



**Creating Tomorrow**

**25<sup>th</sup>**

**ANNUAL REPORT**

**2016-2017**

**Axel Polymers Limited**

**ISO 9001:2008**

**BOARD OF DIRECTORS**

Mr. B.K.Bodhanwala	Chairman
Mr. A.B.Bodhanwala	Managing Director
Mr. Gaurav Thanky	Director & CFO
Dr. (Mrs) M.A.Bodhanwala	Director (Women Non Executive)
Mr. Amitabh Thakore	Director (Independent - Non Executive)
Mr. Prashant Walvekar	Director (Independent - Non-Executive)
Mr. Shailesh Bharvad	Company Secretary

**AUDITORS**

SHAH & BHANDARI  
Chartered Accountants

**SECRETARIAL AUDITORS & COMPANY LAW ADVISOR**

Devesh Vimal & Co.  
Company Secretaries

**REGISTRARS**

LINK INTIME INDIA PVT LTD  
B 102 & 103, Shangrila Complex, 1st Floor,  
Opp. HDFC Bank, Nr. Radhakrishna Char Rasta,  
Akota, Vadodara 390 020

**BANKERS**

BANK OF BARODA

**REGISTERED OFFICE & WORKS**

309, MOKSHI, SANKARDA - SAVLI ROAD  
TALUKA SAVLI, DIST. VADODARA 391780  
GUJARAT INDIA  
Telefax: +91 2667 244395  
Website: www.axelindia.com

**COMPANY IDENTIFICATION NO.**

L25200GJ1992PLC017678

**BOARD'S REPORT**

**Dear Members,**

Your Directors have pleasure in presenting the Board's Report of your Company together with the Financial Statements for the financial year ended on 31.03.2017.

**1. FINANCIAL & OPERATIONAL RESULTS**

The Summary of the financial performance of the Company for the year ended 31.03.2017 compared to the previous year is as below:

(Rs. Lakhs)

Particulars	2016-17	2015-16
Revenue from operations	2194.15	1853.05
Other Income	27.37	8.02
Total Income	2221.52	1861.07
Profit/(Loss) before Depreciation and Tax	45.36	39.90
(Less): Depreciation	(21.30)	(24.63)
Profit/(Loss) before Tax	24.06	15.27
Add/(Less): Tax Expenses		
i. Current Tax	3.99	NIL
ii. Deferred Tax	NIL	NIL
Net Profit/(Loss) for the year	20.06	15.27
Add/(Less): Balance Brought Forward	(354.03)	(369.30)
Add/(Less): Capital Investment Subsidy	25.00	25.00
Balance carried forward to Balance Sheet	(308.96)	(329.02)

During the year under review, total revenue of Rs. 2221.52 Lacs as against Rs. 1861.07 lacs in the previous year exhibits a growth of about 19.50 %. Net profit of Rs. 20.06/- Lacs as against Rs. 15.27/- Lacs in the previous year also exhibits a growth of about 31 %; which can be mainly attributed to increase in total revenue.

**2. DIVIDEND**

By keeping in view the carry forward losses of the Company, your Directors do not recommend any dividend.

**3. INFORMATION ABOUT SUBSIDIARY/JV/ASSOCIATE COMPANY**

Neither the Company has any Subsidiary, Joint Venture or Associate Company nor any other Company has become or ceased to be Subsidiary/Joint Venture/Associate Company.

**4. TRANSFER OF AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND**

Since there was no unpaid/unclaimed Dividend, the Company was not required to transfer any amount to Investor Education & Protection Fund during the year under review.

**5. MATERIAL CHANGES AND COMMITMENTS**

No Material changes and Commitments affecting the financial position of the Company have occurred between the end of financial year to which this financial statement relates and the date of this report and hence not reported.

## **6. EXTRACT OF THE ANNUAL RETURN U/S 92(3) OF THE ACT AS PER FORM MGT-9**

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 in Form MGT-9 is annexed herewith for your kind perusal and information as per **Annexure-1**.

## **7. MEETING OF THE BOARD OF DIRECTORS DURING THE YEAR AND APPOINTMENT/ CESSATION OF DIRECTORS OR KMP**

During the Financial Year 2016-17, five meetings of the Board of Directors of the Company were held. In terms of section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), Mr. B.K. Bodhanwala retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

The Board recommends re-appointment of Mr. B.K. Bodhanwala, who in opinion of the Board fulfills the conditions for reappointment specified in the Act and rules made thereunder

## **8. DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- (a) In the preparation of the annual accounts for the year ended on 31st March, 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year 2016-2017 and of the profit of the Company for that period;
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Directors had prepared the annual accounts on a going concern basis; and
- (e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **9. AUDITORS**

### **A. STATUTORY AUDITORS**

M/s. Shah & Bhandari, Chartered Accountants, Vadodara retires at the ensuing Annual general Meeting pursuant to Sec 139 of the Act, read with Rule 6 (2) of the Companies (Audit & Auditors) 2014. In line with the recommendations made by the Audit Committee, the Board of Directors have recommended appointment of M/S Mukund & Rohit, Chartered Accountants as Auditors in place of M/S Shah & Bhandari, Chartered Accountants, retiring Auditors, to the members at forthcoming Annual General Meeting. They have furnished their consent & requisite certificate pursuant to the Act in respect of their proposed appointment.

### **B. SECRETARIAL AUDITORS**

M/s. Devesh Vimal & Co., Company Secretaries, Vadodara were appointed as Secretarial Auditors for conducting secretarial audit for the Financial Year 2016-17 and the report is annexed herewith for your kind perusal and information as per Annexure-2

Neither the Statutory Auditors nor the Secretarial Auditors of the Company, in their respective reports have made any qualifications, reservations, adverse remarks or

disclaimers. Accordingly, no explanations/ comments thereon are required to be furnished.

## 10. LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any guarantees or securities covered under the provisions of section 186 of the Companies Act, 2013 ('the Act').

However, the aggregate of loans and advances granted as also investments made, if any, are within the limits of section 186 of the Act.

## 11. RELATED PARTY TRANSACTIONS

The particulars of contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Act in the prescribed Form AOC-2 is enclosed as per **Annexure – 3**.

## 12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The particulars as prescribed in section 134(3)(m) of the Companies act 2013 read with the Companies (Accounts) Rules 2014, are as follows.

### (A) Conservation of Energy

- (i) steps taken or impact on conservation of energy:- NIL
- (ii) steps taken by the Company for utilizing alternate sources of energy:- NIL
- (iii) capital investment on energy conservation equipments:- NIL

Power & Fuel Consumption- Electricity		2016-17	2015-16
Consumed	Quantity units	1178915	1216260
	Amount Rs.(in Lacs)	83.51/-	88.75/-
	Rate/Unit Rs.	7.08	7.30
Production	Quantity M.T	3418.571	3875.824
	Total Power Cost Rs. (in Lacs)	83.51/-	88.75/-
	Power Cost Per Kg. of Production Rs.	2.44/-	2.29/-

### (B) Technology Absorption

The Company continues to lay emphasis on development and innovation of in-house technology and technical skill to meet customer requirements. Efforts are also continuing for improving productivity and quality of products and continue to keep pace with the advances in technological innovations and up-gradation.

### (C) Foreign Exchange Earnings and Outgo

There were no foreign exchange earnings or outgo during the year under review.

## 13. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

Risk affects every organization by one way or other. Thus planning to handle such risk in future is of vital importance for every organization. Your Company always focuses on identifying and monitoring the risk and to take precautionary steps for risks affecting to your Company. There are certain risks like Price Risk, Government Policies, Human Resource, Competition etc. and have planned to manage such risk by adopting best management practices.

## 14. KEY MANAGERIAL PERSONNEL

The following are the Key Managerial Personnel of the Company

1. Mr. Aarasp Bejan Bodhanwala : Managing Director
2. Mr. Bejan Kavasji Bodhanwala : Chairman & Whole- time Director
3. Mr. Gaurav Surendrakumar Thanky : Director & Chief Financial Officer
4. Mr. Shailesh Bharvad : Company Secretary

## 15. DEPOSITS

The Company has not accepted / renewed any deposit within the meaning of the Companies (Acceptance of Deposits) Rules, 2014.

## 16. CORPORATE SOCIAL RESPONSIBILITY

The Company does not fall in any of the criteria of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and hence the Company is not required to comply with the same.

## 17. PARTICULARS OF EMPLOYEES

There was no employee drawing remuneration of Rs 1.02 crores or more per annum or Rs. 8.50 lacs per month for any part of the year or more and hence no particulars have been furnished as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## 18. DISCLOSURE UNDER THE SEXUAL HARASSEMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The summary of sexual harassment complaints received and disposed off during the financial year 2016-2017 is as under:

- Number of Complaints Received : NIL
- Number of Complaints Disposed off : NIL

## 19. ANNUAL EVALUATION

Pursuant to the Section 134(3)(p) and other applicable provisions, if any, of the Act and Regulation 17(10) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Nomination and Remuneration Committee.

## 20. CORPORATE GOVERNANCE REPORT

In view of Paid up Capital and Net worth of the Company being lesser than Rs. 10 Crores and Rs. 25 Crores respectively, Corporate Governance Report as prescribed in Clause C of schedule V to LODR is not included in the Annual Report in terms of Regulations 15(2) of LODR.

## 21. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report as stipulated under Para B of Schedule V of LODR is attached as Annexure-4.

## 22. DECLARATION BY INDEPENDENT DIRECTORS

Mr. Amitabh Thakore and Mr. Prashant Walvekar were the Independent Directors of the Company as on 31st March 2017 pursuant to the provisions of Section 149(10) of the Act.

The Board of Directors of the Company hereby confirms that all the Independent Directors duly

appointed by the Company have given the declaration and they meet the criteria of Independence as provided under Section 149(6) of the Act.

## 23. COMMITTEE COMPOSITION

### AUDIT COMMITTEE

The Composition of the Audit Committee is in line with the provisions of Section 177 of the Act read with Regulation 18 of LODR. The Committee comprises of Independent Directors with Mr. A.G. Thakore as Chairman and Mr. Prashant Walvekar as Member as well as Non-Executive Director, Mrs. M.A. Bodhanwala as Member

The Audit Committee met four times during the period under review.

### NOMINATION AND REMUNERATION COMMITTEE

The Composition of the Nomination and Remuneration Committee is in line with the provisions of Section 178 of the Act read with Regulation 19 of LODR. The Committee comprises of Independent Directors with Mr. A.G. Thakore as Chairman and Mr. Prashant Walvekar as Member as well as Non-Executive Director, Mrs. M.A. Bodhanwala as Member.

The Nomination and Remuneration Committee met two times during the period under review.

### REMUNERATION POLICY

#### Remuneration to Executive Directors

The Executive Directors are paid annual Remuneration as under.

Mr. A.B. Bodhanwala	Managing Director	Rs. 15,00,000/-
Mr. B.K. Bodhanwala	Chairman & Whole-Time Director	Rs. 3,00,000/-
Mr. G.S. Thanky	Director & CFO	Rs. 12,00,000/-

#### Remuneration to Non-Executive Directors

The Other Non-Executive Directors are not paid any Remuneration.

### INVESTOR GRIEVANCES COMMITTEE

The Investor Grievances Committee has been constituted and functioning. Mr. B.K. Bodhanwala is the Chairman and Mrs. Minnie A. Bodhanwala is member. The Committee deals with all transfers, transmission etc. as required from time to time and all matters pertaining to Investor Complaints.

The Committee reviews the performance of the Registrars and Transfer Agent (RTA) and their system of dealing with the investors.

## 24. COST AUDIT

There is no requirement for Cost Audit as the Company does not fall in the criteria for the same.

## 25. VIGIL MECHANISM

As per Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22(1) of LODR, the Company has been engaged in formulation of Vigil Mechanism for Directors and employees to report genuine concerns and made provisions for direct access to the chairperson of the Audit Committee.

## 26. NO SIGNIFICANT OR MATERIAL ORDER PASSED

There were no significant and material orders passed by any Regulator or Court or Tribunal impacting the going concern status and Company's Operations in future during the year under review.

## **27. REPORTING OF FRAUDS**

There have been no instances of fraud reported by the Statutory Auditors under section 143(12) of the Act and Rules framed there under either to the Company or to the Central Government.

## **28. TRANSFER TO GENERAL RESERVE**

The Company is not required to transfer any amount to its reserves. Hence, no amount is transferred to reserves during the year under review.

## **29. CHANGE IN THE NATURE OF BUSINESS**

There is no change in the nature of business during the year under review.

## **30. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

There are adequate Internal Control Systems operating in the Company, which are commensurate with the size and operations of the Company. The Audit Committee supervises the checks and control exercised and reports any suggestion or deviation on a continuing basis.

## **31. MEDIAN EMPLOYEE DETAILS**

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be made available to any member on request.

## **32. CODE OF CONDUCT**

The Board of Directors has approved a Code of Conduct, which is applicable to the Members of the Board and all employees in the course of day-to-day business operations of the Company. The Code is laid down by the Board is known as "Code of Business Conduct" which forms appendix to the Code.

The Code lays down the Standard Procedure of Business Conduct which is expected to be followed by the Directors and designated employees in their business dealings and in particular on matters relating to integrity in work place in business practices and in dealing with stakeholders. All the Board Members and the Senior Management Personnel have confirmed compliance with the Code.

## **33. INSURANCE**

The whole properties of the Company have been insured properly and the Company has taken necessary general insurance.

## **34. APPRECIATION**

Your Directors wish to place on record their appreciation, for the contribution made by the employees at all levels but for whose hard work, and support, your Company's achievements would not have been possible.

Your Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.

For and on behalf of The Board of  
Axel Polymers Limited.

sd/-

B.K.Bodhanwala  
Chairman  
DIN: 00421717

Date: 05.08.2017

Place: Mokshi



**ANNEXURES TO THE REPORT OF BOARD OF DIRECTORS**

**ANNEXURE – 1 EXTRACT OF ANNUAL RETURN**

**MGT- 9**

**As on financial year ended on 31.03.2017**

*Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014*

**I. REGISTRATION AND OTHER DETAILS:**

1.	CIN	L25200GJ1992PLC017678
2.	Registration Date	21.05.1992
3.	Name of the Company	Axel Polymers Limited
4.	Category/Sub-category of the Company	Public Company-Limited by Shares
5.	Address of the Registered office & contact details	S. No. 309, Vil-Mokshi, Sankarda-Savli Road Tal-Savli, Dist.Vadodara- 391 780. Gujarat. Tele fax:+91 2667 244395
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited B-102-103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakishna Char rasta, Akota, Dist. Vadodara-390 020. Gujarat

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
	Compounds of Blends Alloys & Reinforcements of Engineering Polymers	--	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY COMPANIES –**

Sl. No.	Name and Address of the Company	CIN	Holding Associate	% of shares Held	Applicable Section
	—	—	—	—	—

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### I) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]			No. of Shares held at the end of the year [As on 31-March-2017]			% change during the year
	Demat	Physical	Total	Demat	Physical	Total	
<b>A. Promoters</b>							
<b>(1) Indian</b>							
a) Individual/ HUF	716500	240000	956500	741367	237500	978867	22.76
b) Central Govt	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0
e) Banks/ FI	0	0	0	0	0	0	0
f) Any other							
<b>Total shareholding of Promoter (A)</b>	<b>716500</b>	<b>240000</b>	<b>956500</b>	<b>741367</b>	<b>237500</b>	<b>978867</b>	<b>22.76</b>
<b>B. Public Shareholding</b>							
1. Institutions	0	0	0	0	0	0	0
a) Mutual Funds	0	15800	15800	0	15800	15800	0.37
b) Banks / FI	0	4000	4000	0	4000	4000	0.09
c) Central Govt	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0

Category of Shareholders	No. of Shares held at the beginning of the year - 31.03.2016				No. of Shares held at the end of the year - 31.03.2017				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
g) FII's	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>19800</b>	<b>19800</b>	<b>0.46</b>	<b>0</b>	<b>19800</b>	<b>19800</b>	<b>0.46</b>	<b>0</b>
2. Non-Institutions									
a) Bodies Corp.	139889	70100	209989	4.88	16884	70100	86984	2.02	(2.86)
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	972560	1426100	2398660	55.78	952314	1422700	2375014	55.23	(0.54)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	424149	94600	518749	12.06	506362	94600	600962	13.98	1.91
c) Others (specify)	0	0	0	0	0	0	0	0	0
Independent Director	0	0	0	0	0	0	0	0	0
Clearing Members	2200	0	2200	0.05	14015	0	14015	0.33	0.27
Non Resident Indians(Repeat)	19185	132800	151985	3.53	19697	132800	152497	3.55	0.02
Non Resident Indians (Non Repeat)	6800	0	6800	0.16	6900	0	6900	0.16	0.002

Category of Shareholders	No. of Shares held at the beginning of the year-31.03.2016			No. of Shares held at the end of the year-31.03.2017			% change during the year
	Demat	Physical	Total	Demat	Physical	Total	
Trusts	0	0	0	0	0	0	0
Hindu Undivided Family	35317	0	35317	64961	0	64961	0.69
<b>Sub-total (B)(2) :-</b>	<b>1600100</b>	<b>1723600</b>	<b>3323700</b>	<b>158133</b>	<b>1720200</b>	<b>3301333</b>	<b>(0.52)</b>
Total Public Shareholding							
(B)=(B)(1) + (B)(2)	1600100	1743400	3343500	158133	1740000	332133	(0.52)
C. Shares held by Custodian for GDRs & DRs	0	0	0	0	0	0	0
<b>Grand total (A+B+C)</b>	<b>2316600</b>	<b>1983400</b>	<b>4300000</b>	<b>2322500</b>	<b>1977500</b>	<b>4300000</b>	<b>100</b>

## II) Shareholding of Promoters

No.	Shareholders Name	Shareholding at the beginning of the year - 31.03.2016			Shareholding at the end of the year - 31.03.2017			% change during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Aarasp B. Bodhanwala	127300	2.96	0	129800	3.02	0	0.06
2	Gaurav S. Thanky	199000	4.63	0	223867	5.21	0	0.58
3	Minnie A. Bodhanwala	120100	2.79	0	120100	2.79	0	0
4	Patel Devendra Manji	103700	2.41	0	103700	2.41	0	0
5	Dhara Gaurav Thanky	159501	3.71	0	159501	3.71	0	0
6	Tinaz A. Bodhanwala	67400	1.57	0	67400	1.57	0	0
7	Balwant Patel	72700	1.69	0	72700	1.69	0	0
8	Mahendra kumar Patel	47800	1.11	0	47800	1.11	0	0
9	Tehmi B. Bodhanwala	1100	0.03	0	1100	0.03	0	0
10	Ram Trivedi	31500	0.73	0	31500	0.73	0	0
11	Anahita A. Bodhanwala	22700	0.52	0	22700	0.52	0	0
12	Devshi A. Kanbi	20000	0.47	0	20000	0.47	0	0
13	Ranji M. Kerai	20000	0.47	0	20000	0.47	0	0
14	Bejan K. Bodhanwala	400	0.01	0	400	0.01	0	0
15	Jayraj M. Bhadrnwala	9800	0.23	0	9800	0.23	0	0
16	Navin Patel	9800	0.23	0	9800	0.23	0	0
17	Aruna B Patel	9600	0.22	0	9600	0.22	0	0
18	Rameshchandra Sanghvi	4900	0.11	0	4900	0.11	0	0

19	Minoo Pestonji	3500	0.08	0	3500	0.08	0	0
20	Homi N Vakil	2500	0.06	0	0	0	0	(0.06)
21	Mukesh C. Patel	2500	0.06	0	2500	0.06	0	0
22	Hemendra S. Patel	1700	0.04	0	1700	0.04	0	0
23	A. J. Desai	800	0.02	0	800	0.02	0	0
24	Ishwarbhai D. Patel	800	0.02	0	800	0.02	0	0
25	Kanubhai C. Patel	600	0.01	0	600	0.01	0	0
26	Vikrambhai H. Patel	400	0.009	0	400	0.009	0	0
27	Jitesh R. Desai	400	0.009	0	400	0.009	0	0
28	Hashmukh M Patel	200	0.005	0	200	0.005	0	0
29	Amita J Desai	100	0.002	0	100	0.0020	0	0
30	Ashwinbhai T. Patel	100	0.002	0	100	0.002	0	0
31	Thakurbhai D. Patel	100	0.002	0	100	0.002	0	0

(III) Change in Promoters' Shareholding (please specify, if there is no change)

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	Gaurav Thanky At the beginning of the year	199000	4.63	199000	4.63	
	Date wise Increase / Decrease Purchase/Sale in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	29.07.2016 05.08.2016 19.08.2016 26.08.2016 25.11.2016	3588 3588 9996 (8586) 16281	0.08 0.08 0.23 (0.20) 0.38	202588 206176 216172 207586 223867	4.71 4.79 5.03 4.83 5.21
	<b>At the end of the year</b>	<b>223867</b>	<b>5.21</b>	<b>223867</b>	<b>5.21</b>	
2	Dhara Gaurav Thanky At the beginning of the year	159501	3.71	159501	3.71	
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0	0	0	0	
	<b>At the end of the year</b>	<b>159501</b>	<b>3.71</b>	<b>159501</b>	<b>3.71</b>	
3	Aarasp Bejan Bodhanwala At the beginning of the year	127300	2.96	127300	2.96	
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	Transfor from Sr. No. 6 2500	0.06	129800	3.02	
	<b>At the end of the year</b>	<b>127300</b>	<b>2.96</b>	<b>129800</b>	<b>3.02</b>	
4	Minnie Aarasp Bodhanwala At the beginning of the year	120100	2.79	120100	2.79	
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0	0	0	0	
	<b>At the end of the year</b>	<b>120100</b>	<b>2.79</b>	<b>120100</b>	<b>2.79</b>	

(C) Change in Promoters' Shareholding (please specify, if there is no change)

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	Tehmi Bejan Bodhanwala At the beginning of the year Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	1100 0	0.03 0	1100 0	0.03 0
	<b>At the end of the year</b>	<b>1100</b>	<b>0.03</b>	<b>1100</b>	<b>0.03</b>
6	Homi N. Vakil At the beginning of the year Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	2500 (2500)	0.058 0	2500 0	0.058 0
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
7	Patel Devendra Manji At the beginning of the year Increase / Decrease in Shareholding	103700 0	2.41 0	103700 0	2.41 0
	<b>At the end of the year</b>	<b>103700</b>	<b>2.41</b>	<b>103700</b>	<b>2.41</b>
8	Bejan K. Bodhanwala At the beginning of the year Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	400 0	0.01 0	400 0	0.01 0
	<b>At the end of the year</b>	<b>400</b>	<b>0.01</b>	<b>400</b>	<b>0.01</b>
9	Tinaz A. Bodhanwala At the beginning of the year Increase / Decrease in Shareholding	67400 0	1.57 0	67400 0	1.57 0
	<b>At the end of the year</b>	<b>67400</b>	<b>1.57</b>	<b>67400</b>	<b>1.57</b>
10	Balwant Patel At the beginning of the year Increase / Decrease in Shareholding	72700 0	1.69 0	72700 0	1.69 0
	<b>At the end of the year</b>	<b>72700</b>	<b>1.69</b>	<b>72700</b>	<b>1.69</b>



(C) Change in Promoters' Shareholding (please specify, if there is no change)

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
11	Mahendra kumar Patel				
	At the beginning of the year	47800	1.11	47800	1.11
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>47800</b>	<b>1.11</b>	<b>47800</b>	<b>1.11</b>
12	Ram Trivedi				
	At the beginning of the year	31500	0.73	31500	0.73
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>31500</b>	<b>0.73</b>	<b>31500</b>	<b>0.73</b>
13	Anahita A. Bodhanwala				
	At the beginning of the year	22700	0.53	22700	0.53
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>22700</b>	<b>0.53</b>	<b>22700</b>	<b>0.53</b>
14	Devshi A. Kanbi				
	At the beginning of the year	20000	0.47	20000	0.47
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>20000</b>	<b>0.47</b>	<b>20000</b>	<b>0.47</b>
15	Ramji M. Kerai				
	At the beginning of the year	20000	0.47	20000	0.47
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>20000</b>	<b>0.47</b>	<b>20000</b>	<b>0.47</b>
16	Jayraj M. Bhadrnwala				
	At the beginning of the year	9800	0.23	9800	0.23
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>9800</b>	<b>0.23</b>	<b>9800</b>	<b>0.23</b>
17	Navin Patel				
	At the beginning of the year	9800	0.23	9800	0.23
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>9800</b>	<b>0.23</b>	<b>9800</b>	<b>0.23</b>
18	Aruna B. Patel				
	At the beginning of the year	9600	0.22	9600	0.22
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>9600</b>	<b>0.22</b>	<b>9600</b>	<b>0.22</b>
19	Rameshchandra N. Sanghvi				
	At the beginning of the year	4900	0.11	4900	0.11
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>4900</b>	<b>0.11</b>	<b>4900</b>	<b>0.11</b>

(C) Change in Promoters' Shareholding (please specify, if there is no change)

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
20	Minoo Pestonji				
	At the beginning of the year	3500	0.08	3500	0.08
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>3500</b>	<b>0.08</b>	<b>3500</b>	<b>0.08</b>
21	Mukesh C Patel				
	At the beginning of the year	2500	0.06	2500	0.06
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>2500</b>	<b>0.06</b>	<b>2500</b>	<b>0.06</b>
22	Hemendra S. Patel				
	At the beginning of the year	1700	0.04	1700	0.04
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>1700</b>	<b>0.04</b>	<b>1700</b>	<b>0.04</b>
23	A.J. Desai				
	At the beginning of the year	800	0.02	800	0.02
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>800</b>	<b>0.02</b>	<b>800</b>	<b>0.02</b>
24	Ishwarbhai D. Patel				
	At the beginning of the year	800	0.02	800	0.02
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>800</b>	<b>0.02</b>	<b>800</b>	<b>0.02</b>
25	Kanubhai C. Patel				
	At the beginning of the year	600	0.01	600	0.01
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>600</b>	<b>0.01</b>	<b>600</b>	<b>0.01</b>
26	Vikrambhai H. Patel				
	At the beginning of the year	400	0.01	400	0.01
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>400</b>	<b>0.01</b>	<b>400</b>	<b>0.01</b>
27	Jitesh R Desai				
	At the beginning of the year	400	0.01	400	0.01
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>400</b>	<b>0.01</b>	<b>400</b>	<b>0.01</b>
28	Hashmukh M Patel				
	At the beginning of the year	200	0.005	200	0.005
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>200</b>	<b>0.005</b>	<b>200</b>	<b>0.005</b>

(C) Change in Promoters' Shareholding (please specify, if there is no change)

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
29	Amita J Desai				
	At the beginning of the year	100	0.002	100	0.002
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>100</b>	<b>0.002</b>	<b>100</b>	<b>0.002</b>
30	Ashwinbhai T. Patel				
	At the beginning of the year	100	0.002	100	0.002
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>100</b>	<b>0.002</b>	<b>100</b>	<b>0.002</b>
31	Thakurbhai D. Patel				
	At the beginning of the year	100	0.002	100	0.002
	Increase / Decrease in Shareholding	0	0	0	0
	<b>At the end of the year</b>	<b>100</b>	<b>0.002</b>	<b>100</b>	<b>0.002</b>

# Axel Polymers Limited

D) Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Vijayraj Maheshwari				
	At the beginning of the year	75800	1.76	75800	1.76
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	<b>At the end of the year</b>	<b>75800</b>	<b>1.76</b>	<b>75800</b>	<b>1.76</b>
2	Homi Farrok Kaka				
	At the beginning of the year	61499	1.43	61499	1.43
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	<b>At the end of the year</b>	<b>61499</b>	<b>1.43</b>	<b>61499</b>	<b>1.43</b>
3	Chandresh Lotia				
	At the beginning of the year	50000	1.16	50000	1.16
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	<b>At the end of the year</b>	<b>50000</b>	<b>1.16</b>	<b>50000</b>	<b>1.16</b>
4	Jasmine Pravin Ajmera				
	At the beginning of the year	36922	0.86	36922	0.86
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc)				
	Purchase 06.05.2016	240	0.01	37162	0.86
	03.06.2016	400	0.01	37562	0.87
	27.05.2016	2780	0.06	40342	0.94
	17.06.2016	2449	0.06	42791	1.00
	210	0.00	43001	1.00	
	<b>At the end of the year</b>	<b>43001</b>	<b>1.00</b>	<b>43001</b>	<b>1.00</b>

## Axel Polymers Limited

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	Kruti Deepak Goradiya				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease Purchase				
	in Share holding during the year 20.01.2017	3631	0.08	3631	0.08
	specifying the reasons for increase 27.01.2017	3678	0.09	7309	0.17
	/decrease (e.g. allotment / transfer 03.02.2017	3199	0.07	10508	0.24
	/ bonus/ sweat equity etc). 10.02.2017	16952	0.39	27460	0.64
	24.02.2017	3427	0.08	30887	0.72
	10.03.2017	6640	0.15	37527	0.87
	<b>At the end of the year</b>	<b>37527</b>	<b>0.87</b>	<b>37527</b>	<b>0.87</b>
6	Maruti Communications Limited				
	At the beginning of the year	31700	0.74	31700	0.74
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc).	0	0	0	0
	<b>At the end of the year</b>	<b>31700</b>	<b>0.74</b>	<b>31700</b>	<b>0.74</b>
7	Amit Ajay Deshmukh				
	At the beginning of the year	31500	0.73	31500	0.73
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	<b>At the end of the year</b>	<b>31500</b>	<b>0.73</b>	<b>31500</b>	<b>0.73</b>
8	P Jayageethan				
	At the beginning of the year	1600	0.04	1600	0.04
	Date wise Increase / Decrease Purchase				
	in Share holding during the year 29.04.2016	5699	0.13	7299	0.17
	specifying the reasons for increase/ 06.05.2016	400	0.01	7699	0.18
	decrease (e.g. allotment / transfer / 20.05.2016	989	0.02	8688	0.20
	bonus/ sweat equity etc): 03.06.2016	519	0.01	9207	0.21
	10.06.2016	2100	0.05	11307	0.26
	17.06.2016	11200	0.26	22507	0.52
	18.11.2016	6960	0.16	29467	0.69
	25.11.2016	895	0.02	30362	0.71
	<b>At the end of the year</b>	<b>30362</b>	<b>0.71</b>	<b>30362</b>	<b>0.71</b>

## Axel Polymers Limited

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9	Deepak B. Goradia				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease Purchase				
	in Share holding during the year 21.10.2016	13420	0.31	13420	0.31
	specifying the reasons for 17.02.2017	6580	0.15	20000	0.46
	increase/decrease (e.g. allotment/ 24.02.2017	1170	0.03	21179	0.49
	transfer / bonus/ sweat equity etc): 03.03.2017	2000	0.05	23179	0.54
	10.03.2017	5560	0.13	28739	0.67
	<b>At the end of the year</b>	<b>28739</b>	<b>0.67</b>	<b>28739</b>	<b>0.67</b>
10	Deepak Goradia				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease Purchase				
	in Share holding during the year 04.11.2016	8349	0.19	8349	0.19
	specifying the reasons for increase 11.11.2016	11651	0.27	20000	0.46
	/decrease (e.g. allotment/transfer/ 18.11.2016	2500	0.06	22500	0.52
	bonus/ sweat equity etc): 25.11.2016	100	0.0	22600	0.52
	24.03.2017	49	0.0	22649	0.52
	<b>At the end of the year</b>	<b>22649</b>	<b>0.52</b>	<b>22649</b>	<b>0.52</b>

E) Shareholding of Directors and Key Managerial Personnel:

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Bejan Kavasji Bodhanwala At the beginning of the year Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	400 0	0.01 0	400 0	0.01 0
	<b>At the end of the year</b>	<b>400</b>	<b>0.01</b>	<b>400</b>	<b>0.01</b>
2	Aarasp Bejan Bodhanwala At the beginning of the year Date wise Increase / Decrease Transfor Form in Share holding during the year Sr.No.6 above specifying the reasons for increase 17.02.2017 /decrease (e.g. allotment / transfer/bonus/ sweat equity etc):	127300 2500	2.97 0.06	127300 129800	2.97 3.02
	<b>At the end of the year</b>	<b>127300</b>	<b>2.96</b>	<b>129800</b>	<b>3.02</b>
3	Minnie Aarasp Bodhanwala At the beginning of the year Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	120100 0	2.79 0	120100 0	2.79 0
	<b>At the end of the year</b>	<b>120100</b>	<b>2.79</b>	<b>120100</b>	<b>2.79</b>
4	Gaurav Thanky At the beginning of the year Date wise Increase / Decrease Purchase/ in Share holding during the year Sale specifying the reasons for increase 29.07.2016 /decrease (e.g. allotment / transfer/ 05.08.2016 bonus/ sweat equity etc): 19.08.2016 26.08.2016 25.11.2016	199000 3588 3588 9996 (8586) 16281	4.63 0.08 0.08 0.23 (0.20) 0.38	199000 202588 206176 216172 207586 223867	4.63 4.71 4.79 5.03 4.83 5.21
	<b>At the end of the year</b>	<b>223867</b>	<b>5.21</b>	<b>223867</b>	<b>5.21</b>

E) Shareholding of Directors and Key Managerial Personnel:

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	Amitabh Thakore				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
6	Prashant Walvekar				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e. g. allotment / transfer/ bonus/ sweat equity etc):	0	0	0	0
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
7	Shailesh Bharvad				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e. g. allotment / transfer/ bonus/ sweat equity etc):	0	0	0	0
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



**V) INDEBTEDNESS** - Indebtedness of the Company including interest outstanding/ accrued but not due for payment.

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	4,78,67,529	66,56,896	0	5,45,24,425
ii) Interest due but not paid	-	-		
iii) Interest accrued but not due	-	-		
<b>Total (i+ii+iii)</b>	<b>4,78,67,529</b>	<b>66,56,896</b>		<b>5,45,24,425</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	21,21,129	-		21,21,129
* Reduction	-	3,40,000		3,40,000
Net Change	21,21,129	3,40,000		17,81,129
Indebtedness at the end of the financial year				
i) Principal Amount	4,99,88,658	63,16,896		5,63,05,554
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	5,73,361	-		5,73,361
<b>Total (i+ii+iii)</b>	<b>5,05,62,019</b>	<b>63,16,896</b>		<b>5,68,78,915</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sl. No.	Particulars of Remuneration	B K Bodhanwala (Chairman & WTD)	A B Bodhanwala (MD)	Gaurav Thanky (Director & CFO)*	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	3,00,000/-  64,263/-  0	15,00,000/-  0  0	12,00,000/-  0  0	30,00,000/-  0  0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total (A)	3,64,263/-	15,00,000/-	12,00,000/-	30,00,000/-
	Ceiling as per the Act				

**B. Remuneration to other directors :**

No.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	Amitabh Thakore	Prashant Walvekar	
	Fee for attending board committee meetings	0	0	0
	Commission	0	0	0
	Others, please specify	0	0	0
	Total (1)	0	0	0
2	Other Non-Executive Directors	0	0	0
	Fee for attending board committee meetings	0	0	0
	Commission	0	0	0
	Others, please specify	0	0	0
	Total (2)	0	0	0
	Total (B)=(1+2)	0	0	0
	Total Managerial Remuneration	0	0	0
	Overall Ceiling as per the Act	0	0	0

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO*	CS	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961		165000	165000
			0	0
			0	0
			0	0
2	Stock Option		0	0
3	Sweat Equity		0	0
4	Commission - as % of profit Others, specify...		0	0
			0	0
5	Others, please specify		0	0
	Total		165000	165000

\*Shown in Table No. VI

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees	imposed Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>			None		
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>			None		
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>			None		
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of  
Axel Polymers Limited.

sd/-

B.K.Bodhanwala  
Chairman

DIN : 00421717

Date: 05.08.2017

Place: Mokshi

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
AXEL POLYMERS LIMITED  
S NO 309, VIL-MOKSHI, SANKARDA-SAVLI ROAD,  
TAL-SAVLI,  
VADODARA, GUJARAT,

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

Based on our verification of the AXEL POLYMERS LIMITED's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Having regard to the products, processes and locations of the Company as also having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, we further report that the Company has complied with the following laws applicable specifically to the Company:
1. The Environment (Protection) Act, 1986
  2. The Air (Prevention And Control of Pollution) Act, 1981
  3. The Water (Prevention and Control of Pollution) Act, 1974

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Ltd.,

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report (by way of information) that during the audit period:

- (a) The Company has not issued any securities during the period under review and accordingly
  - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and
  - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008were not applicable during the audit period.
- (b) The Company has neither got delisted Equity Shares nor bought back any security of the Company and accordingly
  - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
  - The Securities and Exchange Board of India (Buyback of Securities ) Regulations, 1998 were not applicable during the audit period.
- (c) Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India mandatorily applicable during the audit period were complied with.

## Axel Polymers Limited

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- (d) The Company has complied with the SEBI (Prohibition of Insider Trading) Regulations, 2015 enacted in repealment of the SEBI (Prohibition of Insider Trading) Regulations, 1992.

For Devesh Vimal & Co.  
Practising Company Secretaries

Date: 31.07.2017  
Place: Vadodara

sd/-  
CS Devesh A. Pathak  
Partner  
FCS No.4559  
CP No.: 2306

Note: This report is to be read with our letter of even date which is enclosed as forming integral part of this report.

31<sup>st</sup> July, 2017

To,  
The Members,  
AXEL POLYMERS LIMITED  
S No 309, Vil-Mokshi, Sankarda-Savli Road  
Tal-Savli,  
Vadodara - 391 780

**Ref :** Secretarial Audit Report dated 31st July, 2017 pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and the practices we followed provided reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of Accounts of the Company and have relied upon the reports of designated professionals including Statutory Auditors for the purpose.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, regulations and happenings of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards, is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Devesh Vimal & Co.  
Practising Company Secretaries

CS Devesh A. Pathak  
Partner  
FCS No. 4559  
CP No.: 2306

**ANNEXURE – 3 AOC-2**

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.]

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2017 which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship	Dhara Petrochemicals Pvt. Ltd Director & CFO	V R Industries Partner
(b) Nature of contracts/ arrangements/transactions	Manufacturing Purchase & Sales Agreement	Manufacturing Purchase & Sales Agreement
(c) Duration of the contracts / arrangements/transactions	3 years	3 years
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	The Terms are mainly to Buy Sell or Manufacture Compounds of Engineering Polymers in domestic as well as Export Market. Period is 3 years Value of Contract in previous year- 25.44 Crore	The Terms are mainly to Buy Sell or Manufacture Compounds of Engineering Polymers in domestic as well as Export Market. Period is 3 years Value of Contract in previous year- 8.32 Crore
(e) Date(s) of approval by the Board, if any:	28.05.2016	28.05.2016
(f) Amount paid as advances, if any:	357.64 Lacs Security Deposit	121.11 Lacs Security Deposit

For and on behalf of The Board of  
Axel Polymers Limited.

Date: 05.08.2017  
Place: Mokshi

sd/-  
B.K.Bodhanwala  
Chairman  
DIN: 00421717



**Annexure - 4**  
**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**Industry structure and development**

Axel is a leading Manufacturer of Compounds Blends & Alloys of Engineering Polymers in India. Changing economic and business conditions, technological innovation and technology adoption are making the markets more competitive. The customer focus has shifted to cost saving and alternate solution. Axel always provides the optimum solution to its customer.

These are challenging times across the world. Almost every business every individual is being impacted in these times and your Company is no exception to it. This is the time for us to show what we are made up of. We must work harder and smarter, delight our customers now more than ever. The true spirit is founded on our enthusiasm, on our constant will to renew, on our willingness to assume responsibility and to ensure that we succeed. Your Company backed by a list of Multinational and Indian Corporate Giants and remarkable processing talents was able to face those challenges by bolstering talent and cost effective plans across the company.

**Performance Analysis**

The performance analysis for the year; we achieved a Net Revenue of Rs. 2221.53 lacs during the year. The Interest & Finance Costs for the year stood at Rs. 93.16 lacs, which is nearly 4% of the Net Sales & Depreciation at Rs. 21.30 Lacs. The RMC stood at Rs. 1746.16 lacs.

**Opportunities & Threats**

Compared to the Global crisis, the effect on India was less pronounced. The main factor is the domestic consumption in India is sufficiently large. Sustained domestic growth will bring improvement in all facets of life.

World markets continued to remain in the slump but do recognise the competitiveness of Indian products and services. This will in turn accelerate the pace of the domestic markets too in future.

The Company has launched its own Brand of Polymer Compounds. The market penetration is extremely good and the response received from the new customers was welcome. However, with our presence in the Compounding Industry for nearly 2 decades, made things fall into place with lesser difficulties.

The existing expanded scale of our operations, future developments, low overheads, and qualities of products matching with International Standards are our inherent strengths. This in turn continues to give us unparalleled platform to be more competitive. We are focused to deliver superior values to customers, ensuring International qualities for all the products and services.

**Segment wise / Product wise performance**

Class of Goods	Unit	Sales Qty MT	Value (Rs lacs)
Compounds of Engineering Polymers	MT	3418.571	2442.93

## Outlook

We are one of the oldest Companies in the field of Engineering Polymers. With the launch of own Brand of Polymer Compounds your Directors are confident and optimistic of generating additional revenues at a higher rate. The demand for this product will never be in slump due to the sheer size of the Domestic Market.

The New Year started with positive note; people started getting over the increased costs. The required / requested price rise was also coming from some sectors; to start with. Marketing Strategy and efforts to cater to diverse industrial applications were showing results and sales are growing from early parts of the year itself, newer opportunities are showing positive signs and contracted sales opportunities are offered.

## Risk Management

Polymer Industry has a certain specific set of risk characteristics, which needs to be carefully evaluated and mitigated. In order to effectively manage the same, the Company has evolved proactive Risk Management System, which is adhered to. The risk management covers the entire process from capital investment, competitors' activities, new entrants etc. Continual reforms and emphasis on technological developments shall reduce the exposure to risk.

## Internal Control Systems

There are adequate internal control systems operating in the Company, which are commensurate with the size and operations of the Company. The Audit Committee supervises the checks and controls exercised, and reports any suggestions or deviations on a continuing basis.

Further, during the current year the Company has maintained ISO 9001 – 2008 Certification. This has further improved the efficiency and the responsibility of the employees.

## Financial performance vis-à-vis Operational performance

Our production and revenues have increased during the current year. There has been an all round growth in the Polymer market.

The performance analysis for the year; we achieved a Net Revenue of Rs. 2221.53 lacs during the year. The Interest & Finance Costs for the year stood at Rs. 93.16 lacs, which is nearly 4% of the Net Sales & Depreciation at Rs. 21.30 Lacs. The RMC stood at Rs. 1746.16 lacs;

The Company has paid all the Financial Commitments to Bank within the stipulated period as per the Audit Report. The production costs in absolute terms, increased during the current year.

## Human Resources

The focus is on the capability development, performance management and employee engagement. This is expected to improve the cost competitiveness through greater levels of employee participation, commitment and involvement.

## **CAUTIONARY STATEMENT**

Statement in this management analysis detailing the Company's objectives, projections, estimates, expectations, or predictions may be "forward looking" statements within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that may influence your Company's operations include Global and domestic supply and demand conditions affecting selling prices, input availability and prices, changes in Government policies, regulations, tax regimes, economic development within and outside the country and other allied factors. The Company assumes no responsibility to publicly amend, modify or revise the forward looking statement on the basis of subsequent developments, information or events.

**MD/CFO CERTIFICATION TO THE BOARD**  
(Under Regulation 17(8) of Listing Regulation, 2015)

We, Mr. Aarasp B. Bodhanwala, Managing Director and Mr. Gaurav S. Thanky, Chief Financial Officer certify that -

a. We have reviewed the financial statements for the Quarter and Year ended on 31st March, 2017 and that to the best of our knowledge and belief:

- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the Quarter and Year ended on 31st March, 2017 which are fraudulent, illegal or violative of the Company's code of conduct;

c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps have taken or proposed to be taken to rectify these deficiencies.

- d.
- There has not been any significant change in internal control over financial reporting during the Year under reference.
  - There has not been any significant change in accounting policies during the Year requiring disclosure in the notes to the financial statements; and
  - We are not aware of any instance during the Year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: Moxi  
Date: 30.05.2017

sd/-  
A. B. Bodhanwala  
Managing Director

sd/-  
Gaurav Thanky  
Chief Financial Officer

## Independent Auditor's Report

To,  
To the Members of  
AXEL POLYMERS LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of AXEL POLYMERS LIMITED ("the Company") which comprise the Balance sheet as at 31 March 2017 and the Statement of Profit and Loss, the Cash flow Statement for the year the ended and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

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

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the act and the rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified u/s 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31 March 2017, and its statement of profit and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
  - c. The Balance Sheet, Statement of Profit and Loss and cash flow statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial Statements comply with the Accounting Standards referred to in section 133 the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
  - e. On the basis of written representations received from the directors as on 31 March 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017, from being appointed as a director in terms of section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - g. With respect to the matter to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigation.
    - ii. The Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses;
    - iii. There is no such amount which is required to be transfer to the Investor education and protection fund by the Company.
    - iv. The Company has provided requisite disclosures in the standalone financial statements as to holding as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to December, 2016, on the basis of information available with the Company. Based on audit procedures, and relying on management's representation, we report that disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the Management. – Refer Note 2.26(7)

For SHAH & BHANDARI  
Chartered Accountants  
Firm No.: 118852W

(Yogesh Bhandari)  
Partner  
M.No.046255

Place : Vadodara  
Date : 30.05.2017

## "ANNEXURE-A" TO THE AUDITOR'S REPORT

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) As explained to us, fixed assets are physically verified by the management at the year-end, which in our opinion, is reasonable, looking to the size of the company and its nature of business, and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, title deeds are held in the name of the company.
  - (a) As explained to us, Inventories has been physically verified during the year and at the year-end.
  - (b) In our opinion the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company is maintaining proper records of inventory. As informed to us the discrepancies noticed on physical verification of stocks as compared to book records were not Material, however, the same have been properly dealt with in the books of account.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act. Hence clause 3(iii) of the Order is not applicable to the company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not given any Loans nor made any investments under the provisions of section 185 and 186 of the Act.
- v. The Company has not accepted any deposits during the year from the public within the meaning of sections 73 & 74 of the Act and the rules framed there under to the extent notified.
- vi. As informed to us the provision Pursuant to the rules made by the Central Government of India, the Company is not required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. Hence clause 3(vi) of the Order is not applicable to the company.
- vii. (a) The company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, , service tax, duty of customs, duty of excise, value added tax or cess dues with the appropriate authorities. There are no undisputed amounts payable as at 31.03.2017 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, there are no dues of income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax or cess dues under dispute as on 31st March 2017 .
- viii. Based on our audit procedures and on the information and explanation given to us by management, the Company has not defaulted in repayment of its loan and interest to the banks.
- ix. According to the information and explanations given to us, no new term loan was availed during the year Hence clause 3(ix) of the Order is not applicable to the company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

- xi. The Company has paid/provided for management remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not of a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with Section 188 and 177 of Companies Act, 2013 and are disclosed in the financial statement as required by relevant Accounting Standards.
- xiv. According to the information and explanations given to us, The Company does not have made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For SHAH & BHANDARI  
Chartered Accountants  
Firm No.: 118852W

Place : Vadodara  
Date : 30.05.2017

(Yogesh Bhandari)  
Partner  
M.No.046255



## Annexure - B to the Auditors' Report

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Axel Polymers Limited as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SHAH & BHANDARI  
Chartered Accountants  
FRN.: 118852W

Place: Vadodara  
Date: 30th May, 2017

(Yogesh Bhandari)  
Partner  
M.No. 046255

# Axel Polymers Limited

## BALANCE SHEET AS AT 31st March 2017

Amount Rs.

Particulars	Note No.	As At 31-03-2017	As At 31-03-2016
<b>I. EQUITY AND LIABILITIES</b>			
(1) Shareholder's Funds			
(a) Share Capital	2.1	4,30,00,000	4,30,00,000
(b) Reserves and Surplus	2.2	(3,08,96,416)	(3,29,02,730)
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	2.3	63,16,896	66,56,896
(b) Other Long term Liabilities	2.4	4,78,75,000	4,78,75,000
(C) Long term provisions	2.5	5,57,511	7,92,497
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	2.6	5,05,62,019	4,78,67,529
(b) Trade payables	2.7	1,59,20,829	1,53,29,977
(c) Other current liabilities	2.8	17,82,715	8,30,030
(d) Short-term provisions	2.9	28,69,676	18,42,671
<b>Total</b>		<b><u>13,79,88,232</u></b>	<b><u>13,12,91,870</u></b>
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets			
(i) Tangible Assets	2.10	3,50,16,432	2,81,01,558
(ii) Capital work-in-progress		-	1,34,071
(b) Deferred Tax Asset	2.11	7,82,212	7,82,212
(C) Long term loans and advances	2.12	68,34,138	60,45,440
(2) Current assets			
(a) Inventories	2.13	5,71,73,409	4,05,11,636
(b) Trade receivables	2.14	3,16,43,235	4,36,61,459
(c) Cash and cash equivalents	2.15	37,24,918	63,36,107
(d) Short-term loans and advances	2.16	26,87,648	32,37,527
(e) Other Current Asset	2.17	1,26,240	24,81,860
		<b><u>13,79,88,232</u></b>	<b><u>13,12,91,870</u></b>

As per Report of even date attached

**For Shah & Bhandari**  
Chartered Accountants  
FRN : 118852W

**For & on Behalf of The Board**  
**Axel Polymers Limited**

sd/-  
B.K.Bodhanwala  
Chairman

sd/-  
A.B.Bodhanwala  
Managing Director

Yogesh Bhandari  
Partner  
M. No. : 46255

sd/-  
Gaurav Thanky  
CFO

sd/-  
Shailesh Bharvad  
Company Secretary

Dated : 30th May, 2017 At : Vadodara.

# Axel Polymers Limited

## PROFIT & LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Amount Rs.

PARTICULARS	Note No.	2016-17	2015-16
<b>I Revenue from operations (Gross)</b>	2.18	24,42,93,292	20,35,64,007
Less: Excise Duty		2,48,78,880	1,82,59,201
Revenue from operations (Net)		<u>21,94,14,412</u>	<u>18,53,04,806</u>
<b>II Other Income</b>	2.19	27,37,163	8,02,032
<b>III Total Revenue ( I + II )</b>		<u><b>22,21,51,575</b></u>	<u><b>18,61,06,838</b></u>
<b>IV Expenses</b>			
Cost of Material consumed	2.20	17,46,15,880	13,27,97,795
Purchase of Stock in Trade	2.21	21,99,568	1,14,20,388
Changes in inventory of finished goods & work-in-progress	2.22	(74,27,283)	(3,00,568)
Employee benefit expenses	2.23	1,10,62,924	81,71,390
Financial costs	2.24	93,15,706	84,19,926
Depreciation and amortization expenses	2.10	21,30,286	24,62,878
Other expenses	2.25	2,78,48,733	2,16,08,047
<b>Total Expenses</b>		<u><b>21,97,45,813</b></u>	<u><b>18,45,79,857</b></u>
<b>V Profit before tax (III - IV)</b>		24,05,761	15,26,982
<b>VI Tax expense</b>			
(1) Current tax		3,99,447	-
(2) Deferred tax		-	-
<b>VII Profit/(Loss) for the year</b>		<u><b>20,06,314</b></u>	<u><b>15,26,982</b></u>
<b>VIII Earning per equity share (Face value of Rs. 10/-)</b>			
Basic & Diluted		0.47	0.36
No. of Shares C.Y.& P.Y.43,00,000			
Significant Accounting Policies	1		
Notes to Financial Statements	2		

As per Report of even date attached

**For Shah & Bhandari**  
Chartered Accountants  
FRN : 118852W

Yogesh Bhandari  
Partner  
M. No. : 46255

sd/-  
B.K.Bodhanwala  
Chairman

sd/-  
Gaurav Thanky  
CFO

Dated : 30th May, 2017 At : Vadodara.

**For & on Behalf of The Board**  
**Axel Polymers Limited**

sd/-  
A.B.Bodhanwala  
Managing Director

sd/-  
Shailesh Bharvad  
Company Secretary

**CASH FLOW STATEMENT AS AT 31.03.2017**

PARTICULARS	As at 31.3.2017	As at 31.03.2016
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and extra ordinary items(Including Prior period adjustments)	24,05,761	15,26,982
Adjusted for depreciation and w/off misc. expenses	21,30,286	24,62,878
(Gain)/Loss on sale of Fixed Assets	(2,89,717)	30,050
Interest income	(16,11,417)	(4,70,877)
<b>Operating Profit before working capital changes</b>	<b>26,34,913</b>	<b>35,49,033</b>
<b>Adjustment for (increase)/decrease in Operating assets</b>		
Inventories	(1,66,61,773)	47,31,992
Trade Receivables	1,20,18,224	1,10,22,040
Short term Loans & advances	5,49,879	19,50,830
Other Current Assets	23,55,620	(24,56,398)
Long term loans & advance	(7,88,697)	(8,58,181)
<b>Adjustment for (increase)/decrease in Operating Liabilities</b>		
Trade Payables & Provisions	16,17,857	(4,67,12,744)
Other current liabilities	9,52,685	(10,47,237)
Long term Liabilities & Provisions	(2,34,985)	1,20,95,035
<b>CASH GENERATED FROM OPERATIONS</b>	<b>24,43,723</b>	<b>(1,77,25,630)</b>
Direct Tax Paid	3,99,447	-
<b>NET CASH GENERATED FROM OPERATIONS</b>	<b>20,44,276</b>	<b>(1,77,25,630)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets /increase CWIP	(89,86,373)	(8,02,579)
Adjustments in CWIP		29,55,000
Sale of Assets ( Including Profit)	3,65,000	3,60,000
Interest Income	16,11,417	4,70,877
Change in Bank Margin money/FD originally matured more than 3 months	16,25,300	(10,01,366)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(53,84,656)</b>	<b>19,81,932</b>
<b>C CASH FLOWS FROM FINANCIAL ACTIVITIES</b>		
Proceeds from long term borrowings	(3,40,000)	3,97,687
Proceeds from short term borrowings	26,94,490	1,03,87,143
<b>NET CASH FROM/USED IN FINANCING ACTIVITIES</b>	<b>23,54,491</b>	<b>1,07,84,831</b>
Net increase/decrease in Cash and equivalents	(9,85,889)	(49,58,867)
Opening balance of Cash and Cash equivalents	10,59,307	60,18,174
Closing balance of Cash and Cash equivalents	73,418	10,59,307
<b>Cash and cash Equivalents include</b>		
Cash in hand	73,418	4,54,464
Balance with Scheduled Bank		
- In Current Account	-	6,04,843
- In Deposit Account		-
(held as Margin Money having original maturity of less than 12 months)		

As per Report of even date attached

**For Shah & Bhandari**  
Chartered Accountants  
FRN : 118852W

**For & on Behalf of The Board**  
**Axel Polymers Limited**

sd/-  
B.K.Bodhanwala  
Chairman

sd/-  
A.B.Bodhanwala  
Managing Director

Yogesh Bhandari  
Partner  
M. No. : 46255

sd/-  
Gaurav Thanky  
CFO

sd/-  
Shailesh Bharvad  
Company Secretary

Dated : 30th May, 2017 At : Vadodara.

**Note To Financial Statements**

Particulars	31-03-2017		31-03-2016	
<b>Note : 2.1 Share Capital</b>				
AUTHORISED SHARE CAPITAL :				
50,00,000 Equity Shares of ` 10/- each (P.Y.50,00,000 Equity Shares of ` 10/- each)		<u>5,00,00,000</u>		<u>5,00,00,000</u>
ISSUED ,SUBSCRIBED & PAID UP CAPITAL :				
43,00,000 EquityShares of ` 10 each fully paid up (P.Y. 43,00,000 Equity Shares of ` 10/-each)		<u>4,30,00,000</u>		<u>4,30,00,000</u>
		<u>4,30,00,000</u>		<u>4,30,00,000</u>
Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:				
Equity Shares with voting rights	No.of Shares	Amount Rs.	No.of Shares	Amount Rs.
Opening Balance	4300000	4,30,00,000	4300000	4,30,00,000
Add:Fresh Issue	0	0	0	0
Closing Balance	4300000	4,30,00,000	4300000	4,30,00,000
Shareholders holding exceeding 5% shares	No.of Shares	%	No.of Shares	%
Gaurav Thanky	223867	5.21	199000	4.63
<b>Note : 2.2 Reserve &amp; Surplus</b>				
Capital Investment Subsidy (From Government of Gujarat)		25,00,000		25,00,000
<u>Profit &amp; Loss account</u>				
As at Commencement of the Year	(3,54,02,730)		(3,69,29,712)	
Add : Transferred from Profit & Loss Account	20,06,314	(3,33,96,416)	15,26,982	(3,54,02,730)
As at end of the Year		<u>(3,08,96,416)</u>		<u>(3,29,02,730)</u>
<b>Note :2.3 Long-Term Borrowings</b>				
Unsecured Loans				
Long Term Loans - Others				
From Directors and Related Parties (Terms: Repayment is not stipulated, repayble after 12 months and Rate of Interest is 0-12%)		63,16,896		66,56,896
		<u>63,16,896</u>		<u>66,56,896</u>
<b>Note: 2.4 Other Long term Liabilities</b>				
Security Deposits		4,78,75,000		4,78,75,000
(Interest Free Security deposits from firm/ Company in which KMP is interested)		<u>4,78,75,000</u>		<u>4,78,75,000</u>

<b>Note 2.10 FIXED ASSETS</b>											
P A R T I C U L A R S	G R O S S B L O C K				D E P R E C I A T I O N				N E T B L O C K		
	AS ON 01.4.2016	ADD.	DED.	AS ON 31.03.2017	AS ON 01.04.2016	FOR THE YEAR		AS ON 31.03.2017	AS ON 31.03.2017	AS ON 31.03.2016	
						Additions	Adjustments Refer note				
FREE HOLD LAND	2987286	0	0	2987286	0	0	0	0	2987286	2987286	
BUILDING	3453850	467471	0	3921321	1153287	56090		1209377	2711944	2300563	
FACTORY BUILDING	18325911	1346968	0	19672879	7011055	612835		7623890	12048989	11314856	
PLANT & MACHINERY	62030312	3310219	0	65340531	52956516	797815	0	53754331	11586200	9073796	
ELECTRICAL INSTALLATIONS	2626874	756883	0	3383757	2308750	71017	0	2379767	1003990	318124	
LABORATORY EQUIPMENTS	2591654	2556626	0	5148280	1452732	313570	0	1766302	3381978	1138922	
FURNITURE & FIXTURES	1541381	551687	0	2093068	1166280	132586	0	1298866	794202	375101	
DATA PROCESSING MACHINES	1511824	44440	0	1556264	1478706	18296	0	1497002	59262	33118	
OFFICE EQUIPMENTS	1292642	86150	0	1378792	1053414	64174	0	1117588	261204	239228	
VEHICLES	1500372	0	1209134	291238	1179809	63903	1133851	109861	181377	320563	
<b>GRAND TOTAL</b>	<b>97862106</b>	<b>9120444</b>	<b>1209134</b>	<b>105773416</b>	<b>69760649</b>	<b>2130286</b>	<b>1133851</b>	<b>70756984</b>	<b>35016432</b>	<b>28101558</b>	
Previous Year Figures	97976789	668508	783191	97862106	67690811	2462878	0	69760548	28101558	30285978	

**Note To Financial Statements**

Particulars	31-03-2017	31-03-2016
<b>Note : 2.5 Long Term Provisions</b>		
For Gratuity	5,57,511	7,92,497
	<u>5,57,511</u>	<u>7,92,497</u>
<b>Note : 2.6 Short term borrowings</b>		
<b>Secured Loans</b>		
<b>Loan repayble on demand from Banks</b>		
<b>Cash Credit</b>	5,05,62,019	4,78,67,529
(Secured by Hypothication of Stock, Book-debts & Equitable Mortgage of Land & Building, Plant & Machinery & Personal Properties of Directors and Personal Guarantees of Directors carries interest rate @ 12.80% p.a.)		
	<u>5,05,62,019</u>	<u>4,78,67,529</u>
<b>Note : 2.7 Trade Payable</b>		
Trade payables for goods & services	1,59,20,829	1,53,29,977
Micro,Small and Medium Enterprises ( Refer Note : 2.26(2) )	-	-
	<u>1,59,20,829</u>	<u>1,53,29,977</u>
<b>Note : 2.8 Other Current Liabilities</b>		
Balance due to Government Authorities	17,27,640	8,30,030
Overdrawn Bank Balances	55,075	-
	<u>17,82,715</u>	<u>8,30,030</u>
<b>Note :2.9 Short-Term Provisions</b>		
For Expenses	13,28,308	14,17,542
For Excise Duty	10,91,368	4,25,129
For Gratuity	4,50,000	-
	<u>28,69,676</u>	<u>18,42,671</u>
<b>Note : 2.11 Deferred Tax Asset</b>		
Deferred Tax Asset on account of:		
Expense on payment basis/Business		
Loss and Unabsorbed Depreciation	42,96,525	41,11,127
Less:Deferred Tax Liability on account of :		
Difference between book and tax written down values of fixed assets	35,14,313	33,28,915
(* The deferred tax asset is not recognised during the year and previous year , due to virtual certainty of future profit and has been restricted to such opening balance)		
	<u>7,82,212</u>	<u>7,82,212</u>



**Note To Financial Statements**

Particulars	31-03-2017	31-03-2016
<b>Note:2.12 Long-Term Loans &amp; Advances</b>		
Unsecured Advances, Considered good		
Deposits	20,66,172	13,59,535
Balance due with revenue authorities	17,48,707	12,45,475
Advances for capital items	29,55,000	29,55,000
Advance Tax (Net of provision )	64,260	4,85,431
	68,34,138	60,45,440
<b>Note : 2.13 Inventories</b>		
(At lower of Cost or Net Realisable Value)		
Raw Material	4,19,96,432	3,33,82,805
Work in Progress	21,86,475	89,104
Finished Goods	98,22,311	38,26,160
Consumables	31,68,191	32,13,567
	5,71,73,409	4,05,11,636
<b>Note : 2.14 Trade Receivables</b>		
(a) Trade receivable outstanding for a period exceeding six months from the date they become due for payment		
	1,12,80,401	1,24,28,756
(i)Unsecured considered Good		
(ii) Doubtful	-	24,85,752
Less: Provision for doubtful debts	-	24,85,752
	1,12,80,401	99,43,004
(b)Trade receivable outstanding for a period less than six months from the date they become due for payment (Includes dues from firm/Company in which KMP is interested C.Y Rs. 154.47 & P.Y. Rs.291.52 )		
	2,03,62,834	3,37,18,455
	3,16,43,235	4,36,61,459
<b>Note : 2.15 Cash &amp; Bank Balance</b>		
Cash & Cash Equivalent		
Cash in Hand	73,418	4,54,464
Balance with Banks in current account	-	6,04,843
Other Bank Balance		
In Fixed Deposits	36,51,500	52,76,800
(held as Margin Money )		
	37,24,918	63,36,107
<b>Note : 2.16 Short Term Loans &amp; Advances</b>		
Unsecured, Considered Good		
Advance to Staff and Others	20,52,975	21,27,975
Balance with government authorities	5,21,845	9,93,600
Prepaid Expenses	1,12,828	1,15,952
	26,87,648	32,37,527

**Note To Financial Statements**

Particulars	31-03-2017		31-03-2016	
<b>Note: 2.17 Other Current Assets</b>				
Unsecured, Considered Good				
Accrued Interest on Deposits		1,26,240		24,81,860
		<u>1,26,240</u>		<u>24,81,860</u>
<b>Note : 2.18 Revenue from Operation</b>				
Sale of Products	22,80,46,476		18,15,27,939	
Sale of Services	1,62,46,816		2,20,36,068	
Less : Excise Duty	2,48,78,880		1,82,59,201	
		<u>21,94,14,412</u>		<u>18,53,04,806</u>
Sales of Major Products				
Sales of PA-6 / 66	62,817,150		3,23,59,235	
Sales of PBT/PET	27,421,436		1,83,31,307	
Sales of PC	32,490,884		1,79,41,820	
Sales of PP	2,721,656		26,85,754	
Sales of PPE	98,280,628		6,74,12,664	
Sales of Other Products	4,314,722		4,27,97,159	
	<u>228,046,476</u>		<u>181,527,939</u>	
<b>Note : 2.19 Other Incomes</b>				
Interest Income		16,11,417		4,70,877
Profit from sale of Fixed assets		2,89,717		-
Foreign Exchange gain		8,36,029		-
Miscellaneous Income		-		3,31,155
		<u>27,37,162.50</u>		<u>8,02,032.37</u>
<b>Note: 2.20 Cost of Materials Consumed</b>				
Raw Material Consumed				
Opening Stock		3,33,82,805		3,88,06,318
Purchases		18,32,29,507		12,73,74,282
		21,66,12,312		16,61,80,600
Less : Closing Stock		4,19,96,432		3,33,82,805
Raw Material Consumed		17,46,15,880		13,27,97,795
Details of Imported and Indigenous RM Purchases %		Percentage(%)	Amount Rs.	Percentage(%)
Imported	6,07,14,143	34.77	6,10,99,759	46.01
Indigenous	11,39,01,737	65.23	7,16,98,036	53.99
<b>Total...</b>	<b>17,46,15,880</b>	<b>100.00</b>	<b>13,27,97,795</b>	<b>100.00</b>
Major items of Raw material consumption				
Polyamide -6/66	3,75,42,560		2,02,10,258	
Polycarbonate	2,42,47,234		1,37,36,675	
Other Polymers	66,74,186		1,10,94,355	
Propylene	18,35,682		16,81,587	
PBT	86,27,032		73,62,238	
PPE	2,88,80,253		2,70,51,697	
HIPS	3,54,28,212		2,02,56,280	
Others	3,13,80,721		3,14,04,705	
	<u>17,46,15,880</u>		<u>13,27,97,795</u>	

**Note To Financial Statements**

Particulars	31-03-2017	31-03-2016
<b>Note: 2.21 Purchase of Stock in Trade</b>		
Purchase- TPU	21,99,568	1,14,20,388
	<u>21,99,568</u>	<u>1,14,20,388</u>
<b>Note :2.22 Changes in inventory of finished goods &amp; work-in-progress</b>		
Closing Stock of :		
Finished Goods of Compounds of Engg.Polymers	98,22,311	38,26,160
Work in Progress	21,86,475	89,104
Total (A)	<u>1,20,08,786</u>	<u>39,15,264</u>
Opening Stock of :		
Finished Goods of Compounds of Engg.Polymers	38,26,160	24,23,720
Work in Progress	89,104	10,35,149
Total (B)	<u>39,15,264</u>	<u>34,58,869</u>
(Increase)/Decrease in Stock (A-B)	(80,93,522)	(4,56,395)
Less : Excise duty related to the difference between closing stock & opening stock of finished goods (Refer Note no. 2.26(8))	6,66,239	1,55,827
	<u>(74,27,283)</u>	<u>(3,00,568)</u>
<b>Note : 2.23 Employees benefits</b>		
Salary, Wages, Allowances & other benefits	1,03,92,493	77,71,202
Contribution to Provident fund and other funds	5,93,778	3,51,408
Staff Welfare Expenses	76,653	48,780
	<u>1,10,62,924</u>	<u>81,71,390</u>
<b>Note : 2.24 Financial Cost</b>		
Interest to Bank	69,83,878	53,74,350
Interest to Others	95,837	6,84,937
Net (gain)/loss on Foreign currency Loans	(2,78,910)	-
Bank charges	25,14,901	23,60,639
	<u>93,15,706</u>	<u>84,19,926</u>

**Note To Financial Statements**

Particulars	31-03-2017		31-03-2016	
<b>Note : 2.25 Other Expenses</b>				
Manufacturing Expenses				
Power & Fuel	81,30,523		90,07,523	
Repairs & Maintainance to Plant & Machinery	4,38,440		5,47,931	
Factory Expense	98,001		2,04,588	
Administrative & Others Expenses				
Clearing, Forwarding & Freight Charges	57,70,817		30,46,945	
Consumption of Store & Spares	16,31,181		27,70,082	
Foreign Exchange Fluctuation Loss(Net)	-		60,437	
Insurance	2,28,422		2,14,999	
Loss on sale of fixed Asset	-		30,050	
Payment to Auditor:				
For Audit Fee	2,25,000		1,71,000	
Bad debts/ Provision for Bad Debts*	61,59,385		24,85,752	
Rates & Taxes	9,656		62,801	
Repairs & Maintenance to Others	3,24,750		2,70,698	
Misc. Expenses	48,32,559		27,35,242	
	<u>2,78,48,733</u>		<u>2,16,08,047</u>	

## NOTE 1

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### 1.1. Basis of preparation of financial statements

The financial statement of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provision of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable.

These Financial statements are prepared under historical cost conventions on accrual.

#### 1.2. Use of estimates

The preparation of financial statement requires management of the company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and reported.

#### 1.3. Inventories

Inventories are Valued at lower of cost or net realizable value. Valuation is ascertained on following basis.

- a. Raw materials, stores, spares and consumables on FIFO basis.
- b. Semi-finished goods and finished goods, cost includes direct material and labour and proportion of manufacturing overheads on FIFO basis. Cost of finished goods includes excise duty.

#### 1.4. Cash and Cash Equivalents:

The cash flow statements is prepared by the "Indirect Method" set out in Accounting Standard 3 on "Cash Flow Statement" and presents the cash flow by Operating, Investing & Financing activities of the company.

Cash and Cash Equivalents for the purpose of Cash Flow Statement comprise cash at bank and in hand and short term Investment with the Original Maturity of 3 months or less.

#### 1.5. Fixed assets and depreciation

Fixed assets are stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until fixed assets are ready for use. Capital work-in-progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date. Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.

The depreciation during the year has been provided on straight line basis as per Schedule II of the Companies act 2013 since the acquisition of respective fixed assets. The depreciation on fixed assets is provided on the straight line method considering the useful life and residual value of respective fixed asset.

#### 1.6. Revenue recognition:

- a) Revenue from sale of goods is recognised when significant risks and rewards of ownership have been passed to the buyer and when the effective control of the seller as the owner is lost. Revenues are recorded at invoice value, net of value added tax and excise.
- b) Interest income is recognized on time proportion basis.
- c) Dividend income is recognised when the right to receive payment is established.
- d) Job work income is recognised on completion of job.

## 1.7 Foreign currency transactions

### Exchange differences

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at year end exchange rates.

- a) Exchange differences arising on settlement of transactions and translation of monetary items other than those covered by (2) below are recognized as income or expense in the year in which they arise. Exchange differences considered as borrowing cost are capitalized to the extent these relate to the acquisition / construction of qualifying assets and the balance amount is recognized in the Profit and Loss Statement.
- b) Exchange differences relating to long term foreign currency monetary assets / liabilities are accounted for with effect from April 1, 2007 in the following manner:
  - Differences relating to borrowings attributable to the acquisition of the Depreciable capital asset are added to / deducted from the cost of such capital Assets.

### 1.8. Employee Benefits

- a) The Company's contribution in respect of provident fund is charged to Profit and Loss Account each year
- b) With respect to gratuity liability, Company contributes to Life Insurance Corporation of India (LIC) under LIC's Group Gratuity policy. Gratuity liability as determined on actuarial basis by the independent valuer is charged to Profit and Loss Account.

### 1.9. Borrowing Costs:

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset should be capitalised as part of the cost of that asset. The amount of borrowing costs eligible for capitalisation should be determined in accordance with this Standard. Other borrowing costs should be recognised as an expense in the period in which they are incurred

To the extent that funds are borrowed specifically for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation on that asset should be determined as the actual borrowing costs incurred on that Borrowing during the period less any income on the temporary investment of those borrowings.

### 1.10. Segment disclosures:

The company operates in a single business segment, i.e. of manufacturing of compounds, blends & alloys of Engineering Polymers; and also no geographical segments as company operates only in India. Accordingly, no separate disclosures required by AS-17 for primary business segment and geographical segment.

### 1.11. Lease:-

#### Finance Leases

Assets acquired under lease where the company has substantially all the risk and rewards of ownership are classified as finance lease. Such leases are capitalised at the inception of lease at lower of the fair value and present value of minimum lease payments. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

#### Operating Leases

Assets acquired as leases where a significant portion of risks and rewards of ownership are retained by the lessor are classified as operating lease. Operating lease charges are recognised in the Profit and Loss account on a straight line basis over the lease term.

## 1.12. Earnings Per Share

The Company reports basic and diluted earnings per share in accordance with the Accounting Standard – 20-' Earning per Share' prescribed by the Companies (Accounting Standard) Rules 2006. Basic Earning per Share is computed by dividing the net profit or loss for the year by the weighted average number of Equity Share outstanding during the year. Diluted earnings per share is computed by dividing the net profit or loss for the year by the weighted number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity share.

## 1.13. Taxes on Income

Provision for taxation comprises of Current Tax and Deferred Tax .Current tax has provision has been made the basis of reliefs and deduction available under Income Tax Act, 1961. Deferred tax resulting from "timing differences" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax assets is recognized and carried forward only to the extent the assets can be realized in future. However, where there is unabsorbed depreciation or carry forward losses under taxation laws, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each Balance sheet date.

## 1.14. Impairment of Assets:-

The Company tests for impairments at the close of the accounting period if and only if there are indications that suggest a possible reduction in the recoverable value of an asset. If the recoverable value amount of an Asset, i.e. the net realisable value or the economic value in use of a cash generating unit, is lower than the carrying amount of the Asset the difference is provided for as impairment. However, if subsequently the position reverses and the recoverable amount become higher than the then carrying value the provision to the extent of the then difference is reversed, but not higher than the amount provided for.

## 1.15. Provisions, Contingent Liabilities and Contingent Assets:-

Provision is recognized only when there is a present obligation as a result of past events and when reliable estimates of the amount of the obligation can be made. Contingent liability is disclosed for:-

- a) Possible Obligations which will be confirmed only by future events not wholly within the control of the company or
- b) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or reliable estimates of the amount of the obligation cannot be made. Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

## 2. 26 NOTES TO THE ACCOUNTS:

### 1. Contingent Liability:

Particulars	Rs. In lacs	
	As at 31/3/2017	As at 31/3/2016
Income Tax Demand -TDS /TAX	10.13	10.83

2. The company has not received any intimation from the suppliers regarding their status under the Micro, Small and Medium enterprise development Act 2006 and hence disclosures, if any relating to amounts unpaid as at year end together with interest payable as required under the said Act have not been given.
3. Disclosure of related party transaction as required by Accounting Standard – 18 issued by the Institute of Chartered Accountants of India:

#### Key Management Personnel and their relatives as on 31.03.2017 are as under:

Relationship	Name
Whole-time Director	Mr B.K. Bodhanwala
Managing Director	Mr A.B. Bodhanwala
Non-Executive Director	Dr M.A. Bodhanwala
Director & CFO (KMP)	Mr. Gaurav Thanky
Company in which KMP is interested	Dhara Petrochemicals P. Ltd
Firm in which KMP is substantially interested	V R Industries

Note: Related parties and these relationships are as identified by Management and relied upon by the auditors.

#### Transactions with Key Personnel during the year:

Particulars	Nature of Payment	Rs. In lacs	
		2016-17	2015-16
B.K. Bodhanwala	Managerial Remuneration	3.00	3.00
	Loan Repaid	Nil	1.50
	Guarantees given	900.00	900.00
A.B. Bodhanwala	Managerial Remuneration	15.00	15.00
	Loan received	Nil	8.11
	Loan repaid	1.00	1.85
	Guarantees given	900.00	900.00
	Interest	Nil	3.75
M.A. Bodhanwala	Guarantees Given	900.00	900.00
Gaurav Thanky	Managerial Remuneration	12.00	12.00
	Guarantees given	900.00	900.00
Dhara Petrochemicals Pvt Ltd	Purchase of goods	1160.86	1145.92
	Sales of goods	1383.47	1231.71
	Security deposit	357.64	357.64
V.R. Industries	Purchase of goods	156.85	120.03
	Sales of goods	674.94	561.06
	Security deposit	121.11	121.11



4. CIF VALUE OF IMPORTS

PARTICULARS	2016-17	2015-16
CIF Value of Imports	5,74,57,693	5,87,65,197

5. EXPENDITURE/ EARNINGS IN FOREIGN CURRENCY: NIL (P.Y.Nil)

6. The disclosure as required under AS 15 regarding Gratuity Plan is as under

<b>Table showing changes in present value of obligation on</b>	<b>31.03.2017</b>	<b>31.03.2016</b>
Present value of obligation at beginning of year	834083	742444
Interest cost	66727	59396
Current Service cost	84075	72747
Benefit paid	-	-
Actuarial (gain) / loss on obligation	326835	-40504
Present value of obligation at end of year	1311720	834083
<b>Table showing changes in the fair value of plan assets on</b>	<b>31.03.2017</b>	<b>31.03.2016</b>
Fair value of Plan Asset at beginning of year	155677.45	54535.46
Expected Return on Plan Asset	12623.32	7604.10
Contributions	242664.45	93537.89
Benefit paid	-	-
Actuarial gain / loss on Plan Asset	NIL	NIL
Fair value of Plan Asset at end of year	410965.22	155677.45
<b>Table showing fair value of plan assets</b>		
Fair Value of Plan Assets at beginning of year	155677.45	54535.46
Actual return on Plan Assets	12623.32	7604.10
Contributions	242664.45	93537.89
Benefits paid	-	-
Fair Value of Plan Assets at end of period	410965.22	155677.45
Fund Status	(900754.78)	(678405.55)
Excess actual / estimated return on plan asset	NIL	NIL
<b>Actuarial Gain / Loss recognized</b>	<b>31.03.2017</b>	<b>31.03.2016</b>
Actuarial (gain) / loss on obligation	(326835)	40504
Actuarial (gain) / loss for the year-plan asset	NIL	NIL
Actuarial (gain) / loss recognised in the year	326835.00	-40504
Present value of obligation at end of year	1311720.00	834083
Fair value of Plan asset as at end of the year	410965.22	155677.45
Funded Status	(900754.78)	(678405)
Net Asset / (Liability) recognised In Balance Sheet	(900754.78)	(678405)
<b>Expenses Recognised in statement of Profit and loss</b>	<b>31.03.2017</b>	<b>31.03.2016</b>
Current Service cost	84075	72747
Interest cost	66727	59396
Expected return on plan asset	(12623)	-7604
Net Actuarial (gain) / loss recognised in the year	326835	-40504
Expense recognised in Statement of Profit & Loss	465014	84035

## Axel Polymers Limited

ASSUMPTIONS	31.03.2017	31.03.2016
Discount Rate	8.00%	8.00%
Salary Escalation	7.00%	7.00%

7. Details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016 as per MCA Notification No. G.S.R. 307(E) dated March 30, 2017.

	SBN'S	Other denomination notes	Total
<b>Closing Cash in Hand as on 08.11.2016</b>	2200000	5096.45	2205096.45
(+) Permitted Receipts	-	243000.00	243000.00
(-) Permitted Payments	-	163690.00	163690.00
(-) Amount deposited in Banks	2200000	-	2200000.00
<b>Closing Cash in Hand as on 30.12.2016</b>	-	84406.45	84406.45

8. Excise Duty shown under 'Changes in inventory of finished goods & WIP' (note 2.21) represents the aggregate of excise duty borne by the Company and difference between excise duty on opening and closing stocks of finished goods.
9. Previous year's figures have been regrouped, rearranged or recast wherever necessary.

As per our Report of even date  
**For Shah & Bhandari**  
 Chartered Accountants  
 FRN : 118852W

Yogesh Bhandari  
 Partner  
 M. No. : 46255

sd/-  
 B.K.Bodhanwala  
 Chairman

sd/-  
 Gaurav Thanky  
 CFO

**For & on Behalf of The Board**  
**Axel Polymers Limited**

sd/-  
 A.B.Bodhanwala  
 Managing Director

sd/-  
 Shailesh Bhavvad  
 Company Secretary

Dated : 30th May, 2017 At : Vadodara.



# Axel Polymers Limited

Sr. No.	Resolution	For	Against
	<b>Ordinary Business:</b>		
01	To receive, consider and adopt the Audited Financial Statements for the year ended on 31.03.2017 together with the Reports of the Auditors' and Board's thereon.		
02	To appoint a Director in place of Mr. B.K. Bodhanwala, who retires by rotation and being eligible offers himself for re-appointment.		
03	To appoint M/s Mukund & Rohit, Chartered Accountants, as Statutory Auditors of the Company for a period of 5 years from the conclusion of 25th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company, subject to ratification by the members at every intervening Annual General Meeting held after 25th Annual General Meeting and to fix their Remuneration.		
	<b>Special Business</b>		
04	Alteration of Share Capital by way of increase in Authorised Share Capital		
05	Appointment of and Remuneration payable to Mr. Gaurav S. Thanky (DIN:02565340) as a Managing Director		
06	Appointment of and Remuneration payable to Mr. A. B. Bodhanwala (DIN:00421362) as Director & CFO		
07	Approval to Related Party Transactions		

Signed this..... day of..... 2017

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

**Note :** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



If undelivered please return to :

**Axel Polymers Limited**

S. No.309, Vill. Mokshi

Sankarda - Savli Road

Taluka Savli, Dist. Vadodara-391 780

Gujarat, India.