AMD Industries Limited

(Mfrs. of : Crown Corks, PET-Preforms & Plastic Closures)

(ISO 9001:2008 COMPANY)
(FSSC 22000:2011 COMPANY)
(CIN : L28122DL1983PLC017141)

ISO 9001:2008 DNV REGISTERED FIRM

Sales & Regd. Office:
18, Pusa Road, 1st Floor, Karol Bagh
New Delhi-110 005 (India)
Ph. : 011-46830202, 28750649 & 50
Facsimile : 011-28753591
e-mail : amdgroup@amdindustries.com
website : www.amdindustries.com

Dated: 02.09.2015

To,
Bombay Stock Exchange Limited
Phiroje Jeejeebhoy Towers,
Dalal Street, Mumbai-400001
Tel. No.: 022-2272 1233/34 Extn.: 8465

Reference: Code: 532828 and series: EQ

To,
National Stock Exchange of India Limited
"Exchange Plaza", Plot No. C-1-G Block
Bandra – Kurla Complex
Bandra (East), Mumbai-400051

Reference: Symbol: AMDIND and series: EQ

Subject: Submission of Annual Reports for the F/Y 2014-15.

Dear Sir,

Pursuant to Clause 31 of the Listing Agreement, please find enclosed Six (6) copies of Annual Reports for the financial year 2014-15 along with Form A.

Kindly acknowledge for the receipt of the same.

Thanking you
For AMD Industries Limited

Prakash Prusty
Company Secretary
Email: prakash@amdindustries.com
Mob. No.: 9871137917
Mem. No. 14624

FORM A

1.	**Name of the Company**	AMD Industries Limited
2.	**Annual Financial Statement for the year ended**	31st March, 2015
3.	**Type of Audit Observations**	Un- qualified
5.	**Frequency of observations**	N.A. (Since there is no qualification in Auditor's Report.)
6.	**To be signed by-** • **Managing Director** • **C F O** • **Auditor of the Company** • **Audit Committee Chairman**	

AMD Industries Limited

CIN: L28122DL1983PLC017141
Regd. Office : 18, Pusa Road, First Floor, Karol Bagh, New Delhi- 110005
E-mail : investor@amdindustries.com, **Website :** www.amdindustries.com
Tel : +91 11 46830202 **/ Fax :** +91 11 28753591

NOTICE OF 32nd ANNUAL GENERAL MEETING

Notice is hereby given that 32nd Annual General Meeting of the Members of AMD Industries Limited will be held on Tuesday, 29th September, 2015 at 10.00 a.m. at Radiance Motel, Tania Farms Complex, Chattarpur Mandir Road, Satbari Village, New Delhi – 110030 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements for the financial year ended on 31st March, 2015 and the reports of the Board and Auditor's thereon.
2. To declare dividend on equity shares for the financial year ended on 31st March, 2015.
3. To appoint a Director in place of Mr. Harswarup Gupta (DIN: 00034406), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint M/s Suresh & Associates, Chartered Accountants, New Delhi (FRN-0003316N) as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

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

"**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the time being in the force, the approval of the Company be and is hereby accorded for variation of the terms of remuneration of Mr. Ashok Gupta (DIN: 00031630), Whole-time Director of the Company, for the period from 01.04.2015 to 31.03.2017, as follows:

Basic Salary	Rs. 6,00,000/- per month.
Perquisites And Allowances	
Housing	a. The expenditure incurred by the Company on hiring unfurnished accommodation will be subject to a ceiling of 30% of the basic salary on monthly basis.
	b. In case no accommodation is provided by the Company, entitlement to house rent allowance subject to ceiling laid down in (a) above.
Medical Reimbursement	Expenses actually incurred for self and family.
Leave Travel Concession	Two months basic salary for self and family once in a year for any destination in India.
Club Fees	Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.
Medical Insurance premium	as per policy of the Company
Personal Accident Insurance	as per the policy of the company
Entertainment Expenses	Reimbursement of entertainment expenses on actual basis incurred during the course of the business
Facilities	Car with chauffeur for official use, telephones, Internet and fax facility at residence for official work. These will not be considered as perquisites.
Bonus	Bonus equivalent to two month basic salary
Commission	5% of net profit per annum
Other Benefit /amenity / facility / ex-gratia	as may be prescribed to be payable from time to time in accordance with the Policy of the Company.

Retiral Benefits as per policy of the Company not to be included in the ceiling of overall remuneration as provided under Schedule V the Companies Act, 2013:

- Contribution by the Company to Provident Fund, Superannuation Fund so far the same is not taxable under the provisions of Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- Leave accumulated up to one month leave in a year to be encashed at the end of the tenure.

Other terms:

Subject to the superintendence, control and direction of the Board of Directors, Mr. Ashok Gupta shall manage and conduct the business and affairs of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

RESOLVED FURTHER THAT the overall consolidated remuneration payable to Mr. Ashok Gupta shall not exceed Rs.1,20,00,000/- per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to alter and vary the terms and conditions of the said appointment including variations of the terms of remuneration in such manner as may be agreed and to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution".

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

"**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the time being in the force, the approval of the Company be and is hereby accorded for variation of the terms of remuneration of Mr. Adit Gupta (DIN: 00238784), Managing Director of the Company, for the period from 01.04.2015 to 31.03.2017, as follows:

Basic Salary	Rs.6,00,000/- per month.
Perquisites And Allowances	
Housing	a. The expenditure incurred by the Company on hiring unfurnished accommodation will be subject to a ceiling of 30% of the basic salary on monthly basis.
	b. In case no accommodation is provided by the Company, entitlement to house rent allowance subject to ceiling laid down in (a) above.
Medical Reimbursement	Expenses actually incurred for self and family.
Leave Travel Concession	Two months basic salary for self and family once in a year for any destination in India.
Club Fees	Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.
Medical Insurance premium	as per policy of the Company
Personal Accident Insurance	as per the policy of the company
Entertainment Expenses	Reimbursement of entertainment expenses on actual basis incurred during the course of the business
Facilities	Car with chauffeur for official use, telephones, Internet and fax facility at residence for official work. These will not be considered as perquisites.
Bonus	Bonus equivalent to two months basic salary
Commission	5% of net profit per annum
Other Benefit /amenity / facility / ex-gratia	as may be prescribed to be payable from time to time in accordance with the Policy of the Company.

Retiral Benefits as per policy of the Company not to be included in the ceiling of overall remuneration as provided under Schedule V to the Companies Act, 2013:

- Contributions by the Company to Provident Fund, Superannuation Fund so far the same is not taxable under the provisions of Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- Leave accumulated up to one month leave in a year to be encashed at the end of the tenure.

Other terms:

Mr. Adit Gupta shall be entrusted with substantial powers of the management of the affair of the company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

RESOLVED FURTHER THAT the overall consolidated remuneration payable to Mr. Adit Gupta shall not exceed R.1,20,00,000/- per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to alter and vary the terms and conditions of the said appointment including variations of the terms of remuneration in such manner as may be agreed and to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution".

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

"**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the time being in the force and subject to approval of Central Government, if any, the consent of the Company be and is hereby accorded for increasing & variation of terms of remuneration of Mr. Ashok Gupta (DIN: 00031630), Whole-time director of the Company for the period from 01.04.2016 to 31.03.2017, as follows:

Basic Salary	Rs. 7,50,000/- per month.
Perquisites And Allowances	
Housing	a. Rent Free furnished and or unfurnished accommodation will be provided by the company.
	b. In case no accommodation is provided by the Company, entitlement to house rent allowance subject to ceiling of 30% of basic salary on monthly basis.
Medical Reimbursement	Expenses actually incurred for self and family.
Leave Travel Concession	Two months basic salary for self and family once in a year for any destination in India.
Club Fees	Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.
Medical Insurance premium	as per policy of the Company
Personal Accident Insurance	as per the policy of the company
Entertainment Expenses	Reimbursement of entertainment expenses on actual basis incurred during the course of the business
Facilities	Car with chauffeur for official use, telephones, Internet and fax facility at residence for official work. These will not be considered as perquisites.
Bonus	Bonus equivalent to two month basic salary
Commission	5% of net profit per annum
Other Benefit /amenity / facility / ex-gratia	as may be prescribed to be payable from time to time in accordance with the Policy of the Company.

Retiral Benefits as per policy of the Company not to be included in the ceiling of overall remuneration as provided under Schedule V the Companies Act, 2013:

- Contributions by the Company to Provident Fund, Superannuation Fund so far the same is not taxable under the provisions of Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- Leave accumulated up to one month leave in a year to be encashed at the end of the tenure.

Other terms:

Subject to the superintendence, control and direction of the Board of Directors, Mr. Ashok Gupta shall manage and conduct the business and affairs of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

RESOLVED FURTHER THAT the overall consolidated remuneration payable to Mr. Ashok Gupta shall be Rs.1,60,00,000/- per annum excluding rent free accommodation, if provided by the company.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to alter and vary the terms and conditions of the said appointment including variation of the terms of remuneration in such manner as may be agreed and to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution".

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

"**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the time being in the force and subject to approval of Central Government, if any, the consent of the Company be and is hereby accorded for increasing & variation of terms of remuneration of Mr. Adit Gupta (DIN: 00238784), Managing Director of the Company for the period from 01.04.2016 to 31.03.2017, as follows:

Basic Salary	Rs. 7,50,000/- per month.
Perquisites And Allowances	
Housing	a. The expenditure incurred by the Company on hiring unfurnished accommodation will be subject to a ceiling of 30% of the basic salary on monthly basis.
	b. In case no accommodation is provided by the Company, entitlement to house rent allowance subject to ceiling laid down in (a) above.
Medical Reimbursement	Expenses actually incurred for self and family.
Leave Travel Concession	Two months basic salary for self and family once in a year for any destination in India.
Club Fees	Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.
Medical Insurance premium	as per policy of the Company
Personal Accident Insurance	as per the policy of the company
Entertainment Expenses	Reimbursement of entertainment expenses on actual basis incurred during the course of the business
Facilities	Car with chauffeur for official use, telephones, Internet and fax facility at residence for official work. These will not be considered as perquisites.
Bonus	Bonus equivalent to two month basic salary
Commission	5% of net profit per annum
Other Benefit /amenity / facility / ex-gratia	as may be prescribed to be payable from time to time in accordance with the Policy of the Company.

Retiral Benefits as per policy of the Company not to be included in the ceiling of overall remuneration as provided under Schedule V the Companies Act, 2013:

- Contributions by the Company to Provident Fund, Superannuation Fund so far the same is not taxable under the provisions of Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- Leave accumulated up to one month leave in a year to be encashed at the end of the tenure.

Other terms:

Mr. Adit Gupta shall be entrusted with substantial powers of the management of the affair of the company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

RESOLVED FURTHER THAT the overall consolidated remuneration payable to Mr. Adit Gupta shall be Rs.1,60,00,000/- per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to alter and vary the terms and conditions of the said appointment including variation of the terms of remuneration in such manner as may be agreed and to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution".

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

"**RESOLVED THAT** pursuant to provisions of Sections 196, 197, and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the

time being in the force, the approval of the Company be and is hereby accorded to consider and appoint Mr. Harswarup Gupta (DIN: 00034406), having age of more than 70 years, as Whole-time director of the company after expiry of current term as whole-time director on 31.03.2016."

By Order of the Board of Directors
For AMD Industries Limited

(Adit Gupta)
Managing Director
DIN- 00238784

Place: New Delhi
Date: 05.08.2015

Regd. Office:

18, Pusa Road,
1st Floor, Karol Bagh,
New Delhi – 110005

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY**. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
3. Corporate Members, intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books will remain closed from Tuesday, 22nd September 2015 to Tuesday, 29th September 2015 (both days inclusive).
5. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio Numbers on the Attendance slip for attending the meeting. All proxy holders are requested to bring their identity proof for verification and to attend the meeting.
6. In case of joint shareholders attending the Meeting, only such holder whose name appears first in the Register of Members will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice are open for inspection at the registered office of the company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual general Meeting.
8. Members who hold shares in physical form in multiple folios, in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer agents, Bigshare Services Private Limited for consolidation into a single folio.
9. The Dividend for the financial year ended 31st March, 2015, as recommended by the Board, if approved by the Members, will be paid on or after 6th October, 2015 to those Members whose names appear in the Register of Members of the Company as on the book closure dates.
10. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts, will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Company's Registrars & Transfer Agent i.e. Bigshare Services Private Limited immediately.
11. Members who have not received their dividend paid by the Company in respect of earlier years, are requested to check with the Company's Registrars & Transfer Agent. Members are requested to note that in terms of Section 124 of the Companies Act, 2013, any dividend unpaid/unclaimed for a period of 7 years from the date these first became due for payment, is to be transferred to the Investor Education & Protection Fund.

    Members who have not yet encashed their dividends for the financial year ended 31st March, 2008 onwards are requested to make their claims to the Company's Registrars & Transfer Agents accordingly, without delay. It may be noted that the unclaimed dividend for the financial year ended 31st March, 2008 are due for transfer to the "Investor Education & Protection Fund" on 26th October 2015.
12. The Notice of the AGM along with the Annual Report is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Annual Report is also available on Company's website www.amdindustries.com. Members who have not registered their e-mail addresses are requested to register the same with their Depositories.
13. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to Bigshare Services Private Limited / Secretarial department of the Company.
14. Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at the Registered Office, so as to reach at least 7 days before the date of the Meeting, so that the required information can be made available at the Meeting.
15. The Members please be informed that as a matter of good corporate governance practices, no gifts, food coupons or gifts coupons shall be distributed at the Annual General Meeting.

16. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('Remote e-voting').

The Company has appointed Mr. Amar Gopal Gambhir, Proprietor of M/s A.G.G. & Associates, Company Secretaries, New Delhi, to act as the Scrutinizer, for conducting the e-voting and voting process in a fair and transparent manner. The Scrutinizer will submit his report to Chairman of the company within three working days after the conclusion of meeting.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 22nd September, 2015 only shall be entitled to avail the facility of remote e-voting. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 22nd September, 2015. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The e-voting period begins on 26th September 2015 at 9.00 a.m. (IST) and ends on 28th September 2015 at 5.00 p.m. (IST). At the end of Remote e-voting period, the facility shall forthwith be blocked. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.amdindustries.com and on the website of CDSL immediately after the result is declared. The results shall simultaneously be communicated to the Stock Exchanges.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 29th September, 2015.

PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating Remote e-voting for AGM. The instructions for Remote e-voting are as under:

(A) **In case of members receiving e-mail:**

i) Log on to the e-voting website www.evotingindia.com.

ii) Click on "Shareholders" tab.

iii) Now, select the 'Company Name-**AMD Industries Limited**' from the drop down menu and click on "SUBMIT".

iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

v) Next enter the Image Verification as displayed and Click on Login.

vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing login id and password are to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter member id / folio number in the Dividend Bank details field.

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

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

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

xi) Click on the EVSN for AMD Industries Limited to vote.

xii) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) **In case of members receiving the physical copy**

Please follow all steps from s. no. (i) to s. no. (xvii) above, to cast vote.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item Nos. 5 & 6

The shareholders in their meeting held on 26.09.2014 had appointed both Mr. Ashok Gupta, as Whole-time director and Mr. Adit Gupta as Managing Director of the Company, with effect from 01.04.2014 for a period of three years at a remuneration of Rs.1.20 crore each per annum effective from 01.04.2014. For smooth and in convenient way to remunerate these executive directors your Board has recommended to re-structure their remuneration by amending the basic salary and perquisites/allowances as proposed in the respective resolution keeping the overall remuneration at Rs.1.20 crore for each of the abovementioned executive directors. However the Board, subject to approval of Central Government, has recommended for increasing the remuneration of Mr. Ashok Gupta & Mr. Adit Gupta from Rs.1.20 crore to Rs.1.60 crore each, the details of which are given in resolutions no. 7 & 8 respectively & explanatory statement thereof of this Notice.

Mr. Ashok Gupta aged about 62 years was Managing Director of AMD Industries Limited till 31.03.2014. He is a Bachelor of Science and enriched with an experience of more than 37 years in Industrial and Commercial activities. Mr. Ashok Gupta has traveled widely and has attended many prestigious seminars and exhibitions in India and abroad including Inter Pack and Metpack Dusserdolf, Germany, Pet Exhibition- Munich. He has also participated as a Guest Speaker on the subject "The Growing Trends of Pet Industry in Asia Pacific Market" organized in Germany by PET PLANET, one of the Worlds' most read PET magazines. Mr. Ashok Gupta looks after the day-to-day operations of the Company since its inception. He is a founder promoter of the Company.

Mr. Adit Gupta aged about 36 years was Joint Managing Director of AMD Industries Limited till 31.03.2014. He is a B.Sc. in Chemical Engineering stream from Virginia, USA and MBA (Finance) from Boston, USA. Mr. Adit Gupta has been involved in business development and promotion function of AMD Industries Ltd. since 1999. In the year 1999, he underwent a training course at Sacmi, Italy to get first hand experience of beverage packaging trends and know-how in plastics and crowns manufacturing. He has joined the Board of AMD Industries Limited on 14.11.2005 as the Director of the Company & further subsequently appointed as Whole Time Director with effect from 14.06.2006. He was reappointed as Joint Managing Director w.e.f. 01st June 2012.

Mr. Adit Gupta was actively involved as a team leader for implementation of Company's expansion and diversification projects of PET and Plastic closures in the year 2002 and 2003. He is one of the promoter directors of the company.

Keeping in view, Mr. Ashok Gupta's vast experience, expertise, performance and long association with your Company, it will be in the interest of your Company to restructure the remuneration of Mr. Ashok Gupta within same remuneration of Rs.1.20 crores.

Keeping in view, Mr. Adit Gupta's vast experience, performance and association with your company, it will be in the interest of your Company to restructure the remuneration of Mr. Adit Gupta within same remuneration of Rs.1.20 crore per annum.

The variation of terms of remuneration are duly considered and recommended by the Nomination & Remuneration Committee in their Meeting held on 10.02.2015.

Brief resume of Mr. Ashok Gupta & Mr. Adit Gupta, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships /chairmanships of Board Committees, their shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in this notice.

None of the directors and key managerial personnels and their relatives, except Mr. Ashok Gupta & Mr. Adit Gupta, themselves, Mr. Harswarup Gupta, being relative, may be deemed to be concerned or interested, whether directly or indirectly, financially or otherwise, in the resolutions set out at item no. 5 & 6.

The Board recommends the Special Resolutions set out at Item No. 5 & 6 of this Notice for approval by the members of the Company.

Item Nos. 7 & 8

AMD Industries Limited is the growth story of three generations Gupta Family who have put in all their best efforts to pull the Company to the present level. These are continuous efforts of Mr. Harswarup Gupta as the Chairman, Mr. Ashok Gupta as Whole-time director & Vice Chairman and Mr. Adit Gupta as Managing Director that the company has able to grow and sustain its turnover of more than Rs.170 crore despite severe & stiff competitions from organized and unorganized competitors across the country.

The shareholders in their meeting held on 26.09.2014 had appointed Mr. Ashok Gupta, as Whole-time director of the Company with effect from 01.04.2014 for a period of three years at a remuneration of Rs.1.20 crore per annum effective from 01.04.2014 to 31.03.2017.

Mr. Ashok Gupta aged about 62 years was Managing Director of AMD Industries Limited till 31.03.2014. He is a Bachelor of Science and enriched with an experience of more than 37 years in Industrial and Commercial activities. He commenced business in the year 1974 by setting up a unit under the name and style of Shyam Industries to manufacture pilfer proof aluminum caps mainly used by liquor industry. Mr. Ashok Gupta is a founder promoter Director of the Company and looks after the day to day operation of the Company and by reason of his valuable suggestions, extreme efforts, the Company has able to sustain the stiff competition from organized & unorganized companies/firms.

Mr. Ashok Gupta has traveled widely and has attended many prestigious seminars and exhibitions in India and abroad including Inter Pack and Metpack Dusserdolf, Germany, Pet Exhibition- Munich. He has also participated as a Guest Speaker on the subject "The Growing Trends of Pet Industry in Asia Pacific Market" organized in Germany by PET PLANET, one of the Worlds' most read PET magazines. Mr. Ashok Gupta looks after the day-to-day operations of the Company since its inception. He is a founder promoter of the Company.

Mr. Ashok Gupta has been awarded with Samman Patra by the Income tax department for being one of the individual paying highest individual income tax for the assessment year between 1994-1995 to 1998-1999. This shows that Mr. Ashok Gupta not only a good business man but also a good citizen of the Country.

The shareholders in their meeting held on 26.09.2014 had appointed Mr. Adit Gupta as Managing Director of the Company with effect from 01.04.2014 for a period of three years at a remuneration of Rs.1.20 crore per annum effective from 01.04.2014 to 31.03.2017.

Mr. Adit Gupta aged about 36 years, is one of the promoter directors of the company, was Joint Managing Director of AMD Industries Limited till 31.03.2014. He is a B.Sc. in Chemical Engineering stream from Virginia, USA and MBA (Finance) from Boston, USA. Mr. Adit Gupta has been involved in business development and promotion function of AMD Industries Ltd. since 1999. In the year 1999, he underwent a training course at Sacmi, Italy to get first hand experience of beverage packaging trends and know-how in plastics and crowns manufacturing. He has joined the Board of AMD Industries Limited on 14.11.2005 as the Director of the Company & further subsequently appointed as Whole Time Director with effect from 14.06.2006. He was reappointed as Joint Managing Director w.e.f. 01st June 2012.

Mr. Adit Gupta was actively involved as a team leader for implementation of Company's expansion and diversification projects of PET and Plastic closures in the year 2002 and 2003.

He is actively involved in day to day business of the Company and to deal with the beverages company not only in India but also worldwide, to grow the business globally. He is the key official of the Company in planning marketing and selling strategies and the promotion of company's product in the market. Mr. Adit Gupta exploring new ideas to fuel the growth of the company to different geographies of India.

Keeping in view, Mr. Ashok Gupta's vast experience, expertise, performance and long association with your Company, it will be in the interest of your Company to increase the remuneration of Mr. Ashok Gupta, Whole-time director of the company from Rs.1.20 crore to Rs.1.60 crore for the period 01.04.2016 to 31.03.2017. In terms of provisions of the Companies Act, 2013 readwith Schedule V to the Act, approval of Shareholders and Central Government are necessary to increase the remuneration.

Keeping in view, Mr. Adit Gupta's vast experience, performance and association with your company, it will be in the interest of your Company to increase the remuneration of Mr. Adit Gupta, Managing Director of the company from Rs.1.20 crore to Rs.1.60 crore for the period 01.04.2016 to 31.03.2017. In terms of provisions of the Companies Act, 2013 readwith Schedule V to the Act, approval of Shareholders and Central Governmnet are necessary to increase the remuneration.

The increase in remuneration are duly considered and recommended by the Nomination & Remuneration Committee in its Meeting held on 05.08.2015.

Brief resume of Mr. Ashok Gupta & Mr. Adit Gupta, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships /chairmanships of Board Committees, their shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in this notice.

None of the directors and key managerial personnels and their relatives, except Mr. Ashok Gupta & Mr. Adit Gupta, themselves, Mr. Harswarup Gupta, being relative, may be deemed to be concerned or interested, whether directly or indirectly, financially or otherwise, in the resolutions set out at item no. 7 & 8.

The Board recommends the Special Resolutions set out at Item No. 7 & 8 of this Notice for approval by the members of the Company.

STATEMENT AS PER SCHEDULE V PART II SECTION II

I. GENERAL INFORMATION

1. Nature of industry

   Apart from the Packaging Business, the company is also authorized to do business in Real Estates and other Businesses as appended in the Main Objects. The packaging business of the Company is a seasonal business.

2. Date or expected date of commencement of commercial production

   The company started commercial production in the year 1985.

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

Financial Performance (**Rs./Lac)**

PARTICULARS	31.03.2015	31.03.2014
Sales	17170.58	18295.86
PBT	686.83	929.67
Taxes	150.29	315.06
PAT	536.54	614.61

Capital structure

PARTICULARS	31.03.2015	31.03.2014
Equity Share Capital	1916.67	1916.67
Reserve & Surplus	10224.19	10044.22
Net worth	12140.86	11960.89

5. Foreign investment or collaborators, if any

   The company as on 31.07.2015 had 41 of foreign shareholders holding 1,47,318 equity shares in the company.

II. INFORMATION ABOUT THE APPOINTEES:

Particulars	MR. ASHOK GUPTA	MR. ADIT GUPTA
Background details	Mr. Ashok Gupta is a Graduate in Bachelor of Science and possesses an experience of more than 37 years in industrial and commercial activities.	Mr. Adit Gupta has completed his B.Sc. in Chemical Engineering stream from Virginia, USA and MBA from Boston, USA. Mr. Adit Gupta has been involved with business development and promotion function of the Company since 1999. In the year 1999, he underwent a training course at Sacmi, Italy to get first hand experience of beverage packaging trends and know-how in plastics and crowns manufacturing.
Past remuneration	Rs. 1,20,00,000/- per annum	Rs. 1,20,00,000/- per annum
Recognition of awards	Mr. Ashok Gupta have been awarded with Samman Patra by the Income Tax Department for being one of individual paying highest income Taxes for the assessment years between 1994-1995 to 1998-1999.	N.A.
Job profile and his suitability	Mr. Ashok Gupta commenced the business in the year 1974 by setting up a unit under the name and style of Shyam Industries to manufacture pilfer proof Aluminum caps mainly used by liquor industry. Under his leadership and guidance, the company has attained this height.	Mr. Adit Gupta was actively involved as a team leader for implementation of company's expansion and diversification projects of PET and Plastic closures in the year 2002 and 2003. He looks after business development function of the company. Mr. Adit has contributed a lot in initializing the process of diversification into Real Estates businesses.
Remuneration proposed	Maximum up to Rs. 1,20,00,000/- p.a. (As per the terms referred in the resolution item no. 5) Maximum up to Rs. 1,60,00,000/- per annum & Rent Free accommodation (As per the terms referred in the resolution item no. 7)	Maximum up to Rs. 1,20,00,000/- p.a. (As per the terms referred in the resolution item no. 6) Maximum up to Rs. 1,60,00,000/- per annum (As per the terms referred in the resolution item no. 8)
Comparative remuneration profile with respect to industry, size of the company and profile of the position and person	Information on comparative remuneration profiles with respect to industry, size of the company are not available.	Information on comparative remuneration profiles with respect to industry, size of the company are not available.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Ashok Gupta is son of Mr. Harswarup Gupta, Executive Chairman and father of Mr. Adit Gupta, Managing Director.	Mr Adit Gupta is son of Mr. Ashok Gupta, Vice-Chairman and grandson of Mr. Harswarup Gupta, Executive Chairman.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits

   The business of the Company is substantially dependent upon the growth of its main customers in the beverage industry because of which the margins of the Company are not up to the mark.

2. Steps taken or proposed to be taken for improvement

   The Company has initialized the process of venturing into other sectors such as, real estates business to generate more profits. The 6th Pet Preform Line at Neemrana, Rajasthan has been made operational and commercial production thereat has been commenced. The company is exploring to expand its business in different geographies of India.

3. Expected increase in productivity and profits in measurable terms

   Since the company is working on expansion, it will add up the production & revenue and the company is expected to perform better than the last year yet the improvement can not be quantified in measurable term as our business is of a seasonal nature and market remains uncertain.

II. DISCLOSURES

The Corporate Governance report which forms part of the Boards' Report contains details of remuneration being paid to Mr. Ashok Gupta and Mr. Adit Gupta.

Item No. 9

Shareholders have appointed Mr. Harswarup Gupta as Chairman and Whole-time director of the company since 01.04.2013. His term will expire on 31.03.2016. Mr. H S Gupta is the senior most founder promoter and director of the company. He has been associated with the packaging industry for more than 53 years. He started the glass bottles trading business in Kolkatta in the year 1958 in the name of Ashoka Sales Agency.

In terms of clause (c) of Part I of Schedule V to the Companies Act 2013, where a person proposed to be appointed as Managing Director or Whole-time director of a company, has attained the age of 70 years, the appointment of such person is subject to shareholder's approval by way of a special resolution. Mr. Harswarup Gupta is around 86 years old. He is active and contributes to the growth of the company. Considering his vast experience and long association with your Company, your Board considers, his continuation to the office of Whole-time director after completion of current term will benefit the company.

None of the Directors and key managerial personnels and their relatives, except Mr. Harswarup Gupta, himself, Mr. Ashok Gupta & Mr. Adit Gupta, being relatives, may be deemed to be concerned or interested, whether directly or indirectly, financially or otherwise, in the resolutions set out at item no. 9.

The Board recommends the Special Resolution set out at Item No. 9 of this Notice for approval by the members of the Company.

Details of Directors seeking appointment & re-appointment:

Name of Director	**Mr. Ashok Gupta**	**Mr. Adit Gupta**	**Mr. Harswarup Gupta**
Date of Birth	12.04.1953	24.12.1979	25.05.1928
Nationality	Indian	Indian	Indian
Date of Appointment in the Company	17.12.1983	14.11.2005	30.07.2003
Qualification	B.Sc.	B.Sc. (Chemicals) & MBA (Finance)	Graduate
Experience / Expertise in specific functional areas	37 yrs(Business)	16 yrs(Business)	53 yrs(Business)
Terms & Conditions of appointment & reappointment	As proposed in the resolution	As proposed in the resolution	Retiring by rotation, being eligible, offers himself for re-appointment
Number of Board Meetings attended during the year	2	4	3
No. of equity shares held in the Company	3598793	4142637	2605604
Relationship with other Directors, Manager and KMP	Son of Mr. Harswarup Gupta, Father of Mr. Adit Gupta	Grandson of Mr. Harswarup Gupta, Son of Mr. Ashok Gupta	Father of Mr. Ashok Gupta Grandfather of Mr. Adit Gupta
Other Directorship	1. AMD Textiles Ltd. 2. Hindustan Beverages & Snacks Ltd. 3. Chitra Buildtech Pvt. Ltd. 4. AMD Financial Services Pvt. Ltd. 5. AMD Foods & Hotels Pvt. Ltd. 6. Manglam Buildtech Pvt. Ltd. 7. AMD Estates & Developers Pvt. Ltd. 8. Aditya Infrabuilt Pvt. Ltd. 9. Prime Techno Build Pvt. Ltd. 10. Ashoka Productions & Communications Pvt. Ltd.	1. AMD Textiles Ltd. 2. AMD Financial Services Pvt. Ltd. 3. AMD Estates & Developers Pvt. Ltd. 4. Prime Techno Build Pvt. Ltd. 5. Ashoka Productions & Communications Pvt. Ltd. 6. Kadam Trees Properties Pvt.Ltd. 7. AMD Foods & Hotels Pvt. Ltd.	1. AMD Textiles Ltd. 2. AMD Foods & Hotels Pvt. Ltd. 3. AMD Estates & Developers Pvt. Ltd. 4. Kadam Trees Properties Pvt.Ltd
Other Committee Membership	**AMD Industries Ltd.** 1. Management Committee -Member 2. Corporate Social responsibility Committee -Member **Other Companies** Nil	**AMD Industries Ltd.** 1. Audit Committee-Member 2. Management Committee-Member 1. Stakeholders Relationship Committee (erstwhile Shareholders / Investors Grievance Committee) – Member **Other Companies** Nil	Nil

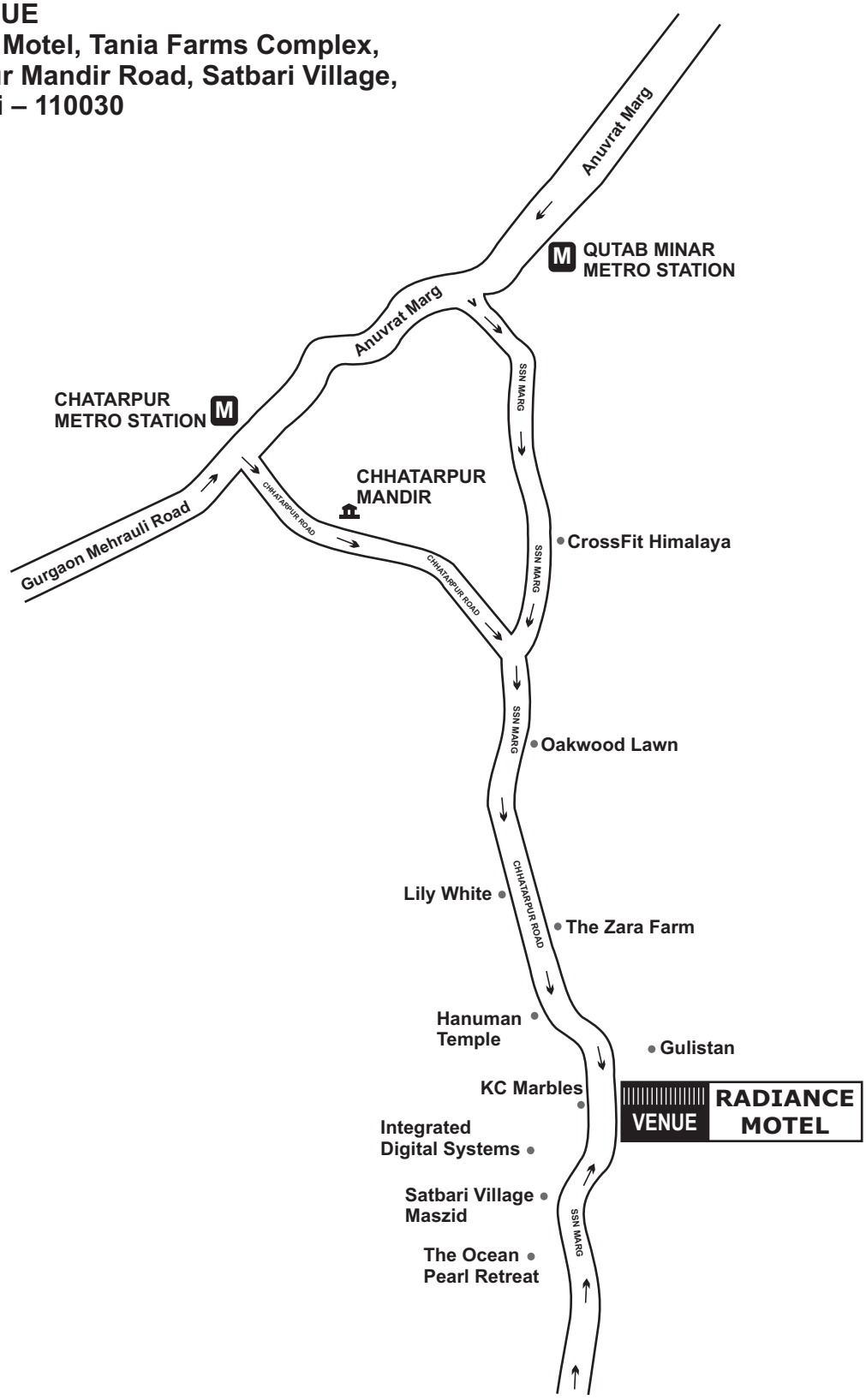
By Order of the Board of Directors
For AMD Industries Limited

(Adit Gupta)
Managing Director
DIN- 00238784

Place: New Delhi
Date: 05.08.2015

ROUTE MAP

AGM VENUE
Radiance Motel, Tania Farms Complex,
Chattarpur Mandir Road, Satbari Village,
New Delhi – 110030



ATTENDANCE SLIP

AMD Industries Limited

CIN: L28122DL1983PLC017141
Regd.Office : 18, Pusa Road, First Floor, Karol Bagh, New Delhi- 110005
E-mail :investor@amdindustries.com, **Website :** www.amdindustries.com
Tel: + 91 11 46830202 **/ Fax:** + 91 11 28753591

Name of the Member (In Block Letters)	
Name of Proxy, If any (In Block Letters) (In case Proxy attends the meeting in place of member)	
DP ID/Client ID/Folio No.	
No. of Shares held	

I/We hereby record my / our presence at the 32nd Annual General Meeting of the Company to be held on Tuesday, 29th day of September, 2015, at 10.00 a.m. at Radiance Motel, Tania Farms Complex, Chhattarpur Mandir Road, Satbari Village, New Delhi- 110030

..... Name of the Member/Proxy

..... Signature of the Member/Proxy

Note:

1. Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting and hand it over at the ATTENDANCE VERIFICATION COUNTER at the entrance of the Meeting Venue.
2. NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.
3. Physical copy of the Annual Report for the Financial year 2014-15 & the Notice of the AGM alongwith Attendance Slip & Proxy form is being sent in the permitted mode(s) to all members whose e-mail is not registered or have requested for hard copy. Please bring your copy of the Annual Report to the Meeting.
4. The Meeting is of members only and you are requested not to bring with you any person who is not a member or a proxy.

E-VOTING INFORMATION

EVSN (E-Voting Sequence Number)-150807010

For casting your vote through e-voting, please read the instructions given in the Notice of the Annual General Meeting.

PROXY FORM

[Pursuant to Section 105 (6) of the CompaniesAct, 2013 and rule 19(3) of the Companies (Management andAdministration) Rules, 2014]

AMD Industries Limited

CIN: L28122DL1983PLC017141

Regd.Office : 18, Pusa Road, First Floor, Karol Bagh, New Delhi- 110005

E-mail :investor@amdindustries.com, **Website :** www.amdindustries.com

Tel: + 91 11 46830202 **/ Fax:** + 91 11 28753591

Name of member(s) :

Registered address :

E Mail Id:

Folio No. / DP ID - Client ID:

I / We, being the member(s) of _____equity shares of Rs. 10/- each of the above named Company, hereby appoint:

1) Name: _____ E Mail:_____

Address:_____

_____Signature _____Or failing him / her

2) Name: _____ E Mail:_____

Address:_____

_____Signature _____

and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company to be held on Tuesday, 29th day of September, 2015 at 10.00 a.m. at Radiance Motel, Tania Farms Complex, Chhattarpur Mandir Road, Satbari Village, New Delhi- 110030 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
Ordinary Business		**For**	**Against**
1.	To receive, consider and adopt the audited Financial Statements for the year ended on 31st March, 2015 and the reports of the Board and Auditor's thereon.		
2.	To declare dividend on equity shares for the financial year ended on 31st March, 2015.		
3.	To appoint a Director in place of Mr. Harswarup Gupta (DIN: 00034406), who retires by rotation, and being eligible, offers himself for re-appointment.		
4.	To appoint M/s Suresh & Associates, Chartered Accountants, New Delhi (FRN- 0003316N) as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.		
Special Business			
5.	To approve the variation of terms of remuneration of Mr. Ashok Gupta.		
6.	To approve the variation of terms of remuneration of Mr. Adit Gupta.		
7.	To increase the remuneration of Mr Ashok Gupta from Rs. 1.20 Cr. to Rs. 1.60 Cr., subject to Central Government approval.		
8.	To increase the remuneration of Mr Adit Gupta from Rs. 1.20 Cr. to Rs. 1.60 Cr., subject to Central Government approval.		
9.	To approve the the appointment of Mr. Harswarup Gupta as a Whole time director beyond the age of 72 years.		

Signed this ……. day of …… 2015.

Signature of the member **Signature of the Proxy Holder(s)**

Affix Rs. 1 Revenue Stamp

NOTE:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office at 18, Pusa Road, First Floor, Karol Bagh, New Delhi-110005 , not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 32nd Annual General Meeting.

*3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For ' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.

4. Please complete all details including detail of member(s) in above box before submission.

Annual Report 2014-2015

AMD Industries Limited

OUR VISION

To take on high growth track by establishing a strong and a supportive link in the total supply chain management of our associates.

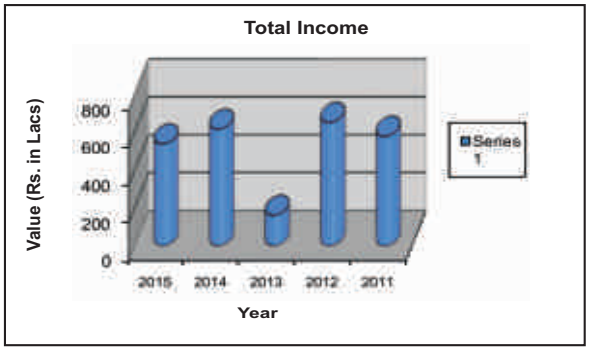
QUALITY POLICY

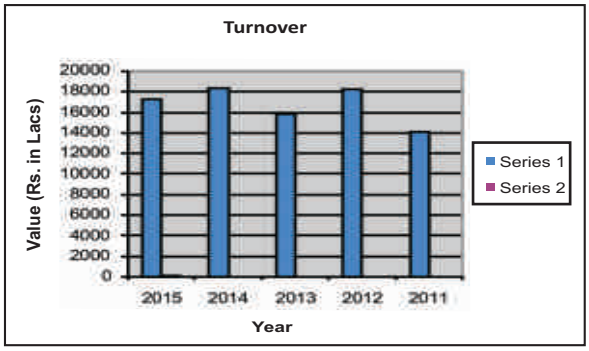
We at AMD are committed to control and improve quality, cost and delivery performance through continual improvement of the quality management. We shall increase our market share year after year through improving customer satisfaction.

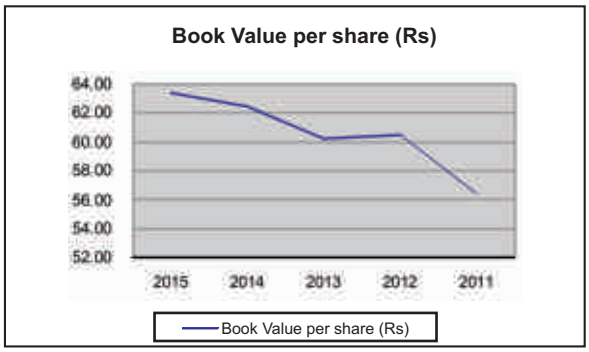
FINANCIAL INDICATORS FOR PAST 5 YEARS

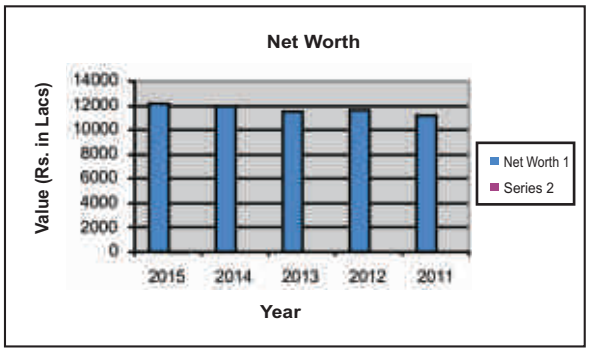
(RS. IN LACS)

PARTICULARS	YEAR ENDED 31ST MARCH				
	2015	2014	2013	2012	2011
TOTAL INCOME	17217.84	18344.11	15826.37	18269.84	14051
PBDIT	2781.56	2845.76	1838.22	2872.88	2537.6
PBT	686.83	929.67	226.15	1036.88	769.28
Provision for taxation					
Current	260	280	117.05	330	180
Deferred	-76.77	62.74	-31.65	24.03	19.7
PAT	536.54	614.6	159.03	650.32	577.32
Cash Profit^	1671.06	1487.64	986.93	1412.85	1300.26
Fixed Assets					
Gross Block including Capital WIP	16,004.82	15,485.30	13793.77	12829.16	12741.94
Net Block	9,196.89	9,515.91	8,771.09	8548.77	9186.14
Equity Share Capital	1916.67	1916.67	1916.67	1916.67	1916.67
Reverses & Surplus	10224.19	10044.22	9630.1	9671.55	9243.99
Networth	12140.86	11960.89	11546.77	11588.22	11160.66
EPS (Rs.) (Annualized)	2.8	3.21	0.83	3.39	3.01
Cash EPS (Rs.) (Annualized)	8.72	7.76	5.15	7.37	6.78
Book Value per share (Rs)	63.34	62.4	60.24	60.46	56.39
^Net of Deferred Tax Liability					









AMD Industries Limited

CORPORATE INFORMATION

BOARD OF DIRECTORS

Harswarup Gupta - Chairman
Ashok Gupta - Vice Chairman
Adit Gupta - Managing Director
Mahipal - Independent Director
Prabhat Krishna - Independent Director
Shubha Singh - Independent Director

KEY MANAGERIAL PERSONNEL

Adit Gupta - Managing Director
Prabir Kumar Mukhopadhyay - Chief Financial Officer w.e.f. 11.02.2015
Prakash Prusty - Company Secretary & Compliance Officer

REGISTERED OFFICE

18, Pusa Road, 1st Floor, Karol Bagh, New Delhi-110 005
Tel.: 91-11-46830202 Fax : 91-11-28753591
Email : amdgroup@amdindustries.com
Url : www.amdindustries.com
CIN : L28122DL1983PLC017141

MANUFACTURING UNITS

1) C-4&C-5, Site 3, Meerut Road, Indl. Area, Ghaziabad, Uttar Pradesh
2) SP-32, RIICO Ind. Area, Neemrana, Rajasthan

BANKERS

State Bank of India
Punjab Natiional Bank
Union Bank of India
Kotak Mahindra Bank
State Bank of Bikaner & Jaipur
HDFC Bank

INTERNAL AUDITORS

M/s B.L. Khandelwal & Co.
Chartered Accountants
1, Doctor's Lane, Gole Market
New Delhi-110 001

STATUTORY AUDITORS

M/s Suresh & Associates,
Chartered Accountants,
3A, Bigjos Tower,
Netaji Subhash Place,
Pitam Pura, Delhi - 110 034

SECRETARIAL AUDITORS

M/s AGG & Associates
Company Secretaries
21/16, 2nd Floor, West Patel Nagar
New Delhi - 110008

REGISTRAR & SHARE TRANSFER AGENTS

Head Office:
Bighshare Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Mumbai - 400 072
Tel. : +91-22-28470652
Fax: +91-22-28525207

Branch Office
4-E/8, First Floor,
Jhandewalan Ext.,
New Delhi-110055
Tel. : 011-23522373

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Boards' Report

Dear Shareholders,

Your Directors are pleased to present the 32nd Annual Report together with audited accounts for the financial year ended 31st March 2015.

Financial Results

The financial performance of the Company for the financial year ended 31st March, 2015 is summarized below:

(Rs. in Lac)

Particulars	Financial Year 2014-15	Financial Year 2013-14
Revenue from Operations (net of excise duty)	17170.58	18295.87
Other Income	47.26	48.24
Total	**17217.84**	**18344.11**
Profit from operations before Financial Costs, Depreciation, Exceptional Items & Tax Expenses	2614.36	2845.75
Financial Costs	960.20	1041.56
Profit before Depreciation, Exceptional Item & Taxation	1654.16	1804.19
Depreciation	1134.53	873.03
Profit before Exceptional Items and Tax Expenses	519.63	931.16
Exceptional Items	167.20	(1.49)
Profit before Tax	686.83	929.67
Less: Tax Expenses	150.29	315.06
Net Profit for the year / Amount available for Appropriation	**536.54**	**614.61**
Appropriations:		
General Reserve	**Nil**	**Nil**
Dividend on Equity Shares	**172.50**	**172.50**
Tax on Dividend	**34.49**	**27.98**
Balance Carried to Balance Sheet	**329.55**	**414.12**
TOTAL	**536.54**	**614.60**

Operations

During the year under review your Company registered total revenue of Rs.17,217.84 lac as compared to previous year's revenue of Rs.18,344.11 lac a de-growth of 6.14% over the previous year. The Net Profit is at Rs.536.54 lac as compared to Rs.614.61 lac in the previous year, a decrease of 12.70% from previous year.

Packaging business

The decrease in profit is mainly due to decrease in volume in Pet Preforms. Few bottlers (our customers) have initiated backward integration by starting their own Pre form manufacturing set up. This impacted decrease in Sales volume. However this was marginally set off by increase in volume in job work. Over all, sales (including Job work) in PET Performs were down by 17.76% against last year. The sales of crowns have grown by 7.51% against last year. The Closures have grown at 13.44% higher than last year.

Real Estate Business

The company through its related company, AMD Estates & Developers Private Limited is developing a Commercial Complex at Sector-114, Gurgaon, Haryana in collaboration with VSR Infratech Private Limited, New Delhi. Since growth in the real estate market of the country has been stagnant, the development of this project has slowed down considerably. During the year under review, the company has received revenue of Rs.41.11 lac from this project.

Expansion

The company is exploring opportunities to expand its business in other geographies of the country.

Dividend

Your Directors are pleased to recommend a dividend of Re. 0.90 (Ninety Paise Only) per equity share of face value of Rs.10/- each for the financial year 2014-15.

Fixed deposits

During the financial year 2014-15, your Company has not invited or accepted any deposits from the public within the meaning of provisions of Section 73 of the Companies Act, 2013.

Board, Directors and Key Managerial Personnel

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Harswarup Gupta, Chairman & Whole-time Director of the Company, will retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. The Board has recommended necessary resolutions for revision/restructuring of remuneration of Mr. Adit Gupta, Managing Director & Mr. Ashok Gupta, Whole Time Director of the Company.

During the year under review, the members approved the appointments of Mr. Mahipal, Mr. Prabhat Krishna and Mrs. Shubha Singh as Independent Directors who are not liable to retire by rotation. The members have also appointed Mr. Adit Gupta as the Managing Director and Mr. Ashok Gupta as Whole-time Director.

Mr. Seshadri Ratnam, Independent Director, due to health reasons resigned from the Board with effect from 13.11.2015. The Board places on record its deep appreciation for the valuable contribution made by him during his tenure as director of the company.

The Board appointed Mr. Alok Kumar Das as Chief Financial Officer (CFO) of the Company with effect from 6th August, 2014. However, due to personal reasons, he resigned on 26th September 2014. The Board appointed Mr. Prabir Kumar Mukhopadhyay as Chief Financial Officer of the company with effect from 11th February 2015.

The Company has received necessary declarations from each of the Independent Directors under section 149(7) of the Companies Act, 2013 that he/she meets the criteria of the independence as laid down in section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link: http://amdindustries.com/Familiarisation%20Programme%20for%20Independent%20Directors.pdf.

Pursuant to the provisions of Section 203 of the Act, which came into effect from 1st April, 2014, the appointments of Mr. Adit Gupta, Managing Director, Mr. Prabir Mukhopadhyaya, Chief Financial Officer and Mr. Prakash Chandra Prusty, Company Secretary as key managerial personnel of the Company were formalised.

Policy on directors' appointment and remuneration

The Board has constituted a Nomination & Remuneration Committee for formulating the criteria for determining qualifications, positive attributes and independence of a director, identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in Nomination & Remuneration policy and to recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel. The objective of the Nomination & Remuneration Policy is also to set out the principles governing the Company's Remuneration systems in organizational guidelines. The Nomination and Remuneration Policy of the Company is attached herewith as Annexure I.

Board Evaluation

The Company has adopted a Performance Evaluation Policy for evaluation of performance of Independent Directors, Board, Committees and other individual Directors (non-executive directors and executive directors). On the basis of this Policy a process of evaluation is being followed by the Board for evaluation of its own performance and that of its Committees and individual Directors.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of a questionnaire on board governance and performance issues. Individual directors met with the Chairman of the Company to discuss their responses.

The performance of the committees was evaluated by the Board after getting an evaluation report from the members of each committee which evaluates the performance of the Committee against its stated objectives and responsibilities, effectiveness of committee meetings, etc. during the year.

The Board reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, committed to the Company's values, beliefs and ethics etc. In addition, the Chairman was also evaluated on the key aspects of his role.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards have been followed and there are no material departures from the same;

b) the directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;

c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the directors have prepared the annual accounts on a 'going concern' basis;

e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Auditors and Auditors' Report

Statutory Auditors

The Statutory Auditors of the Company M/s. Suresh & Associates (FRN:003316N), Chartered Accountants, New Delhi will retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office of Statutory Auditors of the Company, if re-appointed.

The financial statements, as referred to in the Auditor's Report, are self explanatory and therefore do not require further comments and explanations. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Cost Auditors

Referring notification of Ministry of Corporate Affairs, Government of India dated 31st December 2014 with respect to applicability of Companies (Cost Records and Audit) Amendment Rules, 2014, your company is not required to get its cost records audited and thus did not proceed towards conducting Audit of Cost Audit for the financial year 2014-15.

Secretarial Auditor

The Board has appointed M/s AGG & Associates, Company Secretaries, New Delhi to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report issued by M/s AGG & Associates is annexed herewith as Annexure II to this Report.

The Secretarial Audit Report has one observation with respect to error in calculating Average Net Profit for the purpose of determining prescribed amounts to be spent on CSR Activities in the financial year 2014-15.

Board's Reply: The Company *suo motu* detected the error & informed to Auditors. It was a calculation error and the Board has already taken note of it and decided that the differential amount shall be spent towards promoting education during the Financial Year 2015-16. Necessary explanation is also given in Annexure III to this Report.

Apart from above, the audit report does not contain any qualification, reservation or adverse remark.

Subsidiary Companies

The company had two subsidiaries, a. AMD Estates and Developers Private Limited and b. Prime Techno Build Private Limited (a wholly owned subsidiary of AMD Estates and Developers Private Limited). The Board in its meeting dated 10th February 2015 decided to de-subsidiarize AMD Estates and Developers Pvt Ltd. As per the Valuation Report, the share was valued at Rs.12.21 per share. However, the Board decided to sell the shares at Rs.12.50 per share. With effect from 18th February 2015, AMD Estates and Developers Pvt Ltd and Prime Techno Build Private Limited have ceased to be subsidiaries of AMD Industries Limited.

The company has no joint venture and associate companies during the financial year under review.

The policy for determining material subsidiaries as approved by the Board may be accessed on the Company's website at the link: http://amdindustries.com/Policy%20on%20Material%20Subsidiary.pdf.

Corporate Governance

Your Company reaffirms its commitment to good corporate governance practices. The Reports on the Corporate Governance and Management Discussion & Analysis as required pursuant to Clause 49 of the Listing Agreement form an integral part of this report and are set out as separate sections to this annual report. A Certificate from the Auditors of the Company, certifying compliance of conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement, is attached to the Report on Corporate Governance.

Corporate Social Responsibility (CSR)

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy may be accessed on the Company's website at the link: http://amdindustries.com/Corporate%20Social%20Responibility%20Policy.pdf

During the year, in compliance with CSR provisions, Company has spent Rs.9.50 lacs on CSR activities. The brief contents of CSR policy is given in the Annual Report on CSR activities is annexed herewith as Annexure III.

Internal Financial Controls

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

Meetings of the Board

Five meetings (including one adjourned meeting) of the Board of Directors were held during the year. For further details, please refer report on Corporate Governance of this Annual Report.

Committees

Audit Committee

The Audit Committee comprises Independent Directors namely Mr. Prabhat Krishna (Chairman), Mr. Mahipal, Ms. Shubha Singh and Mr. Adit Gupta as other members. All the recommendations made by the Audit Committee were accepted by the Board.

Apart from Audit Committee, company has Nomination & Remuneration Committee, Stakeholder's Relationship Committee, Corporate Social Responsibility Committee and Management Committee, details of which are provided in Corporate Governance Report.

Particulars of Loans given, Investments made, Guarantees given and Securities provided

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statements.

Contracts and Arrangements with Related Parties

All contracts / arrangements / transactions entered by the Company during the financial year under review with related parties were in the ordinary course of business and at arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at : http://amdindustries.com/Policy%20on%20Related%20Party%20Transactions.pdf

The particulars of related party transactions are attached herewith as Annexure IV to this Report.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in Annexure V to this Report.

Vigil Mechanism/Whistle Blower policy

The Vigil Mechanism/Whistle Blower Policy of the Company aims to provide an avenue for directors and employees to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, unethical behavior, violation of Code of Conduct, etc. This policy also aims to create an environment where individuals feel free and secure to raise the alarm where they see a problem. It also ensures that whistleblowers are protected from retribution, whether within or outside the organization.

The Policy on vigil mechanism/whistle blower policy may be accessed on the Company's website at: http://amdindustries.com/Whistle%20Blower%20Policy%20-%20Vigil%20Mechanism.pdf

Particulars of Employees and related disclosures

Particulars of Employees and related disclosures in terms of the provisions of Section 197(12) of the Act read with Rules 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are annexed herewith as Annexure VI to this Report.

Risk Management

Risk is an integral and unavoidable component of business and your company is committed to managing the risk in a proactive and effective manner. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, legal risk.

Your Company adopts systematic approach to mitigate risks associated with accomplishment of objectives, operations, revenues and regulations. During the year, your company has adopted a Risk Management Policy. Our risk management policy focuses on three key elements, 1) Risk Assessment; (2) Risk Management; and (3) Risk Monitoring. Risk Assessment consists of a detailed study of threats and vulnerability and resultant exposure to various risks. Risk Management and Risk Monitoring are important in recognizing and controlling risks. Risk mitigation is an exercise aiming to reduce the loss or injury arising out of various risk exposures.

The Audit Committee of the Company reviews the Risk Management Policy and its implementation.

Extract of Annual Return

Extract of Annual Return of the Company is annexed herewith as Annexure VII to this Report.

Disclosures

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
3. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries (de-subsidiarised with effect from 18.02.2015).
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

The company has in place an Anti Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. Your Directors state that during the year under review, no cases of sexual harassment has been received by the company.

Listing

The shares of your Company are listed at Bombay Stock Exchange Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.

Acknowledgement

Your Directors take this opportunity to express their sincere appreciation of the cooperation and support extended by the Shareholders, Bankers, Financial Institutions, Government Departments, Regulatory Bodies, Customers and other Business Constituents during the year under review.

Your Directors wish to place on record their appreciation for the committed services of the executives, staff and workers of the Company.

On behalf of the Board of Directors

Adit Gupta
Managing Director
DIN-00238784

Place: New Delhi
Date: 05.08.2015

Ashok Gupta
Vice Chairman
DIN-00031630

Annexure-I : Nomination and Remuneration Policy

Introduction:

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing agreement as amended from time to time this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

Scope of the Policy

The remuneration policy ("Policy") applies to the Employees of AMD Industries Limited.

Purpose and objectives of the Policy

The objectives of the Policy are to:

- set out the principles governing the Company's Remuneration systems in organizational guidelines.
  - To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration
  - To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the packaging industry.
  - To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
  - To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
  - To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- ensure that the Remuneration is properly monitored, and
- inform Employees on the applicable rules as well as on their Remuneration System.

Constitution of the Nomination and Remuneration Committee:

The Board has changed the nomenclature of Remuneration Committee by renaming it as Nomination and Remuneration Committee on 7th February, 2014. The Nomination and Remuneration Committee comprises of following Directors:

S. No.	Name	Position
1	Mr. Prabhat Krishna	Chairman (Independent Non ˘ Executive Director)
2	Mr. Mahipal	Member (Independent Non ˘ Executive Director)
3	Mr. Seshadri Ratnam	Member (Independent Non ˘ Executive Director)

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

Definitions

'Board' means Board of Directors of the Company.

'Directors' means Directors of the Company.

'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

'Company' means AMD Industries Limited.

'Independent Director' means a director referred to in Section 149 (6) of the Companies Act, 2013.

'Key Managerial Personnel' (KMP) means-

(i) Executive Chairman and / or Managing Director;
(ii) Whole-time Director;
(iii) Chief Financial Officer;
(iv) Company Secretary;
(v) Such other officer as may be prescribed under the applicable statutory provisions / regulations.

'Senior Management' means personnel of the Company occupying the position of Chief Executive Officer including Chief Executive Officer (CEO) of any unit / division, President, Vice President including President/Vice President of any unit / division, all members of management one level below the executive directors, functional heads of all department of the company.

'Staff' means all natural persons who serve to aid the Company in conducting its business, in particular on the basis of an employment or service relationship, as well as all natural persons who are part of an outsourcing agreement.

'Employees' means Staff and Senior Management.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

General

- This Policy is divided in three parts:

  Part -A covers the matters to be dealt with and recommended by the Committee to the Board;
  Part – B covers the appointment and nomination;
  Part – C covers remuneration and perquisites etc.; and
  Part – D covers remuneration and perquisites of staffs.
- The key features of this Company's policy shall be included in the Board's Report.

PART - A : MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

PART - B: POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

Term / Tenure:

1. Managing Director/Whole-time Director:

- The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1st April, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

Evaluation:

The Committee shall carry out yearly evaluation of performance of every Director, KMP and Senior Management Personnel.

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART - C: POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

General

1. The remuneration / compensation / commission etc. to the Whole-time Director, Managing director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

The Remuneration to KMP and Senior Management Personnel shall be in line with the business strategy, objectives, values and long-term interests. The performance criteria for the assessment of Remuneration levels and target achievements will be determined in accordance with the business strategy.

2. The remuneration and commission to be paid to the Whole-time Director, Managing director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing director, Whole-time Director.
4. Where any insurance is taken by the Company on behalf of its Managing director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
5. The Remuneration, KMP and Senior Management Personnel receive for their professional activities at the Company must be stipulated definitively in their employment contract. The employment contract and any subsequent amendments must be in written form.

Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

1. Fixed pay:

The Managing director / Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break up of the pay scale and quantum of perquisites including, employer's contribution to Provident Fund, pension scheme, medical expenses, club fees, bonus, LTA, etc. shall be decided and approved by the Board on the recommendation of the Committee.

2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director, Managing director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

3. Provisions for excess remuneration:

If any Whole-time Director, Managing director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

4. Performance Measurement

The individual performance measurement of Senior Management is ensured through the Executive Appraisal System. Performance to be measured annually, documented and tracked in the Appraisal system. Performance assessment will be monitored by the Nomination & Remuneration Committee. The Variable Remuneration and changes in fixed Remuneration for Senior Management have to be approved by the Nomination & Remuneration Committee.

Remuneration to Non- Executive / Independent Director:

1. Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

2. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

PART - D: POLICY RELATING TO THE REMUNERATION OF THE STAFFS

1. The Remuneration Employees receive for their professional activities at the Company must be stipulated definitively in their employment contract. The employment contract and any subsequent amendments must be in written form.
2. The Remuneration shall be in line with the business strategy, objectives, values and long-term interests. The performance criteria for the assessment of Remuneration levels and target achievements will be determined in accordance with the business strategy.
3. The Remuneration shall be structured appropriately. There shall be an appropriate ratio between the fixed and the Variable Remuneration. Employees shall receive a fixed and Variable Remuneration. The fixed Remuneration shall be a substantial proportion of the total annual Remuneration.
4. Employees shall be informed by e-mail or in writing about the structure of their respective Remuneration system.
5. The individual performance measurement of Staff is ensured through the Staff Appraisal System. The Staff Appraisal is an essential management tool and feedback system. It is an open and trustful dialogue between Staff and their respective line managers.

Annual review

The Policy, the Remuneration system and their practical operation shall be reviewed by the Nomination & Remuneration Committee on a regular basis, at least once a year. In this respect the Remuneration Committee supports the Company's efforts to ensure compliance of the Policy with regulatory requirements and applicable law. The Policy and the Remuneration system shall be amended if necessary. The Remuneration Committee shall ensure that any changes to the Policy are properly documented.

Annexure-II : Secretarial Audit Report for the Financial Year Ended 31.03.2015

[As per Form MR-3 and Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
AMD INDUSTRIES LIMITED
18, Pusa Road, Ist Floor, Karol Bagh,
New Delhi-110005.

I,Amar Gopal Gambhir, Practising Company Secretary have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **AMD Industries Limited (**hereinafter called the "company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **AMD Industries Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by AMD Industries Limited ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the Companies Act, 1956 (to the extent applicable) and the rules made thereunder;
ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period)**
e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period)
f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)** and
h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
vi. Other Laws applicable to the Company as per the representation given by the Company

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

i. Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not Notified hence not applicable to the Company during the Audit period. However SS-1 (Board Meetings) and SS-2 (General Meetings) is notified on 1st July 2015 hence not Covered under our period)**
ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange and National Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above

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

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

I, Further Report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I, Further Report that during the audit period the company has decided to Expand its area of operation.

Observation:-

During our Audit the Company has informed us that there was some error in calculating the Average Net Profit for last three financial years as per Section 198 of the Companies Act, 2013 due to which the prescribed amounts to be spent on CSR Activities was wrongly calculated. Further, the Average net profit was already re-calculated as per the provisions of the Act and prescribed CSR expenditure will be revised and spend after taking the necessary approvals from the CSR Committee and Board of Directors in their ensuing meetings. Accordingly, the unspent figure of Rs. 3,51,788.05 will be spent on CSR Activities during the Financial year 2015-2016.

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

For AGG & Associates

Amar Gopal Gambhir
Practising Company Secretary
FCS No.3668
C P No.:3653

Place: New Delhi
Date: 24.07.2015

Annexure-A

To,
The Members
AMD Industries Limited

Our Report of Even date is to be read along with this Letter

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the Compliance of Law, Rules and regulations and Happening of events etc.
5. The Compliance of the above provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management was conducted the affairs of the Company.

For AGG & Associates

Amar Gopal Gambhir
Practising Company Secretary
FCS No.3668
C P No.:3653

Place: New Delhi
Date: 24.07.2015

Annexure-III : Annual Report on Corporate Social Responsibility (CSR)

Brief outline of the Company's Corporate Social Responsibility (CSR) Policy including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programmes:

AMD Industries Ltd recognizes that its business activities have wide impact on the societies in which it operates and therefore an effective practice is required giving due consideration to the interests of its stakeholders including shareholders, customers, employees, suppliers, business partners, local communities and other organizations. The company endeavors to make CSR a key business process for sustainable development.

AMD Industries Limited framed its CSR policy taking into account the following measures: -

a) Welfare measures for the community at large so as to ensure the poorer section of the Society derived the maximum benefits.

b) Contribution to the society at large by way of social and cultural development, imparting education, training and social awareness specially with regard to the economically backward class for their development and generation of income to avoid any liability of employment.

c) Protection and safeguard of environment and maintaining ecological balance.

Company's CSR scope is as follows:

- Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water.
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently-abled and livelihood enhancement projects.
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically background groups.
- Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water.
- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- Sports and culture, training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports.
- contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- Rural development projects viz. Infrastructure Support, Infrastructure for Village Electricity/Solar Light etc. Recurring expenditure should be borne by the beneficiaries.
- Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Govt.
- Measures for the benefit of armed forces veterans, war widows and their dependents.

Weblink for the CSR policy:

http://amdindustries.com/Corporate%20Social%20Responibility% 20 Policy.pdf

Composition of the CSR Committee: Corporate Social Responsibility Committee is consists of following members:

1. Mr. Mahipal - Chairman
2. Mr. Prabhat Krishna - Member
3. Mr. Ashok Gupta - Member

CSR Financials

Particulars	Amount in Rs.
Average Net Profit of the company for last three financial years	6,50,89,402.75.00
Prescribed CSR expenditure (two percent of average net profit for last 3 financial year)	13,01,788.05
Details of CSR spent during the financial year	9,50,000.00
Amount unspent	3,51,788.05*

* There was some error in calculation of Average Net Profit of the company for last 3 financial years due to which the prescribed amounts to be spent on CSR was wrongly calculated. On observation on this error, the average net profit was re-calculated and prescribed CSR expenditure has been revised. Accordingly, the unspent figure of Rs. 3,51,788.05 has been arrived at. The CSR Committee and Board has approved this amount to be spent on promoting education and accordingly the Company will spend this amount through Shakuntala Gupta Trust.

Manner in which the amount spent during the financial year is detailed below:

Sr.No.	CSR project/ activity identified	Sector in which the Project is Covered	Projects / Programmes 1. Local Area/others 2. Specify the state and district where projects or programmes were undertaken	Amount outlay (budget): Project or programme wise	Amount spent on the project / programme Sub-heads: 1. Direct expenditure on projects or programmes 2. Overheads	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implem-enting agency*
1.	Welfare of Animal Animals	Animal Welfare	Delhi	1,00,000/-	1,00,000/-	1,00,000/-	Through Agency -People for Animal
2.	Education of children in backward	Promoting Education	Uttar Pradesh	8,50,000/-	8,50,000/-	9,50,000/-	Through Agency Shakuntala - areas Gupta Trust

***Implementing Agencies**

1. **People for Animals (PFA)**

   PFA works to rescue and rehabilitate sick and needy animals. PFA set up and run shelters, ambulance services dog sterilization programmes, treatment camps and disaster rescue missions for animals. It conducts education programmes in schools, fight cases in court and lobby for animals.

2. **Shakuntala Gupta Trust**

   Shakuntala Gupta Trust, a Registered Charitable Trust was formed by Mr. H S Gupta, Chairman of the Company in the year 2001 to provide various facilities in the field of education by establishing & running school, pay stipends/scholarships to students etc.

CSR Committee Responsibility Statement

CSR Committee affirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Signed

(Chairman - CSR Committee) DIN-00588626

(Managing Director) DIN-00238784

Annexure-IV : Form No. AOC-2

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

AMD INDUSTRIES LIMITED

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

1. Details of contracts or arrangement or transactions not at arm's length basis: NIL
2A. Details of material contracts or arrangement or transactions at arm's length basis: NIL
2B. Details of Non material contracts or arrangement or transactions at arm's length basis:

Sl No.	Name of the Related Party	Nature of relationship	Nature of contracts / arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, If any	Date(s) of approval by the Board	Amount paid as advances, if any
1.	Ashoka Productions & Communications Private Limited	Common Directors and members	AMD Industries Ltd sold 20 Lacs shares in AMD Estates & Developers Pvt Ltd	Not Applicable	Sold @ Rs.12.50/- per share. Transaction Date: 18.02.2015	10.02.2015	NIL
2.	Kadam Trees Properties Private Limited		AMD Industries Ltd sold 5.60 Lacs shares in AMD Estates & Developers Pvt Ltd		Sold @ Rs.12.50/ - per share. Transaction Date: 18.02.2015		
3.	Ashok Sons (HUF)	Karta and co-parcerns are director / member of AMD Industries Ltd	AMD Industries Ltd sold 4.80 Lacs shares in AMD Estates & Developers Pvt Ltd		Sold @ Rs.12.50/- per share. Transaction Date: 18.02.2015		
4.	Harswarup Gupta	Chairman and member of AMD Industries Limited	AMD Industries Ltd sold 11.20 Lacs shares in AMD Estates & Developers Pvt Ltd		Sold @ Rs.12.50/- per share. Transaction Date: 25.02.2015		
5.	Adit Gupta	Managing Director and member of AMD Industries Limited	AMD Industries Ltd sold 10.40 Lacs shares in AMD Estates & Developers Pvt Ltd		Sold @ Rs.12.50/- per share. Transaction Date: 25.02.2015		

For and on behalf of the Board of Directors of

Adit Gupta
Managing Director
DIN-00238784

Ashok Gupta
Vice Chairman
DIN-00031630

Annexure - V : Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014

A. CONSERVATION OF ENERGY

i. steps taken or impact on Conservation of Energy

Energy conservation shows how efficiently a company can conduct its operations. Company is using LED lights in all its operational areas to save energy.

ii. steps taken by the company for utilizing alternate sources of energy

The company is currently utilizing the conventional sources of energy. We are exploring options to utilize alternate sources of energy.

iii. The capital investment on energy conservation equipment

There was no capital investment on energy conservation equipment during the year.

B. TECHNOLOGY ABSORPTION

i. Efforts made towards technology absorption

The company is a technology driven company and need not do specific in-house R & D efforts for its manufacturing.

ii. The benefits derived liked product improvement, cost reduction, product development or import substitution

Improved technology helps in reduction in weight of products without compromising the quality of products, wastage in products.

iii. Information regarding imported technology (imported during last three years)

Details of technology imported	Technology imported from	Year of Import	Status of implementation / absorption
NA	NA	NA	NA

iv. Expenditure on R & D (current year & last year) : NIL

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(Rs. In Lacs)

Foreign Exchange Earnings and Outgo	2014-15	2013-14
Foreign Exchange Earned in terms of actual inflows	996.49	1372.10
Foreign Exchange outgo in terms of actual outflows	13.56	41.61

Annexure VI - Information pursuant to section 197(12) of Companies Act, 2013.
Information pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Non-executive directors *	Ratio to median remuneration
Mr. Prabhat Krishna	0.58
Mr. Mahipal	0.58
Ms. Subha Singh (W.D.F.26.09.2014)**	-

* They are the Independent directors and get sitting fee only.
**Since this information is for part of the year, the same is not comparable.

Executive directors	Ratio to median remuneration
Mr. Harswarup Gupta	56.21
Mr. Ashok Gupta	56.21
Mr. Adit Gupta	56.21

ii. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Director, Chief Executive Officer, Chief Financial Officer, Company Secretary	% increase in remuneration in the financial year
Mr. Harswarup Gupta	-
Mr. Ashok Gupta	19.46
Mr. Adit Gupta	19.52
Mr. Prabhat Krishna#	55.00
Mr. Mahipal #	55.00
Ms. Shubha Singh(w.e.f. 26.09.2015)#*	-
Mr. Alok Das (From 06.08.2014 to 26.09.2014)*	-
Mr. Prabir Mukhopadhyay (w.e.f. 11.02.2015)*	-
Mr. Prakash Prusty	10.00

Get sitting fee only
*Since this information is for part of the year, the same is not comparable.

iii. The percentage increase in the median remuneration of employees in the financial year: 9.25%

iv. The number of permanent employees on the rolls of Company: 236

v. The explanation on the relationship between average increase in remuneration and Company performance:

On an average, employees received an annual increase of 9%. The increase in remuneration is in line with the market trends.

vi. Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Aggregate remuneration of key managerial personnel (KMP) in FY2014-15 (Rs.in lac)	143.77
Revenue (Rs. in lac)	17217.84
Remuneration of KMPs as % of revenue	2.09
Profit before Tax (PBT)	686.83
Remuneration of KMP as % of PBT	20.93

vii. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	31.03.2015	31.03.2014	% Change
Market Capitalization (Rs. in lac)	4025.01	2418.84	66.40
Price Earnings Ratio	7.50	3.93	109.16

Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Particulars	31.03.2015	19.03.2007 IPO Date	% Change
Market Price (BSE)	21.00	Rs.75.00	(72)
Market Price (NSE)	20.85	Rs.75.00	(72.20)

viii. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase made in the salaries of employees other than the managerial personnel in the last financial year was around 9%. During the course of the year, the increase in the managerial remuneration was approximately 19.5%. The increase in managerial remuneration was approved by Shareholders.

ix. Comparison of each remuneration of the key managerial personnel against the performance of the Company:

	Mr. Adit Gupta ˘ Managing Director	Mr. Prabir Mukhopadhyay ˘ Chief Financial Officer* (w.e.f. 11.02.2015)	Mr. Prakash Prusty - CS
Remuneration in FY2014-15 (Rs. in lac)	120.00	-	12.39
Revenue (Rs. in lac)	17217.84		-
Remuneration as % of revenue	0.69	-	0.07
Profit before Tax (PBT) (Rs. in lac)	686.83		
Remuneration as % of PBT	17.47	-	1.80

*Since this information is for part of the year, the same is not comparable.

x. The key parameters for any variable component of remuneration availed by the directors

The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees. Further, the members have, at the AGM of the Company on 26.09.2014, approved the payment of remuneration to executive directors as per the applicable provisions of the Companies Act. The independent directors are being paid only sitting fee.

xi. The ratio of remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.

None.

iii. Affirmation that the remuneration is as per the remuneration policy of the company.

The Company affirms remuneration is as per the remuneration policy of the Company.

Information pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Details of employees drawing remuneration of equal or more than Rs.5 lac per month or Rs.60 lakhs per annum during the financial year 2014-15:

Name of Director	Designation	Remuneration (Rs.)	Nature of Duties	Qualification and Experience (in years)	Date of Employ-ment	Age (Yrs.)	Previous Employ-ment Post held & Period
Mr. Harswarup Gupta	Chairman-Wholetime Director	1,20,00,000/-	Managerial	Graduate 53 yrs	17.12.1983	86	Own Business
Mr. Ashok Gupta	Vice Chairman-Wholetime Director	1,20,00,000/-	Managerial	B.Sc. (Hons.) 36 Yrs	17.12.1983	62	Own Business
Mr. Adit Gupta	Managing Director	1,20,00,000/-	Managerial	B.Sc. (Chemical Engineering), MBA (Finance) 15 years	14.11.2005	36	Own Business

Notes:

i. Mr. Harswarup Gupta, Mr. Ashok Gupta and Mr. Adit Gupta are relatives, holds more than 2% shareholding each in the company.

ii. Employments of aforesaid officials are on contractual basis with the approval of shareholders/Central Government.

iii. Remuneration includes salary, allowance, commission and monetary value of all perquisites as valued under Income Tax Act & Rules thereunder.

Annexure-VII : Extract of Annual Return (Form No. MGT 9)

As on Financial Year ended on 31.03.2015
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. **REGISTRATION & OTHER DETAILS:**

i	CIN	L28122DL1983PLC017141
ii	Registration Date	17.12.1983
iii	Name of the Company	AMD INDUSTRIES LIMITED
iv	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES
v	Address of the Registered office & contact details	18, PUSA ROAD, FIRST FLOOR, KAROL BAGH, NEW DELHI-110005
vi	Whether listed company	LISTED
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited E-2/3, Ansa Industrial Estate Saki Vihar Road, Saki Naka, Mumbai-400072

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1.	Crown corks	25999	38.37%
2.	Pet Preforms	22203	33.42%
3.	CSD Closures	22203	19.76%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY /ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
		NIL			

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	12681566	-	12681566	66.164	12795913	-	12795913	66.761	0.5966
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	12681566	-	12681566	66.164	12795913	-	12795913	66.761	0.5966
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	12681566	-	12681566	66.164	12795913	-	12795913	66.761	0.5966

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
C) Cenntral govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non Institutions									
a) Bodies corporates	-	-	-	-	-	-	-	-	-
i) Indian	484326	-	484326	2.5269	345613	-	345613	1.8032	-0.7237
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	4003856	698	4004554	20.893	3714929	689	3715618	19.386	-1.5075
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	1856305	-	1856305	9.685	2158179	-	2158179	11.26	1.575
c) Others (specify)	-	-	-	-	-	-	-	-	-
Clearing Members	7103	-	7103	0.0371	6127	-	6127	0.032	-0.0051
Employee	40	-	40	0.0002	40	-	40	0.0002	-
NRIs	131780	-	131780	0.6875	144186	-	144186	0.7523	0.0647
Unclaimed Suspense A/c	1073	-	1073	0.0056	1073	-	1073	0.0056	-
Trusts	2	-	2	-	-	-	-	-	-
SUB TOTAL (B)(2):	6484485	698	6485183	33.836	6370147	689	6370836	33.239	-0.5966
Total Public Shareholding (B)=(B)(1)+(B)(2)	6484485	698	6485183	33.836	6370147	689	6370836	33.239	-0.5966
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	19166051	698	19166749	100	19166060	689	19166749	100	-

(ii) **SHARE HOLDING OF PROMOTERS**

Sl No.	Shareholders Name	Shareholding at the begginning of the year			Shareholding at the end of the year			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1.	Harswarup Gupta	2575604	13.4379	-	2605604	13.5944	-	0.1565
2.	Ashok Gupta	3514446	18.3362	-	3598793	18.7762	-	0.44
3.	Adit Gupta	4142637	21.6137	-	4142637	21.6137	-	-
4.	Chitra Gupta	1200945	6.2658	-	1200945	6.2658	-	-
5.	Vidhi Gupta	96600	0.5040	-	96600	0.5040	-	-
6.	Ashok Gupta(HUF)	982500	5.1261	-	982500	5.1261	-	-
7.	Mamta Gupta	168834	0.8809	-	168834	0.8809	-	
	Total	**12681566**	**66.1644**	**-**	**12795913**	**66.761**	**-**	**0.5965**

(iii) **CHANGE IN PROMOTERS' SHAREHOLDING (Including all Promoters)**

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	12681566	66.00	12681566	66.00
	On 02.05.2014 through transfer	233	-	12681799	66.00
	On 09.05.2014 through transfer	43527	-	12725326	66.00
	On 16.05.2014 through transfer	29775	-	12755101	66.00
	On 23.05.2014 through transfer	8812	-	12763913	66.00
	On 30.05.2014 through transfer	5000	-	12768913	66.00
	On 06.06.2014 through transfer	25000	-	12793913	66.00
	On 28.11.2014 through transfer	2000	-	12795913	66.00
	At the end of the year	12795913	66.00	12795913	66.00

(iv) **Shareholding Pattern of top ten Shareholders (other than Direcors, Promoters & Holders of GDRs & ADRs)**

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
	For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1.	**AJAY KUMAR LAL**				
	At the beginning of the year	520,809	2.72	520,809	2.72
	On 04.04.2014 through transfer	1000	0.001	521,809	2.72
	On 30.05.2014 through transfer	1	-	521,810	2.72
	On 06.06.2014 through transfer	1000	0.01	522,810	2.73
	On 30.06.2014 through transfer	2500	0.01	525,310	2.74
	On 28.11.2014 through transfer	128	0.00	525,448	2.74
	On 05.12.2014 through transfer	1001	0.01	526,449	2.75
	On 12.12.2014 through transfer	380	-	526,829	2.75
	On 19.12.2014 through transfer	201	-	527,030	2.75
	On 06.02.2015 through transfer	1	-	527,031	2.75
	On 13.02.2015 through transfer	(5102)	(0.03)	521,929	2.72
	On 20.02.2015 through transfer	380	0.01	522,309	2.73
	On 27.02.2015 through transfer	2875	0.01	525,184	2.74
	On 06.03.2015 through transfer	1887	0.01	527,071	2.75
	On 13.03.2015 through transfer	401	-	527,472	2.75
	At the end of the year	527,472	2.75	527,472	2.75
2.	**NIDHI JAWAHAR**				
	At the beginning of the year	-	-	-	-
	On 30.06.2014 through transfer	22059	0.12	22059	0.12
	On 04.07.2014 through transfer	25188	0.13	47247	0.25
	On 11.07.2014 through transfer	431	-	47678	0.25
	On 18.07.2014 through transfer	4646	0.02	52324	0.27
	On 25.07.2014 through transfer	2267	0.01	54591	0.28
	On 08.08.2014 through transfer	12962	0.07	67553	0.35
	On 14.08.2014 through transfer	7144	0.04	74697	0.39
	On 22.08.2014 through transfer	6526	0.03	81223	0.42
	On 05.09.2014 through transfer	15002	0.08	96225	0.50
	On 26.09.2014 through transfer	4513	0.03	100738	0.53
	On 30.09.2014 through transfer	5000	0.02	105738	0.55
	On 10.10.2014 through transfer	18106	0.10	123844	0.65
	On 17.10.2014 through transfer	(1436)	(0.01)	122408	0.64
	On 24.10.2014 through transfer	1500	0.01	123908	0.65
	On 14.11.2014 through transfer	(4555)	(0.03)	119353	0.62
	On 21.11.2014 through transfer	10000	0.05	129353	0.67

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
	For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	On 28.11.2014 through transfer	9715	0.06	139068	0.73
	On 05.12.2014 through transfer	9621	0.05	148689	0.78
	On 12.12.2014 through transfer	1364	-	150053	0.78
	On 19.12.2014 through transfer	9083	0.05	159136	0.83
	On 31.12.2014 through transfer	2628	0.01	161764	0.84
	On 02.01.2015 through transfer	3000	0.02	164764	0.86
	On 09.01.2015 through transfer	3074	0.02	167838	0.88
	On 16.01.2015 through transfer	68	-	167906	0.88
	On 23.01.2015 through transfer	5690	0.03	173596	0.91
	On 30.01.2015 through transfer	215	-	173811	0.91
	On 20.02.2015 through transfer	7200	0.03	181011	0.94
	On 27.02.2015 through transfer	8981	0.05	189992	0.99
	On 06.03.2015 through transfer	4102	0.02	194094	1.01
	At the end of the year	194094	1.01	194094	1.01
3.	**AJAY KUMAR LAL (HUF)**				
	At the beginning of the year	128,944	0.67	128,944	0.67
	At the end of the year	128,944	0.67	128,944	0.67
4.	**NITISH GOYAL**				
	At the beginning of the year	128,000	0.67	128,000	0.67
	At the end of the year	128,000	0.67	128,000	0.67
5.	**SANDEEP BIPINCHANDRA JHAVERI**				
	At the beginning of the year	-	-	-	-
	On 11.07.2014 through transfer	7,587	0.04	7,587	0.04
	On 18.07.2014 through transfer	4,850	0.02	12,437	0.06
	On 25.07.2014 through transfer	1,866	0.01	14,303	0.07
	On 01.08.2014 through transfer	5,582	0.03	19,885	0.10
	On 08.08.2014 through transfer	4,158	0.03	24,043	0.13
	On 14.08.2014 through transfer	3,625	0.01	27,668	0.14
	On 05.09.2014 through transfer	306	0.01	27,974	0.15
	On 18.09.2014 through transfer	22,663	0.11	50,637	0.26
	On 26.09.2014 through transfer	5,260	0.03	55,897	0.29
	On 30.09.2014 through transfer	8,522	0.05	64,419	0.34
	On 10.10.2014 through transfer	2,876	0.01	67,295	0.35
	On 17.10.2014 through transfer	9,547	0.05	76,842	0.40
	On 28.11.2014 through transfer	2,670	0.01	79,512	0.41
	On 19.12.2014 through transfer	2,440	0.02	81,952	0.43
	On 31.12.2014 through transfer	1,100	-	83,052	0.43
	On 02.01.2015 through transfer	4,199	0.03	87,251	0.46
	On 09.01.2015 through transfer	3,376	0.01	90,627	0.47
	On 27.02.2015 through transfer	225	-	90,852	0.47
	On 06.03.2015 through transfer	5,000	0.03	95,852	0.50
	On 27.03.2015 through transfer	6,419	0.03	102,271	0.53
	On 31.03.2015 through transfer	745	0.01	103,016	0.54
	At the end of the year	103,016	0.54	103,016	0.54
6.	**ANIL KUMAR GOEL**				
	At the beginning of the year	110000	0.57	110000	0.57
	On 30.05.2014 through transfer	(10000)	(0.05)	100000	0.52
	On 14.11.2014 through transfer	(6000)	(0.03)	94000	0.49
	At the end of the year	94000	0.49	94000	0.49
7.	**TEJAS HARILAL GANDHI**				
	At the beginning of the year	-	-	-	-

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
	For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	On 20.03.2015 through transfer	60000	0.31	60000	0.31
	On 27.03.2015 through transfer	20000	0.11	80000	0.42
	At the end of the year	80000	0.42	80000	0.42
8.	**MAHENDRA GIRDHARILAL**				
	At the beginning of the year	51,633	0.27	51,633	0.27
	At the end of the year	51,633	0.27	51,633	0.27
9.	**MONIKA GOEL**				
	At the beginning of the year	50,000	0.26	50,000	0.26
	At the end of the year	50,000	0.26	50,000	0.26
10.	**HIMANSHI GOEL**				
	At the beginning of the year	44,131	0.23	44,131	0.23
	On 27.03.2015 through transfer	1,500	0.01	45,631	0.24
	At the end of the year	45,631	0.24	45,631	0.24

(v) **Shareholding of Directors & KMP**

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
	For Each of the Directors & KMP	No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1.	**HARSWARUP GUPTA**				
	At the beginning of the year	2575604	13.44	2575604	13.44
	On 22.05.2014 through purchase	5000	0.03	2580604	13.47
	On 29.05.2014 through purchase	25000	0.13	2605604	13.6
	At the end of the year	2605604	13.6	2605604	27.2
2.	**ASHOK GUPTA**				
	At the beginning of the year	3514446	18.34	3514446	18.34
	On 23.04.2014 through purchase	233	0.0012	3514679	18.3412
	On 05.05.2014 through purchase	24397	0.13	3539076	18.4712
	On 06.05.2014 through purchase	8842	0.046	3547918	18.5172
	On 07.05.2014 through purchase	10287	0.053	3558205	18.5702
	On 08.05.2014 through purchase	4193	0.021	3562398	18.5912
	On 09.05.2014 through purchase	3605	0.018	3566003	18.6092
	On 12.05.2014 through purchase	8187	0.042	3574190	18.6512
	On 13.05.2014 through purchase	7506	0.04	3581696	18.6912
	On 14.05.2014 through purchase	6284	0.032	3587980	18.7232
	On 15.05.2014 through purchase	2084	0.01	3590064	18.7332
	On 16.05.2014 through purchase	1637	0.008	3591701	18.7412
	On 19.05.2014 through purchase	91	0	3591792	18.7412
	On 21.05.2014 through purchase	5000	0.03	3596792	18.7712
	On 21.05.2014 through purchase	1	0	3596793	18.7712
	On 22.11.2014 through purchase	2000	0.01	3598793	18.7812
	At the end of the year	3598793	18.7812	3598793	18.7812
3.	**ADIT GUPTA**				
	At the beginning of the year	4142637	21.6137	4142637	21.6137
	Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease	-	-	-	-
	At the end of the year	4142637	21.6137	4142637	21.6137
4.	**PRABHAT KRISHNA**				
	At the beginning of the year	-	-	-	-
	Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease	-	-	-	-
	At the end of the year	-	-	-	-
5.	**MAHIPAL**				
	At the beginning of the year	-	-	-	-
	Date wise Increase/ Decrease in shareholding during the	-	-	-	-
	year specifying the reasons for increase/ decrease At the end of the year	-	-	-	-

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
	For Each of the Directors & KMP	No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
6.	**SHUBHA SINGH**				
	At the beginning of the year	-	-	-	-
	Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease	-	-	-	-
	At the end of the year	-	-	-	-
7.	**PRABIR KUMAR MUKHOPADHYAY**				
	At the beginning of the year	-	-	-	-
	Date wise Increase/ Decrease in shareholding during the	-	-	-	-
	year specifying the reasons for increase/ decrease At the end of the year	-	-	-	-
8.	**PRAKASH CHANDRA PRUSTY**				
	At the beginning of the year	-	-	-	-
	Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease	-	-	-	-
	At the end of the year	-	-	-	-

V **INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtness at the beginning of the financial year				
i) Principal Amount	678,167,221.62	60088511.68	-	738,255,733.30
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**678,167,221.62**	**60088511.68**	**-**	**738,255,733.30**
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	87,671,556.65	20332360.68	-	108,003,917.33
Net Change	**87,671,556.65**	**20332360.68**	**-**	**108,003,917.33**
Indebtedness at the end of the financial year				
i) Principal Amount	590,495,664.97	39756151	-	630,251,815.97
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**590,495,664.97**	**39756151**	**-**	**630,251,815.97**

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

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount
1	**Gross salary**	Mr. Harswarup Gupta	Mr. Ashok Gupta	Mr. Adit Gupta	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	11572064	8940959	8837035	29350058
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	427063	1097087	1202565	2726715
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as % of profit	upto 5% of net profit	upto 5% of net profit	upto 5% of net profit	
	others (specify)				
5	Others, please specify	-	-	-	-
	Total (A)	11999127	10038046	10039600	32076773
	Ceiling as per the Act				

B. **Remuneration to other directors:**

Sl.No	Particulars of Remuneration	Name of the Directors			Total Amount
1	Independent Directors	Prabhat Krishna	Mahipal Ahluwalia	Shubha Singh	
	(a) Fee for attending board committee meetings	155000	155000	62000	372000
	(b) Commission	0	0	0	0
	(c) Others, please specify	0	0	0	0
	Total (1)	155000	155000	62000	372000
2	Other Non Executive Directors	0	0	0	0
	"(a) Fee for attending "board committee meetings"	0	0	0	0
	(b) Commission	0	0	0	0
	(c) Others, please specify.				
	Total (2)	0	0	0	0
	Total (B)=(1+2)	155000	155000	62000	372000
	Total Managerial Remuneration				
	Overall Cieling as per the Act.				

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

Sl.No	Particulars of Remuneration	Key Managerial Personnel		
1	**Name**	**Mr. Prakash Chandra Prusty**	**Mr. Prabir Kumar Mukhopadhyay**	**Total**
2	**Gross Salary**	**"Company "Secretary"**	**CFO**	**Total**
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	647,830	719,460	1,367,290
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	590,794	419,460	1,010,254
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
3	Stock Option	-	-	-
4	Sweat Equity	-	-	-
5	Commission			
	as % of profit	-	-	-
	others, specify	-	-	-
6	Others, please specify	-	-	-
	Total	1,238,624	1,138,920	2,377,544

VII PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES

Type	Section the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeall made if any (give details)
A. COMPANY					
Penalty			-		
Punishment			-		
Compounding			-		
B. DIRECTORS					
Penalty			-		
Punishment			-		
Compounding			-		
C. OTHER OFFICERS IN DEFAULT					
Penalty			-		
Punishment			-		
Compounding			-		

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure & Developments

Packaging

The global plastics industry is observing a continuous shift of production bases to low-cost Asian countries. With increasing foreign investment and rise in the number of new manufacturing establishments in the region, Asia has become the largest and the fastest growing market for plastics in the world. In particular, China and India offer enormous growth opportunities due to expanding production activities in the countries. Packaging sector is the largest application sector for the plastic industry. Plastic is the most common form of packaging being used in recent times because of its unique benefits that are as yet unmatched by other forms of packaging. Accelerated growth in the food and beverage sector, along with rise in demand witnessed within the FMCG sector, pharmaceutical industry, paint and lubricant industry together comprise some of the key factors propelling the plastic packaging sector.

Among the vast family of plastics, Polyethylene Terephthalate, popularly known as PET, is expected to grow the fastest at 11.0% annually. Majority of the PET available in India is utilized in the production of bottles. In the recent years, PET bottles have inundated the Indian market, with annual growth rate in consumption exceeding 20.0%. PET is constantly replacing conventional bottle raw materials such as glass and metal. The dominance of the organized and unorganized sector in the Indian PET preforms market varies in all end user applications of preforms. The dominance of the organized and unorganized sector in the Indian PET preforms market varies in all end user applications of preforms.

World demand for caps and closures is expected to exceed $55 billion in 2019. In unit terms, global demand is expected to exceed two trillion annually. Beverages will continue to account for well over half of overall demand in units. Although the carbonated soft drink market will continue to grow in many areas, particularly in developing countries, it is in decline in the US and Western Europe. Beer production is expected to continue to grow, but cans have increased their market presence in many countries, restricting growth for metal crowns and other closures used for beer bottles.

Real Estate

The real estate sector has been showing sluggish growth. The development of commercial complex by Company's related company AMD Estates & Developers Private Limited at Sector 114, Gurgaon, Haryana is progressing slowly.

Segment-wise or product-wise performance

Your Company manufactures Crown Caps which are mainly used as metallic closures for various edible items packed in glass bottles e.g. Carbonated Soft Drinks, Fruit Juices, Milk products, Beer etc. The use of glass bottles has been seen steady or little bit de-growth whereby the use of Returnable Glass Bottle (RGB) has been seen in reducing trends. However company's crown volumes have gone up 1.94% this year comparing to last year. Your company remained one of the dominant players in the crown caps market.

The plastic closure market has been continuously getting its momentum due to increased usage of PET Bottles. The sales of Closures were almost flat during the year against last year.

During the year under review, some of our customers have started their own Pre form manufacturing set up due to which the demand of Pre form were down during the year. However, Job work in perform has been increased marginally. Overall the perform sales was down against the last year.

Outlook, Opportunities & Threats, Risk and Concerns

The Overall Beverage Packaging Industry is growing at over 12% per annum. The continued trend of shifting customer base from glass bottles to PET Bottles is being seen in a positive note.

Beverages industry like Beer and Wine did not prefer plastic bottles due to limited ultraviolet protection and high gas permeability. However, advancement in technology makes it possible to produce high-quality PET bottles that extend the shelf-life of beverages.

With the National Green Tribunal mulling ban on plastic packaging of products, including PET bottles, a study industry body Ficci and Strategy& highlighted that the ban is likely to hit 13 lakh jobs and sales of whopping Rs.53,000 crore. The study recommended that the prudent way forward is not an outright ban on plastic packaging but rather finding solutions to the problem of plastic waste management. The study highlighted that plastics are the material of choice in packaging products across categories globally.

While appreciating the concerns related to environment it needs to be noted that restrictions or ban on plastics packaging would impact the growth of several industries like FMCG, Food Processing, Plastics Packaging and allied industries.

Financial Performance

During the year under review your Company registered total revenue of Rs.17,217.84 lacs as compared to previous year's revenue of Rs.18,344.11 lacs a de-growth of 6.14% over the previous year. The Net Profit is at Rs.536.54 lacs as compared to Rs. 614.60 lacs in the previous year, a decrease of 12.70% from previous year. The volume in PET Performs (including job work) was dropped by 17.76% against last year. The sales in Crowns have increased by 7.51% against last year. The Closures have grown at 13.45% than last year.

Adequacy of Internal Control Systems

The Company has adequate internal control system commensurate with the size of the company. The Company has appointed M/s B.L. Khandelwal & Co., Chartered Accountants, New Delhi, as the Internal Auditor of the Company to carry out the internal audit at regular intervals. The internal audit reports along with action taken reports thereon are reviewed by the Audit Committee.

Material Development in Terms of Human Resources / Industrial Relations front, including number of people employed

Human Resources are considered to be a form of capital and wealth of the Company. The growth of the Company and improvement in the systems has been sustained by the active involvement of the employees with the Management. It has been the focus of the management to improve and expand the contribution of its human resources towards attainment of organizational goals and values. The technical expertise of the Management has been shared with the employees at the works, which keeps them motivated to meet and surpass the set targets. The company employed 236 numbers of on Roll employees during the year.

Cautionary Statement

Statement in the Management Discussion & Analysis, describing the Company's objectives, projections and estimates are forward looking statements and progressive within the meaning of applicable laws and regulations.

Actual results may vary from those expressed or implied, depending upon the economic conditions, Government policies and other incidental factors.

Report on Corporate Governance

Company's Philosophy on Code of Corporate Governance

Corporate Governance is an integral part of values, ethics and best business practices followed by the Company. It envisages attainment of highest levels of transparency, accountability and equity in all facets of its operations and in all its interactions with its stakeholders, including shareholders, employees, lenders and the Government. The core values of the Company are:

- Commitment to excellence and customer satisfaction.
- Maximizing long term shareholders worth.
- Socially valued enterprise and
- Caring for people and environment.

Board of Directors

The Board of Directors of the Company comprised of six Directors out of which there are three Promoter Directors and three Independent Directors. Composition of the Board and category of Directors as on 31.03.2015 are as follows:

Composition of the Board

S. No.	Name of Director	Category	Attendance of meetings during 2014-15		Number of other Directorships in other Companies		No. of Chairmanship/ Membership in Committees#	
			Board Meetings	Last AGM	Private	Public	Chairman-ship	Membership
1.	Mr. Harswarup Gupta	Chairman - Executive Director	3	Yes	3	1	-	-
2.	Mr. Ashok Gupta	Vice Chairman -Executive Director	2	Yes	8	2	-	01**
3.	Mr. Adit Gupta	Managing Director- Executive Director	4	Yes	5	1	-	02**
4.	Mr. Mahipal	Independent Director- Non Executive	5	Yes.	0	0	-	02
5.	Mr.* Seshadri Ratnam	Independent Director – Non Executive	0	No.	1	0	-	-
6.	Mr. Prabhat Krishna	Independent Director- Non Executive	5	Yes	1	1	2	-
7.	Ms.*Shubha Singh	Independent Director- Non Executive	2	N.A.	0	0	0	02

* Mr. Seshadri Ratnam resigned from the Board with effect from 13.11.2014 and Ms. Shubha Singh joined the Board with effect from 26.09.2014.

** Mr. Ashok Gupta was member of Stakeholder Relationship Committee upto 13.11.2014 and Mr. Adit Gupta joined as member of Stakeholder relationship committee with effect from 13.11.2014.

Only Audit Committee and Stakeholders Relationship Committee are considered.

During the year under review, the meeting of Board of Directors held five times on 28th May 2014, 05th August 2014, 13th August 2014 (adjourned meeting), 13th November, 2014 and 10th February, 2015.

Profile of Directors

Mr. Harswarup Gupta

Mr, Harswrup Gupta, aged about 86 years is the senior most founder promoter and director of the company. He has been associated with the packaging industry for more than 53 years. He started the glass bottles trading business in Kolkata in the year 1958 in the name of Ashoka Sales Agency. He is the Executive Chairman of the Company. Mr. Harswarup Gupta is also running a charitable trust viz. Shakuntala Gupta Trust which is established for philanthropic activities. The Trust runs a high school at Village Kakore, Distt. Bulandshahar, Uttar Pradesh.

Mr. Ashok Gupta

Mr. Ashok Gupta, aged about 62 years is son of Shri Harswarup Gupta and a founder promoter director of the Company. He is the Vice Chairman & Whole-time Director of AMD Industries Limited w.e.f. 01.04.2014. He is a Bachelor of Science and enriched with an experience of more than 37 years in Industrial and Commercial activities. He commenced this business in the year 1974 by setting up a unit under the name and style of Shyam Industries to manufacture pilfer proof Aluminum caps mainly used by liquor industry.

Mr. Ashok Gupta has traveled widely and has attended many prestigious seminars and exhibitions in India and abroad including Inter Pack and Metpack Dusserdolf, Germany, Pet Exhibition- Munich. He also participated as a Guest Speaker on the subject "The Growing Trends of Pet Industry in Asia Pacific Market" organized in Germany by PET PLANET, one of the Worlds's most read PET magazines. He also attended textile exhibition in Singapore held in October 2005.

Mr. Adit Gupta

Mr. Adit Gupta, aged about 36 years is the son of Shri Ashok Gupta. He has completed his B.Sc. in Chemical Engineering stream from Virginia, USA and MBA (Finance) from Boston, USA. Mr. Adit Gupta has been involved in business development and promotion function of AMD Industries Ltd. since 1999. In the year 1999, he underwent a training course at Sacmi, Italy to get first hand experience of beverage packaging trends and know-how in plastics and crowns manufacturing. He has joined the Board of AMD Industries Limited on 14-11-2005 as the Director of the Company & further subsequently appointed as Whole Time Director w.e.f 14-06-2006. Earlier, he was appointed as Jt. Managing Director. At present he is the Managing Director of the Company.

Mr. Adit Gupta was actively involved as a team leader for implementation of Company's expansion and diversification projects of PET and Plastic closures in the year 2002 and 2003. He is one of the promoter directors of the company.

Mr. Mahipal

Mr. Mahipal is a Lawyer and having more than 37 years of experience in handling Legal cases both in High Court as well as in Supreme Court. He is a Non- Executive Independent Director of the company.

Mr. Prabhat Krishna

Mr. Prabhat Krishna aged about 67 years, is a retired banker from State Bank of India. He is B. Tech (Chem) from IIT, New Delhi. He started his career with a Chemical Consultancy firm. He joined SBI as Probationary Officer in 1973. He kept on moving on different position within the Bank and handled Corporate Account with a minimum limit of Rs.50 Crores & above. Mr. Prabhat Krishna worked with the Bank for 35 years and retired in November 2007.

Ms. Shubha Singh

Ms. Shubha Singh is an Associate Member of Institute of Company Secretaries of India. She has done Chartered Financial Analyst (CFA) from ICFAI, Hyderabad in 2002, MBA (International Business) from IMT, Ghaziabad in 2013, B. Com. (Hons) from Hansraj College, Delhi University in 1996. Presently she is working as a Company Secretary of Dhanuka Agritech Limited. She has more than 15 years of experience in secretarial and finance functions.

Audit Committee

Audit Committee is duly constituted in terms of Companies Act, 2013 and Listing Agreement. The terms of reference of the Audit Committee are as under:

Terms of Reference:

1. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
2. Review and monitor auditor's independence and performance and effectiveness of audit process.
3. Examination of the financial statement and the auditors' report thereon.
4. Approval or to make any subsequent modification of transactions of the Company with related parties.
5. Scrutiny of inter-corporate loans and investments.
6. Valuation of undertakings or assets of the Company, wherever it is necessary.
7. Monitoring the end use of funds raised through public offers and related matters.
8. Monitor the Vigil Mechanism established by the company for directors and employees to report genuine concerns in the prescribed manner.
9. All the terms of reference prescribed by the Central Government from time to time.
10. All the terms of reference guided in the Listing Agreement for the Audit Committee including amendments thereof from time to time.

Composition of Audit Committee

S.No.	Name of Member	Designation in Committee	Designation in Company	Date of the Meetings held	No. of the Meetings attended
1.	Mr. Prabhat Krishna	Chairman	Independent director	28-05-2014	5
2.	Mr. Mahipal	Member	Independent director	05-08-2014	5
3.	Mr. Adit Gupta	Member	Managing Director	13-08-2014	4
4.	Mr. S. Ratnam*	Member	Independent Director	13-11-2014	-
5.	Ms. Shubha Singh*	Member	Independent Director	10-02-2015	2

* Mr. Seshadri Ratnam resigned from the Committee with effect from 13.11.2014 and Ms. Shubha Singh joined the Committee with effect from 13.11.2014.

Mr. Prakash Chandra Prusty, Company Secretary of the Company acts as Secretary of the Committee.

Nomination and Remuneration Committee:

Nomination and Remuneration Committee is duly constituted in terms of Companies Act, 2013 and Listing Agreement. The terms of reference of the Nomination and Remuneration Committee are as under:

Terms of reference:

a. Formulation of the criteria for determining qualifications, Positive attributes and independence of a director;
b. To identify persons qualifies to become directors and who may be appointed in senior management and to recommend to the Board for their appointment and removal;
c. Recommend to the Board a policy relating to remuneration for directors, key managerial personnel and other employees;
d. Evaluation of every director's performance & the Board;
e. Perform such functions as are required to be performed under the ESOP Guidelines;
f. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by the Remuneration Committee.

Details of Composition

S. No	Name of Member	Designation in Committee	Designation in Company	Date of the Meetings	No. of the Members present
1.	Mr. Prabhat Krishna	Chairman	Independent Director	28-05-2014	3
2.	Mr. S. Ratnam*	Member	Independent Director	05-08-2014	-
3.	Mr. Mahipal	Member	Independent Director	10-02-2015	3
4.	Ms. Shubha Singh*	Member	Independent Director		1

* Mr. Seshadri Ratnam resigned from the Committee with effect from 13.11.2014 and Ms. Shubha Singh joined the Committee with effect from 13.11.2014.

The Remuneration for directors and managerial personnel is as per Remuneration Policy of the Company, the details of the policy is also part of the Board's Report.

The details of remuneration paid to Managerial Personnel of the Company in FY 2014-15 are as below:

S.No.	Name	Designation	Salaries & Allowance	Other Benefits	Commission	Total	Stock Options Granted	No. of the Shares as on 31.03.15	Service contract/ Notice Period/severance fees
1.	Mr. Harswarup Gupta	Chairman	42,00,000	7,77,936	70,22,064	1,20,00,000	-	2605604	Shareholders appointed Mr. Harswarup Gupta, for a period of 3 years w.e.f. 01.04.2013. His t erm will expire on 31.03.2016. Notice period is as per company policy. No severance fees.
2.	Mr. Ashok Gupta	Vice-Chairman & Whole time Director	43,20,000	6,77,087	70,02,503	1,20,00,000	-	3598793	Shareholders appointed Mr. Ashok Gupta, for a period of 3 years w.e.f. 01.04.2014. His term will expire on 31.03.2017. Notice period is as per company policy. No Severance fees
3.	Mr. Adit Gupta	Managing Director	39,00,000	5,52,565	75,47,435	1,20,00,000	-	4142637	Shareholders appointed Mr. Adit Gupta, for a period of 3 years w.e.f. 01.04.2014. His term will expire on 31.03.2017. Notice period is as per company policy. No Severance fees

Non- executive Independent Directors are being paid a sitting fee of Rs. 31,000/- for attending each meeting of the Board. Sitting fees paid to the Independent Directors during the financial year 2014-15 is detailed below:

S. No.	Name of the Independent Director	Sitting fees paid(Rs.)	Stock Options Granted	No. of Shares held on 31.03.2015.
1.	Mr. Mahipal	1.55,000/-	-	-
2.	Mr. Seshadri Ratnam	Nil	-	-
3.	Mr. Prabhat Krishna	1,55,000/-	-	-
4.	Ms. Shubha Singh	62,000/-	-	-

Mr. Prabhat Krishna and Mr. Mahipal have been appointed as independent directors of the Company for a term of five years and Ms. Shubha Singh has been appointed as an independent director for a term of 2 years as per the terms and conditions mentioned in their appoinement letter.

Stakeholders Relationship Committee

The Board has reconstituted the Shareholders/ Investors Grievance Committee as "Stakeholders Relationship Committee".

S. No	Name of Member	Designation in Committee	Designation in Company
1.	Mr. Prabhat Krishna	Chairman	Non – Executive Independent Director
2.	Mr. Ashok Gupta#	Member	Vice Chairman
3.	Mr. Mahipal	Member	Non – Executive Independent Director
4.	Mr. Seshadri. Ratnam*	Member	Non – Executive Independent Director
5.	Ms. Shubha Singh*	Member	Non – Executive Independent Director
6.	Mr. Adit Gupta#	Mamber	Managing Director

Details of Composition of Shareholders / Investors Grievance Committee

* Mr. Seshadri Ratnam resigned from the Committee with effect from 13.11.2014 and Ms. Shubha Singh joined the Committee with effect from 13.11.2014.

Mr. Ashok Gupta discontinued form the Stakeholders Relationship Committee with effect from 13.11.2014 and Mr. Adit Gupta joined as member with effect from 13.11.2014.

Mr. Prakash Chandra Prusty, Company Secretary of the Company is the Compliance Officer of the Company.

Shareholders Complaints

No. of Complaints Outstanding as on 01.04.2014	No. of Complaints received during the year	No. of Complaints resolved during the year	No. of complaints pending as on 31.03.2015
-	01	01	-

Corporate Social Responsibility Committee

The Board has duly constituted the Corporate Social Responsibility Committee as per the provisions of Companies Act, 2013.

The Composition of the Committee is as under:

S. No	Name of Member	Designation in Committee	Designation in Company
1	Mr. Mahipal	Chairman	Independent Director
2	Mr. Ashok Gupta	Member	Vice Chairman
3	Mr. Prabhat Krishna	Member	Independent Director

As per recommendation of Corporate Social Responsibility Committee, the Board has adopted CSR policy. The details on CSR policies and activities are given in Board's Report.

Management Committee

This Committee considers and passes various resolutions as per the Terms of Reference approved by the Board. The composition of the Committee is as under:

1. Mr. Harswarup Gupta Chairman
2. Mr. Ashok Gupta Member
3. Mr. Adit Gupta Member

Mr. Prakash Chandra Prusty acts as Secretary to the Committee.

Independent Directors' Meeting

During the year under review, the Independent Directors met on 07.02.2015, inter alia, to discuss:

- Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Director.
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting.

General Body Meetings

Details of last three Annual General Meetings

Date of Meeting	Place	Time	Details of Special Resolution Passed therein
26-09-2014	Radiance Motels, Tania Farms Complex, Chattarpur Mandir Road, Satbari Village, New Delhi- 30	10.30 AM	1. Appointment of Mr. Ashok gupta - whole time director 2. Appointment of Mr. Adit gupta - managing director 3. Adoption of new articles of association
24-09-2013	Daffodils Hotels, Tania Farms Complex, Chatterpur Mandir Road, Satbari Village, New Delhi- 30	10.30 AM	1. Re- appointment of Mr. Harswarup Gupta as whole time director of the Company.
28-09-2012	Daffodils Hotels, Tania Farms Complex, Chatterpur Mandir Road, Satbari Village, New Delhi- 30	10.30 AM	1. Appointment of Mr. Adit Gupta as Joint Managing Director of the Company.

No Special resolution was passed through the Posal Ballot during the financial year 2014-15. No special resolution is proposed to be conducted through Postal ballot.

Disclosures

a. Related party transactions have been suitably disclosed in the Notes to the Accounts in compliance to Accounting Standards issued by the Institute of Chartered Accountants of India. However, there are no materially significant related party transactions which have potential conflict with the interests of the Company at large. Company has also adopted a policy on dealing with related party transaction which is available on the website of the Company. Web link of the said policy is http://amdindustries.com/Policy%20on%20Related%20Party%20Transactions.pdf.

b. During the last three financial years there was no penalty, restrictions of any kind and of any nature, has been imposed by the SEBI, Stock Exchange or any other Statutory Body relating to Capital Market.

c. Whistle Blower Policy: AMD Industries believes in conducting all affairs of its constituents in fair and transparent manner, by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. The organization is committed to comply with the laws and regulations to which it is subject. The company has adoped a Vigil Machenism/Whistle-Blower Policy during the year which is also available on company's website. It is also affirmed that no personnel has been denied access to the audit committee.

d. Details of Compliance of Mandatory and Non Mandatory requirements of Corporate Governance are provided in this report.

Means of Communication

i. In terms of requirements of Clause 41 of the Listing Agreement the Quarterly/ Annual Financial Results of the Company are being published in newspapers and are also being displayed on the Website of the Company i.e. www.amdindustries.com.

ii. The Quarterly/Annual Financial Results of the Company are being published normally in the following newspapers:

1. Business Standard, Delhi (Hindi).
2. Business Standard, Delhi (English).

General Shareholders Information

a. **Annual General Meeting details**:-

1. Date : 29th September, 2015.
2. Time : 10:00 A.M.
3. Venue : Radiance Motel, Tania Farms Complex, Chattarpur Mandir Road, Satbari Village, New Delhi-110030.

b. **Financial Year**: 2014-2015 (ended on 31st March 2015).

Financial Calendar (tentative and subject to change)

For the year ending 31st March 2016 the financial results will be announced by:

Quarter Ended 30th June, 2015	:	First fortnight of August, 2015
Quarter Ended 30th Sept., 2015	:	First fortnight of November, 2015
Quarter Ended 31st Dec., 2015	:	First fortnight of February, 2016
Quarter Ended 31st March, 2016 and Annual Results	:	End of May, 2016

c. **Book Closure Date**: 22.09.2015 (Tuesday) to 29.09.2015 (Tuesday) (Both days inclusive).

d. **Dividend Payment Date**: On or after 6th October, 2015

e. **Shares of Company are listed on**:-

a. National Stock Exchange (NSE) and

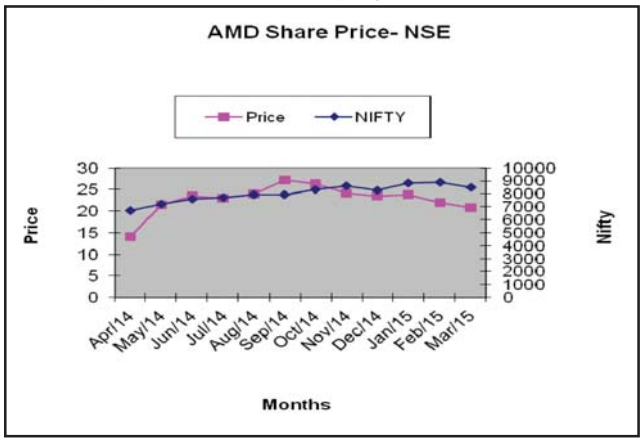
b. Bombay Stock Exchange (BSE)

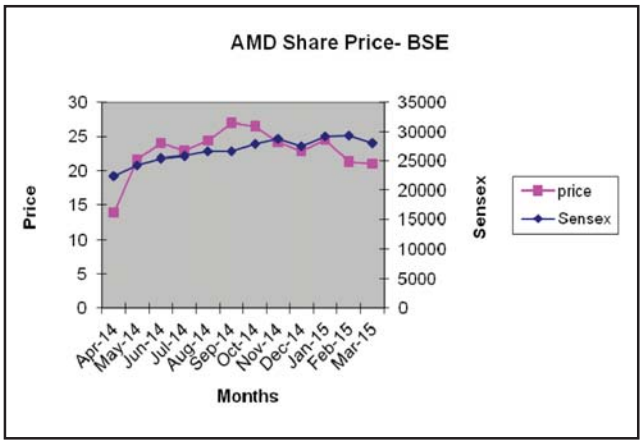
f. **Stock Code**: 532828 – BSE
AMDIND – NSE

g. **The monthly high and low stock price during the financial year 2014-15 is under.**

Month	BSE Price		NSE Price	
	High Price (in Rs.)	Low Price (in Rs.)	High Price (in Rs.)	Low Price (in Rs.)
Apr- 14	14.50	12.41	14.00	13.40
May-14	25.80	13.65	22.50	20.50
Jun-14	28.90	20.35	24.00	22.80
Jul-14	24.80	20.80	23.30	22.00
Aug-14	26.00	21.80	24.25	23.55
Sep-14	30.00	23.75	27.95	26.60
Oct-14	31.80	24.30	27.65	25.55
Nov-14	33.50	23.40	25.65	24.05
Dec-14	25.00	21.65	23.45	22.55
Jan-15	28.30	22.50	23.95	23.25
Feb-15	28.90	20.05	22.20	21.25
Mar-15	24.50	18.10	21.90	20.55

h. **Comparison of share of Company with indices**





i. **Registrar and Share Transfer Agent**:

Head Office:
Bigshare Services Private Limited
E-2/3, Ansa Industrial Estate,
Saki Naka Mumbai-400072
Phone # 91-22-28470652
Fax # 91-22-28525207

Branch Office:
Bigshare Services Private Limited
4- E/8, First Floor,
Jhadewalan Extn.
New Delhi-110055
Phone: 011-23522373.

j. **Share Transfer System**:

Company's shares are being transferable both in Demat & Physical mode. The transfers of shares in case of dematerialized form are being conduced through Depository Participants (DP). For the transfer of physical shares Company's Registrar at above mentioned address is to be contacted. Further to expedite the process of transfer of physical shares, the Company has authorized the Officials of the Company in compliance with Clause 49 of the Listing Agreement.

k. **Distribution of share holding (as on 31st March 2015)**

S.No.	Range	Total Holders	% of Total Holders	Total Holding	% of Total Capital
1.	1-5000	9180	84.83	1317496	6.87
2.	5001-10000	840	7.76	713334	3.72
3.	10001-20000	404	3.73	626729	3.27
4.	20001-30000	156	1.44	402221	2.10
5.	30001-40000	50	0.46	178786	0.93
6.	40001-50000	45	0.41	215207	1.13
7.	50001-100000	81	0.75	568826	2.97
8.	100001 -99999999	65	0.60	15144150	79.01
	Total	**10821**	**100.00**	**19166749**	**100.00**

Statement showing Shareholding Pattern as on 31st March 2015

Category Code		Category of Shareholder	Total No. of Shares	Total % Shareholding
A		**Shareholding of Promoter and promoter group**		
	1	Indian	1,27,95,913	66.76
	2	Foreign	0.00	0.00
		Total (A)	1,27,95,913	66.76
B		**Public Shareholdings**		
	1.	Institutions	-	-
	2.	Non - Institutions	63,70,836	33.24
		Total (B)	64,85,183	33.24
C		**Shares held by custodians and against which Depository Receipts have been issued**	-	-
		Grand Total (A+B+C)	19,166,749	100.00

l. **Dematerialization of shares and liquidity**

As on 31st March, 2015, 99.99% shares of the Company were held in dematerialized form.

None of the shares of the Company are Locked-in.

m. **Outstanding ADR's/GDR's**

The Company has not issued any GDR's/ADR's or any convertible instruments in financial year 2014-15.

n. **Plant Locations.**

S. No.	Plant Location	Product
1	C-4 & 5, Site No. 3, Meerut Road Indsutrial. Area, Ghaziabad, U.P. 201001.	CSD Closures and PET Preforms
2	SP- 32 RIICO Industrial Area, Neemrana, (Rajasthan)	Crown Caps, CSD Closures and PET Preforms

o. **Address for correspondence**:

AMD Industries Limited
18, First Floor, Pusa Road,
Karol Bagh, New Delhi 110005
E-mail:investor@amdindustries.com.

Equity Shares in Suspense Account

In terms of clause 5A(I) and clause 5A(II) of the Listing Agreement, the Company reports the following details in respect of the equity shares lying in the suspense accounts:

Sl. No.	Particulars	No of Shareholders	No. of Shares
1.	Aggregate No. of shareholders and the outstanding shares in the unclaimed suspense account lying as on 01.04.2013	8	1073
2.	No. of shareholders approached for transfer of shares form the unclaimed Suspense Account during the year	-	-
3.	No. of shareholders approached for transfer of shares form the unclaimed Suspense Account during the year	-	-
	No. of shareholders to whom shares were transferred form the unclaimed Suspense Account during the year	8	1073

Code of Conduct

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Conduct for the Financial Year 2014-15.

For and on behalf of Board of Directors

Place: New Delhi

Date: 05.08.2015

Adit Gupta

Managing Director

Non-Mandatory Requirement

The status/extent of compliance of non mandatory requirements is as follows:

1. **The Board**
   At present no non- executive director is appointed to Chairman's office.
2. **Shareholders Rights**
   The financial results are displayed on company's website www.amdindustries.com and in widely circulated newspapers.
3. **Audit Qualifications**
   During the year under review there are no audit qualifications in the financial statements.
4. **Separate Posts of Chairman and CEO**
   The Company has appointed Mr. Harswarup Gupta as a Chairman and Mr. Adit Gupta as a Managing Director of the Company. The Company has no CEO.
5. **Reporting of Internal Auditor**
   The Internal Auditor directly reports to the Audit Committee of the Company.

CEO / CFO CERTIFICATION

To,
The Board of Directors,
AMD Industries Limited
No.18, Pusa Road, 1st Floor,
Karol Bagh, New Delhi-110 005.

Dear Sirs,

(a) We, have reviewed financial statements and the cash flow statement for the year ended 31st March 2015 and to the best of our knowledge and belief that:
   i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

(b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the above said period which is fraudulent, illegal or violative of the company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

(d) We have indicated to the auditors and the Audit committee
   i. That there are no significant changes in internal control over financial reporting during the year;
   ii. That there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   iii That there are no Instances of significant fraud of which we have become aware with respect to financial reporting.

Place : New Delhi	**Ashok Gupta**	**P.K. Mukhopadhyay**
Date : 27.05.2015	**Vice Chairman & Whole Time Director**	**Chief Financial Officer**

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

TO

THE MEMBERS

AMD INDUSTRIES LIMITED

We have examined the compliance of the conditions of Corporate Governance by **AMD INDUSTRIES LIMITED** ('the Company') for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of 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 above mentioned Listing Agreement.

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

For AGG & Associates
Company Secretaries

A.G Gambhir
FCS: 3668 CP: 3653
New Delhi, 05.08.2015

Independent Auditor's Report

To
The Members of
AMD Industries Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **AMD Industries Limited** ('the company'), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement and a summary of significant accounting policies and other explanatory information for the year then ended .

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015 and its profit and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
   c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
   d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act; and
   f) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules,2014, in our opinion and to the best of our information and according to the explanations given to us :
      i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 32(i)(c) to the financial statements
      ii. There are no material forseeable losses on long term contracts including derivative contracts therefore, no such provision is required to be made.
      iii. There are no instances of delay in transferring amount, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Suresh & Associates**
FRN: 003316N
Chartered Accountants

(CA. Narendra Kumar Arora)
Partner
M. No. 088256

Date : 27.05.2015
Place : New Delhi

Annexure to the Intependent Auditor's Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2015, we report that:

(i) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(ii) (a) The management of the Company has conducted the physical verification of inventory at reasonable intervals during the year.

(b) The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and nature of its business.

(c) The Company has maintained the proper records of inventory and no material discrepancies were noticed on physical verification.

(iii) The Company has not granted any loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.

(v) The Company has not accepted any deposits from the public.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues with the appropriate authorities.

(b) According to the information and explanations given to us, below given dues of income tax, sales tax, wealth tax, service tax, value added tax and cess have not been deposited with the appropriate authorities on account of dispute:

(c) According to the information and explanations given to us the amount which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.

S. No.	Period of Demand	Amount Involved	Particulars of demand	Appeal pending before
1.	A.Y. 1999-00 to 2006-07	Rs.9,50,962/-	Local Sales Tax raised by UP Local Sales Tax Authorities.	Supreme Court
2.	A.Y. 1999-00 to 2006-07	Rs.31,18,745/-	Central Sales Tax raised by UP Trade tax Authorities.	Supreme Court
3.	A.Y. 2003-04	Rs.3,58,400/-	Demand raised by Assessing Authority u/s 21 of UP Trade Tax Act 1948	UP Trade Tax Tribunal, Ghaziabad
4.	F.Y. 2001-02	Rs.11,45,102/-	Entry tax raised by UP Trade Tax Authorities	Jt. Commissioner Appeal (Trade Tax) - III, Ghaziabad
5.	F.Y. 2002-03	Rs.11,40,307/-	Entry tax raised by UP trade tax Authorities.	Supreme Court
6.	FY 2004-05	Rs.16,37,643/-	Entry tax raised by UP trade tax Authorities.	Supreme Court
7.	F Y 2001-02	Rs.2,00,000/-	Labour Dispute	Labour Court-I, Ghaziabad
8.	F.Y. 2005-06	Rs.4,74,111/-	Sales Tax Demand raised by UP trade tax Authorities	Commissioner Appeal (Trade Tax)-I, Ghaziabad
9.	A Y 2005-2006	Rs.2,20,397/-	Entry tax raised by UP trade tax Authorities.	Supreme Court
10.	A Y 2012-13	Rs.28,97,299/-	Excise Duty Demand raised by Excise Assessing Authorities. Filed an appeal with stay at CESAT, New Delhi.	CESTAT, New Delhi
11.	A Y 2007-2008	Rs.38,09,702/-	Demand raised by Trade Tax Department.	High Court, Allahabad
12.	F.Y. 2011-12	Rs.9,99,264/-	Entry Tax raised by Rajasthan Trade Tax Authorities.	High Court, Rajashthan

(viii) Company has no accumulated losses at the end of the financial year. The company has not incurred cash losses in current financial year and in the immediately preceding financial year.

(ix) The Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders during the year.

(x) In our opinion and according to the information and the explanations given to us, the Company has given guarantee for loans taken by others from banks or financial institutions. The company has given corporate guarantees of Rupees Twenty three crores for loans taken by its subsidiaries from bank and financial institutions. The terms and other conditions, in our opinion are not prima facie prejudicial to the interest of the company.

(xi) The Company has utilised term loans for the purpose for which the loans were obtained.

(xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For **Suresh & Associates**
FRN: 003316N
Chartered Accountants

(CA. Narendra Kumar Arora)
Partner
M. No. 088256

Date : 27.05.2015
Place : New Delhi

AMD Industries Limited

Balance Sheet as at 31st March, 2015

Particulars		Note No.	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
I	**EQUITY AND LIABILITIES**			
	Shareholders' funds			
	(a) Share Capital	3	191,667,490.00	191,667,490.00
	(b) Reserves and Surplus	4	1,022,418,591.57	1,004,422,154.25
			1,214,086,081.57	1,196,089,644.25
	Non-current liabilities			
	(a) Long-term borrowings	5	366,580,331.23	439,802,667.21
	(b) Deferred tax liabilities (net)	30	80,145,181.00	87,822,362.00
	(c) Other long-term liabilities	6	6,066,080.50	808,320.00
	(d) Long-term provisions	7	15,055,308.00	13,871,427.00
			467,846,900.73	542,304,776.21
	Current liabilities			
	(a) Short-term borrowings	8	263,671,484.74	298,453,066.09
	(b) Trade payables	9	341,059,766.26	279,479,524.47
	(c) Other current liabilities	10	200,873,280.28	196,992,461.67
	(d) Short-term provisions	11	46,549,280.09	81,934,139.70
			852,153,811.37	856,859,191.93
	TOTAL		**2,534,086,793.67**	**2,595,253,612.39**
II	**ASSETS**			
	Non-current assets			
	(a) Fixed assets	12		
	(i) Tangible assets		918,543,325.27	927,795,223.64
	(ii) Intangible assets		1,146,155.00	552,695.00
	(iii) Capital work in progress		-	23,243,734.00
			919,689,480.27	951,591,652.64
	(b) Non-current investments	13	265,750,119.42	323,581,164.42
	(c) Long-term loans and advances	14	175,250,126.44	161,200,591.98
			1,360,689,726.13	1,436,373,409.04
	Current assets			
	(a) Inventories	15	564,103,944.93	468,541,038.93
	(b) Trade receivables	16	392,205,993.69	374,305,469.44
	(c) Cash and cash equivalents	17	43,427,499.50	37,291,530.14
	(d) Short-term loans and advances	18	111,327,741.72	143,412,973.89
	(e) Other current assets	19	62,331,887.70	135,329,190.95
			1,173,397,067.54	1,158,880,203.35
	TOTAL		**2,534,086,793.67**	**2,595,253,612.39**
III	**Notes forming part of the financial statements**	**1 - 34**		

As per our report of even date attached
For Suresh & Associates
FRN No. 003316N
Chartered Accountants

For and on behalf of the Board of Directors

(CA Narendra Kumar Arora)
Partner
Membership No.088256

(Harswarup Gupta)
Chairman
DIN - 00034406

(Ashok Gupta)
Vice - Chairman
DIN - 00031360

(Prabir Mukhopadhyay)
CFO

(Prakash Prusty)
Company Secretary

Place : New Delhi
Date : 27.05.2015

AMD Industries Limited

Statement of Profit and Loss for the year ended 31st March, 2015

Particulars		Note No.	For the year ended 31st March, 2015 Rs.	For the year ended 31st March, 2014 Rs.
I	Revenue from operations (gross)	20	2,060,525,069.15	2,164,996,389.93
	Less: Excise duty		343,466,514.00	335,409,764.06
	Revenue from operations (net)		1,717,058,555.15	1,829,586,625.87
II	Other income	21	4,725,882.78	4,824,586.26
	Total revenue (I+II)		**1,721,784,437.93**	**1,834,411,212.13**
III	**Expenses**			
	(a) Cost of materials consumed	22.a	928,263,755.59	1,068,896,331.06
	(b) Purchases of stock-in-trade	22.b	-	10,915,196.00
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	22.c	(10,318,751.00)	(17,702,923.00)
	(d) Employee benefits expense	23	142,627,902.00	127,617,781.00
	(e) Finance costs	24	96,019,961.10	106,530,671.14
	(f) Depreciation and amortisation expense	12	113,452,687.50	87,303,529.00
	(g) Other expenses	25	399,776,167.84	357,734,515.26
	Total expenses		**1,669,821,723.03**	**1,741,295,100.46**
IV	**Profit / (Loss) before exceptional Items and tax**		51,962,714.90	93,116,111.67
V	Exceptional items			
	(a) Profit/(Loss) on Sale of Fixed Assets		3,720,249.86	(149,119.00)
	(b) Profit/(Loss) on Sale of Shares		13,000,000.00	-
VI	**Profit / (Loss) before tax**		68,682,964.76	92,966,992.67
VII	**Tax expense:**			
	(a) Current tax expense		26,000,000.00	28,000,000.00
	(b) Tax expense related to prior years		(3,293,676.00)	(2,768,470.00)
	(c) Net current tax expense		22,706,324.00	25,231,530.00
	(d) Deferred tax	30	(7,677,181.00)	6,274,922.00
			15,029,143.00	**31,506,452.00**
VIII	**Profit / (Loss) for the period**		**53,653,821.76**	**61,460,540.67**
IX	Earning per equity shares:	29		
	Basic		2.80	3.21
	Diluted		2.80	3.21
X	**Notes forming part of the financial statements**	**1 - 34**		

As per our report of even date attached
For Suresh & Associates
FRN No. 003316N
Chartered Accountants

For and on behalf of the Board of Directors

(CA Narendra Kumar Arora)
Partner
Membership No.088256

(Harswarup Gupta)
Chairman
DIN - 00034406

(Ashok Gupta)
Vice - Chairman
DIN - 00031360

(Prabir Mukhopadhyay)
CFO

(Prakash Prusty)
Company Secretary

Place : New Delhi
Date : 27.05.2015

AMD Industries Limited

Cash Flow Statement for the year ended 31 March, 2015

Particulars	For the year ended 31st March, 2015		For the year ended 31st March, 2014	
	Rs.	Rs.	Rs.	Rs.
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		68,682,964.76		92,966,992.67
Adjustments for:				
Depreciation and amortisation	113,452,687.50		87,303,529.00	
(Profit) / loss on sale / write off of assets	(3,720,249.86)		149,119.00	
Net (gain) / loss on sale of investments in subsidiaries	13,000,000.00		-	
Finance costs	96,019,961.10		106,530,671.14	
Interest income	(4,706,814.19)		(4,953,227.28)	
Dividend income	(14,450.98)		-	
Rental income from investment properties	(1,704,515.00)		(2,039,999.00)	
Adjustments to the carrying amount of investments	5,861,045.00		54,252,334.00	
Net unrealised exchange (gain) / loss	(9,654.82)	192,178,008.75	(18,661.30)	241,223,765.56
Operating profit / (loss) before working capital changes		260,860,973.51		334,190,758.23
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(95,562,906.00)		109,219,171.00	
Trade receivables	(17,900,524.25)		(65,131,145.68)	
Short-term loans and advances	28,558,660.17		38,024,680.51	
Long-term loans and advances	(14,049,534.46)		(9,756,856.06)	
Other current assets	72,997,303.25		(125,460,641.83)	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	61,580,241.79		(38,145,865.89)	
Other current liabilities	3,880,818.61		49,439,065.69	
Other long-term liabilities	5,257,760.50		(15,080.00)	
Short-term provisions	(31,339,989.18)		34,431,420.69	
Long-term provisions	1,183,881.00	14,605,711.43	251,678.00	(7,143,573.57)
		275,466,684.94		327,047,184.66
Cash flow from extraordinary items		-		-
Cash generated from operations		275,466,684.94		327,047,184.66
Net income tax (paid) / refunds		(27,401,800.43)		(11,118,138.56)
		248,064,884.51		315,929,046.10
Net cash flow from / (used in) operating activities (A)		248,064,884.51		**315,929,046.10**
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(97,650,010.71)		(162,053,390.34)	
Proceeds from sale of fixed assets	4,861,435.00		118,400.00	
Inter-corporate deposits (net)	(20,046,754.68)		1,854,474.00	
Purchase of long-term investments				
- Others	(30,000.00)		-	
Proceeds from sale of long-term investments				
- Subsidiaries	65,000,000.00		-	
Loans given				
- Subsidiaries	-		(32,538,921.00)	
- Associates	(125,464,925.00)		(87,667,619.00)	
Loans realised				
- Subsidiaries	3,526,572.00		85,476,550.00	
- Associates	125,179,319.00		81,416,889.00	
Interest received				
- Subsidiaries	-		2,890,071.00	
- Others	4,706,814.19		2,063,156.28	
Dividend received				
- Others	14,450.98		-	
Rental income from investment properties	1,704,515.00	(38,198,584.22)	2,039,999.00	(106,400,391.06)
Cash flow from extraordinary items		-		-
		(38,198,584.22)		(106,400,391.06)
Net cash flow from / (used in) investing activities (B)		**(38,198,584.22)**		**(106,400,391.06)**

AMD Industries Limited

Cash Flow Statement for the year ended 31 March, 2015

Particulars	For the year ended 31st March, 2015		For the year ended 31st March, 2014	
	Rs.	Rs.	Rs.	Rs.
C. Cash flow from financing activities				
Proceeds from long-term borrowings	204,446,263.00		43,577,000.00	
Repayment of long-term borrowings	(277,668,598.98)		(117,556,909.30)	
Net increase / (decrease) in working capital borrowings	(14,449,220.67)		(13,110,902.67)	
Finance cost	(96,019,961.10)		(106,530,671.14)	
Dividends paid	(17,250,074.00)		(17,250,074.00)	
Tax on dividend	(2,798,394.00)	(203,739,985.75)	(2,798,394.00)	(213,669,951.11)
Cash flow from extraordinary items		-		-
		(203,739,985.75)		(213,669,951.11)
Net cash flow from / (used in) financing activities (C)		(203,739,985.75)		(213,669,951.11)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		**6,126,314.54**		**(4,141,296.07)**
Cash and cash equivalents at the beginning of the year		37,291,530.14		41,414,164.91
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		9,654.82		18,661.30
Cash and cash equivalents at the end of the year		43,427,499.50		37,291,530.14
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet (Refer Note 17)		43,427,499.50		37,291,530.14
Less: Bank balances not considered as Cash and cash		-		-
equivalents as defined in AS 3 Cash Flow Statements (give details)		-		-
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) included in Note 19		43,427,499.50		37,291,530.14
Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) (Refer Note (ii) to Note 16 Current investments)		-		-
Cash and cash equivalents at the end of the year *		43,427,499.50		37,291,530.14
* Comprises:				
(a) Cash on hand		223,195.55		122,855.05
(b) Balances with banks				
(i) In current accounts		1,256,058.53		832,322.39
(ii) In EEFC accounts		356,797.00		342,597.10
(iii) In earmarked accounts (give details) (Refer Note (ii) below)		41,309,206.00		35,754,919.00
(c) Others - Foreign Currency in hand		282,242.42		238,836.60
		43,427,499.50		**37,291,530.14**

Notes:

(i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.

(ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.

As per our report of even date attached
For Suresh & Associates
FRN No. 003316N
Chartered Accountants

(CA Narendra Kumar Arora)
Partner
Membership No.088256

For and on behalf of the Board of Directors

(Harswarup Gupta)
Chairman
DIN - 00034406

(Ashok Gupta)
Vice - Chairman
DIN - 00031360

(Prabir Mukhopadhyay)
CFO

(Prakash Prusty)
Company Secretary

Place : New Delhi
Date : 27.05.2015

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note Particulars

1 Corporate information

The Compnay is engaged in the Manufacturing of Pet Preform,Crown Caps and CSD Closures. The company is also engaged in jobwork operation of preforms. The company is continuously catering to the packaging needs of Beverages and Beer Industry of the country and abroad.The company has also interest in the Real Estates.

2 Significant accounting policies

2.1 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with Accounting Principles Generally Accepted in India, including the Accounting Standards specified under section 133 of Act, read with Rule 7 of the Companies (Acocunts) Rules, 2014.The financial statements have been prepared on accrual basis under the historical cost convention.The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.3 Inventories

i) **Raw Material**
At cost or net realizable value (on FIFO basis) whichever is lower (Rejected raw material at cost Less claim received thereon)

ii) **Finished Goods**
At cost or net realizable value whichever is lower. For arriving at the cost for this purpose the cost includes material cost and manufacturing expenses.

iii) **Semi Finished Goods**
At cost of input plus apportioned overhead expenses and depreciation.

iv) **Job work in Process**
At apportioned manufacturing expenses and depreciation.

v) **Stores and Spares**
At cost or net realizable value (on FIFO basis) whichever is lower

vi) **Scrap**
At estimated realizable value.

vii) **Real Estates Inventory**
At cost plus cost of improvement.
In order to comply with the mandatory requirements of Accounting Standard -2 'Valuation of inventories' prescribed by the Institute of Chartered Accountants of India; The Company has adopted the exclusive method of the excise duty

2.4 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.5 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.6 Depreciation and Amortisation

The depreciation on Plant & Machinery including Moulds installed in Neemrana Unit and Ghaziabad Unit has been provided on 'Multiple Shift Basis'. The depreciation on all assets has been provided on 'straight-line method' based on life assigned to each asset in accordance with Schedule II of the Companies Act, 2013 except for intangible assets which are amortised over a period of five years as prescribed in Accounting Standard 26.

2.7 Revenue recognition

Revenue in respect of sale of products is recognised on delivery, which coincides with the transfer of risk and rewards of ownership. Discounts given / accrued to customers at the time of despatch are considered as trade discounts and netted from sales.Sales is recorded net of Sales Tax/ Vat. Job work of Preform Completed and lying in Factories as on 31st March 2015 has been shown as inventory under the head Job Work in Process. Interest income is recognized on an accrual basis on time proportionate basis, based on interest rates implicit in the transaction.

2.8 Other income

Dividend income is recognized on receipt basis.

2.9 Tangible fixed assets

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

CENVAT Credit availed on acquisition of fixed assets is reduced from the cost of concerned assets.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Capital work-in-progress:

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.10 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

2.11 Foreign currency transactions

(i) Foreign currency transactions during the year are recorded at the rate of exchange prevailing on the date of transaction. Foreign currency monetary assets and liabilities are translated into Rupees at the rate of exchange prevailing on the date of Balance Sheet.All Exchange difference are dealt with in the Profit and Loss Account.Foreign Currency monetary items are reported using the closing rate.

(ii) Where the company has entered into forward exchange contracts, the difference between the forward rate and spot rate at the date of the contract is recognised in the statement of th eprofit and loss over the life of the contract and difference between the spot rate at the date of contract and the exchange rate prevailing on the balance sheet date is recognised as per Accounting Standard (AS)-11 issued by the Institute of Chartered Accountants of India. Any profit or loss arising on cancellation or renewal of the forward exchange contract is recognised as Income or as expenses for the year.

2.12 Government grants, subsidies and export incentives

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

2.13 Investments

Long-term investments , are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

2.14 Employee benefits

(i) Short-term employee benefits are recognised as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

(ii) Defined Benefit Plans:
- Leave Salary of employees on the basis of acturial valuation as per AS 15.
- Gratuity Liability on the basis of acturial valuation as per AS 15.

(iii) Defined Contribution Plans:
Provident fund and ESI on the basis of actual liability accrued and paid to authorities.

2.15 Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

2.16 Segment reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

2.17 Earnings per share

Basic Earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of euity shares outstanding during the period. Diluted Earnings per share are not different from basic earning per share.

2.18 Taxes on income

The Deffered tax expense or benefit is recognised on timing differences being the difference between taxable incomes and accounting incomes that originate in one period and are capable of reversal in one or more subsequent periods. Deffered tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

2.19 Impairment of assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

2.20 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 3 Share capital

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised				
Equity shares of Rs.10/- each with voting rights	25,000,000.00	250,000,000.00	25,000,000.00	250,000,000.00
	25,000,000.00	250,000,000.00	25,000,000.00	250,000,000.00
(b) Issued				
Equity shares of Rs.10/- each with voting rights	19,166,749.00	191,667,490.00	19,166,749.00	191,667,490.00
	19,166,749.00	191,667,490.00	19,166,749.00	191,667,490.00
(c) Subscribed and fully paid up				
Equity shares of Rs.10/- each with voting rights	19,166,749.00	191,667,490.00	19,166,749.00	191,667,490.00
	19,166,749.00	191,667,490.00	19,166,749.00	191,667,490.00
Total	**19,166,749.00**	**191,667,490.00**	**19,166,749.00**	**191,667,490.00**

Notes:

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

Particulars	Opening Balance	Closing Balance
Equity shares with voting rights		
Year ended 31 March, 2015		
- Number of shares	19,166,749.00	19,166,749.00
- Amount (Rs.)	191,667,490.00	191,667,490.00
Year ended 31 March, 2014		
- Number of shares	19,166,749.00	19,166,749.00
- Amount (Rs.)	191,667,490.00	191,667,490.00

(ii) There is no holding company of the company.Therefore there is no information required to be disclosed regarding number of shares held by holding company, ultimate holding company or by subsidiary or associates of the holding company.

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

Calss of shares / Name of shareholder	As at 31st March, 2015		As at 31st March, 2014	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Harswarup Gupta	2,605,604.00	13.59%	2,575,604.00	13.44%
Ashok Gupta	3,598,793.00	18.78%	3,514,446.00	18.34%
Chitra Gupta	1,200,945.00	6.27%	1,200,945.00	6.27%
Adit Gupta	4,142,637.00	21.61%	4,142,637.00	21.61%
Ashok Sons (HUF)	982,500.00	5.13%	982,500.00	5.13%

Note 4 Reserves and surplus

Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
(a) Securities premium reserve		
Opening balance	650,390,253.28	650,390,253.28
Closing balance	650,390,253.28	650,390,253.28
(b) General reserve		
Opening balance	27,326,418.51	27,326,418.51
Closing balance	27,326,418.51	27,326,418.51
(c) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	326,705,482.46	285,293,409.79
Add: Profit / (Loss) for the year	53,653,821.76	61,460,540.67
Less: Dividends proposed to be distributed to equity shareholders Re 0.90 Per shares (Previous year Re 0.90- per share)	17,250,074.00	17,250,074.00
Tax on dividend	3,449,000.00	2,798,394.00
Less: Fixed Assets written off under transitional provisions of Schedule - II of the Companies Act, 2013	14,958,310.44	-
Closing balance	344,701,919.78	326,705,482.46
Total	**1,022,418,591.57**	**1,004,422,154.25**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 5 Long-term borrowings

Particulars	As at 31st March,2015 Rs.	As at 31st March, 2014 Rs.
(a) Term loans		
From banks		
Secured	339,243,689.23	402,582,297.21
	339,243,689.23	402,582,297.21
From other parties		
Secured	27,336,642.00	37,220,370.00
	27,336,642.00	37,220,370.00
Total	**366,580,331.23**	**439,802,667.21**

Note :
Details of Repayment Terms and Security against the Term Loans

Particulars	Repayment Terms	Security	Rate of Interest	Amount of EMI/Instalment
Standard Chartered Bank	Repayble in 212 Monthly EMI	Mortgage of Immovable Properties of the Company at DLF,Pinnacle & DLF Courtyard and the Personal Guarantee of the Directors	12.25%	87,560.00
Standard Chartered Bank	Repayble in 180 Monthly EMI	Mortgage of Immovable Properties of the Company at DLF,Pinnacle & DLF Courtyard and the Personal Guarantee of the Directors	12.75%	293,474.00
Standard Chartered Bank	Repayble in 127 Monthly EMI	Mortgage of Immovable Properties of the Company at DLF,Pinnacle & DLF Courtyard and the Personal Guarantee of the Directors	BR+2.75%	410,124.00
Union Bank of India	Repayble in 60 Monthly Installments and Interest Payable Monthly	First Pari Passu charge over fixed assets of the company except vehicles & immovable properties of the company situated at Ghaziabad and others immovable properties & equipments specifically mortgage to other lenders.The same is also secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors and corporate guarantee & mortgage of Land and Building of another Company.	BR+4.25%	5,275,000.00
Kotak Mahindra Bank	Repayble in 63 Monthly EMI	Mortgage of Immovable Properties of the Company at Digital Green, Gurgaon and the Personal Guarantee of the Directors	RR-4.30%	705,542.00
Kotak Mahindra Bank	Repayble in 109 Monthly EMI	Mortgage of Personal Property of wife & daughter of Director and the Personal Guarantee of the Directors	RR+2.50%	621,504.00
Kotak Mahindra Bank	Repayble in 96 Monthly EMI	Mortgage of Personal Property of daughter of Director and the Personal Guarantee of the Directors	RR+1.50%	958,763.00
Kotak Mahindra Bank	Repayble in 72 Monthly EMI	Mortgage of Personal Property of wife of Director & Director's HUF and the Personal Guarantee of the Directors	BR+4.75%	3,131,164.00
Bajaj Finance Ltd.	Repayble in 60 Monthly EMI	Mortgage of Immovable Properties of the Company at Mohali & the Personal Guarantee of the Directors	BFRR-8.60%	428,328.00
Tata Capital Financial Services Limited	Repayble in 48 Monthly Installments and Interest Payable Monthly	Hypothecation of Equipments and First Pari Passu charge over Immovable peroperty of the Company situated at Haridwar and Personal Guarantee of the Directors	LTLR-4.60%	375,000.00
Tata Capital Financial Services Limited	Repayble in 57 Monthly Installments and Interest Payable Monthly	Hypothecation of Equipments and First Pari Passu charge over Immovable peroperty of the Company situated at Haridwar and Personal Guarantee of the Directors	LTLR-4.60%	208,500.00
Tata Capital Financial Services Limited	Repayble in 57 Monthly Installments and Interest Payable Monthly	Hypothecation of Equipments and First Pari Passu charge over Immovable peroperty of the Company situated at Haridwar and Personal Guarantee of the Directors	LTLR-4.60%	210,400.00
Tata Capital Financial Services Limited	Repayble in 45 Monthly Installments and Interest Payable Monthly	Hypothecation of Equipments and First Pari Passu charge over Immovable peroperty of the Company situated at Haridwar and Personal Guarantee of the Directors	LTLR-4.60%	142,500.00

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

State Bank of India	Repayble in 12 Monthly Installments of Rs.17 Lac, 12 Monthly Installments of Rs.33 Lac and 6 Monthly Installmnets of Rs.67 Lac during the F.Y. 2013-14, 2014-15 and 2015-16 respectively and Interest Payable Monthly	First Pari Passu charge over fixed assets of the company except vehicles & immovable properties of the company situated at Ghaziabad,Haridwar and others immovable properties & equipments specifically mortgage to other lenders.The same is also secured by the personal guarantee of the directors.	BR+4.25%	-
Punjab National Bank	Repayble in 20 Quarterly Installments and Interest Payable Monthly.	First Pari Passu charge over fixed assets of the company except vehicles & immovable properties of the company situated at Neemrana and others immovable properties & Euipments specifically mortgage to other lenders.The same secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors.	BR+2.75%	2,500,000.00
Punjab National Bank	Repayble in 20 Quarterly Installments and Interest Payable Monthly.	Mortgage of immovable properties of the company situated at Ghaziabad.The same secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors.	BR+2.75%	4,500,000.00
HDFC Bank	Repayble in 60 Monthly EMI	Hypothecation of Vehicle acquired out of loan	10.50%	15,046.00
HDFC Bank	Repayble in 60 Monthly EMI	Hypothecation of Vehicle acquired out of loan	10.50%	12,897.00
ICICI Bank	Repayble in 60 Monthly EMI	Hypothecation of Vehicle acquired out of loan	10.85%	17,700.00

Note 6 Other long-term liabilities

Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
a) Trade Payables:		
(i) Other than Acceptances	5,676,080.50	298,320.00
(b) Others:		
(i) Trade / security deposits received	390,000.00	510,000.00
Total	**6,066,080.50**	**808,320.00**

Note 7 Long-term provisions

Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
(a) Provision for employee benefits:		
(i) Provision for gratuity (Refer Note 26)	6,579,739.00	5,451,496.00
(ii) Provision for other employee benefits (Leave Encashment) (Refer Note 26)	2,475,569.00	2,419,931.00
	9,055,308.00	7,871,427.00
(b) Provision - Others:		
(i) Provision for other contingencies (Refer Note 31)	6,000,000.00	6,000,000.00
	6,000,000.00	6,000,000.00
Total	**15,055,308.00**	**13,871,427.00**

Note 8 Short-term borrowings

Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
(a) Loans repayable on demand		
From banks		
Secured	223,915,333.74	238,364,554.41
	223,915,333.74	238,364,554.41
(b) Loans and advances from related parties		
Unsecured	39,756,151.00	60,088,511.68
	39,756,151.00	60,088,511.68
Total	263,671,484.74	298,453,066.09

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Notes:
Details of Security and terms against the Short Term Borrowings from Banks

Particulars	Security	Rate of Interest
State Bank of India	First Pari Passu charge over Current assets of the company and 2nd parri passu charge over the fixed assets of the company except vehicles & immovable properties of the company specifically mortage to other lenders.The same is also secured by way of mortagage of personal property of the Director and the Personal Guarantee of the Directors.	BR+2.00%
Kotak Mahindra Bank	First Pari Passu charge over Current assets of the company and 2nd parri passu charge over the fixed assets of the company except vehicles & immovable properties of the company specifically mortage to other lenders.The same is also secured by way of mortagage of personal property of the Director and the Personal Guarantee of the Directors.	BR+2.75%
Punjab National Bank	First Pari Passu charge over Current assets of the company and 2nd parri passu charge over the fixed assets of the company except vehicles & immovable properties of the company specifically mortage to other lenders.The same is also secured by way of mortagage of personal property of the Director and the Personal Guarantee of the Directors.	BR+2.25%

Details of terms and conditions Short Term Borrowings received from Related parties

Name of Party	Terms of Repayment	Rate of Interest
Ashok Gupta	Payable on demand	12%
Adit Gupta	Payable on demand	12%

Note 9 Trade payables

Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
Trade payables: Other than Acceptances	341,059,766.26	279,479,524.47
Total	**341,059,766.26**	**279,479,524.47**

Note 10 Other current liabilities

Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
(a) Current maturities of long-term debt (Refer Note (i) below)	159,676,039.43	150,732,199.65
(b) Other payables		
(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	3,997,708.92	4,021,473.92
(ii) Interest accrued on Trade Payable	304,137.00	-
(iii) Advances from customers	5,045,181.76	8,359,751.03
(iv) Others (Expenses Payable)	31,850,213.17	33,879,037.07
Total	**200,873,280.28**	**196,992,461.67**

Note (i): Current maturities of long-term debt (Refer Notes in Note 5 - Long-term borrowings for details of security and guarantee):

Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
(a) Term loans		
From banks		
Secured	144,664,811.43	137,840,624.65
	144,664,811.43	137,840,624.65
From other parties		
Secured	15,011,228.00	12,891,575.00
	15,011,228.00	12,891,575.00
Total	**159,676,039.43**	**150,732,199.65**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 11 Short-term provisions

Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
(a) Provision for employee benefits:		
(i) Provision for bonus	3,056,756.00	2,879,858.00
(ii) Provision for gratuity (Refer Note 26)	1,787,808.00	1,425,475.00
(iii) Provision for other employee benefits (Leave Encashment) (Refer Note 26)	1,749,556.00	1,580,780.00
	6,594,120.00	5,886,113.00
(b) Provision - Others:		
(i) Provision for tax (net of advance tax Rs.1,32,62,012.29 (As at 31 March, 2014 Rs.1,05,66,535.86))	12,737,987.71	17,433,464.14
(ii) Provision for proposed equity dividend	17,250,074.00	17,250,074.00
(iii) Provision for tax on proposed dividends	3,449,000.00	2,798,394.00
(iv) Other Current Liabilities		
(a) Forward Contract Payable	6,410,787.58	38,099,667.21
(b) Deferred Forward Premium	47,310.80	391,427.35
(c) Wealth Tax Payable	60,000.00	75,000.00
	39,955,160.09	76,048,026.70
Total	**46,549,280.09**	**81,934,139.70**

Note 12 Fixed Assets

	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
	Balance as at 1 April, 2014	Additions	Disposals	Balance as at 31st March, 2015 2015	Balance as at 1 April, 2014	Depreciation Charge for the year	On Diposals	Balance as at 31st March, 2015	Balance as at 31st March, 2015	Balance as at 31st March, 2014
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
(i) Tangible Assets										
(a) Land	166,374,072.47	-	-	166,374,072.47	-	-	-	-	166,374,072.47	166,374,072.47
(b) Buildings	102,621,982.00	-	-	102,621,982.00	22,285,770.30	3,306,754.00	-	25,592,524.30	77,029,457.70	80,336,211.70
(c) Plant and Equipments	1,195,395,080.63	86,889,960.71	37,958,423.10	1,244,326,618.24	539,476,968.40	101,665,413.00	24,074,256.42	617,068,124.98	627,258,493.26	655,918,112.23
(d) Furniture and Fixtures	21,008,247.60	30,038,303.00	3,295,530.31	47,751,020.29	9,540,251.34	4,495,364.00	2,782,743.77	11,252,871.57	36,498,148.72	11,467,996.26
(e) Vehicles	25,087,431.02	2,768,405.00	1,156,577.00	26,699,259.02	14,767,418.20	2,429,223.50	951,752.81	16,244,888.89	10,454,370.13	10,320,012.82
(f) Office equipment	12,500,490.50	444,224.00	3,287,461.06	9,657,253.44	9,121,672.34	1,396,541.00	1,789,742.89	8,728,470.45	928,782.99	3,378,818.16
Total	**1,522,987,304.22**	**120,140,892.71**	**45,697,991.47**	**1,597,430,205.46**	**595,192,080.58**	**113,293,295.50**	**29,598,495.89**	**678,886,880.19**	**918,543,325.27**	**927,795,223.64**
Previous Year	**1,377,108,832.00**	**146,616,385.34**	**737,913.12**	**1,522,987,304.22**	**508,727,166.70**	**86,935,308.00**	**470,394.12**	**595,192,080.58**	**927,795,223.64**	**868,381,665.30**
(ii) Intangible Assets										
(a) Computer software	2,298,670.00	752,852.00	-	3,051,522.00	1,745,975.00	159,392.00	-	1,905,367.00	1,146,155.00	552,695.00
Total	**2,298,670.00**	**752,852.00**	**-**	**3,051,522.00**	**1,745,975.00**	**159,392.00**	**-**	**1,905,367.00**	**1,146,155.00**	**552,695.00**
Previous Year	**2,268,870.00**	**29,800.00**	**-**	**2,298,670.00**	**1,377,754.00**	**368,221.00**	**-**	**1,745,975.00**	**552,695.00**	**891,116.00**
(iii) Capital Work in Progress	23,243,734.00	25,651,312.50	48,895,046.50	-	-	-	-	-	-	23,243,734.00
Total	**23,243,734.00**	**25,651,312.50**	**48,895,046.50**	**-**	**-**	**-**	**-**	**-**	**-**	**23,243,734.00**
Previous Year	**7,836,529.00**	**15,407,205.00**	**-**	**23,243,734.00**	**-**	**-**	**-**	**-**	**23,243,734.00**	**7,836,529.00**
Grand Total	**1,548,529,708.22**	**146,545,057.21**	**94,593,037.97**	**1,600,481,727.46**	**596,938,055.58**	**113,452,687.50**	**29,598,495.89**	**680,792,247.19**	**919,689,480.27**	**951,591,652.63**
Previous Year	**1,387,214,231.00**	**162,053,390.34**	**737,913.12**	**1,548,529,708.22**	**510,104,920.70**	**87,303,529.00**	**470,394.12**	**596,938,055.58**	**951,591,652.63**	**877,109,310.30**

Note : The company has revised depreciation rates on fixed assets w.e.f. 1st April, 2014 as per the useful life specified in Schedule - II to the Companies Act,2013 as reassessed by the company.Accordingly the company has accounted for additional depreciation charge of Rs.198.89 Lakhs for the year ended 31st March 2015 and Rs.149.58 Lakhs in retained earnings in terms of the transitional provisions of the said Schedule - II.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 13 Non-current investments

Particulars	As at 31st March, 2015			As at 31st March, 2014		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Investments (At cost):						
A. Trade						
(a) Investment in equity instruments						
(i) of subsidiaries 52,00,000 (As at 31 March, 2014: 52,00,000) Equity Shares of Rs.10 each fully paid up in AMD Estates & Developers (P) Limited (Refer Note 33)	-	-	-	-	52,000,000.00	52,000,000.00
	-	-	-	-	52,000,000.00	52,000,000.00
Total - Trade (A)	**-**	**-**	**-**	**-**	**52,000,000.00**	**52,000,000.00**
B. Other investments						
(a) Investment in equity instruments						
(i) of other STL Global Limited (50000 Equity Shares fully paid up)	138,500.00	-	138,500.00	138,500.00	-	138,500.00
	138,500.00	-	138,500.00	138,500.00	-	138,500.00
(b) Investment in mutual funds						
(i) SBI One India Fund - Dividend (10000 Units at Rs.10 Each)	100,000.00		100,000.00	100,000.00		100,000.00
(ii) SBI Infrastructure Fund - I - Growth (10000 Units at Rs.10 Each)	100,000.00		100,000.00	100,000.00		100,000.00
(iii) Union KBC Equity Fund Growth (50000 Units at Rs.10 Each)	500,000.00		500,000.00	500,000.00		500,000.00
(iv) Principal Large Cap Fund (747.757 Units at Rs.40.12 Each)	30,000.00		30,000.00	-		-
	730,000.00	-	730,000.00	700,000.00	-	700,000.00
(c) AMD Estates & Developers (P) Ltd. (Refer Note (i) below)		264,886,621.00	264,886,621.00	-	270,747,666.00	270,747,666.00
	-	264,886,621.00	264,886,621.00	-	270,747,666.00	270,747,666.00
Total - Other investments (B)	**868,500.00**	**264,886,621.00**	**265,755,121.00**	**838,500.00**	**270,747,666.00**	**271,586,166.00**
Total (A+B)	**868,500.00**	**264,886,621.00**	**265,755,121.00**	**838,500.00**	**322,747,666.00**	**323,586,166.00**
Less: Provision for diminution in value of investments			5,001.58			5,001.58
Total			**265,750,119.42**			**323,581,164.42**
Aggregate amount of quoted investments			868,500.00			838,500.00
Aggregate amount of unquoted investments			264,886,621.00			322,747,666.00

Note :

(i) Investments represents the amount paid to AMD Estates & Developers Private Limited, a related company, against sharing of revenue in ongoing Commecial Project of the said Related Company at Gurgaon.

Note 14 Long-term loans and advances

Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
(a) Capital advances		
Unsecured, considered good	136,162,917.36	121,937,683.90
	136,162,917.36	121,937,683.90
(b) Security deposits		
Unsecured, considered good	28,863,563.00	27,848,876.00
	28,863,563.00	27,848,876.00
(c) Other Loans and Advances		
(i) Advances to suppliers		
Unsecured, considered good	430,422.00	534,016.00
	430,422.00	534,016.00
(ii) Advances recoverable in cash or kind		
Unsecured, considered good	9,793,224.08	10,880,016.08
	9,793,224.08	10,880,016.08
Total	**175,250,126.44**	**161,200,591.98**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 15 Inventories
(At lower of cost or net realisable value)

Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
(a) Raw materials	293,483,235.00	201,606,408.00
Goods-in-transit	32,320,400.00	44,868,102.00
	325,803,635.00	246,474,510.00
(b) Work-in-progress (Refer Note below)	44,815,264.00	26,196,000.00
	44,815,264.00	26,196,000.00
(c) Finished goods (other than those acquired for trading)	97,110,700.00	99,169,300.00
	97,110,700.00	99,169,300.00
(d) Stores and spares	32,639,472.00	31,590,681.00
	32,639,472.00	31,590,681.00
(e) Others - Packing Materials	13,421,598.00	8,555,359.00
	13,421,598.00	8,555,359.00
(f) Others - Waste & Scrap	6,131,874.00	12,373,787.00
	6,131,874.00	12,373,787.00
(g) Others - Real Estates	44,181,401.93	44,181,401.93
	44,181,401.93	44,181,401.93
Total	**564,103,944.93**	**468,541,038.93**

Note: Details of inventory of work-in-progress

Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
CSD Closures	4,011,264.00	5,968,000.00
Crown Caps	16,127,400.00	5,144,100.00
Job Work (Pet Preform)	24,676,600.00	15,083,900.00
	44,815,264.00	**26,196,000.00**

Note 16 Trade receivables

Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
Trade receivables outstanding for a period exceeding six months		
Unsecured, considered good	30,528,968.14	27,998,867.71
Doubtful	790,053.00	911,363.00
	31,319,021.14	28,910,230.71
Less : Provision for Doubtful trade receivables	320,000.00	320,000.00
	30,999,021.14	28,590,230.71
Other Trade receivables		
Unsecured, considered good	361,206,972.55	345,715,238.73
	361,206,972.55	345,715,238.73
Total	**392,205,993.69**	**374,305,469.44**

Note 17 Cash and cash equivalents

Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
(a) Cash on hand	223,195.55	122,855.05
(b) Balances with banks		
(i) In current accounts	1,256,058.53	832,322.39
(ii) In EEFC accounts	356,797.00	342,597.10
(iii) Balances held as margin money or security against borrowings, guarantees and other commitments	41,309,206.00	35,754,919.00
(c) Others - Foreign Currency in Hand	282,242.42	238,836.60
Total	**43,427,499.50**	**37,291,530.14**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 18 Short-term loans and advances

Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
(a) Loans and advances to employees		
Unsecured, considered good	696,852.00	848,068.00
	696,852.00	848,068.00
(b) Loans and advances to related parties (Refer Note 18 (i) below)		
Unsecured, considered good	-	3,526,572.00
	-	3,526,572.00
(c) Prepaid expenses - Unsecured, considered good	2,241,411.83	2,079,845.00
	2,241,411.83	2,079,845.00
(d) Balances with government authorities		
Unsecured, considered good		
(i) CENVAT credit receivable	88,489,799.78	83,560,097.78
(ii) VAT credit receivable	(1,407,148.74)	16,346,678.00
(iii) Service Tax credit receivable	11,762,202.76	18,443,751.35
	98,844,853.80	118,350,527.13
(e) Others (Advances to Suppliers))		
Unsecured, considered good	9,544,624.09	18,607,961.76
	9,544,624.09	18,607,961.76
Total	**111,327,741.72**	**143,412,973.89**

Note: 18 (i) Loans and Advances to related parties represents the loan given to AMD Estate & Developers Private Limited without any specific repayment schedule.

Note 19 Other current assets

Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
(a) Accruals		
(i) Interest accrued on deposits	1,870,040.86	932,639.00
(b) Others		
(i) Others - (i) Forward Contract Receivables	6,612,064.80	39,179,210.95
(ii) Exports Incentive Receivables	3,568,120.04	2,908,125.00
(iii) AMD Estates & Developers (P) Ltd. (Refer Note (i) below)	50,281,662.00	92,309,216.00
Total	**62,331,887.70**	**135,329,190.95**

Note :

(i) It represents the amount receivable from AMD Estates & Developers Private Limited, a related company, against sharing of revenue in ongoing Commecial Project of the said related Company at Gurgaon.

Note 20 Revenue from operations

Particulars	For the year ended 31st March, 2015 Rs.	For the year ended 31st March, 2014 Rs.
(a) Sale of products (Refer Note (i) below)	1,576,231,193.45	1,678,877,813.73
(b) Sale of services (Refer Note (ii) below)	439,112,641.75	401,396,996.24
(c) Other operating revenues (Refer Note (iii) below)	41,069,832.95	46,664,697.96
(d) Revenue from Investments in Real Estate (Refer Note (iv) below)	4,111,401.00	38,056,882.00
	2,060,525,069.15	2,164,996,389.93
Less:		
(e) Excise duty	343,466,514.00	335,409,764.06
Total	**1,717,058,555.15**	**1,829,586,625.87**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note	Particulars	For the year ended 31st March, 2015 Rs.	For the year ended 31st March, 2014 Rs.
(i)	Sale of products comprises:		
	Manufactured goods		
	Crown Caps	660,577,848.00	614,433,607.10
	CSD Closures	575,345,668.00	507,149,763.11
	Pet - Preforms	340,307,677.45	546,295,258.12
	Total - Sale of manufactured goods	**1,576,231,193.45**	**1,667,878,628.33**
	Traded goods		
	Others	-	10,999,185.40
	Total - Sale of traded goods	**-**	**10,999,185.40**
	Total - Sale of products	**1,576,231,193.45**	**1,678,877,813.73**
(ii)	Sale of services comprises :		
	Jobwork - Pet Preform	439,112,641.75	401,396,996.24
	Total - Sale of services	**439,112,641.75**	**401,396,996.24**
(iii)	Other operating revenues comprise:		
	Sale of scrap	22,467,702.00	22,660,581.96
	Duty drawback and other export incentives	4,043,802.00	6,042,626.00
	Rent Received	1,704,515.00	2,039,999.00
	Others - Discount on Purchase	12,853,813.95	15,921,491.00
	Total - Other operating revenues	**41,069,832.95**	**46,664,697.96**

Note :

(iv) Amount represents the income received from sharing in revenue from AMD Estates & Developers Private Limited, a related company, in ongoing Commercial Project of the said Related Company at Gurgaon.

Note 21 Other income

Note	Particulars	For the year ended 31st March, 2015 Rs.	For the year ended 31st March, 2014 Rs.
(a)	Interest income (Refer Note (i) below)	4,706,814.19	4,953,227.28
(b)	Dividend income:		
	others	14,450.98	-
(c)	Other non-operating income (Refer Note (ii) below)	4,617.61	(128,641.02)
	Total	**4,725,882.78**	**4,824,586.26**

Note	Particulars	For the year ended 31st March, 2015 Rs.	For the year ended 31st March, 2014 Rs.
(i)	Interest income comprises:		
	Interest from banks on:		
	deposits	2,186,404.29	1,058,879.00
	Interest on loans and advances	2,520,409.90	686,054.28
	Interest on overdue trade receivables	-	318,223.00
	Interest income from Short term loans and advances to related companies	-	2,890,071.00
	Total - Interest income	**4,706,814.19**	**4,953,227.28**
(ii)	Other non-operating income comprises:		
	Miscellaneous income	4,617.61	(128,641.02)
	Total - Other non-operating income	**4,617.61**	**(128,641.02)**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 22.a Cost of materials consumed

Particulars	For the year ended 31st March, 2015 Rs.	For the year ended 31st March, 2014 Rs.
Opening stock	246,474,510.00	374,484,774.00
Add: Purchases	1,007,592,880.59	940,886,067.06
	1,254,067,390.59	1,315,370,841.06
Less: Closing stock	325,803,635.00	246,474,510.00
Cost of material consumed	**928,263,755.59**	**1,068,896,331.06**
Material consumed comprises:		
Tin Free Sheets	290,049,422.16	286,080,444.58
Polypropylene	242,352,944.18	225,954,734.30
Resin	231,842,845.94	395,627,374.19
Other items (includes Lining Compund, Lacquer, PVC etc.)	164,018,543.31	161,233,777.99
Total	**928,263,755.59**	**1,068,896,331.06**

Note 22.b Purchase of traded goods

Particulars	For the year ended 31st March, 2015 Rs.	For the year ended 31st March, 2014 Rs.
Others (Pet Resin etc.)	-	10,915,196.00
Total	**-**	**10,915,196.00**

Note 22.c Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31st March, 2015 Rs.	For the year ended 31st March, 2014 Rs.
Inventories at the end of the year:		
Finished goods	97,110,700.00	99,169,300.00
Work-in-progress	44,815,264.00	26,196,000.00
Stock-in-trade - Real Estates	44,181,401.93	44,181,401.93
Stock-in-trade -Waste & Scrap	6,131,874.00	12,373,787.00
	192,239,239.93	**181,920,488.93**
Inventories at the beginning of the year:		
Finished goods	99,169,300.00	71,726,900.00
Work-in-progress	26,196,000.00	38,923,900.00
Stock-in-Trade - Real Estates	44,181,401.93	44,181,401.93
Stock-in-trade -Waste & Scrap	12,373,787.00	9,385,364.00
	181,920,488.93	**164,217,565.93**
Net (increase) / decrease	**(10,318,751.00)**	**(17,702,923.00)**

Note 23 Employee benefits expense

Particulars	For the year ended 31st March, 2015 Rs.	For the year ended 31st March, 2014 Rs.
Salaries and wages	137,123,258.00	123,093,678.00
Contributions to provident and other funds	3,474,564.00	2,610,646.00
Staff welfare expenses	2,030,080.00	1,913,457.00
Total	**142,627,902.00**	**127,617,781.00**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 24 Finance costs

Particulars	For the year ended 31st March, 2015 Rs.	For the year ended 31st March, 2014 Rs.
(a) Interest expense on:		
(i) Borrowings	89,278,915.08	101,136,346.95
(ii) Trade payables	594,227.02	2,228,787.19
(b) Other borrowing costs - Processing Fees	6,146,819.00	3,165,537.00
Total	**96,019,961.10**	**106,530,671.14**

Note 25 Other expenses

Particulars	For the year ended 31st March, 2015 Rs.	For the year ended 31st March, 2014 Rs.
Business promotion	1,056,678.08	1,932,304.76
Communication	3,062,434.39	3,060,566.20
Consumption of stores and spare parts	8,597,538.00	7,102,690.33
Consumption of packing materials	62,161,614.12	56,149,250.61
Commission Paid	32,808,975.15	22,743,209.78
Donations and contributions	200,000.00	78,000.00
Freight and forwarding	56,016,132.41	32,218,823.12
Legal and professional	5,332,304.00	6,960,264.00
Net loss on foreign currency transactions (other than considered as finance cost)	(14,531,942.97)	6,359,300.57
Auditors Remuneration (Refer Note 25 (i) below)	650,000.00	650,000.00
Printing and stationery	1,234,005.44	969,156.00
CSR Expenses (Refer Note 25 (ii) below)	950,000.00	-
Power and fuel	135,688,485.00	133,022,208.42
Insurance	4,106,585.00	3,945,505.77
Rates and taxes	2,344,914.42	1,775,908.00
Rent	37,496,093.52	32,052,112.17
Repairs and maintenance - Buildings	2,082,559.00	3,532,002.33
Repairs and maintenance - Machinery	18,856,868.53	10,484,171.25
Repairs and maintenance - Others	4,954,300.11	2,888,166.37
Sales discount	7,651,364.97	4,932,606.61
Travelling and conveyance	15,368,253.12	13,773,369.88
Water	21,251.00	55,244.00
Other expenses	13,667,754.55	13,049,655.09
Total	**399,776,167.84**	**357,734,515.26**

Notes: 25 (i) Auditors Remuneration includes:

Particulars	For the year ended 31st March, 2015 Rs.	For the year ended 31st March, 2014 Rs.
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	520,000.00	520,000.00
For taxation audit fees	130,000.00	130,000.00
Total	**650,000.00**	**650,000.00**

Note : 25 (ii) : Corporate Social Responsibility

Pursuant to provision of section 135 of Companies Act, 2013 read with schedule VII, the company has incurred Rs 9,50,000.00 on Corporate Social Responsibility.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 26 Disclosures under Accounting Standards
Employee benefit plans
Defined benefit plans
The Company offers the following employee benefit schemes to its employees:
i. Gratuity
ii. Other defined benefit plans (Leave Encashment)
The following table schemes and the amount recognised in the financial statements:

Rs.

Particulars	For the year ended 31st March, 2015		For the year ended 31st March, 2014	
	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other define benefit plans (Leave Encashment)
Components of employer expense				
Current service cost	1,533,408.00	899,574.00	1,298,709.00	629,100.00
Interest cost	625,804.00	364,065.00	524,571.00	300,463.00
Curtailment cost / (credit)	-	-	-	(385,074.00)
Past service cost	-	-	-	-
Actuarial losses/(gains)	366,094.00	(510,046.00)	(196,748.00)	371,018.00
Total expense recognised in the Statement of Profit and Loss	**2,525,306.00**	**753,593.00**	**1,626,532.00**	**915,507.00**
Actual contribution and benefit payments for year				
Actual benefit payments	(1,034,730.00)	(529,179.00)	(1,306,696.00)	(670,583.00)
Actual contributions				
Net asset / (liability) recognised in the Balance Sheet				
Present value of defined benefit obligation	6,876,971.00	4,000,711.00	6,557,135.00	3,755,787.00
Funded status [Surplus / (Deficit)]	1,490,576.00	224,414.00	319,836.00	244,924.00
Net asset / (liability) recognised in the Balance Sheet	**8,367,547.00**	**4,225,125.00**	**6,876,971.00**	**4,000,711.00**

Note 26 Disclosures under Accounting Standards (contd.)

Rs.

Particulars	For the year ended 31st March, 2015		For the year ended 31st March, 2014	
	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other define benefit plans (Leave Encashment)
Change in defined benefit obligations (DBO) during the year				
Present value of DBO at beginning of the year	6,876,971.00	4,000,711.00	6,557,135.00	3,755,787.00
Current service cost	1,533,408.00	899,574.00	1,298,709.00	629,100.00
Interest cost	625,804.00	364,065.00	524,571.00	300,463.00
Curtailment cost / (credit)	-	-	-	(385,074.00)
Actuarial (gains) / losses	366,094.00	(510,046.00)	(196,748.00)	371,018.00
Past service cost	-	-	-	-
Benefits paid	(1,034,730.00)	(529,179.00)	(1,306,696.00)	(670,583.00)
Present value of DBO at the end of the year	8,367,547.00	4,225,125.00	6,876,971.00	4,000,711.00
Actuarial assumptions				
Discount rate	7.80%	7.80%	9.10%	9.10%
Salary escalation	7.50%	7.50%	7.50%	7.50%

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 27 Disclosures under Accounting Standards

Particulars

Segment information

The Company has identified business segments as its primary segment and geographic segments as its secondary segment. Business segments are primarily Packaging and Real Estate. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments. Geographical revenues are allocated based on the location of the customer. Geographic segments of the Company are India and Others.

Particulars	For the year ended 31st March, 2015			
	Business segments		Eliminations	Total
	PACKAGING	REAL ESTATE		
	Rs.	Rs.	Rs.	Rs.
Revenue	1,711,242,639.15 (1,789,489,744.87)	5,815,916.00 (40,096,881.00)	- (-)	1,717,058,555.15 (1,829,586,625.87)
Inter-segment revenue	- (-)	- (-)	- (-)	- (-)
Total	1,711,242,639.15 (1,789,489,744.87)	5,815,916.00 (40,096,881.00)	- (-)	1,717,058,555.15 (1,829,586,625.87)
Segment result	67,818,373.45 (60,722,908.78)	-3,861,291.47 (27,419,497.63)	- (-)	63,957,081.98 (88,142,406.41)
Unallocable expenses (net)				- (-)
Operating income				63,957,081.98 (88,142,406.41)
Other income (net)				4,725,882.78 (4,824,586.26)
Profit before taxes				68,682,964.76 (92,966,992.67)
Tax expense				15,029,143.00 (31,506,452.00)
Net profit for the year				53,653,821.76 (61,460,540.67)

Note 27 Disclosures under Accounting Standards (contd.)

Particulars	For the year ended 31st March, 2015		
	Business segments		Total
	PACKAGING	REAL ESTATE	
	Rs.	Rs.	Rs.
Segment assets	2,174,737,108.74 (2,132,488,756.46)	359,349,684.93 (462,764,855.93)	2,534,086,793.67 (2,595,253,612.39)
Unallocable assets	- (-)	- (-)	- (-)
Total assets	2,174,737,108.74 (2,132,488,756.46)	359,349,684.93 (462,764,855.93)	2,534,086,793.67 (2,595,253,612.39)
Segment liabilities	2,507,980,212.04 (2,567,983,998.24)	26,106,581.63 (27,269,614.15)	2,534,086,793.67 (2,595,253,612.39)
Unallocable liabilities	- (-)	- (-)	- (-)
Total liabilities	2,507,980,212.04 (2,567,983,998.24)	26,106,581.63 (27,269,614.15)	2,534,086,793.67 (2,595,253,612.39)
Other information			
Capital expenditure (allocable)	97,650,010.71 (162,053,390.34)	- (-)	97,650,010.71 (162,053,390.34)
Depreciation and amortisation (allocable)	87,303,529.00 (113,452,687.50)	- (-)	87,303,529.00 (113,452,687.50)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 27 Disclosures under Accounting Standards (contd.)

Particulars

The geographic segments individually contributing 10 percent or more of the Company's revenues and segment assets are shown separately:

Geographic Segment	Revenues For the year ended 31 March, 2015 Rs.	Segment assets As at 31 March, 2015 Rs.
India	1,617,408,795.15	2,534,086,793.67
	(1,692,376,132.24)	(2,595,253,612.39)
Others	99,649,760.00	-
	(137,210,493.63)	(-)

Note: Figures in bracket relates to the previous year

Note 28 Related Party disclosure

As required by Accounting Standard - 18, "Related Party Disclosures" issued by the Institute of Chartered Accountants of India, relevant information is provided here below:

28.1 Related parties with whom transactions have taken place during the year:

	Name	Relationship
	Sh. H S Gupta	Key Managerial Personnnel
	Sh. Ashok Gupta	Key Managerial Personnnel
	Sh. Adit Gupta	Key Managerial Personnnel
	Mrs. Chitra Gupta	Key Managerial Personnnel's relative
	Ms. Vidhi Gupta	Key Managerial Personnnel's relative
	Ms. Mamta Gupta	Key Managerial Personnnel's relative
	Ashoka Productions and Communications Private Limited	Company in which KMP / Relatives of KMP can exercise significant influence
	Kadam Trees Properties Private Limited	Company in which KMP / Relatives of KMP can exercise significant influence
	AMD Estates & Developers Private Limited	Company in which KMP / Relatives of KMP can exercise significant influence
	Ashok Sons (HUF)	Company in which KMP / Relatives of KMP can exercise significant influence

28.2 Followings are the details of the transactions with the related party:

	Nature of transaction	Related Parties	Amount in Rs.
	Salaries, Allowance & Perquisites	Key Managerial Personnnel	36,000,000.00 (32,084,588.00)
	Salaries, Allowance & Perquisites	Key Managerial Personnnel's relative	2,400,000.00 (2,400,000.00)
	Rent Paid	Company in which KMP / Relatives of KMP can exercise significant influence	4,158,000.00 (3,960,000.00)
	Rent Paid	Key Managerial Personnnel	9,128,700.00 (8,694,000.00)
	Rent Paid	Key Managerial Personnnel's relative	7,497,000.00 (5,790,000.00)
	Interest paid	Company in which KMP / Relatives of KMP can exercise significant influence	- (2,460,998.00)
	Interest paid	Key Managerial Personnnel	7,965,626.00 (10,916,889.00)
	Interest Income	Company in which KMP / Relatives of KMP can exercise significant influence	- (2,890,071.00)
	Revenue from Investments in Real Estates	Company in which KMP / Relatives of KMP can exercise significant influence	4,111,401.00 (38,056,882.00)
	Repayment of Unsecured Loans	Key Managerial Personnnel	125,464,925.00 (87,667,619.00)
	Repayment of Unsecured Loans	Company in which KMP / Relatives of KMP can exercise significant influence	20,046,754.68 (3,106,524.00)
	Unsecured Loans Received	Key Managerial Personnnel	125,179,319.00 (81,416,889.00)
	Unsecured Loans Received	Company in which KMP / Relatives of KMP can exercise significant influence	- (4,960,998.00)
	Loans & Advance given	Company in which KMP / Relatives of KMP can exercise significant influence	- (32,538,921.00)
	Loans & Advance received	Company in which KMP / Relatives of KMP can exercise significant influence	3,526,572.00 (85,476,550.00)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

28.3 Disclosure of Material Transactions:

	Particulars	Current Year Rs.	Previous Year Rs.
	Salaries, Allowance & Perquisite		
	Sh. H S Gupta (Chairman)	12,000,000.00	12,000,000.00
	Sh. Ashok Gupta (Vice Chairman)	12,000,000.00	10,044,988.00
	Sh. Adit Gupta (Managing Director)	12,000,000.00	10,039,600.00
	Salaries, Allowance & Perquisite		
	Ms. Vidhi Gupta	1,200,000.00	1,200,000.00
	Ms. Mamta Gupta	1,200,000.00	1,200,000.00
	Rent Paid		
	Kadam Trees Properties Private Limited	4,158,000.00	3,960,000.00
	Sh. Adit Gupta (Managing Director)	9,128,700.00	8,694,000.00
	Mrs. Chitra Gupta	5,607,000.00	5,340,000.00
	Ashok Sons (HUF)	1,890,000.00	450,000.00
	Interest Paid		
	Ashoka Productions and Communications Private Limited	-	2,460,998.00
	Sh. H S Gupta (Chairman)	1,724,123.00	1,614,813.00
	Sh. Ashok Gupta (Vice Chairman)	5,334,399.00	8,414,306.00
	Sh. Adit Gupta (Managing Director)	907,104.00	887,770.00
	Interest Income		
	AMD Estates & Developers Private Limited	-	2,890,071.00
	Revenue from Investments in Real Estates		
	AMD Estates & Developers Private Limited	4,111,401.00	38,056,882.00
	Repayment of Unsecured Loans		
	Ashoka Productions and Communications Private Limited	20,046,754.68	3,106,524.00
	Sh. H S Gupta (Chairman)	39,631,381.00	1,257,320.00
	Sh. Ashok Gupta (Vice Chairman)	57,523,432.00	75,642,513.00
	Sh. Adit Gupta (Managing Director)	28,310,112.00	10,767,786.00
	Unsecured Loans Received		
	Ashoka Productions and Communications Private Limited	-	4,960,998.00
	Sh. H S Gupta (Chairman)	26,093,011.00	1,614,813.00
	Sh. Ashok Gupta (Vice Chairman)	50,434,399.00	74,914,306.00
	Sh. Adit Gupta (Managing Director)	48,651,909.00	4,887,770.00
	Loans & Advance Given		
	AMD Estates & Developers Private Limited	-	32,538,921.00
	Loans & Advance received		
	AMD Estates & Developers Private Limited	3,526,572.00	85,476,550.00

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 29 Disclosures under Accounting Standards

Basic and diluted earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.The company has not issued any potential equity shares, accordingly, basic and diluted earning per share are the same.

Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
Earnings per share		
(a) Profit after taxation and exceptional items	53,653,821.76	61,460,540.67
(b) Weighted average number of shares outstanding during the year	19,166,749.00	19,166,749.00
(c) Nominal Value per Share	10.00	10.00
(d) Basic and Diluted earning per share	2.80	3.21

Note 30 Disclosures under Accounting Standards

Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
Deferred tax (liability) / asset		
Tax effect of items constituting deferred tax liability		
On difference between book balance and tax balance of fixed assets	80,628,798.00	90,053,596.00
Tax effect of items constituting deferred tax liability	80,628,798.00	90,053,596.00
Tax effect of items constituting deferred tax assets		
Provision for compensated absences, gratuity and other employee benefits	483,617.00	2,231,234.00
On items included in Reserves and surplus pending amortisation into the Statement of Profit and Loss	-	-
Tax effect of items constituting deferred tax assets	483,617.00	2,231,234.00
Net deferred tax (liability) / asset	(80,145,181.00)	(87,822,362.00)
Less: Provisions made in earlier years	87,822,362.00	81,547,440.00
Provisions/(Written back for the Year)	(7,677,181.00)	6,274,922.00

Note 31 Disclosures under Accounting Standards

Particulars

Details of provisions

The Company has made provision for various contractual obligations and disputed liabilities based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below:

Particulars	As at 1st April, 2014	Additions	Utilisation	Reversal (withdrawn as no longer required)	As at 31st March, 2015
	Rs.	Rs.	Rs.	Rs.	Rs.
Provision for other contingencies:					
(i) Sales Tax Demand for the Year 1999-2000 to 2006-2007	4,100,000.00	-	-	-	4,100,000.00
	(4,100,000.00)	-	-	-	(4,100,000.00)
(ii) Entry Tax for the Year 2004-2005 and 2005-2006	1,900,000.00	-	-	-	1,900,000.00
	(1,900,000.00)	-	-	-	(1,900,000.00)
Total	6,000,000.00	-	-	-	6,000,000.00
	(6,000,000.00)	-	-	-	(6,000,000.00)

Note: - Figures in brackets relate to the previous year.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 32 Additional information to the financial statements

	Particulars	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
32.1 (i)	Contingent liabilities and commitments (to the extent not provided for)		
	Contingent liabilities		
	(a) Claims against the Company not acknowledged as debt	Nil	Nil
	(b) Guarantees - Corporate Guarantee for related Company i.e. AMD Estates and Developers Private Limited	230,000,000.00	230,000,000.00
	"(c) Other money for which the Company is contingently liable against" pending legal cases"		
	- Sales Tax Matters	4,642,213.00	4,844,595.00
	- Entry Tax Matters	3,284,673.00	3,284,673.00
	- Excise Matters	2,897,299.00	3,828,659.00
	- Labour Dispute	200,000.00	200,000.00
		11,024,185.00	12,157,927.00

32.2 The Company has not received any Memorandum, (as required to be filed by the supplier which are registered with the Notified Authority under the provisions of the Micro, Small & Medium Enterprises Development Act, 2006) claiming their status as on 31st March 2015 as Micro, Small and Medium Enterprise. Consequently, interest paid/payable to these parties during the year is NIL.

32.3 **Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchanges**
Loans and advances in the nature of loans given to subsidiaries without any specific repayment schedule (Refer Note 33):

Name of the party	Relationship	Amount outstanding as at 31st March, 2015	Maximum balance outstanding during the year
Not Applicable (Refer Note 33)			

Note 32 Additional information to the financial statements

Note	Particulars
32.4	**Details on derivatives instruments and unhedged foreign currency exposures**

I. The following derivative positions are open as at 31 March, 2015. These transactions have been undertaken to act as economic hedges for the Company's exposures to various risks in foreign exchange markets and may / may not qualify or be designated as hedging instruments.
(a) Forward exchange contracts and options [being derivative instruments], which are not intended for trading or speculative purposes but for hedge purposes to establish the amount of reporting currency required or available at the settlement date of certain payables and receivables.
(i) Outstanding forward exchange contracts entered into by the Company as on 31 March, 2015

Currency	Amount	Buy / Sell	Cross currency
USD	-	Buy	Rupees
USD	(633,940.00)	Buy	Rupees
USD	-	Sell	Rupees
USD	(-)	Sell	Rupees
EURO	94,960.00	Buy	Rupees
EURO	(-)	Buy	Rupees
EURO	-	Sell	Rupees
EURO	(-)	Sell	Rupees

Note: Figures in brackets relate to the previous year

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

As at 31st March, 2015		As at 31st March, 2014	
Receivable/ (Payable) Rs.	Receivable/ (Payable) in Foreign currency (indicate amount with currency)	Receivable/ (Payable) Rs.	Receivable/ (Payable) in Foreign currency (indicate amount with currency)
43,234,313.36	USD 690,745.51	22,501,049.00	USD 374,394.74
Nil	EURO Nil	Nil	EURO Nil
(157,020,642.75)	(USD 2,508,685.64)	(39,069,585.00)	(USD 650,078.46)
(24,405,433.76)	(EURO 361,506.28)	(62,052,241.00)	(EURO 751,451.58)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 32 Additional information to the financial statements

Note	Particulars		
32.5	**Value of imports calculated on CIF basis**	**As at 31st March, 2015 Rs.**	**As at 31st March, 2014 Rs.**
	Raw materials	599,087,276.80	315,205,082.10
	Spare parts	8,983,345.51	2,259,230.05
	Capital goods	46,519,172.84	97,395,730.00
32.6	**Expenditure in foreign currency :**	**As at 31st March, 2015 Rs.**	**As at 31st March, 2014 Rs.**
	Commission	530,091.90	1,498,178.78
	Others (Travelling Expenses etc)	826,072.89	2,662,930.22
32.7	**Details of consumption of imported and indigenous items**	**For the year ended 31 March, 2015**	
		Rs.	**%**
	Imported		
	Raw materials	502,306,709.12	54.11
		(432,119,939.77)	(40.43)
	Total	**502,306,709.12**	**54.11**
		(432,119,939.77)	(40.43)
	Indigenous		
	Raw materials	425,957,046.47	45.89
		(636,776,391.29)	(59.57)
	Total	**425,957,046.47**	**45.89**
		(636,776,391.29)	(59.57)
	Note: Figures / percentages in brackets relates to the previous year		
32.8	**Earnings in foreign exchange:**	**As at 31st March, 2015 Rs.**	**As at 31st March, 2014 Rs.**
	Export of goods calculated on FOB basis	99,649,760.00	137,210,493.63

32.9 Dividend

Board of Directors have proposed Dividend of Rs. 0.90 Per share on Paid up Share capital of 19166749 equity shares. The distribution of the Dividend is subject to approval by the shareholders.

Note 33 Information of subsidiaries as required uder section 129 of the Companies Act, 2013 :

The company had sold off all its investments in equity shares of AMD Estates & Developers Private Limited during the Financial Year 2014-15, therefore information required to be given under section 129 of the Companies Act,2013 is not applicable.

Note 34 Previous year's figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date attached
For Suresh & Associates
FRN No. 003316N
Chartered Accountants

For and on behalf of the Board of Directors

(CA Narendra Kumar Arora)
Partner
Membership No.088256

(Harswarup Gupta)
Chairman
DIN - 00034406

(Ashok Gupta)
Vice - Chairman
DIN - 00031360

(Prabir Mukhopadhyay)
CFO

(Prakash Prusty)
Company Secretary

Place : New Delhi
Date : 27.05.2015

Notes

An effort towards Corporate Social Responsibility :

KESHAV MADHAV SARASWATI VIDHYA MANDIR, KAKORE (G.B. NAGAR)

Shakuntal Gupta Trust, a Registered Charitable Trust founded by Mr. Harswroop Gupta, Chairman of the Company, runs a school in the name of "Keshav Madhav Saraswati Vidhya Mandir" at Village Kakore, Distt Bulandshahar, Uttar Pradesh. The school is CBSE affiliated and is upto 12th standard. There are 1120 students in this school. This school is spreading the light of education for nearly 85 villages. The school has affiliation of NCC to junior level. For the first time school students participated in SGFI competition in Jet Kune Do and Kick boxing and got medals. Further for the first time students visited Parliament of India through an educational tour. Many activities are organized during the year viz. Campaigning of cleanliness in Fathepur by school students, Plantation on school level, Cultural program and sports week, Health check-up camp organised by Kailash Hospital Jewar, Collection of funds for Kashmir tragedy, World Yoga Divas celebrated on 21st June. For convenient and proper studies of the students, two new rooms are being constructed. One new park is also being developed for the students.

AMD Industries Limited

18, Pusa Road, 1st Floor, Karol Bagh, New Delhi 110 005
Tel. : 91-11-28753136, 28750649/50
Fax : 91-11-28753591
email : amdgroup@amdindustries.com
Url : www.amdindustries.com
CIN : L28122DL1983PLC017141

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