

REGISTERED POST

ANNUAL REPORT FOR THE F.Y.

2013-14

If undelivered Please return to:-
APPU MARKETING & MANUFACTURING LTD.
CIN-L51495WB1983PLC035864
27, WESTON STREET, 5TH FLOOR,
ROOM NO.526, KOLKATA-700 012
Phone-033-4007 0593, Website-www.appumkt.com
E-Mail-admin@appumkt.com

31st Annual Report

&

Accounts

2013 - 2014

APPU MARKETING AND MANUFACTURING LIMITED

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Corporate Identity No. : L51495WB1983PLC035864

31st ANNUAL REPORT

&

ACCOUNTS

2013 - 2014

Board of Directors :

Mr. Sudip Laha	Managing Director
Mr. Bhagwan Das Soni	Director
Mr. Kamal Kumar Bararia	Director
Mr. Tanumay Laha	Director

Company Secretary :

Sankar Mukherjee

Chief Financial Officer :

Lokesh Pasari

Registered Office :

27, Weston Street
5th Floor, Room No. 526
Kolkata - 700 012

Bankers :

Corporation Bank

Auditors :

M/s. S.C. Swaika & Co.
Chartered Accountants
30/1, S.M. Ali Road, Barrackpore
Kolkata - 700 120

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NOTICE

NOTICE is hereby given that the 31st Annual General Meeting (AGM) of the Members of the Company will be held on Monday, the 29th day of September, 2014 at the registered office of the Company at 27, Weston Street, 5th Floor, Room No.526, Kolkata - 700 012 at 10.00 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended 31st March, 2014, the Audited Balance Sheet as on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Sudip Laha (holding DIN 06417007), who retires by rotation and being eligible, seeks re-appointment.
3. To appoint Statutory Auditors to hold office from the conclusion of the 31st AGM till the conclusion of the 36th AGM and to authorize the Board to fix their remuneration.

“RESOLVED that pursuant to the provision of Section 139 of the Companies Act, 2013 and Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and pursuant to the recommendations of Audit Committee of the Board of Directors, M/s S.C. Swaika & Co, Chartered Accountants (Firm Registration No.322137E) of 30/1, S.M. Ali Road, Barrackpore, Kolkata – 700 120, be and are hereby appointed as Statutory Auditors of the Company, to hold the office of Statutory Auditors from the conclusion of the 31st AGM till the conclusion of the 36th AGM (subject to ratification of appointment by the members at every AGM held after the 31st AGM) and that the Board of Directors of the Company be and are hereby authorized to fix the remuneration as may be recommended by the Audit Committee.”

Special Business:

4. Appointment of Mr. Bhagwan Das Soni (Holding DIN 02308414)as an Independent Director

To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, read with Schedule IV to the Companies Act, 2013, Mr. Bhagwan Das Soni (holding DIN 02308414), an Independent Director of the Company and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the conclusion of the 31st AGM till the conclusion of 36th AGM or till such earlier date to confirm with the policy on retirement and as may be determined by any

APPU MARKETING & MANUFACTURING LIMITED

applicable statutes, rules, regulations or guidelines and who shall not be liable to retire by rotation.”

5. Appointment of Mr. Tanumay Laha (Holding DIN 05338827) as an Independent Director

To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED that** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, read with Schedule IV to the Companies Act, 2013, Mr. Tanumay Laha (holding DIN 05338827), an Independent Director of the Company and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the conclusion of the 31st AGM till the conclusion of 36th or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines and who shall not be liable to retire by rotation.”

6. Appointment of Mr. Kamal Kumar Bararia (Holding DIN 06429106) as an Independent Director

To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED that** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, read with Schedule IV to the Companies Act, 2013, Mr. Kamal Kumar Bararia (holding DIN 06429106), an Independent Director of the Company and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the conclusion of the 31st AGM till the conclusion of 36th AGM or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines and who shall not be liable to retire by rotation.”

7. Variation in terms of appointment of Mr. Sudip Laha (Holding DIN 06417007) Managing Director

To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED that** pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, the approval of the Company be and is hereby accorded to vary the terms of appointment of Mr. Sudip Laha (Holding DIN 06417007), Managing Director, by making his office liable to retire by rotation.

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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary the terms and condition of his appointment including remuneration as they may deem fit."

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company Shall pay Mr. Sudip Laha, the remuneration by way of Salary, perquisites, commission or any other allowances in accordance with the limits specified under schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the government from time to time in this regard, as minimum remuneration.

8. Investments in shares of other bodies corporate under Section 186 of Companies Act, 2013

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 provision of Section 186 of the Companies Act, 2013, read with the applicable Rules framed thereunder, (including any amendment thereto or re-enactment thereof for the time being in force), if any, the consent of the members of the Company be and are hereby accorded to the Board of Directors of the Company to make investments in shares and other securities of other body corporate as the Board of Directors may think fit, for an amount not exceeding Rs. 15 Crore (Rupees Fifteen Crore) only, being in excess of the limits prescribed under Section 186 of Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/ or Committee of Directors constituted for this purpose be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans made or guarantees given or securities to be provided and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

Place : Kolkata
Date : 29.05.2014

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

**Sd/-
Sankar Mukherjee
Company Secretary**

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NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business, set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A 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 holding in the aggregate not more than ten percent of the total share capital of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before 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.

3. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2014 to 27th September, 2014. (Both days inclusive).
4. Additional details pursuant to Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are annexed hereto. The Directors seeking appointment/re-appointment have furnished the requisite consent and/or declaration for their appointment/re-appointment.
5. Members holding share in dematerialized form are requested to bring their Depository Account No. and Client I. D. No. for identification.
6. 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, 5th Floor, 71, B.R.B. Basu Road, Kolkata 700 001, Phone Nos. 033-2235-7271/70.
7. 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.
8. 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.
9. 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

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the Share Certificates for consolidating their holdings in one such folio.

10. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
11. 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.
12. 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.
13. Electronic copy of the Annual Report for 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.
14. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report 2014 will also be available on the Company's website www.appumkt.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor email id: investor@appumkt.com
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by Members at the AGM.
17. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by Members at the AGM.
18. Voting through electronic means:
 - I. Pursuant to provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means as an alternative to vote physically at the AGM. The businesses may be transacted through e-voting Services provided by Central Depository Services (India) Ltd. (CDSL).
 - II. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the option, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated as valid whereas vote casted physically at the

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meeting shall be treated as invalid. Members are requested to follow the instruction below to cast their vote through e- voting.

- III. The e-voting period commences on 23rd September, 2014 and ends on 25th September, 2014. During this period shareholders of the Company, holding share either in physical form or in dematerialized form, as on the cut-off date of 14th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

The instructions for voting electronically are as follows:

- (i) The voting period begins on 23rd day of September, 2014 at 10.00 A.M. and ends on the 25th day of September, 2014 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website **www.evotingindia.com** during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "APPU MARKETING AND MANUFACTURING LIMITED" from the drop down menu and click on "SUBMIT".
- (v) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

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(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms / M/s etc. Example: (1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245. (2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> ● Please Enter the DOB or Bank Account Number in order to Login. ● If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut-Off Date of 14th August, 2014.

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- (xii) Click on the EVSN for the relevant “APPU MARKETING AND MANUFACTURING LIMITED” on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to **<https://www.evotingindia.com>** and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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. Additionally, the same is also to be e-mailed to the scrutinizer's e-mail Id: **csniazahmed@gmail.com**
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **www.evotingindia.com** under help section or write an email to **helpdesk.evoting@cdslindia.com**
19. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut-off date; i.e.: 14th August, 2014.

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20. Mr. Niaz Ahmed, Practicing Company Secretary (Membership No. 15555) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
21. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
22. The results of the e-voting along with the scrutinizer's report shall be declared in the Annual General Meeting by the Chairman and will be placed in the Company's website **www.appumkt.com** and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchange where the shares of the Company are listed.

Place : Kolkata
Date : 29.05.2014

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

**Sd/-
Sankar Mukherjee
Company Secretary**

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 4, 5 & 6

Mr. Bhagwan Das Soni, Mr. Tanumay Laha and Mr. Kamal Kumar Bararia were appointed as Directors of the Company on January 28, 2013, March 18, 2013 and March 5, 2013 respectively. Mr. Bhagwan Das Soni, Mr. Tanumay Laha and Mr. Kamal Kumar Bararia, were holding office as Independent Directors of the Company and they were liable to retire by rotation as per the provisions of the Companies Act, 1956.

As per the Companies Act, 2013, the Company is required to appoint Independent Directors, including existing independent directors, for a fixed term and their office shall not be liable to be determined by retirement of directors by rotation. Accordingly, in compliance of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, Mr. Bhagwan Das Soni, Mr. Tanumay Laha and Mr. Kamal Kumar Bararia, Directors, are proposed to be appointed as Independent Directors of the Company to hold the office till the conclusion of 36th AGM. Separate notices have been received from members proposing candidatures of Mr. Bhagwan Das Soni, Mr. Tanumay Laha and Mr. Kamal Kumar Bararia for the office of Independent Directors of the Company.

Accordingly, it is proposed to appoint Mr. Bhagwan Das Soni, Mr. Tanumay Laha and Mr. Kamal Kumar Bararia as Independent Directors of the Company in accordance with Section 149 of the Companies Act, 2013, not liable to retire by rotation and to hold office till the conclusion of 36th AGM or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable Statutes, rules, regulations or guidelines.

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The Company has received from Mr. Bhagwan Das Soni, Mr. Tanumay Laha and Mr. Kamal Kumar Bararia, individually, (i) consent in writing to act as Director in prescribed Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Bhagwan Das Soni, Mr. Tanumay Laha and Mr. Kamal Kumar Bararia fulfill the criteria of independence for their respective appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement. Mr. Bhagwan Das Soni, Mr. Tanumay Laha and Mr. Kamal Kumar Bararia are independent of the management.

Copy of the draft letters of appointment setting out the terms and conditions of appointment of Mr. Bhagwan Das Soni, Mr. Tanumay Laha and Mr. Kamal Kumar Bararia are available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of AGM.

Mr. Bhagwan Das Soni, Mr. Tanumay Laha and Mr. Kamal Kumar Bararia are interested in the resolutions set out respectively at Item Nos. 4, 5 & 6 of the Notice with regard to their respective appointments.

Save and except as mentioned above, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in resolutions set out respectively at Item Nos. 4, 5 & 6 of the Notice.

The Board recommends the resolutions set forth in the Item Nos. 4, 5 & 6 of the Notice for approval of the members.

Item No. 7

Mr. Sudip Laha, was appointed as a Managing Director of the Company at the Annual General Meeting of the Company held on September 30, 2013, with effect from 1st October, 2013 for a period of 5 (five) years ending on 30th September, 2018 and as per the terms of his appointment, he is not liable to retire by rotation.

As per the provisions of the Section 152(6) of the Companies Act, 2013, the period of office of at least two-third Directors, other than Independent Directors, of the Company shall liable to be determined by retirement of directors by rotation. However, Managing directors who were earlier not liable to retire by rotation as per the provisions of the Companies Act, 1956, are now liable to retire by rotation as per the provisions of Section 152(6) of the Companies Act, 2013. Accordingly, it is proposed that the terms of appointment of Mr. Sudip Laha be amended to provide that he shall be liable to retire by rotation as per the provisions of Section 152(6) of the Companies Act, 2013. The other terms and conditions of his appointment including remuneration approved by the members of the Company at their meeting held on 30th September, 2013 shall remain unchanged. Further, it is proposed that the Board of Directors of the Company be authorized to vary the terms and conditions, including remuneration, of his appointment as per the provisions of the Companies Act, 2013 and the Rules made thereunder from time to time as they may deem fit.

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Mr. Sudip Laha is interested in the resolution set out at Item No. 7 of the Notice with regard to variation in the terms of his appointment.

Save and except as mentioned above, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in said resolution.

The Board recommends the resolution set forth in the Item No. 7 of the Notice for approval of the members.

Item No. 8

The Company makes investments in the equity shares and other securities of the other bodies corporate from time to time.

As per Companies Act, 2013, a Company can make investments in the securities of any other body corporate with the approval of the Board of Directors if the same is within the permissible limit of either 100% of free reserves or 60% of the paid up share capital and free reserves. However, inter-corporate investments can be made in excess of the aforesaid limits with the prior approval from the members of the Company by a Special Resolution. Investments made by a holding company to or on behalf of its wholly owned subsidiary companies were earlier exempted under the Companies Act, 1956. However, such exemption has been withdrawn under the Companies Act, 2013.

Accordingly, the approval of shareholders of the Company is sought to authorise the Board of Directors to make the Investments in other bodies corporate as may be required from time to time.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in resolutions set out at Item No. 8 of the Notice.

The Board recommends the resolutions set forth in the Item No. 8 of the Notice for approval of the members.

Regd. Office:
27, Weston Street,
5th Floor, Room No. 526,
Kolkata-700 012

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

Dated : 29.05.2014

Sd/-
**Sankar Mukherjee
Company Secretary**

APPU MARKETING & MANUFACTURING LIMITED

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	No. of shares held in the Company	Remarks
Mr. Sudip Laha	06.09.1990	28.01.2013	6 years of experience in the field of Finance & Marketing.	B.A.	1.AMM Housing Ltd. 2. AMM Textiles Ltd. 3. . AMM Irons Ltd. 4. AMM Commercial Ltd. 5. Brightful Piazza Pvt. Ltd. 6.Moriya Complex Pvt. Ltd. 7. Mamtamayee Developers Pvt. Ltd. 8. Blueland Nirman Pvt. Ltd. 9. Rajal Lefin & Commercial Pvt. Ltd.	-	Managing Director	Nil	Retire by rotation at the forthcoming Annual General Meeting and being eligible, seeks re-appointment, and variation in terms of his appointment as per section 152 of Companies Act, 2013.
Mr. Bhagwan Das Soni	14.11.1965	28.01.2013	14 years of experience in the field of Finance & Medicine.	B.Com	1. Jaguar Infra Developers Ltd. 2. Kwality Credit & Leasing Ltd. 3. AMM Housing Ltd. 4. AMM Textiles Ltd. 5. AMM Irons Ltd. 6. AMM Commercial Ltd. 7. KCL Chemicals Ltd. 8. KCL Iron & Steels Ltd. 9. Triumph Trexim Pvt. Ltd. 10. Infinity Tradelinks Pvt. Ltd. 11. Anumati Stock Broking Pvt. Ltd. 12. Wonderland Paper Suppliers Pvt. Ltd. 13. Sunbright Agrotech Pvt. Ltd. 14. Risewell Machinery Traders Pvt. Ltd. 15. Shreyans Embroidery Machine Pvt. Ltd. 16. Zonal Commercial Pvt. Ltd. 17. Hulbert Tracom Pvt. Ltd. 18. Rudramala Commodeal Pvt. Ltd. 19. Oversure Retails Pvt. Ltd.	3	Independent Director	Nil	Appointment as an Independent Director as per the provisions of Companies Act, 2013.

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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	No. of shares held in the Company	Remarks
Mr. Kamal Kumar Bararia	27.12.1964	05.03.2013	16 years of experience in the field of Real Estate.	H.S.	1. Wonderful Apparels Agencies Pvt. Ltd.	Nil	Independent Director	Nil	Appointment as an Independent Director as per the provisions of Companies Act, 2013.
Mr. Tanumay Laha	31.12.1990	18.03.2013	6 years of experience in the field of Finance & Marketing.	B.A. (Hons.)	1. AMM Housing Ltd. 2. AMM Textiles Ltd. 3. AMM Irons Ltd. 4. AMM Commercial Ltd. 5. Fastspeed Textiles Pvt. Ltd. 6. Rifty Real Estate Pvt. Ltd. 7. Panchshree Logistics Pvt. Ltd. 8. Flowtop Retailers Pvt. Ltd.	Nil	Independent Director	Nil	Appointment as an Independent Director as per the provisions of Companies Act, 2013.

APPU MARKETING & MANUFACTURING LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 31st Annual Report of the Company for the financial year ended 31st March, 2014.

FINANCIAL RESULTS:

Particulars	Standalone		Consolidated
	2013-2014 ₹	2012-2013 ₹	2013-2014 ₹
Total Income	22,20,469	14,25,554	22,20,469
Total Expenditure	15,55,910	6,44,818	16,44,650
Profit before Tax	6,64,559	7,80,736	5,75,819
(Less) : Provision for Current Tax	(2,05,350)	(2,41,247)	(2,05,350)
Net Profit after tax	4,59,209	5,39,489	3,70,469
Income tax for prior year	-	15,403	-
(Less) : Unamortized Expenses written back	-	(3,74,250)	-
Add : Brought forward from previous year	5,80,627	3,99,985	5,80,627
Balance carried to Balance Sheet	10,39,836	5,80,627	9,51,096

FINANCIAL AND OPERATIONAL PERFORMANCE

Our Company has recorded a total income of ` 22,20,469/- for the current financial year as against ` 14,25,554/- recorded during the previous year, registering a growth of 55.76%.

The Profit Before Tax on a standalone basis amounted to ` 6,64,559/- during the current year as against ` 7,80,736 for the previous year.

The Profit After Tax on a standalone basis amounted to ` 4,59,209/- during the current year as against ` 5,39,489 for the previous year.

During the year, we have made investments in four newly owned subsidiary companies. We expect that the company will be benefited by these investments in long run, which will be seen from the forthcoming financial quarters.

The Company trading business has witness a tough time in the past. However, the Company has diversified its business portfolio to stay competitive and profitable.

DIVIDEND

Considering the future prospects and to strengthening the financial position of the Company, your Directors do not recommend any dividend for the financial year under review.

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DIRECTORS

In accordance with the provisions of the Companies Act, 2013 Mr. Sudip Laha, Managing Director of the Company, will retire by rotation at the ensuing 31st Annual General Meeting and being eligible, seeks reappointment. The Board of Directors recommends his re-appointment.

As per the Companies Act, 2013, the Company is required to appoint Independent Directors, including existing independent directors, for a fixed term and their office shall not be liable to be determined by retirement of directors by rotation. Our Independent Directors Mr. Bhagwan Das Soni, Mr. Tanumay Laha and Mr. Kamal Kumar Bararia, are liable to retire by rotation under the erstwhile Companies Act, 1956.

Accordingly, in compliance of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, Mr. Bhagwan Das Soni, Mr. Tanumay Laha and Mr. Kamal Kumar Bararia, Directors of the Company, are proposed to be appointed as Independent Directors of the Company for a period of five consecutive years to hold the office till the conclusion of 36th AGM and their offices shall not be liable to retire by rotation of directors.

Separate notices have been received from members proposing candidatures of Mr. Sudip Laha, Mr. Bhagwan Das Soni, Mr. Tanumay Laha and Mr. Kamal Kumar Bararia for their respective appointments.

Based on the confirmations received, none of the Directors proposed to be appointed are disqualified for appointment under the Companies Act, 2013.

Further, the Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 read with Clause 49 of the Listing Agreement with the stock exchange.

Further, Mr. Sudip Laha, was appointed as a Managing Director of the Company at the Annual General Meeting of the Company held on September 30, 2013, with effect from 1st October, 2013 for a period of 5 (five) years ending on 30th September, 2018 and as per the terms of his appointment, he is not liable to retire by rotation. However, Managing Director/ whole-time directors who were earlier not liable to retire by rotation as per the provisions of the Companies Act, 1956, are now liable to retire by rotation as per the provisions of Section 152(6) of the Companies Act, 2013. Accordingly, it is proposed that the terms of appointment of Mr. Sudip Laha be amended to provide that he shall be liable to retire by rotation as per the provisions of Section 152(6) of the Companies Act, 2013. The other terms and conditions of his appointment including remuneration approved by the members of the Company shall remain unchanged.

AUDITORS

M/s. S.C. Swaika & Co, Chartered Accountants of 30/1, S.M. Ali Road, Barrackpore, Kolkata - 700 120, Statutory Auditor of the Company retire at the conclusion of the ensuing Annual General Meeting, and being eligible for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to appoint M/s. S.C. Swaika & Co, Chartered Accountants as Statutory Auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the 36th AGM, subject to ratification of their appointment at every AGM.

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The Company has received letter from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

INDEPENDENT AUDITORS' REPORT

The Financial Statement, as referred to in the Independent Auditor's Report are self-explanatory and hence does not require any further explanations.

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS

The Company had issued 42,35,000 equity shares on preferential basis to persons belonging to non-promoters group during the financial year under review.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (i) in the preparation of the annual accounts for the financial year 2013-14, 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 profit of the Company for the financial year;
- (iii) they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956. They confirm that there are adequate systems and controls 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

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.

CONSOLIDATED FINANCIAL STATEMENT

In accordance with the Accounting Standard (AS) – 21 on Consolidated Financial Statements, the audited consolidated financial statements forms part of Annual Report 2014.

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SUBSIDIARIES

The Company has four subsidiaries as on March 31, 2014, namely AMM Textiles Limited, AMM Irons Limited, AMM Housing Limited and AMM Commercial Limited. All these four subsidiaries were incorporated in March, 2014. A Statement pursuant to Section 212 of the Companies Act, 1956, relating to Subsidiary Companies, is attached to the Accounts.

In accordance with the General Circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Statement of Profit and Loss and other documents of the Subsidiary Companies are not being attached with Balance Sheet of the Company. However, the Consolidated Financial Statement is presented in the Annual Report in compliance with the said circular. The Company will provide a copy of annual accounts in respect of each subsidiary to any shareholder of the Company who asks for it and the said annual accounts will also be kept open for inspection at the Registered Office of the Company and that of the respective subsidiary companies.

REGISTER E-MAIL ADDRESS

To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards greener environment and to receive all documents, notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with M/s. Niche Technologies Private Ltd., D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata 700 001, E- mail: nichetech@nichetechpl.com if shares are held in physical mode or with their DP if the holding is in electronic mode.

MANAGEMENT'S DISCUSSION AND ANALYSIS

In accordance with the listing requirement, the Management's Discussion and Analysis is presented in a separate section forms part of the Annual Report 2014.

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.

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LISTING FEES

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

ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for the continued co-operation and support by the banks, customers and business associates. Your directors take this opportunity to place on record 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 continuous confidence and faith shown by the members of the Company.

Place : Kolkata
Dated : 29.05.2014

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

Sd/-
Tanumay Laha
Chairman
DIN : 05338827

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Overview:

Changing economic and business conditions, evolving consumer preferences and globalization are creating an increasingly competitive market environment. The global economy began its modest recovery in Financial Year 2013- 14. A combination of persistent inflation, fiscal imbalances, vulnerability in external sectors and low investments resulted in sluggish domestic demand growth.

With the narrowing of the Twin Deficits – both Current Account and Fiscal and replenishment of Foreign Exchange Reserves, adjustment of the exchange rate the risks of near-term macro instability have diminished. However, macro-economic adjustment is far from complete, with persistence of higher Inflation amidst growth slowdown.

Business Overview:

Your Company is currently engaged in the trading and distribution of different types of commodities and materials. Our products are mainly supplied to retailers based at Kolkata and adjacent territories.

Future Outlook :

The focus for the forthcoming financial year for the Company will be continued delivery in progressing mode and grabbing the opportunities and trying to overcome challenges.

Opportunities, threats, risks and concerns:

Spiraling inflation and rising interest rates over the past few years have overpowered both investment and consumption in the economy. To survive and sustain in the current global scenario has been a very challenging task. The current economic environment is combined of substantial growth as well as evolving risks for which appropriate changes are done to face them.

Review of Operational and Financial Performance:

Notwithstanding difficult market conditions, your Company concluded yet another year of growth in its business. The financial performance of the Company for the year ended 31st March, 2014 is satisfying as it has been achieved in the wake of several challenges confronting your Company's business.

During the year under review your Company has recorded a ` 22,20,469/- as against ` 14,25,554/- in the last year. The net profit after tax recorded by the Company at ` 4,59,209/- as against profit of ` 5,39,489/-

Internal Control Systems:

Internal Control and Audit is an important procedure and the Audit Committee of your Company reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

The Company has put in place an adequate internal Control System to safeguard all assets and ensure operational excellence. The system also meticulously records all transaction details and

ensures regulatory compliance. The reports are reviewed by the Audit Committee of the Board. Wherever deemed necessary, internal control system are strengthened and corrective actions initiated.

Debt Structure:

During the year under review your Company has not raised any amount by way of debt.

Human Resources:

Human resources play a key role in helping the Company deal with the fast-changing competitive environment. So, the company endeavors to provide individual development and growth to the employees that motivate them to give high performance helping the Company to achieve its goals.

The Company has been working towards institutionalizing a Performance Oriented Culture. The Entire HR system including recruitment, performance management system, reward and recognition has been aligned with the business objectives.

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.



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

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

To

The Members of

Appu Marketing and Manufacturing Limited

We have examined the compliance of conditions of Corporate Governance by **Appu Marketing and Manufacturing Limited** for the year ended on **31st March, 2014** 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. Our examination was limited to review 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 our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We 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.

We 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

(S.C.Swaika)

(Proprietor)

(M.No. 053694)

Place : Kolkata

Dated : 29.05.2014

APPU MARKETING & MANUFACTURING LIMITED

CORPORATE GOVERNANCE REPORT

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

Corporate Governance is about commitment to values, ethical business conduct, transparency and it makes distinction between personal and corporate funds in the management of the Company.

Company's Corporate Governance Philosophy is to satisfy the spirit of the law and not just the letter of the law, to be transparent and to maintain a high degree of disclosure levels and to attain the performance goals with integrity.

2 Board of Directors

The Company's Board of Directors as on 31st March, 2014 comprises of one Executive Director and three Non Executive Directors including the Chairman.

Seven Meetings of the Board were held during the financial year 2013-2014 i.e. on 10/04/2013, 30/05/2013, 10/06/2013, 12/08/2013, 20/09/2013, 14/11/2013 and 10/02/2014.

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

The composition of the Board of Directors and their attendance at the Board Meetings held 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 Director	7	Yes	8	11	3	0
Mr. Sudip Laha	Managing Director	7	Yes	4	5	...	
Mr. Tanumay Laha	Independent Director	7	Yes	4	4	...	
Mr. Kamal Kumar Bararia	Independent Director	7	Yes	0	1	...	

3 Audit Committee

(a) Composition :

The Audit Committee comprises of three Independent Directors and one Executive Director as on 31st March, 2014. The Committee met 4 (Four) times during the year i.e. on 30/05/2013, 12/08/2013, 14/11/2013 and 10/02/2014.

APPU MARKETING & MANUFACTURING LIMITED

The attendances of the members were as follows:

Sl. No.	Name	Status	No. of Meetings Attended
1	Mr. Bhagwan Das Soni	Independent Director - Chairman of the Committee	4
2	Mr. Kamal Kumar Bararia	Independent Director	4
3	Mr. Tanumay Laha	Independent Director	4
4	Mr. Sudip Laha	Managing Director	4

(b) Terms of Reference:-

The terms of reference of the Committee are in accordance with that specified in clause 49 of the Listing Agreement with the stock exchange and also confirms to the requirements of Section 177 of the Companies Act, 2013.

4. NOMINATION AND REMUNERATION COMMITTEE

(a) Composition of the Committee:

The erstwhile Remuneration Committee of the Company was renamed and reconstituted as Nomination and Remuneration Committee on 30.05.2014. the Committee comprises of:

Sl. No.	Name	Status
1.	Mr. Tanumay Laha	Independent Director - Chairman of the Committee
2.	Mr. Bhagwan Das Soni	Independent Director
3.	Mr. Kamal Kumar Bararia	Independent Director

During the Financial Year 2013-2014, one meeting of the erstwhile Remuneration Committee was held on 30.05.2013.

(b) Terms of Reference:

The terms of reference and the scope of Nomination and Remuneration Committee of the Board of Directors are in accordance with the provisions of the Companies Act, 2013, the Rules made thereunder and Clause 49 of the Listing Agreement.

(c) Remuneration Policy:

The Non-Executive Directors of the Company were not paid any sitting fee or any other remuneration or commission.

During the financial year 2013-14, Mr. Sudip Laha, Managing Director of the Company, has been paid Rs.45,000 as remuneration.

5. Stakeholders' Relationship Committee

The erstwhile Share Transfer and Investors Grievance Committee was renamed and reconstituted as Stakeholders' Relationship Committee of the Board of Directors on 30.05.2014. The Committee comprises of three Independent Directors. The Committee deals with matters relating to approval of

APPU MARKETING & MANUFACTURING LIMITED

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, and also to resolve any grievances of security holders of the Company. The composition of the Committee members is as under:

Sl. No.	Name	Status
1.	Mr. Bhagwan Das Soni	Independent Director - Chairman of the Committee
2.	Mr. Tanumay Laha	Independent Director
3.	Mr. Kamal Kumar Bararia	Independent Director

Twelve Meetings of Share Transfer & Investors Grievance Committee were held during the financial year 2013-2014.

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

6. General Body Meetings:

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

Financial Year	Date of AGM	Venue	Time
2012-2013	30-09-2013	27, Weston Street, 5 th Floor, Room No. 526 Kolkata – 700 012	11.00 A.M.
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.

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

At the 30th Annual General Meeting held on 30/09/2013 : One (Appointment of Managing Director)

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

At the 28th Annual General Meeting held on 30/09/2011 : 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. No penalty has been imposed or strictures have been issued by SEBI or any other Stock Exchange on matters related to Capital Market so far.
- c. Certificate as stipulated in Clause 49 of the Listing Agreement was obtained and placed before the Board.
- d. The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement. As regard to non-mandatory requirements under Clause 49, the Company has complied with the requirements of Remuneration Committee.

8. MEANS OF COMMUNICATIONS

Quarterly unaudited results of the Company were published in accordance with the Listing Agreement with stock exchange in Business Standard (English Daily) and Arthik Lipi (Bengali Daily).

The quarterly and the annual results of the Company are submitted to the Calcutta Stock Exchange Limited. The Annual Reports are posted to every shareholder of the Company at their registered address.

Section on Management Discussion and Analysis forms part of this Annual Report.

• 9. GENERAL SHAREHOLDERS INFORMATION

• Annual General Meeting:

- **Date** : 29th September, 2014
- **Time** : 10.00 a.m.
- **Venue** : 27, Weston Street, 5th Floor, Room No –526, Kolkata –700 012
- **Financial Calendar : (Tentative)**

Financial Year – 1 st April, 2014 to 31 st March, 2015	Relevant Dates
Board Meeting for consideration of annual accounts	30 th May, 2014
Book closure dates	22 nd September, 2014 to 27 th September, 2014
Unaudited results for the quarter ended on June 30, 2014	On or before 14 th August, 2014
Unaudited results for the quarter ended on September 30, 2014	On or before 14 th November, 2014
Unaudited results for the quarter ended on December 31, 2014	On or before 14 th February, 2015
Unaudited results for the quarter ended on March 31, 2015	On or before 15 th May, 2015

APPU MARKETING & MANUFACTURING LIMITED

- Listing on Stock Exchanges at:
 1. Calcutta Stock Exchange Limited (Stock code: 0021082),
7, Lyons Range ,Kolkata - 700 001
- The Company has paid the listing fee to the Calcutta Stock Exchange Limited for the year 2014-2015.
- Stock Market Price for the Financial Year 2013-2014:

Month	Quotation of Calcutta Stock Exchange (in Rs.)		
	High (`)	Low (`)	Volume (Nos.)
April, 2013	Not Traded	Not Traded	Not Traded
May, 2013	Not Traded	Not Traded	Not Traded
June, 2013	Not Traded	Not Traded	Not Traded
July, 2013	Not Traded	Not Traded	Not Traded
August, 2013	Not Traded	Not Traded	Not Traded
September, 2013	Not Traded	Not Traded	Not Traded
October, 2013	Not Traded	Not Traded	Not Traded
November, 2013	Not Traded	Not Traded	Not Traded
December, 2013	Not Traded	Not Traded	Not Traded
January, 2014	Not Traded	Not Traded	Not Traded
February, 2014	Not Traded	Not Traded	Not Traded
March, 2014	Not Traded	Not Traded	Not Traded

- **Share Transfer System:** The Company' shares are in compulsory demat mode The shares received for transfer in physical mode are registered and returned within a period of 15 days from the date of receipt, if the documents are complete in all respects. Shares under objection are returned within two weeks. 1,7,07,43,100 equity shares were transferred during the year ended 31st March, 2014.
- **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, 5th Floor, 71, B.R.B. Basu Road, Kolkata 700 001
Phone Nos. (033) 225-7271/7270, Email: nichetech@nichetechpl.com
- **Dematerialization of Shares and Liquidity:**

APPU MARKETING & MANUFACTURING LIMITED

The Company' shares are tradeable 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 nearly 83.24% of total equity shares have been dematerialized as on 31.03.2014.

- **Distribution of Share holding and shareholding pattern:**

a. Distribution of Shareholding as on 31/03/2014, are as under:

Ordinary Shares held	Number of shareholders	% of shareholders	Number of shares held	% of shares held
Upto 500	69	5.92	16,220	0.11
501-1000	28	2.40	19,040	0.13
1001-5000	514	44.08	1,883,562	12.92
5001-10000	342	29.33	2,930,689	20.11
10001-50000	159	13.64	3,252,129	22.31
50001-100000	38	3.26	2,818,000	19.33
100001 and above	16	1.37	3,656,860	25.09
Total	1166	100.00	14,576,500	100.00

b. Shareholding Pattern as on 31/03/2014 are as under:

Sl. No.	Category	No. of shares held	% of shares held
1	Promoters and Promoters Group	151,000	1.04
2	Public - Bodies Corporate	2,046,288	14.04
3	Public - Individuals	12,336,712	84.63
4	NRI/OCBs	40,000	0.27
5	Clearing Member	2,500	0.02
	TOTAL	14,576,500	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, 5th Floor, 71, B.R.B. Basu Road, Kolkata 700 001
Phone Nos. (033) 25-7271 / 7270
E- mail: nichetech@nichetechpl.com
- Address for any kind of assistance/clarification :
Mr. Sankar Mukherjee
Company Secretary & Compliance Officer
C/o. Appu Marketing & Manufacturing Limited.
27, Weston Street, 5th Floor, Room No. 526, Kolkata –700 012.

10. Subsidiary Companies Monitoring Framework

The Company have four subsidiaries and none of the subsidiaries is a “material non-listed Indian subsidiary” as defined in the Clause 49 of the Listing Agreement. All subsidiaries companies of the Company are managed by their respective Board of Directors in the best interest of their stakeholders.

The Company monitors the performance of its subsidiary companies using, inter alia, the following means:

- a) Financial Statement, in particular the investment made by the unlisted subsidiaries companies reviewed by the Audit Committee of the Company.
- b) Minutes of the Board Meeting of all subsidiary companies are placed before the Board of Directors of the Company at their meetings.
- c) A statement containing all the significant transactions and arrangements entered into by the unlisted subsidiary companies is placed the Board of Directors of the Company at their meetings.

As per revised Clause 49of the Listing Agreement a “material non-listed Indian subsidiary” as an unlisted subsidiary, incorporated in India, whose turn-over or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediatel preceding accounting year.

11. CODE OF CONDUCT

The Company' Code of Conduct has been complied with by all the members of the Board and senior management employees of the Company.

The Company has put in place a code for prevention of Insider Trading based on SEBI (Insider Trading) Regulations, 1992. This code is applicable to all Directors and senior management employees. The code ensures prevention of dealing in shares by persons having access to unpublished price sensitive information.

12 DECLARATION

As provided under Clause 49 of the Listing Agreement with the stock exchange, the Board of Directors and Senior Management Employees have confirmed Compliance with the Company's Code of conduct.

Place : Kolkata

Dated: 29.05.2014

For and on behalf of the Board of Directors

Sd/-
Tanumay Laha
Director
DIN: 05338827

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 Directors and senior management 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 for the financial year ended 31st March, 2014, received from the senior management employees 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 Employees means the Members of the Management one level below the Managing Director as on 31st March, 2014.

Place : Kolkata
Date : 29.05.2014

sd/-
Sudip Laha
Managing Director
DIN : 06417007

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

CEO & CFO CERTIFICATION

To
The Board of Directors,
Appu Marketing and Manufacturing Limited,
27, Weston Street,
5th Floor, Room No. 526
Kolkata – 700 012

Re-CEO & CFO-Financial Statements for the year ended on 31st March, 2014

We, Mr. Sudip Laha, Managing Director & Mr. Lokesh Pasari, CFO, on the basis of the review of the financial statements including cash flow statements for the Financial year ending on 31st March, 2014 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, 2014, 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.

S/d-
Sudip Laha
Managing Director
DIN : 06417007

Sd/-
Lokesh Pasari
CFO

Place : Kolkata

Date : 29.05.2014



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 & MANUFACTURING LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, 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

The Company's 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 notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. 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, 2014;
- (ii) in the case of the Statement of Profit and Loss, of the profit of the Company 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

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 notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013;
 - 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, 2014, 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

(S.C.Swaika)

(Proprietor)

(M.No.053694)

Place : Kolkata

Dated : 29th day of May, 2014



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

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.

According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has incurred preliminary expenses on behalf of four subsidiaries amounting to ` 128240/-. In respect of the said expenses, the maximum amount outstanding at any point of time during the year was ` 128240/- and the year end balance is ` 128240/-.

(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. Therefore, the provisions of clause 4 (vi) of the Order are not applicable to the Company.



- (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 2014 for a period of more than six month from the day they become payable.
 - 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.



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

- (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 raised a sum of ₹ 4,23,50,000/- on 20th September, 2013. The object of the issue is to fulfill the additional requirement for business expansion, funding long term working capital requirement, marketing and for other approved corporate purposes.
- (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

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

Place : Kolkata

Dated : 29th day of May, 2014

APPU MARKETING & MANUFACTURING LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2014-STANDALONE

in `

Particulars	Notes No.	As at 31/03/2014	As at 31/03/2013
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
a) Share Capital	2.1	14,57,65,000	10,34,15,000
b) Reserves and Surplus	2.2	54,55,929	49,96,720
Non-Current Liabilities			
Long-term provisions	2.3	4,46,597	2,41,247
Current Liabilities			
Other current liabilities	2.4	11,236	5,26,652
TOTAL		15,16,78,762	10,91,79,619
II. ASSETS			
Non-current assets			
a) Non-Current Investments	2.5	10,89,00,000	9,96,18,640
b) Long term loans and advances	2.6	3,85,76,289	71,39,000
Current Assets			
a) Trade receivables	2.7	-	21,24,815
b) Cash and cash equivalents	2.8	15,96,384	2,97,164
c) Short term loans & advances	2.9	1,28,240	-
d) Other Current Assets	2.11	24,77,849	-
TOTAL		15,16,78,762	10,91,79,619

For **S.C.Swaika & Co.**
Chartered Accountants

Registration No : 322137E
S.C.Swaika
Membership no : 053694

Dated the 29th Day of May, 2014
Place : Kolkata

Sudip Laha
Managing Director
DIN - 06417007

Sankar Mukherjee
Company Secretary

Tanumay Laha
Director
DIN - 05338827

Lokesh Pasari
Chief Financial Officer

APPU MARKETING & MANUFACTURING LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014-STANDALONE

in `

Particulars	Notes	For the Year Ended 31/03/2014	For the Year Ended 31/03/2013
REVENUE			
Revenue from operations	2.12	22,20,469	14,25,554
Total Revenue		22,20,469	14,25,554
EXPENSES			
Employee benefit expenses	2.13	1,20,000	31,000
Other expenses	2.14	14,35,910	6,13,818
Total Expenses		15,55,910	6,44,818
Profit before exceptional and extraordinary items and tax		6,64,559	7,80,736
Exceptional Items		-	-
Profit before extraordinary items and tax		6,64,559	7,80,736
Extraordinary Items		-	-
Profit before tax		6,64,559	7,80,736
Tax expense:			
Current Tax		2,05,350	2,41,247
Profit for the period (after tax)		4,59,209	5,39,489
Income tax for prior year		-	15,403
		4,59,209	5,54,892
Basic Earning Per Share of ` each (In Rupees)		0.03	0.05
Diluted Earning Per Share of ` each (In Rupees)		0.03	0.05

For **S.C.Swaika & Co.**
Chartered Accountants

Registration No : 322137E
S.C.Swaika
Membership no : 053694

Dated the 29th Day of May, 2014
Place : Kolkata

Sudip Laha
Managing Director
DIN - 06417007

Sankar Mukherjee
Company Secretary

Tanumay Laha
Director
DIN - 05338827

Lokesh Pasari
Chief Financial Officer

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), the relevant provisions of the Companies Act, 1956 (to the extent applicable) and the Companies Act, 2013 (to the extent notified). 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 and depreciation on 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.

There are no fixed assets in company. Hence, depreciation does not form part of the Financial Statement of the Company.

(d) 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.

During the F.Y.2013-14 the Company has not borrowed any amount.

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

(f) 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.

APPU MARKETING & MANUFACTURING LIMITED

Dividends

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

Other Income

The amounts receivable from various agencies are accounted on accrual basis to the extent it is possible to ascertain the income with reasonable accuracy.

(g) Foreign currency translation: - No Foreign Currency Transactions has been made by the Company in the Financial Year 2013-14.

(h) 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.

(i) Income taxes: - Tax expense comprises of current 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.

(j) 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.

(k) 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.

(l) 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.

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

(n) **Cash Flow Statement :-** Cash flows are reported using the indirect method and cash flows from operating, investing and financing activities of the Company are segregated.

(o) **MSMED Act, 2006 :-** The Government of India has promulgated an act namely The Micro, Small and Medium Enterprises Development Act, 2006, which comes into force with effect from October 2, 2006. As per the act, the Company is required to identify the Micro, Small and Medium suppliers and pay them interest on over dues beyond the specified period irrespective of the terms agreed with the suppliers. The Company does not have any dues to any entity covered under the said act.

APPU MARKETING & MANUFACTURING LIMITED

ADDITIONAL NOTES

I. RELATED PARTIES DISCLOSURE AS PER ACCOUNTING STANDARD 18

A. List of Related Parties: -

<u>Party</u>	<u>Relationship</u>
i. Sudip Laha	Managing Director
ii. Kamal Kumar Bararia	Director
iii. Bhagwan Das Soni	Director
iv. Tanumay Laha	Director
v. Subsidiaries	
• AMM Textiles Ltd.	
• AMM Housing Ltd.	
• AMM Commercial Ltd.	
• AMM Irons Ltd.	

B. Related Party Transaction: -

<u>Transaction</u>	<u>31.03.2014</u>	<u>31.03.2013</u>
Director's Remuneration- Sudip Laha-Key Managerial Personnel	Rs. 45,000	Nil
Advance to Subsidiaries		
1. AMM Textiles Ltd.	Rs. 32,060	Nil
2. AMM Housing Ltd.	Rs. 32,060	Nil
3. AMM Commercial Ltd.	Rs. 32,060	Nil
4. AMM Irons Ltd.	Rs. 32,060	Nil

II. Previous year's figures have been regrouped/rearranged whenever considered necessary to confirm to current year's grouping and classification.

APPU MARKETING & MANUFACTURING LIMITED

NOTES TO THE ACCOUNTS - STANDALONE

in `

Particulars	As on 31/03/2014	As on 31/03/2013
2.1 SHARE CAPITAL		
Authorised		
1,50,00,000 Equity share of ` 10 each (Previous Year 1,03,50,000 Equity Shares of ` 10 each)	15,00,00,000	10,35,00,000
Issued & Subscribed		
1,45,76,500 Equity share of ` 10 each (Previous Year 1,03,41,500 Equity Shares of ` 10 each)	14,57,65,000	10,34,15,000
	14,57,65,000	10,34,15,000
Paid up		
1,45,76,500 Equity share of ` 10 each (Previous Year 1,03,41,500 Equity Shares of ` 10 each)	14,57,65,000	10,34,15,000
	14,57,65,000	10,34,15,000

- a. 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 Equity Shares having par value of ` 10/- per share. Each holder of Equity 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.

- b. The Company does not have any Holding Company/ ultimate Holding Company but have four subsidiaries Companies.

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

d. Equity Shares of ` 10/- each fully paid	As on 31.03.2014	As on 31.03.2013
	No. of Shares	% of Shareholding
	Nil	Nil

- e. No Equity Shares have been reserved for issue under option and contracts/ commitments for the sale of shares/ disinvestment as at the Balance Sheet date.

- f. 42,35,000 Equity Shares has been allotted by the company on 20/09/2013 on a preferential basis to Other than Promoters.

- g. 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.

- h. No Securities convertible into Equity/ Prefrence Shares issued by the company during the year.

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

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

in `

Particulars	As on 31/03/2014	As on 31/03/2013
2.2 RESERVES AND SURPLUS		
General Reserve		
Investment Allowance Reserve		
As per last financial Statements	1,28,754	1,28,754
Capital Reserve		
Out of Merger		
As per last financial Statements	42,87,339	42,87,339
Surplus as per Profit & Loss Statement		
As per last financial Statements	5,80,627	3,99,985
(+) Profit for the year	4,59,209	5,54,892
Unamortised Expenses written back	-	(3,74,250)
Balance at the end of the year	10,39,836	5,80,627
Total	54,55,929	49,96,720

in `

Particulars	Long-term		Short-term	
	As at 31/03/2014	As at 31/03/2013	As at 31/03/2014	As at 31/03/2013
2.3 PROVISIONS				
Income Tax	4,46,597	2,41,247	-	-
	4,46,597	2,41,247	-	-

(in `)

Particulars	As at 31/03/2014	As at 31/03/2013
2.4 OTHER CURRENT LIABILITIES		
Audit Fees Payable	11236	11236
Others	0	515416
TOTAL	11,236	5,26,652

APPU MARKETING & MANUFACTURING LIMITED

(In `)

Particulars	As at 31/03/2014		As at 31/03/2013	
	No. of Shares	Amount	No. of Shares	Amount
2.5 NON CURRENT INVESTMENTS *				
AMM Commercial Ltd.	50,000	5,00,000	-	-
AMM Housing Ltd.	50,000	5,00,000	-	-
AMM Iron Ltd.	50,000	5,00,000	-	-
AMM Textiles Ltd.	50,000	5,00,000	-	-
Borana Filaments Pvt. Ltd.	30,000	24,00,000	-	-
Burnpur Power Pvt. Ltd.	4,85,000	48,50,000	-	-
Domsons Metal Pvt. Ltd.	50,000	7,50,00,000	-	-
Faithful Cloth Merchants Pvt. Ltd.	4,10,600	41,06,000	-	-
Highgrowth Vincom Pvt. Ltd.	79,000	7,90,000	-	-
Jagriti Commodities Pvt. Ltd.	2,05,400	20,54,000	-	-
K.S.Consultancy Services Pvt. Ltd.	3,50,000	10,50,000	-	-
Maritech Commotrade Pvt. Ltd.	2,50,000	25,00,000	-	-
Multifold Plastic Marketing Pvt. Ltd.	3,80,000	38,00,000	-	-
Nethira Hotels Pvt. Ltd.	30,000	22,50,000	-	-
SMB Capital Market Pvt. Ltd.	1,50,000	39,00,000	-	-
Supreme India Impex Ltd.	17,600	22,00,000	-	-
UNI Cattle & Poultry Feeds Pvt. Ltd.	5,000	20,00,000	-	-
Abhisekh Stock Broking Services Pvt. Ltd.	-	-	1,47,500	14,75,000
Bhairab Sales Promotions Pvt. Ltd.	-	-	70,000	7,00,000
Bhawani Constructions Pvt. Ltd.	-	-	1,00,000	10,00,000
Charanseela Consultants Pvt. Ltd.	-	-	5,00,000	50,00,000
Citron Commercial Pvt. Ltd.	-	-	50,000	5,00,000
Dadha Engg. & Credit Pvt. Ltd.	-	-	5,00,000	50,00,000
D.M.Shakti Oil Pvt. Ltd.	-	-	50,000	5,00,000
Doon Vanijya Ltd.	-	-	10,00,000	1,00,00,000
G.K.Trading Pvt. Ltd.	-	-	34,084	3,40,840
Grace Industries Ltd.	-	-	10,000	1,00,000
Jewwlock Trixim Pvt. Ltd.	-	-	5,50,000	55,00,000
Kemint Trading Pvt. Ltd.	-	-	3,15,000	31,50,000
Mangal Sago Pvt. Ltd.	-	-	75,000	7,50,000
Mauryan Mercantiles Pvt. Ltd.	-	-	2,00,000	20,00,000
Monndra Auto & Bearing Pvt. Ltd.	-	-	4,00,000	40,00,000
Nivedan Distributors Pvt. Ltd.	-	-	6,25,000	62,50,000
Om North East Agency Pvt. Ltd.	-	-	3,50,000	35,00,000
Purbassa Suppliers Pvt. Ltd.	-	-	4,00,000	40,00,000
Rajhans Business Finance Ltd.	-	-	2,50,000	25,00,000
Rajshi Commotrade Pvt. Ltd.	-	-	8,00,000	80,00,000
Rishab Trade & Finance Pvt. Ltd.	-	-	5,00,000	50,00,000
Rocky Datamatics Pvt. Ltd.	-	-	4,00,000	40,00,000
Sarawagi Commercial Pvt. Ltd.	-	-	3,00,000	30,00,000
Shree Maya Holdings Pvt. Ltd.	-	-	6,00,000	60,00,000
Sita Plantations Pvt. Ltd.	-	-	5,70,000	57,00,000
Sperm Tracom Pvt. Ltd.	-	-	7,95,380	79,53,800
Stalk Dealcom Pvt. Ltd.	-	-	1,19,900	11,99,000
T.D.Construction Co. Pvt. Ltd.	-	-	2,00,000	20,00,000
Virgo Textiles Pvt. Ltd.	-	-	30,000	3,00,000
Zany Projects Pvt. Ltd.	-	-	20,000	2,00,000
		108,900,000		99,618,640

* Face Value is Rs. 10/- each or otherwise specified.

APPU MARKETING & MANUFACTURING LIMITED

(In `)

Particulars	As at 31/03/2014	As at 31/03/2013
2.6 LONG TERM LOANS & ADVANCES		
Unsecured considered Goods		
Advance recoverable in cash or in kind or for value to be received	38576289	7139000
		-
TOTAL	3,85,76,289	71,39,000

(In `)

Particulars	As at 31/03/2014	As at 31/03/2013
2.7 TRADE RECEIVABLES		
Exceeding Six Months		
Secured Considered Good	-	-
Unsecured Considered Good	-	15,22,067
	-	15,22,067
within Six months		
Secured Considered Good	-	-
Unsecured Considered Good	-	6,02,748
	-	6,02,748
	-	21,24,815

(In `)

Particulars	As at 31/03/2014	As at 31/03/2013
2.8 CASH AND CASH EQUIVALENTS		
Balances With Banks		
On Current Account	1,47,564	233
Cash in hand	14,48,820	2,96,931
	<u>15,96,384</u>	<u>2,97,164</u>
The total amount of deposit is ₹6100000 of which ₹1000000 is maturing after 12 months from the balance sheet date (refer note 2.12)		

(In `)

Particulars	As at 31/03/2014	As at 31/03/2013
2.9 SHORT TERM LOANS & ADVANCES		
Unsecured considered Goods		
Advance to Subsidiary	128240	0
		-
TOTAL	1,28,240	-

(In `)

Particulars	As at 31/03/2014	As at 31/03/2013
2.11 OTHER CURRENT ASSETS		
Unsecured considered good: Others		
Share Application Money Given	17,00,000	-
Income Tax	7,77,849	-
	<u>2477849</u>	<u>-</u>

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

(in `)

Particulars	As at 31/03/2014	As at 31/03/2013
2.12. REVENUE FROM OPERATIONS		
Income from Operations	22,20,469	14,25,554
Net Sales	22,20,469	14,25,554

(in `)

Particulars	As at 31/03/2014	As at 31/03/2013
2.13. EMPLOYEE BENEFITS EXPENSES		
Salaries, Wages, Bonus, Gratuity & allowances	1,20,000	31,000
TOTAL	1,20,000	31,000

(in `)

Particulars	As at 31/03/2014	As at 31/03/2013
2.14. OTHER EXPENSES		
Advertisement, Publicity & sales promotion	16,457	-
Bank Charges	7,457	24,788
Conveyance Expenses	26,129	-
Custody Fees & RTA Fees	1,83,615	11,185
Director's Remuneration	45,000	-
Filing Fees	2,53,800	5,500
Interest	-	38,781
Legal, Professional & Consultancy Charges	15,764	-
Listing Fess	7,13,486	5,04,231
Miscellaneous Expenses	1,44,040	18,097
Postage & Couriers Expenses	9,523	-
Printing & Stationery Expenses	9,403	-
Auditor's remuneration	11,236	11,236
	14,35,910	6,13,818

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014		
(Pursuant to Clause 32 of the Listing Agreement)		
	As at 31/03/2014	As at 31/03/2013
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	664559	780736
Operating Profit before Working Capital Change		
Adjustment for :		
Less:- Increase in Current Assets	(481274)	(1425553)
Less: Decrease in Current Liabilities	(515416)	521652
Less: Income Tax paid	-	(208070)
Net Operating Activities / Net Cash Flow from Operating Activities / Profit from Operation	(332131)	(331235)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Less:- Purchase of Non-Current Investments	(9281360)	-
Less- Increase in Other Non-Current Assets	(31437289)	-
Cash Flow from Investing Activities	(40718649)	-
C. CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Equity shares	42350000	-
Cash Flow from Financing Activities	42350000	-
Opening Cash and Cash Equivalents	297164	628399
Net Decrease in cash and cash equivalent =A+B+C	1299220	(331235)
Closing Cash and Cash Equivalents	1596384	297164

APPU MARKETING & MANUFACTURING LIMITED

Statement Pursuant to Section 212 of the Companies Act, 1956 relating to Subsidiary Companies

1	Name of the Subsidiary	AMM Textiles Limited	AMM Irons Limited	AMM Housing Limited	AMM Commercial Limited
2	Financial Year of the Subsidiary ended on	31.03.2014	31.03.2014	31.03.2014	31.03.2014
3	Shares of the Subsidiary held by the Company on the above date				
	a) Number & Face Value	50000 Equity Shares of Rs.10/- each fully paid	50000 Equity Shares of Rs.10/- each fully paid	50000 Equity Shares of Rs.10/- each fully paid	50000 Equity Shares of Rs.10/- each fully paid
	b) Extent of holding	100%	100%	100%	100%
4	Net aggregate amount of profits/(losses) of the subsidiary for the above financial year of the subsidiary, so far as they concern members of the Company				
	a) dealt with in the accounts of the Company for the year ended 31st March, 2014	Nil	Nil	Nil	Nil
	b) not dealt with in the accounts of the Company for the year ended 31st March, 2014	(Rs.22185/-)	(Rs.22185/-)	(Rs.22185/-)	(Rs.22185/-)
5	Net aggregate amount of profits/(losses) for previous financial years of the subsidiary, since it became a subsidiary so far as they concern members of the Company				
	a) dealt with in the accounts of the Company for the year ended 31st March, 2014	N.A.	N.A.	N.A.	N.A.
	b) not dealt with in the accounts of the Company for the year ended 31st March, 2014	N.A.	N.A.	N.A.	N.A.
6	Changes in the interest of the Company between the end of the last financial year and 31st March, 2014	N.A.	N.A.	N.A.	N.A.
7	Material changes between the end of the last financial year and 31st March, 2014	N.A.	N.A.	N.A.	N.A.

Financial Information of Subsidiary Companies

Sr. No.	Name of Subsidiary Company	Issued & Subscribed Capital	Reserves	Total Assets	Total Liabilities	Investments	Turnover /Total Income	Profit Before Tax	Provision for Tax	Profit After Tax	Proposed Dividend	Amount in ₹
												Country of incorporation
1	AMM Textiles Limited	500000	-22,185	509875	509875	0	0	-22185	0	-22185	0	India
2	AMM Irons Limited	500000	-22,185	509875	509875	0	0	-22185	0	-22185	0	India
3	AMM Housing Limited	500000	-22,185	509875	509875	0	0	-22185	0	-22185	0	India
4	AMM Commercial Limited	500000	-22,185	509875	509875	0	0	-22185	0	-22185	0	India



Independent Auditors' Report

TO THE BOARD OF DIRECTORS OF APPU MARKETING & MANUFACTURING LIMITED

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of APPU MARKETING & MANUFACTURING LIMITED (the Company), its subsidiaries, which comprise the Consolidated Balance Sheet as at March 31, 2014, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated 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 consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated 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 and based on the consideration of the reports of the other auditors on the financial statements / consolidated financial statements of the subsidiaries and associates as noted below, the



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

consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2014;
- b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date and
- c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

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

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

Place : Kolkata

Dated : 29th day of May, 2014

APPU MARKETING & MANUFACTURING LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2014-CONSOLIDATED

Particulars	Notes No.	in` As at 31/03/2014
I. EQUITY AND LIABILITIES		
Shareholders' Funds		
a) Share Capital	2.1	14,57,65,000
b) Reserves and Surplus	2.2	53,67,189
Non-Current Liabilities		
Long-term provisions	2.3	4,46,597
Current Liabilities		
Other current liabilities	2.4	11,236
TOTAL		15,15,90,022
II. ASSETS		
Non-current assets		
Fixed assets		
Non-Current Investments	2.5	10,69,00,000
Long term loans and advances	2.6	3,85,76,289
Current Assets		
Trade receivables	2.7	-
Cash and cash equivalents	2.8	36,35,884
Short term loans and advances	2.9	-
Other current assets	2.11	24,77,849
TOTAL		15,15,90,022

Note:- All the four subsidiaries are incorporated in the F.Y.2013-14.
Hence, comparative figure pertaining to the previous year is not applicable.

In terms of our report attached

For **S.C.Swaika & Co.**

Chartered Accountants

Registration No : 322137E

S.C.Swaika

Membership no : 053694

Dated the 29th Day of May, 2014

Place : Kolkata

Sudip Laha

Managing Director

DIN - 06417007

Sankar Mukherjee

Company Secretary

Tanumay Laha

Director

DIN - 05338827

Lokesh Pasari

Chief Financial Officer

APPU MARKETING & MANUFACTURING LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014-CONSOLIDATED

		in `
Particulars	Notes No.	Ended 31/03/2014
REVENUE		
Revenue from operations	2.12	22,20,469
Total Revenue		22,20,469
EXPENSES		
Employee benefit expenses	2.13	1,20,000
Financial costs		-
Other expenses	2.14	15,24,650
Total Expenses		16,44,650
Profit before exceptional and extraordinary items and tax		5,75,819
Exceptional Items		-
Profit before extraordinary items and tax		5,75,819
Extraordinary Items		-
Profit before tax		5,75,819
Tax expense:		
Current Tax		2,05,350
Current Tax expense relating to prior years		-
		2,05,350
Profit from the period from continuing operations		3,70,469
Profit from discontinuing operations		-
Tax expense of discounting operations		-
Profit from discontinuing operations (after tax)		-
Profit for the period (after tax)		3,70,469
Income Tax Adjustments of Earlier Years		-
Balance brought forward		-
PROFIT AVAILABLE FOR APPROPRIATION		3,70,469
Transfer to statutory reserve		-
Surplus balance carried to Balance Sheet		3,70,469
		3,70,469
Basic Earning Per Share of ` each (In Rupees)		0.03
Diluted Earning Per Share of ` each (In Rupees)		0.03

Note:- All the four subsidiaries are incorporated in the F.Y.2013-14.
Hence, comparative figure pertaining to the previous year is not applicable.

In terms of our report attached

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

Membership no : 053694
Dated the 29th Day of May, 2014
Place : Kolkata

Sudip Laha
Managing Director
DIN - 06417007

Sankar Mukherjee
Company Secretary

Tanumay Laha
Director
DIN - 05338827

Lokesh Pasari
Chief Financial Officer

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), the relevant provisions of the Companies Act, 1956 (to the extent applicable) and the Companies Act, 2013 (to the extent notified). 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.

The financial statements are prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under the Accounting Standard (AS) 21, 'Consolidated Financial Statements'. The financial statements of the Company and its Wholly-Owned Subsidiaries have been combined on a line-by-line basis by adding together book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions. The consolidated financial statements are prepared by applying uniform accounting policies in use by the company.

(b) As far as possible :- the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

(c) 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.

(d) Tangible fixed assets and depreciation on 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.

There are no fixed assets in company. Hence, depreciation does not form part of the Financial Statement of the Company.

(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.

During the F.Y.2013-14 the Company has not borrowed any amount.

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

(g) 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

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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

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

Other Income

The amounts receivable from various agencies are accounted on accrual basis to the extent it is possible to ascertain the income with reasonable accuracy.

(h) Foreign currency translation :- No Foreign Currency Transactions has been made by the Company in the Financial Year 2013-14.

(i) 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.

(j) Income taxes :- Tax expense comprises of current 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.

(k) 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.

(l) 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 and 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.

(m) 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.

APPU MARKETING & MANUFACTURING LIMITED

(n) **Balance in respect of Trade Payable** :- Trade Receivable and Loans & Advances are subject to confirmation.

(o) **Cash Flow Statement** :- Cash flows are reported using the indirect method and cash flows from operating, investing and financing activities of the Company are segregated.

(p) **MSMED Act, 2006** :- The Government of India has promulgated an act namely The Micro, Small and Medium Enterprises Development Act, 2006, which comes into force with effect from October 2, 2006. As per the act, the Company is required to identify the Micro, Small and Medium suppliers and pay them interest on over dues beyond the specified period irrespective of the terms agreed with the suppliers. The Company does not have any dues to any entity covered under the said act.

ADDITIONAL NOTES

I. RELATED PARTIES DISCLOSURE AS PER ACCOUNTING STANDARD 18

A. List of Related Parties: -

	<u>Party</u>	<u>Relationship</u>
i.	Sudip Laha	Managing Director
ii.	Kamal Kumar Bararia	Director
iii.	Bhagwan Das Soni	Director
iv.	Tanumay Laha	Director
v.	Subsidiaries	
	• AMM Textiles Ltd.	
	• AMM Housing Ltd.	
	• AMM Commercial Ltd.	
	• AMM Irons Ltd.	

B. Related Party Transaction :-

<u>Transaction</u>	<u>31.03.2014</u>	<u>31.03.2013</u>
Director's Remuneration- Sudip Laha -Key Managerial Personnel	Rs. 45,000	Nil
Advance to Subsidiaries		
1. AMM Textiles Ltd.	Rs. 32,060	Nil
2. AMM Housing Ltd.	Rs. 32,060	Nil
3. AMM Commercial Ltd.	Rs. 32,060	Nil
4. AMM Irons Ltd.	Rs. 32,060	Nil

II. Previous year's figures have been regrouped/rearranged whenever considered necessary to confirm to current year's grouping and classification.

APPU MARKETING & MANUFACTURING LIMITED

NOTES TO THE ACCOUNTS - CONSOLIDATED

in `

PARTICULARS	TOTAL
2.1 SHARE CAPITAL	
Authorised	
1,50,00,000 Equity share of ₹ 10 each	15,00,00,000
(Previous Year 1,03,50,000 Equity Shares of ₹10 each)	-
	<u>15,00,00,000</u>
Issued & Subscribed	
1,45,76,500 Equity share of ₹ 10 each	14,57,65,000
(Previous Year 1,03,41,500 Equity Shares of ₹10 each)	-
	<u>14,57,65,000</u>
Paid up	
1,45,76,500 Equity share of ₹ 10 each	14,57,65,000
(Previous Year 1,03,41,500 Equity Shares of ₹10 each)	
Total	14,57,65,000

in `

PARTICULARS	TOTAL
2.2 RESERVES AND SURPLUS	
Securities Premium Reserve	-
General Reserve	1,28,754
Capital Reserve	42,87,339
Profit/(Loss) as per Profit & Loss Account	9,51,096
Total	53,67,189

in `

PARTICULARS	TOTAL
2.3 PROVISIONS	
Income Tax	4,46,597
Total	4,46,597

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in `

PARTICULARS	TOTAL
2.4 OTHER CURRENT LIABILITIES	
Audit Fees payable	11,236
Others	-
Total	11,236

in `

PARTICULARS	TOTAL
2.5 NON CURRENT INVESTMENT	
Investment in Equity Instrument - Unquoted	10,69,00,000
	-
Total	10,69,00,000

in `

PARTICULARS	TOTAL
2.6 LONG-TERM LOANS AND ADVANCES	
Unsecured Considered Good	
Advance recoverable in cash or in kind or for value to be received	3,85,76,289
Total	3,85,76,289

in `

PARTICULARS	TOTAL
2.7 TRADE RECEIVABLES	
Exceeding Six Months	
Secured Considered Good	-
Unsecured Considered Good	-
Within Six months	
Secured Considered Good	-
Unsecured Considered Good	-
Total	-

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

in `

PARTICULARS	TOTAL
2.8 CASH AND CASH EQUIVALENTS	
Cash in hand	14,51,220
On Current Account	21,84,664
Total	36,35,884

in `

PARTICULARS	TOTAL
2.9 SHORT-TERM LOANS AND ADVANCES	
Unsecured Considered Good	
Advance to Subsidiary	-
Total	-

in `

PARTICULARS	TOTAL
2.11 OTHER CURRENT ASSETS	
Unsecured, considered good: Others	
Share Application Money Given	17,00,000
Income Tax	7,77,849
Total	24,77,849

in `

PARTICULARS	TOTAL
2.12 REVENUE FROM OPERATIONS	
Income from Operations	22,20,469
Total	22 20 469

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

in `

PARTICULARS	TOTAL
2.13 EMPLOYEE BENEFITS EXPENSES	
Salaries, Wages, Bonus, Gratuity & allowances	1,20,000
	-
Total	1,20,000

in `

PARTICULARS	TOTAL
2.14 OTHER EXPENSES	
Advertisement, Publicity & sales promotion	16,457
Bank Charges	7,957
Conveyance Expenses	26,129
Custody Fees & RTA Fees	1,83,615
Director's Remuneration	45,000
Filing Fees	2,53,800
Interest	-
Legal, Professional & Consultancy Charges	15,764
Listing Fess	7,13,486
Miscellaneous Expenses	1,44,040
Postage & Couriers Expenses	9,523
Printing & Stationery Expenses	9,403
Preliminary Expenses	88,240
Auditor's remuneration	11,236
Total	15,24,650

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CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014 (Pursuant to Clause 32 of the Listing Agreement)	
	As at 31/03/2014
A. CASH FLOW FROM OPERATING ACTIVITIES :	
Net Profit before Tax	575819
Operating Profit before Working Capital Change Adjustment for :	
Less:-Increase in Current Assets	(353034)
Less : Decrease in Current Liabilities	(515416)
Less : Income Tax paid	
Net Operating Activities / Net Cash Flow From Operating Activities / Profit from Operation	(292631)
B. CASH FLOW FROM INVESTING ACTIVITIES :	
Less: - Purchase of Non-Current Investments	(7281360)
Less- Increase in Other Non-Current Assets	(31437289)
Cash Flow from Investing Activities	(38718649)
C. CASH FLOW FROM FINANCING ACTIVITIES:	
issue of Equity Shares	42350000
Cash Flow from Financing Activities	42350000
Opening Cash and Cash Equivalents	297164
Net Decrease in cash and cash equivalent=A+B+C	3338720
Closing Cash and Cash Equivalents	3635884

Note:- All the four subsidiaries are incorporated in the F.Y.2013-14.
Hence, comparative figure pertaining to the previous year is not applicable.

≡≡≡ APPU MARKETING & MANUFACTURING LIMITED ≡≡≡

(To be handed over at the entrance of the Meeting Hall)

ATTENDANCE SLIP

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

Name of Member(s): _____

Name of the Proxyholder: _____

Registered Address: _____

Number of Shares Held: _____

I hereby record my presence of the 31st ANNUAL GENERAL MEETING of the Company held on Monday, the 29th day of September, 2014 at 10.00 a.m. at the registered office of the Company at 27, Weston Street, 5th Floor, Room No.526, Kolkata - 700 012.

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID & PASSWORD
140820020	Please refer Note No. 18 in the Notice of the Annual General Meeting.

SIGNATURE OF THE MEMBER/REPRESENTATIVE/PROXY*

***Strike out whichever is not applicable**

APPU MARKETING & MANUFACTURING LIMITED

PROXY FORM

Name of the member (s) :

Registered address:

E-mail Id:

Folio / DP ID-Client ID No.

I/We being the member(s) ofshares of the above named Company hereby appoint:

(1) Name:.....Address.....

E-mail Id:.....Signature.....or failing him;

(2) Name:.....Address.....

E-mail Id:.....Signature.....or failing him;

(3) Name:.....Address.....

E-mail Id:.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Monday, the 29th day of September, 2014 at the registered office of the Company 27, Weston Street, 5th Floor, Room No.526, Kolkata - 700 012 at 10.00 a.m. and at any adjournment thereof of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of Financial Statements for the year ended 31 st March, 2014.		
2.	Re-appointment of Mr. Sudip Laha, who retires by rotation and being eligible, seeks re-appointment.		
3.	Appointment of M/s. S.C. Swaika & Co, Chartered Accountants (Firm Registration No.322137E) as auditor of the Company and fix their remuneration.		
Special Business			
4.	Appointment of Mr. Bhagwan Das Soni as an Independent Director.		
5.	Appointment of Mr. Tanumay Laha as an Independent Director.		
6.	Appointment of Mr. Kamal Kumar Bararia as an Independent Director.		
7.	Variation in terms of appointment of Mr. Sudip Laha, as Managing Director.		
8.	Investments in shares of other bodies corporate under section 186 of the Companies Act, 2013.		

≡≡≡ **APPU MARKETING & MANUFACTURING LIMITED** ≡≡≡

Signed this.....day of.....2014
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. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 31st Annual General meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. *
4. Please complete all details including details of member(s) in above box before submission.

Affix Revenue Stamp not less than Re. 1/-
