000	4,000,000
Rajhans Business Finance Ltd.	250,000	2,500,000	250,000	2,500,000
Rajshi Commotrade Pvt. Ltd.	800,000	8,000,000	800,000	8,000,000
Rishab Trade & Finance Pvt. Ltd.	500,000	5,000,000	500,000	5,000,000
Rocky Datamatics Pvt. Ltd.	400,000	4,000,000	400,000	4,000,000
Sarawagi Commercial Pvt. Ltd.	300,000	3,000,000	300,000	3,000,000
Shree Maya Holdings Pvt. Ltd.	600,000	6,000,000	600,000	6,000,000
Sita Plantations Pvt. Ltd.	570,000	5,700,000	570,000	5,700,000
Sperm Tracom Pvt. Ltd.	795,380	7,953,800	795,380	7,953,800
Stalk Dealcom Pvt. Ltd.	119,900	1,199,000	119,900	1,199,000
T.D.Construction Co. Pvt. Ltd.	200,000	2,000,000	200,000	2,000,000
Virgo Textiles Pvt. Ltd.	30,000	300,000	30,000	300,000
Zany Projects Pvt. Ltd.	20,000	200,000	20,000	200,000
		99,618,640		99,618,640



(in `)

Particulars	As at 31/03/2013	As at 31/03/2012
2.6 OTHER NON-CURRENT ASSETS		
Unsecured considered good: Others		
Unamortised Expenses	-	374,250
	-	374,250

(in `)

Particulars	As at 31/03/2013	As at 31/03/2012
2.7 : LONG TERM LOANS & ADVANCES		
Unsecured considered Goods		
Advance recoverable in cash or in kind or for value to be received	7139000	7139000
		-
TOTAL	7,139,000	7,139,000

(in `)

Particulars	As at 31/03/2013	As at 31/03/2012
2.8 TRADE RECEIVABLES		
Exceeding Six Months		
Secured Considered Good	-	-
Unsecured Considered Good	1,522,067	699,262
	1,522,067	699,262
within Six months		
Secured Considered Good	-	-
Unsecured Considered Good	602,748	-
	602,748	-
	2,124,815	699,262

(in `)

Particulars	As at 31/03/2013	As at 31/03/2012
2.9 CASH AND CASH EQUIVALENTS		
Balances With Banks		
On Current Account	233	25,021
Cash in hand	296,931	603,378
	297,164	628,399



APPU MARKETING & MANUFACTURING LIMITED

(in `)

Particulars	As at 31/03/2013	As at 31/03/2012
2.11. REVENUE FROM OPERATIONS		
Income from Operations	1,425,554	724,262
Net Sales	1,425,554	724,262

(in `)

Particulars	As at 31/03/2013	As at 31/03/2012
2.12. EMPLOYEE BENEFITS EXPENSES		
Salaries, Wages, Bonus, Gratuity & allowances	31,000	36,000
TOTAL	31,000	36,000

(in `)

Particulars	As at 31/03/2013	As at 31/03/2012
2.13. OTHER EXPENSES		
Bank Charges	24,788	-
Auditor's remuneration	11,236	5,000
Interest	38,781	-
Legal, Professional & Consultancy Charges	-	2,100
Listing Fess	504,231	-
Miscellaneous Expenses	18,097	7,800
Custody Fees & RTA Fees	11,185	-
Filing Fees	5,500	-
	613,818	14,900



Depreciation on tangible fixed assets :- Depreciation on fixed assets is calculated on Straight Line method on the rates as prescribed under the Schedule XIV to the Companies Act, 1956.

Costs :- Cost includes interest, amortization of ancillary costs incurred in connection with raising of loans and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Investments :- Investments have been treated as long term and carried at cost. Cost includes purchase price and attributable expenses.

Inventories :- Trading Goods are valued at cost.

Revenue recognition :- Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods :- Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods.

Interest :- Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Revenue from operations" in the statement of profit and loss.

Dividends :-

APPU MARKETING & MANUFACTURING LIMITED

NOTE NO. 1: SIGNIFICANT ACCOUNTING POLICIES

(a) **Basis of Preparation:** - The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

(b) **Use of estimates:-** The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting year. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future years.

(c) **Tangible fixed assets :-** Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

(d) **Depreciation on tangible fixed assets :-** Depreciation on fixed assets is calculated on Straight Line basis using the rates as prescribed under the Schedule XIV to the Companies Act, 1956.

(e) **Borrowing costs :-** Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

(f) **Investments :-** Investment have been treated as long term and carried at cost. Cost includes purchase cost and attributable expenses.

(g) **Inventories :-** Trading Goods are valued at cost.

(h) **Revenue recognition :-** Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods.

Interest

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Revenue from operations" in the statement of profit and loss.

Dividends



APPU MARKETING & MANUFACTURING LIMITED

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

(i) **Foreign currency translation :-**

Foreign currency transactions and balances

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

1. Exchange differences arising on a monetary item that, in substance, forms part of the company's net investment in a non-integral foreign operation is accumulated in the foreign currency translation reserve until the disposal of the net investment. On the disposal of such net investment, the cumulative amount of the exchange differences which have been deferred and which relate to that investment is recognized as income or as expenses in the same year in which the gain or loss on disposal is recognized.
2. Exchange differences arising on long-term foreign currency monetary items related to acquisition of affixed asset are capitalized and depreciated over the remaining useful life of the asset. For this purpose, the company treats a foreign monetary item as "long-term foreign currency monetary item", if it has a term of 12 months or more at the date of its origination.
3. Exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortized over the remaining life of the concerned monetary item.
4. All other exchange differences are recognized as income or as expenses in the year in which they arise.

(j) **Retirement and other employee benefits :-** No liability in respect of retirement benefits has been provided for since, none of its employee are eligible for entitlement of retirement benefit for non attainment of duration of services.

(k) **Income taxes :-** Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.



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Deferred tax liabilities are not recognized for all taxable timing differences in view of volume & materiality concept. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has no unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

(l) **Segment reporting** :- The company is a Non banking Financial Company and as such additional disclosure required under Accounting Standard - 17 "Segment Reporting" is not applicable.

(m) **Earnings Per Share** :- Basic Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

(n) **Provisions, Contingent Liabilities and Contingent Assets** :- A provision is recognized when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date.

A disclosure of contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in the financial statements.

(o) **Cash and cash equivalents** :- Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(p) Balance in respect of Trade Payable, Trade Receivable and Loans & Advances are subject to confirmation.



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013
(Pursuant to Clause 32 of the Listing Agreement)

	As at 31/03/2013	As at 31/03/2012
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	780736	673362
Operating Profit before Working Capital Change		
Adjustment for :		
Less:- Increase in Current Assets	(1425553)	(699262)
Add: Increase in Current Liabilities	521652	4000
Add:- Increase in Non-Current Investments	-	68000
Less:- Decrease in Other Non-Current Assets	-	(232057)
Less: Income Tax paid	(208070)	-
Net Operating Activities / Net Cash Flow from Operating Activities / Profit from Operation	(331235)	(185957)
B. CASH FLOW FROM INVESTING ACTIVITIES:	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES	-	-
Opening Cash and Cash Equivalents	628399	814356
Net Decrease in cash and cash equivalent =A+B+C	(331235)	(185957)
Closing Cash and Cash Equivalents	297164	628399



Dear Shareholder,

Ref. :- **Green Initiative by Ministry of Corporate Affairs**

As you are aware, the Ministry of Corporate Affairs (MCA), vide its Circular Nos. 17/2011 & 18/2011 dated 21.04.2011 & 29.04.2011 respectively has taken a "Green Initiative" by allowing paperless compliances by Companies for service of documents to its Members through electronic mode in compliance with Section 53 of the Companies Act, 1956.

With a view to encourage the Green initiative, we propose to send all documents and communications as required to be sent to our Members, inclusive of Notices, Annual Reports with Balance Sheet, Profit & Loss Accounts and the necessary attachments herewith etc. in electronic form to your e-mail addresses as required by you.

In view of this, we request you to kindly register your e-mail address with us by returning the reply portion duly completed and signed to enable us to send all future communication including Notices, Annual Reports with Balance Sheet, Profit & Loss Accounts and the necessary attachments herewith etc. to you in electronic form.

Register your e-mail address with the Company or its Registrar & Share Transfer Agents i.e. M/s. Niche Technologies Private Limited (Registrar & Transfer Agents), D-511, Bagree Market,71, B.R.B. Basu Road, Kolkata- 700 001, by either of the following means:

- Returning the attached Registration Form duly filled and signed to the Company or Registrar & Share Transfer Agents by hand/post/courier OR
- Returning the scanned copy of the said form duly filled and signed through e-mail to **compliant@appumkt.com**

We look forward for your support and co-operation in this regard..

Thanking you,
Yours truly,

For Appu Marketing and Manufacturing Limited

Sd/-
Tanumay Laha
Director

M/s
Unit : Appu Marketing and Manufacturing Limited,
D-511, Bagree Market,71, B.R.B. Basu Road,
Kolkata-700 001

In View of the Green initiative, taken by the Ministry of Corporate Affairs (MCA) Circular Nos. 17/2011 dated 21.04.11 and 18/2011 dated 29.04.2011:

Ison/daughter/wife of
Sri.....holding.....equity shares of Appu Marketing and
Manufacturing Limited.,
under Folio No. DP Id Client Id.....do hereby
register my e-mail address and convey that I wish to receive all future documents and communication as required
to be sent to me at my following e-mail address.

E-mail address

Thanking you,
Yours faithfully,

Signature (1st/Sole holder)

Signature (2nd holder)

Signature (3rd holder)

Name

Name

Name

INFORMATION ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING
(PURSUANT TO CLAUSE 49(VI)(A) OF THE LISTING AGREEMENT)

Name of Director	Date of Birth	Date of Appointment	Expertise in specific functional areas	Qualifications	Directorship in other Companies		Membership of Committee in other Companies	Nature of Directorship	Remarks
					Public	Private			
Mr. Bhagwan Das Soni	14.11.1965	28.01.2013	13 years working experience in the field of Finance & Medicine.	B.Com	3	14	Nil	Independent Non Executive Director	Term of office expires on the forthcoming Annual General Meeting and notice has been received from the members for his appointment as a Director of the Company.
Mr. Sudip Laha	06.09.1990	28.01.2013	5 years working experience in the field of Finance & Marketing.	B.A.	0	4	Nil	Non Independent Executive Director	Appointed as a Managing Director of the Company at the Board Meeting held on 05.03.2013 subject to the approval of the members of the Company at the General Meeting.
Mr. Kamal Kumar Bararia	27.12.1964	05.03.2013	15 years working experience in the field of Real Estate.	H.S.	0	0	Nil	Independent Non Executive Director	Term of office expires on the forthcoming Annual General Meeting and notice has been received from the members for his appointment as a Director of the Company.
Mr. Tanumay Laha	31.12.1990	18.03.2013	5 years working experience in the field of Finance & Marketing.	B.A. (Hons.)	0	4	Nil	Independent Non Executive Director	Term of office expires on the forthcoming Annual General Meeting and notice has been received from the members for his appointment as a Director of the Company.