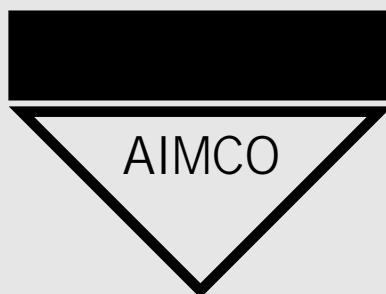


**AIMCO PESTICIDES**



**AIMCO PESTICIDES LIMITED**

**26TH ANNUAL REPORT**

**2012-2013**

**BOARD OF DIRECTORS :**

**Mr. Pradeep Dave**  
Chairman & Executive Director  
(\*was Managing Director till 14/08/2013)

**Mrs. Elizabeth Shrivastava**  
Managing Director  
(w.e.f. 14.08.2013\*\*)  
(\*\*post Board Meeting)

**Mr. Ramgopal Kaja**  
Non-Executive Director

**Mr. Ashit P.Dave**  
Executive Director

**Dr. Samir P.Dave**  
Executive Director

**COMPLIANCE OFFICER**  
Mrs. Priya Surati

**BANKERS**  
State Bank of India

**AUDITORS**  
**M/s Contractor, Nayak & Kishnadwala**  
Chartered Accountants  
5th Floor, Narain Chambers,  
M. G. Road, Vile Parle (East),  
Mumbai- 400 057.

**REGISTERED OFFICE**  
1/1, MIDC Industrial Area  
Lote Parshuram,  
Village: Awashi  
Taluka: Khed  
District: Ratnagiri  
Maharashtra 415 707

**HEAD OFFICE**  
Akhand Jyoti, 8th Road,  
Santacruz (East),  
Mumbai 400 055  
Tel. No. 91-22-67604000  
Fax No. 91 - 22 67604060/4070  
Internet: www.aimcopesticides.com  
E-mail: aimco@aimcopesticides.com

**FACTORY**  
Lote Parshuram, Village Awashi  
Taluka Khed, District Ratnagiri,  
Maharashtra.

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**NOTICE**

NOTICE is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of AIMCO PESTICIDES LIMITED will be held at the Registered Office of the Company at B-1/1, MIDC Industrial Area, Lote Parshuram, Village Awashi, Taluka Khed, District Ratnagiri, Maharashtra 415 707 on Monday, the 30<sup>th</sup> September, 2013, at 12.00 noon to transact the following business;

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2013 and the Profit & loss Account for the Year ended on that date together with report of Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Dr. Samir P. Dave who retires by rotation and being eligible offers himself for re-appointment.
3. To consider & if thought fit, to pass with or without modification(s), the following resolution an ORDINARY RESOLUTION.

"**RESOLVED THAT** pursuant to the provisions of Sections 224 and other applicable provisions, if any of the Companies Act, 1956 M/s. Contractor, Nayak & Kishnadwala, Chartered Accountants, Mumbai, Statutory Auditors bearing Registration No. 101961W issued by the Institute of Chartered Accountants of India (ICAI), the retiring auditor of the Company, be and are hereby re-appointed as the 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 on a remuneration as may be mutually agreed between the Board of Directors and the said Auditors and reimbursement of out-of-pocket expenses, travelling and other expenses in connection with the work of audit carried out by them."

4. **SPECIAL BUSINESS:**

*To Consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:*

"**RESOLVED THAT** Mrs. Elizabeth Shrivastava, who holds office as an additional Director up to the date of this Annual General Meeting pursuant to Articles of Association of the Company read with the Section 260 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company.

"**RESOLVED FURTHER THAT** pursuant to the provision of section 198, 269, 309,310,349 read with Schedule XIII and any other applicable provisions of the Companies Act, 1956 and subject approval of Central Government, if any, wherever necessary, approval of members be and is hereby accorded for ratification of appointment of Mrs. Elizabeth Shrivastava, who was appointed as an Additional Director and designated as Managing Director by the Board of Directors of the Company, the same appointment be and is hereby confirmed and ratified for period of three years starting from 14<sup>th</sup> August, 2013 to 13<sup>th</sup> August, 2016, with monthly remuneration not exceeding ₹ 2,50,000/- per month."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to make such changes /modifications in the above mentioned remuneration structure as it may deem necessary or expedient provided that the remuneration payable to Mrs. Elizabeth Shrivastava, as a Managing Director, does not, at any time, exceed ₹ 2,50,000/- per month, during her tenure of appointment.

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**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the currency of tenure of Mrs. Elizabeth Shrivastava, as a Managing Director, the remuneration and perquisites as set out be paid or granted to her to be treated as minimum remuneration and perquisites provided that the total remuneration by way of salary, perquisites, and other allowances shall be read with reference to schedule XIII to the said Act, as may be amended from time to time or equivalent statutory re-enactment thereof for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:

B1/1, MIDC Indl. Area,  
Lote Parshuram, Vill:Awashi  
Taluka:Khed, Dist: Ratnagiri,  
Maharashtra 415 707.

Place : MUMBAI  
Date : 14<sup>th</sup> August, 2013

BY ORDER OF THE BOARD OF DIRECTORS

**For AIMCO PESTICIDES LIMITED**

**Pradeep P. Dave**  
(CHAIRMAN)

# AIMCO PESTICIDES LIMITED

## NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- Proxies, in order to be effective, must be lodged with the Company not less than 48 hours before the time of the meeting.
- The Register of Members and Share Transfer Books of the Company shall remain closed from 27<sup>th</sup> September, 2013 to 30<sup>th</sup> September 2013 (both days inclusive).
- The Equity Shares of the Company are mandated for trading in the compulsory demat mode. The ISIN No. allotted for the Company's shares is INE008B01013.
- Members are requested to notify any change(s) in their address to the Company's R & T Agents, Link Intime India Pvt. Ltd. (formerly known as Intime Spectrum Registry Limited), C-13, Pannalal Silk mills Compound, LBS Road, Bhandup (W), Mumbai-400 078. (Email- mumbai@linkintime.co.in)
- Members / Proxies are requested to bring the copies of Annual Report and attendance slip duly filled while attending the Meeting.
- Members holding shares in physical form are requested to advise any change of address immediately to the Secretarial Department at the Head Office of the Company.
- Details of re-appointment of director

At the ensuing Annual General Meeting, Dr. Samir P. Dave Executive Director of the Company who retires by rotation and being eligible offers himself for re-appointment. The details pertaining to the Director required to be provided pursuant to clause 49 of listing agreement is furnished in the statement on Corporate Governance published elsewhere in the Annual Report.

Registered Office:  
B1/1, MIDC Indl. Area,  
Lote Parshuram, Vill:Awashi  
Taluka:Khed, Dist: Ratnagiri,  
Maharashtra 415 707.  
Place : Mumbai  
Date : 14.08.2013

BY ORDER OF THE BOARD OF DIRECTORS  
**For AIMCO PESTICIDES LIMITED**

**Pradeep P. Dave**  
(CHAIRMAN)

## Agenda item no. 2

<b>Name of the Director</b>	<b>Dr. Samir P. Dave</b>
Date of Birth	15.01.1967
Date of Appointment	30.05.1995
Qualification	Ph.D in Organic Chemistry (University of Mumbai)
Expertise in specific Functional areas	Wide experience and research in organic synthesis and process development
Name(s) of other Public companies in which Directorship held	Amisco Agro-Chem Limited Aimco Ecoscience Limited Agriculture Skill Council Of India
Name(s) of other Companies in which Committee Membership(s) / Chairmanship(s) held (as per Clause 49 of the Listing Agreement with the Stock Exchange)	NIL

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## Explanatory Statement pursuant to Section 173(2)

### ITEM NO. 4

The Board of Directors at its meeting held on 14<sup>th</sup> August, 2013, appointed Mrs. Elizabeth Shrivastava, as an additional Director in pursuance of section 260 of the Companies Act, 1956. Mrs. Elizabeth Shrivastava holds her office as a Director up to the date of this meeting. A Notice under section 257 of the Companies Act, 1956 has been received from a Member signifying his intention to propose the candidature of Mrs. Elizabeth Shrivastava for the office of Director. The required deposit of Rs.500/- has been received.

Based on the recommendation of the Remuneration Committee held earlier on that date, the Board of Directors appointed Mrs. Elizabeth Shrivastava as Managing Director for a term of three years from 14<sup>th</sup> August, 2013 to 13<sup>th</sup> August, 2016, subject to shareholders' approval and said appointment shall not liable to retire by rotation.

Mrs. Elizabeth Shrivastava, aged 60, till the date of appointment as additional director of the Company was heading international business and export Division of the Company. She has done her Master's in Biochemistry from University of Mumbai and possesses varied, rich experience of more than 30 years in the Agrochemical Industry.

The appointment and remuneration proposed is pursuant to provisions of section 198, 269, 309 and pursuant to the conditions prescribed in part B, Section 2, Part II of Schedule XIII of the Companies Act, 1956, with such modifications as may be made by virtue the Companies Bill 2012, already passed by Loksabha, which is now awaiting nod of upper house and the accord of President of India. The appointment is subject to the approval of Shareholders at the ensuing annual general meeting of the Company as well subject to requisite permission from the Central Government, if any.

The proposed remuneration may exceed the prescribed limit under the Companies Act, 1956 and hence an application would be made, in due course of time to the Central Government for seeking necessary permission for payment of the proposed remuneration, if any.

An abstract of the terms of appointment together with the memorandum of concern or interest of the Directors therein, in pursuance of Section 302 of the Companies Act, 1956, is set out below:

The material terms and conditions of appointment of Mrs. Elizabeth Shrivastava are as follows:

- 1) Period of appointment: Three Years (14<sup>th</sup> August, 2013 to 13<sup>th</sup> August, 2016).
- 2) Mrs. Elizabeth Shrivastava may be entrusted with substantial powers of management subject to the supervision and control of the Board of Directors.
- 3) Remuneration
  - a. By way of Salary and Perquisites (hereinafter referred to as "remuneration") at a maximum ceiling of ₹ 2.5 lakh (Two lakhs Fifty Thousand) per month or ₹ 30 Lakhs (Thirty Lakhs) per annum as the context may require.
  - b. The Perquisites shall include furnished /non furnished accommodation and / or house rent allowance, gas, electricity, water, medical reimbursement, leave travel concession for self and family, club fees, medical insurance, personal accident insurance, Company maintained car, telephone and such other perquisites in accordance with the rules applicable to management staff as may be agreed between the Company and Mrs. Elizabeth Shrivastava, the monetary value of such perquisites to be determined in accordance with the Income tax Rules, 1962, as framed from time to time.
  - c. Company's contribution to Provident Fund, Gratuity and encashment of leave at the end of the tenure are as per rules applicable to Company's management staff shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

- d. In the event of absence or inadequacy of profits in any financial year, the approved remuneration shall be payable to Mrs. Elizabeth Shrivastava as minimum remuneration provided the same is within the limits prescribed in Schedule XIII of the Companies Act, 1956 or the modified limits as per Companies Bill 2012 as and when it becomes an Act, applicable at the relevant time, any amount drawn in excess of such limit on minimum remuneration shall be refundable by Mrs. Elizabeth Shrivastava to the Company.
- e. Provision, if any, for use of Company car for official duties and telephone(s) at residence, mobile phones (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
4. The Board of Directors during the term of appointment, may, within the overall ceiling, fix such salary and perquisites and vary the same from time to time, as it may, in its sole discretion, deem appropriate after taking into consideration all the relevant factors.
5. The payment of remuneration is approved by a resolution passed by the Remuneration Committee taking into account, financial position of the company, trend in the industry, appointee's qualification, experience, past performance, past remuneration, etc.
6. The appointment may be terminated by either party giving to the other three months' notice.
7. Mrs. Elizabeth Shrivastava shall not be entitled to supplement her earnings with any buying and selling commission. She shall also not become interested or otherwise concerned, directly or indirectly in any selling agency of the Company without the prior approval of the Central Government.

None of the Directors, except Mrs. Elizabeth Shrivastava, is concerned or interested in the appointment. Mrs. Elizabeth Shrivastava holds 15,826 equity shares in dematerialized mode in the Company.

In view of the requirements of Part B, Section 2, Part II of Schedule XIII of the Companies Act, 1956, the resolution is proposed as a Special Resolution. The prescribed information is as per Annexure A to this explanatory statement.

## ANNEXURE A

### STATEMENT OF PRESCRIBED INFORMATION REFERRED AT ITEM 4 OF THE EXPLANATORY STATEMENT.

#### I. General Information

##### 1. Nature of industry

The Company operates in the segment of Agrochemicals.

##### 2. Date or expected date of commencement of commercial production

The Company is engaged in the business for over two decades therefore this clause is NOT APPLICABLE.

##### 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 of the Company in the last three years is given here under:

Financial Year	Gross Revenue	Profit before Tax	(Amount ₹ in Lakhs)
			Dividend with Corporate Tax
2010-11	4899.32	(604.08)	NIL
2011-12 (18 months)	19861.53	(863.60)	NIL
2012-13 (6 months)	4574.92	647.49	NIL

#### Export performance and net foreign exchange Collaborations:

Export performance of the Company in the last three financial years is given here under:

Financial Year	(Amount ₹ in Lakhs)
	Total (F O B Value)
2010-11	2369
2011-12	6112
2012-13	1676

There is no foreign collaboration involving foreign exchange during the last 3 financial years.

#### 5. Foreign Investments or Collaborators, if any

There is no foreign investment or collaboration

#### II. INFORMATION ABOUT Mrs. Elizabeth Shrivastava.

##### 1. Background details

Mrs. Elizabeth Shrivastava was heading international business and export division of the Company, has now been appointed a Member of the Board and Managing Director w.e.f. 14<sup>th</sup> August 2013. Mrs. Shrivastava, who is a qualified M.Sc. in BioChemistry from University of Mumbai, joined the Company on 12.08.1987. Mrs. Shrivastava possess over 30 years of rich experience in the AgroChemicals and related Industries. Her last association was as Managing Director of Savitri Pesticides & Agrochem Limited, the Company which got amalgamated with Aimco Pesticides Limited. She has more than 30 years experience.

##### 2. Past remuneration

The Annual Remuneration drawn by Mrs. Shrivastava, as head Export division of the Company, before his elevation as a Member of the Board and appointment as Managing Director is as under:

Financial Year	Salary	Perquisites	Commission	(Amount ₹ in Lakhs)
				Total Remuneration
2010-11	—	—	11.40	11.40
2011-12 (18months)	5.29	3.53	14.10	22.92
2012-13 (06months)	5.29	3.53	—	8.82

##### 3. Recognition or awards

Mrs. Elizabeth Shrivastava, during her tenure has carried out activities beneficial to development of agro chemicals industry. Her leadership ability paved way for enhancement of exports to eastern and western countries of the world.



## 4. Job profile and his suitability

Mrs. Shrivastava been entrusted with substantial powers of management subject to the supervision and control of the Board of Directors. Mrs. Shrivastava along with her technical team, has been instrumental in steering the growth in the business of the Company with plans for further future growth. Her role is worth appreciable as a leader of the management team as well of executor, in achieving overall performance under the present industrial and global scenario. The Company's future plans and steps being taken to maintain its competitive position in the market both in terms of revenues and profits.

### 1. Remuneration proposed

#### Remuneration

- a. By way of Salary and Perquisites (hereinafter referred to as "remuneration") at a maximum ceiling of ₹ 2.50 lakhs (Two Lacs Fifty Thousand) per month or ₹ 30.00 Lakhs (Thirty Lacs) per annum as the context may require.
  - b. The Perquisites shall include furnished /non furnished accommodation and / or house rent allowance, gas, electricity, water, medical reimbursement, leave travel concession for self and family, club fees, medical insurance, personal accident insurance, Company maintained car, telephone and such other perquisites in accordance with the Rules applicable to management staff as may be agreed between the Company and Mrs. Shrivastava, the monetary value of such perquisites to be determined in accordance with the Income tax Rules, 1962, as framed from time to time.
  - c. Company's contribution to Provident Fund, Gratuity and encashment of leave at the end of the tenure as per Rules applicable to Company's management staff shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.
  - d. The remuneration as proposed is payable as minimum remuneration subject to the limits prescribed in Part B, Section II, Part II of Schedule XIII of the Companies Act, 1956 as may be amended by any new or modified legislation that may become applicable during the tenure of appointment of Mrs. Shrivastava. Any amount that may be drawn by Mrs. Shrivastava in excess of such statutory limit will be, subject to the approval as may be granted by the Central Government on Company's application.
2. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of its origin)  
  
Comparative remuneration in the industry of the stature of Mrs. Elizabeth Shrivastava is over ₹ 40 Lacs. In case of Bhagiradha Chemicals & Industries Ltd. Annual Remuneration to Managing Director consist of Salary of ₹ 30 Lacs p.a. plus other benefits and ₹ 57 Lacs p.a. in respect of Bharat Rasayan Limited.
  3. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.  
  
Mrs. Elizabeth Shrivastava does not have any pecuniary relationship directly or indirectly except the remuneration drawn by her in the capacity as a Managing Director & shareholding held by her in the Company.

## III Other information

### 1. Reasons of loss or inadequate profits

The Company's business is directly related to agriculture sector of the economy. During year under review, rainfall in India was erratic. There was delay in the arrival of the monsoon, adversely

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affecting the kharif crops. Although in the later part, the monsoon picked up which turned out to be favorable for the rabi crops. However, in most parts of the country, there was drought-like situation. Due to water shortage, cotton and rice acreage in the country decreased. The area which is posing real challenge is the volatile fluctuation in the prices of key ingredients of agro chemicals which would make the planning of purchases, stock levels and production a tough task.

The forecasts for the year 2013-14 by the Industry experts association for agrochemicals is positive. During the year, it was heartening to note that apart from the northern states of the country, the Eastern states are also being classified as food baskets for the country with improved production of many food and vegetable crops. This is a good sign for the country which can take credit for being one of the leading producers of the world for soya bean, cotton, sugarcane, rice and certain cereals.

Overall recessionary situation affected industrial growth. Most companies were forced to change their strategy from growth to survival and maintaining market share in an already squeezed market. This in turn resulted in stiff competition affecting margins and ultimately resulting in lower profits. We were able to maintain our market share at a lower profitability.

2. Steps taken or proposed to be taken for improvement

Appropriate strategies would be devised to improve profitability of the Company.

**IV. Disclosures:**

1. The shareholders of the company shall be informed of the remuneration package of the managerial person. [Has been disclosed at appropriate place].
2. The following disclosures shall be mentioned in the Board of directors' report under the heading "Corporate Governance", if any, attached to the annual report : -

- i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors;

Disclosed at appropriate place

- ii) Details of fixed component and performance linked incentives along with the performance criteria;

Disclosed at appropriate place

- iii) Service contracts, notice period, severance fees;

In terms of the Agreement entered between the Company and Mrs. Elizabeth Shrivastava the appointment is for a period of 3 years w.e.f.14.8.2013 to 13.8.2016 with a notice period of 3 months on either side.

- iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

The Company does not have any scheme of Stock option; hence this clause is NOT APPLICABLE.

All the relevant documents including the resolution of the Board of Directors, Copy of the Agreement between the Company and Mrs. Elizabeth Shrivastava are available for inspection at the Registered Office of the Company during office hours, except on Saturdays, Sundays and Holidays.

# AIMCO PESTICIDES LIMITED

## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Twenty Sixth Annual Report together with the Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2013.

### FINANCIAL HIGHLIGHTS

	(₹ In lacs)	
	6 months Ended on 31/03/2013	18 Months Ended on 30/09/2012*
Total turnover/income from Operations	4,574.93	19,861.53
Other Income	49.17	204.48
Total Revenue	4,624.10	20,066.02
Profit/(loss) before Tax	(1,647.99)	(556.55)
Add : Exceptional Items	2,295.48	NIL
Profit Before Tax	647.49	(556.55)
Provision for Taxation Current Tax	4.26	NIL
Add: Deferred Tax	142.50	(306.95)
Add: MAT Credit Entitlement	4.26	NIL
Profit /(loss)After Tax	790.00	(863.50)
Add: Balance b/f from earlier year	(1,692.16)	(1,658.24)
Less: Transfer from Capital Reserve	NIL	30.00
Balance carried to Balance Sheet	(902.16)	(1692.16)

*\*Note: The previous year's financial statements have been prepared for the period of eighteen months covering period from 01.04.2011 to 30.09.2012, read with permission granted by the Registrar of Companies (ROC), Mumbai, Maharashtra. Accordingly, the figures for the current period (01.10.2012 to 31.03.2013) are not comparable with figures of the previous year ended 30.09.2012*

### OPERATIONS:

On account of variation of periodicity of financial statement of current year and that of last year, the figures are not absolutely comparable. During the period under review, the income recorded from operations was ₹ 4,574.93 lacs [during FY 2012-13, consisting of 6 months period], representing a healthy sign of business growth of as compared to previous period. After offsetting all expenses/ credits, company generated profit after tax of ₹ 790 Lacs. The Company has continued to enhance its business operations during the financial year period under review. The Management has committed to enhance business operations by adding new molecules to sustain market volatility. Your Company has attempted to capture untapped foreign markets with new product line and as result volume of sales would see momentum in succeeding years.

We are pleased to inform you that, during the financial year under review, State Bank of India, Company's principle lender have sanctioned its accord for one time settlement (OTS) plan submitted by the Company earlier with minor modification.

The management's business development plan has contributed in terms of development of new markets as well as launching of newer products in local and foreign markets. Under given challenging global business surroundings and draught like conditions in few states in India during last financial year, stalled management's efforts to bring turnaround on fast track, but we are working at our full capacity to improve in net worth of the Company. Your directors are hopeful of smooth execution of the revival plan and present

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financial statements have been prepared on Going Concern basis.

### **CURRENT YEAR OUTLOOK**

Your Company has continued focusing on registering, orienting more products in its own brand name in exports market. It's company's endeavor to develop new markets as well as concentrating more on improvement of volume of its sales in current market so the sale can be maximized. On account of new export registrations & weakening of rupee your Company expects growth in the export sales in the coming year.

### **DIVIDEND**

To conserve the available resources for the recovery of the company, the Board of Directors do not recommend payment of dividend on equity shares for the current financial year ended 31<sup>st</sup> March, 2013.

### **NEW PROJECTS/PRODUCTS**

The Company lays emphasis on Research and Development (R&D) for improvement in existing processes for better productivity and development of new products. Over the years, continuous R & D has helped the Company to adopt to changing and difficult times and has been contributing with the current needs of the Company by maximum utilization of its existing resources. The company is also laying more emphasis on modernization of its manufacturing plants.

### **CORPORATE GOVERNANCE**

The Company equity shares are listed at Bombay Stock Exchange Limited. As per Listing Agreement with the Stock Exchange, the Company has taken utmost care to follow norms of good corporate governance mechanism. On account of continued losses in past few years, your directors could not able to appoint an additional independent director on company's board, during the financial year under review. Even under financial crises, your Company has continued with its basic philosophy to adhere with Corporate Governance norms, to assure stakeholders' satisfaction and is thus, committed to attain the highest level of transparency, accountability and compliance of law in all facets of operations. A report on Corporate Governance is attached to this report. A Management Discussion and Analysis Report and a Report on Corporate Governance are included in the Annual Report. A certificate from the auditors of the company is annexed to this report.

### **DIRECTORS**

In accordance with the requirements of the Companies Act, 1956 and Articles of Association of the Company, Dr. Samir P. Dave who retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. Your Directors also recommends reappointment of Dr. Samir P. Dave, as Executive Director of Company. To foster growth prospect, your directors have appointed Mrs. Elizabeth Shrivastava, as additional director as on 14<sup>th</sup> August, 2013 and recommended as Managing Director of the Company. Your boards recommend her appointment as Managing Director of the Company and seek your consent to ratify said appointment with effect from 14<sup>th</sup> August, 2013.

The audit Committee comprises of three Directors out of which one is an independent Director. The Company is required to have at least two independent directors, to comply with Clause 49 of the Listing Agreement. The Company is in process to appoint a suitable candidate(s) as an independent Director(s).

### **DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the requirements under Section 217(2AA) of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanatory statement relating to material departures;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state

of affairs of the company as on 31<sup>st</sup> March, 2013 and of the Profit & Loss Account of the company for the year under review;

- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. These accounts have been prepared on a going concern basis.

### **FIXED DEPOSITS**

The amount of outstanding Fixed Deposit held as on 31<sup>st</sup> March, 2013 was ₹ 10.90 Lacs.

### **GREEN INITIATIVE:**

The Ministry of Corporate Affairs (MCA), has taken a "Green Initiative in Corporate Governance" vide Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011, respectively, by allowing paperless compliances by companies through electronic mode. Companies are now permitted to send various communications / documents (including Notice of General Meetings, Audited Financial Statements, Directors Report, Auditors Report and all other documents including Postal Ballot documents) to its Members through electronic mode, to the registered e-mail address of the Members.

Your Company, has committed towards such an initiative, and in the best interest of all stakeholder, proposed in last annual report that henceforth all communications / documents, as may be allowed from time to time including Annual Report, would be dispatched in electronic form to its members, through their registered e-mail address provided / updated by them from time to time and as may be made available to the Company by the Depositories, which will be deemed to be your registered e-mail address for serving the necessary communications / documents. Your Directors also request you to register your e-mail address with your DP for the purpose of serving documents by the Company in electronic mode, if your e-mail address, if not registered with your Depository Participant (DP) so far.

### **GENERAL:**

The Management Discussion and analysis Report discusses the operations of the Company in detail and forms part of this Annual Report.

### **AUDITORS**

M/s. Contractor, Nayak and Kishnadwala, Chartered Accountants, Mumbai, the Statutory Auditors, hold office until the conclusion of the ensuing Annual General Meeting and are recommended for re-appointment. The Company has received a certificate from the Auditors to the effect that their re-appointment, if made will be within the limits as stipulated under section 224(1B) of the Companies Act, 1956. The members are requested to consider appointment M/S. Contractor Nayak and Kishnadwala, as statutory Auditors at the ensuing Annual General Meeting.

### **Observations of Auditors:**

The comments made by the Auditors in their report are self-explanatory. The management responses those observations are given herein below except that no further explanation is required.

1. The Applications to the Central Government for the approval of the re-appointment and payment of managerial personnel namely the Managing Director and Whole - Time Directors of the Company have been made to the Office of Central Government, Ministry of Corporate Affairs apart from submitting reply on their observations in prescribe time period but approval of which is pending.
2. As pointed out by the Statutory Auditors that the company has recognized deferred tax assets of ₹ 1,43,34,021/-. In their view, the same does not amounting to convincing evidence leading to virtual certainty under AS 22, "Accounting for taxes on income". The management of the company confirms that there are valid grounds to recognize deferred tax assets with reference to un-absorbed losses and un-absorbed depreciation.

3. Due to financial crunch, company could not employ a whole time Company Secretary, under given circumstances; the Company is looking for a full time Company Secretary as required under section 383A of the Companies Act, 1956.
4. The other comments, if any on the financial statements are self explanatory and don't call for any clarification.

#### **ENVIRONMENT**

Your company undertakes constant and persistent efforts to upgrade environmental performance and is putting its best efforts to augment the treatment and disposal of effluents satisfying the relevant norms of the pollution control authorities. Effluents from the plants are treated so effectively that it meets not only the legal parameters but also meets with Company's stringent internal standards. The Company shall make due arrangements for information, education, training and retraining to all employees about health and environment objectives at different levels and to interested parties and the general public whenever required.. Your Company is the member of the Lote Common Effluent Treatment Plant & our effluent discharge is always confirming to the CETP norms.

#### **HUMAN RESOURCES**

Your Directors wish to place on record their deep appreciation to employees at all levels for their all-round efforts, dedication, commitment and loyal services which helped in achieving satisfactory performance during the year. The company has cordial and harmonious industrial relations. It's your company's endeavor to offer opportunities for individual growth, creativity and dedicated participation is organizational developments are being provided.

#### **PARTICULARS OF EMPLOYEES**

During the year under review, the company has no employee who was in receipt of Remuneration higher than the sum prescribed under the Section 217 (2A) of the Companies Act, 1956 read together with the Companies (Particulars of Employees) Rules, 1975.

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

The information required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relating to the conservation of energy, technology absorption and foreign exchange earnings and outgo is annexed hereto and forms part of this Report. Company has created special task force to address the issue of conservation of energy which keep continuous watch on company's energy consumption and suggest appropriate measures to conserve it.

#### **ACKNOWLEDGEMENT**

The Board is also grateful to Financial Institutions, Banks, Shareholders and Fixed Deposit Holders for their co-operation and assistance. Your Directors take this opportunity to thank State Bank of India, IDBI Ltd. & Department of Agriculture, and Government of Maharashtra for their continued assistance and co-operation. We would also like to acknowledge with gratitude the co-operation extended by our Suppliers, Customers, Distributors and Investors etc. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company.

Registered Office:  
B1/1, MIDC Indl. Area,  
Lote Parshuram, Vill:Awashi  
Taluka: Khed, Dist: Ratnagiri,  
Maharashtra 415 707.

By Order Of the Board Of Directors  
**For AIMCO PESTICIDES LIMITED**

Place : Mumbai  
Date: 14<sup>th</sup> August, 2013.

**Pradeep P. Dave**  
(CHAIRMAN)

**ANNEXURE TO THE DIRECTORS' REPORT:**

**1. CONSERVATION OF ENERGY**

A. Energy Conservation Measures taken:

Company has created task force to keep continuous watch on the energy consumption, this task force is also authorized to look in to the matter of conservation of energy and recommend to the management measure of improvement in energy consumption. This task force keeps continuous watch on improvement on steam to fuel ratio in Boiler so that energy can be conserved. The aerators in the effluent treatment plant were replaced by the membrane diffusers, which has resulted in better oxygen availability in effluent & reduced power consumption by 25%.

B. Additional Investments:

As per the recommendation of company's energy saving team, Effective steps will be taken. This year Company has planned for replacement of the Economizer system of the Boiler to reduce the energy consumption.

C. Measures at (A) above have proved useful in reducing Fuel consumption of the Boiler & power saving in effluent treatment plant. Measures at (B) above will bring down the Boiler Fuel consumption.

D. Total energy Consumption

l) Power & Fuel Consumption

	<b>2012-2013</b>	<b>2011-12</b>
Electricity Purchase		
Units	2.37 Lacs	6.26 Lacs
Total Amount	₹17.81 Lacs	₹ 43.03 Lacs
Rate / Unit	₹ 7.51	₹ 6.88
Solid fuel		
Quantity	759.96MT	2,589.46MT
Total Amount	₹19.21Lacs	₹ 65.35 Lacs
Average Rate	₹ 2.53	₹ 2.52

**2. TECHNOLOGY ABSORPTION**

A) R & D:

1. Specific areas in which R&D carried out by the company:

It is mainly carried out in the field of process developments / modification for Agrochemical, Fine chemicals & Pharmaceutical intermediates.

2. Benefits derived as a result of the above R&D:

New process to manufacture Herbicide was commercialized. Production Efficiency are improved substantially

3. Future Plan of Action:

Contract R & D & Toll manufacturing for foreign & large local companies, new export market registrations are actively pursued.

- |   |              |
|---|--------------|
| a) Capital  | ₹ 5.48 Lacs  |
| b) Recurring  | ₹ 8.20 lacs  |
| c) Total  | ₹ 13.68 lacs |
| d) Total R&D expenditure as a percentage of total turnover :- | 0.29 %       |

**3. FOREIGN EXCHANGE EARNING & OUTGO.**

A. Your company is Government registered Export House & has been taking keen interest for developing new export markets for its products.

B. Total Foreign Exchange used & earned.

During the year foreign exchange outgo was ₹ 1,239 lacs. The foreign exchange earned on export was ₹1,676.15 Lacs.

Registered Office:  
B1/1, MIDC Indl. Area,  
Lote Parshuram, Vill:Awashi  
Taluka:Khed, Dist: Ratnagiri,  
Maharashtra 415 707.

Place : Mumbai  
Date : 14.08.2013

BY ORDER OF THE BOARD OF DIRECTORS  
**For AIMCO PESTICIDES LIMITED**

**Pradeep P. Dave**  
(CHAIRMAN)

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## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT: INDUSTRY STRUCTURE & DEVELOPMENT:**

In India, agriculture sector is principal source of livelihood of more than 58% of the population. To supplement such prime pro-public sector your company is primarily engaged in the business of agrochemicals. The overall performance of the Indian Agrochemical Industry is largely dependent on development of farming sector vis-a-vis timely arrival of monsoon. The year under review, was impacted by delay in the arrival of the monsoon which adversely affected the kharif crops. Although in the later part, the monsoon picked up which turned out to be favourable for the rabi crops resulted into the healthy growth of the overall Indian Agrochemical market due to higher commodity prices paved way for better farm income. With pattern of globalization, in Indian agrochemicals industry too has seen growing interest of multinational in this sector, apart from entry of few new Indian Companies. The MNCs have focused on patented products whereas Indian players have focused on generic off-patent products & its better formulations.

The present economic scenario tagged by higher inflation rate, high farm labour rates posed challenges for farming activities. The competition in export market one hand and weakening of rupee affected to Indian economy too. Under challenging conditions, your Company will continue to focus on cost control mechanism and cost effective measures supplemented by excellence in quality and specific thrust to Branded formulation export.

### **OPPORTUNITIES AND THREATS:**

The consumption of pesticides in India has seen just a marginal growth as compared to phenomenal growth witnessed in world economies, including those of third world economies. In India, even today, huge amount of food crops is lost due to Pest, rodent & other diseases. Over a period of time, Indian agrochemicals industry has built up large capacities and has many players resulting in high level of competition. Due to seasonal nature of the business and uncertainties involved in the coverage of monsoon, a large inventory is required to be maintained. The growth of Indian agriculture sector was supplemented by several agriculture oriented policy initiatives taken by the Government recently and resultant improving productivity in the Agriculture Sector and the availability of credit to the agriculture sector as priority sector, the prospects of Agrochemicals industry is expected to improve as a whole.

Further, the increased focus of the Indian farmers for the crops for exports, growth in irrigation, growth in food preserving & processing facilities due to investments by large retailers & farmer supporting Government at the center are positive indicators for the long term potential of the Pesticides Industry. The increase in production & use of Bio-Fuels remains one of the most promising factors for future Pesticides business growth. The unfavorable climatic conditions posing real challenge due to the volatile fluctuation in the prices of key ingredients, large inventory maintenance and extended credit due to seasonal nature of the agri-business and energy costs due to high crude prices & weakening of rupee, increased cultivation of genetically modified crop, remain major threats for the Pesticides Business.

### **OUTLOOK:**

The business outlook for the current year is very optimistic due to the best monsoon all over India. Increased Sales from the many new Indian & exports markets are expected this year due to the new registrations, approvals obtained. The Company is positive towards its progress in near future. The companies are increasingly training farmers regarding the right use of agrochemicals in terms of quantity, application and appropriateness for pest problems. With increasing awareness, the use of agrochemicals is expected to increase.

### **RISKS & CONCERNS:**

The extreme changes in weather conditions with erratic monsoon remain the major risk & concern of the pesticides Industry. The benefits of the genetically modified crops to the farmers are not yet proved convincingly, so its effect to the pesticides industry is yet to be fully studied and understood but it has already started to reduce the Cotton Insecticides sales & increased herbicides sales. Non availability of key raw materials, regulatory changes in pesticides registration system to give protection to molecules which are already out of patent in India & world over, non availability of credit insurance & wild currency fluctuation also remains major risks. The multinational companies have recently cut their R&D budgets for developing new molecules & instead focused on ever-greening the old molecules by obtaining protection for continuing their monopolies.

Management of your Company always keeps stakeholders' interests in mind while taking all decisions such that their interests are not adversely affected. The Company has also put in place a risk management framework to identify, assess, prioritize and alleviate risk. The risks are periodically assessed and reviewed and corrective actions are taken to mitigate effects.

### **INTERNAL CONTROL SYSTEM:**

Your Company has appropriate internal control systems for business processes with regard to its operations,



financial reporting and compliance with applicable laws and regulations. The Company maintains an adequate and effective internal control system commensurate with its size and nature of business. These internal policies ensure efficient use and protection of company's assets and resources, compliance with policies and statutes as well as promptness of financial and operational report.

The company has proper and adequate systems of internal controls which ensure that all the assets are safeguarded and that all transactions are authorized recorded and reported correctly. The company maintains adequate and effective control system and suitable monitoring procedures with regard to the purchase of raw materials, stores, plant & machinery, equipment and other assets as well as sale of goods. The finance and commercial functions have been structured to provide adequate support and controls for the business of the company.

### **ENVIRONMENT AND SAFETY:**

The company's environment policy follows strict compliance with the environmental legislations for prevention of pollution of air and water and to make continuous efforts for improvement in such environmental friendly performance. The company believes that its resources are conserved by minimization of process wastes and also by having an efficient environmental management system for treatment and safe disposal of such wastes. The company provides safe work place within the organization and ensures that safety consciousness is spread amongst all the employees.

### **INDUSTRIAL RELATIONS AND HUMAN RESOURCE DEVELOPMENT:**

Your Company believes that human resources are the most precious assets of the Company. Company's ongoing thrust is to maintain productive work culture and to orient the employees to effectively face the new and emerging challenges emanating from the competitive environment. Your Company is privileged to have the right blend of professionals and executives in the organization and makes sincere efforts to ensure numerous opportunities for their growth in the organization. The industry relations situation was cordial and harmonious and continues to be so at present. Extensive training was given to workers on personal effectiveness, corporate compliance, first aid, safe driving, emergency handling and fire fighting, health and employee safety and risk assessment.

The Company considers that its relationship with its employees as vital and ensures that employees feel valued and is endeavoring to create an environment and culture within which every employees can put his best efforts and maximize his contribution.

### **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.**

The financial performance of the company has been steadily improving throughout the year. During the year under review, (consisting of six months period), although not comparable with that of earlier period, there has been an increase in sales to ₹ 4,563.52 Lacs from ₹ 19,793.58 Lacs ( for 18 months). The Company has recorded a profit of ₹ 790 Lacs after due consideration of exceptional item amounting to ₹ 2,295.49 Lacs. The period under review, being exceptional on account of acceptance of one time settlement by lenders and others, your company management strive for better performance during years to come.

#### **The key objectives of future financial strategy of the company are**

- To raise cost efficient funds for the growth plans of the company
- To provide financial flexibility in the Balance sheet for Contingencies
- To manage Foreign Exchange exposure effectively
- To develop strategy to focus on EPS accretion.

### **CAUTIONARY STATEMENT:**

Statements in this report on Management Discussion and Analysis describing the company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectation of future events. Actual results could however differ from those expressed or implied. Many important factors including global and domestic demand-supply conditions, prices, raw materials costs and availability, change in government regulations, tax laws and other statutes, force majeure may affect the actual result which could be different from what the director's envisage in terms of future performance and outlook.

**CORPORATE GOVERNANCE REPORT**  
(Pursuant to the Clause 49 of the Listing Agreement)

**1 CORPORATE GOVERNANCE PHILOSOPHY**

The Philosophy of the Company in relation to Corporate Governance is to ensure highest transparency, disclosures and reporting thereof to stakeholders. It is our endeavor through this reporting system to conform fully to law, regulations and guidelines, and to promote ethical conduct throughout the organization, with primary objective of enhancing shareholders' value while being a responsible corporate citizen. Aimco Pesticides Limited believes that transparency in operations strengthens investors' confidence.

Your company continues to focus on good Corporate Governance in line with local and global standards. Its primary objective is to observe the highest level of ethics in all its dealings, create and adhere to a corporate culture of conscience and consciousness, integrity, transparency and accountability for efficient and ethical conduct of business for meeting its obligations towards its shareholders and other stakeholders.

**2 BOARD OF DIRECTORS**

**a. Composition and category of Directors**

The Composition of the Board of Directors of the Company represents the combination of professionalism, knowledge and experience. The Board comprises of four (4) Directors as on March 31, 2013. Of these one (1) Director is Non Executive -Independent and three are Executive Directors (including Chairman) of the Company.

Name of the Director	Designation
Mr. Pradeep Dave	Managing Director & Chairman
Mr. Ashit Dave	Executive Director
Dr. Samir Dave	Executive Director
Mr. Ramgopal Kaja	Independent Non Executive Director

The Composition of the Board of Directors of the Company as on March 31, 2013 is given below:

Name of the Director	Designation	Independent / Non Independent	Shareholding as on March 31/03/2013
Mr. Pradeep Dave	Managing Director & Chairman	Non Independent	6,75,729
Mr. Ashit Dave	Executive Director	Non Independent	1,77,754
Dr. Samir Dave	Executive Director	Non Independent	2,49,850
Mr. Ramgopal Kaja	Independent Non Executive Director	Independent	3,235

The Company is in process of identifying and inducting an independent board member(s), to comply with requirements as set out in clause 49 (I) of the Listing Agreement with the Stock Exchange.

**b. Attendance of each Director at the Board Meetings and the last Annual General meeting:**

The Company holds at least four Board meetings in a year, one in each quarter inter-alia to review the financial results of the Company. The gap between the two board meetings does not exceed four calendar months. Apart from the four scheduled board meetings, additional board meetings are also convened to address the specific matters. Urgent matters are also approved by the board by passing resolution by circulation. Every Director on the Board is free to suggest any item for inclusion in the agenda for the consideration of the Board. All the departments in the Company communicate to the Executive Director well in advance, the matters requiring approval of the Board/ Committees of the Board to enable inclusion of the same in the agenda for the Board/Committee meeting(s). The important decisions taken at the Board/Committee meetings are promptly communicated to the concerned department. Action taken report on the decisions/ minutes of the previous meeting is placed at the succeeding meeting of the Board/Committee for noting.

The current financial year is of the period of six months i.e. from 1<sup>st</sup> October, 2012 to 31<sup>st</sup> March, 2013. During the year five Board Meetings were held respectively on October 19, 2012, November 30, 2012, December 29, 2012, January 03, 2013 and February 14, 2013.

## AIMCO PESTICIDES LIMITED

The attendance of the Directors at the Board Meetings and the Annual General Meeting held during the year 2012-2013 was as follows:

Directors	Board Meetings attended during the year	Whether attended last AGM	Other Directorships/Board Committees	
			Directorship of other Indian Public Companies	Board/ Committees Membership/ (Chairmanship)
Mr. Pradeep P. Dave	5	Yes	2	—
Dr. Samir P. Dave	5	Yes	3	—
Mr. Ashit P. Dave	5	Yes	2	—
Mr. Ramgopal Kaja	5	Yes	—	—

**Notes:**

- None of the Directors of the Company hold membership of more than ten Committees nor is a Chairperson of more than five Committees (as specified in Clause 49), across all Companies of which he is a director. Necessary disclosure regarding Committee positions in other Indian public companies as at March 31, 2013 have been made by the Directors.
- The Committees considered for the above purpose include and are those as specified in existing Clause 49 of the Standard Listing Agreement(s) i.e. Audit Committee and Shareholders/Investor Grievance Committee.
- The details of Directorship of the Company's Directors in other Indian Public Companies are given below:**

Mr. Pradeep P. Dave	Amisco Agro-Chem Limited Aimco Ecoscience Limited
Dr. Samir P. Dave	Amisco Agro-Chem Limited Aimco Ecoscience Limited Agriculture Skill Council Of India
Mr. Ashit P. Dave	Amisco Agro-Chem Limited Aimco Ecoscience Limited
Mr. Ramgopal Kaja	NIL

**d. Information provided to the Board:**

The Board meetings are generally scheduled well in advance and the notice of each Board meeting is given in writing to directors of the Company. The Board papers, comprising the agenda backed by comprehensive background information are circulated to the Directors in Advance.

The information as specified in annexure IA to clause 49 of the listing Agreement, as applicable at the meeting, is placed before / made available to the Board.

The Board periodically reviews compliance reports of various laws applicable to the Company.

**e. Brief resume of Directors who is retiring by rotation being eligible for re-appointment at this Annual General Meeting of the Company:**

Name of the Director	Dr. Samir P. Dave
Date of Birth	15.01.1967
Date of Appointment	30.05.1995
Qualification	Ph.D in Organic Chemistry (University of Mumbai)
Expertise in specific Functional areas	Wide experience and in research in organic
synthesis and process development	
Name(s) of other Public companies in Which Directorship held	Amisco Agro-Chem Limited Aimco Ecoscience Limited Agriculture Skill Council of India (Section 25 Company)
Name(s) of other Companies in which Committee	NIL
Membership(s)/Chairmanship(s) held (as per Clause 49 of the Listing Agreement with the Stock Exchange)	

### 3. Audit Committee

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financials reporting process with a view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

The Committee oversees the work carried out by the Management, Statutory and Internal Auditors on the financial reporting process and the safeguards employed by them.

The Company has adopted the audit Committee Charter as per requirements set in Clause 49 of the Listing Agreement.

#### Broad terms of reference:

The terms of reference of the Audit Committee is as mentioned in the provisions of section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with the Stock Exchange as amended from time to time. The Audit Committee also reviews Management Discussion and Analysis section of Director's Report.

#### a. COMPOSITION, NAME OF MEMBERS AND CHAIRMAN:

The Audit Committee of the Company comprised of the three members as on March 31, 2013 viz., Mr. Ramgopal Kaja (Chairman), Mr. Pradeep P. Dave (Member) and Mr. Ashit P. Dave (Member).

All members of the Audit Committee have accounting and financial management expertise. Mr. Ramgopal Kaja is the Chairman of the Audit Committee.

During the period under review, the Audit Committee met two times respectively on November 30, 2012 and February 14, 2013. The attendance of the members at the Meetings held during the year was as follows:

Name of the Director	Category	No. of meetings held during the year	
		Held	Attended
Mr. Ramgopal Kaja	Independent	2	2
Mr. Pradeep P. Dave	Non-Independent	2	2
Mr. Ashit P. Dave	Non-Independent	2	2

The Company is in process of identifying and inducting an independent board member(s), to comply with requirements as set out in clause 49(II) of the Listing Agreement with the Stock Exchange read with section 292A of the Companies Act, 1956.

### 4. Remuneration and Compensation Committee:

#### 4.1 Brief description of terms of reference, composition, name of members, chairman, meetings and attendance during the year:

The Remuneration and Compensation Committee of the Company comprised of the following members as on March 31, 2013. Mr. Ramgopal Kaja, Non- Executive & Independent Director (Chairman), Mr. Pradeep P. Dave, Managing Director & Mr. Ashit P. Dave, Executive Director are members of the committee. The scope of this committee is to determine the compensation of Executive directors and senior management personnel and other matters as prescribed by the Listing Agreement from time to time.

The Company is in process of identifying and inducting an independent board member(s), as set out in Schedule XIII read with Listing Agreement to comply with regulatory requirement as well provisions of the of Companies Act, 1956.

#### 4.2 Remuneration Policy:

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent. The remuneration policy is in consonance with the existing practice in the Industry.

#### 4.3 Meetings and Attendance during the year 2013:

During the year the Remuneration and Compensation Committee met once during the year on February 14, 2013.

Name of the Director	Category	No. of meetings held during the year	
		Held	Attended
Mr. Ramgopal Kaja	Independent	1	1
Mr. Pradeep P. Dave	Non-Independent	1	1
Mr. Ashit P. Dave	Non-Independent	1	1

**4.4 Details of Remuneration paid or payable to Directors during the year 2012-2013:**

(Amount in ₹)

Name of the Director	Mr. Pradeep P. Dave - Managing Director	Dr. Samir P. Dave	Mr. Ashit P. Dave
Salary and Allowances	4,32,000	4,32,000	4,32,000
Commission	Nil	Nil	Nil
Perquisite	2,88,000	2,88,000	2,88,000
Stock Options	Nil	Nil	Nil
<b>Total</b>	<b>7,20,000</b>	<b>7,20,000</b>	<b>7,20,000</b>

**Note:** The Company has not paid any sitting fees to its non-executive director, for attending meetings for the year 2012-2013, on account of waiver of sitting fees by the director.

**5. Shareholders / Investors Grievance Committee**

**a. Scope of Shareholders Grievances Committee's activities:**

The scope of the Shareholders Grievance Committee is to review and address the grievances of the shareholders in respect of share transfers, transmission, non-receipt of annual report, dividend etc. and other related activities. In addition, the Committee also looks into matters which can facilitate better investors' services and relations.

The Shareholders' Grievance Committee is headed by Mr. Ramgopal Kaja, the Non-Executive & Independent Director.

**b. Composition, Meetings and Attendance of Committee:**

The composition of the Committee as on March 31, 2013 and the attendance record of the members of the Committee are given below. During the year the Shareholders Grievances Committee met three times on 30.11.2012, 14.02.2013 and 15.03.2013 respectively.

Name of the Director	Category	No. of meetings held during the year	
		Held	Attended
Mr. Ramgopal Kaja	Independent and Non Executive	3	3
Mr. Pradeep P. Dave	Non-Independent	3	3
Mr. Ashit P. Dave	Non-Independent	3	3

**c. Details of shareholders complaints received, cleared and pending, during the year 2013:**

During the period under review one complaint/ enquiry was received and the same was attended to the satisfaction of the shareholder.

**5.4 Compliance Officer as on March 31, 2013**

Name of the Compliance Officer	Mrs. Priya S. Surti
Address	Akhand Jyoti, 8th Road, Santacruz (East), Mumbai - 400055.
Contact	+91-22-676040000
E-mail	aimco@aimcopesticides.com
Fax	+91-22-67604060/4070

**6. Risk Management**

The Company has laid down procedure to inform board members about the risk assessment and minimization procedure. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

Detailed note on risk management is given in the Management Discussion and Analysis Report.

**7. Code of Conduct for Board Members and Senior Management:**

The code of conduct for all Directors and the senior management of the Company have been posted on the website of the Company at [www.aimcopesticides.com](http://www.aimcopesticides.com). All directors and the Senior Management Personnel are under a requirement to affirm the compliance with the said Code annually. The necessary declaration by the MD of the Company regarding compliance of the above mentioned code by the Directors and the Senior Management of the Company forms part of the Annual Report.

## 8. Details of Annual General Meetings

- a. Location, date and time where the last three Annual General Meetings were held and the special resolutions passed:

Financial Year	General Meeting	Location	Date	Time	Special Resolutions passed
2012	Annual General Meeting	B-1/1, MIDC Industrial Area, Lote Parshuram, Village Awashi, Taluka Khed, District Ratnagiri, Maharashtra 415 707	December 30, 2012	12.00 noon.	NIL
2011	Annual General Meeting	B-1/1, MIDC Industrial Area, Lote Parshuram, Village Awashi, Taluka Khed, District Ratnagiri, Maharashtra 415 707	September 30, 2011	12.00 noon.	<ol style="list-style-type: none"> <li>1. Re-appointment and payment of revised remuneration to Mr. Pradeep Dave, Managing Director for period of 5 years with effect from 11<sup>th</sup> April, 2011.</li> <li>2. Re-appointment and payment of revised remuneration to Dr. Samir P. Dave, Executive Director for period of 5 years with effect from 11<sup>th</sup> April, 2011.</li> <li>3. Re-appointment and payment of revised remuneration to Mr. Ashit P. Dave, Executive Director for period of 5 years with effect from 11<sup>th</sup> April, 2011.</li> <li>4. Resolution(s) for cancellation in increase in authorized capital, a resolution passed on 31<sup>st</sup> December, 2010</li> </ol>

# AIMCO PESTICIDES LIMITED

Financial Year	General Meeting	Location	Date	Time	Special Resolutions passed
2010	Annual	B-1/1, MIDC Industrial Area, Lote Parshuram, Village Awashi, Taluka Khed, District Ratnagiri, Maharashtra 415 707	December 31, 2010	12.00 noon.	<ol style="list-style-type: none"> <li>1. Payment of revised 31<sup>st</sup> December, 2010 remuneration to Mr. Pradeep Dave, Managing Director for unexpired period of original resolution dated 28<sup>th</sup> August, 2006.</li> <li>2. Payment of revised remuneration to Dr. Samir Dave, Executive Director for unexpired period of original resolution dated 28<sup>th</sup> August, 2006.</li> <li>3. Payment of revised remuneration to Dr. Samir Dave, Executive Director for unexpired period of original resolution dated 28<sup>th</sup> August, 2006.</li> <li>4. Increase in Authorised Share Capital of the Company- Amendment to Articles of Association.</li> </ol>

b. Postal Ballot

Whether special resolutions:

a) Were put through postal ballot last year :	No
Details of voting pattern:	N.A.
Person who conducted the postal ballot exercise :	N.A.
b) Are proposed to be conducted through postal ballot this year :	N.A.
Procedure for postal ballot :	N.A.

9. Disclosures

- (a) There were no materially significant related party transactions during the year having conflict with the interests of the Company. Disclosures of Related party transactions as required by Accounting Standard - 18 have been given in the financial statement attached to the Report.
- (b) During the FY 2012-2013, the Company has received show cause notices for non compliance of clause 49 of the Listing agreement as to composition of board of directors as well as audit committee thereof. The Company has replied as to efforts to identify and induction of independent board members. Except this, there has been no non-compliance by the Company or penalty or strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last 3 years.
- (c) Though there is no formal whistle blower policy, the Company takes cognizance of complaints

made and suggestions given by the employees and others. Even anonymous complaints, if any, are looked into and whenever necessary suitable corrective steps are taken. No employee of the Company has been denied access to the Audit Committee of the Board of Directors of the Company.

- (d) During the year under review Company has recognized deferred tax assets of ₹ 1,43,34,021/- with reference to unabsorbed losses and depreciation. The Management is of the view that the amount of sales orders on hand, operating profit earned during the period and future profitability projections, are sufficient evidences for recognition of deferred tax assets.

#### 10. Means of Communication

- (a) The quarterly and half yearly / others communications were published in Free Press Journal in English and Navshakti in Marathi
- (b) The Company's audited and un-audited periodic financial results, press releases are posted on the Company's website - [www.aimcopesticides.com](http://www.aimcopesticides.com).

#### 11. GENERAL SHAREHOLDER INFORMATION

##### 10.1 Details of AGM

- |  |  |
|--|--|
| 1. Date, time and the venue of 26 <sup>th</sup> AGM  | 30 <sup>th</sup> September, 2013 at 12.00 Noon<br>B-1/1, MIDC Industrial Area,<br>Lote Parshuram, Village Awashi,<br>Taluka Khed, District Ratnagiri,<br>Maharashtra 415707. |
| 2. Date of Book Closure  | 27 <sup>th</sup> day of September, 2013 to<br>30 <sup>th</sup> day of September, 2013<br>(both days inclusive)   |
| 3. Dividend Payment Date   | N.A  |
| 4. Listing on Stock Exchanges  | The Bombay Stock Exchange Limited  |
| 5. ISIN No.  | INE008B01013   |
| 6. BSE stock code  | 524288   |
| 7. Stock market price data for the last financial year ended March 31, 2013 on The Stock Exchange, Mumbai is as under: |  |

Date	Open (₹)	High (₹)	Low (₹)	Close (₹)	No. of Shares
Oct 2012	5.44	6.40	4.93	6.36	67,767
Nov 2012	6.59	7.66	5.90	6.30	39,121
Dec 2012	5.99	7.59	5.98	6.20	27,128
Jan 2013	6.51	7.76	6.25	6.51	32,166
Feb 2013	6.22	7.35	5.86	6.00	23,689
Mar 2013	6.00	6.30	5.55	5.95	1,34,010

8. Registrar & Share Transfer Agent

Link Intime India Pvt. Ltd. (formerly known as Intime Spectrum Registry Limited), C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400078  
Tel. no: +91-22-5963838  
Fax no: +91-22-25946969  
E-mail : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

9. Share Transfer System:

The Company's shares are traded in the Stock Exchange compulsorily in demat mode. Shares sent for physical transfer or dematerialization requests are registered promptly within stipulated time from the date of receipt of completed and validly executed documents.

10. Compliance Officer

Mrs. Priya Surati  
Akhand Jyoti, 8th Road,  
Santacruz (East),  
Mumbai-400 055  
Tel. No. 67604000  
Fax nos.67604060/4070  
E-mail- [priya@aimcopesticides.com](mailto:priya@aimcopesticides.com)



## AIMCO PESTICIDES LIMITED

11. Dematerialization of Shares and liquidity as on 31-03-2013, 65.54% of the company's shares representing 60,54,356 shares were held in dematerialized form with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). The Company does not have outstanding GDRS / ADRS / Warrants or any Convertible instruments.

12. Reconciliation of Secretarial Capital Audit:

The firm of Practicing Company Secretaries carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

13. Shareholding Pattern as on March 31, 2013

Category	No. of Shares	% of total
Promoter's holding	4665931	50.52
Mutual Funds and UTI	3000	0.03
Financial Institution / Banks	100	0.00
Foreign Institutional Investors	3600	0.04
NRIs / OCBs	79386	0.86
Companies / Bodies Corporate	241466	2.61
Clearing Members	6331	0.07
Trust	1000	0.01
General Public	4235699	45.86
<b>Total</b>	<b>9236513</b>	<b>100.00</b>

14. Distribution of Shareholding as on March 31, 2013

No. of Shares	No. of Shareholders	% of Shareholders	Total No. of Shares	% of Shareholding
1 to 500	9317	88.5899	1316725	14.2557
501 to 1000	549	5.2202	461233	4.9936
1001 to 2000	254	2.4151	383687	4.1540
2001 to 3000	132	1.2551	340578	3.6873
3001 to 4000	63	0.5990	229719	2.4871
4001 to 5000	41	0.3898	194250	2.1031
5001 to 10000	69	0.6561	515466	5.5807
10001 & above	92	0.8748	5794855	62.7386
<b>Total</b>	<b>10517</b>	<b>100.00</b>	<b>9236513</b>	<b>100.00</b>

15. Outstanding GDRs / ADRs /Warrants or any convertible instruments, conversion date and likely impact on equity: Not Applicable

16. Plant Location

Lote Parshuram, Ratnagiri, Maharashtra.

17. Registered Office

B-1/1, MIDC Industrial Area, Lote Parshuram, Village Awashi, Taluka Khed, District Ratnagiri, Maharashtra 415 707

18. Correspondence Address:

Akhand Jyoti, 8<sup>th</sup> Road,  
Santacruz (East),  
Mumbai -400 055  
Tel. No. 67604000  
Fax nos. 67604060/4070  
E-mail- aimco@aimcopesticides.com

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**CERTIFICATE OF COMPLIANCE TO BE GIVEN BY THE CEO/CFO OF THE COMPANY**

We, Pradeep Dave, Chief Executive Officer, and Ashit Dave, Chief Financial Officer and Executive Director of Aimco Pesticides Limited, hereby certify on behalf of the Board of Directors.

- (a) We have reviewed the financial statements and the cash flow statements for the year ended 31<sup>st</sup> March, 2013 and that to the best of our knowledge and belief:
- (i) These statements do not contain any untrue statement or omit any material fact or contain statements that might be misleading.
  - (ii) Statements present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, no transactions entered into by the company during the year 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 the internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
- (i) the significant changes, in internal control over financial reporting during the year.
  - (ii) the significant changes in accounting policies during the year and that the same have been disclosed in the notes to Financial Statements; and
  - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control systems over financial reporting.

ON BEHALF OF BOARD OF DIRECTORS

Place: Mumbai  
30<sup>th</sup> May, 2013

**Mr. Ashit P. Dave (CFO)**  
*Executive Director*

**Mr. Pradeep P. Dave(CEO)**  
*Managing Director*

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**AUDITORS' REPORT ON CORPORATE GOVERNANCE**

To the Members of

**AIMCO PESTICIDES LIMITED.**

1. We have examined the compliance of conditions of Corporate Governance by Aimco Pesticides Limited for the year ended on 31<sup>st</sup> March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.
2. The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. The Report of the Current year covers the period of six months from 1st October, 2012 to 31<sup>st</sup> March, 2013. During the period the meetings of the Audit Committee were held twice and not more than four months had elapsed between the two meetings.
4. We further report that:
  - i) As required under Clause 49(I)(A)(ii) of the Listing Agreement at least half of the Board members of the Company are not independent directors;
  - ii) As required under Clause 49(II)(A)(i) of the Listing Agreement two-thirds of the members of audit committee are not independent directors ;
5. In our opinion and to the best of our information and according to the explanations given to us, subject to matters stated in paragraph 4 above, we certify that the Company has the conditions of corporate governance as stipulated in the abovementioned Listing Agreement.
6. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Contractor, Nayak & Kishnadwala**  
*Chartered Accountants*  
Firm Regn. No. 101961W  
**H. V. Kishnadwala**  
*Partner*  
Membership No. 37391

Place : Mumbai  
Date: 30<sup>th</sup> May, 2013.

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**INDEPENDENT AUDITOR'S REPORT**

**To the members of Aimco Pesticides Limited**

**Report on the Financial Statements:**

We have audited the accompanying financial statements of Aimco Pesticides Limited which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and Cash Flow Statement for the six months then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements:**

Management is responsible for the preparation of these financial statements in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. The responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

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

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

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

**Basis for Qualified Opinion**

- a. *The Company has paid remuneration, including commission, to directors and the ex-director in earlier years which is subject to approval of the Central Government under section 309 of the Companies Act, 1956. (Refer Note 28.4 of the financial statements);*

*The above matter had caused us to qualify our audit opinion on the financial statements for the 18 months period ended 30<sup>th</sup> September, 2012.*

- b. *The Company has recognised deferred tax assets of ₹ 1,43,34,021 with reference to un-absorbed losses and un-absorbed depreciation on the basis of orders in hand, operating profit earned during the period and future profitability projections. The same does not amount to convincing evidence leading to virtual certainty under AS 22 "Accounting for taxes on income". Had the Company not recognised deferred tax assets with reference to un-absorbed losses and un-absorbed depreciation, deferred tax assets, net profit for the year and shareholder's funds would have been lower by ₹ 1,43,34,021.*

**Opinion**

In our opinion, and to the best of our information and according to the explanations given to us, *except for the effects of the matters described in the Basis for Qualified Opinion paragraph*, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with

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the accounting principles generally accepted in India:

- a. in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b. in the case of the Statement of Profit and Loss , of the profit for the six months period ended on that date; and
- c. in the case of the Cash Flow Statement, of the cash flows for the six months period ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ('the Order') issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. *Except for the effects of the matter described in clause (c) of the Basis for Qualified Opinion paragraph, in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;*
  - e. On the basis of written representations received from the directors as on March 31, 2013 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause(g) of sub-section (1) of section 274 of the Companies Act, 1956.
3. The Company does not have a whole-time secretary as required under section 383A of the Companies Act, 1956.

For and on behalf of  
**Contractor Nayak & Kishnadwala,**  
*Chartered Accountants*  
Firm Registration No.: 101961W

**H. V. Kishnadwala**  
*Partner*  
Membership No.:37391

Place: Mumbai  
Date: 30<sup>th</sup> May, 2013

## Annexure to the Independent Auditors Report

The Annexure referred to in our report to the members of Aimco Pesticides Limited ('the Company') for the year ended 31 March 2013. We report that:

- 1(a) The Company is maintaining proper records showing full particulars including quantitative details and situation of the fixed assets.
- 1(b) As per the information and explanations given to us, the fixed assets have been physically verified by the management during the year in accordance with the phased programme of verification adopted by the Company and no material discrepancies were noticed on such verification.
- 1(c) The fixed assets disposed of during the year do not constitute substantial part of the fixed assets.
- 2(a) As per the information furnished, the inventories (*except goods-in-transit*) have been physically verified during the year by the management at the end of the year. *In our opinion, having regard to the nature and location of stocks, the frequency of the physical verification needs to be increased;*
- 2(b) In our opinion and according to the information and explanations given to us, *procedures of physical verification of inventory should be at more frequent intervals;*
- 2(c) The Company is maintaining proper records of inventory. In our opinion, discrepancies noticed on physical verification of stocks were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.
- 3(a) As per the information and explanations given to us, the Company has in earlier years paid deposit to a party covered in the register maintained under section 301 of the Companies Act, 1956. The balance outstanding as at 31<sup>st</sup> March, 2013 and the maximum amount outstanding during the period was ₹ 70,02,068. (Also refer Note 14(i) in the Financial Statements).
- 3(b) In case of the aforesaid deposit the terms and conditions are not prima-facie prejudicial to the interests of the Company.
- 3(c) In case of the aforesaid deposit, the same is repayable on surrender of leased premises.
- 3(d) In case of the aforesaid deposit, since there is no default by the party, the question of taking reasonable steps for the recovery of the principal amount does not arise.
- 3(e) As per the information and explanations given to us, the Company has taken unsecured loans from six parties covered in the register maintained under section 301 of the Companies Act, 1956. The balance outstanding as at 31<sup>st</sup> March, 2013 from the parties was ₹ 13,02,134 and the maximum amount outstanding during the period was ₹ 89,53,024.
- 3(f) In case of the aforesaid unsecured loans taken from parties covered in the register maintained under Section 301 of the Companies Act, 1956, the terms and conditions are not prima-facie prejudicial to the interests of the Company.
- 3(g) In case of the aforesaid unsecured loan taken from parties covered in the register maintained under Section 301 of the Companies Act, 1956, the loan is repayable on demand.
- 4 In our opinion and as explained to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls and there is no continuing failure for the same.
- 5(a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the Company has not entered into any transactions which needs to be entered in the register maintained under section 301 of the Companies Act, 1956.
- 5(b) As referred to above, since there are no transactions the particulars of which are required to be entered in the register maintained under section 301 of the Act, the clause regarding reasonableness or otherwise of such transaction is not applicable.
- 6 In our opinion and according to the explanations given to us, *the Company has not complied with the provisions of Section 58A and 58AA and other relevant provision of the Companies Act, 1956 and rules made there under in so far as that: (i) its Net Owned Fund as at the beginning of the year is below ₹ 1 crore and hence, it is not permitted to accept / renew deposits under rule 3(i)(e); (ii) Deposits from the shareholders exceed the limit of 10% prescribed in Rule 3(2)(i); and (iii) Deposits from general public exceed the limit of 25% prescribed in Rule 3(2)(ii).* According to the information and explanation given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any other Tribunal on the Company in respect of the aforesaid deposits.
- 7 The Company has appointed a firm of Chartered Accountants to conduct the internal audit. In our opinion, *the internal audit needs to be further strengthened and scope thereof widened in order to cover additional areas and make it commensurate with the size and nature of business and the activities of the Company.*

- 8 On the basis of the records produced, we are of the opinion that *prima facie*, the cost records and accounts prescribed by the Central Government under section 209(1)(d) of the Act have been made and maintained by the Company. However, we are not required to carry out and have not carried out any detailed examination of such records and accounts.
- 9(a) According to the information and explanations given to us and the records examined by us, *there is a delay by the Company in depositing with the appropriate authorities undisputed statutory dues on account of income-tax, sales-tax, wealth-tax, service tax and other statutory dues*. According to the information and explanations given to us, following undisputed arrears of statutory dues were outstanding as at 31<sup>st</sup> March, 2013, for a period of more than six months from the date they became payable.

Nature of the Statute	Nature of the Dues	Amount(₹)	Period to which relates
Service Tax Act	Service Tax	4, 95,892	2007-08
Income Tax Act	Income tax	95, 15,000	1998-99
Income Tax Act	Tax deducted at Source	1, 34,640	2005-06
Income Tax Act	Tax deducted at Source	3, 51,202	2006-07
Income Tax Act	Tax deducted at Source	1, 60,512	2007-08
Income Tax Act	Tax deducted at Source	1, 68,838	2008-09
Income Tax Act	Fringe Benefit Tax	6, 22,645	2006-07
Income Tax Act	Fringe Benefit Tax	3, 84,256	2007-08
Income Tax Act	Fringe Benefit Tax	4, 34,285	2008-09

- 9(b) According to the records of the Company, there are no dues of Income Tax, sales tax, wealth-tax, service tax, custom duty, excise duty, cess which have not been deposited on account of disputes.
- 10 The Company has accumulated losses as on 31<sup>st</sup> March, 2013 which are more than fifty percentage of the net worth of the Company. The Company has not incurred cash losses during the current period, but has incurred cash loss during the immediately preceding financial year.
- 11 As per the information and explanation furnished to us and the bank's approval to One Time Settlement plan of the Company, the due dates for repayment of loan have been re-scheduled (See Notes 5 (i) to (iv) of the Financial Statement). As per the revised schedule, there is no default in repayment of dues to a bank during the year.
- 12 Based on our examination of the records and the information and explanations given to us, the Company has not granted any loans and/or advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13 Clause (xiii) of the Order is not applicable to the Company as the Company is not a Chit fund company or nidhi/mutual benefit fund/society.
- 14 In our opinion and according to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments. The Company does not hold any investment in shares, debentures or other securities.
- 15 According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from bank or financial institutions.
- 16 According to the information and explanations given to us, no term loan is raised during the year and the term loans raised during the earlier years were used for the purpose for which it was raised.
- 17 Based on our examination of the Balance Sheet of the Company as at 31<sup>st</sup> March, 2013, we report that *the Company has used short-term funds amounting to ₹ 7,12,15,000 for long-term investment*.
- 18 The Company has not made any preferential allotment of shares during the year.
- 19 During the year covered by our audit the Company has not issued any secured debentures.
- 20 The Company has not raised any money by public issues during the year covered by our report.
- 21 As per the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

**For Contractor, Nayak & Kishnadwala,**  
Chartered Accountants  
Firm Registration No. 101961W

**H. V. Kishnadwala**  
Partner  
Membership No: 37391

Mumbai  
Dated : 30<sup>th</sup> May, 2013

# AIMCO PESTICIDES LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2013

Particulars	Note No.	As at 31, March 2013 (₹)	As at 30 September, 2012 (₹)
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	3	92,365,130	92,365,130
(b) Reserves and Surplus	4	(90,216,241)	(169,216,727)
		<u>2,148,889</u>	<u>(76,851,597)</u>
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	5	18,716,455	1,703,561
(b) Other long-term liabilities	6	1,533,398	1,523,398
(c) Long-term provisions	7	6,083,771	5,383,275
		<u>26,333,624</u>	<u>8,610,234</u>
<b>3 Current liabilities</b>			
(a) Short-term borrowings	8	9,690,585	40,081,049
(b) Trade payables	9	266,613,587	455,309,355
(c) Other current liabilities	10	163,489,849	521,629,424
(d) Short-term provisions	11	11,716,400	13,072,398
		<u>451,510,421</u>	<u>1,030,092,226</u>
<b>TOTAL (1+2+3)</b>		<b><u>479,992,933</u></b>	<b><u>961,850,864</u></b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	12	41,586,174	41,300,871
(b) Deferred tax assets (net)	13	14,250,788	—
(c) Long-term loans and advances	14	10,773,131	10,486,324
(d) Inventories		—	46,892,790
(e) Other non-current assets	15	33,087,317	162,671,469
		<u>99,697,410</u>	<u>261,351,454</u>
<b>2 Current assets</b>			
(a) Inventories	16	112,986,198	271,957,837
(b) Trade receivables	17	209,923,061	317,028,889
(c) Cash and bank balances	18	9,457,069	6,429,674
(d) Short-term loans and advances	19	20,319,864	33,927,112
(e) Other current assets	20	27,609,331	71,155,898
		<u>380,295,524</u>	<u>700,499,410</u>
<b>TOTAL (1+2)</b>		<b><u>479,992,933</u></b>	<b><u>961,850,864</u></b>
Significant accounting policies and Notes forming part of the financial statements	1 - 33		

As per our Report of even date  
**For CONTRACTOR NAYAK & KISHNADWALA**  
*Chartered Accountants*  
*(Firm Regn. No. 101961W)*

**H V KISHNADWALA**  
*Partner*  
 Membership No 37391

Mumbai  
 Dated: 30<sup>th</sup> May, 2013

For and on behalf of the Board

**Pradeep P Dave**  
*(Managing Director)*

**Ashit P Dave**  
*(Executive Director)*

**Samir P Dave**  
*(Executive Director)*

Statement of Profit and Loss for the 6 Months ended 31st March, 2013

Particulars	Note No.	For the 6 Months ended 31, March, 2013 (₹)	For the 18 Months ended 30, September, 2013 (₹)
1 Revenue from Operations (Gross)	21	466,531,102	1,995,217,775
Less: Excise duty	21	9,038,470	9,064,029
Revenue from Operations (Net)		457,492,632	1,986,153,746
2 Other income	22	4,917,858	20,448,876
<b>3 Total Revenue</b>		<b>462,410,490</b>	<b>2,006,602,622</b>
<b>4 Expenses</b>			
(a) Cost of materials consumed	23.a	277,997,039	1,540,883,576
(b) Purchases of stock-in-trade	23.b	53,530,103	279,901,335
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	23.c	100,490,682	(89,997,479)
(d) Employees' benefits expense	24	11,745,115	29,316,961
(e) Finance costs	25	1,452,095	48,170,306
(f) Depreciation and amortisation expense	12	1,721,774	8,560,450
(g) Other expenses	26	180,272,833	245,433,001
<b>Total Expenses</b>		<b>627,209,641</b>	<b>2,062,268,150</b>
<b>5 Profit / (Loss) before exceptional items and tax</b>		<b>(164,799,150)</b>	<b>(55,665,528)</b>
6 Exceptional items	27	229,548,848	—
7 Profit / (Loss) before tax (5 +6)		64,749,698	(55,665,528)
8 Tax expense:			
Current Tax		(426,170)	—
Deferred Tax	13	14,250,788	(30,694,824)
MAT Credit Entitlement		426,170	—
<b>9 Profit / (Loss) for the year</b>		<b>79,000,486</b>	<b>(86,360,352)</b>
10 "Earnings per share"			
Basic and Diluted	29.5	8.55	(9.35)
Significant accounting policies and Notes forming part of the financial statements	1 - 33		

As per our Report of even date

**For CONTRACTOR NAYAK & KISHNADWALA**

Chartered Accountants

(Firm Regn. No. 101961W)

**H V KISHNADWALA**

Partner

Membership No 37391

Mumbai

Dated: 30<sup>th</sup> May, 2013

For and on behalf of the Board

**Pradeep P Dave**

(Managing Director)

**Ashit P Dave**

(Executive Director)

**Samir P Dave**

(Executive Director)



## AIMCO PESTICIDES LIMITED

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### NOTES FORMING PART OF THE FINANCIAL STATEMENTS

#### Notes

#### 1 Corporate information

Aimco Pesticides Limited ('the Company') is a public limited company domiciled in India incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange in India. The Company is engaged in the business of manufacturing and trading in agrochemical products. Its manufacturing plant is located at Taluka Khed, District Ratnagiri, Maharashtra. The Company caters to both domestic and international markets

#### 2 Significant accounting policies :

##### 2.1 Basis of accounting

"The financial statements of the Company have been prepared and presented in conformity with Generally Accepted Accounting Principles (GAAP) in India and comply in all material respects with the applicable Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 and other relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on the accrual basis,

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

##### 2.2 Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosure of contingent liabilities as of the date of the financial statements and reported amounts of income and expenses for the year. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Actual results may differ from the estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in the current and future periods.

##### 2.3 Fixed Assets

Fixed assets are carried at the cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non-refundable taxes, duties, freight and other incidental expenses related to the acquisition and installation of the respective assets. Borrowing costs directly attributable to acquisition or construction of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalised.

##### 2.4 Depreciation and amortisation

Depreciation on fixed assets is provided using the straight-line method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed. Individual assets costing less than ₹ 5,000/- are depreciated in full in the year of acquisition

Leasehold land is amortized over the period of lease.

##### 2.5 Impairment of Fixed Assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of amortized historical cost.

##### 2.6 Inventories

Items of Inventory are valued on the principle laid down by Accounting Standard 2 on "Valuation of Inventories" on the basis given below:

- |  |   |
|--|---|
| i) Raw materials, Packing Materials, Stores and Spares | : At lower of cost (determined on FIFO basis) or net realisable value;  |
| ii) Finished Goods and Work in progress                | : At cost plus all manufacturing overheads OR Net realisable value, whichever is less. Cost includes direct materials, labour, a proportion of manufacturing overheads, based on normal operating capacity and excise duty. |

- iii) Excise Duty is included in valuation of Finished Goods.
- iv) Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

## 2.7 Employee benefits

### Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to recognized provident funds and approved superannuation schemes which are defined contribution plans are recognized as an employee benefit expense in the statement of profit and loss as and when the services are received from the employees.

### Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of gratuity plan, which is a defined benefit plan, and certain other defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The discount rate is the yield at the reporting date on risk free government bonds that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid. The calculation is performed annually by a qualified actuary using the projected unit credit method.

### Retirement and other employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, and performance incentive paid annual leave, bonus, leave travel assistance, medical allowance, contribution to provident fund and superannuation etc. recognized as actual amounts due in period in which the employee renders the related services.

- (i) Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the statement of profit and loss for the year when the contribution to the fund accrues. There are no obligations other than the contribution payable to the recognized Provident Fund.
- (ii) Retirement benefits in the form of Superannuation Fund is a defined contribution scheme and the contribution is charged to the statement of profit and loss for the year when the contribution accrues. There are no obligations other than the contribution payable to the Superannuation Fund Trust. The scheme is funded with Insurance Company in the form of a qualifying insurance policy.
- (iii) Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Other Long – term employee benefit viz. leave encashment is recognised as an expenses in the Statement of Profit and Loss as and when it accrues. The Company determines the liability using the Projected Unit Credit Method, with actuarial valuation carried out as at the balance sheet date. The Actuarial gains and losses in respect of such benefit are charged to the Statement of Profit and Loss.

## 2.8 Foreign currency transactions and balances

Foreign currency transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign currency transactions settled during the year are recognised in the statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated using the foreign exchange rates as at the balance sheet date. The resultant exchange differences are recognised in the statement of profit and loss. Non-monetary assets and liabilities are not translated.

## 2.9 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

### i) Sale of goods:

Revenue from sale of goods is recognised when significant risks and rewards in respect of ownership of goods are transferred. Revenue from sales of goods is recognized upon its delivery to stockiest / customers by clearing and forwarding agents of the Company. Revenue from export sales is recognized when the significant risks and rewards of ownership of products are transferred to the customers, which is based upon the terms of the applicable contract.

Revenue from product sales is stated exclusive of returns, sales tax, value added tax and trade discounts but includes excise duty.

**ii) Export incentives:**

Benefit on account of entitlement to import goods free of duty under the 'Duty Entitlement Pass Book under Duty Exemption Scheme' is accounted in the year of exports. Incentive in the form of duty drawback is accounted for when the right to receive the same is established and when there is no significant uncertainty regarding the ultimate collection of export proceeds.

**iii) Interest income:**

Income from interest on deposits, loans and interest bearing securities is recognised on the time proportionate method.

**iv) Lease rental income:**

Income from operating lease is recognised as rental as per the lease agreement over the period of lease.

## **2.10 Borrowing Costs**

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

## **2.11 Research and Development Costs**

Research and Development Costs in the nature of revenue expenses are charged as an expense in the year in which they are incurred and are reflected under the appropriate heads of account.

Research and Development Costs being Capital Expenditure is reflected under the appropriate heads of fixed asset.

## **2.12 Leases**

The lease arrangement is classified as either a finance lease or an operating lease, at the inception of the lease, based on the substance of the lease arrangement.

### **Finance leases:**

A finance lease is recognized as an asset and a liability at the commencement of the lease, at the lower of the fair value of the asset and the present value of the minimum lease payments. Initial direct costs, if any, are also capitalized and, subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis.

## **2.13 Provisions and contingencies**

### **Provisions:**

A provision is recognized when an enterprise has a present obligation as a result of past event; when it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

### **Contingent Liability:**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

### **Contingent liabilities disclosed for:-**

- (i) possible obligations which will be confirmed only by future events not wholly within the control of the Company, or
- (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of obligation cannot be made.

Contingent assets are not recognized in the financial statements, since this may result in recognition of income that may never be realized.

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## 2.14 Taxes on income

Tax expense comprises of current and deferred tax charge or credit.

Current tax is determined as the amount of tax payable to the taxation authorities in respect of taxable income for the period.

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantially enacted by the balance sheet date.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws.

Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets.

All deferred tax asset are reviewed at each balance sheet date and is written-down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

The Company recognises credit for Minimum Alternative Tax (MAT) only when and to the extent there is a convincing evidence that the same would be set off during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

## 2.15 "Forward Exchange Contracts :"

The Company uses foreign exchange forward contracts and option contracts (derivatives) to mitigate its risk of changes in foreign currency exchange rates and does not use them for trading or speculative purposes.

The premium or discount on foreign exchange forward contracts is amortized as income or expense over the life of the contract. The exchange difference is calculated and recorded in accordance with AS-11. The exchange difference on such a forward exchange contract is calculated as the difference of the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period and the corresponding foreign currency amount translated at the later of the date of inception of the forward exchange contract and the last reporting date. Such exchange differences are recognized in the statement of profit and loss in the reporting period in which the exchange rates change. The changes in the fair value of foreign currency option contracts are recognised in the statement of profit and loss as they arise.

## 2.16 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## 2.17 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 Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalents. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

## 2.18 Cash and Cash equivalents

Cash and cash equivalents consist of cash and cash on deposit with banks. The Company considers all liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalents.

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## Note 3 Share capital

Particulars	As at 31 March, 2013		As at 30 September, 2012	
	Number of shares	₹	Number of shares	₹
<b>(a) Authorised</b>				
Equity shares of ₹ 10/- each	10,000,000	100,000,000	10,000,000	100,000,000
<b>(b) Issued, Subscribed and fully paid up</b>				
Equity shares of ₹10/- each	9,236,513	92,365,130	9,236,513	92,365,130
Total	9,236,513	92,365,130	9,236,513	92,365,130

### Notes :

#### Terms/rights attached to equity shares

- The Company has only one class of share referred to as equity shares having a par value of ₹ 10. Each holder of equity shares is entitled to one vote per share.
- The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of directors is subject to the approval of the shareholders in the Annual General Meeting.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount. The distribution will be proportionate to the number of equity shares held by the share holders.
- There is no change in issued and paid up share capital during the year.
- Details of shareholder holding more than 5% shares:

Name of shareholder	As at 31 March, 2013		As at 30 September, 2012	
	Number of shares held	% held	Number of shares held	% held
Equity shares with voting rights				
Excel Crop Care Limited	2,330,120	25.23%	2,330,120	25.23%
Aimco Investment Private Limited	546,345	5.92%	546,345	5.92%
Pradeep P Dave	529,954	5.74%	529,954	5.74%

## Note 4 Reserves and Surplus

Particulars	As at 31 March, As at 30 September,	
	2013	2012
	₹	₹
(a) Capital reserve		
Balance as per last year	—	3,000,000
Less : Transferred to Balance in Statement of Profit and Loss on completion of statutory period	—	(3,000,000)
(b) Securities premium account		
Balance as per last year	79,967,790	79,967,790
(c) Surplus / (deficit) in Statement of Profit and Loss		
Opening balance	(249,184,517)	(165,824,165)
Add : Profit / (Loss) for the year	79,000,486	(86,360,352)
: Transferred from Capital Reserve	—	3,000,000
Closing balance	(170,184,031)	(249,184,517)
<b>Total</b>	<b>(90,216,241)</b>	<b>(169,216,727)</b>

## Note 5 Long-term borrowings

Particulars	As at 31 March, 2013 ₹	As at 30 September, 2012 ₹
(a) Loan from Bank (Refer Notes (i) to (v) below)	17,500,000	—
(b) Fixed Deposits (Refer note (vi) below) Unsecured	1,216,455	1,703,561
<b>Total</b>	<b>18,716,455</b>	<b>1,703,561</b>

### Notes:

- (i) As per One Time Settlement (OTS) plan approved by State Bank of India, the Company is required to pay ₹ 95,000,000 against the liability of ₹ 282,234,735 as per its books of accounts. The sum of ₹ 187,234,735 waived by the bank has been written back as income of the year and shown as Exceptional item in the Statement of Profit and Loss.
- (ii) The bank has adjusted the sum of ₹ 15,000,000 paid by the Company by way of advance deposit pending approval of the OTS, against the OTS amount of ₹ 95,000,000. The balance sum of ₹ 80,000,000 is payable within 30 to 360 days of acceptance of the OTS.
- (iii) As per the terms of the OTS, no interest is payable till 30th June, 2013. Thereafter, the interest shall be payable at notified SBAR (State Bank Advance Rate) at simple rate.
- (iv) The Company is in the process of complying with various terms as stipulated in the OTS. Further, the defaults made by the Company in the financial years 2011-12 and earlier have been regularized as per the revised repayment schedule.
- (v) Details of security for borrowing from State Bank of India:
  - a. Term loan secured by First pari passu charge / Second Charge on fixed assets of the company as well as second charge on the entire fixed assets of the company situated at Lote Parshuram alongwith first charge on Hyderabad factory, is also secured by pledge of promoters-directors entire shareholding 20,80,969 shares and secured by hypothecation of the stock and receivables.
  - b. Term Loan also secured by a personal guarantee of chairman and managing Director, Executive Director and an Ex-director.
- (vi) Fixed Deposits from public and shareholders carry interest @ 11% p.a. and are repayable after 2 and 3 years from the date of deposit.

## Note 6 Other long-term liabilities

Particulars	As at 31 March, 2013 ₹	As at 30 September, 2012 ₹
Other Payables:		
Security deposits received	1,533,398	1,523,398
<b>Total</b>	<b>1,533,398</b>	<b>1,523,398</b>

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## Note 7 Long-term provisions

Particulars	As at 31 March, 2013 ₹	As at 30 September, 2012 ₹
Provision for employee benefits:		
(i) Provision for compensated absences	1,098,698	929,455
(ii) Provision for gratuity	4,985,073	4,453,820
<b>Total</b>	<b>6,083,771</b>	<b>5,383,275</b>

## Note 8 Short-term borrowings

Particulars	As at 31 March, 2013 ₹	As at 30 September, 2012 ₹
(a) Loans repayable on demand		
From a Company		
Secured (Refer Notes (i) and (ii) below)	3,800,000	26,588,805
(b) Loans and advances from related parties		
Unsecured	1,032,236	8,469,676
(c) Deposits (Refer Note 5 (vi))		
Unsecured	4,858,349	5,022,569
<b>Total</b>	<b>9,690,585</b>	<b>40,081,049</b>

### Notes:

- (i) As per the settlement arrived at with the party, the Company is required to pay a sum of ₹ 13,800,000 against the liability of ₹ 26,588,805 as at the beginning of the year. The sum of ₹ 1,27,88,805 waived by the lender is written back as income of the year and shown as Exceptional item in the Statement of Profit and Loss. Out of the settled amount of ₹ 13,800,000, the Company has already paid the sum of ₹ 10,000,000 and the amount outstanding as at the date of balance sheet is ₹ 3,800,000.
- (ii) Loan is secured by a first mortgage on all the Company's immovable properties both present and future, located at Lote Parshuram and first charge by way of hypothecation of all the Company's movables (save and except book debts) including moveable machinery, machinery spares, tools and accessories, both present and future.

## Note 9 Trade payables

Particulars	As at 31 March, 2013 ₹	As at 30 September, 2012 ₹
Trade payables	266,613,587	455,309,355
<b>Total</b>	<b>266,613,587</b>	<b>455,309,355</b>

**Notes:**

- (i) The Company has not received any information from its vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, required under the said Act has not been made;
- (ii) Trade payables includes emoluments payable to employees for services rendered.

**Note 10 Other current liabilities**

Particulars	As at 31 March, 2013 ₹	As at 30 September, 2012 ₹
(a) Current maturities of long-term debt (Refer Notes 5 (i) to (v))	62,500,000	187,069,356
(b) Interest accrued and due on borrowings	265,853	119,801,351
(c) Unclaimed matured deposits and interest accrued thereon	3,831,653	4,880,840
(d) Other payables		
(i) Book Overdraft from bank	9,039,176	19,258,586
(ii) Advances from customers	65,450,481	157,046,473
(iii) Advance from Others	7,500,000	7,500,000
(iv) Statutory Dues	11,644,637	21,798,617
(v) Other Current Liabilities	3,258,048	4,274,201
Total	<b>163,489,849</b>	<b>521,629,424</b>

**Note 11 Short-term provisions**

Particulars	As at 31 March, 2013 ₹	As at 30 September, 2012 ₹
(a) Provision for employee benefits:		
(i) Provision for bonus	213,209	415,445
(ii) Provision for compensated absences	309,819	309,819
(iii) Provision for gratuity	553,897	494,869
(iv) Provision for employee incentives	402,306	460,913
	1,479,231	1,681,046
(b) Provision for Taxation (Net of advance tax ₹ 15,67,742/-) (As at 30 September, 2012 ₹ 15,64,833/-)	10,237,169	11,391,352
<b>Total</b>	<b>11,716,400</b>	<b>13,072,398</b>



**Note 12 Fixed assets**

**Current Period (1st October, 2012 to 31<sup>st</sup> March, 2013)**

Tangible assets	Gross Block				Accumulated depreciation and amortisation				Net Block	
	Balance as at 1-10-2012	Additions	Disposals	Balance as at 31-03-2013	Balance as at 1-10-2012	Depreciation/ amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31-03-2013	Balance as at 31-03-2013	Balance as at 31-09-2012
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Land	3,200,923	—	—	3,200,923	—	—	—	—	3,200,923	3,200,923
Freehold Leasehold Buildings	613,790	—	—	613,790	118,157	3,214	—	121,370	492,420	495,633
Plant and Equipment	20,283,198	—	—	20,283,198	10,656,298	331,727	—	10,988,025	9,295,173	9,626,900
Furniture and Fixtures	123,268,259	1,679,903	—	124,948,162	99,400,430	1,058,267	—	100,458,698	24,489,464	23,867,828
Vehicles	2,464,529	30,000	—	2,494,529	1,741,569	31,886	—	1,773,455	721,074	729,960
Office Equipment	6,018,655	—	—	6,018,655	3,888,720	184,175	—	4,072,895	1,945,760	2,129,935
Computer Equipments	4,289,245	166,574	—	4,455,819	3,389,147	70,376	—	3,459,523	996,296	900,098
<b>Total</b>	<b>2,072,766</b>	<b>130,600</b>	<b>—</b>	<b>2,203,366</b>	<b>1,716,173</b>	<b>42,129</b>	<b>—</b>	<b>1,758,302</b>	<b>445,064</b>	<b>356,593</b>
	162,211,366	2,007,077	—	164,218,443	120,910,495	1,721,774	—	122,632,269	41,586,174	41,300,871

**Previous Period (1<sup>st</sup> April, 2011 to 30th September, 2012)**

Tangible assets	Gross Block				Accumulated depreciation and amortisation				Net Block	
	Balance as at 1-04-2011	Additions	Disposals	Balance as at 30-09-2012	Balance as at 1-04-2011	Depreciation/ amortisation expense for the year	Eliminated on disposal of assets	Balance as at 30-09-2012	Balance as at 30-09-2012	Balance as at 31-03-2011
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Land	3,200,923	—	—	3,200,923	—	—	—	—	3,200,923	3,200,923
Freehold Leasehold Buildings	613,790	—	—	613,790	108,480	9,676	—	118,157	495,633	505,310
Plant and Equipment	19,814,169	469,029	—	20,283,198	9,658,024	998,275	—	10,656,298	9,626,900	10,156,146
Furniture and Fixtures	119,362,971	3,905,288	—	123,268,259	92,919,976	6,480,454	—	99,400,430	23,867,828	26,442,995
Vehicles	1,900,229	569,300	5,000	2,464,529	1,660,072	86,247	4,750	1,741,569	722,960	240,157
Office Equipment	6,995,305	—	976,650	6,018,655	3,930,088	646,571	687,939	3,888,720	2,129,935	3,065,218
Computer Equipments	4,176,745	112,500	—	4,289,245	3,174,866	214,281	—	3,389,147	900,098	1,001,879
<b>Total</b>	<b>1,958,316</b>	<b>114,450</b>	<b>—</b>	<b>2,072,766</b>	<b>1,591,228</b>	<b>124,946</b>	<b>—</b>	<b>1,716,173</b>	<b>356,593</b>	<b>367,089</b>
	158,022,449	5,170,567	981,650	162,211,366	113,042,734	8,560,450	692,889	120,910,495	41,300,871	44,979,715

### Note 13 Deferred Tax Assets (Net)

Particulars	As at 31 March, 2013 ₹	As at 30 September, 2012 ₹
Deferred Tax Assets (Net)	14,250,788	—
Total	<b>14,250,788</b>	—

#### Notes:

(i) During the current period the Company has recognised deferred tax assets of ₹ 1,43,34,021 with reference to un-absorbed losses and un-absorbed depreciation. The same has been recognised taking into account the amount of sales orders on hand, operating profit earned during the period and future profitability projections. The Company believes that the same gives virtual certainty enabling it to recognise the deferred tax asset.

(ii) The break up of deferred tax assets and liabilities is as under:

Nature of timing difference	Deferred Tax Assets/ (Liability) as at 1.10.2012	Charge/ (Credit) for the current year	Deferred Tax Assets/(Liability) as at 31.03.2013
a) Deferred Tax Liabilities			
Depreciation	6,594,525	(45,461)	6,549,064
b) Deferred tax assets			
(i) Items covered u/s 43B	838,620	(172,460)	666,160
(ii) Gratuity	1,529,144	94,128	1,623,272
(iii) Other Items	4,226,761	(50,363)	4,176,398
(iv) Unabsorbed Losses and unabsorbed depreciation	—	14,334,021	14,334,021
Deferred Tax Assets for the year and as at 31.03.2013 restricted to Deferred Tax Liability	6,594,525	14,205,327	20,799,852
Deferred tax Asset (Net)	—	14,250,788	14,250,788

### Note 14 Long-term loans and advances

Particulars	As at 31 March, 2013 ₹	As at 30 September, 2012 ₹
(a) Security deposits (Refer Note below)	8,107,602	8,107,602
(b) Loans and advances to employees	77,500	109,500
(c) Balances with government authorities	2,155,133	2,266,313
(d) Advance Tax	6,726	2,909
(e) MAT Credit Entitlement	426,170	—
<b>Total</b>	<b>10,773,131</b>	<b>10,486,324</b>

#### Note:

The security deposit paid includes the sum of ₹ 70,02,068 paid by way of a Rent deposit to a firm wherein some of the directors are also partners.

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## Note 15 Other non-current assets

Particulars	As at 31 March, 2013 ₹	As at 30 September, 2012 ₹
Long-term Trade Receivables Unsecured, considered good Due for more than 6 months from the date they were due for payments	33,087,317	162,671,469
<b>Total</b>	<b>33,087,317</b>	<b>162,671,469</b>

## Note 16 Inventories

(At lower of cost and net realisable value)

Particulars	As at 31 March, 2013 ₹	As at 30 September, 2012 ₹
(a) Raw materials and Packing Materials Goods-in-transit	34,021,613 1,313,828	46,172,060 80,000,328
	35,335,441	126,172,388
(b) Work-in-progress	2,463,979	4,603,944
	2,463,979	4,603,944
(c) Finished goods (other than those acquired for trading) Goods-in-transit	64,589,215 300,223	115,757,772 905,713
	64,889,438	116,663,485
(d) Stock-in-trade (acquired for trading) Goods-in-transit	9,998,947 —	10,353,321 13,931,712
	9,998,947	24,285,033
(e) Stores and spares	298,393	232,986
	298,393	232,986
<b>Total</b>	<b>112,986,198</b>	<b>271,957,837</b>

### Notes:

Particulars	Organic Chemicals	Others	Total
Raw materials and Packing Materials	29,335,291	6,000,150	35,335,441
	(120,219,750)	(5,952,638)	(126,172,388)

Particulars	Work-in-progress	Finished goods	Stock-in-trade
Agro Chemicals			
Technical	870,709	57,369,447	7,003,425
	(4,348,829)	(109,871,138)	(22,886,912)
Formulation	1,593,270	7,519,991	2,107,643
	(255,115)	(6,792,347)	—
Bio-Chemical	—	—	887,879
			(1,398,121)
<b>Total</b>	<b>2,463,979</b>	<b>64,889,438</b>	<b>9,998,947</b>
	<b>(4,603,944)</b>	<b>(116,663,485)</b>	<b>(24,285,033)</b>

### Note 17 Trade receivables

Particulars	As at 31 March, 2013 ₹	As at 30 September, 2012 ₹
Unsecured, considered good		
(a) Due for more than six months from the date they were due for payments	47,484,860	5,139,830
(b) Others	162,438,201	311,889,059
<b>Total</b>	<b>209,923,061</b>	<b>317,028,889</b>

Note: Trade receivables include debts due from:

Particulars	As at 31 March, 2013 ₹	As at 30 September, 2012 ₹
Companies in which any director of the Company is a director Aimco Ecoscience Ltd.	439,360	939,360
	<u>439,360</u>	<u>939,360</u>

### Note 18 Cash and Bank Balances

Particulars	As at 31 March, 2013 ₹	As at 30 September, 2012 ₹
<b>(a) Cash and cash equivalents:</b>		
(i) Balances with banks		
- In deposit accounts with original maturity period of less than 3 months	300,218	5,000
- In other accounts	6,498,461	3,578,056
(ii) Cash on hand	564,378	901,956
<b>(b) Other Bank Balances:</b>		
Margin Money with banks	2,094,013	1,944,662
<b>Total</b>	<b>9,457,069</b>	<b>6,429,674</b>

### Note 19 Short-term loans and advances

Particulars	As at 31 March, 2013 ₹	As at 30 September, 2012 ₹
Unsecured, considered good:		
(a) Loans and advances to employees	81,000	88,500
(b) Loans to others	18,436,647	16,428,219
(c) Advances to Suppliers	1,802,217	17,410,393
<b>Total</b>	<b>20,319,864</b>	<b>33,927,112</b>

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## Note 20 Other current assets

Particulars	As at 31 March, 2013 ₹	As at 30 September, 2012 ₹
(a) Accruals		
Interest accrued on deposits but not due	41,514	110,397
(b) Others		
(i) Advances recoverable in cash or in kind or for value to be received	1,674,260	1,377,729
(ii) Dues from a company in which directors are interested,	3,605,000	20,000,000
(iii) Advance towards share application in a company	250,000	—
(c) Balances with government authorities :		
(i) Excise	22,038,558	47,992,909
(ii) Sales Tax	—	1,674,864
<b>Total</b>	<b>27,609,331</b>	<b>71,155,898</b>

## Note 21 Revenue from operations

Particulars	For the 6 Months ended 31 March , 2013 ₹	For the 18 Months ended 30 Sept., 2012 ₹
(a) Sale of products (Refer Note below)	465,390,545	1,988,422,345
Less:		
Excise duty	9,038,470	9,064,029
	456,352,075	1,979,358,316
(b) Other operating revenues		
- Duty drawback and other export incentives	1,140,557	6,795,431
<b>Total</b>	<b>457,492,632</b>	<b>1,986,153,746</b>

### Notes:

Particulars	For the 6 Months ended 31 March , 2013 ₹	For the 18 Months ended 30 Sept., 2012 ₹
<u>Manufactured goods</u>		
Agro Chemicals		
Technical	360,958,338	1,567,531,569
Formulation	31,285,414	133,914,546
<u>Traded goods</u>		
Agro Chemicals		
Technical	52,177,164	250,680,579
Formulation	13,407,582	24,310,592
Bio-Chemical	7,562,047	11,985,058
<b>Total</b>	<b>465,390,545</b>	<b>1,988,422,345</b>

**Note 22 Other income**

Particulars	For the 6 Months ended 31 March , 2013 ₹	For the 18 Months ended 30 Sept., 2012 ₹
(a) Interest income	114,979	348,209
(b) Other non-operating income		
(i) Rental income from operating leases	30,000	90,000
(ii) Compensation received on surrender of tenancy right from a company in which directors are interested	—	20,000,000
(iii) Miscellaneous Income	—	10,667
(iv) Excise duty liability no longer payable written back	4,772,879	—
	4,802,879	20,100,667
<b>Total</b>	<b>4,917,858</b>	<b>20,448,876</b>

**Note 23.a Cost of materials consumed**

Particulars	For the 6 Months ended 31 March , 2013 ₹	For the 18 Months ended 30 Sept., 2012 ₹
Opening stock	140,774,594	61,413,181
Add: Purchases	172,557,886	1,620,244,989
	313,332,480	1,681,658,170
Less: Closing stock	35,335,441	140,774,594
<b>Cost of material consumed</b>	<b>277,997,039</b>	<b>1,540,883,576</b>
<b>Material consumed comprises:</b>		
Organic Chemicals	271,720,716	1,302,898,072
Others	6,276,323	237,985,504
<b>Total</b>	<b>277,997,039</b>	<b>1,540,883,576</b>

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## Note 23.b Purchase of traded goods

Particulars	For the 6 Months ended 31 March, 2013 ₹	For the 18 Months ended 30 Sept., 2012 ₹
Agro Chemicals :		
Formulation	10,637,464	16,841,262
Technical	39,806,731	256,738,775
Bio-Chemicals	3,085,908	6,321,298
<b>Total</b>	<b>53,530,103</b>	<b>279,901,335</b>

## Note 23.c Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the 6 Months ended 31 March, 2013 ₹	For the 18 Months ended 30 Sept., 2012 ₹
<u>Inventories at the end of the year:</u>		
Finished goods	64,889,438	148,267,328
Work-in-progress	2,463,979	5,290,685
Stock-in-trade	9,998,947	24,285,033
	<u>77,352,364</u>	<u>177,843,046</u>
<u>Inventories at the beginning of the year:</u>		
Finished goods	148,267,328	49,573,209
Work-in-progress	5,290,685	22,521,007
Stock-in-trade	24,285,033	15,751,351
	<u>177,843,046</u>	<u>87,845,567</u>
<b>Net (increase) / decrease</b>	<b>100,490,682</b>	<b>(89,997,479)</b>

## Note 24 Employee benefits expense

Particulars	For the 6 Months ended 31 March , 2013 ₹	For the 18 Months ended 30 Sept., 2012 ₹
Salaries and wages	11,051,518	27,363,008
Contributions to provident and other funds	317,660	869,198
Staff welfare expenses	375,937	1,084,755
<b>Total</b>	<b>11,745,115</b>	<b>29,316,961</b>

**Note 25 Finance costs**

Particulars	For the 6 Months ended 31 March , 2013 ₹	For the 18 Months ended 30 Sept., 2012 ₹
(a) Interest expense:		
(i) On Borrowings	222,376	46,198,735
(ii) To Suppliers of goods	94,513	—
(iii) To Others		
- Interest on delayed payment of statutory dues and Income Tax	1,135,206	1,955,571
- Interest paid to others	—	16,000
<b>Total</b>	<b>1,452,095</b>	<b>48,170,306</b>

**Note 26 Other expenses**

Particulars	For the 6 Months ended 31 March , 2013 ₹	For the 18 Months ended 30 Sept., 2012 ₹
Consumption of stores and spare parts	2,086,512	2,835,913
Increase / (decrease) of excise duty on inventory	(9,841,694)	17,585,720
Power and fuel	3,702,038	10,837,420
Rent including lease rentals	650,274	1,750,422
Repairs and maintenance - Buildings	131,328	1,798,547
Repairs and maintenance - Machinery	935,535	4,511,839
Repairs and maintenance - Others	245,304	896,403
Insurance	555,179	1,248,606
Rates and taxes	21,564	78,283
Communication Expenses	351,333	1,066,660
Travelling and conveyance	2,378,077	5,393,116
Freight and forwarding	24,356,677	96,079,900
Sales commission	27,000	1,485,468
Advertisement and Sales promotion	984,882	5,223,509
Legal and professional charges	1,715,893	3,925,524
Payments to Auditors (Refer Note (i) below)	310,000	420,000
Sales Tax / VAT Expenses	2,145,472	6,436,308
Labour Charges	2,965,685	8,284,948
Brokerage / Commission	211,260	1,837,001
Bank Charges and Commission	419,080	1,008,651
Trade and other receivables, loans and advances written off	137,319,476	1,506,989
Balance with excise authorities written off	—	1,819,962
Net loss on foreign currency transactions and translation	4,450,890	54,959,995
Loss on fixed assets sold	—	65,739
Prior period items (net) (Refer Note (ii) below)	74,134	5,251,176
Miscellaneous expenses	4,076,935	9,124,902
<b>Total</b>	<b>180,272,833</b>	<b>245,433,001</b>



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## Note 26 Other expenses (contd.)

Particulars	For the 6 Months ended 31 March , 2013 ₹	For the 18 Months ended 30 Sept., 2012 ₹
(i) Payments to auditors comprises: (Net of Service Tax)		
As auditors - Statutory Audit	120,000	225,000
For Tax Audit	75,000	60,000
For Taxation matters	75,000	90,000
For other services	40,000	45,000
<b>Total</b>	<b>310,000</b>	<b>420,000</b>
(ii) Details of Prior period items:		
<b>Prior period expenses</b>		
Freight and forwarding	53,050	60,910
Consumption of stores and spare parts	—	37,524
Labour Charges	—	44,299
Repairs and maintenance - Machinery	—	21,975
Brokerage / Commission	21,084	—
Interest paid to others	—	5,565,334
	<b>74,134</b>	<b>5,730,042</b>
Prior period incomes		
Miscellaneous Expenses recovered	—	40,000
Freight and forwarding charges recovered	—	428,775
Salaries and Wages recovered	—	10,091
	—	478,866
<b>Total</b>	<b>74,134</b>	<b>5,251,176</b>

## Note 27 Exceptional items

Particulars	For the 6 Months ended 31 March , 2013 ₹	For the 18 Months ended 30 Sept., 2012 ₹
Write-back on account of one time settlement with bank and other lenders (Refer Notes 5(i) and 8(i))	229,548,848	—
<b>Total</b>	<b>229,548,848</b>	<b>—</b>

**Note 28 Additional information**

Particulars	For the 6 Months ended 31 March , 2013 ₹	For the 18 Months ended 30 Sept., 2012 ₹
<b>28.1 Contingent liabilities and commitments (to the extent not provided for)</b>		
Contingent liabilities		
- Claims against the Company not acknowledged as debt	2,812,639	12,618,704
	2,812,639	12,618,704
<b>28.2</b>	The Current Assets and Loans and Advances are approximately of the value stated, if realized in the ordinary course of business.	
<b>28.3</b>	The Company is in the process of reconciling some balances of trade receivables and trade payables. The Company believes that on completion of the said process, there would be no material adjustments necessary in the accounts.	
<b>28.4</b>	(a). The Company has applied for the Central Government approval for the remuneration of ₹ 7,43,580/- paid to Mrs. E.P. Shrivastava, ex-director of the company for the period from 29.07.03 to 31.03.05 and commission of ₹ 4,38,356/-for the period from 01.04.05 to 31.12.05. However the approval for the same is not yet received.	
	(b). Directors' remuneration paid as under is also subject to approval of the Central Government under section 309 of the Companies Act,1956	

		F Y 2009-10	F Y 2008-09	F Y 2007-08	For the period 1.1.2007 to 31.03.2007
		₹	₹	₹	₹
Shri Pradeep P.Dave	Managing Director	356,000	284,800	854,400	213,600
Shri Samir P.Dave	Executive Director	792,000	792,000	672,000	168,000
Shri Ashit P.Dave	Executive Director	792,000	792,000	672,000	168,000
		<b>1,940,000</b>	<b>1,868,800</b>	<b>2,198,400</b>	<b>549,600</b>

**Note 29. Disclosures in accordance with Accounting Standards**
**29.1 Accounting Standard (AS) 15 - Employee Benefits**
**(A) Defined Contribution Plans:**

The Company has recognized the following amounts in the Statement of Profit and Loss:

Particulars	
Contribution to Employees' Provident Fund	235,846
	(636,228)

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## (B) Defined Benefit Plans:

Gratuity is payable to all members at the rate of 15 days salary for each completed year of service.

### (i) Changes in the Present Value of Obligation

Particulars	Gratuity	Leave Encashment	Total
(a) Present Value of Obligation as at October 1, 2012	4,948,689	1,239,274	6,187,963
	(4,060,971)	(707,710)	(4,768,681)
(b) Interest cost	197,948	49,571	247,519
	(479,249)	(90,085)	(569,334)
(c) Past Service Cost	NIL	NIL	NIL
	(NIL)	(NIL)	(NIL)
(d) Current Service Cost	189,416	177,600	367,016
	(465,330)	(617,014)	(1,082,344)
(e) Benefits Paid	NIL	NIL	NIL
	(26,140)	(90,888)	(117,028)
(f) Actuarial (Gain)/ Loss	202,917	(57,928)	144,989
	Gain (30,721)	Gain (84,647)	Gain (115,368)
(g) Present Value of Obligation as at March 31, 2013	5,538,970	1,408,517	6,947,487
	(4,948,689)	(1,239,274)	(6,187,963)

### (ii) Expenses/(Income) recognized in the Statement of Profit and Loss

Particulars	Gratuity	Leave Encashment	Total
(a) Current Service Cost	189,416	177,600	367,016
	(465,330)	(617,014)	(1,082,344)
(b) Past Service Cost	NIL	NIL	NIL
	(NIL)	(NIL)	(NIL)
(c) Interest cost	197,948	49,571	247,519
	(479,249)	(90,085)	(569,334)
(d) Curtailment Cost/ (Credit)	NIL	NIL	NIL
	(NIL)	(NIL)	(NIL)
(e) Settlement Cost/ (Credit)	NIL	NIL	NIL
	(NIL)	(NIL)	(NIL)
(f) Net Actuarial (Gain)/ Loss	202,917	(57,928)	144,989
	Gain (30,721)	Gain (84,647)	Gain (115,368)
(g) Employees' Contribution	NIL	NIL	NIL
	(NIL)	(NIL)	(NIL)
(h) Total (Income)/Expenses recognized in Statement of Profit and Loss	590,281	169,243	759,524
	(913,858)	(622,452)	(1,536,310)

### (iii) Following are the Principal Actuarial Assumptions used as at the balance sheet date:

Particulars	Gratuity	Leave Encashment
(a) Discount Rate	8.00%	8.00%
	(8.00%)	(8.00%)
(b) Salary Escalation Rate – Management	5.00%	5.00%
	(5.00%)	(5.00%)
(c) Staff Turnover Rate	1% p.a.	1% p.a.
	(1% p.a.)	(1% p.a.)
(d) Mortality Table	LIC (1994-96)	LIC (1994-96)
	Ultimate	Ultimate

The estimates of future salary increases considered in actuarial valuation take into account inflation, seniority, promotion and other relevant factors.

**Experience Adjustment:**

Particulars	For the year ended				
	2013	2012	2011	2010	2009
On plan Liability (Gains) / Loss	202,917	(300,588)	75,307	1,018,018	(1,069,038)
On plan Assets (Gains) / Loss	N.A.	N.A.	N.A.	N.A.	N.A.

**29.2 Accounting Standard (AS) 17 - Segment Reporting**

**a) Primary segment - Business segment:**

The Company has only one business segment namely "Agrochemicals" as primary segment. Since the entire business of the Company is from agrochemicals, there are no other primary reportable segments. Hence, the disclosures as required under Accounting Standard 17 "Segment Reporting" qua the primary segment is not given.

**b) Secondary segment - Geographical segment:**

The geographical segment is based on the geographical location of the customers. The secondary segment information for 6 months ended 31st March, 2013 is as under:

Particulars	2012-13 ₹	2011-12 ₹
<b>Revenue:</b>		
India	295,828,098	1,352,119,907
Outside India	170,703,004	643,097,868
Total	<u>466,531,102</u>	<u>1,995,217,775</u>
<b>Carrying amount of assets:</b>		
India	414,668,414	860,446,601
Outside India	65,324,519	101,404,263
Total	<u>479,992,933</u>	<u>961,850,864</u>
<b>Capital Expenditure in India</b>	<u>2,007,077</u>	<u>5,170,567</u>

**29.3 Accounting Standard (AS) 18 - Related Party Disclosures**

**A Related Parties and Relationship**

- a) Companies/ Firms in which the directors' have substantial interest ( i.e. more than 20% in voting power directly or indirectly ) :
  - i) Amisco Agrochem Ltd.
  - ii) Aimco Investment Pvt Ltd.
  - iii) Aurangabad Oil Extraction Co Pvt Ltd.
  - iv) Aimco Ecoscience Limited
  - v) All India Medical Corporation
  - vi) NDR & Co.
- b) Key Management Personnel :
  - i) Shri Pradeep P Dave (Managing Director and Chairman)
  - ii) Dr. Samir P Dave ( Executive Director)
  - iii) Shri Ashit P Dave ( Executive Director)

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## B Details of Transaction with above Parties

Particulars	Companies/ firms in which the Directors have substantial interest	Directors of the Company and their relatives	Key Management Personnel	Total
Rent Paid	16,374	540,000	—	556,374
	(49,122)	(1,350,000)	—	(1,399,122)
Interest on outstanding Loan	—	—	—	—
	—	—	(340,021)	(340,021)
Rent Received	30,000	—	—	30,000
	(90,000)	—	—	(90,000)
Compensation Received	—	—	—	—
	(20,000,000)	—	—	(20,000,000)
Outstanding Loan Payable	116,437	—	1,169,847	1,286,284
	(7,418,437)	—	(1,305,287)	(8,723,724)
Other Liabilities	15,850	—	—	15,850
	(44,050)	—	—	(44,050)
Outstanding Deposits Receivable	7,002,068	—	—	7,002,068
	(7,002,068)	—	—	(7,002,068)
Advance Receivable	3,605,000	—	—	3,605,000
	(20,000,000)	—	—	(20,000,000)
Trade Receivable	439,360	—	—	439,360
	(939,360)	—	—	(939,360)
Share Application Money	250,000	—	—	250,000
	—	—	—	—
Loan Repaid	12,332,000	—	335,440	12,667,440
	(3,589,456)	—	(10,571,550)	(14,161,006)
Loan Received	5,001,800	—	200,000	5,201,800
	(8,105,400)	—	(3,582,241)	(11,687,641)
Advance Received	16,395,000	—	—	16,395,000
	—	—	—	—

- C i) Remuneration (including perquisites) paid to Chairman, Managing Director and Executive Directors is ₹ 21,60,000/- (Previous year ₹ 48,60,000/-)
- ii) Details of Transactions with related parties having 10% or more of the above :

Particulars	Companies/ firms in which the Directors have substantial interest	Directors of the Company and their relatives	Key Management Personnel	Total
<u>Rent paid</u>				
Ashit P Dave (HUF)	—	180,000	—	180,000
	—	(450,000)	—	(450,000)
Samir P Dave (HUF)	—	180,000	—	180,000
	—	(450,000)	—	(450,000)
Pradeep P Dave (HUF)	—	180,000	—	180,000
	—	(450,000)	—	(450,000)
<u>Interest on outstanding Loan</u>				
Samir P Dave	—	—	—	—
	—	—	(340,021)	(340,021)
<u>Rent Received</u>				
NDR & Co.	30,000	—	—	30,000
	(90,000)	—	—	(90,000)
<u>Other Income</u>				
Amisco Agrochem Ltd	—	—	—	—
	(20,000,000)	—	—	(20,000,000)

<u>Outstanding Loan Payable</u>				
Amisco Agrochem Ltd	—	—	—	—
	(7,300,000)	—	—	(7,300,000)
Samir P Dave	—	—	254,048	254,048
Pradeep P.Dave	—	—	828,025	828,025
	—	—	(1,028,025)	(1,028,025)
<u>Other Liabilities</u>				
All India Medical Corporation	15,850	—	—	15,850
	(44,050)	—	—	(44,050)
<u>Outstanding Deposit Receivable</u>				
All India Medical Corporation	7,002,068	—	—	7,002,068
	(7,002,068)	—	—	(7,002,068)
<u>Advance Receivable</u>				
Amisco Agrochem Ltd	3,605,000	—	—	3,605,000
	(20,000,000)	—	—	(20,000,000)
<u>Share Application Money</u>				
Aimco Ecoscience Limited	250,000	—	—	250,000
	—	—	—	—
<u>Trade Receivable</u>				
Aimco Ecoscience Limited	439,360	—	—	439,360
	(939,360)	—	—	(939,360)
<u>Loan Repaid</u>				
Amisco Agrochem Ltd	12,300,000	—	—	12,300,000
	(3,355,385)	—	—	(3,355,385)
Ashit P Dave	—	—	—	—
Samir P Dave	—	—	(3,771,750)	(3,771,750)
	—	—	(6,137,000)	(6,137,000)
<u>Loan received</u>				
Amisco Agrochem Ltd	5,000,000	—	—	5,000,000
	(8,100,000)	—	—	(8,100,000)
Ashit P Dave	—	—	—	—
	—	—	(2,880,000)	(2,880,000)
<u>Advance Received</u>				
Amisco Agrochem Ltd	16,395,000	—	—	16,395,000
	—	—	—	—

29.4 Accounting Standard (AS) 19 - Leases  
Disclosure in respect of operating lease (as Lessee):

Particulars	For the 6 Months ended	For the 18 Months ended
	31 March , 2013 ₹	30 Sept., 2012 ₹
(a) Operating Leases		
Disclosures in respect of cancelable agreements for office and residential premises taken on lease		
(i) Lease payments recognized in the Statement of Profit and Loss	579,600	1,448,400
(ii) Significant leasing arrangements - The Company has given refundable interest free security deposits under the agreements. The lease agreements are for a period of thirty four to sixty months. These agreements also provided for increase in rent. These agreements are non-cancelable by both the parties except in certain exceptional circumstances		
(iii) Future minimum lease payments under non-cancelable agreements		
Not later than one year	1,086,600	946,200
Later than one year and not later than five years	1,980,000	2,100,000
Later than five years	NIL	NIL

# AIMCO PESTICIDES LIMITED

Disclosure in respect of operating lease (as Lessor):

Particulars	For the 6 Months ended 31 March , 2013 ₹	For the 18 Months ended 30 Sept., 2012 ₹
(a) Operating Leases		
Disclosures in respect of cancelable agreements for office and residential premises given on lease		
(i) Lease receipts recognized in the Statement of Profit and Loss	NIL	NIL
(ii) Significant leasing arrangements	NIL	NIL
The Company has taken refundable interest free security deposits under the agreements.		
The lease agreements are for a period of twelve months. These agreements are non cancelable by both the parties for twelve months except in certain exceptional circumstances.		
(iii) Future minimum lease receipts under non-cancelable agreements		
Not later than one year	NIL	NIL
Later than one year and not later than five years	NIL	NIL
Later than five years	NIL	NIL

## 29.5 Accounting Standard (AS) 20 - Earning Per Share (EPS)

The basic and diluted EPS is calculated as under:

Particulars	For the 6 Months ended 31 March , 2013	For the 18 Months ended 30 Sept., 2012
<b>Earnings Per Share</b>		
Profit/(Loss) attributed to Equity Shareholders (₹)	79,000,486	(86,360,352)
No of Equity Shares (of ₹ 10 each)	9,236,513	9,236,513
Earning per Share	8.55	(9.35)

## Note 30 Additional information as per Schedule VI of the companies act, 1956

### 30.1

(A) Details of consumption of imported and indigenous raw materials consumed and the percentage of each to the total:

	For the 6 Months ended 31 March, 2013		For the 18 Months ended 30 September, 2012	
	₹	%	₹	%
Imported	186,065,148	66.93	845,795,529	54.89
Indigenous	91,931,891	33.07	695,088,047	45.11
	<u>277,997,039</u>	<u>100.00</u>	<u>1,540,883,576</u>	<u>100.00</u>

(B) Stores and spare parts and components consumed are 100% indigenously.

**30.2 Value of imports calculated on CIF basis (on accrual basis) :**

Particulars	For the 6 Months ended 31 March , 2013 ₹	For the 18 Months ended 30 Sept., 2012 ₹
Raw Materials	82,530,658	1,216,840,134
Purchases of stock-in-trade	40,362,175	219,930,939
Plant and Equipments	—	567,986

**30.3 Expenditure in foreign currencies (on cash basis) :**

Travelling, advertisement and other matters	1,006,782	3,980,954
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**30.4 Earnings in foreign exchange (on accrual basis) :**

Exports of goods calculated on FOB basis	167,615,282	611,205,018
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31 The Company does not enter into any forward contract or derivatives to cover its expenses in foreign currency .As at the year end, the open exposures in foreign currency for the Company is as under :

Particulars	As at 31 March, 2013		As at 30 September, 2012	
	Foreign Currency \$	Amount ₹	Foreign Currency \$	Amount ₹
Accounts Receivable	1,201,055	65,324,519	2,062,329	108,678,551
Advance Payable	2,686,865	146,136,707	5,736,770	302,310,569

**Note 32 Tax Provision**

Taxable income is computed based on the total income for the period 1st April, 2012 to 31st March, 2013 and the provision for taxation is made accordingly after adjusting provisions made in the previous year.

**Note 33 Comparatives:**

33.1 The figures of the previous year are not comparable with those of the current year because the financial statements of the Company for the year 2012-13 are prepared for 6 months from 1st October, 2012 to 31st March, 2013 as against the previous year 2011-12 which are prepared for 18 months from 1st April, 2011 to 30th September, 2012.

33.2 Previous year's figures have been regrouped / reclassified wherever necessary.

33.3 The figures in bracket are in respect of the previous year.

As per our report of even date

For and on behalf of the Board

**For CONTRACTOR NAYAK & KISHNADWALA**

*Chartered Accountants*

*(Firm Regn. No. 101961W)*

**H V KISHNADWALA**

*Partner*

Membership No.37391

Place: Mumbai

Dated : 30<sup>th</sup> May, 2013

**Pradeep P Dave**

*(Managing Director)*

**Ashit P Dave**

*(Executive Director)*

**Samir P Dave**

*(Executive Director)*



# AIMCO PESTICIDES LIMITED

## CASH FLOW FOR SIX MONTHS ENDED 31ST MARCH, 2013

	6 MONTHS ENDED As on 31.03.2013	18 MONTHS ENDED As on 30.09.2012
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before tax and extraordinary items	(164,799,150)	(55,665,529)
Adjustment for:		
Depreciation	1,721,774	8,560,450
Interest Charged	222,376	46,198,735
Profit / (loss) on sale of fixed assets (Net)	0	65,739
Inventories written off	46,892,790	31,799,664
Bad Debts Written off	132,633,126	1,416,619
Excise duty liability no longer payable written back	(4,772,879)	0
Balance with excise authorities written off	0	1,819,962
Exchange difference on translation of foreign currency cash and cash equivalents	(198,461)	(1,330)
Net (Gain)/Loss on Foreign currency translations	51,173	(10,551,200)
Interest from Banks and Dividend received	(85,022)	(290,635)
	<u>176,464,877</u>	<u>79,018,004</u>
Operating Profit/(Loss) before working capital changes	11,665,727	23,352,475
Adjustment for:		
(Increase)/Decrease in Trade Receivables	103,698,084	(260,756,703)
(Increase)/Decrease in Loans and advances and Other Assets	56,870,826	(70,192,657)
(Increase)/Decrease in Inventories	158,971,638	(201,195,909)
(Increase)/Decrease in Deferred Tax Asset	(14,250,788)	(30,694,823)
Increase/(Decrease) in Trade Payables and Current Liabilities	(417,175,511)	562,639,419
Increase/(Decrease) in Provisions	498,681	1,913,940
	<u>(111,387,070)</u>	<u>1,713,268</u>
Cash generated from operations	(99,721,343)	25,065,743
Taxes paid (Net)	(13,092,787)	(37,178,736)
	<u>(86,628,556)</u>	<u>62,244,479</u>
Cash flow before exceptional items	(86,628,556)	62,244,479
<b>Exceptional items</b>		
Write-back on account of one time settlement with bank and other lenders (Refer Notes 5(i) and 8(i))	124,690,687	0
	<u>38,062,131</u>	<u>62,244,479</u>
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<u>38,062,131</u>	<u>62,244,479</u>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(2,007,077)	(5,170,567)
Sale of fixed assets/Asset Scrapped	0	223,222
Increase in Margin Money	(149,351)	(237,338)
Interest and dividend received	85,022	290,635
	<u>(2,071,406)</u>	<u>(4,894,048)</u>
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<u>(2,071,406)</u>	<u>(4,894,048)</u>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long term borrowings	(2,698,302)	(3,556,867)
Proceeds from short term borrowings	(30,390,464)	(9,136,969)
Interest Paid on Borrowings	(222,376)	(46,198,735)
	<u>(33,311,142)</u>	<u>(58,892,571)</u>
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<u>(33,311,142)</u>	<u>(58,892,571)</u>
<b>NET CHANGES IN CASH AND CASH EQUIVALENTS</b>	2,679,583	(1,542,140)
<b>CASH AND CASH EQUIVALENTS - OPENING BALANCE</b>		
Cash and Bank balances	4,485,012	6,025,822
Exchange difference on translation of foreign currency cash and cash equivalents	198,461	1,330
	<u>7,363,056</u>	<u>4,485,012</u>
<b>CASH AND CASH EQUIVALENTS - CLOSING BALANCE</b>		
Cash and Bank balances	7,363,056	4,485,012

**Notes :**

(i) Figures in the brackets represent cash outflows.

(ii) Previous year figures have been regrouped wherever necessary to confirm to the current year's classification.

This is the cash flow statement refer to in our report of even date.

**For CONTRACTOR NAYAK & KISHNADWALA**

Chartered Accountants  
(Firm Regn. No. 101961W)

**H V KISHNADWALA**

Partner

Membership No 37391

Place: Mumbai

Dated: 30<sup>th</sup> MAY, 2013

For and on behalf of the Board

**Pradeep P Dave**  
(Managing Director)

**Ashit P Dave**  
(Executive Director)

**Samir P Dave**  
(Executive Director)



**AIMCO PESTICIDES LIMITED**

**Registered Office :** B1/1, MIDC Indl. Area, Lote Parshuram, Vill:Awashi, Taluka:Khed,  
Dist: Ratnagiri, Maharashtra 415 707.

**ADMISSION SLIP**

Full name of the Shareholder

(In Block Letters) \_\_\_\_\_

Ledger folio No. / Client ID No. \_\_\_\_\_ No. of Share(s) held \_\_\_\_\_

Name of Proxy

(In Block Letter) \_\_\_\_\_

I hereby record my presence at the Twenty-Sixth Annual General Meeting of the Company to be held at B1/1, MIDC Indl. Area, Lote Parshuram, Vill:Awashi, Taluka:Khed, Dist: Ratnagiri, Maharashtra 415 707 on Monday, the 30<sup>th</sup> September, 2013 at 12.00 noon.

\* To be signed at the time of handing over this slip.

\_\_\_\_\_  
Member's or Proxy's Signature

**AIMCO PESTICIDES LIMITED**

**Registered Office :** B1/1, MIDC Indl. Area, Lote Parshuram, Vill:Awashi, Taluka:Khed,  
Dist: Ratnagiri, Maharashtra 415 707.

**FORM OF PROXY**

Reg Folio No. / Client ID No. & Name of the Shareholder to be furnished below)

I/We.....of..... in the district of .....

being a member/members of AIMCO PESTICIDES LIMITED hereby appoint ..... of

..... in the district of ..... or failing him ..... of

..... in the district of..... as my/our proxy to vote for me/us and on my/our behalf at the Twenty-Sixth Annual General Meeting of the Company to be held on Monday, the 30<sup>th</sup> September, 2013 at 12.00 noon.



Signed this.....day of.....2013.

- NOTE:**
1. The form should be signed across the stamp as per specimen signature registered with the Company.
  2. The Proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
  3. A proxy need not be a member.



**BOOK-POST**

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To.

*If undelivered, please return to :*  
**AIMCO PESTICIDES LIMITED**  
B/1, MIDC Indl. Area,  
Lote Parshuram, Vill:Awashi,  
Taluka:Khed, Dist: Ratnagiri,  
Maharashtra 415 707.