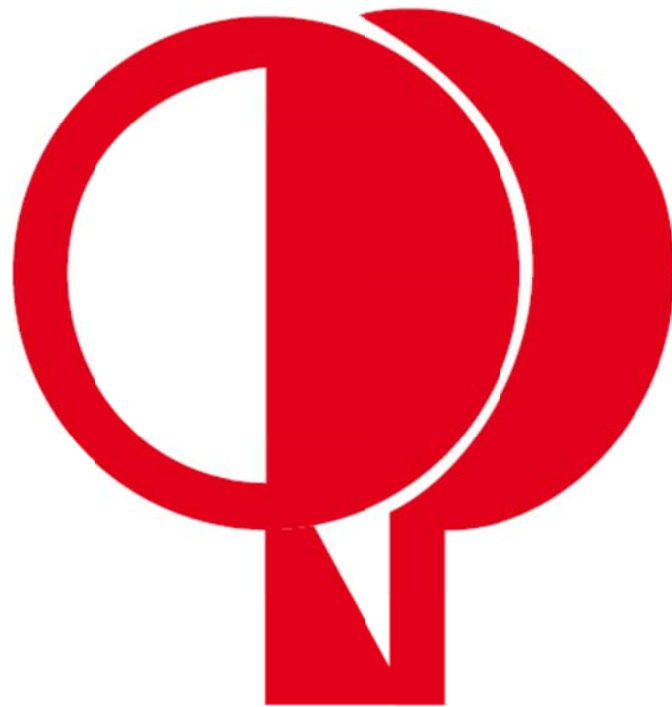


ANNUAL REPORT 2013 - 2014



RESINS & PLASTICS LTD.

SUMMARY RESULTS

(₹ in lacs)

DESCRIPTION	FY 2013-14	FY 2012-13	FY 2011-12	FY 2010-11	FY 2009-10
SUMMARISED BALANCE SHEET					
Net Fixed Asset	570.45	558.25	536.67	498.13	475.67
Investments	0.02	0.02	0.02	0.02	0.02
Long term loans and advances *	13.62	15.85	30.23	21.80	-
Other non- current assets *	-	-	2.74	-	-
Net Current Assets (Working Capital)	2,354.94	2,117.92	1,831.40	1,698.94	1,483.50
	2,939.02	2,692.04	2,401.07	2,218.89	1,959.20
Represented by :					
Deferred Tax Liability	87.07	92.76	98.03	94.68	103.61
Other long term liabilities *	1.00	1.00	1.00	1.00	-
Long term provisions *	33.56	30.69	17.82	17.97	-
Long term borrowings **	-	55.65	8.85	34.35	41.15
Share Capital	357.23	357.23	357.23	357.23	357.23
Reserves	2,460.16	2,154.70	1,918.14	1,713.66	1,457.20
	2,939.02	2,692.04	2,401.07	2,218.89	1,959.20
SUMMARISED PROFIT AND LOSS ACCOUNT INCOME					
Sales (Excluding Central Excise)	11,496.62	10,729.06	9,539.40	6,713.85	6,448.80
Processing Charges	-	-	-	-	23.09
Misc. Income	12.64	6.30	28.50	21.59	25.43
TOTAL INCOME	11,509.26	10,735.36	9,567.90	6,735.44	6,497.33
EXPENDITURE					
Material Consumed	9,383.12	8,845.42	7,861.45	5,170.08	5,002.55
Overheads	1,456.81	1,297.34	1,194.87	994.07	859.84
Depreciation	44.20	47.13	34.94	36.77	36.17
Interest	13.57	24.79	23.10	8.13	2.47
TOTAL EXPENDITURE	10,897.71	10,214.68	9,114.35	6,209.06	5,901.02
PROFIT BEFORE TAX	611.55	520.68	453.55	526.38	596.30
Operating Profit as % to sales revenue	5.21	4.79	4.46	7.52	8.82
Taxes	180.71	158.74	145.26	166.13	206.03
PROFIT AFTER TAX	430.84	361.94	308.29	360.25	390.27
Dividend incl. Dividend Tax	125.38	125.38	103.80	103.80	104.14
Dividend Percentage	30.00	30.00	25.00	25.00	25.00

* Figures have been grouped under net current assets for the FY 2009-10 as per old Schedule VI prescribed under the Companies Act, 1956.

** Includes both short term and long term for the FY 2009-10.

BOARD OF DIRECTORS (as at March 31, 2014)

Shri Abhay A. Vakil	-	Chairman
Shri Gobind J. Lulla	-	Managing Director
Shri Rupen A. Choksi	-	Jt. Managing Director
Shri Ashwin S. Dani	-	Director
Shri Bharat B. Chovatia	-	Director
Shri Dhiren P. Mehta	-	Director
Shri Chetan S. Thakkar	-	Director

AUDITORS

M/s. Shah & Co.
Maker Bhavan No.2
18, New Marine Lines
Mumbai 400020

Bankers

HDFC Bank Limited
State Bank of India

Registrar & Share Transfer Agent

M/s. Sharepro Services (I) Pvt. Ltd.
Samhita Warehousing Complex
2nd Floor, Warehouse Nos. 52 & 53
Plot No.13AB, Sakinaka
Off Andheri Kurla Road
Andheri (East)
Mumbai 400 072.
Tel : 022-67720300/400
Fax : 022-28591568

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Registered Office

A-8 Marol Industrial Estate of MIDC,
Cross Road B, Street No.5,
Andheri (East),
Mumbai 400 093.
Tel : 022-61987000
Fax : 022-61987099

Plants

Taloja Industrial Estate of MIDC,
Post Box No.6,
Taloja,
Dist. Raigad- 410 208.
Tel : 022-65517200

Plot No.3607,
GIDC Ind. Estate,
Ankleshwar,
Dist. Bharuch- 393 002.
Tel : 02646-223262

NOTICE:

Notice is hereby given that the 53rd Annual General Meeting of **RESINS AND PLASTICS LIMITED** will be held at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K Dubash Marg, Mumbai 400001 on **Tuesday, the 29th July, 2014 at 11 a.m.** to transact the following business –

Ordinary Business:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date together with reports of the Board of Directors and Auditors' thereon.
2. To consider and declare payment of final dividend on Equity Shares.
3. To appoint a Director in place of Shri Abhay A Vakil (holding DIN 00009151) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Manubhai & Shah, Chartered Accountants (Firm Registration no.106041W) having their office at 213, Udyog Mandir-1, Pitamber Lane, Mahim (West), Mumbai 400016 be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of this Annual General Meeting (AGM) till the Conclusion of 58th Annual General Meeting subject to ratification of their appointment at every AGM of the Company in place of M/s. Shah & Co., Chartered Accountants, the Auditors who are unwilling to be reappointed, as Auditors of the Company and at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus service tax and out of pocket expenses.”

Special Business:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Bharat B. Chovatia (holding DIN 00271613), a non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) consecutive years, for a term up to 31st March, 2019.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies

Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Dhiren P. Mehta (holding DIN 00001471), a non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) consecutive years, for a term upto 31st March, 2019.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Chetan S. Thakkar (holding DIN 03273267), a non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) consecutive years, for a term upto 31st March, 2019. “

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956) the approval of the Company be and is hereby accorded to the re-appointment of Shri Gobind J. Lulla, as Managing Director of the Company for a period from 1st October, 2013 to 30th September, 2016 on the remuneration and perquisites as set out in the explanatory statement annexed hereto and in the draft agreement to be entered into between the Company and Shri Gobind J. Lulla, placed before the meeting and initialed by the Chairman for the purpose of identification which draft of the Agreement be and is hereby specifically approved.”

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

“RESOLVED THAT subject to the approval of the Central Government, if necessary, M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai, be and is hereby appointed as the Cost Auditor under the provisions of sub-section (3) of Section 148 and any other applicable provisions of the Companies Act, 2013 (Corresponding to Section 233B of the Companies Act, 1956) and the rules made thereunder, to carry out the audit of the Company's cost accounts relating to

“Synthetic Resins” of Company’s Taloja and Ankleshwar Units, for the financial year 2014-15, on a remuneration of ₹ 65,000/- plus out of pocket expenses and Service Tax, as applicable.”

**By Order of the Board
For RESINS AND PLASTICS LIMITED**

Registered Office :

Plot No.A-8, Marol Ind. Est. of MIDC
Cross Road B, Street No.5,
Andheri (East),
Mumbai 400 093.

**(ABHAY A VAKIL)
CHAIRMAN**

Mumbai: 19th May 2014

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLCABLE.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, the 23rd July, 2014 to Tuesday, the 29th July, 2014 (both days inclusive) for the purpose of payment of dividend.
4. The Company has appointed M/s Sharepro Services (I) Pvt. Ltd. as the Registrars and Transfer Agents for both physical as well as electronic transfers. The equity shares of the Company have been inducted in both National Securities Depositories Limited and Central Depositories Services (India) Limited to enable shareholders to hold and trade the securities in dematerialised / electronic form. (ISIN - INE422F01017)
5. Members are requested to notify changes, if any, in their address to M/s Sharepro Services (I) Pvt. Ltd., the Registrar and Transfer Agents of the Company.
6. Shareholders are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature registered with the Company, for admission to the meeting hall.
7. Shareholders holding shares in the electronic form are requested to inform any change in address/bank mandate directly to their respective Depository Participants. The address/bank mandate as furnished to the Company by the respective Depositories viz. NSDL and CDSL will be printed on the dividend warrants.
8. Pursuant to the provisions of Section 205A and 205C and other applicable provisions of the Companies Act, 1956, the Company has transferred all unclaimed/unpaid dividends which remained unclaimed for a period of 7 years to the 'Investor Education and Protection Fund', established by the Central Government. Members who have not claimed dividends declared by the Company for the year ended 31st March, 2007 onwards are requested to write to the Company at its Registered Office.
9. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, form integral part of Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security market. Shareholders holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their Demat accounts. Shareholders holding share in physical form can submit their PAN details to the Company or the RTA (M/s. Sharepro Services (I) Pvt. Ltd.)
11. The Ministry of corporate Affairs (MCA), Government of India, through its Circular nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance. Recognizing the spirit of the circular issued by the MCA, we henceforth propose to send documents like the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report, etc to the email address provided by you with your depositories.
We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email address.
12. **Members may also note that the Notice of the 53rd Annual General meeting and the Annual report for the Financial Year 2013-14 will be also available on the Company's Website: www.resplast.com for download.**
13. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their votes by electronic means (e-voting). Communication containing detailed instructions in this regard is being sent to Members.

ANNEXURE TO NOTICE:

Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO.5

Shri Bharat B. Chovatia is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in the year 2002. Shri Bharat B. Chovatia is Chairman of the Audit Committee and Member of Nomination and Remuneration Committee, of the Board of Directors of the Company.

Shri Bharat B. Chovatia holds Bachelor's Degree in Commerce and Law from Bombay University and is a practicing Chartered Accountant. He is having rich and varied experience of more than 29 years in Audit, Direct Taxation and providing Business Consultancy Services to various Companies. He holds 400 equity shares in the Company.

Shri Bharat B. Chovatia has given a declaration to the Board that he meets the criteria of independence as provided in Section 149 (6) of the Act.

In the opinion of the Board, Shri Bharat B. Chovatia fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as Independent Director of the company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Shri Bharat B. Chovatia as an Independent Director.

Except Shri Bharat B. Chovatia, being an appointee, none of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested in the resolution set out at item no 5. This explanatory statement may also be regarded as a disclosures under Clause 49 of the Listing Agreement with the Stock Exchange.

In accordance with the provisions of Section 149 (4) and proviso to Section 152 (5) of the Companies Act, 2013 it is proposed to appoint Shri Bharat B Chovatia as an Independent Director for five years as proposed in the resolution. A notice has been received from a member proposing the candidature of Shri Bharat B. Chovatia for the office of Director of the Company.

The terms and conditions of appointment of Shri Bharat B. Chovatia, Independent Director are open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Your Directors recommend the resolution as item no. 5 for your approval.

ITEM NO. 6

Shri Dhiren P. Mehta is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in the year 2009. Shri Dhiren P. Mehta is Chairman of the Nomination and Remuneration Committee and Member of Audit Committee, of the Board of Directors of the Company.

Shri Dhiren P. Mehta has done B.Com. F.C.A., A.C.S., M.F.M. and has 38 years of experience in Finance, Accounts, Taxation, Corporate Laws and in general management. He is presently working as C.E.O. and Company Secretary with Mazda Colours Limited.

He also holds directorship on the Board of the following Companies namely;

1. Aeonian Investments Company Ltd.
2. Cons Holding Ltd.
3. Sammelan Investment and Trading Ltd.

Shri Dhiren P. Mehta has given a declaration to the Board that he meets the criteria of independence as provided in Section 149 (6) of the Act.

In the opinion of the Board Shri Dhiren P. Mehta fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as Independent Director of the company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Shri Dhiren P. Mehta as an Independent Director.

Except Shri Dhiren P. Mehta, being an appointee, none of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested in the resolution set out at item no 6. This explanatory statement may also be regarded as a disclosures under Clause 49 of the Listing Agreement with the Stock Exchange.

In accordance with the provisions of Section 149 (4) and proviso to Section 152 (5) of the Companies Act, 2013, it is proposed to appoint Shri Dhiren P. Mehta as an Independent Director for five years as proposed in the resolution. A notice has been received from a member proposing the candidature of Shri Dhiren P. Mehta for the office of Director of the Company.

The terms and conditions of appointment of Shri Dhiren P. Mehta, independent Director are open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Your Directors recommend the resolution as item no. 6 for your approval.

ITEM NO. 7

Shri Chetan S. Thakkar is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in the year 2013. Shri Chetan S. Thakkar is member of the Audit Committee and of Nomination and Remuneration Committee, of the Board of Directors of the Company.

Shri Chetan S. Thakkar has qualified as a Solicitor from Mumbai & he is a Partner of M/s. Kanga & Co., a leading firm of Advocates and Solicitors in Mumbai, established in 1890 and having a vast clientele.

Shri Chetan S. Thakkar has been practicing for over 13 years and has vast experience in matters relating to foreign collaborations, mergers & acquisitions, capital markets, private equity investments, corporate laws, banking, intellectual property rights and franchising.

He is on the Board of VanMYT Hospitality Private Limited

Shri Chetan S. Thakkar has given a declaration to the Board that he meets the criteria of independence as provided in Section 149 (6) of the Act.

In the opinion of the Board Shri Chetan S. Thakkar fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as Independent Director of the company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Shri Chetan S. Thakkar as an Independent Director.

Except Shri Chetan S. Thakkar, being an appointee, none of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested in the resolution set out at item no 7. This explanatory statement may also be regarded as a disclosures under Clause 49 of the Listing Agreement with the Stock Exchange.

In accordance with the provisions of Section 149 (4) and proviso to Section 152 (5) of the Companies Act, 2013 it is proposed to appoint Shri Chetan S. Thakkar as an Independent Director for five years as proposed in the resolution. A notice has been received from a member proposing the candidature of Shri Chetan S. Thakkar for the office of Director of the Company.

The terms and conditions of appointment of Shri Chetan S. Thakkar, Independent Director are open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Your Directors recommend the resolution as item no. 7 for your approval.

ITEM NO. 8

Shri Gobind J. Lulla has been reappointed as the Managing Director of the Company by the Board of Directors at their Meeting held on 4th September, 2013, for the period from 1st October, 2013 to 30th September, 2016, subject to the approval of the members at the Annual General Meeting upon the remuneration including perquisites set out herein and in the agreement submitted to this meeting.

Shri Gobind J. Lulla has passed B.Tech (Chemical Engg.) from I.I.T. Mumbai & PGDBM from IIM Ahmedabad. Prior to joining Resins & Plastics Ltd., he has worked at senior level positions with reputed Organisations viz; Asian Paints Ltd., VIP Industries Ltd., Syngenta India Ltd. & EMRI, Hyderabad. During his 37 years of work experience, he has handled several functions viz; Sales, Supply Chain Management, I.T. & Corporate Strategy and his re-appointment on the Board will be in the best interest of the Company.

Shri Gobind J. Lulla does not hold directorship of any companies.

The remuneration of Shri Gobind J. Lulla which is as per the provisions of Schedule V of the Companies Act, 2013 (corresponding to Schedule XIII of the Companies Act, 1956), has been approved by the Remuneration Committee. The material provisions of the same are as under:

1.a. Salary: ₹ 3,40,000/- (Rupees Three Lakhs Forty Thousand Only) per month with effect from 1st October, 2013 to 30th September, 2014, with an annual increment in salary of ₹ 55,000/- per month with effect from 1st October, 2014 to 30th September, 2015 and ₹ 15,000/- per month with effect from 1st October, 2015 to 30th September 2016.

1.b. Discretionary Allowance: ₹ 36,500/- (Rupees Thirty Six Thousand Five Hundred Only) per month with effect from 1st October, 2013 with an annual increment of ₹ 2,000/- per month with effect from 1st October, 2014 and 1st October, 2015.

1.c. Perquisites: The Managing Director shall also be entitled to all the perquisites listed herein below in addition to the salary mentioned above:

Category A

i. **Housing:** The Company shall provide rent free unfurnished accommodation, the rent for the same not exceeding ₹ 85,000/- p.m. for the period 1st October, 2013 to 30th September, 2014, ₹ 100,000/- p.m. for the period 1st October, 2014 till 30th September 2016.

In case no accommodation is provided by the Company, the Managing Director shall be entitled to House Rent Allowance of ₹ 85,000/- p.m. for the period 1st October, 2013 to 30th September, 2014, ₹ 100,000/- p.m. for the period 1st October, 2014 till 30th September, 2016.

ii. **Medical Reimbursement:** Reimbursement of medical expenses subject to a maximum of ₹ 15,000/- (Rupees Fifteen Thousand Only) per annum, as per the Company's Scheme.

iii. **Leave Travel Concession:** For self and family once in a year subject to a ceiling of one month's salary per annum.

Category B

i. **Provident Fund:** The Company will contribute to the provident fund as per the scheme framed by the Company.

ii. **Gratuity:** Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.

The aforesaid perquisites in Category B will not be included in the computation of ceiling on perquisites to the extent of exemption under the Income Tax Act.

Category C

i. **Conveyance:** The Company will provide a chauffeur driven car for official use and he is entitled to reimbursement of petrol expenses, as per the Company's Rules.

The Company will also reimburse driver's salary of ₹ 14,500/- (Rupees Fourteen Thousand Five Hundred Only) per month with effect from 1st October, 2013 with an annual increment of ₹ 1,500/- per month with effect from 1st October, 2014 and 1st October, 2015, for official use as per the rules of the Company and shall not be included in the computation of ceiling on remuneration.

ii. **Telephone bills:** The Company will provide telephone at the residence of Managing Director and mobile phone for official purpose as per the rules of the Company. However, personal STD calls will be charged to the Managing Director.

In the event of loss or inadequacy of profits in any financial year during the tenure of the Managing Director, the salary, discretionary allowance and perquisites of Managing Director shall be within the ceiling limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 (corresponding to Para I of Section II of Schedule XIII to the Companies Act, 1956) and or as approved by the Central Government and shall be paid as minimum remuneration.

The above remuneration and perquisites shall be subject to such limits as are laid down in Schedule V to the Companies Act 2013 (corresponding to Schedule XIII to the Companies Act, 1956) and / or changes / variation / substitution made / that may be made therein from time to time as approved by the Central Government where required.

2. The Company shall pay to or reimburse to the Managing Director and the Managing Director shall be entitled to reimbursement by the Company of all costs, charges and expenses that may have been or may be incurred by him in connection with or relating to the business of the Company.
3. The Managing Director shall be entitled to all leave benefits including encashment of leave at the end of the tenure of the agreement as are applicable under the Company's rules to the executives and in force from time to time.
4. During his tenure as Managing Director, Shri Gobind J. Lulla shall not be entitled to sitting fees for attending the meetings of the Board or any Committee of the Board but shall be entitled to reimbursement of all reasonable expenses incurred by him for and on behalf of the Company for attending the said meetings.
5. As the Managing Director of the Company, Shri Gobind J. Lulla shall devote his whole time and attention to the business of the Company and shall use his best endeavors to promote its interest and welfare.
6. During his employment under this agreement, Shri Gobind J. Lulla shall undertake such travelling in and outside India as may be necessary in the interests of the Company's business or as may from time to time be required or directed by the Board in connection with or in relation to the business of the Company.
7. Shri Gobind J. Lulla, shall not, during the continuance of his employment as the Managing Director or at any time thereafter, divulge or disclose to any person whosoever or make any use whatsoever for his own purpose or for any purpose other than that of the Company, of any information or knowledge obtained by him during his tenure as Managing Director, in connection with the business or affairs of the Company, or any trade secrets or secret formula of the Company and he shall use his best endeavour to prevent any other person from so doing. Provided however any divulgence or disclosure to the officers or employees of the Company solely for the purpose of the business of the Company shall not be deemed to be a contravention of this clause.
8. Shri Gobind J. Lulla hereby agrees with and gives an undertaking to the Company that he shall not so long as he functions as the Managing Director of the Company become interested or otherwise concerned directly or otherwise through his wife and / or minor children in any selling agency or distributorship of the Company or its products in future without the prior approval of the Board and his appointment as such Managing Director shall cease and determine if he shall at any time contravene the undertaking contained in this clause.
9. In case Shri Gobind J. Lulla shall die during the course of his employment hereunder, the Company will pay to his legal personal representatives the salary and other emoluments payable hereunder for the then current month together with such further sum as the Board in its sole and uncontrolled discretion may determine.
10. (a) If Shri Gobind J. Lulla is guilty of any misconduct or any breach of this Agreement as in the opinion of the Board renders his retirement from the office of Managing Director desirable, the Company may by giving not less than 30 days notice in writing to Shri Gobind J. Lulla, determine this Agreement and he shall cease to be a Managing Director of the Company upon the expiration of such notice.
(b) For the purpose of this clause, the Board's opinion as to whether any of the events mentioned in sub clause(a) hereof have occurred or not occurred shall be final and binding upon the Managing Director and the Managing Director shall not be entitled to question the same on any ground whatsoever.
11. Notwithstanding anything to the contrary contained in this Agreement, either party shall be entitled to determine this Agreement by giving not less than three calendar months', notice in writing in that behalf to the other party without the necessity of showing any cause and on the expiry of the period of such notice this Agreement shall stand determined and Shri Gobind J. Lulla shall cease to be Managing Director of the Company and the liability of the Company shall be limited to providing Shri Gobind J. Lulla only the salary and perquisites as per the agreement for a period of three months from the date of notice.
12. The employment of the Managing Director under this agreement shall cease if he shall become insolvent or make any compromise or arrangement with his creditors.
13. In the event Shri Gobind J. Lulla becomes disqualified as Managing Director for any reason other than an inadvertent breach of Section 167 of the Companies Act, 2013, or to secure the leave of absence from the meetings of the Board, the Company may by notice in writing to the Managing Director determine his agreement with immediate effect.
14. Subject to the provisions of the Companies Act, 2013, Shri Gobind J. Lulla, while he continues to hold office of the Managing Director, shall not be liable to retire by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation or retirement of directors in fixing the number of directors to retire, but he shall *ipso facto* and immediately cease to be the Managing Director if he ceases to hold office of Director due to any cause.

The aforesaid agreement between the Company and Shri Gobind J. Lulla is available for inspection by the members at the Registered Office of the Company between 3.00 p.m. to 5.00 p.m. on any working day of the Company.

In compliance with the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions of the Companies Act, 1956), the terms of remuneration specified above are now being placed before the Members in Annual General Meeting for their approval.

Your Directors recommend the special resolution as item no. 8 for your approval. Except for Shri Gobind J. Lulla, no other Director or Key Managerial Personnel or their relatives are concerned or interested in this resolution.

Statement required to be given under Part II, Section II (B)(IV) of the Schedule V of the Companies Act, 2013.

I. General Information:

- (1) **Nature of industry:** The Company is manufacturing a wide range of synthetic resins such as Alkyd Resins, Phenolic Resins, Polyamides, etc. some of which are import substitutes. The products of the Company find varied applications in diversified industries such as adhesives, industrial coatings, construction chemicals & printing inks.
- (2) **Date or expected date of commencement of commercial production:** The Company commenced operations in the year 1971.
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- (4) **Financial performance based on given indicators:** The financial performance of the Company is mentioned in the Director's Report.
- (5) **Export performance and net foreign exchange collaborations:** The Company primarily caters to the domestic market only and has developed indigenous technology and therefore has no foreign collaborations in this regard.
- (6) **Foreign investments or collaborations, if any:** Nil

II. Information about the appointee:

Shri Gobind J. Lulla

(1) Background details:

Shri Gobind J. Lulla, passed B.Tech (Chemical Engg.) from I.I.T. Mumbai & PGDBM from IIM Ahmedabad. Prior to joining Resins & Plastics Limited, he has worked at senior level positions with reputed Organisations viz; Asian Paints Ltd., VIP Industries Ltd., Syngenta India Ltd. & EMRI, Hyderabad. During his 37 years of work experience, he has handled several functions viz; Sales, Supply Chain Management, I.T. & Corporate Strategy.

(2) Past remuneration:

Description	Amount ₹ in Lacs
Salary, Allowances & Perquisites	49.22
Provident Fund	3.87
Gratuity	2.11
Total	55.20

(3) Recognition or awards: Not applicable

(4) Job profile and his suitability:

With a view to broadbase the Board, Shri Gobind J. Lulla has been appointed as Managing Director of the Company. Shri Gobind J. Lulla has passed B.Tech (Chemical Engg.) from I.I.T. Mumbai & PGDBM from IIM Ahmedabad. Prior to joining Resins & Plastics Ltd., he has worked at senior level positions with reputed Organisations viz; Asian Paints Ltd., VIP Industries Ltd., Syngenta India Ltd. & EMRI, Hyderabad. During his 37 years of work experience, he has handled several functions viz; Sales, Supply Chain Management, I.T. & Corporate Strategy and his appointment on the Board will be in the best interest of the Company.

(5) Remuneration proposed: As per the details mentioned above.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: The proposed remuneration is in line with the trends in the industry and is befitting Shri Gobind J. Lulla's educational background, experience and competence.

(7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Shri Gobind J. Lulla has no other relationship with the Company or with the managerial personnel, except the remuneration being paid to him as Managing Director of the Company.

III. Other information:

(1) Reasons of loss or inadequate profits:

Intense competition in the Resin Industry coupled with increasing raw material costs has had an adverse impact on the Profits of the Company.

(2) Steps taken or proposed to be taken for improvement:

The Company has taken several steps interalia, efficient buying, cost optimization initiatives & product mix rationalisation for improving the Company's performance.

(3) Expected increase in productivity and profits in measurable terms:

The Company expects marginal growth in productivity and profits due to intense competition and inflation.

IV. Disclosures:

The details of remuneration payable/paid to Shri Gobind J. Lulla have been disclosed above. The Company does not have any scheme for grant of stock options.

ITEM NO. 9

The Audit Committee and the Board of Directors have, in their meeting held on 28th January 2014, recommended the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants, having their office at 701/702, D-Wing, 7th Floor, Neelkanth Business Park, Nathani Road, Vidyavihar (West), Mumbai 400 086 as the Cost Auditor under the provisions of sub-section (3) of Section 148 and any other applicable provisions of the Companies Act, 2013 (corresponding to Section 233B of the Companies Act, 1956) to carry out the audit of the Company's cost accounts relating to "Synthetic Resins" of Company's Taloja and Ankleshwar Units, for the financial year 2014-15, on a remuneration of ₹ 65,000/- plus out of pocket expenses and Service Tax, as applicable. The said firm of Cost Accountants has expressed their willingness to be appointed. Your Directors recommend the resolution as item no. 9 for your approval.

None of the Directors or KMPs of the Company or their relatives are concerned or interested in the said Resolution.

**By Order of the Board
For RESINS AND PLASTICS LIMITED**

Registered Office :

Plot No. A-8, Marol Ind. Est. of MIDC,
Cross Road B, Street No.5,
Andheri (East),
Mumbai 400 093.
Mumbai: 19th May, 2014

**(ABHAY A VAKIL)
CHAIRMAN**

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the 53rd Annual Report of the Company and Audited Statement of Accounts for the Financial Year ended 31st March, 2014 –

1. PERFORMANCE OF THE COMPANY:

₹ in lacs

FINANCIAL RESULTS	Year Ended 31.03.2014	Year Ended 31.03.2013
Revenue from Operations	114,96.62	107,29.07
Other Income	12.64	6.30
Profit before Depreciation and Tax	655.76	567.82
Less : Depreciation	44.20	47.13
Provision for Taxation	180.71	158.75
PROFIT AFTER TAX	430.84	361.94
Add / (Less) : Balance brought forward from Previous Year	1518.75	1318.39
DISPOSABLE PROFIT	1949.59	1680.33
The Directors recommendation of appropriation of the disposable profits as under :		
a) Proposed Final Dividend	107.17	107.17
b) Tax on Proposed Final Dividend	18.21	18.21
c) Transfer to General Reserve	44.00	36.20
Balance carried forward to Balance Sheet	1780.21	1518.75
	1949.59	1680.33

2. DIVIDEND:

Your Directors are pleased to recommend a dividend @ ₹ 3.00 per share (30%) on 35,72,300 equity shares of ₹ 10/- each for the Financial Year 2013-14. The dividend, if approved by the shareholders at the Annual General Meeting will be paid to those shareholders, whose names appear on the Register of Members as on 23rd July, 2014.

3. OPERATIONS:

The total revenue from operations for the year has grown by 7.15% from ₹ 107,29.07 lacs in the previous year to ₹ 114,96.62 lacs.

4. FIXED DEPOSITS:

Fixed Deposits as on 31st March, 2014 from the Public and Shareholders stood at ₹ 52.65 lacs whereas Unclaimed Deposits were Nil, as at the end of the year.

5. DIRECTORS:

In accordance with the provision of the Companies Act, 2013 and the Articles of Association of the Company, Shri Abhay A. Vakil is liable to retire by rotation at the ensuing Annual General Meeting and seeks re-appointment. Appropriate resolution for his re-appointment is being placed before you

for your approval. The brief resume of the aforesaid Director and other information have been detailed in the Corporate Governance Disclosures.

6. DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement pursuant to the provisions of Section 134 of the Companies Act, 2013:

- That in the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any;
- That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit or loss of the Company for the year under review;
- That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That the Annual Accounts for the year ended 31st March, 2014 have been prepared on a going concern basis.

7. CORPORATE GOVERNANCE:

Your Company has always strived to adopt appropriate standards for Good Corporate Governance. A certificate from the Company's Auditors regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed to the Corporate Governance Report - Annexure I.

8. MANAGEMENT DISCUSSION AND ANALYSIS:

Synthetic Resins manufactured by the Company are primarily used in the adhesives, industrial coatings, construction chemicals & printing inks industries.

On account of sluggish economic environment, the demand of resins manufactured by your company was lower and hence, there was only 1% volume growth during Financial Year 2013-14.

Rupee depreciation against Dollar has resulted in higher raw materials prices. However, we were able to improve our profitability due to right sourcing, reduction in utilities cost and operating efficiency.

The Board considers the performance of the Company as reasonable in the challenging conditions prevailing during the Financial Year 2013-14. To sustain and improve profitability, volume growth and new products are essential. Appropriate actions are being planned.

Industrial relations during the year were cordial. The current wage settlement with Taluja unionized workmen was valid upto 28th February, 2014 and will be renewed during Financial Year 2014-15.

The Company has good internal control systems, the adequacy of which has been reported by the Auditors in their report.

The number of employees stood at 89 as on 31st March, 2014.

9. PERSONNEL:

There were no employees who are in receipt of remuneration in excess of the limits specified under Section 134 of the Companies Act, 2013.

10. TECHNOLOGY UPGRADATION:

The progress on technology upgradation is separately reported in the prescribed format to this report.

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars in respect of conservation of energy and technology absorption by the Company are given in Form A and B respectively in Annexure No II. The details of expenditure and earnings in foreign currencies are given in Notes No. 27.4 and 27.9 respectively to the Statement of Accounts.

12. AUDITORS:

The Company's Statutory Auditors, M/s. Shah & Co., Chartered Accountants, have advised the Company of their unwillingness to be appointed as Statutory Auditors of the Company for the Financial Year 2014-15. Your Board recommends the appointment of the firm of M/s. Manubhai & Shah, Chartered Accountants, Mumbai, as Statutory Auditors of the Company for the financial years 2014-15 to 2018-19.

13. COST AUDITOR:

Pursuant to the direction from the Ministry of Corporate Affairs for appointment of Cost Auditors, your company has appointed M/s Deodhar & Associates, as the Cost Auditor of the company for the Financial Year 2013-14 to conduct the audit of the cost records of the Company.

The Cost Audit Report for the Financial Year 2012-13 was filed within the due date. The due date for submission of the Cost

Audit Report for the financial year 2013-14 is within 180 days from 31st March, 2014.

14. SECRETARIAL AUDIT:

Shri P. N. Parikh, Practicing Company Secretary, conducted Secretarial Audit pursuant to provisions of Section 383A of the Companies Act, 1956 for the Financial Year, 2013-14. Shri P. N. Parikh has submitted the Report confirming compliance with the applicable provisions of Companies Act, 1956 and other rules and regulations issued by SEBI / other regulatory authorities for corporate law.

15. WOMEN'S GRIEVANCES REDRESSAL COMMITTEE

The Company, at the meeting of the Board of Directors, held on 19th May, 2014, has formed a Committee named, **Prevention & Redressal of Sexual Harassment (PROSHC)** to provide Protection against Sexual Harassment of Women at Workplace and to redress the complaints, as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

16. ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation for the devoted services and the contribution made by the Company's employees at all levels for the continued growth and prosperity of the Company.

The Board of Directors also wish to place on record its appreciation for the continued co-operation and assistance received by the Company from its Bankers, State Bank of India and HDFC Bank Ltd. during the year under review.

**For and on behalf of the Board
RESINS & PLASTICS LIMITED**

**(ABHAY A VAKIL)
CHAIRMAN**

Mumbai: 19th May 2014

ANNEXURE - I

CORPORATE GOVERNANCE DISCLOSURES

The Company has been complying with the requirements of the said clause to the extent and in the manner stated hereunder:

1. BOARD OF DIRECTORS:

The Board of the Company comprises of 5 Non-Executive Directors and 2 Executive Directors, out of which 3 are Independent Directors and the necessary intimation regarding non-conformity of the requirements of composition of the Board of the Listing agreement have been made to Pune/Ahmedabad Stock Exchange respectively. In spite of the initiative and efforts put by our Board; the Company have not been able to find a suitable person for the post of Independent Director within the stipulated time. During the Financial Year 2013-2014, the date on which Board Meeting were held are as follows:

<i>Date(s) on which Meeting(s) were held</i>	
26 th April, 2013	24 th October, 2013
18 th July, 2013	28 th January, 2014
4 th September, 2013	

As on date, none of your Directors on the Board hold the office of Director in more than fifteen companies or membership of committee of the Board in more than ten committees or chairmanship of more than five committees.

The Board of Directors of the Company consists of persons of eminence, having vast experience in business management, finance, accountancy and various laws. The management strongly believes in fostering a long lasting relationship and trust with its customers.

The Constitution of the Board and other relevant details relating to Directors are given below:

Name of Director	Position	Attendance at		Directorships In Other Companies *	Membership In Board Committees Of other Companies
		Board Meetings	Last AGM		
Shri Abhay A. Vakil ~ (Chairman w.e.f. 04.09.2013)	Non-Executive Chairman/ Promoter	4	Yes	2	1 (2)
Shri Ashwin S. Dani (Chairman till 03.09.2013)	Non-Executive Director/ Chairman/ Promoter	5	Yes	6	3 (1)
Shri Gobind J. Lulla	Managing Director	5	Yes	-	-
Shri Rupen A. Choksi ~ (Executive Director upto 20.06.2013)	Jt Managing Director	5	Yes	1	-
Shri Bharat B. Chovatia	Non-Executive/ Independent	5	Yes	1	-
Dr. V. C. Malshe (upto 04.09.2013)	Non-Executive/ Independent	3	Yes	-	-
Shri Dhiren P. Mehta	Non-Executive/ Independent	4	No	3	1
Shri Chetan S. Thakkar	Non-Executive/ Independent	5	Yes	-	-

* Other Directorship do not include Alternate Directorship, Directorship of Private Limited Companies.

() Figures in bracket indicate Chairmanship of Committee.

(Committee Membership of Audit Committee, Investors' Grievance Committee & Share Transfer Committee are considered.)

~ Shri Abhay A. Vakil is brother of the Promoter, Shri Amar A. Vakil and Shri Rupen A. Choksi is relative of the Promoter, Shri Mahendra C. Choksi.

CODE OF CONDUCT:

The Company has a Code of Conduct for Directors and members of Senior Management. The Code is available on the Company's Website. All the Board members and senior management personnel have affirmed compliance with the code.

INFORMATION PROVIDED TO THE BOARD:

Agenda papers are circulated to the Members of the Board well in advance of the Board Meeting, containing all the important and adequate information for facilitating deliberation at the meeting. Wherever it is not practicable to attach or send relevant documents along with Agenda, the same are tabled at the meeting. Following information interlaid is supplied to the Board as part of the Agenda Papers:

- Annual Budgets, Operating Plans and Budgets, Capital Budgets.
- Operations Review & Financial Results for the Quarter and Year to Date.

- Minutes of meetings of the audit committee and other committee(s) of the Board.
- Investment of funds of the Company.
- Approval of related party transactions.
- Status of legal, tax issues i.e. demand, show cause notices.
- Compliance reports of all laws applicable to the Company.
- Any materially significant effluent or pollution problems.
- All other information which is relevant for decision-making by the Board.
- Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement.

2. AUDIT COMMITTEE:

As on date, the Audit Committee comprises of three (3) Independent Directors. The members of the Audit Committee are Shri Bharat B. Chovatia (Chairperson), Shri Dhiren P. Mehta and Shri Chetan S. Thakkar all of whom possess accounting and financial management expertise / exposure.

The Audit Committee invites the Managing Director & Joint Managing Director, CFO & Compliance Officer and Statutory Auditor(s) and Chief Internal Auditor to attend the meetings of the Audit Committee. The CFO & Compliance Officer acts as Secretary to the Committee. The minutes of each Audit Committee meeting are placed and discussed at the next meeting of the Board.

The details as to the date(s) on which the meetings were held and the attendance details of the members of the Committee during the Financial Year ended 31st March, 2014 are as follows:

Date(s) on which the meeting(s) were held during the Financial Year 2013-14:

26 th April, 2013	24 th October, 2013
18 th July 2013	28 th January, 2014

Name	No. of meetings held during the year	Attended	Whether attended last AGM (Y/N)
Shri Bharat B. Chovatia	4	4	Y
Shri Dhiren P. Mehta	4	4	N
Shri Chetan S. Thakkar (w.e.f. 18.07.2013)	4	2	Y

The terms of reference of the Audit Committee include the matters specified in clause 49 (II) of the Listing Agreement with the Stock Exchanges. The terms of reference of the Audit Committee include the following:

- Overseeing the Company's financial reporting process and the disclosure of its financial information.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, fixing of audit fees and approving payment for any other service.
- Recommending to the Board of Directors, the appointment of Cost Auditor for the Company.
- Reviewing with management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising of audit findings;
 - b. Compliance with listing and other legal requirements relating to financial statements;
 - c. Disclosure of any related party transactions; and
 - d. Qualifications in the draft audit report, if any.
- Reviewing with management quarterly, half-yearly, nine-months and annual financial statements before submission to the Board for approval;
- Reviewing with the management performance of statutory and internal auditors.
- Reviewing the adequacy of internal control systems and internal audit function, ensuring compliance of internal control systems and reviewing the company's financial and risk management policies.
- Discussing with external auditors before the audit commences nature and scope of audit as well as has post-audit discussion to ascertain any area of concern.
- Discussion on significant findings on internal audit and follow up thereon.

- Reviewing the Company's financial and risk management policies.
- Reviewing & discussing with Cost Auditor of the Cost Accounting records of the Company's products.
- Applicability, compliance and impact of various Accounting Standards and guidelines issued by the Concerned Institute / Authorities to the financial Statements of Accounts of the Company.
- Accounting Policies followed by the Company and changes required in them from time to time.
- Compliances with Stock Exchange and other Statutory / regulatory requirements.

3. NOMINATION AND REMUNERATION COMMITTEE:

Terms of Reference

As on date the Nomination and Remuneration Committee comprises of three (3) Independent Directors, out of four Directors viz., Shri Dhiren P. Mehta (Chairman), Shri Chetan S. Thakkar, Shri Ashwin S Dani and Shri Bharat B. Chovatia.

The Committee's term of reference includes reviewing and recommending to the Board – the salary, other benefits, service agreements and employment conditions of the Managing Director and the Jt. Managing Director and other Key Managerial Personnels.

The details of the dates on which the meetings were held and the attendance of the Committee members during the financial year ended 31st March, 2014 are as follows:

<i>Date(s) on which the meeting(s) were held</i>	
18 th July, 2013	2 nd September, 2013

The remuneration paid to Shri Gobind J. Lulla, Managing Director and Shri Rupen A. Choksi, Jt Managing Director, is within the ceiling as per the agreement entered or to be entered with the Company and approved by the shareholders. Details of remuneration paid / to be paid to directors during the Financial Year 2013-2014 are given below:

<i>Name of Directors</i>	<i>Remuneration paid / payable during F.Y. 2013-14 (₹)</i>				
	<i>Sitting fees #</i>	<i>Salary</i>	<i>HRA</i>	<i>Perquisites *</i>	<i>Total</i>
Shri Abhay A. Vakil	40,000	-	-	-	40,000
Shri Ashwin S. Dani	80,000	-	-	-	80,000
Shri Bharat B. Chovatia	1,20,000	-	-	-	1,20,000
Shri Gobind J. Lulla	-	39,54,000	-	25,94,518	65,48,518
Shri Rupen A. Choksi	-	14,60,000	3,96,000	5,59,992	24,15,992
Dr. V. C. Malshe	20,000	-	-	-	20,000
Shri Dhiren P. Mehta	1,10,000	-	-	-	1,10,000
Shri Chetan S. Thakkar	70,000	-	-	-	70,000
Total	4,40,000	54,14,000	3,96,000	31,54,510	94,04,510

*Perquisites include Company's contribution/payments to provident fund, superannuation fund, gratuity fund, medical, leave travel allowance, education allowance, discretionary allowance, rent free accommodation, leave encashment, club fees & medical insurance premium, monetary value of perquisites as per Income Tax Rules.

includes sitting fees paid for Committee Meetings.

Statement showing number of Equity Shares of ₹ 10/- each of the company held by the present Non-Executive Directors as on 31st March 2014

<i>Non- Executive Directors</i>	<i>No. of Shares</i>	<i>% Paid Up Share Capital</i>
Shri Abhay A. Vakil (Chairman w.e.f. 04.09.2013)	146300	4.09
Shri Bharat B. Chovatia	400	0.01
Shri Ashwin S. Dani	6240	0.17
Shri Dhiren P. Mehta	--	--
Shri Chetan S. Thakkar	--	--

DIRECTORS' SERVICE CONTRACTS' DETAILS

<i>Name</i>	<i>Designation</i>	<i>Service Contract Period</i>
Shri Gobind J. Lulla	Managing Director	Draft Agreement Period 1/10/2013 to 30/09/2016
Shri Rupen A. Choksi	Jt. Managing Director	Agreement dated 04.10.2013 Period 21/06/2013 to 31/03/2016

5. PARTICULARS OF DIRECTOR RETIRING BY ROTATION AT THE ENSUING ANNUAL GENERAL MEETING AND BEING ELIGIBLE OFFER THEMSELVES FOR RE-APPOINTMENT:

Shri Abhay A. Vakil

Age: 64 Years

Educational Qualification: B.Sc. from Mumbai University and BS from Syracuse University, USA

Experience: Shri Abhay A. Vakil has vast and rich experience in Supply Chain, Materials Procurement, Sales & Marketing functions. Shri Abhay Vakil has been associated with Asian Paints Limited since 1974. Prior to becoming Managing Director of Asian Paints Limited in 1998, he was holding the post of Wholetime Director in the same Company. He ceased to be Managing Director of Asian Paints Limited on 31.03.2009.

He holds directorship on the Board of the following Companies namely;

1. Asian Paints Industrial Coating Ltd.
2. Vikatnev Containers Ltd.
3. Kalica Paper Industries Pvt. Ltd.
4. Asteroids Trading and Investments Pvt. Ltd.
5. Nehal Trading and Investments Pvt. Ltd.
6. Unnati Trading and Investments Pvt. Ltd.
7. Jalaj Trading and Investments Pvt. Ltd.

He holds 146,300 equity shares in the Company.

6. SHARE TRANSFER / INVESTORS' GRIEVANCE COMMITTEE:

The Board of Directors of the Company has constituted the Shareholders/Investors Grievance Committee which is chaired by a Non-Executive Director to specifically look into the redressal of shareholders queries and complaints; the Share Transfer/Investor Grievance Committee consists of Shri Abhay A. Vakil (Chairman w.e.f 04-09-2013), Shri Ashwin S. Dani, Shri Rupen A. Choksi and Shri Gobind J. Lulla.

The dates of the Shareholders / Investors Grievance Committee held and the attendance of the members of the Committee during the financial year ended 31st March, 2014 are as follows:

<i>Date(s) on which the meeting(s) were held during the Financial Year 2013-14:</i>	
22 nd April, 2013	25 th November, 2013
27 th May, 2013	30 th December, 2013
3 rd June, 2013	13 th January, 2014
8 th July, 2013	3 rd February, 2014
19 th August, 2013	17 th February, 2014
30 th September, 2013	24 th February, 2014
7 th October, 2013	10 th March, 2014
14 th October, 2013	18 th March, 2014
21 st October, 2013	24 th March, 2014
18 th November, 2013	

Share Transfer System:

The Share Transfer Committee has been delegated powers to administer the following:

- To approve and register transfer and/or transmission of Equity Shares.
- To sub-divide, consolidate and issue share certificates on behalf of the Company.
- To affix or authorize fixation of common seal of the Company to the share certificates of the Company.

Attendance of each member at the meetings held during the financial year 2013-14:

Name	Held during the year	Attended
Shri Abhay A. Vakil	19	19
Shri Ashwin S. Dani	19	19
Shri Gobind J. Lulla	19	19
Shri Rupen A. Choksi	19	19

Details pertaining to the number of complaints received and responded and the status thereof during the financial year ended 31st March, 2014 are given as follows:

Nature of Complaints	Received During the Year
Non- Receipt of Dividend	Nil
Non-Receipt of Shares Lodged for Transfer	Nil
Others (N/R of Annual Report etc.)	Nil
SEBI (Non-receipt of Transfer of Shares)	Nil

There were no complaints during the financial year 2013-14.

Smt. Sunita R Satpalkar, CFO, has been appointed as the Compliance Officer, as required by **Clause 47(a)** of the Listing Agreement entered into by the Company with Ahmedabad Stock Exchange and Pune Stock Exchange. She has been entrusted the task of meeting fully the requirements of the said clause as well attending to grievances of the shareholders and investors; compliance with the statutory and regulatory requirements etc. of SEBI, and stock exchanges.

With reference to **clause 47(f)** of the Listing Agreement the Company has designated exclusive e-mail ID as info@resplast.com for investors to register their grievances, if any. This has been initiated by the company to resolve investors' grievances, immediately. The Company has displayed the said e-mail ID on its Website for the knowledge of Investors.

GENERAL BODY MEETINGS:

The Venue and time of the last three Annual General Meetings of the Company are as follows:

1	52 nd Annual General Meeting	4 th September, 2013 at 11.00 a.m. M.C. Ghia Hall, Bhogilal Hargovindas Building, 2 nd Floor, 18/20, K Dubash Marg, Mumbai 400001
Special Resolution passed: Re-appointment of Shri Rupen A. Choksi as Joint Managing Director of the Company for the period of three years from 21.06.2013 to 31.03.2016.		
2	51 st Annual General Meeting	24 th July, 2012 at 11.00 a.m. M.C. Ghia Hall, Bhogilal Hargovindas Building, 2 nd Floor, 18/20, K Dubash Marg, Mumbai 400001
Special Resolution passed: Revision in the Remuneration in accordance with Schedule XIII to the Companies Act, 1956, of Shri Gobind J. Lulla as Managing Director.		
3	50 th Annual General Meeting	20 th July, 2011 at 11.00 a.m. M.C. Ghia Hall, Bhogilal Hargovindas Building, 2 nd Floor, 18/20, K Dubash Marg, Mumbai 400001
Special Resolution passed: Appointment of Shri Gobind J. Lulla as Managing Director of the Company for the period of three years from 01.10.2010 to 30.09.2013.		

All special resolutions set out in the notices for the Annual General Meetings were passed by the shareholders at the respective meetings with requisite majority.

DISCLOSURES:

Related Party Transactions:

Transactions with related parties are disclosed in Note No. 29.2 to the Accounts in the Annual Report.

Risk Management:

The Company has initiated the exercise of identifying risks being faced by the company. Risk Minimisation is being built up in the operating systems & these procedures will be periodically reviewed to ensure that the management minimizes the risks through a properly defined framework.

MD / CFO Certification:

As required by Clause 49(V) of the Listing Agreement, the MD / CFO Certificate for the financial year 2013-14 signed by Shri Gobind J. Lulla, Managing Director and Smt. Sunita R. Satpalkar, Chief Financial Officer was placed before the Board of Directors at their meeting held on 19th May, 2014 .

Compliances:

The Company has complied with the requisite regulations relating to capital markets. There were no penalties or strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

Means of Communication:

- a) Quarterly / Half Yearly / Nine-Months and Annual Financial Results of the Company are published in the Free Press Journal and Navashakti.
- b) Your Company provides necessary information to the Stock Exchanges in terms of the Listing Agreement and other rules and regulations issued by the Securities Exchange Board of India.
- c) All important information pertaining to the Company is also mentioned in the Annual Report of the Company which is circulated to the members and others entitled thereto for each financial year.
- d) Your Company provides necessary information to the Stock Exchanges in terms of the Listing Agreement and other rules and regulations issued by the Securities Exchange Board of India.
- e) The Management Discussion and Analysis report forms part of the Directors' Report.

Green Initiative by MCA:

The Ministry of Corporate Affairs has taken a green initiative in the Corporate Governance by allowing paperless compliances by companies vide circular no. 17/95/2011 CL-V dated 21st April 2011, clarifying that the company would have complied with Section 20 of the Companies Act, 2013, if the serving of documents have been made through electronic mode, provided the company has obtained the email addresses of its members for serving notices/documents through email by giving an advance notice to every shareholders to register their email address and changes therein from time to time with the company.

All shareholders are requested to register their e-mail address with the Company's Registrar and Share Transfer Agents or the Compliance officer, in case they wish to get the soft copy of the Annual Report through e-mail, by sending the form duly filled in as given in this Annual Report. As and when requested by the shareholder, the hard copy of the Annual Report will be provided to them.

General Shareholders Information:

- a) 53rd Annual General Meeting will be held on Tuesday, the 29th July, 2014 at 11 am at M.C. Ghia Hall, Bhogilal Hargovindas Bldg., 4th Floor, 18/20 K Dubash Marg, Mumbai 400001.
- b) Financial Year of the Company begins from 1st April to 31st March
- c) Dates of book closure: Wednesday, the 23rd July, 2014, to Tuesday, the 29th July, 2014 for purpose of Annual General Meeting and payment of Dividend.
- d) Dividend, if declared at the Annual General Meeting, is proposed to be paid on or after 29th July, 2014
- e) Listing on Stock Exchanges: The Company's equity shares are listed on Ahmedabad Stock Exchange Ltd. and Pune Stock Exchange Ltd. The annual listing fees have been paid and there is no outstanding payment towards the stock exchanges, as on date. The Company has also paid custodial fees for the year 2014-15 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
- f) ISIN allotted to Equity Shares is INE422F01017.

Market Data Price:

As the shares are not traded frequently on stock exchange during the year 2013-14, we are not able to share Market Data price and performance in comparison in broad -based indices as required by Listing Agreement.

Registrar & Transfer Agents and Dematerialisation of Shares:

The Company has appointed M/s Sharepro Services (I) Pvt. Ltd. as the Registrar and Transfer Agents for both physical as well as electronic transfers. The transfers are processed within a period of 15 days from the date of receipt, if the documents are in order in all respects.

The Shareholders, Beneficial Owners (BOs) and Depository Participants (DPs) are requested to send/deliver the documents/correspondence relating to the company's share transfer activity etc. to the above named Registrar and Share Transfer Agent at the following address:

Address of Registrar and Share Transfer Agents	
SHAREPRO SERVICES (I) PVT. LTD. Unit : Resins & Plastics Limited Samhita Warehousing Complex 2nd Floor, Warehouse Nos. 52 & 53 Plot No.13AB, Sakinaka Off Andheri Kurla Road Andheri (East) Mumbai 400 072.	Tel. No. 67720300 / 67720400 Fax. No. 28591568 Email:sharepro@shareproservices.com

Financial Calendar:

For the year ending 31st March, 2015, results will be tentatively announced:

July / August, 2014	First Quarter
October / November, 2014	Half Yearly
January / February, 2015	Third Quarter & Nine Months
April / May, 2015	Fourth Quarter and Annual
July / August / September, 2015	Annual General Meeting for the year ending 31 st March, 2015

Any queries with respect to the financial statements of the Company should be addressed to the Compliance officer at the Company's Registered Office.

Distribution of Shareholding as on 31.03.2014:

No. of equity shares held	No. of shareholders	% of shareholders	No. of shares	% of share holding
1 – 500	1507	77.80	396128	11.09
501 – 1000	254	13.11	206150	5.77
1001 – 2000	102	5.27	141190	3.95
2001 – 10000	34	1.76	138742	3.88
10001 and above	40	2.06	2690090	75.31
Total	1937	100	3572300	100

Categories of Shareholders as on 31.03.2014:

	No. of shares held	% of Shares held
Directors, Relatives and Associates	2546200	71.28
Individuals	991878	27.76
Domestic Companies	30622	0.86
Financial Institutions	-	-
Mutual Funds/ Banks / FIIs / OCBs	-	-
Non-Resident Individuals	3100	0.09
Trusts	500	0.01
Total	3572300	100

Dematerialisation of Shares:

The shares of the Company are available for dematerialisation (holding of shares in electronic form) on both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity Shares of the Company are to be compulsorily traded in the dematerialised form. As on 31st March, 2014, 29,49,300 Equity Shares comprising of 82.56% of paid up capital of the Company, have been dematerialised by the investors.

Outstanding GDR's/ADR's/Warrants or any convertible instruments, conversion data and impact on equity: NIL

Compliance:

Certificate from Company's Auditors on Corporate Governance, as required by Clause 49 of the Listing Agreement, is incorporated in this Annual Report.

Other Information:

Corporate Identification Number (CIN) : [L25209MH1961PLC012223](#)

PLANT LOCATIONS

Taloja Industrial Estate of MIDC,
Post Box No.6, Taloja 410208,
Dist Raigad, Maharashtra.

Plot No 3607
GIDC Industrial Estate, Ankleshwar,
Dist Bharuch 393 002, Gujarat.

Investor Correspondence:

Investor correspondence may be addressed to any of the following:

Registered Office	Registrar & Share Transfer Agents
Plot No.A-8 Marol Ind. Est. of MIDC Cross Road B, Street No.5, Andheri (East), Mumbai 400 093. Telephone: (022) 6198 7000 Fax: (022) 6198 7099 Website: www.resplast.com Email: info@resplast.com	M/s Sharepro services (India) Pvt. Ltd Samhita Warehousing Complex, 2nd Floor, Warehouse Nos. 52 & 53 Plot No.13AB, Sakinaka Off Andheri Kurla Road, Andheri (East) Mumbai 400 072. Tel. No.67720300 / 67720400 Fax No. 2859 1568 Email:sharepro@shareproservices.com

Unclaimed Dividend :

Under the Companies Act 2013, dividends that are unclaimed for a period of seven years are to be transferred to the Investors Education and Protection Fund, administered by the Central Government. The table given below gives the dates of dividend declaration or payment and the corresponding date when unclaimed dividends will be due to be transferred to the Central Government.

<i>Year</i>	<i>Amount of Dividend per share</i>	<i>Dividend date</i>	<i>Unclaimed Dividend amount as on 31.03.2014</i>	<i>Due date for transfer to IEPF</i>
2006-07	1.50	30/03/2007	41,250	06/06/2014
2007-08	2.00	22/09/2008	47,800	29/11/2015
2008-09	2.00	08/10/2009	1,04,700	14/12/2016
2009-10	2.50	30/07/2010	91,418	05/10/2017
2010-11	2.50	28/07/2011	1,23,543	03/10/2018
2011-12	2.50	03/08/2012	1,58,162	08/10/2019
2012-13	3.00	11/09/2013	2,07,201	18/11/2020

The concerned shareholders are requested to get their uncashed dividend warrants revalidated and encashed thereafter.

Declaration – Code of Conduct

The Board has laid down the code of conduct for the all the Board Members and Senior Management of the company, which is posted on the Company’s Website. All the Board Members and Senior Management personnel of the company, for the financial year ended 31st March 2014, have affirmed compliance with code of conduct.

For Resins & Plastics Limited

Place: Mumbai
 Dated: 19th May 2014

Gobind Lulla
Managing Director

ANNEXURE – II

FORM-A

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

A. POWER AND FUEL CONSUMPTION		2013-14	2012-13	
Power				
a) Purchased				
	Units (000 KWH)	1080	1137	
	Total Amount (₹ in lacs)	75.06	83.11	
	Rate/Unit (₹)	6.95	7.31	
b) Own generation				
	Through Diesel Generator			
	Units (000 KWH)	18	14	
	Units per litre of Diesel	1.64	1.36	
	Cost/unit (₹)	40.17	33.19	
Light Diesel Oil/Furnace oil				
	Quantity (K.L.)	332	346	
	Total Amount (₹ in lacs)	140.68	141.48	
	Average rate (₹/Litre)	42.41	40.89	
B. CONSUMPTION PER UNIT OF PRODUCTION				
ELECTRICITY (KWH/TON)		LDO/FURNACE OIL (LITRE/TON)		
	2013-14	2012-13	2013-14	2012-13
	158	167	48	50

FORM B

DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION RESEARCH AND DEVELOPMENT (R&D)

- Specific areas in which R & D is carried out by the Company:**
 - Development of new products & processes related to Synthetic Resins.
 - Quality enhancement.
 - Formulation re-engineering & identification / evaluation of new and alternate raw materials.
 - Technology upgradation.
 - Substitution of existing products with the new products.
 - Innovation of new applications of the existing products and vice-versa.
 - Collaborative development of products with customers to meet the specifications for industrial applications / high performance coatings.
- Benefits derived as a result of the above R & D:**
 - Modification of manufacturing facilities to improve process technology.
 - Cost reduction in Alkyds, Polyamides & Acrylics.
 - Development of new Resins with higher solids.
 - Upgradation in the quality of the products.
 - Reduction in effluent load during manufacture of Phenolics & Polyamides.
- Future Plan of action:**

Focus on research and innovation projects will continue and this will enable launch of improved as well as new products of superior quality in the market to meet clients' expectations/demands.
- Expenditure on R & D during the Financial Year is as follows:**

	(₹ in lacs)	
	2013-2014	2012-2013
a) Capital	1.76	8.05
b) Recurring	35.08	25.68
c) Total	36.84	33.73
d) Total R & D expenditure as a percentage of total turnover	0.32%	0.31%

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

All developments were done indigenously and are covered in the above mentioned points.

Mumbai : 19th May, 2014

For and On Behalf of the Board
(ABHAY A VAKIL)
CHAIRMAN

INDEPENDENT AUDITORS' REPORT

**To the Members of
RESINS AND PLASTICS LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **RESINS AND PLASTICS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act") read with General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Sec. 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- (b) in the case of the Statement of Profit and Loss, of the "**PROFIT**" of the Company for the year ended on that date. and
- (c) in the case of Cash Flow Statement of the Cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003 ("the order") as amended, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by Section 227(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 purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - (e) On the basis of the written representations received from the Directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

**FOR SHAH & CO.
CHARTERED ACCOUNTANTS
FRN 109430W**

**ASHISH SHAH
PARTNER
M. No: 103750**

Mumbai
19th May, 2014

Annexure to the Independent Auditors' Report (Referred in paragraph 1 under Report on other Legal and Regulatory Requirements' section of our report of even date).

- (1) (a) The Company has maintained proper records showing full particulars including quantitative details and location of fixed assets.
 - (b) There is a regular program of physical verification, which in our opinion is reasonable, having regard to the size of the company and the nature of fixed assets. No material discrepancies have been noticed in respect of the assets physically verified during the year.
 - (c) The company has not disposed off substantial part of its fixed assets during the year such disposal has not affected the going concern status of the Company.
- (2) (a) The Inventories have been physically verified during the year by the Management. In our opinion the frequency of verification is reasonable.
 - (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material in relation to the operations of the company and have been properly dealt with in the books of account.
- (3) (a) The company has not granted any loans secured or unsecured during the year to the parties covered in the register maintained u/s 301 of the companies Act, 1956.

In view of clause 4 (iii) (a) of the Companies (Auditor's Report) Order, 2003, clause 4 (iii) (b, c & d) are not applicable to the Company for the year under review.

 - (b) The Company has accepted Fixed Deposit by way of unsecured loan from a director covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 4.00 lacs and the year end balance of loans taken from such party is ₹ 4.00 lacs.
 - (c) In our opinion, the rate of interest and other terms and conditions on which loan has been taken from such party listed in the register maintained under Section 301 of the Companies Act, 1956 are not prima facie, prejudicial to the interest of the Company.
 - (d) The Company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest.
- (4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of stores, raw materials including components, packing materials, plant & machinery, equipment and other assets and with regard to the sale of goods. There is no major weakness in the internal controls procedures.
- (5) (a) According to the information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements that need to be entered into the register maintained under Sec. 301 of the Companies Act, 1956 have been so entered.
 - (b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangement referred to in (a) above and exceeding the value of Rs 5 lakh with any party during the year have been made at prices which are reasonable having regard to the prevailing market prices.
- (6) In our opinion and according to the information and explanations given to us, the company has complied with the directives issued by the Reserve Bank of India and the provisions of Sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under.
- (7) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (8) We have broadly reviewed the books of accounts maintained by the company pursuant to the rules prescribed by the Central government for the maintenance of cost records u/s 209(1)(d) of the Companies Act, 1956, and are of the opinion that prima facie the prescribed accounts and records have been made and maintained by the company.
- (9) (a) The company is regular in depositing undisputed statutory dues including, provident fund, Investor Education and Protection Fund, employees state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other statutory dues with the appropriate authorities.
 - (b) According to the information and explanation given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, service tax, custom duty and excise duty were in arrears as at 31st March, 2014 for a period of more than six months from the date they became payable.
 - (c) Following dues are not deposited on account of disputes pending at various forums:

Name of the Statute	Nature of dues	A/Y	Amount (₹ In Lacs)	Forum where dispute is pending
The Income tax Act, 1961	Assessment dues	2012-13	0.92	Appellate level

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- (10) The company has not incurred cash loss in the current year and in the immediately preceding financial year and there are no accumulated losses in the balance sheet as on 31st March 2014.
- (11) The company has not defaulted during the year in repayment of dues to any financial institutions and banks.
- (12) The company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- (13) As the company is not a chit fund or a nidhi, mutual benefit fund or society, the provisions of clause 4(xiii) of the Companies (Auditors' report) Order, 2003 are not applicable to the company.
- (14) As the company is not dealing in or trading in shares, securities, debentures and other investments, the provisions of clause 4(xiv) of the Companies (Auditors' report) Order, 2003 are not applicable to the company.
- (15) The Company has not given any guarantees for loans taken by others from banks or financial institutions.
- (16) The company has not taken any term loan during the year.
- (17) According to the information and explanations received, the company has not applied short term borrowings for long term use.
- (18) The company has not made any preferential allotment of shares during the year.
- (19) The company has not issued any debentures during the year.
- (20) The company has not raised any money by way of public issue during the year.
- (21) As per the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

FOR SHAH & CO.
CHARTERED ACCOUNTANTS
FRN 109430W

ASHISH SHAH
PARTNER
M. No: 103750

Mumbai
19th May, 2014

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF RESINS & PLASTICS LTD.,

We have examined the compliance of conditions of Corporate Governance by **RESINS & PLASTICS LTD.**, for the year ended 31 March, 2014 as stipulated in clause 49 of the Listing Agreement entered into with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

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

FOR SHAH & CO.
CHARTERED ACCOUNTANTS
FRN 109430W

ASHISH SHAH
PARTNER
M. No: 103750

Mumbai
19th May, 2014

COMPLIANCE CERTIFICATE

To,

The Members of

RESINS & PLASTICS LIMITED

Plot No. A – 8, Marol Industrial Estate of M. I. D. C.,
Cross Road B, Street No. 5,
Andheri (East),
Mumbai- 400093

We have examined the registers, records, books and papers of **Resins & Plastics Limited** as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained the registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and rules made thereunder and entries therein have generally been recorded.
2. The company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities as mentioned in the said Annexure.
3. The Company being a public limited company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met 5 (Five) times on 26.04.2013, 18.07.2013, 04.09.2013, 24.10.2013 and on 28.01.2014 in respect of which meetings notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. (No circular resolution was passed.)
5. The Company had closed its Register of Members from Thursday, 29th August 2013 to Wednesday, 4th September 2013 and necessary compliance of Section 154 of the Act has been made.
6. The annual general meeting for the financial year ended on 31st March, 2013 was held on 4th September, 2013 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. The Company has not advanced any loan to its Directors and/ or persons or firms or companies referred to in Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. (i) The Company delivered all certificates on lodgment thereof for transfer/ transmission in accordance with the provisions of the Act. There was no allotment of securities during the financial year.
(ii) The Company has deposited the amount of dividend declared in a separate bank account within five days from the date of declaration of such dividend.
(iii) The Company has posted warrants for dividends to all the members within a period of 30 days from the date of declaration and that all unclaimed /unpaid dividend has been transferred to Unpaid Dividend Account of the Company with HDFC Bank, Mumbai on 7th October, 2013.
(iv) The company has transferred the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
(v) The Company has complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointment of Directors have been duly made.
15. The appointment of Managing Director / Jt. Managing Director have been made in compliance with the provisions of Section 269 read with Schedule XIII to the Act.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such other authorities prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.

21. The Company has not issued any preference shares/debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has complied with the provisions of sections 58A and 58AA read with the Companies (Acceptance of Deposit) Rules, 1975 in respect of deposits accepted and the company has filed the copy of Statement in lieu of Advertisement/necessary particulars as required with the Registrar of Companies, Maharashtra on 04.09.2013. The company has also filed return of deposit with the Registrar of Companies.
24. The amounts borrowed by the Company during the financial year ending 31.03.2014 is within the borrowing limits of the company.
25. The company has not made any loans or advances or given guarantees or provided securities to other bodies corporate during the financial year.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year under scrutiny.
31. We are informed that there was/ were no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has deposited both employees' and employers' contribution to provident fund with prescribed authorities pursuant to section 418 of the Act.

For Parikh & Associates

Place: Mumbai
Date: 19th May, 2014

Signature : Sd/-
Name of Company Secretary : P. N. Parikh
C. P. No. : 1228

Annexure 'A'

Statutory Registers as maintained by the Company

1. Register of Deposits under Rule 7 of the Companies (Acceptance of Deposits) Rules, 1975.
2. Register of Charges u/s 143 of the Act.
3. Register of Members u/s 150 of the Act.
4. Minutes Book of Board Meetings u/s 193 of the Act (in loose leaf).
5. Minutes Book of General Meetings u/s 193 of the Act.
6. Books of Accounts u/s 209 of the Act are being audited by the Statutory Auditors of the Company.
7. Register of Contracts u/s 301 of the Act.
8. Register of disclosure of interest u/s 301 of the Act.
9. Register of particulars of Directors etc. u/s 303 of the Act.
10. Register of Directors' Shareholding u/s 307 of the Act.

Other Registers :

1. Register of transfers.
2. Attendance Register of Board Meetings.
3. Attendance Register of General Meetings.

For Parikh & Associates

Place: Mumbai
Date: 19th May, 2014

Signature : Sd/-
Name of Company Secretary : P. N. Parikh
C. P. No. : 1228

Annexure 'B'

Forms and Returns as filed by the Company with the Registrar of Companies during the financial year ended on 31st March, 2014:

Sr. No.	Form No./ Return	Filed under sections of the Companies Act, 1956	For	Date of filing	Whether filed within prescribed time Yes/No	If delay in filing whether requisite additional fee paid. Yes/No
1.	Form 23	192	Appointment of Mr. Rupen Choksi as Jt. Managing Director w.e.f. 21.06.2013 to 31.03.2016	10.05.2013	Yes	N.A.
2.	Form 62	Rule 10 of the Companies (Acceptance of Deposits) Rules, 1975	Return of Deposits as on 31.03.2013	07.06.2013	Yes	N.A.
3.	Form 8	135	Modification of charge Id 10399944 dated 06.06.2013	24.06.2013	Yes	N.A.
4.	Form 23C	233B(2)	Application to Central Government for appointment of Cost Auditor M/s. Deodhar & Associates for the year 2013-2014	26.06.2013	Yes	N.A.
5.	Form 25C	269(2)	Return of Appointment of Mr. Rupen Choksi as Joint Managing Director w.e.f 21.06.2013 to 31.03.2016	28.06.2013	Yes	N.A.
6.	Form 32	303(2)	Change in designation of Mr. Rupen Choksi as Jt. Managing Director w.e.f 21.06.2013	28.06.2013	Yes	N.A.
7.	Form 62	Rule 4A of the Companies Acceptance of Deposits Rules & Sec 58A	Statement in lieu of Advertisement	04.09.2013	Yes	N.A.
8.	Form 66	383A	Compliance Certificate for the Financial Year 2012-2013	06.09.2013	Yes	N.A.
9.	Form 32	303(2)	Cessation of Dr. Vinod Malshe as Director w.e.f 04.09.2013 and Change in designation of Mr. Chetan Thakkar as Director w.e.f 04.09.2013	16.09.2013	Yes	N.A.
10.	Form 23	192	Reappointment of Mr. Gobind Lulla as Managing Director w.e.f. 01.10.2013 to 30.09.2016 at the BM held on 04.09.2013	18.09.2013	Yes	N.A.
11.	Form 23	192	Approval of appointment of Mr. Rupen Choksi as Jt. Managing Director w.e.f 21.06.2013 to 31.03.2016 at the AGM held on 04.09.2013	18.09.2013	Yes	N.A.
12.	Form 23AC & 23ACA XBRL alongwith Annual Report for the year ended 31.03.2013	220	Adopted at Annual General Meeting held on 04.09.2013	25.09.2013	Yes	N.A.
13.	Form 1-XBRL	233B(4)	Cost Audit Report for the Financial Year 2012-2013	25.09.2013	Yes	N.A.

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Sr. No.	Form No./ Return	Filed under sections of the Companies Act, 1956	For	Date of filing	Whether filed within prescribed time Yes/No	If delay in filing whether requisite additional fee paid. Yes/No
14.	Form 32	303(2)	Re-appointment of Mr. Gobind Lulla as Managing Director w.e.f 01.10.2013	03.10.2013	Yes	N.A.
15.	Form 25C	269(2)	Return of Appointment of Mr. Gobind Lulla as Managing Director w.e.f 01.10.2013 to 30.09.2016	05.10.2013	Yes	N.A.
16.	Form 20B alongwith Annual Return made as on 04.09.2013	159	Annual General Meeting held on 04.09.2013	10.10.2013	Yes	N.A.
17	Form 5 INV	205C	Statement of unclaimed and unpaid amounts as on the AGM held on 04.09.2013	30.10.2013	Yes	N.A.
18.	Form 1 INV	205C	Statement of amount credited to Investor Education & Protection Fund	20.11.2013	Yes	N.A.

For Parikh & Associates

Place: Mumbai
Date: 19th May, 2014

Signature : Sd/-
Name of Company Secretary : P. N. Parikh
C. P. No. : 1228

BALANCE SHEET AS AT 31ST MARCH 2014

₹ in Lacs

Particulars	Note No.	As at 31-03-2014	As at 31-03-2013
A. EQUITY AND LIABILITIES			
(1) Shareholders Funds			
(a) Share Capital	2	357.23	357.23
(b) Reserves and Surplus	3	2,460.16	2,154.70
		<u>2,817.39</u>	<u>2,511.93</u>
(2) Non - Current Liabilities			
(a) Long - term borrowings	4	-	55.65
(b) Deferred tax liabilities (Net)	5	87.07	92.76
(c) Other long term liabilities	6	1.00	1.00
(d) Long term provisions	7	33.56	30.69
		<u>121.63</u>	<u>180.10</u>
(3) Current Liabilities			
(a) Short - term borrowings	8	52.65	38.17
(b) Trade Payables	9	1,137.17	1,015.92
(c) Other current liabilities	10	136.21	114.42
(d) Short term provisions	11	141.80	157.21
		<u>1,467.83</u>	<u>1,325.72</u>
		<u>4,406.85</u>	<u>4,017.75</u>
TOTAL			
B. ASSETS			
(1) Non - Current Assets			
(a) Fixed Assets			
(I) Tangible Assets	12.A	556.85	522.46
(II) Intangible Assets	12.B	7.45	7.10
(III) Capital Work - in - Progress		6.15	28.69
		<u>570.45</u>	<u>558.25</u>
(b) Non - current investments	13	0.02	0.02
(c) Long term loans and advances	14	13.62	15.85
(d) Other non - current assets	15	-	-
		<u>13.64</u>	<u>15.87</u>
(2) Current Assets			
(a) Inventories	16	973.72	901.94
(b) Trade Receivables	17	2,601.60	2,351.48
(c) Cash and Bank Balances	18	104.93	54.48
(d) Short - term loans and advances	19	138.02	134.51
(e) Other current assets	20	4.49	1.22
		<u>3,822.76</u>	<u>3,443.63</u>
		<u>4,406.85</u>	<u>4,017.75</u>
TOTAL			
Significant Accounting Policies	1		
Notes are an integral part of the financial statements.			

In terms of our report attached

For SHAH & CO.
Chartered Accountants

A. H. SHAH
Partner
M No 103750

Mumbai : 19th May 2014

For and on behalf of the Board

ABHAY VAKIL
Chairman

GOBIND LULLA
Managing Director

Mumbai : 19th May 2014

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

₹ in Lacs

Particulars	Note No.	Year 2013-2014	Year 2012-2013
I INCOME			
Revenue from operations (gross)	21	12,944.44	12,079.28
Less : Excise duty		1,447.82	1,350.22
Revenue from operations (net of discounts & rebate)		11,496.62	10,729.06
Other Income	22	12.64	6.30
Total Revenue		11,509.27	10,735.36
II EXPENSES			
Cost of materials consumed	23.A	9,382.61	8,878.94
Change in inventories of finished goods, work - in - progress and stock - in - trade	23.B	0.52	(33.52)
Employee benefits expenses	24	486.58	451.09
Finance costs	25	13.57	24.79
Depreciation & amortisation expenses	12.A&B	44.20	47.13
Other expenses	26	970.23	846.25
Total Expenses		10,897.71	10,214.68
PROFIT BEFORE TAX (I-II)		611.55	520.68
Less: Tax Expenses			
Current tax		187.50	164.80
Deferred tax		(5.69)	(5.27)
Excess provision for earlier years		(1.10)	(0.79)
TOTAL TAX EXPENSES		180.71	158.74
PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS		430.84	361.94
Earnings per share (₹) Basic and diluted	30	12.06	10.13
(Face value of ₹ 10 each)			
Significant Accounting Policies	1		
Notes are an integral part of the financial statements.			

In terms of our report attached

For and on behalf of the Board

For SHAH & CO.

ABHAY VAKIL

Chartered Accountants

Chairman

A. H. SHAH

GOBIND LULLA

Partner

Managing Director

M No 103750

Mumbai : 19th May 2014

Mumbai : 19th May 2014

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

₹ in Lacs

Sr no	Particulars	Year 2013-2014	Year 2012-2013
A.	Cash flow from operating activities		
	Net profit before tax and extraordinary items	611.55	520.68
	Adjustments for :		
	Depreciation and amortisation	44.20	47.13
	Interest income	(6.55)	(2.54)
	Finance cost	13.57	24.79
	Dividend income (₹ 315/-)	(0.00)	(0.00)
	Fixed assets written off	2.83	-
	Bad Debt written off	6.56	6.73
	Unrealised Foreign exchange (gain) / loss	(10.48)	1.08
	Loss / (profit) on sale of fixed assets (net)	0.01	0.64
	Operating profit before working capital changes	<u>661.70</u>	<u>598.52</u>
	Changes in working Capital :		
	Adjustment for (increase) / decrease in operating assets :		
	Inventories	(71.77)	21.03
	Trade receivables	(256.68)	(257.74)
	Short term loans and advances	13.05	35.95
	Long term loans and advances	0.32	(0.98)
	Other non-current assets	-	2.74
	Adjustment for (increase)/decrease in operating liabilities :		
	Trade payables	131.73	(124.27)
	Other current liabilities	20.45	0.64
	Short term provisions	125.76	127.12
	Long term provisions	(122.50)	(112.52)
	Cash generated from operations	<u>502.04</u>	<u>290.49</u>
	Income tax paid net of refund	(217.52)	(154.19)
	Net cash flow from operating activities	<u>284.52</u>	<u>136.31</u>
B.	Cash flow from investing activities		
	Capital expenditure on fixed assets	(53.24)	(41.43)
	Tangible assets under development	(6.15)	(28.69)
	Proceeds from sale of fixed assets	0.14	0.76
	Dividend received (₹ 315/-)	0.00	0.00
	Interest received	3.96	2.54
	Net cash flow from investing activities	<u>(55.29)</u>	<u>(66.82)</u>
C.	Cash flow from financing activities		
	Repayment of long term borrowings	(55.65)	46.79
	Proceeds from short term borrowings	14.48	(44.44)
	Finance cost	(13.57)	(24.79)
	Dividend paid	(105.82)	(88.92)
	Tax on dividend	(18.21)	(14.49)
	Net cash flow from financing activities	<u>(178.80)</u>	<u>(125.85)</u>
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	<u>50.43</u>	<u>(56.36)</u>
	Cash and cash equivalents at the beginning of the year	54.48	110.85
	Cash and cash equivalents at the end of the year	<u>104.93</u>	<u>54.48</u>

Note : Previous years / periods figures have been regrouped/rearranged in conformity with the Revised Schedule VI prescribed under the Companies Act, 1956.

In terms of our report attached

For SHAH & CO.

Chartered Accountants

A. H. SHAH

Partner

M No 103750

Mumbai : 19th May 2014

For and on behalf of the Board

ABHAY VAKIL

Chairman

GOBIND LULLA

Managing Director

Mumbai : 19th May 2014

NOTE NO 1. NOTES ON BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS**A CORPORATE INFORMATION NOTE ON BUSINESS ACTIVITY :**

Resins and Plastics Ltd. (RPL) is pioneer and one of India's leading Synthetic Resin manufacturer catering to a wide range of industries today such as Adhesives, Coatings, Printing Inks, Insulating Varnishes, Wire Enamels, Lamination, Construction, Cosmetics and Textiles. RPL commenced its operations in 1971 for manufacturing Alkyd Resins, Epoxy Resins, Ketonic Resins, Phenolic Resins some of which are import substitutes. RPL's manufacturing facilities are located at MIDC, Talaja in Maharashtra and GIDC, Ankleshwar in Gujarat. RPL's strength lies in its R & D, manufacturing and strong distribution network consisting of own sales offices and branches across the country and also deals through a few major distributors across different regions.

B SIGNIFICANT ACCOUNTING POLICIES FOLLOWED BY THE COMPANY :**I) BASIS FOR PREPARATION OF FINANCIAL STATEMENTS****a) Basis of Accounting -**

The financial statements have been prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India and presented under the historical cost convention on accrual basis of accounting to comply with the accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 (as amended) and with the relevant provisions of the Companies Act 1956.

b) Use of Estimates -

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that effect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of income and expenses during the period.

c) Current/Non-Current Classification -

Any asset or liability is classified as current if it satisfies any of the following conditions:

- i) It is expected to be realized or settled or is intended for sale or consumption in the company's normal operating cycle;
- ii) It is expected to be realized or settled within twelve months from the reporting date;
- iii) In the case of an asset, it is held primarily for the purpose of being traded; or it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date;
- iv) In the case of a liability, the company does not have an unconditional right to defer settlement of the liability for at least twelve months from the reporting date.

All other assets and liabilities are classified as non-current.

For the purpose of current / non-current classification of assets and liabilities, the company has ascertained its normal operating cycle as 12 months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

II) FIXED ASSETS**a) Tangible Assets -**

Tangible assets are carried at the cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes taxes (other than those subsequently recoverable from tax authorities) duties and other directly attributable cost related to the acquisition or construction of the respective assets.

b) Intangible Assets -

Capitalized cost of software includes license fees paid.

III) DEPRECIATION AND AMORTISATION

The Company has provided depreciation at the rates specified under schedule XIV to the Companies Act, 1956 on the following basis :

- On all additions up to 31-03-1994 under Written Down Value Method.
- On all additions after 31-03-1994 under Straight Line Method.
- Leasehold lands are amortised over the period of lease.
- Assets costing ₹ 5000/- or less are fully charged to the statement of Profit and Loss in the year of acquisition.
- The purchase cost and user licenses fees of computer software are amortised over a period of four years.

IV) IMPAIRMENT

The company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. Impairment loss if any, is provided in the statement of Profit and Loss to the extent the carrying amount of assets exceeds their estimated recoverable amount.

V) REVENUE RECOGNITION

- a) Sale of product is recognised when the risks and rewards of ownership are passed on to the customers which is on dispatch of goods. Sales are stated exclusive of excise and sales tax /VAT.
- b) Dividend income is recognised when the right to receive payment is established.
- c) Interest income is recognised on the time proportion basis.

VI) INVENTORY

- a) Inventories are valued at lower of cost and net realisable value. Damaged, unserviceable and inert stocks are suitably depreciated.
- b) In case of raw materials, packing materials, stores, spares and consumables, the cost includes duties and taxes other than credits under CENVAT and is arrived on First In First Out Basis.
- c) The finished goods cost includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads on the basis of standard cost method and excise duty as applicable on the finished goods. Traded goods are valued at lower of cost and net realisable value.
- d) Work-in-process is valued on the same basis as finished goods except that the conversion cost for resin processing is absorbed at 50% of expenses incurred in the respective processes.

VII) INVESTMENTS

Short term investments are carried at the lower of cost and fair value computed category wise. Long term investments are valued at cost.

VIII) TRANSACTIONS AND TRANSLATIONS OF FOREIGN CURRENCY

a) Initial recognition -

Transactions in Foreign Currencies are recorded at the exchange rates prevailing on the date of the transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of Profit and Loss for the year.

b) Measurement of Foreign Currency Item at the Balance Sheet Date -

Monetary assets and liabilities denominated in foreign currencies which are outstanding as at the year end are translated at the closing exchange rate and the resultant exchange differences are recognised in the statement of Profit and Loss.

c) Forward Exchange Contracts -

The premium or discount arising at the inception of forward exchange contract is amortised and recognised as an expense/ income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the period in which the exchange rates change. Any Profit or Loss arising on cancellation or renewal of such forward exchange contract is also recognised as income or expense for the period.

IX) TRADE RECEIVABLES

Trade receivables are stated after writing off debts considered as bad. Adequate provision is made for debts considered doubtful.

X) EMPLOYEES BENEFITS

A) SHORT TERM EMPLOYEE BENEFITS -

All employee benefits payable/paid wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

B) POST-EMPLOYMENT BENEFITS -

a) Defined contribution plans -

Defined contribution plans are Employee State Insurance Scheme and Government administered Pension Fund Scheme for all employees and Superannuation Scheme for eligible employees. The Company's contribution to defined contribution plans are recognized in the statement of Profit and Loss in the financial year to which they relate.

b) Defined Benefit Plan -

- The Company operates a defined benefit gratuity plan for employees. The Company accounts for gratuity liability by payment of premium to Life Insurance Corporation of India under Group Gratuity Scheme which is based on actuarial valuation. The actuarial valuation method used by independent actuary for measuring the liability is the Projected Unit Credit Method carried out at each Balance Sheet date.
- The Company operates a defined benefit Gratuity plan for the Managing Director of the Company and is payable upon the employee satisfying certain conditions, as approved by the Board of Directors.
- The Company makes specified monthly contributions towards employee Provident Fund to a Trust administered by the Company. The minimum interest payable by the Trust to the beneficiaries every year is being notified by the Government. The Company has an obligation to make good the shortfall, if any, between the return on investments of the Trust and the notified interest rate. The actuarial valuation method is used by independent actuary for measuring the liability as on 31st March 2014. Shortfall on account of interest is debited to the statement of Profit and Loss.

XI) RESEARCH AND DEVELOPMENT

- a) Research expense is recognised as an expense as and when it is incurred.
- b) Expenditure incurred on fixed assets used for research and development is capitalised and depreciated in accordance with the depreciation policy of the Company and is disclosed separately.

XII) PROVISION FOR TAXATION

- a) Provision for current tax is computed as per 'Total Income' returnable under the Income Tax Act, 1961 after taking into account deductions and exemptions.
- b) The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the Balance Sheet date.
- c) Deferred tax is recognised for all timing differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

XIII) EARNINGS PER SHARE

The Basic and Diluted Earnings Per Share (EPS) is computed by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.

XIV) PROPOSED DIVIDEND

Dividend recommended by the Board of Directors is provided for in the accounts, pending approval at the Annual General Meeting.

XV) BORROWING COSTS

Borrowing costs that are attributable to the acquisition of assets are capitalised. All other borrowing costs are charged to the statement of Profit and Loss.

XVI) CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents include cash on hand, bank balances, demand deposits with banks and other short term highly liquid investments where the original maturity is three months or less.

XVII) OTHER ACCOUNTING POLICIES

These are consistent with generally accepted accounting policies.

2. SHARE CAPITAL

₹ in Lacs

Particulars	As at 31-03-2014	As at 31-03-2013
Authorised		
50,00,000 Equity Shares of ₹ 10/- each	500.00	500.00
Issued		
36,61,100 Equity Shares of ₹ 10/- each	366.11	366.11
Subscribed & paid up		
35,72,300 Equity Shares of ₹ 10/- each	357.23	357.23

i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

Particulars	As at 31-03-2014		As at 31-03-2013	
	No of shares	₹ in lacs	No of shares	₹ in lacs
Shares outstanding at the beginning of the year	3,572,300	357.23	3,572,300	357.23
Add : Issued during year	-	-	-	-
Shares outstanding at the end of the year	3,572,300	357.23	3,572,300	357.23

ii) Details of shares held by each shareholder holding more than 5% shares :

Name of Shareholder	No. of Equity Shares held	% of Holding	No. of Equity Shares held	% of Holding
Elf Trading & Chemicals Manufacturing Ltd.	315,680	8.84	315,680	8.84
Gujarat Organics Ltd.	268,760	7.52	268,760	7.52
Elcid Investments Ltd.	240,714	6.74	240,714	6.74

iii) Terms/rights attached to equity shares :

The Company has only one class of shares referred to as equity shares of ₹ 10/- each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.

The Board of Directors at its meeting held on 19/05/2014 proposed dividend of ₹ 3/- only per share totalling to ₹ 107.17 lacs, subject to the approval by the shareholders at the ensuing Annual General Meeting. The dividend appropriation for the year ended 31st March 2014 amounting to ₹ 125.38 lacs including corporate dividend tax of ₹ 18.21 lacs. (Previous year ₹ 125.38 lacs including corporate dividend tax of ₹ 18.21 lacs)

As per the Companies act 1956, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the event of liquidation of the Company. However no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

3. RESERVES AND SURPLUS

₹ in Lacs

Particulars	As at 31-03-2014	As at 31-03-2013
a) Capital Reserve	4.56	4.56
As per last Balance Sheet		
b) Share Premium	233.58	233.58
As per last Balance Sheet		
c) General Reserve		
Opening balance	397.82	361.62
Add : Transferred from surplus in statement of profit & loss	44.00	36.20
Closing balance	441.82	397.82
d) Surplus /(Deficit) in Statement of profit & Loss		
Opening balance	1,518.75	1,318.39
Add : Profit /(Loss) for the year	430.84	361.94
Less: Dividend proposed to be distributed to equity shareholders (CY ₹ 3, PY ₹ 3 per share)	107.17	107.17
Tax on dividend	18.21	18.21
Transfer to General Reserve	44.00	36.20
Closing balance	1,780.21	1,518.75
Total(a+b+c+d)	2,460.16	2,154.70

NON- CURRENT LIABILITIES

4. LONG-TERM BORROWINGS

₹ in Lacs

Particulars	As at 31-03-2014	As at 31-03-2013
Unsecured		
Fixed Deposits from Public (Fixed deposits carries interest rate @ 9% to 11.5% p.a. repayable on scheduled dates unless otherwise demanded) (PY interest rate @ 9% to 11.5% p.a.)	-	55.65
	-	55.65

5. DEFERRED TAX (LIABILITY) ASSET

₹ in Lacs

Particulars	As at 31-03-2014	As at 31-03-2013
Deferred tax liabilities		
Difference between the written down value of assets under the Companies Act, 1956 and Income Tax Act, 1961	102.98	98.91
Deferred tax assets		
Expenses allowed for tax purpose on payment basis	(15.91)	(6.15)
Deferred Tax liability (Net)	87.07	92.76
Deferred Tax (income)/expenses for the year	(5.69)	(5.27)

6. OTHER LONG TERM LIABILITIES

₹ in Lacs

Trade Deposits	1.00	1.00
Trade Deposits carries interest rate @ 9% (PY 9%) p.a.	1.00	1.00

7. LONG TERM PROVISIONS

₹ in Lacs

Provision for employee benefits :		
Gratuity (unfunded)	7.85	4.66
Leave Encashment (unfunded)	24.78	26.03
Provision for Income Tax (Net of adv tax & TDS)	0.93	0
	33.56	30.69

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CURRENT LIABILITIES

₹ in Lacs

	Particulars	As at 31-03-2014	As at 31-03-2013
8.	SHORT- TERM BORROWINGS		
	Secured		
	Cash Credit - HDFC	-	31.32
	I. Against Security by way of hypothecation of raw materials and finished goods stock, trade receivables and mortgage of company's movable & immovable property		
	II. Default in terms of repayment of principal and interest - NIL		
	Unsecured		
	Fixed Deposits from Public (Fixed deposits carries interest rate @ 9% to 11.5% p.a. repayable on scheduled dates unless otherwise demanded)	52.65	6.85
	(PY interest rate @ 9% to 11.5% p.a.)	52.65	38.17
9.	TRADE PAYABLES		
	Trade Payables (Refer note 27.2)	1,137.17	1,015.92
10.	OTHER CURRENT LIABILITIES		
	a) Investor Education and Protection Fund :		
	Unclaimed Dividend	7.75	6.41
	b) Other payables :		
	Statutory Remittances :		
	Payable towards Central Sales Tax and VAT	33.13	21.13
	Payable towards TDS under Income tax	7.48	6.35
	Payable towards Excise	4.90	-
	Excise Duty on Plants' stock	32.29	33.01
	Provision for Bonus	14.82	13.87
	Payable to Bank towards unamortised premium on forward exchange contracts	0.69	-
	Payable to Employee	26.87	24.76
	Advances from Debtors	8.29	8.89
		136.21	114.42
11.	SHORT TERM PROVISIONS		
	Proposed equity dividend	107.17	107.17
	Provision for income tax on proposed dividend	18.21	18.21
	Provision for taxation (Net of advance tax)	-	15.80
	Leave Encashment (unfunded)	13.11	9.99
	Retirement Benefit Liability- Gratuity (AS15) Funded	3.30	6.04
		141.80	157.21

Note 12A. TANGIBLE FIXED ASSETS

₹ in Lacs

Sr No.	Particulars	Gross Block				Depreciation				Net block	
		Balance as at 01-04-2013	Additions	Disposals	Balance as at 31-03-2014	As at 01-04-2013	For the year	Deduction for the year	Total as on 31-03-2014	As at 31-03-2014	As at 31-03-2013
a	Land-leasehold	49.34	-	-	49.34	9.71	0.55	-	10.26	39.08	39.63
b	Buildings - own use	459.81	23.29	-	483.10	227.69	10.01	-	237.70	245.40	232.12
	Owned Assets :										
c	Plant and Equipment	582.94	39.25	27.58	594.62	420.88	20.10	25.79	415.18	179.43	162.06
d	Furniture and Fixtures	39.20	0.45	7.59	32.07	35.73	0.43	7.21	28.95	3.12	3.47
e	Vehicles	75.34	-	0.17	75.18	18.47	7.12	0.17	25.42	49.75	56.87
f	Office equipment	35.96	14.18	4.82	45.32	23.41	2.03	4.00	21.44	23.88	12.56
g	Others (specify nature)										
	Research & Development building	11.11	-	-	11.11	10.30	0.08	-	10.38	0.73	0.81
	Research & Development equipments	54.28	1.76	0.02	56.01	39.34	1.24	0.02	40.56	15.46	14.94
	Total	1,307.98	78.93	40.17	1,346.74	785.52	41.56	37.19	789.89	556.85	522.46

Note 12B. INTANGIBLE FIXED ASSETS

	Computer software	21.42	2.99	-	24.41	14.32	2.64	-	16.96	7.45	7.10
	Total	21.42	2.99	-	24.41	14.32	2.64	-	16.96	7.45	7.10

Note 12A. TANGIBLE FIXED ASSETS (Cont.)

₹ in Lacs

Sr No.	Particulars	Gross Block				Depreciation				Net block	
		Balance as at 01-04-2012	Additions	Disposals	Balance as at 31-03-2013	As at 01-04-2012	For the year	Deduction for the year	Total as on 31-03-2013	As at 31-03-2013	As at 31-03-2012
a	Land-leasehold	49.34	-	-	49.34	9.16	0.55	-	9.71	39.63	40.18
b	Buildings - own use	459.81	-	-	459.81	217.53	10.16	-	227.69	232.12	242.28
Owned Assets :											
c	Plant and Equipment	562.87	20.07	-	582.94	398.13	22.75	-	420.88	162.06	164.76
d	Furniture and Fixtures	37.57	1.64	-	39.20	34.67	1.06	-	35.73	3.47	2.89
e	Vehicles	71.49	8.01	4.16	75.34	14.73	6.51	2.77	18.47	56.87	56.76
f	Office equipment	35.52	0.44	-	35.96	21.62	1.79	-	23.41	12.56	13.90
g	Others (specify nature)										
	Research & Development building	11.11	-	-	11.11	10.21	0.09	-	10.30	0.81	0.90
	Research & Development equipments	46.22	8.05	-	54.28	37.02	2.31	-	39.34	14.94	9.20
	Total	1,273.93	38.21	4.16	1,307.98	743.06	45.23	2.77	785.52	522.46	530.86

Note 12B. INTANGIBLE FIXED ASSETS

	Computer software	13.30	8.12	-	21.42	12.41	1.90	-	14.32	7.10	0.89
	Total	13.30	8.12	-	21.42	12.41	1.90	-	14.32	7.10	0.89

NON CURRENT ASSETS

₹ in Lacs

Particulars		As at 31-03-2014	As at 31-03-2013
13. NON-CURRENT INVESTMENTS			
	Trade Investment		
	210 Shares of ₹ 10 each of Bharuch Enviro Infrastructure Ltd		
	Unquoted, (PY 210 shares)	0.02	0.02
		0.02	0.02
14. LONG TERM LOANS AND ADVANCES			
	(Unsecured & Considered good)		
a)	Sundry Deposits	13.30	12.50
b)	Prepaid expenses	0.32	1.44
c)	Advance payment of income tax (Net of provision)	-	1.91
		13.62	15.85
15. OTHER NON CURRENT ASSETS			
		-	-
		-	-

CURRENT ASSETS

₹ in Lacs

Particulars		As at 31-03-2014	As at 31-03-2013
16. INVENTORIES (As taken, valued & certified by Managing Director)			
(a)	Raw Materials	413.81	360.98
(b)	Work - in - Process *	129.57	42.90
(c)	Finished Goods *	394.29	482.20
	(Includes finished goods in transit ₹ 4.79 lacs, PY ₹ 7.57 lacs)		
(d)	Packing Materials	22.56	10.15
(e)	Stores, Spares & Consumables	1.48	1.80
(f)	Fuels	11.99	3.91
	(At cost or market value whichever is lower)		
	* Company deals in single product viz synthetic resins		
		973.72	901.94
17. TRADE RECEIVABLES			
	Unsecured & Considered good		
	- Over due for more than six months	19.94	31.08
	- Other Debts	2,581.65	2,320.40
	Trade receivables includes debt due from companies controlled by Directors/Relatives of Directors		
	Name of the Company	CY	PY
	M/s. Asian Paints Ltd.	183.89	291.20
		183.89	291.20
		2,601.60	2,351.48

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₹ in Lacs

	Particulars	As at 31-03-2014	As at 31-03-2013
18.	CASH AND BANK BALANCES		
	A) Cash and Cash Equivalents		
	(a) Cash on hand	0.83	1.07
	(b) Balance with banks		
	Current Account	4.58	33.56
	Cash Credit Account #	86.53	-
	Deposit with bank with maturity less than 3 months	1.05	5.47
	B) Other bank balances		
	i) Deposits with Banks with maturity more than 3 months but less than 12 months	4.18	7.97
	ii) Unpaid Dividend Account - In earmarked accounts ##	7.75	6.41
		104.93	54.48
	# Secured by hypothecation of inventories and trade receivable and carries interest rate @ 12.25% p.a		
	## The Company can utilise these balances only towards settlement of unclaimed dividend.		
19.	SHORT TERM LOANS AND ADVANCES		
	(Unsecured & considered good)		
	Advances/Claim recoverable in cash or kind		
	a) Advances to vendors	19.75	22.38
	b) Prepaid expenses	6.16	7.55
	c) Balance with Government Authorities		
	(i) Cenvat Credit Receivables	33.09	30.72
	(ii) VAT Credit Receivables/Sales tax refundable	59.49	70.55
	(iii) Service tax Credit Receivables	1.46	3.21
	d) Advance payment of income tax (Net of provision)	16.57	-
	e) Loans/Advances to employees	1.48	0.08
		138.02	134.50
20.	OTHER CURRENT ASSETS		
	Unamortised premium on forward exchange contracts	0.69	-
	Income accrued but not due	3.80	1.21
		4.49	1.21
21.	REVENUE FROM OPERATIONS	Year 2013-2014	Year 2012-2013
	a) Sale of Synthetic Resins (net of returns)		
	- Home market	13,065.77	12,119.41
	- Exports	146.11	194.80
	- Traded goods	-	0.14
		13,211.88	12,314.36
	Less : Discounts & rebate	273.96	240.02
		12,937.92	12,074.34
	b) Other operating revenues :		
	Scrap sale	6.52	4.94
		12,944.44	12,079.28
	Less : Excise Duty	1,447.82	1,350.22
	Total	11,496.62	10,729.07
	Note : Company deals in single product viz synthetic resins		

Particulars		Year 2013-2014	Year 2012-2013
22. OTHER INCOME			
a) Interest income		6.55	2.54
b) Dividend from non current investments (CY & PY ₹ 315/-)		0.00	0.00
c) Other non operating income		6.09	3.75
		12.64	6.30
23.A COST OF MATERIAL CONSUMED			
Raw Materials Consumed			
Opening Stock		360.98	415.51
Add : Purchases (net of discounts/sale of materials)		9,164.47	8,561.65
		9,525.46	8,977.16
Less : Closing stock		413.81	360.98
(Refer note no 27.5 for major consumption items)		9,111.65	8,616.17
Packing Material Consumed			
Opening Stock		10.15	6.09
Add : Purchases		283.37	266.83
		293.52	272.92
Less : Closing stock		22.56	10.15
		270.96	262.77
TOTAL COST OF MATERIALS CONSUMED		9,382.61	8,878.94
23.B CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE			
Stock at the end of the year :			
Finished goods		394.29	482.20
Work-in-progress		129.57	42.90
Stock-in-trade		-	-
Total		523.87	525.10
Stock at the beginning of the year :			
Finished goods		482.20	407.59
Work-in-progress		42.90	82.98
Stock-in-trade		-	0.40
Total		525.10	490.97
Changes in inventories		1.23	(34.13)
Increase/(Decrease) in Excise duty on finished goods		(0.72)	0.61
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade		0.52	(33.52)
24. EMPLOYEE BENEFITS EXPENSES			
Salaries, Wages & Allowances		393.67	359.79
Contribution to Provident and other funds (refer note 28.1)		43.02	42.64
Staff Welfare Expenses		49.89	44.56
		486.58	451.09
25. FINANCE COST			
Interest Expense		13.57	16.07
Borrowing cost-Bank processing fees		-	1.72
Borrowing cost-Foreign currency loan		-	0.82
Net loss on foreign currency transactions and translation		-	6.18
		13.57	24.79
26. OTHER EXPENSES			
Power and Fuel		236.73	231.90
Consumption of stores & spare parts		39.42	33.78
Repairs - Plant & Machinery		27.95	17.44
- Building		54.77	11.32
- Others		13.47	18.80
Rent		2.93	3.05
Rates and taxes		29.90	31.74
Insurance		6.73	3.53
Freight on sales		180.80	163.50

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₹ in Lacs

Particulars	Year 2013-2014	Year 2012-2013
Directors' meeting fees	4.40	2.25
Cash discount	52.67	53.50
Security	24.43	21.28
Legal & professional fees	24.12	28.06
Commission on sales	83.01	77.83
Premium on forward exchange contract amortized	4.83	-
Payment to Auditor as :		
a) Auditor	2.20	2.20
b) For taxation matters	0.60	0.60
c) For company law matters	0.28	0.18
d) For reimbursement of expenses	0.13	0.13
Net loss on foreign currency transactions & translation (other than considered as finance cost)	28.60	10.08
Bad debts written off	6.56	6.73
Loss on sale of fixed assets	0.01	0.64
Miscellaneous expenses	143.58	126.75
Prior period items (net):		
-Penalty on Entry tax on LDO of previous year & other	1.08	0.98
-Short provision of MH VAT	1.03	0.03
Prior period income :-		
-Excess GST W/back (FY 07-08)	-	(0.06)
	970.23	846.25

Note No 27. Additional information to the financial statements

27.1 Contingent liabilities and commitments (to the extent not provided for)

₹ in Lacs

Particulars	As at 31-03-2014	As at 31-03-2013
Contingent Liabilities		
a) Income Tax demands disputed / in appeals	0.92	0.51
b) Gujarat Entry tax on LDO demands disputed in appeals	-	1.89
c) Letters of Credit and bank Guarantee issued by bank and outstanding as on 31st March, 2014	34.18	67.40

27.2 Disclosure under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Principal amount remaining unpaid to any supplier as at the end of the accounting year	1.81	16.74
----------------------------------------------------------------------------------------	------	-------

There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2014. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

27.3 Details on derivatives instruments and unhedged foreign currency exposures

I) Outstanding forward exchange contracts entered into by the Company as on 31st March, 2014

Particulars of forward contract	As at 31-03-2014	As at 31-03-2013
Toward import payments		
In USD	221,883	-
₹ in lacs	132.94	-
No of Contracts	5	-

II) The foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below :

Particulars	As at 31-03-2014	As at 31-03-2013
In USD		
Receivables	-	52,100
Payables	261,763	204,456
₹ in lacs		
Receivables	-	27.75
Payables	156.84	113.11

27.4 Value of imports calculated on CIF basis

₹ in Lacs

Particulars	As at 31-03-2014	As at 31-03-2013
Raw Materials	2,726.50	2,362.95

27.5 Details of major consumption items

₹ in Lacs

Name of the item	As at 31-03-2014	As at 31-03-2013
Dimer Acid	1,330.53	984.06
Xylene fresh	1,191.48	1,290.17
Other	6,589.64	6,341.95
Total	9,111.65	8,616.18

27.6 Finished goods

₹ in Lacs

Particulars	As at 31-03-2014			As at 31-03-2013		
	Sales (net)	Closing stock	Opening stock	Sales (net)	Closing stock	Opening stock
Synthetic resins	11,490.09	394.29	482.20	10,724.12	482.20	407.59

27.7 Work in progress - closing stock

₹ in Lacs

Particulars	As at 31-03-2014	As at 31-03-2013
Synthetic resins	129.57	42.90

27.8 Details of consumption of imported and indigenous items

₹ in Lacs

Particulars	As at 31-03-2014		As at 31-03-2013	
	₹ in lacs	%	₹ in lacs	%
Raw Materials :				
Imported	2,989.68	32.81	2,715.47	31.52
Indigenous	6,121.96	67.19	5,900.71	68.48
Total	9,111.65	100.00	8,616.18	100.00
Stores spares & components :				
Imported	-	-	-	-
Indigenous	39.42	100.00	33.78	100.00
Total	39.42	100.00	33.78	100.00

The Company has imported raw materials on Advance Licenses obtained against exports and availed custom duty exemption of ₹17.39 Lacs (PY ₹ 19.05 Lacs) by way of export incentives

27.9 Earning in foreign exchange

₹ in Lacs

Particulars	As at 31-03-2014	As at 31-03-2013
FOB value of exports	132.02	174.75

Note no 28. Disclosures under Accounting Standards

₹ in Lacs

28. Employee benefit plans

Defined benefit plan

1) Gratuity (Funded) :

The following table sets out the status of the Gratuity Plan as required under AS 15 (Revised)

₹ in Lacs

Particulars	As at 31-03-2014	As at 31-03-2013
1 Assumptions :		
Discount Rate	8%	8%
Salary Escalation	4%	4%
2 Table showing changes in present value of obligations :		
Present value of obligations as at beginning of year	92.85	98.59
Interest cost	7.43	7.89
Current Service Cost	5.13	5.04
Benefits Paid	(10.74)	(25.38)
Actuarial (gain)/Loss on obligations	(3.75)	6.70
Present value of obligations as at end of year	98.42	92.85

Note no 28. Disclosures under Accounting Standards

₹ in Lacs

3	Table showing changes in the fair value of plan assets :		
	Fair value of plan assets at beginning of year	86.81	102.41
	Expected return on plan assets	7.87	8.22
	Contributions	11.17	1.56
	Benefits paid	(10.74)	(25.38)
	Actuarial Gain / (Loss) on Plan assets	NIL	NIL
	Fair value of plan assets at the end of year	95.11	86.81
4	Table showing fair value of plan assets :		
	Fair value of plan assets at beginning of year	86.81	102.41
	Actual return on plan assets	7.87	8.22
	Contributions	11.17	1.56
	Benefits Paid	(10.74)	(25.38)
	Fair value of plan assets at the end of year	95.12	86.81
	Funded status	(3.30)	(6.04)
	Excess of Actual over estimated return on plan assets	NIL	NIL
	(Actual rate of return = Estimated rate of return as ARD falls on 31st March)		
5	Actuarial Gain/Loss recognized :		
	Actuarial gain/(Loss) for the year - Obligation	(3.74)	(6.70)
	Actuarial (gain)/Loss for the year - plan assets	NIL	NIL
	Total (gain)/Loss for the year	3.74	6.70
	Actuarial (gain)/Loss recognized in the year	3.74	6.70
6	The amounts to be recognized in the balance sheet and statements of profit and loss :		
	Present value of obligations as at the end of year	98.42	92.85
	Fair value of plan assets as at the end of the year	95.12	86.81
	Funded status	(3.30)	(6.04)
	Net Asset/(liability) recognized in balance sheet	(3.30)	(6.04)
7	Expenses Recognised in statement of Profit & loss :		
	Current Service cost	5.13	5.04
	Interest Cost	7.43	7.89
	Expected return on plan assets	(7.87)	(8.22)
	Net Actuarial (gain)/Loss recognised in the year	(3.74)	6.70
	Expenses recognised in statement of Profit & loss	8.43	11.41
a	In accordance with AS 15 Revised pertains to Defined Benefit Plan- Gratuity liability, the company has Credited ₹ 2.73 lacs (PY ₹ 8.78 lacs-Credited) to the statement of Profit & Loss towards accrued liability based on actuarial valuation carried out as at the Balance Sheet date.		
b	The liability towards compensated absences (annual value) for the year ended 31st March, 2014, based on actuarial valuation carried out using the Projected Accrued Benefit Method amounting to ₹ 1.86 lacs (PY ₹ 8.06 lacs) has been recognised in the statement of Profit and Loss.		
II)	Provident Fund :		
a	The company manages its provident fund assets and liabilities through its provident fund trust namely "Resins & Plastics Provident fund ".		
b	The company contributed ₹ 21.37 lacs (PY ₹ 19.04 lacs) towards Resins & Plastics Provident fund trust during the year ended 31st March, 2014.		

29. Related party transactions as required by AS-18 on Related Party Disclosure for year ended 31st March, 2014.

I)	Information of related parties	
	Description of relationship	Name of the related parties
a)	Key Management Personnel :	
	Managing Director	Mr. Gobind J. Lulla
	Jt. Managing Director	Mr. Rupen A. Choksi (w.e.f. 21/06/2013)
b)	Promoters and their relatives having direct controls	
	Chairman	Mr. Abhay A. Vakil (w.e.f 04/09/2013)
	Non Executive Director	Mr. Ashwin S. Dani

c) Relatives of Key Management Personnel :	Mrs. Lata Lulla (wife of Mr. Gobind J. Lulla)
d) Companies controlled by Directors / Relatives of Directors	
Asian Paints Ltd.	Lyon Investment and Industries Pvt. Ltd.
AR Intertext Design Pvt. Ltd.	Murahar Investments and Trading Co. Ltd.
Avinash Holding & Trading Co. Pvt. Ltd.	Navbharat Packaging Industries Ltd.
Asteroids Trading and Investments Pvt. Ltd.	Nehal Trading and Investments Pvt. Ltd.
Castle Investment and Industries Pvt. Ltd.	Parekh Plast India Ltd
Centaurus Trading and Investments Pvt. Ltd.	Pragati Chemicals Ltd.
Clear Mipak Packaging and Solutions Ltd.	Rayirth Holding and Trading Co. Pvt. Ltd.
Coatings Specialities (India) Ltd.	Rrituh Holding & Trading Co Pvt Ltd.,
Canes Venatici Trading Co. Pvt. Ltd.	Riash Realty Pvt Ltd.
Dani Finlease Ltd.	Rangudyan Insurance Broking Services Ltd.
Doli Trading and Investments Pvt. Ltd.	Ricinash Oil Mill Ltd.
Elcid Investments Ltd.	Rupen Investment and Industries Pvt. Ltd.
ELF Trading and Chemicals Mfg. Ltd.	Smiti Holding and Trading Co. Pvt. Ltd.
Germinait Solutions Pvt. Ltd.	S.C. Dani Research Foundation Pvt. Ltd.
Geetanjali Trading & Investments Pvt. Ltd.	Sadavani Investments and Trading Co. Pvt. Ltd.
Gujarat Organics Ltd.	Sapan Investments Pvt. Ltd.
Hitech Plast Ltd.	Satyadhama Investments & Trading Co. Pvt. Ltd.
Haish Holding & Trading Co. Pvt. Ltd.	Sudhanva Investments and Trading Co. Pvt. Ltd.
Hydra Trading Pvt. Ltd	Suprasad Investments & Trading Co. Pvt. Ltd.
ISIS Skills Development Pvt. Ltd.	Suptaswar Investments and Trading Co. Ltd.
ISIS Holding & Trading Co. Pvt. Ltd.	Suryakant Paint Accessories Pvt. Ltd.
Jalaj Trading and Investments Pvt. Ltd.	Tru Trading and Investments Pvt. Ltd.
Jaldhar Investments and Trading Co. Pvt. Ltd.	Unnati Trading and Investments Pvt. Ltd.
Kalica Paper Industries Pvt. Ltd.	Vijal Holding & Trading Co. Pvt. Ltd.
Lambodar Investments & Trading Co. Ltd.	Vikatmev Containers Ltd.

II) Details of related party transactions during the year ended 31st March, 2014 and outstanding balances as at 31st March, 2014 :

₹ in Lacs

Particulars	Key Management Personnel	Relatives of Key Management Personnel	Companies in which Promoters/Directors/KMP and their Relatives have control / can exercise significant influence	Directors
Purchase of goods :				
a) M/s. Asian Paints Ltd.	-	-	326.08	-
			(449.92)	-
b) M/s. Pragati Chemicals Ltd.	-	-	4.69	-
			(54.46)	-
c) M/s. Ricinash Oil Mill Ltd.	-	-	54.00	-
			(40.65)	-
Sale of goods (raw materials & finished goods) :				
a) M/s. Asian Paints Ltd.	-	-	1,140.08	-
			(1,315.32)	-
b) M/s. Pragati Chemicals Ltd.	-	-	-	-
			(0.46)	-
c) M/s. Ricinash Oil Mill Ltd.	-	-	0.77	-
			(2.83)	-
Remuneration paid to Managing Director	65.49	-	-	-
	(55.20)	-	-	-
Remuneration paid to Jt. Managing Director	24.16	-	-	-
	(20.57)	-	-	-
Directors' sitting fees	-	-	-	4.40
	-	-	-	(2.25)

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₹ in Lacs

Particulars	Key Management Personnel	Relatives of Key Management Personnel	Companies in which Promoters/Directors/KMP and their Relatives have control / can exercise significant influence	Directors
Leasing arrangements :				
Rent paid	-	10.20	0.21	-
	-	(10.20)	(0.46)	-
Rent received	-	-	1.20	-
	-	-	(1.20)	-
Interest paid on fixed deposits	0.41	0.18	-	-
	(0.58)	-	-	-
Balances outstanding at the end of the year				
Trade Receivables	-	-	183.89	-
	-	-	(387.28)	-
Trade Payables	-	-	14.94	-
	-	-	(58.56)	-
Fixed Deposits accepted	4.00	-	-	-
	(4.00)	-	-	-

Note : Figures in bracket relates to the previous year

30. Earning per share

Particulars	As at 31-03-2014	As at 31-03-2013
a) Profit after tax as per Profit and Loss account - ₹ in lacs	430.84	361.94
b) Weighted average number of equity shares outstanding	3,572,300	3,572,300
c) Basic and diluted earning per share in rupees (Face value ₹ 10/- per share)	12.06	10.13

31. Details of Research and Development expenditure recognised as expenses

₹ in Lacs

Particulars	As at 31-03-2014	As at 31-03-2013
a) Revenue Expenditure		
a) Employee cost	27.10	17.89
b) Depreciation on Equipments & building	1.32	2.40
c) Materials consumed	2.96	2.01
d) Travelling expenses	1.04	0.90
e) Other expenses	2.66	2.48
Total	35.08	25.68
b) Capital Expenditure		
Equipments	1.76	8.05
Total	1.76	8.05

32. Pursuant to the Accounting Standard 29 - Provisions, Contingent Liabilities and Contingent Assets, the disclosure relating to provisions made in the accounts for the year ended 31st March, 2014 is as follows:

₹ in Lacs

Particulars	Prov. for Sales Tax dues		Prov. for leave encashment		Prov. for gratuity	
	As at 31-03-2014	As at 31-03-2013	As at 31-03-2014	As at 31-03-2013	As at 31-03-2014	As at 31-03-2013
Opening Balance	0.94	0.94	36.03	27.97	4.66	2.55
Additions	-	-	9.10	16.36	3.19	2.11
Utilization	-	-	7.24	8.30	-	-
Reversals	0.94	-	-	-	-	-
Closing Balance	0.00	0.94	37.89	36.03	7.85	4.66

33. Previous year's figures

Previous years/periods figures have been regrouped/reclassified wherever necessary to correspond with the current years classification/disclosure.

NOTES

RESINS & PLASTICS LIMITED

(CIN:L25209MH1961PLC012223)

Registered Office: A-8 Marol Industrial Estate of MIDC, Cross Road B, Street No.5, Andheri (East), Mumbai 400093
Email : info@resplast.com, Website : www.resplast.com, Phone : 022-61987000, Fax : 022-61987099

PROXY FORM

Name of the Member(s) Registered address : Email Id : Folio No. / Client ID : DP ID :

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

- (1) Name Address Email Id
- Signature..... Or failing him/her;
- (2) Name Address Email Id
- Signature..... Or failing him/her;
- (3) Name Address Email Id

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Fifty Third Annual General Meeting of the Company to be held on Tuesday the 29th July, 2014, at 11.00 am at MC Ghia Hall, 2nd Floor, Bhogilal Hargovindas Building, 18/20 K Dubash Marg, Kala Ghoda, Mumbai 400001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
	Ordinary Business		
1	Adoption of Accounts		
2	Declaration of final dividend on equity shares		
3	Re-appointment of Shri Abhay A. Vakil who retires by rotation and, being eligible, offers himself for re-appointment		
4	Appointment of Statutory Auditors		
	Special Business		
5	Appointment of Shri Bharat B. Chovatia as Independent Director as per Section 149, 152 and any other applicable provisions of the Companies Act, 2013		
6	Appointment of Shri Dhiren P. Mehta as Independent Director as per Section 149, 152 and any other applicable provisions of the Companies Act, 2013		
7	Appointment of Shri Chetan S. Thakkar as Independent Director as per Section 149, 152 and any other applicable provisions of the Companies Act, 2013		
8	Re-appointment of Shri Gobind J. Lulla as Managing Director for the period 01.10.2013 to 30.09.2016 as per Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013		
9	Appointment of Cost Auditor for the F.Y. 2014-15		

Signed this day of 2014

Signature of shareholder

Affix
 Re. 1/-
 Revenue
 Stamp

Signature of first Proxy holder

Signature of the Second proxy holder

Signature of third proxy holder

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.

RESINS & PLASTICS LIMITED

(CIN:L25209MH1961PLC012223)

Registered Office: A-8 Marol Industrial Estate of MIDC, Cross Road B, Street No.5, Andheri (East), Mumbai 400093
Email : info@resplast.com, Website : www.resplast.com, Phone : 022-61987000, Fax : 022-61987099

ATTENDANCE SLIP

(To be presented at the entrance)

DP ID _____

Folio No./Client ID _____

I/We hereby record my/our presence at the 53rd Annual General Meeting held at MC Ghia Hall, 2nd Floor, Bhogilal Hargovindas Building, 18/20 K Dubash Marg, Kala Ghoda, Mumbai 400001 on Tuesday, the 29th July, 2014 at 11.00 am

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member / Proxy

If undelivered, please return to :

RESINS AND PLASTICS LIMITED
A-8, Marol Industrial Estate of M.I.D.C.,
Cross Road - B, Street No. 5,
Andheri - (East), Mumbai - 400 093.