

**23<sup>rd</sup>**  
**Annual**  
**Report**  
**2011-2012**



**MAHARASHTRA**  
**POLYBUTENES**  
**LIMITED**

**BOARD OF DIRECTORS**

<b>Brijmohan Rathi</b>	Chairman & Managing Director
<b>V.B. Dalal</b>	Director
<b>Abhay N. Manudhane</b>	Director
<b>Rangesh Nayar</b>	Director

**CHIEF FINANCIAL OFFICER**

Shivnarayan Garg

**COMPANY SECRETARY**

Neema Tiwari

**AUDITORS**

Parekh Shah & Lodha  
Chartered Accountants,  
Andheri, Mumbai

**REGISTERED OFFICE**

R-802, TTC Industrial Area,  
Thane Belapur Road, Mahape,  
Navi Mumbai-400701

**BANKERS**

Central Bank of India

**REGISTRAR AND TRANSFER AGENT**

Sharex Dynamic (India) Pvt Ltd  
Unit 1, Luthra Industrial Premises  
Andheri Kurla Road, Safed Pool,  
Andheri(E), Mumbai-400072  
Contact No: 022-2851 5606/2851/5644  
Fax No: 022 2851 2885

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**NOTICE**

**NOTICE** is hereby given that the Twenty Third Annual General Meeting of the Shareholders of **MAHARASHTRA POLYBUTENES LIMITED** will be held on Thursday, 27th September, 2012 at 11.00 a.m. at Navi Mumbai Sports Association, Sector 1A, Vashi, Navi Mumbai to transact the following business:

**A. ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012 and Audited Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. V.B. Dalal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Statutory Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of the Companies Act, 1956 M/s. B.K.G & Associates, Chartered Accountants, Mumbai be and is hereby appointed as the Statutory Auditors of the Company in place of retiring Statutory Auditors M/s. Parekh Shah & Lodha, Chartered Accountants, Mumbai to hold office from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting at a remuneration to be fixed by Board."

**B. SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies act 1956, (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to make loan(s) and/or give any guarantee(s) provide any security(ies) in connection with loan(s) made to and/or acquire by way of subscription, purchase or otherwise the securities of the Group Associate Companies, up to a limit not exceeding Rs. 50 crores notwithstanding that the aggregate of the loans, guarantees or securities so far given or to

be given to and/or securities so far acquired or to be acquired in all bodies corporate may exceed the limits prescribed under the said section and per company limits may not exceed Rs 25 crores.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized 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 investment or loan or guarantees 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."

**By Order of the Board of Directors**

**Neema Tiwari  
Company Secretary**

Place : Navi Mumbai

Date : August 13, 2012

**NOTES :**

- i. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.**
- ii. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf of the meeting.
- iii. Explanatory Statement as required under section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- iv. Members are requested to bring their Attendance Slip along with their copy of Annual Report at the Meeting.

- v. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
- vi. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- vii. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays, between 11 a.m. and 1 p.m. upto the date of the meeting.
- viii. The Company has notified closure of Register of Member and Share Transfer Books from Monday, 24th September, 2012 to Thursday, 27th September, 2012 (both days inclusive).
- ix. Non-Resident Indian Members are requested to inform the Company's Registrar and Transfer Agents, M/s. Sharex Dynamic (India) Private Limited, immediately
  1. The change in the residential status on return to India for permanent settlement;
  2. The particulars of the Bank Account maintained in India with complete name, branch, and account type, account number and address of Bank with Pin Code Number, if not furnished earlier.
- x. Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form2B (which will be made available on request) to the Registrar and Transfer Agent, M/s. Sharex Dynamic (India) Private Limited.

**EXPLANATORY STATEMENT PURSUANT TO  
SECTION 173(2) OF THE COMPANIES ACT, 1956**

**ITEM NO. 3**

M/s. Parekh Shah & Lodha, Chartered Accountants, Mumbai the Statutory Auditors of the Company have expressed their inability to continue as the Statutory Auditors of the Company from the financial year 2012-2013 due to their pre-occupations in other assignments and also informed the Company that they do not have any objection for appointing any person as Statutory Auditors of the Company from financial year 2012-2013.

The Board is of the view that M/s. B K G & Associates, Chartered Accountants, Mumbai are reputed CA firm and their knowledge and experience would be of immense benefit and value to the Company and therefore recommends their appointment as Statutory Auditors of the Company.

The Company has received a special notice from a shareholder of the Company, in terms of the provisions of the Companies Act, 1956, signifying his intention to propose the appointment of M/s. B K G & Associates, Chartered Accountants, Mumbai as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting.

M/s. B K G & Associates, Chartered Accountants, Mumbai have also expressed their willingness to act Statutory Auditors of the Company, if appointed, and further confirmed that the said appointment would be in conformity with the provisions of Section 224(1B) of the Companies Act, 1956.

Since this being the appointment of Auditors other than the retiring Auditor, calls for Special Notice under section 225 and accordingly the same has been covered as Special Business in the Notice for calling the Annual General Meeting.

None of the Directors are interested or concerned in this item of business.

**ITEM NO. 4**

As per the provisions of Section 372A of the Companies Act, 1956 the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of -

- i) Sixty percent of the aggregate of the paid up capital and free reserves or,
- ii) One hundred percent of its free reserves, whichever is more,  
if Special Resolution is passed by the shareholders of the lending Company.

Since the limits mentioned in the resolution are in excess of above prescribed limits, approval of members is required. This permission is sought to the provisions of Section 372A of the Companies Act, 1956 to give powers to the Board of Directors for making further investments, loans and guarantees. The investments, loans and guarantees are proposed to be made out of own/surplus funds internal accruals/borrowed funds, the objective of which is optimum utilization of surplus funds of the Company and also to achieve long term strategic and business objectives. The Investments, loans and guarantees will be made on terms and conditions most beneficial to the Company/at prevailing market rates pursuant to the provisions of Section 372A of the Companies Act, 1956. it is considered advisable and necessary to obtain the consent of the members by a special resolution giving the necessary authority to the Board of Directors to give guarantees or provide securities upto an aggregate limit of Rs. 50 crores(total) notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/or securities so far acquired or to be acquired in all bodies corporate may exceed the limits prescribed under the said section and per company limits may not exceed Rs 25 crores.

None of the Directors are interested or concerned in this item of business, except Mr. Brijmohan Rathii who is Director in Group Associate Companies.

**DIRECTORS' REPORT**

To  
The Members

Your Directors have pleasure in presenting the 23rd Annual Report together with the Audited Statement of Accounts of the Company for the financial year ended on March 31, 2012.

**1. FINANCIAL HIGHLIGHTS****(₹ in Lacs)**

<b>PARTICULARS</b>	<b>Year ended 31.03.2012</b>	<b>Year ended 31.03.2011</b>
Sales	7423.91	9021.86
Other Income	34.00	0.59
Profit Before Depreciation and Tax	619.63	670.65
Less: Depreciation	169.39	152.2
Profit Before Tax	450.24	518.45
Sundry credit balance written off/(back)	(0.61)	0.87
Provision for MAT	91.58	103.16
Provision for deferred Tax	149.75	(271.80)
Profit after Tax	209.51	686.23
Proposed Dividend	Nil	77.95
Dividend Distribution Tax	Nil	12.95
Balance carried forward to Balance Sheet	209.51	595.33

The Balance in Profit & Loss Account for the year is ₹ 209.51 Lacs (Previous year ₹ 595.33 Lacs), after adjusting of ₹ 62.40 Lacs (Previous Year ₹ 60.89 Lacs). Balance of ₹1219.41 Lacs (Previous Year ₹ 947.50 Lacs) is carried to Balance Sheet.

**2. PERFORMANCE FOR THE FINANCIAL YEAR 2011-12**

The company has achieved a turnover of Rs. 7423.91 Lacs for the year ended March 31, 2012 as against Rs 9021.86 Lacs for the previous year. The year witnessed decline in operation due to non-availability of raw material. The Company expects better performance in the current year with good capacity utilization and improved consumption.

The plant adheres to excellent safety norms and conducts periodical safety & technical audits, training programme on chemical and safety exercises. The plant adopts zero effluent & waste minimization concepts. The company produces various grades of PIB like HV 10, HV 30, HV 100 and HV 200. The feedstock prices remained high during the year; however the company was able to manage and cater to the customers' requirements and expectations.



**3. DIVIDEND**

Due to the ongoing expansion/diversification plans and raw material situation, the Board of Directors are of the opinion that shareholders would be best served by retaining the surpluses back into the company. Hence no dividend has been proposed.

**4. FIXED DEPOSIT**

The Company has not accepted any Fixed Deposits within the meaning of Section 58A of the Companies Act, 1956 and the rules made there under during the year under review.

**5. FUTURE BUSINESS PLANS OF THE COMPANY**

During the period under review, the Company's manufacturing activities were affected due to short supply of raw material and the Company has produced 4683 MTs of Polyisobutenes (PIB). And for the current year the company has a target to outperform previous year's production level as the availability of raw material is improving but the high price of raw material remains as a big concern.

With a view to further expand the operations and to raise the top line as well as the bottom line the company is foraying into trading of various chemicals and energy products like High-density polyethylene (HDPE), low density polyethylene (LDPE), base oil, furnace oil, polymers, LPG, coal etc.

The company has a ready market for these products as it enjoys excellent business rapport with the potential customers. The management is determined to expand its core customer base. The company is also tapping the huge export market. Trading will contribute substantially to the top line and satisfactorily to the bottom line.

**6. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956 with respect to Directors Responsibilities Statement, it is hereby confirmed:

- i) that in the preparation of accounts for the period ended March 31, 2012, the applicable Accounting Standards have been followed and there are no material departures;
- ii) that the selected Accounting Policies are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the year end and profit of the Company for that period;
- iii) that proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities;
- iv) that the accounts have been prepared on a going-concern basis.

**7. PERSONNEL**

During the year under review, none of the employees received remuneration of or in excess of the limits prescribed as per the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

**8. AUDITORS AND AUDITORS' REPORT**

The present Statutory Auditors of the Company, M/s. Parekh Shah & Lodha, Chartered Accountants, Mumbai, have expressed their unwillingness to be re-appointed as Statutory Auditors of the Company on their retirement at the forthcoming Annual General Meeting. The Board has accepted the same and it is proposed to appoint M/s B K G & Associates, Chartered Accountants, as Statutory Auditors of the Company.

The observation made by the Statutory Auditors in their report are self explanatory and do not need any further clarification.

**9. COST AUDIT**

M/s C. G. Pampat & Co, Cost Accountants, Mumbai have been appointed as the Cost Auditors of the Company for the financial year 2011-12 in respect of 'Polyisobutene' manufactured by the Company.

The Cost Statements for the financial year 2011-12 will be filed before 27.09.2012 with appropriate authorities.

**10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 217 (1) (e) of the Act read with Rule 2 of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, form part of this Report.

**11. CORPORATE GOVERNANCE**

Being observant and responsible, the company is committed to high standards of the corporate ethics, professionalism and transparency. As per Clause 49 of the Listing Agreement with the stock exchanges, a separate section on Corporate Governance forms part of the Annual Report A certificate from the Statutory Auditors of the Company confirming the compliance of conditions of corporate governance under Clause 49 of the Listing Agreement is also attached to this Report.

**12. EMPLOYEE RELATIONSHIP**

The Company enjoyed very cordial relations with the employees during the year under review and the Management wishes to place on record its sincere appreciation of the efforts put in by workers, staff and executives for achieving excellent results under demanding circumstances.

**13. DIRECTORS**

Mr. V.B. Dalal, Director, retires by rotation and being eligible offers himself for re-appointment at the forthcoming Annual General Meeting.

The Board of Directors of the Company expresses their deep condolences on the sad demise of Sri Pyarelal Rathi, Director of the Company, who passed away on 10th July, 2012 and place on record their appreciation for valuable services rendered by Shri Pyarelal Rathi during his tenure as a Director of the Company.

**14. LISTING WITH STOCK EXCHANGE**

The equity shares of the Company are listed with the Bombay Stock Exchange. The Company has made application with National Stock Exchange of India for listing thereon.

**15. DEMATERIALISATION OF SHARES**

The company has dematerialized its shares with both depositories viz. CDSL and NSDL.

**16. ACKNOWLEDGEMENTS**

The Directors would like to express their sincere appreciation and gratitude for the support and co-operation received from the Central and State Governments Department, Civic Corporation and authorities, Banks, Customers, Suppliers, Associates, Vendors and Members during the year under review. The Directors also wish to thank and place on record their appreciation for all the employees for their committed and sincere services and continued cooperation throughout the year.

**For and on behalf of the Board**

Place : Navi Mumbai  
Date : August 13, 2012

**Brijmohan Rathi**  
**Chairman and Managing Director**

**ANNEXURE 'A'**

**ANNEXURE TO THE DIRECTORS' REPORT**

**INFORMATION UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2012.**

**A. CONSERVATION OF ENERGY**

- (a) Energy Conservation Measures taken :
- "Waste streams were incinerated and the heat was recovered as fuel equivalent.
  - "Electricity consumption was brought down through planned production and judicious usage of equipments.
- (b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy: Not Envisaged.
- (c) Impact of energy conservation measures :  
Specific energy consumption of fuel oil per ton of steam generated and electricity consumption had come down due to measures adopted in A (a)(i) and (ii) above.
- (d) Total energy consumption per unit of production: As per Form A.

**FORM A**

**FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY**

<b>Power and Fuel Consumption</b>		<b>Current Year</b>	<b>Previous Year</b>
<b>1.</b>	<b>Electricity</b>		
	a. Purchased Unit (KWH)	2094030	2946394
	Total amount (₹)	12885576	16906946
	Rate Per Unit (₹/KWH)	6.15	5.74
	b. Own generation :		
	i) Through diesel generator Unit (KWH)	5456	1752
	Unit per litre of diesel oil	43.00	45.00
	Cost per unit (₹/KWH)	12.40	8.86
	ii) Through Steam turbine / generator Unit (KWH)	N.A.	N.A.
	Unit per litre of diesel oil	N.A.	N.A.
	Cost per unit (₹/KWH)	N.A.	N.A.
<b>2.</b>	<b>Coal (specify quality and where used)</b>		
	Quantity	N.A.	N.A.
	Total Cost	N.A.	N.A.
	Average rate	N.A.	N.A.
<b>3.</b>	<b>Furnace Oil / LSHS</b>		
	Quantity (MT)	784.80	1326.07
	Total Cost (₹)	28505678	34634854
	Average rate (₹ / MT)	36322.22	26118.42
<b>4.</b>	<b>Others/ Internal Generation</b>		
	Quantity	N.A	N.A
	Total Cost	N.A	N.A
	Rate/Unit	N.A	N.A
	<b>B. Consumption (Unit/MT)</b>		
	Electricity	447.15	408.93
	Fuel oil	0.167	0.184

**B. TECHNOLOGY ABSORPTION**

- Efforts, in brief, made towards technology Absorption, adaption and innovation : Not Applicable
- Benefits derived as a result of the above efforts : Not Applicable
- Details about imported technology imported during the last five years reckoned from the state of beginning of financial year: Not Applicable

**C. RESEARCH AND DEVELOPMENT (R&D)**

- a. Specific areas in which R&D carried out by the Company: Nil
- b. Benefit derived as a result of the above R & D: Nil
- c. Future plan of action: Nil
- d. Expenditure on R & D: Nil

**D. FOREIGN EXCHANGE**

- a. Activates relating to export, initiative to increase export, Development of New export markets for Products and Services and Export Plan. The company has continued to maintain focus and avail of export opportunities based on economic consideration.
- b. Total Foreign exchange earned and used (in ₹ )

	Year Ended	
	31.03.2012	31.03.2011
Foreign Exchange Earned	45313073	42683902
Foreign Exchange Used	2998026	Nil

## **MANAGEMENT DISCUSSION AND ANALYSIS STATEMENT**

### **INDUSTRIAL STRUCTURE AND DEVELOPMENT:**

The main product of the company is Polyisobutene (PIB), an industrial chemical used in the manufacture of lubricant oil, jelly filled cables, impulsions as well as in formulation of engine oil for two strokes engines. Other application of PIB are in the manufacturing of adhesives, caulking and sealing compounds, leather finishing, engineering, plastics, insecticide etc.

There are four indigenous manufacturing units for this product in India. Overall company's product demand has good potential worldwide. Due to cost structure there are no possibilities of coming up with new capacity in companies product (PIB). However, the demand of our product is increasing due to newer application in chemical industry and specialty chemicals are being found like replacing some of the additives in lubricant industry with PIB. There has been consistent demand worldwide due to which the exports have grown.

### **OPPORTUNITIES AND THREAT:**

The Company enjoys good reputation with the institutions and industries. The alternative financial arrangement is planned and implemented.

The Company expects better performance in the current year 2012-2013 with higher capacity utilization. The Company has been successfully in winning orders from Lubrizol India Pvt. Ltd. Bharat Petroleum Corporation Ltd, Indian Oil Corporation Limited, Hindustan Petroleum Corporation Limited and other big players in the Industry. Further, the company is exploring opportunities to increase the quantum of exports of its products in various countries to increase its capacity utilization.

### **SEGMENTATION OR PRODUCT WISE PERFORMANCE:**

The company manufactures and sells single product Polyisobutene (PIB).

### **OUTLOOK, RISK, AND CONCERNS:**

The international market and realization for PIB has been buoyant during the year. The demand in the country has been steady, the outlook for the realization and demand in the coming years is bright and your company is planning to take advantage of the opportunities in domestic as well as in international market. The company could not achieve the production target because of irregular supply of raw material. Now the Company has tied up with M/s Haldia Petrochemicals Ltd situated in West Bengal for the raw material but the transportation cost is much higher, which is the main concern and an issue for the Company.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The internal control system is well structured and ensures optimum use of resources and safeguards the assets. The Company follows pre-defined rules and procedure and the same commensurate

with the size and the nature of the Company. The Company has an efficient system of internal audit, accounting and administrative controls to ensure safety of Company's assets and interests.

The Company has well structured organization hierarchy with clear authority and responsibility. The information flow system is efficient and the reporting system is strong.

**FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE :**

During the year the company has carried its operation to the best of the available resources and manpower. The financial performance commensurates with operations.

**DEVELOPMENT IN HUMAN RESOURCE / INDUSTRIAL RELATIONS :**

The relations with the worker during the year were satisfactorily. The Directors place on record their appreciation for the sincere and efficient services rendered by the executive, staff and workmen of the Company and are confident that they will contribute to the company's prosperity and growth.



## **CORPORATE GOVERNANCE**

### **PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

Corporate Governance encompasses laws, procedures, practices and implicit rules that determine management's ability to take sound decisions vis-a-vis its entire stakeholders-in particular, its shareholders, creditors, the state and employees. There is a global consensus on the objective of Good Corporate Governance is Maximizing long- term shareholder value.

Since shareholders are residual claimants, this objective follows from a premise that in well - performing capital and financial markets, whatever maximizes shareholder value must necessarily maximize corporate value, best satisfy the claims of creditors, employees and the state.

A Company which proactively complies with the law and adds value to it through Corporate Governance initiatives would also command a higher value in the eyes of present and prospective shareholders.

The basic philosophy of the Company is that Corporate Governance is not an end in itself but is a catalyst in the process of maximization of shareholder value. Therefore, shareholder value as an objective is the basic premise in all aspects of corporate governance.

### **Compliance with revised clause 49 of the Listing Agreement**

The Company has complied with the revised Clause 49 of the Listing Agreement. The Code of conduct prescribes certain dos and don't for Directors and senior managers to promote ethical conduct in accordance with the stated values of the company and also to meet the prescribed statutory requirements.

#### **1. BOARD OF DIRECTORS**

##### **A. Composition and categories of Directors:**

The Board is comprised of 5 Directors as on March 31, 2012. The name and categories of the Directors, the number of Directorship and Board Committees position held by them in the companies along with details of attendance of Directors at Board Meetings, Annual General Meeting and other Directorships are given below. None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 committees (As specified in Clause 49 of the Listing Agreement).

Name of Director	Designation	Category	No. of Board Meetings		Attendance at Last AGM	*No of Public Company Directorship	**No of Membership of Other Board Committees	**No of Chairmanship of Other Board Committees
			Held	Attended				
Brijmohan Rathi	Chairman & Managing Director	Promoter, Executive	5	5	Yes	2	2	-
V. B. Dalal	Director	Independent, Non-Executive	5	5	Yes	2	4	4
Pyarelal Rathi (#)	Director	Promoter, Non-Executive	5	4	No	2	-	-
Rangesh Nayar	Director	Independent, Non-Executive	5	3	No	1	2	-
Abhay N. Manudhane	Director	Independent, Non-Executive	5	4	Yes	1	2	-
I. C. Srivastava (##)	Director	Independent, Non-Executive	5	No	-	-	2	-
P. S. Sharma (##)	Director	Independent, Non- Executive	5	1	-	-	2	-

# Passed away on 10th July, 2012.

## Resigned w.e.f. 3rd September, 2011

\* including Maharashtra Polybutenes Limited

\*\* Including details of Maharashtra Polybutenes Limited and excluding Directorship in Indian Private Limited Companies, membership of Managing Committee of various Chambers/ bodies.

**B. Details of Board Meetings:**

Five Board Meetings were held during the year. The dates on which the meetings were held are May 14, 2011, July 18, 2011, September 3, 2011, October 31, 2011 and February 11, 2012. The 22nd Annual General Meeting was held on September 3, 2011.

**C. Code of Conduct:**

The Code of business conduct and ethics for directors and Senior Management Personnel as adopted by the Board is comprehensive code applicable to all Directors and Senior Management Personnel. The Company has posted the code of conduct on its website <http://www.mahapoly.com>. All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the period ended March 31, 2012.

**2. AUDIT COMMITTEE**

The Board has in accordance with section 292A of the Companies Act, 1956, constituted the Audit Committee. The objective of the Audit committee is to assist the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the company and its compliance with the legal and regulatory requirement.

**(a) The terms of reference:**

The terms of reference of the Audit committee are as stated in Clause 49(II) of the Listing Agreement and Section 292A of the Companies Act, 1956 and more particularly include the following;

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

**(b) Composition of Audit Committee:**

<b>Name of Directors</b>	<b>Position held</b>
V. B. Dalal	Chairman
Rangesh Nayar	Member
Abhay N. Manudhane	Member
P.S. Sharma#	Member
I.C. Srivastava#	Member

#Resigned w.e.f. 3rd September, 2011

All the members of the Committee are financially literate.

**(c) Meeting and Attendance during the year:**

During the year under review, the Audit Committee met four times. The dates on which the meetings were held are on May 14, 2011, July 18, 2011, October 31, 2011 and February 11, 2012.

**3. REMUNERATION COMMITTEE:**
**(a) Terms of reference**

The objective of the remuneration committee is to determine the Company's policy on executive remuneration. The role of the remuneration Committee is also to review market practices and to decide remuneration packages of Managerial Personnel or Director's remuneration only of the Company. No commission has been paid to any Director. Sitting fees are paid to the Directors for attending the meetings of the Board thereof.

**(b) Composition**

Name of Directors	Designation
V. B. Dalal	Chairman
Rangesh Nayar	Member
Abhay N. Manudhane	Member
P.S. Sharma#	Member

# Resigned w.e.f. 3rd September, 2011

During the year under review, no meeting of remuneration committee was held.

**(c) Details of Remuneration**

Name of Director	Sitting Fees (₹)	Salary	Total	Services Contract/ Notice Period/ Severance fees
Brijmohan Rathi	Nil	30,00,000	30,00,000	1st April, 2011 to 30th Jan 2013
V. B. Dalal	25,000	Nil	25,000	Retirement by Rotation
Pyarelal Rathi#	20,000	Nil	20,000	Retirement by Rotation
Abhay N. Manudhane	20,000	Nil	20,000	Retirement by Rotation
Rangesh Nayar	15,000	Nil	15,000	Retirement by Rotation
P.S. Sharma##	5,000	Nil	5,000	Retirement by Rotation
I.C. Srivastava##	Nil	Nil	Nil	Retirement by Rotation

# Passed away on 10th July, 2012.

## Resigned w.e.f. 3rd September, 2011

The Company does not have a stock option plan or performance linked incentives for its Directors.

**4. SHARE TRANSFER COMMITTEE:**

The Share Transfer Committee oversees the performance of Registrar and Share Transfer Agent and recommends measures for improvement of the quality of investor services. Details of Share Transfer approved by the Committee are placed before the Board/ Investor Grievance Committee from time to time.

**(a) Composition:**

<b>Name of Members</b>	<b>Position held</b>
Brijmohan Rathi	Chairman
Rakesh Gupta#	Member
Prakash Selot	Member
Shivnarayan Garg##	Member

# Resigned w.e.f 25th July, 2012

## Inducted as Member w.e.f 25th July, 2012

Company Secretary of the Company, was the Compliance Officer during the financial year 2011-2012.

**(b) Details of share transfer requests received, not solved and pending:**

The Company has duly appointed share transfer agent M/s. Sharex India Private Limited, (R&T agent) for servicing the shareholders holding shares in physical or dematerialized form. All requests for dematerialization of shares are likewise processed and confirmations thereof are communicated to investors within the prescribed time.

**5. INVESTOR GRIEVANCE COMMITTEE:**

The committee has been assigned the work of redressal of Investors complaints on quarterly basis as per clause 49 (G) (iii) of the Listing Agreement. During the year, under review Investor Grievance Committee met 4 times. The dates on which meetings were held May 14, 2011, July 18, 2011, October 31, 2011 and February 11, 2012.

**(a) Composition**

The Committee comprises of following Directors:

<b>Name of Directors</b>	<b>Designation</b>
V. B. Dalal	Chairman
Brijmohan Rathi	Member
Abhay N. Manudhane	Member
Rangesh Nayar	Member

**(b) Terms of reference**

Terms of Reference of the committee is to look into the redressing of shareholders request/complaints like issue of duplicate share certificate, non-receipt of Annual Report, non-receipt of dividend etc. During the year under review, the Company has received 62 complaints, against 99 complaints received last year and the same have been resolved within time and 1 complaint is pending at the end of year due to complaint is received on 31.03.2012.

**6. GENERAL BODY MEETINGS:**

**a) Annual General Meeting**

Location, date, time and venue, where last three Annual General Meetings were held are as follows:

<b>AGM</b>	<b>Financial Year</b>	<b>Date</b>	<b>Location of Meeting</b>	<b>Time</b>	<b>No of Special Resolution Passed</b>
20th	April 2008- March 2009	September 26 , 2009	Navi Mumbai Sports Association, Sector- 1A, Vashi, Navi Mumbai- 400 703	11.30 a.m.	Nil
21st	April 2009- March 2010	September 22, 2010	Navi Mumbai Sports Association, Sector- 1A, Vashi, Navi Mumbai- 400 703	11.30 a.m.	Nil
22nd	April 2010- March 2011	September 3, 2011	Navi Mumbai Sports Association, Sector- 1A, Vashi, Navi Mumbai- 400 703	11.00 a.m.	4

**b) Extraordinary General Meeting**

No Extra Ordinary General Meeting was held during the year under review.

**7. DISCLOSURES**

- (i) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the company at large.

None of the transaction with any of the related parties was in conflict with the interests of the Company. None of the Senior Management Personnel had any material transaction with any of the related parties, which were in conflict with the interests of the Company.

Attention of Members is drawn to the disclosures of transactions with the related parties set out in Notes on Accounts - Schedule '19', forming part of the Annual Report.

- (ii) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause

All the mandatory requirements of Clause 49 of the Listing Agreement have complied with. In respect of the non - mandatory requirements the Board has set up a remuneration committee.

**8. MEANS OF COMMUNICATION:**

Half yearly report sent to each shareholders	No, as the Quarterly/ Yearly results of the Company are published in the newspapers and on Company's website
Quarterly / Yearly result	The Company has published its Quarterly Results in newspapers and Company's website
Any Website, where displayed	www.mahapoly.com
Whether it also displays official news releases and the presentation made to institutional investors or to the analysts newspapers in which results are normally published in	Yes, wherever required
Management Discussion & Analysis	This forms part of the Annual Report.

**9. GENERAL SHAREHOLDER INFORMATION:**

**(a) 23rd Annual General Meeting**

Date: Thursday, 27th day of September, 2012

Time: 11.00 a.m.

Venue: Navi Mumbai Sports Association, Sector 1A, Vashi, Navi Mumbai - 400 703

**(b) Financial Year :- 1st April 2012 to 31st March 2013**

**Financial Reporting for the Quarter ending:**

- 30th June, 2012 : 13th August, 2012
- 30th September, 2012 : By mid of November 2012
- 31st December, 2012 : By mid of February 2013
- 31st March, 2013 : By mid of May, 2013

**(c) Date of Book Closure**

Monday, September 24, 2012 to Thursday, September 27, 2012 (both days inclusive).

**(d) Listing on Stock Exchange and payment of fee  
Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street, Fort, Mumbai 400 001

Annual listing fee for the year 2012-2013, as applicable, has been paid by the Company to BSE.

**(e) Stock Code:**

- (i) Scrip code on BSE : **524232**  
(ii) Demat ISIN in NSDL and CDSL for Equity Shares : **ISIN-INE488E01037**

**(f) Market Price data:**

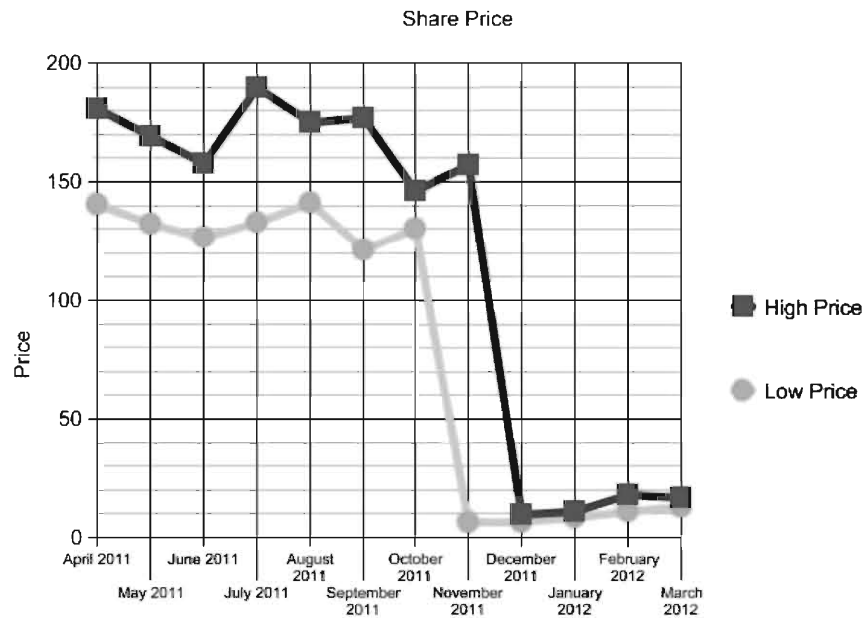
The Equity shares of the Company are listed on Bombay Stock Exchange Limited. The details of high and low market price data of the Company for the financial year ended March 31, 2012 are as under;

	MPL Share Price		BSE Sensex		Volume of Shares Traded
	High (₹)	Low (₹)	High (₹)	Low (₹)	
April 2011	181.00	140.10	19,811.14	18,976.19	3,88,43,515
May 2011	169.00	132.00	19,253.87	17,786.13	5,42,72,605
June 2011	158.00	126.40	18,873.39	17,314.38	5,19,47,045
July 2011	190.00	133.00	19,131.70	18,131.86	5,42,99,385
August 2011	175.00	141.00	18,440.07	15,765.53	5,26,99,661
September 2011	177.00	121.20	17,211.80	15,801.01	11,73,97,778
October 2011	146.00	130.00	17,908.13	15,745.43	8,77,00,745
November 2011	156.85	6.45*	17,702.26	15,478.69	9,09,02,834
December 2011	9.76	6.13	17,003.71	15,135.86	3,15,76,264
January 2012	11.04	8.19	17,258.97	15,358.02	3,03,03,829
February 2012	17.75	11.12	18,523.78	17,061.55	8,25,26,956
March 2012	16.50	12.55	18,040.69	16,920.61	10,03,74,087

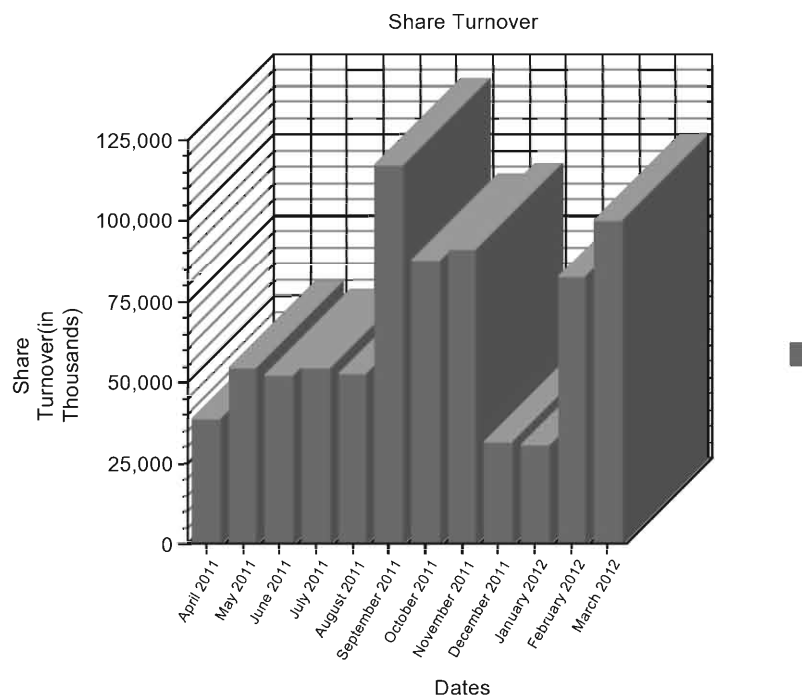
Source- BSE Website

\* the company has subdivided equity shares from face value of Rs. 10/- each to Re. 1/- each as on record date 15th November, 2011.





\* Shares face value was splitted from Rs 10/-each to Rs. 1/- each w.e.f 15th November, 2011



**(g) Registrar and Transfer Agent:**

M/s. Sharex Dynamic (India) Private Limited  
 Unit 1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (E),  
 Mumbai - 400 072  
 Tel No.: 022- 2851 5606/ 2851 5644  
 Fax No.: 022- 2851 2885  
 Website: www.sharexindia.com  
 Email: investor@sharexindia.com

**(h) Share Transfer System:**

Share transfer requests received in physical form are normally registered within 30 days from the date of receipt and Demat requests are normally confirmed within an average of 15 days from the date of receipt.

**(i) Distribution of Shareholding as on March 31, 2012:**

No. of Equity Shares held	No. of shareholders	% of shareholders	No. of shares Held	% of shareholding
Upto to 5000	30919	99.48	3256641	2.09
5001 - 10000	38	0.12	281191	0.18
10001 - 20000	19	0.06	293397	0.19
20001 - 30000	11	0.04	293174	0.19
30001 - 40000	6	0.02	214850	0.13
40001 - 50000	4	0.01	196250	0.13
50001 - 100000	22	0.07	1809627	1.16
100001 - Above	62	0.20	149559440	95.93
<b>Grand Total</b>	<b>31081</b>	<b>100.00</b>	<b>155904570</b>	<b>100.00</b>

**(j) Dematerialization of Shares and liquidity as on March 31, 2012:**

No. of Equity Shares held	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
No. of shareholders having shares in Physical Mode	25568	82.26	2140780	1.37
No. of Beneficial Owner and shares in Demat mode				
---NSDL	4080	13.13	63527551	40.75
---CDSL	1433	4.61	90236239	57.88
<b>Grand Total</b>	<b>31081</b>	<b>100</b>	<b>155904570</b>	<b>100</b>

**(k) Categories of Shareholders as on March 31, 2012:**

Category	No. of shares held	% to total shareholding
Promoters, Director and Relatives	110114853	70.63
Mutual Fund (Mfs)	0	0.00
Banks, Financial Institutions	29170	0.02
Private Corporate Bodies	2617812	1.68
NRI/OCBs	4770	0.00
Public	42893026	27.51
Clearing Members	244939	0.16
Grand Total	155904570	100.00

**(l) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity**

There are no ADR/ GDR/ Warrants or any convertible instruments issued by the Company.

**(m) Plant Location:**

R-802, TTC Industrial Area, Thane Belapur Road, Mahape, Navi Mumbai - 400 701

**(n) Address for Correspondence for Investors:**

**Registrar and Transfer Agent :** M/s. Sharex Dynamic (India) Private Limited  
Unit 1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (E),  
Mumbai - 400 072, Tel No.: 022- 2851 5606/ 2851 5644 Fax No.: 022- 2851 2885  
Email: Investor@sharexindia.com

**Company:** Maharashtra Polybutenes Limited  
R-802, TTC industrial Area, Thane Belapur Road, Mahape, Navi Mumbai - 400 701  
Email:help.investor@mahapoly.com

**NON MANDATORY REQUIREMENTS****(a) Maintaining of Chairman's office by Non-Executive Director:**

No, as the Company has appointed Executive Director as Chairman.

**(b) Remuneration Committee**

The Company has set up Remuneration Committee to determine the packages for executive directors. Please refer to point no.3 of this report.

(c) Shareholders' Rights

2. The quarterly/ yearly results of the company are published in one English and one vernacular Newspaper. Further, the quarterly/ yearly results are also posted on the website of the company [www.mahapoly.com](http://www.mahapoly.com).

**Details of the Directors seeking re-appointment at the forthcoming  
Annual General Meeting.  
(Pursuant to Clause 49 of the Listing Agreement)**

<b>Name of the Director</b>	V.B. Dalal
<b>Date of Birth</b>	March 18, 1945
<b>Date of Appointment</b>	October 31, 2003
<b>Areas of Experience</b>	V.B. Dalal, a Chartered Accountant by qualification, in Practice since 1969 and having more than 40 years experience in audit, taxation, financial re engineering, mergers and acquisitions, arrangements, planning and acquisitions strategy formulation, business process design, corporate counseling and restructuring of sick companies.
<b>Educational Qualifications</b>	Chartered Accountant
<b>Companies in which he holds Directorship</b>	Oxides & Specialities Limited Superadd Trade Private Limited
<b>Membership, Chairmanship of Board Committees</b>	Member of Audit Committee, Remuneration Committee and Investor Grievance Committee
<b>Shareholding in MPL</b>	Nil

**DECLARATION BY THE MANAGING DIRECTOR UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

**The Board of Directors  
Maharashtra Polybutenes Limited  
Mumbai**

I have reviewed the financial statements and the cash flow statement for the year ended March 31, 2012 and to the best of my knowledge and belief, I hereby certify that:

1. These statements neither contain any material untrue statement nor omit any material fact nor contain any misleading statement.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standard, applicable laws and regulations.
3. There are to the best of my knowledge and belief, no transactions entered into by the Company during the year 2011-2012 which are fraudulent, illegal or which violates the Company's code of conduct.
4. I accept responsibility for establishing and maintaining internal controls and I have evaluated the effectiveness of the internal control system of the Company. Based on my most recent evaluation, no deficiencies in the design or operation of control were noted.
5. I further certify that:-
  - There have been no significant changes in internal control during this year.
  - There have been no significant changes in accounting policies during the year.
  - There have been no instances of significant fraud of which we have become aware of and the involvement therein, of management or an employee having a significant role in the Company's internal control system.
6. I further declare that pursuant to clause 49 (1) (d) all Board Members and Senior Managerial Personnel have affirmed compliance with the code of conduct for the current year.

**Brijmohan Rathi  
Chairman and Managing Director**

Navi Mumbai, August 13, 2012

**CERTIFICATE**

**To**  
**The Members of**  
**M/s Maharashtra Polybutenes Ltd**  
**Navi Mumbai**

We have examined the compliance of condition of Corporate Governance by **M/s Maharashtra Polybutenes Limited** for the year ended 31st March 2012, as stipulated in clause 49 of the Listing Agreement of the said Company with the stock exchange in India.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said clause. It is neither in 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 explanation given to us, and based on the representation made by the director and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement

On that basis of representation received from Registrars and Share Transfer agent and as per the records maintained by the Company which are presented to the Share Transfer Committee and Investor Grievance Committee , we state that during the period ended 31st March, 2012 no investor grievance are pending for a period exceeding one month.

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

For Parekh Shah & Lodha

**CA Ashutosh Dwivedi**  
**(Chartered Accountants)**  
**Membership No. 410227**

Place: Mumbai

Date: August 13, 2012

**AUDITORS' REPORT**

**To**

**The Members**

**MAHARASHTRA POLYBUTENES LIMITED**

1. We have audited the attached Balance Sheet of MAHARASHTRA POLYBUTENES LTD. as at 31st March, 2012, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from any material misstatement. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments as referred to in paragraph 4, we report as follows:-
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion, proper Books of Account as required by law have been kept by the Company so far as appear from our examination of the books.
  - c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
  - d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in compliance with the Accounting Standards referred to in section 211(3C) of the Companies Act, 1956, to the extent applicable.

- e) On the basis of the written representation received from the directors as on March 31, 2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2012, from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.
- f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 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 31st March, 2012 and
  - ii) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date: and
  - iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**For Parekh Shah & Lodha**  
Chartered Accountants  
Firm Reg. No. 107487W

Ashutosh Dwivedi  
(Partner)  
M. No. : 410227

Place : Mumbai  
Date : 13<sup>th</sup> August, 2012



**ANNEXURE TO THE AUDITORS' REPORT**

Referred to in paragraph 3 of our Report of even date.

1. In respect of its Fixed Assets:

- (a) The Company is in the process of maintenance of proper records showing full particulars including details and situations of fixed assets.
- (b) As explained to us, the fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) In our opinion the Company has not disposed off any major asset/ substantial part of its business during the year and the 'Going Concern' status of the Company is not affected.

2. In respect of its Inventories:

- (a) As inform to us, the Inventory has been physically verified during the year by the management at reasonable intervals.
- (b) In our opinion the procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of examination of the records of inventory, we are of opinion that the company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.

3. In respect of loans covered u/s 301:-

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

- a) The Company had granted interest bearing unsecured loan of ₹ 65,50,000/- to one party and interest free unsecured advances ₹ 6,00,00,000/- to one party. In respect of the said loans / advances, maximum amount outstanding at any time during the period covered under the audit was ₹ 6,70,41,326/- and the year end balance is ₹ 6,64,95,408/-.
- b) In our opinion and according to the information and explanation given to us, terms and conditions of the advances granted by the Company are not prima facia prejudicial to the interest of the Company except non charging of interest on advances of ₹ 6,00,00,000/-.
- c) The loans granted were re-payable on demand. As informed, repayment have been made during the year whenever demanded by the lender, thus there has been no default on repayment.
- d) During the year the company has taken interest bearing unsecured loan from one party ₹ 4,50,00,000/- during the financial year covered under audit. In respect of the said loan, maximum amount outstanding at any time during the period covered under audit was ₹ 4,50,00,000/- and the year end balance of the said loan is ₹ 69,04,670/- including accrued interest which are yet to payable whenever demanded by lenders

- e) In our opinion and according to the information and explanation given to us, the rate of interest and other term and condition of the loan taken by the Company are not prima facia prejudicial to the interest of the Company.
  - f) The loans taken were re-payable on demand. As informed, repayment have been made during the year whenever demanded by the lender, thus there has been no default on the part of the Company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal system procedures commensurate with the size of the company and the nature of its business. During the course of our audit, we have not observed any major weakness in the internal system.
5. (a) According to the information and explanations given to us, the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956, have been so entered where ever applicable.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register in pursuance of Section 301 of the Companies Act, 1956 and exceeding the value of Rs. 5 lakhs in respect of any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. As inform to us, the company has not accepted deposits from the public.
7. The company has adequate internal audit system commensurate with size of the Company and the nature of its business.
8. We have been informed by the management that the Company is not required to maintain cost records pursuant to the rules made by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956.
9. (a) According to the books of accounts examined by us and also based on representations received from the management and information and explanation given to us, the company have been regular in depositing liability towards undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, tax deducted at sources, excise duty and other material statutory dues wherever applicable to it except Income Tax, Central Sales Tax and MVAT. No undisputed amounts payable were in arrears in respect of Income tax, tax deducted at sources as at 31/03/2012 for a period of six months from the date they become payable except Income Tax (FY 2009-10) of ₹ 63,92,150/-, CST of ₹ 24,84,737/- and MVAT of ₹ 61,34,710/-.
- (b) According to the information and explanations given to us there is no statutory dues which have not been deposited on account of dispute.
10. 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 the audit and in the immediately preceding financial year.
11. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that Company has not defaulted in repayment of dues to financial institutions / banks.

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**MAHARASHTRA POLYBUTENES LIMITED**

12. According to the information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Order are not applicable to the company.
14. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly the provisions of this clause are not applicable to the Company.
15. In our opinion and according to the information and explanations given to us, the company has not given guarantee for loans taken by others from banks or financial institutions.
16. Based on the audit procedures applied by us and according to the information and the explanations given by the management, the company has raised term loans during the financial year 2011-12 for replacement of spares and components of plant & machineries located at R-802, TTC Industrial Area, Thane Belapur Road, Mahape, Navi Mumbai - 400701 and the said term loan has been utilized for the purposes which they have been raised.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no fund raised on short term basis have been used to finance long term assets.
18. According to the information and explanations given to us, the company has not made any preferential allotment to the parties and companies covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly the provisions of this clause are not applicable to the Company.
19. According to the information and explanations given to us, the company has not issued any secured debentures during the period covered by our report. Accordingly, the provisions of clause (xix) of the Order are not applicable to the company.
20. During the period covered by our audit report, the company has not raised any money by way of a public issue.
21. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or reported during the year.

**For Parekh Shah & Lodha**  
Chartered Accountants  
Firm Reg. No. 107487W

Ashutosh Dwivedi  
(Partner)  
M. No. : 410227

Place : Mumbai  
Date : 13<sup>th</sup> August, 2012

**ANNUAL REPORT 2011 - 2012**

**BALANCE-SHEET AS AT 31ST MARCH, 2012**

	Note No.	AS AT 31-03-2012 ₹	AS AT 31-03-2011 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	155,904,570	155,904,570
(b) Reserves and Surplus	3	121,941,480	94,750,341
		<b>277,846,050</b>	<b>250,654,911</b>
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	4	21,823,998	10,000,000
(b) Long Term Provisions	5	2,029,382	1,342,758
		<b>23,853,380</b>	<b>11,342,758</b>
<b>(3) Current Liabilities</b>			
(a) Short-Term Borrowings	6	153,952,496	85,383,190
(b) Trade Payables	7	17,285,295	55,594,006
(c) Other Current Liabilities	8	26,222,063	68,542,212
(d) Short-Term Provisions	9	16,446,733	26,789,097
		<b>213,906,587</b>	<b>236,308,505</b>
<b>Total Equity &amp; Liabilities</b>		<b>515,606,017</b>	<b>498,306,174</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
<b>(a) Fixed Assets</b>			
Net Tangible Asset	10	<b>151,374,340</b>	<b>143,320,810</b>
(b) Non-current investments	11	68,000,000	68,000,000
(c) Deferred tax assets (net)	12	12,204,549	27,179,768
(d) Long term loans and advances	13	1,856,050	2,853,051
		<b>82,060,599</b>	<b>98,032,819</b>
<b>(2) Current Assets</b>			
(a) Inventories	14	91,434,552	83,440,582
(b) Trade receivables	15	55,659,185	132,689,340
(c) Short-term loans and advances	16	128,944,346	25,414,144
(d) Cash & bank balances	17	3,108,962	15,404,138
(e) Other current assets	18	3,024,033	4,341
		<b>282,171,078</b>	<b>256,952,545</b>
<b>Total Assets</b>		<b>515,606,017</b>	<b>498,306,174</b>

Notes referred to above form an integral part of the Balance Sheet & Profit and Loss Account

**Significant Accounting Policies**

1

**Notes to accounts**

1 to 28

**As per our attached Report of even date**

For **PAREKH SHAH & LODHA**

Chartered Accountants

Firm Reg. No. 107487W

**For & On behalf of the Board**

ASHUTOSH DWIVEDI

Partner

M. No.: 410227

Date : 13<sup>th</sup> August, 2012

Place : Navi Mumbai

(S. N. GARG)

CFO

(V. B. DALAL)

Director

(BRIJMOHAN RATHI)

Chairman and  
Managing Director

(NEEMA TIWARI)  
Company Secretary

**MAHARASHTRA POLYBUTENES LIMITED**

**PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012**

Sr. No.	Particulars	Note	FOR THE YEAR ENDED 31-03-2012 ₹	FOR THE YEAR ENDED 31-03-2011 ₹
I	Net Revenue from operations	19	742,390,874	902,185,675
II	Other Income	20	3,400,169	59,429
III	<b>Total Revenue (I +II)</b>		<b>745,791,043</b>	<b>902,245,104</b>
IV	<b>Expenses:</b>			
	Cost of materials consumed	21	539,230,810	701,930,268
	Purchase of Stock-in-Trade	22	14,042,793	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	23	(3,050,239)	(16,200,097)
	Manufacturing Expenses	24	70,213,591	95,671,434
	Employee Benefit Expense	25	20,736,148	18,461,894
	Financial Costs	26	25,556,291	17,808,089
	Depreciation and Amortization Expense	27	16,939,401	15,220,160
	Other Expenses	28	17,098,694	17,507,876
	<b>Total Expenses (IV)</b>		<b>700,767,489</b>	<b>850,399,623</b>
V	Profit before exceptional and extraordinary items and tax	(III - IV)	<b>45,023,554</b>	<b>51,845,481</b>
VI	Exceptional Items Sundry Balance written off / (back)		(60,585)	86,612
VII	Profit before tax	(V - VI)	<b>45,084,139</b>	<b>51,758,869</b>
X	<b>Tax expense:</b>			
	(1) Current tax (MAT)		9,157,700	10,315,802
	(2) Provision for Net Deferred tax Asset reversed		14,975,219	(27,179,768)
XI	Net Profit for the Year	(IX-X)	<b>20,951,220</b>	<b>68,622,835</b>
XII	Earning per equity share:			
	(1) Basic		0.13	0.27
	(2) Diluted		0.13	0.27

Notes referred to above form an integral part of the Balance Sheet & Profit and Loss Account

**Significant Accounting Policies**

1

**Notes to accounts**

1 to 28

**As per our attached Report of even date**

For **PAREKH SHAH & LODHA**  
Chartered Accountants  
Firm Reg. No. 107487W

**For & On behalf of the Board**

ASHUTOSH DWIVEDI  
Partner  
M. No.: 410227

(S. N. GARG)  
CFO

(V. B. DALAL)  
Director

(BRIJMOHAN RATHI)  
Chairman and  
Managing Director

Date : 13<sup>th</sup> August, 2012  
Place : Mumbai

(NEEMA TIWARI)  
Company Secretary

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**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012**

	For the year ended on 31st March 2012		For the year ended on 31st March 2011	
	₹	₹	₹	₹
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit before tax and Extraordinary items		45,023,554		51,845,481
Adjustment for :				
Depreciation	16,939,401		15,220,160	
Interest Charge	25,556,291		17,808,089	
Other Income	(3,400,169)		(59,429)	
		39,095,523		32,968,820
Operating Profit/(Loss) before Working Capital changes :		84,119,077	0	84,814,301
Adjustments for: Working Capital Changes				
Trade & Other Receivables	(28,522,738)		(78,866,357)	
Inventories	(7,993,970)		(6,989,246)	
Trade Payables	(80,036,478)	(116,553,185)	43,846,187	(42,009,417)
Cash Generated from Operations :		(32,434,108)		42,804,884
Direct taxes paid		(10,315,802)		200,000
Cash Flow before Extraordinary items :		(42,749,910)		42,604,884
Exceptional Items				
Sundry Balances excess provision written back (net)		(60,585)		86,612
<b>Net Cash inflow/(out flow) from Operating Activities - "A"</b>		(42,689,325)		42,518,272
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets		(24,992,931)		(1,987,921)
Interest Received		3,400,169		59,429
Investment		0		(3,500,000)
<b>Net Cash from/(used) in Investing Activities - "B"</b>		(21,592,762)		(5,428,492)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Borrowings		80,393,300		(21,695,481)
Interest paid		(25,556,291)		(17,808,089)
Dividend paid		(2,850,097)		(3,030,462)
<b>Net Cash From / (used) in Financial Activities - "C"</b>		51,986,912		(42,534,032)
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)</b>		(12,295,175)		(5,444,252)
Cash and Cash Equivalents (Opening Balance)		15,404,138		20,848,390
Cash and Cash Equivalents as at the end		3,108,962		15,404,138

**Note :**

- 1) Figures In Brackets represents outflows.
  - 2) Previous year's figures have been regrouped wherever necessary .
- As per our attached Report of even date

For **PAREKH SHAH & LODHA**  
Chartered Accountants  
Firm Reg. No. 107487W

For & On behalf of the Board

ASHUTOSH DWIVEDI  
Partner  
M. No.: 410227

**(S. N. GARG)**  
CFO

**(V. B. DALAL)**  
Director

**(BRIJMOHAN RATHI)**  
Chairman and  
Managing Director

Place : Navi Mumbai  
Date : 13th August, 2012

**(NEEMA TIWARI)**  
Company Secretary

**MAHARASHTRA POLYBUTENES LIMITED**

**Schedules Forming Integral Part of the Balance Sheet as at 31st March, 2012**

Previous year's figures have been regrouped/ rearranged wherever necessary to confirm to current year presentation. Figures have been rounded off to the nearest rupee.

<b>Note : 2 Share Capital</b>	<b>AS AT 31-03-2012 ₹</b>	<b>AS AT 31-03-2011 ₹</b>
<b>1 AUTHORIZED CAPITAL</b> 20,00,00,000 Equity Shares of Rs. 1/- each. (previous year 2,00,00,000 Equity shares of Rs 10/ each)	200,000,000	200,000,000
	<b>200,000,000</b>	<b>200,000,000</b>
<b>2 ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b> 15,59,04,570 Equity Shares of Rs. 1/- each (Previous year 1,55,90,457 Equity Shares of Rs.10/- each)	155,904,570	155,904,570
<b>Total</b>	<b>155,904,570</b>	<b>155,904,570</b>

a) Reconciliation of the number of share outstanding is set out below:

<b>Name of the shareholder</b>	<b>No of Shares</b>	
	<b>AS AT 31-03-2012</b>	<b>AS AT 31-03-2011</b>
Equity shares at the beginning of the year	1,55,90,457	1,55,90,457
Add: shares issued during the year	Nil	Nil
Add: Increase in no. of shares due to division / split*	14,03,14,113	
<b>Equity shares at the end of the year</b>	<b>15,59,04,570</b>	<b>1,55,90,457</b>

\* Company has split nominal value of equity shares to Rs. 1 each vide Special Resolution passed by the Members of the Company at their Annual General Meeting held on September 3, 2011

b) Shares in the company held by each shareholders holding more than 5% shares:

<b>Name of the Shareholder</b>	<b>No. of Shares Held</b>	<b>Percentage (%)</b>
Sunciti Financial Services Pvt.Ltd.	65,850,000 (65,85,000)	42.24 (42.24)
New Era Advisors Pvt. Ltd.	25,134,090 (25,13,409)	16.12 (16.12)
Radhe Shyam Chandak	11,603,220 (11,50,322)	7.44 (7.38)
Arthi Devi Chandak	10,272,680 (10,27,268)	6.59 (6.59)
Brijmohan Pyarelal Rathi	9,750,000 (9,75,000)	6.25 (6.25)

Figures in bracket represented previous year balance

- c) There are nil number of shares (Previous year Nil) reserved for issue under option and contracts/ commitment for the sale of shares/disinvestment including the terms and amounts.
- d) There are no securities (Previous year No) convertible into Equity/ Preferential Shares.
- e) There are no calls unpaid (Previous year No) including calls unpaid by Directors and Officers as on balance sheet date
- f) For the period of five years immediately preceding the date as at which the balance sheet is prepared, there are nil no. of shares (Previous year Nil) pursuant to contracts without payment being received in cash. There are no bonus shares issued during current and preceding financial year. Further no shares are bought back during the current and preceding financial year

<b>Note : 3 Reserve &amp; Surplus</b>	<b>AS AT 31-03-2012 ₹</b>	<b>AS AT 31-03-2011 ₹</b>
1 Surplus (Profit & Loss Account)	20,951,220	29,127,955
Add:Balance brought forward from previous year	94,750,341	68,622,835
Add:Excess provision of previous year written back	6,239,919	6,089,567
	<b>121,941,480</b>	<b>103,840,357</b>
Less: Proposed Dividend	-	7,795,229
Provision for dividend distribution tax	-	1,294,787
<b>Total</b>	<b>121,941,480</b>	<b>94,750,341</b>

<b>Note : 4 Long Term Borrowings</b>	<b>AS AT 31-03-2012 ₹</b>	<b>AS AT 31-03-2011 ₹</b>
1 <b>Secured</b>		
Term Loans - from Central Bank of India	11,823,998	-
<b>Unsecured</b>		
Other borrowings (from entities other than banks)	10,000,000	10,000,000
<b>Total</b>	<b>21,823,998</b>	<b>10,000,000</b>

**Additional Information:**

**Details of Term Loan from Central Bank of India are as under:**

It is repayable in 30 equal monthly installments from April 2012 to September 2014.

It is secured by mortgages of equipment procured out of the Bank Term's Loan and extension of charges on fixed assets of the Company at Mahape, Navi Mumbai and personal guarantee given by Chairman & Managing Director, Mr. Brijmohan Rathi



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**MAHARASHTRA POLYBUTENES LIMITED**


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<b>Note : 5 Long Term Provisions</b>	<b>AS AT 31-03-2012 ₹</b>	<b>AS AT 31-03-2011 ₹</b>
Provision for Employee Benefits		
- Gratuity	1,127,220	590,885
- Leave Encashment	902,162	751,873
<b>Total</b>	<b>2,029,382</b>	<b>1,342,758</b>

<b>Note : 6 Short Term Borrowings</b>	<b>AS AT 31-03-2012 ₹</b>	<b>AS AT 31-03-2011 ₹</b>
<b>1 Secured</b>		
<b>Working Capital Loan from Central Bank of India</b>		
a Cash Credit (secured by hypothecation of stock of Raw Material, Semi Finished Goods, Finished Goods & Receivables)	79,617,507	41,618,950
b Overdraft (secured by assignment of book debt)	50,652,120	30,376,316
c Export Packing Credit (secured by hypothecation of goods meant for export)	20,000,000	13,387,924
	<b>150,269,627</b>	<b>85,383,190</b>
<b>2 Unsecured</b>		
Loans and advances from related parties	3,682,869	-
<b>Total</b>	<b>153,952,496</b>	<b>85,383,190</b>

**Additional Information:**

Working capital loans are also secured by mortgage on leasehold land along with factory building on Plot No. R-802, TTC Industrial area, Mahape, New Mumbai and hypothecation of Plant & Machineries and personal guarantee given by Chairman & Managing Director.

<b>Note: 7 Trades Payable</b>	<b>AS AT 31-03-2012 ₹</b>	<b>AS AT 31-03-2011 ₹</b>
Creditors for supplies/services	17,285,295	55,594,006
<b>Total</b>	<b>17,285,295</b>	<b>55,594,006</b>

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<b>Note : 8 Other Current Liabilities</b>	<b>AS AT 31-03-2012 ₹</b>	<b>AS AT 31-03-2011 ₹</b>
1 Unclaimed Dividend	218,245	-
2 Current maturities of long-term debt	8,000,000	-
3 Interest accrued and due on short term borrowings	3,590,801	-
4 Advance from Customers	2,957,982	982,866
5 Duties and Taxes payable to Government	11,455,036	67,559,346
<b>Total</b>	<b>26,222,063</b>	<b>68,542,212</b>

<b>Note : 9 Short Term Provisions</b>	<b>AS AT 31-03-2012 ₹</b>	<b>AS AT 31-03-2011 ₹</b>
1 Provision For Employees Benefits	1,236,904	991,129
2 Proposed Dividend	-	7,795,229
3 Dividend Distribution Tax	-	1,294,787
4 Net Provision for Income Tax (MAT 2009-10)	6,392,150	6,392,150
5 Net Provision for Income Tax (MAT 2010-11)	-	10,315,802
6 Net Provision for Income Tax (MAT 2011-12)	8,817,679	-
<b>Total</b>	<b>16,446,733</b>	<b>26,789,097</b>

**Note : 10 Fixed Asset**

Sr. No	Particulars	Gross Block			Depreciation				Net Block		
		As At 01-04-2011	Addition during the year	Deduction / Adjustments during the year	As at 31-03-2012	Upto 01-04-2011	For the Year	Deduction/ Adjustment	Upto 31-03-2012	As at 31-03-2012	As at 31-03-2011
	<b>Tangible Fixed Asset</b>										
1	Lease hold Land	102,543,713	-	-	102,543,713	16,789,090	1,105,421	-	17,894,511	84,649,202	85,754,623
2	Building	62,191,732	-	-	62,191,732	35,535,216	2,077,204	-	37,612,420	24,579,312	26,656,516
3	Plant and Machineries	196,450,614	24,677,849	-	221,128,463	192,291,206	11,675,584	-	203,966,790	17,161,673	4,159,408
4	Furniture & Fixtures	1,425,272	-	-	1,425,272	1,286,245	90,220	-	1,376,465	48,807	139,027
5	Computer	1,605,131	245,915	-	1,851,046	1,542,141	300,056	-	1,842,197	8,849	62,990
6	Office Equipment	30,779,005	69,167	-	30,848,172	5,511,452	1,465,289	-	6,976,741	23,871,431	25,267,553
7	Laboratory Equipment	4,750,039	-	-	4,750,039	3,469,346	225,627	-	3,694,973	1,055,066	1,280,693
	<b>TOTAL</b>	<b>399,745,506</b>	<b>24,992,931</b>	<b>-</b>	<b>424,738,437</b>	<b>256,424,696</b>	<b>16,939,401</b>	<b>-</b>	<b>273,364,097</b>	<b>151,374,340</b>	<b>143,320,810</b>
	<b>PREVIOUS YEAR</b>	<b>397,757,585</b>	<b>1,987,921</b>	<b>-</b>	<b>399,745,506</b>	<b>241,204,536</b>	<b>15,220,160</b>	<b>-</b>	<b>256,424,696</b>	<b>143,320,810</b>	<b>-</b>

**MAHARASHTRA POLYBUTENES LIMITED**

<b>Note : 11 Non Current Investment</b>	<b>AS AT 31-03-2012 ₹</b>	<b>AS AT 31-03-2011 ₹</b>
<b>Unquoted fully paid up - Non traded In New Era Advisors Pvt. Ltd.</b>		
1 64,000 (Previous Year 64,000 ) 0% non convertible preference shares of ₹ 10/- each	64,000,000	64,000,000
2 10,000 (Previous Year 10,000) Equity shares of ₹ 10 each	3,500,000	3,500,000
3 In 'Gujarat Textile SEZ Infrastructure Pvt. Ltd. 50,000 (Previous Year 50,000) Equity Shares of ₹ 10 each	500,000	500,000
<b>Total</b>	<b>68,000,000</b>	<b>68,000,000</b>

<b>Note :12 DEFERRED TAX ASSETS (Net)</b>	<b>AS AT 31-03-2012 ₹</b>	<b>AS AT 31-03-2011 ₹</b>
<b>Opening Balance</b>	<b>27,179,768</b>	-
<b>Add: Deferred Tax Asset/ (Liability) created during the year</b>		
1 <b>Deferred Tax Asset</b>		
Carried forward off Loss	-	65,217,117
Reversal of Loss set off during the year	(19,618,793)	-
Disallowance under Income Tax Act, 1961	203,010	446,364
2 <b>Deferred Tax Liability/ (Reversed)</b>		
Related to Fixed Asset	(4,440,564)	38,483,713
<b>Closing Balance</b>	<b>12,204,549</b>	<b>27,179,768</b>

<b>Note : 13 Long Term Loans and Advances</b>	<b>AS AT 31-03-2012 ₹</b>	<b>AS AT 31-03-2011 ₹</b>
(Unsecured and Considered Good unless otherwise stated)		
1 Security Deposit	1,856,050	2,853,051
<b>Total</b>	<b>1,856,050</b>	<b>2,853,051</b>

<b>Note : 14 Inventories</b>	<b>AS AT 31-03-2012 ₹</b>	<b>AS AT 31-03-2011 ₹</b>
<b>(As taken, valued and certified by the Management)</b>		
1 Raw Material	5,311,800	2,406,167
2 Finished Goods	75,198,420	74,514,460
3 Stores, spares and others	8,558,053	5,685,297
4 Stock of Traded Goods	2,366,279	-
5 Goods in Transit	-	834,658
<b>Total</b>	<b>91,434,552</b>	<b>83,440,582</b>

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<b>Note : 15 Trade Receivables</b>	<b>AS AT 31-03-2012 ₹</b>	<b>AS AT 31-03-2011 ₹</b>
(Unsecured and Considered Good unless otherwise stated)		
1 Outstanding for more than six months	2,030,427	1,709,912
2 Others	53,628,758	130,979,428
<b>Total</b>	<b>55,659,185</b>	<b>132,689,340</b>

<b>Note :16 Short Terms Loans and Advances</b>	<b>AS AT 31-03-2012 ₹</b>	<b>AS AT 31-03-2011 ₹</b>
(Unsecured and considered goods unless otherwise stated)		
1 Loans and Advances to related parties	66,550,000	-
2 Securities Deposits	1,912,000	1,935,343
3 Loans and advances to Employees	1,128,019	229,700
4 Advances to Suppliers	10,583,955	10,324,367
5 Prepaid Expenses	267,331	168,530
6 Balance with Government Authorities	703,041	911,308
7 Others	47,800,000	11,844,896
<b>Total</b>	<b>128,944,346</b>	<b>25,414,144</b>

<b>Note : 17 Cash &amp; Cash Equivalent</b>	<b>AS AT 31-03-2012 ₹</b>	<b>AS AT 31-03-2011 ₹</b>
1 Bank Balance* (with scheduled banks)	831,547	14,536,303
2 Cash on Hand	1,236,187	205,481
3 Fixed Deposits with Bank#	1,041,228	662,354
<b>Total</b>	<b>3,108,962</b>	<b>15,404,138</b>

\* Balance with Bank includes Unclaim Dividend of Rs. 2,18,244.50/- (Previous Year Rs. 1,54,770/-)  
# Fixed Deposits held as margin money given for bank guarantees and letter of credit for import of goods which have an orginial maturity of less then 12 months

<b>Note : 18 Other Current Assets</b>	<b>AS AT 31-03-2012 ₹</b>	<b>AS AT 31-03-2011 ₹</b>
1 Interest accrued on Government Deposits	94,682	
2 Interest Accrued on Loans and Advances	2,906,926	-
3 Interest Accrued on Fixed Deposits	22,425	4,341
<b>Total</b>	<b>3,024,033</b>	<b>4,341</b>

**MAHARASHTRA POLYBUTENES LIMITED**

**Notes Forming Part of the Profit & Loss Account for the year ended 31st March, 2012**

<b>Note : 19 Revenue from Operations</b>	<b>FOR THE YEAR ENDED 31-03-2012 ₹</b>	<b>FOR THE YEAR ENDED 31-03-2011 ₹</b>
1 Domestic Sales	797,967,724	989,219,939
Less: Excise Duty and CST / VAT	100,889,923	129,718,166
	<b>697,077,801</b>	<b>859,501,773</b>
2 Export Sales	45,313,073	42,683,902
<b>Total</b>	<b>742,390,874</b>	<b>902,185,675</b>

<b>Note : 20 Other Income</b>	<b>FOR THE YEAR ENDED 31-03-2012 ₹</b>	<b>FOR THE YEAR ENDED 31-03-2011 ₹</b>
1 Interest on Deposits with Government Authorities (including TDS of ₹ 10,520/- (P. Y. ₹ 2,095/- )	105,202	56,440
2 Interest on Fixed deposits with Banks (including TDS of ₹ 6,509/- (P. Y. ₹ Nil)	65,049	2,989
3 Interest on Loans & Advances (including TDS of ₹ 3,22,992/- (P.Y. ₹ Nil)	3,229,918	-
<b>Total</b>	<b>3,400,169</b>	<b>59,429</b>

<b>Note : 21 Cost of Material Consumed</b>	<b>FOR THE YEAR ENDED 31-03-2012 ₹</b>	<b>FOR THE YEAR ENDED 31-03-2011 ₹</b>
Opening Stock	3,240,825	10,193,202
Add: Purchased during the year	541,301,785	694,977,891
Less: Closing Stock	5,311,800	3,240,825
<b>Total</b>	<b>539,230,810</b>	<b>701,930,268</b>

<b>Note : 22 Purchase of Traded Goods</b>	<b>FOR THE YEAR ENDED 31-03-2012 ₹</b>	<b>FOR THE YEAR ENDED 31-03-2011 ₹</b>
Purchase	14,042,793	-
<b>Total</b>	<b>14,042,793</b>	<b>-</b>

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<b>Note : 23 Change in Inventories</b>	<b>FOR THE YEAR ENDED 31-03-2012 ₹</b>	<b>FOR THE YEAR ENDED 31-03-2011 ₹</b>
<b>Finished Goods/Stock in Trade</b>		
1 Closing Stock (at close)	77,564,699	74,514,460
2 Less:-Opening Stock (at commencement)	74,514,460	58,314,363
<b>Total</b>	<b>3,050,239</b>	<b>16,200,097</b>

<b>Note : 24 Manufacturing Expenses</b>	<b>FOR THE YEAR ENDED 31-03-2012 ₹</b>	<b>FOR THE YEAR ENDED 31-03-2011 ₹</b>
Packing Material	3,740,150	3,087,840
Stores & Consumables	4,656,293	10,255,660
Power Expenses	12,885,576	16,906,946
Fuel Consumed	28,600,594	34,665,925
Freight and Octroi Charges	17,101,732	25,146,830
Water Charges	884,976	1,163,202
Repair & Maintenance - Plant & Machinery	2,344,270	4,445,031
<b>Total</b>	<b>70,213,591</b>	<b>95,671,434</b>

<b>Note : 25 Employment Benefit Expenses</b>	<b>FOR THE YEAR ENDED 31-03-2012 ₹</b>	<b>FOR THE YEAR ENDED 31-03-2011 ₹</b>
1 Salaries & Wages	17,426,980	16,402,834
2 Contribution to Provident Fund and other Funds	889,958	750,700
3 Staff Welfare Expenses	2,419,210	1,308,360
<b>Total</b>	<b>20,736,148</b>	<b>18,461,894</b>

<b>Note : 26 Financial Cost</b>	<b>FOR THE YEAR ENDED 31-03-2012 ₹</b>	<b>FOR THE YEAR ENDED 31-03-2011 ₹</b>
1 Interest on Cash Credit Facility	15,212,196	13,057,318
2 Interest on Term loan	681,889	-
3 Interest on EPC	1,907,216	273,523
4 Other interest	6,832,626	2,387,827
5 Bank Charges	988,362	2,089,420
6 Bank Guarantee Charges	96,478	-
7 Foreign Exchange (Gain)/ Loss	(162,476)	-
<b>Total</b>	<b>25,556,291</b>	<b>17,808,089</b>

**MAHARASHTRA POLYBUTENES LIMITED**

<b>Note : 27 Depreciation &amp; Amortised Cost</b>	<b>FOR THE YEAR ENDED 31-03-2012 ₹</b>	<b>FOR THE YEAR ENDED 31-03-2011 ₹</b>
1 Depreciation	16,939,401	15,220,160
<b>Total</b>	<b>16,939,401</b>	<b>15,220,160</b>

<b>Note : 28 Other Expenses</b>	<b>FOR THE YEAR ENDED 31-03-2012 ₹</b>	<b>FOR THE YEAR ENDED 31-03-2011 ₹</b>
<b>Administrative and Selling &amp; Distribution Expenses</b>		
1 Auditors Remuneration	170,000	100,000
2 Advertisement Charges	63,607	43,586
3 Directors Remuneration	3,000,000	2,400,000
4 Donation	3,000	5,000
5 Postage & Communication Expenses	1,450,600	837,505
6 Directors Sitting Fees	95,000	35,000
7 Conveyance Expenses	1,053,829	1,024,892
8 Travelling Expenses (Including Foreign Travelling)	943,878	133,048
9 Repair & Maintenance -Others	1,433,761	967,978
10 Vehicle Expenses	483,002	447,945
11 Legal & Professional fees	873,268	593,074
12 Transport Hire Charges	232,000	478,600
13 Insurance Expenses	504,744	542,203
14 Rent & Taxes	350,001	385,000
15 Business Promotion Expenses	872,509	904,705
16 Printing & Stationery	498,497	370,649
17 Security Expenses	652,867	597,830
18 Service Charges	325,905	160,735
19 Loading & Unloading Expenses	205,622	182,740
20 General Expenses	585,906	595,545
21 Selling & Forwarding Expenses	261,290	465,136
22 Freight Outward	3,018,334	6,236,705
23 Prior Period Adjustment	21,074	-
<b>Total</b>	<b>17,098,694</b>	<b>17,507,876</b>

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS  
FOR THE YEAR ENDED 31st MARCH, 2012**

**NOTE - 1. SIGNIFICANT ACCOUNTING POLICIES**

**A. General**

Accounts are prepared under the historical cost basis in accordance with Generally Accepted Accounting Principles (GAAP), accounting standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act 1956. All Income and expenditure having material bearing are recognized on accrual basis, except where otherwise stated.

**B. Use of estimates**

The presentation of financial statements is in conformity with generally accepted accounting principles and it requires management to make estimates and assumptions that affects the reported amounts of assets and liabilities, and the disclosure of contingent liabilities on the date of financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

**C. Fixed Assets**

Fixed assets are stated at cost which is inclusive of freight, duties, taxes and all other incidental expenses related thereto. The diminution, if any, in the book value of these assets is provided for in the year of such determination of diminution.

**D. Depreciation / Amortization**

- l) Depreciation / amortization on the original cost of fixed assets is provided as under :
- a) Leasehold land premium is being amortized from the commencement of commercial production over the remaining period of the lease.
  - b) In respect of other items of fixed assets, depreciation is provided on straight line method at the rates and in the manner as specified in Schedule XIV to the Companies Act, 1956.
  - c) Depreciation / amortization on the incremental amount added to the cost of fixed assets on the revaluation is provided on the basis of the estimated useful life.



**E. Revenue:**

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.

**Sale of Goods**

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer.

**Interest**

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

**Expenditure:**

Expenses are accounted on accrual basis and the provisions are made for all known liabilities.

**F. Investments:**

Current investments are carried at lower of cost and quoted/fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

**G. Leased Assets:**

- a) Operating Leases: Rentals are expensed with reference to lease terms and other considerations.
- b) Finance leases: The lower of the fair value of the assets and present value of the minimum lease rentals is capitalized as fixed assets with corresponding amount shown as lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to Profit and Loss account.
- c) All assets given on finance lease are shown as receivables at an amount equal to net investment in the lease. Initial direct costs in respect of lease are expensed in the year in which such costs are incurred.

**H. Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes, if any) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent

that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**I. Impairment of Assets:**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**J. Valuation of Inventories**

Finished goods, Stores, spares, process chemicals, packing materials and fuel are valued at the lower of cost and net realizable value. Cost is assigned on FIFO basis. Obsolete, defective and unserviceable stocks are provided for.

**K. Borrowing Cost:**

Borrowing costs attributable to acquisition and reconstruction of assets are capitalized as a part of the cost of such asset up to the date when such asset is ready for its intended use. Other borrowing costs are charged to Profit and Loss Account.

**L. Retirement and other Benefits**

Contributions to the Provident Funds are made in accordance with the rules of the funds.

Liability in respect of gratuity is provided for on the basis of valuation, as worked out at the year end by the Company according to provisions of the Payment of Gratuity Act, 1972.

Liability in respect of Leave encashment is provided on the basis of valuation, as worked out according to company policy

**M. Foreign Currency Transactions**

- a. Transactions in foreign currency are recorded at the rate of exchange prevailing at the date of transaction.
- b. Liabilities and assets in foreign currency outstanding as at the year end other than for financing fixed assets are converted at the rate prevailing at the year end and difference, if any, is adjusted in the profit and loss account.

**N. Research and Development Expenses**

Revenue expenditure is charged to the Profit & Loss Account and Capital expenditure is added to the cost of fixed assets in the year in which it is incurred.

**O. Accounting for Taxes on Income**

Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized, for all timing differences, subject to the consideration of prudence applying the tax rates that have been substantively enacted by the balance sheet date. Deferred tax assets has been recognized on carry forward losses of earlier years , for which relief has been granted by BIFR order. However an application has been submitted to the CBDT for their approval.

**P. Provisions, Contingent Liabilities and Contingent Assets**

- I. Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be outflow of resources.
- II. Contingent Liabilities (excluding those, liability whereof is not ascertainable) are not recognized but are disclosed in the notes forming part of accounts.
- III. Contingent Assets are neither recognized nor disclosed in the financial statements.

**Q. Segment Reporting Policies**

Primary segment is identified based on the nature of products and services. Secondary segment is identified based on geography in which major operating division of the company operate.

For primary segment, the segment revenue, segment expenses, segment assets and segment liabilities have been identified to segment on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets and liabilities which relate to the group as a whole and are not allocable to segment on reasonable basis, have been included under 'Unallocated revenue/expenses/assets/liabilities'

**R. Cash and Cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

**NOTES TO ACCOUNTS:**
**1. Segment Information**
**Business Segments:**

The Company is engaged in the business of manufacture of Polybutenes. It is treated as a single segment. Hence no disclosure is required to be made under AS17 "Segment Reporting" issued by the Institute of Chartered Accountants of India.

**Geographical Segments:**

The Company is carrying on its operational activities in the domestic market i.e. India as well as in overseas market i.e. an export hence geographical segment i.e. domestic and overseas has identified as secondary segment and the details of segment results as per AS 17 issued by ICAI are as under :

**Information about Secondary Segments**

<b>Particulars</b>	<b>For the year ended 31st March, 2012 ₹</b>	<b>For the year ended 31st March, 2011 ₹</b>
<b>Revenues by Geographical Market</b>		
India	69,70,77,801	85,95,01,773
Outside India	4,53,13,073	4,26,83,902
<b>Total</b>	<b>74,23,90,874</b>	<b>90,21,85,675</b>
<b>Additions to Fixed Assets and Intangible Assets</b>		
India	2,49,92,931	19,87,921
Outside India	Nil	Nil
<b>Total</b>	<b>2,49,92,931</b>	<b>19,87,921</b>
<b>Carrying Amount of Asset</b>		
India	15,13,74,340	14,33,20,810
Outside India	Nil	Nil
<b>Total</b>	<b>15,13,74,340</b>	<b>14,33,20,810</b>

**Notes:-**

The geographical segments considered for disclosure are as follows:

- Sales within India includes Sales to Customers located within India
- Sales Out side India includes Sales to customers located outside India including merchant exporters.

- The carrying amount of segment assets in India and Outside India is based on geographical location of the respective assets

**CHANGE IN AUTHORISED AND PAID UP SHARE CAPITAL:**

Company has sub divided / split the Authorized Capital of 2 crores of equity shares of ₹ 10 each into 20 crores of equity shares of ₹ 1 each duly approved by Members by passing special resolution in AGM held on September 3, 2011.

In result of sub division / split, the total nos. of paid up equity shares of the Company has increased from 1,55,90,457 to 15,59,04,570 of ₹ 1 each.

**Contingent Liabilities not provided for in respect of:**

		<b>31-03-2012</b> <b>(₹ In lacs)</b>	<b>31-03-2011</b> <b>(₹ In lacs)</b>
a)	Letter of Credit (LC) issued by the Company's bankers for import of traded goods (Converted on the foreign exchange conversion rate prevailing on the date of Balance Sheet)	12.40 (USD \$ 24,380)	Nil (USD \$ Nil)
b)	Bank Guarantee issued by the Company's bankers to suppliers in lieu of earnest money for tender	27.21	Nil
c)	Claim against the Company not acknowledge as debts	1.57	4.07

**Exchange rate as on 31-03-2012 is 1 US\$ - ₹ 50.875/-**

6. Foreign earning and expenditure (Cash/Accruals basis):

**Value of imports calculated on CIF basis:**

Traded Goods: ₹4 29,98,026/- (P.Y. ₹ Nil)

**Earning in foreign currency:**

Export Sales on FOB basis: Rs. 4,53,13,073/- (P.Y. ₹ 4,26,83,902/-)

**Expenses incurred in foreign currency:** Rs. Nil (P.Y. ₹ Nil).

**Impairment of assets**

As on the Balance Sheet date the carrying amounts of the assets net of accumulated depreciation is not less than the recoverable amount of those assets. Hence, in the opinion of the management, there is no provision for impairment loss on the assets of the Company is required to be made under Accounting Standard 28 (Impairment of Assets) issued by the ICAI.

1. In the opinion of the Board, All assets other than Fixed Assets and non-Current Investments have a value on realization in the ordinary course of business at least equal to the amount at which they are stated and provision for all known and determined liabilities are adequate and not in the excess of the amount stated, in the financial statements.
2. Debtors and Creditors balances of some parties are subject to confirmation.
3. Sales / Operational income includes Excise Duty, & other levies.
4. In the absence of necessary information with the Company, relating to the registration status of suppliers under the Micro, Small and Medium Enterprises Development Act, 2006, the information required under the said Act could not be compiled and disclosed.
7. (I) Names of related parties

Names of related parties where control exists irrespective of whether transactions have taken place or not	Gujarat Textile SEZ Infrastructure Pvt. Ltd. (Company holding in stake is around 21.74%)
Names of other related parties with whom transactions have taken place during the year	1. New Era Advisors Pvt. Limited 2. Oxides & Specialties Limited 3. Sunciti Financial Services (P) Limited 4. Avni Energy Solution (P) Limited
Associates	N.A.
Key Management Personnel	Mr. Brijmohan Rathi, Chairman and Managing Director.
Relatives of key management personnel	N.A.
Enterprises owned or significantly influenced by key management personnel or their relatives	1. New Era Advisors Pvt. Limited 2. Oxides & Specialties Limited 3. Sunciti Financial Services (P) Limited 4. Mystique Media Limited 5. Avni Energy Solution (P) Limited 6. Gujrat Textile Sez Infrastructure Pvt Ltd

**(II). Related Party Disclosure**

(Amount in ₹)

	Key Management Personnel (Managing Director, Whole time director, manager and other managerial personnel)		Enterprises owned or significantly influenced by key management personnel or their relatives	
	FY 2012	FY 2011	FY 2012	FY 2011
<b>Employee Benefits for Key Management Personnel</b>	-	-	-	-
Brijmohan Rathi	30,00,000	24,00,000	-	-
<b>Intercorporate Deposits / Advance given</b>	-	-	-	-
New Era Advisors Pvt. Ltd.			6,00,00,000	21,65,201
Avni Energy Solution (P) Limited	-	-	65,50,000	Nil
Sunciti Financial Services (P) Ltd.			Nil	1,16,202
<b>Advance received back</b>				
Sunciti Financial Services (P) Ltd.	-	-	Nil	1,16,202
New Era Advisors Pvt. Ltd.	-	-	Nil	21,65,201
<b>Fixed Asset Purchased</b>				
Oxides & Specialties Limited	-	-	35,08,725	-
<b>Loan Taken</b>				
Sunciti Financial Services (P) Ltd.	-	-	4,51,59,598	-
<b>Loan Repay</b>				
Sunciti Financial Services (P) Ltd.	-	-	(4,14,76,729)	-
<b>Investment in Equity Shares</b>				
New Era Advisors Pvt. Ltd.			Nil	35,00,000
<b>Balance Outstanding at year end</b>	-	-		
Sunciti Financial Services (P) Ltd. (including interest receivable)			69,04,670	Nil
<b>Balance receivable at year end</b>				
New Era Advisors Pvt. Ltd.	-	-	6,00,00,000	Nil

	Key Management Personnel (Managing Director, Whole time director, manager and other managerial personnel)		Enterprises owned or significantly influenced by key management personnel or their relatives	
	FY 2012	FY 2011	FY 2012	FY 2011
Avni Energy Solution (P) Limited (including interest payable)	-	-	70,41,326	Nil

5. Additional Information pursuant to financial statements :

a) Capacity and Production:

	For the year ended 31st March, 2012 Quantity MT	For the year ended 31st March, 2011 Quantity MT
Polybutenes:		
Licensed Capacity	N.A	N.A
Installed Capacity **	10,000	10,000
<b>Production</b>		
Polybutenes (including Off-Grade)	4,683	7,205
LPG Return Stream	5,521	8,361
Drimer Trimer (By-Product)	805	487

\*\* Installed capacity as certified by the Management and accepted by the Auditors, being a technical matter.

b) Turnover:

	For the year ended 31st March, 2012 Quantity MT	For the year ended 31st March, 2011 Quantity MT
Polybutenes* (including Off-Grade)	4778	7016.00
LPG Return Stream	5703.00	8596.00
Drimer Trimer (By-product)	821	546.00



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**MAHARASHTRA POLYBUTENES LIMITED**


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**c) Opening & Closing Stock of Goods:**

	<b>Year ended 31st March, 2012 Quantity MT</b>	<b>Year ended 31st March, 2011 Quantity MT</b>
<b>1. Opening Stock</b>		
A. Polybutenes (Including Off Grade)	695.00	506.00
B. LPG Return Stream	550.00	785.00
C. <b>Drimer Trimer</b> (By-product)	16.00	75.00
<b>1. Closing Stock</b>		
A. Polybutenes (including Off-Grade)	600.00	695.00
B. LPG Return Stream	368	550.00
C. Drimer Trimer (By-product)	Nil	16.00

**9. Calculation of Earnings per Share :**

<b>a) Numerator :</b>	<b>For the year ended 31st March, 2012 ₹</b>	<b>For the year ended 31st March, 2011 ₹</b>
Profit before tax for the year	4,50,23,554	5,18,45,481
Less : Sundry balances written off / (back)	(60,585)	86,612
Less : Provision for Minimum Alternate Tax	91,57,700	1,03,15,802
Provision for deferred tax	1,49,75,219	(2,71,79,768)
Profit after Tax	2,09,51,220	6,86,22,835
<b>(b) Denominator:</b>		
Weighted Average No. of Equity Shares	15,59,04,570	15,59,04,570
<b>(c) Basic and Diluted Earnings per share (Rs.)</b>		
Before exceptional items	0.13	0.27
After exceptional items	0.13	0.27
<b>(d) Nominal value per Equity Share</b>	₹1 each	₹ 1 each

Note: The Basic and Diluted earnings per share computed in accordance with Accounting Standard (AS) 20- "Earnings per share "is same in view of potential equity shares being anti dilutive.

Company has split equity shares and nominal value of equity shares from Rs. 10 each to Rs. 1 each per share and accordingly, Basic and Diluted Earning Per Share have been re-stated for all corresponding periods to give effect of the said split / sub-division of equity shares, in accordance with Accounting Standard (AS) 20-"Earning Per Share" notified under Section 211(3C) of the Companies Act, 1956.

Salaries, Wages and other Employee benefits include payments made to staff and workers employed on contract basis.

Loan from Central Bank of India is secured against Mortgage of Land, Building, Plant & Machinery and Hypothecation of Stocks & Assignment of Book Debts. In addition to Personal Guarantee of Managing Director of the Company.

Letter of Credit (LC)/Bank Guarantee (BG) facilities are also secured with predefined percentage of margin by way of fixed deposit with the respective banks.

#### **Remuneration to Statutory Auditor**

<b>Particulars</b>	<b>For the year ended 31st March, 2012 (₹)</b>	<b>For the year ended 31st March, 2011 (₹)</b>
i) Audit Fees	1,00,000	80,000
ii) Tax Audit Fees	20,000	20,000
iii) Other fee	Nil	10,000
iv) Service Tax	14,832	-
<b>TOTAL</b>	<b>1,34,832</b>	<b>1,10,000</b>

#### **LEASE TRANSACTION DISCLOSURES**

Information on leases as per Accounting Standard 19 on "Accounting for Leases" issued by ICAI:

- i) Finance Lease : Nil (P.Y. - Nil)
- ii) Operating Lease Expenses:

The company has terminated its operating lease during the financial year 2011-12. Rental expenses for operating leases recognized in the Profit and Loss account for the year are ₹ 3,50,000/- (P.Y. ₹ 3,85,000/-).

- 14. No forward exchange contracts are outstanding on the balance sheet dates which are entered to hedge foreign exchange exposures of the Company.

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**MAHARASHTRA POLYBUTENES LIMITED**

15. The Financial Statements for the year ended 31st March, 2011 had been prepared as per the then applicable, pre-revised schedule VI under the Companies Act, 1956, the Financial Statement for the Year ended 31<sup>st</sup> March, 2012 are prepared as per Revised Schedule VI. Accordingly, the previous years does not impact recognition and measurement principles followed for preparation of financial statements and the previous year's figures have been regrouped/ rearranged wherever necessary to conform to current year presentation. Figures have been rounded off to the nearest rupee.

For **PAREKH SHAH & LODHA**  
Chartered Accountants  
Firm Reg. No. 107487W

**For & On behalf of the Board**

ASHUTOSH DWIVEDI  
Partner  
M. No.: 410227

(S. N. GARG)  
CFO

(V. B. DALAL)  
Director

(BRIJMOHAN RATHI)  
Chairman and  
Managing Director

(NEEMA TIWARI)  
Company Secretary

Date : 13<sup>th</sup> August, 2012

Place : Mumbai

**MAHARASHTRA POLYBUTENES LIMITED**

Regd. Off.: R-802, T.T.C. Industrial Thane Belapur Road, Mahape, Navi Mumbai - 400 701

**ATTENDANCE SLIP**

**PLEASE COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.**

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP ID\*/ Folio No. \_\_\_\_\_ Client ID\* \_\_\_\_\_

Name \_\_\_\_\_

Address of the Shareholder \_\_\_\_\_

No. of Share (s) held \_\_\_\_\_

I/We hereby record my/our presence at the **23rd ANNUAL GENERAL MEETING** of the Company to be held on Thursday, the 27th day of September, 2012 at 11.00 a.m. at Navi Mumbai Sports Association, Sector 1A, Vashi, Navi Mumbai - 400 703.

Signature of Shareholder or proxy \_\_\_\_\_

\* Applicable for investors holding shares in electronic form/ demat .

**MAHARASHTRA POLYBUTENES LIMITED**

Regd. Off.: R-802, T.T.C. Industrial Thane Belapur Road, Mahape, Navi Mumbai - 400 701

**PROXY FORM**

DP ID\*/ Folio No. \_\_\_\_\_ Client ID\* \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ being a member/ members of Maharashtra Polybutenes Limited hereby appoint \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the **23rd ANNUAL GENERAL MEETING** of the Company to be held on Thursday, the 27th day of September, 2012 at 11.00 a.m. at Navi Mumbai Sports Association, Sector 1A, Vashi, Navi Mumbai - 400 703 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2012.

Affix Re. 1  
Revenue  
Stamp

\* Applicable for investors holding shares in electronic form/ demat.

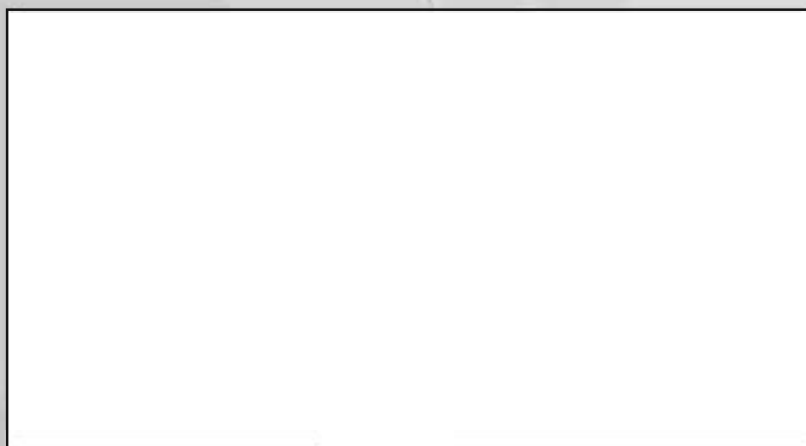
## **Plant Over View**



## **LPG Storage Area**



Book - Post



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**MAHARASHTRA POLYBUTENES LIMITED**

R-802, TTC Industrial Area, Thane Belapur Road,  
Mahape, Navi Mumbai - 400 701.

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