

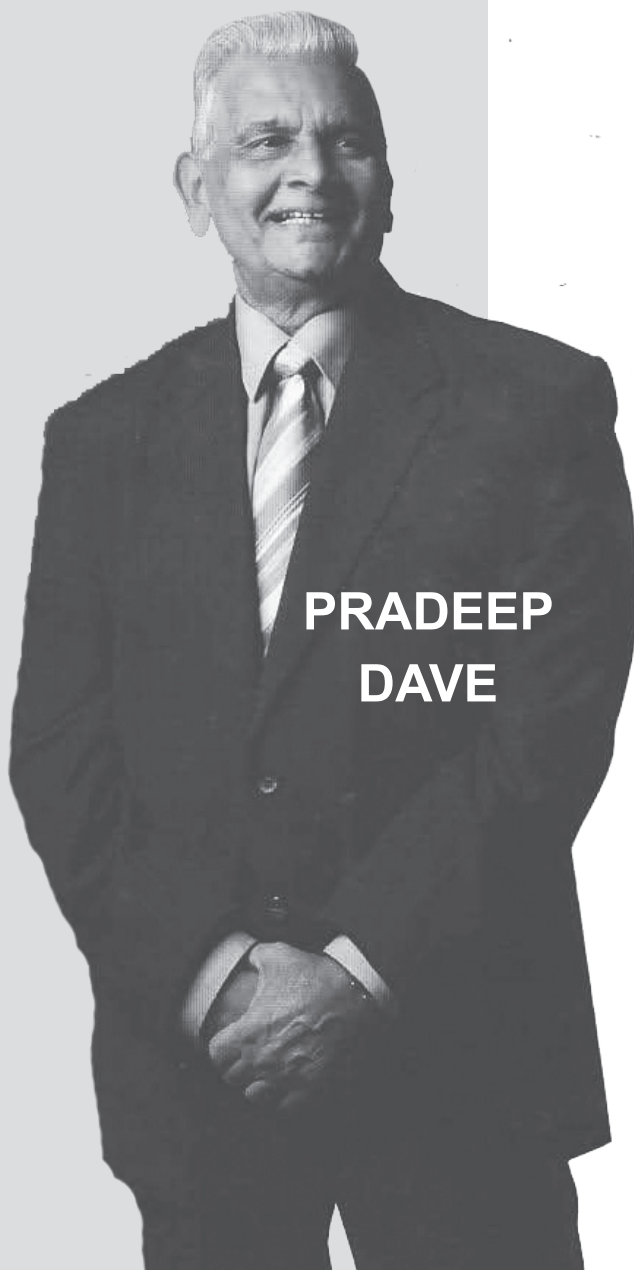
AIMCO PESTICIDES



# **AIMCO PESTICIDES LIMITED**

**29<sup>TH</sup> ANNUAL REPORT**  
**2015-2016**

# Lifetime Achievement Award



**PRADEEP  
DAVE**

- Pradeep Dave, Founder of AIMCO Pesticides Limited, was born in 1943. He graduated from Mumbai University, then he started his career overseeing production of pesticide formulations for Gujarat Agrochem Industries.
- Under his leadership, AIMCO became the first Indian company to manufacture chlorpyrifos and triclopyr technical.
- President of Pesticides Manufacturers & Formulators Association of India (PMFAI), a national association representing the ag industry in India with more than 200 member companies. He has served as president for more than 23 years.
- Under his leadership PMFAI started organizing International Crop Science Conferences & Exhibitions with its first event in 1997.
- Chairman of the Confederation of All India Small & Medium Pesticides Manufacturers Associations (CAPMA) since 2008.
- He has been part of the governing body of Institute of Pesticide Formulation Technology (IPFT) since its inception in 1991.
- Vice Chairman (2007-2011) — CHEMEXCIL (Basic Chemicals, Cosmetics & Dyes Export Promotion Council) set up by Ministry of Commerce & Industry.

## BOARD OF DIRECTORS:

### Mr. Dushyant Patel

(Chairman & Non-Executive,  
Independent Director)

### Mrs. Elizabeth Shrivastava

(Managing Director)

### Mr. Pradeep P. Dave

Executive Director

### Mr. Ramgopal Kaja

(Non-Executive, Independent Director)

### Mr. B. B. Bhawsar

(Non-Executive, Independent Director)

### Mr. Ashit P. Dave

Executive Director

### Dr. Samir P. Dave

Executive Director

### Compliance Officer/ Company Secretary #

Ms. Rita Ramesh Panchal  
# (w.e.f. July 27, 2016)

## AUDITORS

### M/s CNK & Associates LLP

Chartered Accountants  
5<sup>th</sup> Floor, Narain Chambers,  
M. G. Road, Vile Parle (East),  
Mumbai- 400 057

## REGISTERED OFFICE & FACTORY

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

## HEAD OFFICE

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

## REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited  
C-13, Pannalal Silk Mills Compound,  
L. B. S Marg, Bhandup (West),  
Mumbai- 400 078

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# AIMCO PESTICIDES LIMITED

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## NOTICE

NOTICE is hereby given that the 29<sup>th</sup> (Twenty Ninth) 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 Thursday, September 29, 2016, at 12.00 noon to transact the following business.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Statements of Accounts for the Financial Year ended March 31, 2016 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashit P. Dave (DIN: 00184760) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint the Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014, (“the Rules”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s CNK & Associates LLP, Chartered Accountants, Mumbai, Statutory Auditors having Registration No. 101961W issued by the Institute of Chartered Accountants of India (ICAI), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Statutory Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the financial year 2016-17 and to hold office from the conclusion of this Annual General Meeting (29<sup>th</sup> AGM) of the Company until the conclusion of 30<sup>th</sup> Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imburement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

### SPECIAL BUSINESS:

4. To re-appoint Mr. Pradeep P. Dave (DIN: 00184598) as an Executive Director [Whole Time Director] of the company for the period starting from April 01, 2016 to March 31, 2019 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Section II of Part II [Para (B)] of Schedule V thereto (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and such other modification(s), if any, Mr. Pradeep P. Dave (DIN: 00184598), be and is hereby re-appointed as an Executive Director [Whole Time Director] of the Company with the effect from April 01, 2016, for a period of 3 (three) years, liable to retire by rotation, on such terms and conditions as set out in the agreement executed between the Company and Mr. Pradeep P. Dave on a monthly remuneration of Rs. 2.5 Lacs or such higher amount as approved by Nomination and Remuneration Committee, from time to time, to be finalised on such parameters as deem fit and appropriate in their assessment, but such amount shall not to exceed Rs. 5 Lacs per month or Rs. 60 Lacs per annum, as the case may, which is exclusive of payment of allowable retirement benefits to Mr. Pradeep Dave, at par with other company’s employees/ executives.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Nomination and Remuneration Committee thereof, be and is hereby authorized to make such change(s)/modification(s) in the above mentioned remuneration structure, from time to time, as it may deem necessary or expedient provided that the monthly or annual remuneration payable to Mr. Pradeep P. Dave, as an Executive Director [Whole Time Director] shall not to exceed Rs. 5 Lacs per month or Rs. 60 Lacs per annum as the case may be.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the period of tenure of Mr. Pradeep P. Dave, as an Executive Director [Whole Time Director], the remuneration and perquisites set out as aforesaid be paid or granted to him as minimum remuneration and perquisites provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the applicable ceiling limit in terms of schedule V 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 Director(s) / Company Secretary of the Company be and is / are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To re-appoint Dr. Samir P. Dave (DIN: 00184680) as an Executive Director [Whole Time Director] of the company for the period starting from April 01, 2016 to March 31, 2019 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Section II of Part II [Para (B)] of Schedule V thereto (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company and such other modification(s), if any, Dr. Samir P. Dave (DIN: 00184680), be and is hereby re-appointed as an Executive Director [Whole Time Director] of the Company with the effect from April 01, 2016 for a period of 3 (three) years, liable to retire by rotation, on such terms and conditions as set out in the agreement executed between the Company and Dr. Samir P. Dave, on a monthly remuneration of Rs. 2.5 Lacs or such higher amount as approved by Nomination and Remuneration Committee, from time to time, to be finalised on such parameters as deem fit and appropriate in their assessment, but such amount shall not to exceed Rs. 5 Lacs per month or Rs. 60 Lacs per annum, as the case may, which is exclusive of payment of allowable retirement benefits to Dr. Samir P. Dave, at par with other company’s employees / executives.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Nomination and Remuneration Committee thereof, be and is hereby authorized to make such change(s)/modification(s) in the above mentioned remuneration structure, from time to time, as it may deem necessary or expedient provided that the monthly or annual remuneration payable to Dr. Samir P. Dave, as an Executive Director [Whole Time Director] which shall not to exceed Rs. 5 Lacs per month or Rs. 60 Lacs per annum, as the case may be.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the period of tenure of Dr. Samir P. Dave, as an Executive Director [Whole Time Director], the remuneration and perquisites set out as aforesaid be paid or granted to him as minimum remuneration and perquisites provided that the total remuneration by way of salary, perquisites and other allowances shall not to exceed the applicable ceiling limit in terms of schedule V 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 Director(s) / Company Secretary of the Company be and is / are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To re-appoint Mr. Ashit P. Dave (DIN: 00184760) as an Executive Director [Whole Time Director] of the company for the period starting from April 01, 2016 to March 31, 2019 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Section II of Part II [Para (B)] of Schedule V thereto (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and such other modifications, if any, Mr. Ashit P. Dave (DIN: 00184760), be and is hereby re-appointed as an Executive Director [Whole Time Director] of the Company with the effect from April 01, 2016 for a period of 3 (three) years, liable to retire by rotation, on such terms and conditions as set out in the agreement executed between the Company and Mr. Ashit P. Dave on a monthly remuneration of Rs. 2.5 Lacs or such higher amount as approved by Nomination and Remuneration Committee, from time to time, to be finalised on such parameters as deem fit and appropriate in their assessment, but such amount shall not to exceed Rs. 5 Lacs per month or Rs. 60 Lacs per annum, as the case may, which is exclusive of payment of allowable retirement benefits to Mr. Ashit P. Dave, at par with other company’s employees / executives.

## AIMCO PESTICIDES LIMITED

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**RESOLVED FURTHER THAT** the Board of Director(s) of the Company or Nomination and Remuneration Committee thereof, be and is hereby authorized to make such change(s)/modification(s) in the above mentioned remuneration structure, from time to time, as it may deem necessary or expedient provided that the monthly or annual remuneration payable to Mr. Ashit P. Dave, as an Executive Director [Whole Time Director] which, shall not to exceed Rs. 5 Lacs per month or Rs. 60 Lacs per annum, as the case may be.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the period of tenure of Mr. Ashit P. Dave, as an Executive Director [Whole Time Director], the remuneration and perquisites set out as aforesaid be paid or granted to him as minimum remuneration and perquisites provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the applicable ceiling limit in terms of schedule V 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 Director(s) / the Company Secretary of the Company be and is / are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To re-appoint Mrs. Elizabeth Shrivastava (DIN: 00184865) as the Managing Director of the Company for the period of 3 (three) years with effect from August 14, 2016 to August 13, 2019 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Section II of Part II [Para (B)] of Schedule V thereto (including any statutory modification(s) or re-enactment thereof for the time being in force) and accordance with the provisions of the Articles of Association of the Company and such other modification(s), if any, Mrs. Elizabeth Shrivastava (DIN: 00184865), be and is hereby re-appointed as the Managing Director of the Company with the effect from August 14, 2016, for a period of 3 (three) years, liable to retire by rotation, on such terms and conditions as set out in the agreement executed between the Company and Mrs. Elizabeth Shrivastava on a monthly remuneration of Rs. 2.5 Lacs or such higher amount as approved by Nomination and Remuneration Committee, from time to time, to be finalised on such parameters as deem fit and appropriate in their assessment, but such amount shall not to exceed Rs. 5 Lacs per month or Rs. 60 Lacs per annum, as the case may, which is exclusive of payment of allowable retirement benefits to Mrs. Elizabeth Shrivastava, at par with other company’s employees / executives.

**RESOLVED FURTHER THAT** the Board of Director(s) of the Company or Nomination and Remuneration Committee thereof, be and is hereby authorized to make such change(s)/modification(s) in the above mentioned remuneration structure, from time to time, as it may deem necessary or expedient provided that the monthly or annual remuneration payable to Mrs. Elizabeth Shrivastava, as the Managing Director which, shall not to exceed Rs. 5 Lacs per month or Rs. 60 Lacs per annum, as the case may be.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the period of tenure of Mrs. Elizabeth Shrivastava, as the Managing Director, the remuneration and perquisites set out as aforesaid be paid or granted to her as minimum remuneration and perquisites provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the applicable ceiling limit in terms of schedule V 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 Director(s) / Company Secretary of the Company be and is / are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to provisions of Section 148(3) of the Companies Act, 2013 (“the Act”) read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, recommendation of the Audit Committee and approval by the Board of Directors at their meeting dated May 14, 2016, a

remuneration of Rs. 60,000/- p.a. (Rupees Sixty Thousand Only) plus out of pocket expenses and service tax as applicable for conducting the audit of the cost accounting records of the Company for the financial year 2016-17 to M/s. N. Ritesh & Associates, Cost Accountant having Firm Registration No: R100675, be and is hereby ratified by the Company.

**RESOLVED FURTHER THAT** the Board of Director(s) / Company Secretary of the Company be and is / are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Place: Mumbai  
Date: August 12, 2016

By Order of the Board of Director  
For **AIMCO PESTICIDES LIMITED**

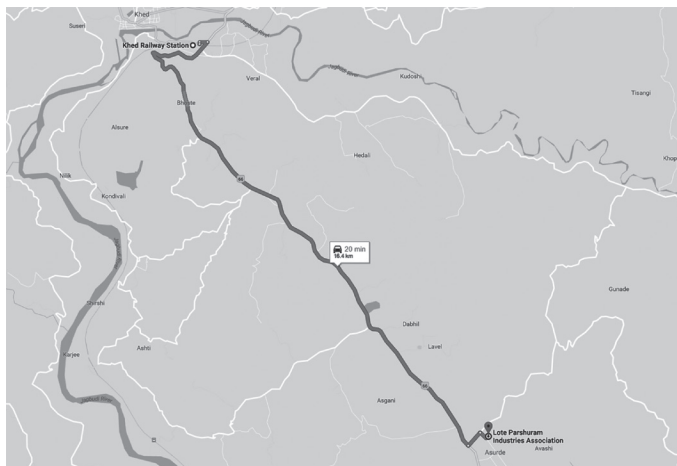
**Rita Ramesh Panchal**  
ACS No. 43463  
Company Secretary

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DULY COMPLETED, STAMPED AND SIGNED AND SHOULD BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of the Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out above is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 23, 2016 to Thursday, September 29, 2016 (both days inclusive).
4. Map of venue of the AGM is given after the notice.



## AIMCO PESTICIDES LIMITED

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5. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is M/s. Link Intime India Private Limited having their Registered Office at C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Marg, Bhandup West, Mumbai - 400078.
6. Members are requested to furnish / update the details of their address, e-mail address, bank account details, relevant information for availing various approved / permissible modes of electronic funds transfer facilities viz. Electronic Clearing Services (ECS), National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), etc. to prevent fraudulent encashment of dividend warrants, whenever issued:
  - (i) to their Depository Participants (DPs) in respect of their shareholdings in electronic (demat) form, and
  - (ii) to the Company's Registrar & Share Transfer Agents namely, Link Intime India Private Limited in respect shareholdings in physical form.
7. Members are requested to:
  - (i) send all share transfer lodgements (Physical mode) / correspondence to the Registrar and Share Transfer Agent unto the date of book closure.
  - (ii) write to the Compliance Officer of the Company for their queries or if desirous of obtaining any information(s), concerning the accounts and operations of the Company, at the Company's Registered Office at least seven days before the date of the Annual General Meeting in order to enable the management to keep the information ready at the meeting.
  - (iii) Quote Registered Folio Number or DP ID / Client ID in all the correspondence.
8. For the convenience of the Members, attendance slip is enclosed in the Annual Report. Members / Proxy Holders / Authorized Representatives are requested to fill in and sign at the space provided therein and submit the same at the venue of the Meeting. Proxy / Authorized Representatives of Members should state on the attendance slip as 'Proxy' or 'Authorized Representative', as the case may be. Further, those who hold shares in demat form are requested to write their Client Id and DP Id and those who hold shares in physical forms are requested to write their folio number on the attendance slip for easy identification at the meeting.
9. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a Certified True copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting on their behalf.
10. As per the provisions of Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 facility for making nominations is available for shareholders in respect of the physical shares held by them. Form SH-13 for making nomination can be obtained from R&TA. The duly filled in nomination form shall be sent to M/s. Link Intime India Private Limited at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
11. Members, who are holding Shares in identical order of names in more than one Folio, are requested to apply to the Company / R&TA along with the relevant Share Certificates for consolidation of such Folios in one Folio.
12. Members are informed that in case joint holders attend the Meeting, only such joint holder who is higher in the order of names in the Register of Members / Beneficial Holders will be entitled to vote.
13. Mr. Ashit P. Dave (DIN: 00184760), an Executive Director [Whole Time Director], who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.

Further, Mr. Pradeep P. Dave (DIN: 00184598), Dr. Samir P. Dave (DIN: 00184680) and Mr. Ashit P. Dave (DIN: 00184760) are proposed to be re-appointed as an Executive Director(s) [Whole Time Directors] in the ensuing Annual General Meeting. Mrs. Elizabeth Shrivastava (DIN: 00184865) is proposed to be re-appointed as the Managing Director in the ensuing Annual General Meeting.

Pursuant to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and as mandated under Secretarial Standards- 2 issued by the Institute of Company Secretaries of India (ICSI) effective from July 01, 2015, brief resume of the Directors seeking appointment or re-appointment at the forthcoming Annual General Meeting, nature of their expertise in specific functional



areas, names of the Companies in which they hold Directorships and the Memberships / Chairmanships of Committees of the Board and their shareholding in the Company, are annexed hereto. The Directors have furnished the relevant consents, declarations, etc. for their appointment/ reappointment.

14. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 10.00 a.m. and 12.00 noon on any working day except on Public Holidays, Saturdays & Sundays, up to and including the date of the ensuing Annual General Meeting of the Company.
15. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are, therefore, requested to kindly bring their copies at the time of attending the Meeting.
16. The Company has designated an exclusive Email Id viz. investors@aimcopesticides.com to enable investors to register the complaints, if any.
17. As per Sections 101, 136 and other applicable provisions of the Act, read with the rules made there under and circulars issued by the Ministry of Corporate Affairs, Companies can now send various reports, documents, communications, including but not limited to annual report to its members through electronic mode at their registered e-mail addresses. The Company believes in green initiative and is concerned about the environment. Hence, Annual Report including inter alia the Report of the Board of Directors, Auditors' Report, Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Notice of this AGM, instructions for e-voting, attendance slip, proxy form, etc. is being sent by electronic mode to all Members whose e-mail addresses are registered with the Company / R&TA / depositories unless a Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the relevant documents are being sent by the permitted mode.

To support "Green initiative", Members who have not registered their e-mail addresses, so far, are requested to register their e mail addresses with their depository participants, in respect of electronic holdings. Members holding shares in physical form are requested to kindly register their e-mail addresses with the Company's R&TA at their abovementioned address. Annual Report is also available on the Company's website at [www.aimcopesticides.com](http://www.aimcopesticides.com) and made available for inspection at the Registered Office of the Company during the business hours.

18. Voting through electronic means:
  - A. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members the facility to exercise their right to vote at the 29<sup>th</sup> Annual General Meeting (AGM) by electronic means. The Company has appointed Central Depository Services Limited (CDSL) for facilitating e-voting.
  - B. Members are requested to note that the Company is providing facility for remote e-voting and the business as given in the notice of 29<sup>th</sup> AGM may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. The members shall note that the facility for voting shall also be provided at the meeting through poll paper and the members (as on cut-off date) attending the meeting who has not casted their vote by remote e-voting shall be able to exercise their voting rights at the meeting. If the members have already cast their vote by remote e-voting prior to the meeting they may attend the meeting but shall not be entitled to cast their vote again and Vote cast by them at the meeting, if any, shall be treated as invalid.
  - C. A Member may avail of the facility at his / her / its discretion, as per the instructions provided herein:
    - (i) The voting period begins on Monday, September 26, 2016 at (9:00 a.m. IST) and ends on Wednesday, September 28, 2016 (05:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 23, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders Tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of **Aimco Pesticides Limited** to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting.  
Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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

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

(xviii) Note for Non-Individual Shareholders and Custodians:

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

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and E-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- D. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 23, 2016.
  - E. E-voting period will commence from Monday, September 26, 2016 at 9.00 a.m. and will end on Wednesday, September 28, 2016 at 5.00 p.m.
  - F. Mr. Rahul Sahasrabudhe (FCS: 6254 and CP: 13578), Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner, whose email address is [compliance@sprscs.com](mailto:compliance@sprscs.com)
  - G. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least Two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - H. The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared along with the report of the scrutinizer shall be placed on the website of the Company i.e. [www.aimcopesticides.com](http://www.aimcopesticides.com) and on the website of CDSL i.e. [www.evotingindia.co.in](http://www.evotingindia.co.in). The Company shall also simultaneously forward the results to BSE where its shares are listed.
1. A brief profile and other details of Directors being appointed / re-appointed as required under Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of the Director	Dr. Samir P. Dave	Mr. Pradeep P. Dave	Mrs. Elizabeth Shrivastava	Mr. Ashit P. Dave
Director Identification Number	00184680	00184598	00184865	00184760
Date of Birth	15.01.1967	19.04.1943	23.08.1953	06.01.1971
Date of joining the Board	30.05.1995	12.08.1987	14.08.2013	20.08.1996
Qualification	Ph.D in Organic Chemistry (Dept. of University of Mumbai)	B. Sc. (Chemistry) from University of Mumbai	M.Sc. (Biochemistry) from University of Mumbai	B.Com, MEP -IIM Ahmedabad

## AIMCO PESTICIDES LIMITED

Profile of the Director	-Wide experience and research in organic synthesis and process development. -Director, AgroCare a Global Agrochemical Association registered at Belgium. -Board Member of "Agriculture Skill Council of India" (Govt. of India.)"	-Business Executive with more than three decades of experience in the pesticides Industry -Member on the governing body of CHEMTECH -President of the Pesticides Manufacturer and Formulators Association of India (PMFAI) -He is on the technical committee and governing body of the Institute of Pesticide Formulation Technology.	Possesses varied, rich experience of more than 30 years in the Agrochemical Industry	Business Executive with wide expertise in chemicals and Agrochemicals Industry
Directorship in other Companies (excluding Private and Foreign Companies)	1.Amisco Agro-Chem Limited 2.Aimco Ecoscience Limited 3.Agriculture Skill Council of India. 4.Aurungabad Oil Extraction Company Private Limited 5. Aimco Investments P. Ltd	1.Amisco Agro-Chem Limited 2. Aimco Ecoscience Limited 3.Aurungabad Oil Extraction Company Private Limited 4.Aimco Investments P. Ltd	1.Aimco Ecoscience Limited 2. Aurungabad Oil Extraction Company Private Limited	1.Amisco Agro-Chem Limited 2. Aimco Ecoscience Limited 3.Aurungabad Oil Extraction Company Private Limited 4.Aimco Investments P. Ltd
Directorships and Committee memberships in other companies	NIL	NIL	NIL	NIL
Relationships between Directors interested	NIL	NIL	NIL	NIL

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

Place: Mumbai  
Date: August 12, 2016

By Order of the Board of Director  
For **AIMCO PESTICIDES LIMITED**

**Rita Ramesh Panchal**  
ACS No. 43463  
Company Secretary

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## Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013

### ITEM NO: 4

Mr. Pradeep P. Dave (DIN: 00184598), was appointed as an Executive Director (Whole Time Director) of the Company for period of 5 (five) years with effect from April 01, 2011 with monthly remuneration of Rs. 1.25 Lacs (Rupees One Lac Twenty Five Thousand Only). Further, effective on August 14, 2013, Mr. Pradeep P. Dave (DIN: 00184598), agreed to step down as a Managing Director and continued to hold office as an Executive Director (Whole Time Director) of the Company. The said tenure of appointment as Whole Time Director / Executive Director was valid till March 31, 2016.

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, at their meeting held on May 14, 2016 has, subject to member's Special Resolution at the ensuing Annual General Meeting, re-appointed Mr. Pradeep P. Dave (DIN: 00184598) as an Executive Director (Whole time Director) of the Company with effect from April 01, 2016 for period of 3 (three) years i.e. till March 31, 2019 on such terms and conditions including remuneration as set out in the Agreement executed between the Company and Mr. Pradeep P. Dave.

At 28<sup>th</sup> Annual General Meeting, the members of the Company have accorded their consent for the incremental remuneration structure of Mr. Pradeep Dave, of an amount not exceeding Rs. 2.5 Lacs per month for the period starting from April 01, 2015 to March 31, 2016. However, with consent of Mr. Pradeep Dave, and based on decision of Nomination and Remuneration committee, Rs. 1.25 Lacs was paid as salary till March 31, 2016, as originally approved by the members of the Company on September 30, 2011. The terms of re-appointment are as per the provisions of the Companies Act, 2013 with proposed remuneration structure of an amount not exceeding Rs. 5 Lacs per month or Rs. 60 Lacs per annum. The Salary payable for FY 2016-17, would not be exceeding Rs. 2.5 Lacs per month, which could be further modified / revised upto an amount not exceeding Rs 5 Lacs per month or Rs. 60 Lacs per annum depending upon the performance appraisal vis-a-vis industry standards and such other parameters as deem appropriate by the Nomination and Remuneration Committee of the Board of Directors.

Mr. Pradeep Dave, aged 73, with his long standing experience has made significant contribution to the progress of the Company and accordingly the proposed resolution towards his re-appointment and payment of remuneration is to be passed as a Special Resolution, pursuant to section 196(3) read with provisions of Schedule V of the Companies Act, 2013.

The relevant information and disclosures have been appended herein below in line with Section II of Part II of [Para (B)] of Schedule V of the Companies Act, 2013. The relevant general information, about the company and appointee is appended herein below, separately.

Your directors recommend above resolution to be passed as a Special Resolution towards re-appointment of Mr. Pradeep Dave as an Executive Director (Whole Time Director) for period of 3 (three) years. Mr. Pradeep Dave, Dr. Samir Dave and Mr. Ashit Dave are deemed to be interested in the above resolution.

### ITEM NO: 5

Dr. Samir P. Dave (DIN: 00184680), was appointed as an Executive Director (Whole Time Director) of the Company for period of 5 (five) years with effect from April 01, 2011 with monthly remuneration of Rs. 1.25 Lacs (Rupees One Lac Twenty Five Thousand Only). The said tenure of his appointment as an Executive Director (Whole Time Director) of the Company was effective till March 31, 2016.

At 28<sup>th</sup> Annual General Meeting, the members of the Company have accorded their consent for the incremental remuneration structure to Dr. Samir P. Dave, of an amount not exceeding Rs. 2.5 Lacs per month for the period starting from April 01, 2015 to March 31, 2016. However, with consent of Dr. Samir P. Dave, and based on decision of Nomination and Remuneration committee, Rs. 1.25 Lacs was paid as salary till March 31, 2016, at the same scale as originally approved by the members of the Company on September 30, 2011. The terms of re-appointment are as per the provisions of the Companies Act, 2013 and proposed remuneration structure of an amount not exceeding Rs. 5 Lacs per month or Rs. 60 Lacs per annum. The Salary payable for FY 2016-17, would be not exceeding Rs. 2.5 Lacs which could be further modified / revised upto an amount not exceeding Rs. 5 Lacs per month or Rs. 60 Lacs per annum depending upon the performance appraisal vis-a-vis industry standards and such other parameters as deem appropriate by the Nomination and Remuneration Committee of the Board of Directors.

## **AIMCO PESTICIDES LIMITED**

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Dr. Samir P. Dave, aged 49, with his experience has made significant contribution to the progress of the Company and proposed resolution for his payment of remuneration, is as per Section II of Part II of [Para (B)] of Schedule V of the Companies Act, 2013. This proposal in order to be effective, need to be approved as a Special Resolution by the members.

The relevant information and disclosures have been appended herein below in line with Section II of Part II of [Para (B)] of Schedule V of the Companies Act, 2013.

Your directors recommend above resolution to be passed as a Special Resolution towards re-appointment of Dr. Samir Dave as an Executive Director (Whole Time Director) for period of 3 (three) years. Mr. Pradeep Dave, Dr. Samir Dave and Mr. Ashit Dave are deemed to be interested in the above resolution.

### **ITEM NO: 6**

Mr. Ashit Dave (DIN: 00184760), was appointed as an Executive Director (Whole Time Director) of the Company for period of 5 (five) years with effect from April 01, 2011 with monthly remuneration of Rs. 1.25 Lacs (Rupees One Lac Twenty Five Thousand Only). The said tenure of his appointment as an Executive Director (Whole Time Director) of the Company was effective till March 31, 2016.

At 28<sup>th</sup> Annual General Meeting, the members of the Company have accorded their consent for the incremental remuneration structure to Mr. Ashit Dave, of an amount not exceeding Rs. 2.5 Lacs per month for the period starting from April 01, 2015 to March 31, 2016. However, with consent of Mr. Ashit Dave, and based on decision of Nomination and Remuneration committee, Rs. 1.25 Lacs was paid as salary till March 31, 2016, as originally approved by the members of the Company on September 30, 2011. The terms of re-appointment are as per the provisions of the Companies Act, 2013 and proposed remuneration structure of an amount not exceeding Rs. 5 Lacs per month or Rs. 60 Lacs per annum. The Salary payable for FY 2016-17, would be not exceeding Rs.2.5 Lacs per month, which could be further modified / revised upto an amount not exceeding Rs. 5 Lacs per month or Rs. 60 Lacs per annum depending upon the performance appraisal vis-a-vis industry standards and such other parameters as deem appropriate by the Nomination and Remuneration Committee of the Board of Directors.

Mr. Ashit Dave, aged 45, with his experience has made significant contribution to the progress of the Company and proposed resolution for payment of his remuneration is as per Section II of Part II of [Para (B)] of Schedule V of the Companies Act, 2013. This proposal in order to effective, need to be approved as a Special Resolution by the members

The relevant information and disclosures have been appended herein below in line with Section II of Part II of [Para (B)] of Schedule V of the Companies Act, 2013.

Your directors recommend above resolution to be passed as a Special Resolution towards re-appointment of Mr. Ashit Dave as an Executive Director (Whole Time Director) for period of 3 (three) years. Mr. Pradeep Dave, Dr. Samir Dave and Mr. Ashit Dave are deemed to be interested in the above resolution.

### **ITEM NO: 7**

Mrs. Elizabeth Shrivastava (DIN: 00184865), was appointed as the Managing Director of the Company for period of 3 (three) years with effect from August 14, 2013 with monthly remuneration not exceeding Rs. 2.5 Lacs per month. Her tenure as the Managing Director of the Company was effective till August 13, 2016.

The Board of Directors, on recommendation of the Nomination and Remuneration Committee, at their meeting held on May 14, 2016 has, subject to member approval, reappointed Mrs. Elizabeth Shrivastava (DIN: 00184865) as the Managing Director of the Company with effect from August 14, 2016 for period of 3 (three) years i.e. till August 13, 2019 on such terms and conditions including remuneration as set out in the Agreement executed between the Company and Mrs. Elizabeth Shrivastava. At last general meeting of members, the salary structure of Mrs. Elizabeth Shrivastava, was ratified for an amount of Rs. 2.5 Lacs per month for the period covering April 01, 2015 to March 31, 2016. The terms of re-appointment are as per the provisions of the Companies Act, 2013 and proposed remuneration structure for the period effect from August 14, 2016 to August 13, 2019 is for monthly remuneration of an not exceeding Rs. 5 Lacs per month or Rs. 60 Lacs per annum. The proposed remuneration structure is enabling one to facilitate revision of salary, if any, from Rs. 2.5 Lacs per month to Rs 5 Lacs per month or Rs. 60 Lacs per annum, which shall be depending upon the performance appraisal vis-a-vis industry standards and such other parameters as deem appropriate by the Nomination and Remuneration Committee of the Board of Directors.

Mrs. Elizabeth Shrivastava, aged 62, with her experience has made significant contribution to the progress of the Company and accordingly the proposed resolution is as per Section II of Part II of [Para (B)] of Schedule V of the Companies Act, 2013. This proposal in order to effective, need to be approved as a Special Resolution by the members

The relevant information and disclosures have been appended herein below in line with Section II of Part II of [Para (B)] of Schedule V of the Companies Act, 2013

Your directors recommend above resolution to be passed as a Special Resolution towards re-appointment of Mrs. Elizabeth Shrivastava as Managing Director for period of 3 (three) years. Mrs. Elizabeth Shrivastava, shall deemed to be interested in the resolution.

#### ITEM NO: 8

The Board of Directors, at its meeting held on May 14, 2016, based on recommendation of the Audit Committee, approved the appointment of M/s. N. Ritesh & Associates, Cost Accountants having Firm Registration No: R100675, as the Cost Auditor of the Company for the Financial Year 2016-17 at a fees of Rs.60,000/- p.a. (Rupees Sixty Thousand Only) plus out of pocket expenses and service tax as applicable for conducting the audit of the cost accounting records.

Section 148(3) of the Companies Act, 2013 ("the Act") read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, requires the Board to appoint an individual, who is a Cost Accountant in Practice or a firm of Cost Accountants in Practice, as Cost Auditor on the recommendations of the Audit committee, which shall also recommend remuneration for such Cost Auditor and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

The resolution contained in Item no.8 of the accompanying Notice, accordingly, seek members' ratification for fixation of remuneration of Cost Auditor of the Company for the financial year 2016-17.

None of the Directors of the Company is in anyway concerned or interested in the proposed resolution.

#### STATEMENT OF PRESCRIBED INFORMATION REFERRED AT ITEM 4, 5, 6 and 7 OF THE EXPLANATORY STATEMENT.

##### I. GENERAL INFORMATION

###### 1. Nature of industry:

The Company operates in the Agrochemicals segment.

###### 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 is given here under:

(In Lacs)

	2015-16	2014-15	2013-14
Gross Sales	9,529.71	16,445.37	14,022.10
Other Operating Income	114.28	46.23	28.15
Other Income	187.89	2.58	38.33
Total Revenue	9,831.88	16,494.18	14,088.58
Less: Total Expenses	9,381.42	16,118.89	13,837.39
Less: Finance Cost	25.03	30.01	72.28
Profit Before Tax	425.43	345.29	178.91
Less: Tax	37.67	36.42	138.23
Add: Prior period adjustment(Taxation)	0.00	0.00	0.00
Profit After Tax	463.10	308.86	40.68

# AIMCO PESTICIDES LIMITED

## Export performance and Net Foreign Exchange Collaborations:

Export performance of the Company is given here under:

Financial Year	(₹ in Lacs) Total (F O B Value)
2013-14	5,965.08
2014-15	7,687.60
2015-16	6,975.20

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 THE APPOINTEE:

### 1. Mr. Pradeep Dave:

#### (a) Background details:

Mr. Pradeep Dave, who is a qualified B.Sc. (Chemistry) from University of Mumbai, joined the Company on 12/08/1987. He is the Business Executive with more than three decades of experience in the pesticides Industry. He is the Member on the governing body of CHEMTECH. He is the President of the Pesticides Manufacturer and Formulators Association of India (PMFAI). He is on the technical committee and governing body of the Institute of Pesticide Formulation Technology.

#### (b) Recognition or awards:

Mr. Pradeep Dave, during his tenure has carried out activities beneficial to development of agro chemicals industry. His leadership ability paved way for enhancement of exports to eastern and western countries of the world.

#### (c) Job profile and his suitability:

Mr. Pradeep Dave been entrusted with general powers of management of the Company's business subject to the supervision and control of the Board of Directors. Mr. Pradeep Dave along with his technical team has been instrumental in steering the growth in the business of the Company with plans for further growth.

His 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.

#### (d) 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)

The Comparative Remuneration payable to Executive Director (Whole Time Director) / CEO is anywhere between Rs.40 Lacs to Rs.60 Lacs per annum and above as compared in Agro – chemical industry.

#### (e) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Pradeep Dave has pecuniary relationship directly and indirectly, along with Mr. Ashit Dave, Dr. Samir Dave coupled with their shareholding in the Company.

### 2. Dr. Samir Dave:

#### (a) Background details:

Dr. Samir Dave, who has done Ph.D in Organic Chemistry (Dept. of University of Mumbai) from University of Mumbai, joined the Company on 30/05/1995. Dr. Samir Dave possesses wide experience and research in organic synthesis and process development.



**(b) Recognition or awards:**

Dr. Samir Dave, during his tenure has designed multiple products based on his research studies beneficial to development of agro chemicals industry. His knowledge and research orientation paved way for business development.

**(c) Job profile and his suitability:**

Dr. Samir Dave been entrusted with powers to design newer products and business development, who works under the supervision and control of the Board of Directors. Dr. Samir Dave along with his technical team, has been instrumental in steering the growth in the business of the Company with plans for further future growth.

His 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.

**(d) 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)**

The Comparative Remuneration payable to Executive Director (Whole Time Director) / CEO is anywhere between Rs.40 Lacs to Rs.60 Lacs per annum and above as compared in Agro – chemical industry.

**(e) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Dr. Samir Dave has pecuniary relationship directly and indirectly, along with Mr. Ashit Dave, Mr. Pradeep Dave coupled with their shareholding in the Company.

**3. Mr. Ashit Dave:**

**(a) Background details:**

Mr. Ashit Dave, who is a qualified B.Com and had completed MEP program from prestigious IIM- Ahmedabad, joined the Company on 20/08/1996. Mr. Ashit Dave is a Business Executive having managerial aptitude in finance, legal and business acumen of Agrochemicals Industry.

**(b) Recognition or awards:**

Mr. Ashit Dave, during his tenure has undertaken measures to strengthen internal control system in the business. His leadership ability paved way for enhancement of exports to eastern and western countries of the world.

**(c) Job profile and his suitability:**

Mr. Ashit Dave been entrusted with general powers of management subject to the supervision and control of the Board of Directors. Mr. Ashit Dave along with his technical team, has been instrumental in steering the growth in the business of the Company with plans for further future growth.

His 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.

**(d) 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)**

The Comparative Remuneration payable to Executive Director (Whole Time Director) / CEO is anywhere between Rs.40 Lacs to Rs.60 Lacs per annum and above as compared in Agro – chemical industry.

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- (e) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr. Ashit Dave has pecuniary relationship directly and indirectly, along with Dr. Samir Dave, Mr. Pradeep Dave coupled with their shareholding in the Company.

**4. Mrs. Elizabeth Shrivastava.**

- (a) **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. August 14, 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 Agro Chemicals 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.

- (b) **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 foreign countries.

- (c) **Job profile and her 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.

- (d) **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)**

The Comparative Remuneration payable to Executive Director (Whole Time Director) / CEO is anywhere between Rs.50 Lacs to Rs.80 Lacs per annum and above as compared in Agro – chemical industry.

- (e) **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.

**3 Past remuneration:**

Name of Appointee	Designation	Period of Appointment	Remuneration (Per month)
Mr. Pradeep Dave	Executive Director (Whole Time Director)	01/04/2013 to 31/03/2014	Not exceeding Rs.1.25 Lacs
		01/04/2014 to 31/03/2015	Not exceeding Rs.1.25 Lacs
		01/04/2015 to 31/03/2016	Not exceeding Rs.1.25 Lacs
Dr. Samir Dave	Executive Director (Whole Time Director)	01/04/2013 to 31/03/2014	Not exceeding Rs.1.25 Lacs
		01/04/2014 to 31/03/2015	Not exceeding Rs.1.25 Lacs
		01/04/2015 to 31/03/2016	Not exceeding Rs.1.25 Lacs

Name of Appointee	Designation	Period of Appointment	Remuneration (Per month)
Mr. Ashit Dave	Executive Director (Whole Time Director)	01/04/2013 to 31/03/2014	Not exceeding Rs.1.25 Lacs
		01/04/2014 to 31/03/2015	Not exceeding Rs.1.25 Lacs
		01/04/2015 to 31/03/2016	Not exceeding Rs.1.25 Lacs
Mrs. Elizabeth Shrivastava	Managing Director	14/08/2013 to 31/03/2014	Not exceeding Rs.2.5 Lacs
		01/04/2014 to 31/03/2015	Not exceeding Rs.2.5 Lacs
		01/04/2015 to 13/08/2016	Not exceeding Rs.2.5 Lacs

### 3 Remuneration proposed:

Name of Appointee	Designation	Period of Appointment	Proposed Remuneration (Per month)
Mr. Pradeep Dave	Executive Director (Whole Time Director)	01/04/2016 to 31/03/2019	Rs. 2.5 Lacs-5 Lacs
Dr. Samir Dave	Executive Director (Whole Time Director)	01/04/2016 to 31/03/2019	Rs. 2.5 Lacs-5 Lacs
Mr. Ashit Dave	Executive Director (Whole Time Director)	01/04/2016 to 31/03/2019	Rs. 2.5 Lacs-5 Lacs
Mrs. Elizabeth Shrivastava	Managing Director	14/08/2016 to 13/08/2019	Rs. 2.5 Lacs-5 Lacs

### 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 affecting the kharif crops. Although in the later part, the monsoon picked up which turned out to be favorable for the rabi crops.

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 2016-17 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:

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

## AIMCO PESTICIDES LIMITED

- 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;

Name of the Appointee	Term of Appointment	Notice Period
Mr. Pradeep Dave	3 years (w.e.f.01.04.2016 to 31.3.2019)	3 months on either side.
Dr. Samir Dave	3 years (w.e.f.01.04.2016 to 31.3.2019)	3 months on either side.
Mr. Ashit Dave	3 years (w.e.f.01.04.2016 to 31.3.2019)	3 months on either side.
Mrs. Elizabeth Shrivastava	3 years (w.e.f.14.8.2016 to 13.8.2019)	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 all above mentioned Directors are available for inspection at the Registered Office of the Company during office hours, except on Saturdays, Sundays and Holidays.

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

Place: Mumbai  
Date: August 12, 2016

By Order of the Board of Director  
For **AIMCO PESTICIDES LIMITED**

**Rita Ramesh Panchal**  
ACS No. 43463  
Company Secretary

## DIRECTORS' REPORT

To  
The Members,  
AIMCO PESTICIDES LIMITED

The Directors have pleasure in presenting the 29<sup>th</sup> (Twenty-Ninth) Annual Report and the Audited Financial Statement of Aimco Pesticides Limited and its subsidiary for the year ended March 31, 2016

### 1. FINANCIAL SUMMARY OR HIGHLIGHTS/ PERFORMANCE OF THE COMPANY

The financial highlights of the Company are given below:

(Rs. in Lacs)

Particulars	2015-16	2014-15
Total Income	9,831.88	16,494.18
Total Expenditure (excluding Depreciation)	9,354.55	16,087.68
Profit for the year before providing for Depreciation	477.33	406.50
Less: Depreciation	51.90	61.22
Profit before Tax	425.43	345.29
<u>Less: Provision for Taxation</u>		
Current Year	(90.50)	(72.71)
MAT Credit Entitlement	90.32	72.70
Deferred Tax	37.85	(36.42)
Profit After Tax	463.10	308.86

### 2. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR / STATE OF COMPANY'S AFFAIR:

The Company is in the field of Agro chemical manufacturing and is a major player in Insecticides, Fungicides and Herbicides, in India & across the world. Aimco is one of the leaders in Chlorpyrifos, Triclopyr & its formulations. There was no change in nature of business activity.

#### OPERATIONAL REVIEW:

During the year under review, the total income stood at Rs. 9,831.88 Lacs as compared to Rs. 16,494.18 Lacs in immediate past year, registering a decline of 40.39%. The Company was subjected to tax liability of Rs. 90.50 Lacs and profit after tax stood at Rs. 463.10 Lacs against Rs. 308.86 Lacs during last year.

Your company continues with its task to rebuild business with long term goals based on its intrinsic strength, brand, and quality of service, customer relationships and streamlining operations.

### 3. FUTURE OUTLOOK:

Regarding the Company's outlook, it can confidently claim that the Company will upgrade its manufacturing technology and add new molecules to its portfolio to further consolidate its position in the industry in future. Your Company has highly qualified and dedicated team of professionals in various work profile to focus on quality improvement in existing products, marketing the products to prevailing customers and exploring new domestic and overseas customers for the Company. We are pleased to inform that during the Financial Year 2015-16 the Company has achieved turnover of Rs. 964,398,572/- Apart from loyal customer base that the Company is enjoying since last several years now, many more new domestic as well as overseas customers are added to the portfolio of the Company during the year & same is expecting to increase in near future due to Company's commitment of supplying high quality product in a time bound manner.

As reported in last year's Directors' Report, there is no visible progress in matter pending for disposal before BIFR. As functioning of BIFR, is eventually to be taken over by National Company Law Tribunal (NCLT), we are awaiting for suitable orders by concerned authority in respect of relief prayed before BIFR / NCLT by the Company.

### 4. DIVIDEND:

To conserve the available resources for smooth recovery of business operations of the Company, the Board of Directors does not recommend any dividend on equity shares for the financial year 2015-16.

### 5. DIRECTORS & KEY MANAGERIAL PERSONNEL:

In accordance with the requirements of the Companies Act, 2013 and Articles of Association of the Company,

## AIMCO PESTICIDES LIMITED

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Mr. Ashit P. Dave (DIN:00184760), Executive Director [Whole Time Director] of the Company, is due to retire by rotation and being eligible, offered himself, for re-appointment pursuant to provision of Section 152 of the Act. The five year tenure of appointment of Mr. Pradeep Dave, Dr. Samir Dave, and Mr. Ashit Dave as Executive Director(s), is due for re-appointment at the ensuing Annual General Meeting. Further, Mrs. Elizabeth Shrivastava's tenure of three years as a Managing director of the Company is effective till 13<sup>th</sup> August, 2016 and due for renewal at ensuing Annual General Meeting. The relevant resolutions towards their appointment have been proposed in the notice convening 29<sup>th</sup> Annual General Meeting of the Company. Your board recommends, to the members, their re-appointment at the meeting.

The Company has received declarations u/s 149 (7) of the companies Act, 2013 ( the Act), from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed both under the Act read with SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 with Stock Exchange. The Company has also received Disclosure of Interest by Directors as per the provisions of Section 184 of Companies Act, 2013.

The Board of Directors in their Meeting held on August 12, 2016 on recommendation of Nomination and Remuneration Committee, has appointed Ms. Rita Ramesh Panchal (Membership No.A43463) as Whole Time Company Secretary & Compliance Officer of the Company w.e.f. July 27, 2016, in place of Mr. Chetan Prajapati, who has resigned from the said office.

On the basis of policy for performance evaluation, the Board carried out an annual performance evaluation of its own performance, the individual Directors as well as the working of the Committees of the Board. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non- Independent Directors was carried out by Independent Directors. Details of the same are given in the Report on Corporate Governance.

The Company believes that the Board be continuously empowered with the latest knowledge and development in the Company's business and the external forces affecting the industry in which Company operates. The details of process for familiarization to Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link : [www.aimcopesticides.com](http://www.aimcopesticides.com).

Further, brief resume of the directors proposed to be appointed/re-appointed, relevant information, nature of their expertise in specific functional areas, names of the companies in which they hold directorships and the memberships/ chairmanships of Committees of the Board and their shareholding in the Company, as stipulated under Securities Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015, have been furnished separately in the Notice convening the 29<sup>th</sup> Annual General Meeting read with the Annexure thereto forming part of this Report.

Details of the number of meetings of the Board of Directors have been furnished in the Report on Corporate Governance.

### 6. REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed and adopted the policy for selection and appointment of Directors, senior management and their remuneration. The policy lays down criteria for selection of directors and senior management such as expertise, experience and integrity of the directors, independent nature of the directors, personal and professional standing, diversity of the Board, etc. The remuneration policy lays down the entitlements of remuneration to non-executive directors such as sitting fees, commission and other reimbursement. Remuneration to Managing Director and other Executive Directors will be consisting of monthly salary, allowances, perquisites, bonus, commission and other retirement benefits. In respect of senior management, the remuneration will be based on the performance, working of the Company, targets achieved, industry benchmark and current compensation trends in the industry. The details of Nomination and Remuneration Committee meetings are stated in the Corporate Governance Report.

The following policies of the Company are attached here with marked as **Annexure-1**:

- a) Policy for selection of Directors & senior Management and determining Directors independence; and
- b) Remuneration Policy for Directors, Key Managerial Personnel and other employees.

### 7. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There was no material change during the reporting period.

**8. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Company has devised appropriate systems and framework for adequate internal financial controls with reference to financial statements commensurate with the size, scale and complexity of its operations including proper delegation of authority, policies and procedures, effective IT systems aligned to business requirements, risk based internal audit framework, risk management framework and whistle blower mechanism.

The Audit Committee regularly reviews the internal control system to ensure that it remains effective and aligned with the business requirements. In case weaknesses are identified as a result of the reviews, new procedures are put in place to strengthen controls.

The Company has implemented various policies such as code of conduct, whistle-blower policy, Related Party Transaction, Risk Management Policy, Corporate social responsibility policy, etc. and relevant policies have been placed on the website of the Company.

**9. AUDITORS AND AUDIT REPORTS:**

**A) Statutory Auditors:**

M/s CNK & Associates LLP, Chartered Accountants, Mumbai, (ICAI Firm Registration No. 101961W), were appointed as the Statutory Auditors of the Company to hold the office from April 01, 2015 till March 31, 2016. M/s CNK & Associates LLP proposed to be re-appointed as Statutory Auditors of the Company for the financial year 2016-17 and to hold office from the conclusion of this Annual General Meeting (29<sup>th</sup> AGM) of the Company, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imburement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.

As referred hereinbefore, the Board has, after considering the recommendations of its Audit Committee, incorporated a suitable resolution for your consideration towards their appointment and approval in the notice calling ensuing Annual General Meeting of the Company.

The observations of the Auditors and the Management reply for the same areas under:

Sr No	Auditors' Observation	Management Reply
1.	<p>Basis for Qualified Opinion:</p> <p>a) The Company has paid remuneration of Rs. 90,74,825 to its directors in earlier years which is in excess than the amount payable under the Act. The Company's application for approval of the excess sum so paid under section 309 of the Companies Act, 1956 has been rejected by the central Government (see Note 27.5 of the financial statements)</p> <p>b) Remuneration paid to the Managing Director Rs. 25,35,000 in earlier year is subject to approval / clarification by the Central Government (See Note 27.6 of the financial Statements).</p>	<p>The observations, comments made in the Auditors' Report read together with relevant notes thereon are self explanatory.</p> <p>In respect of Statutory Auditors comment on remuneration of Rs. 90,74,825/- paid to its Directors in earlier years and in respect of which, Company has made an application for waiver, which has been rejected with reason of inadequate documents by the Central Government, your board would submit additional documents and urge Central Government, for re-hearing based on submission of additional documents, as sought by it.</p> <p>Further in respect of Rs. 25, 35,000/- remuneration paid to Managing Director in FY 2015-2016, your company have sought for necessary clarifications from Central Government, in respect of its order dated 30<sup>th</sup> September, 2014 and awaiting for such clarification</p>

**B) Internal Auditor:**

The Company has appointed M/s. Abhay Bhagat & Co. Chartered Accountant, Mumbai as an Internal Auditor of the Company, for 3 (three) financial years, starting from FY 2015-16 to 2017-18, to look after all the internal Audit matters and report to Audit Committee and Statutory Auditor on the relevant matters from time to time.

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## C) Cost Auditors:

M/s. N. Ritesh & Associates, Cost Accountants, Mumbai having Firm Registration No: R100675 have been appointed as the Cost Auditors of the Company to carry out Cost Audit of the Company in respect of FY 2015-16. Further, Cost Audit Report for the financial year 2014- 15 has been filed with Ministry of Corporate Affairs on 07/10/2015. The Cost Audit Report in respect of financial year 2015- 16 will be filed with Ministry of Corporate Affairs within prescribed time period.

## D) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. Rahul Padmakar Sahasrabuddhe & Associates, Practicing Company Secretary, to undertake the Secretarial Audit of the Company for the financial year 2015-16 and issue Secretarial Audit Report. Secretarial Audit Report issued by M/s. Rahul Padmakar Sahasrabuddhe & Associates for the financial year 2015-16 in Form MR-3 forms part of this report and marked as **Annexure- 2**

The observations of the Auditors and the Management reply for the same are as under:

Sr No.	Auditors' Observation	Management Reply
1.	<ul style="list-style-type: none"><li>As per SEBI Circular no Cir/ISD/3/2011 dated 17th June, 2011, 100% of promoters and promoter group's shareholding should be dematerialized. However, all of the holdings of the Promoter's and Promoter's group's were NOT held in Dematerialized Form.</li></ul>	<ul style="list-style-type: none"><li>The observations, comments made in the Secretarial Auditor Report read together with relevant notes thereon are self explanatory.</li><li>Your promoters have been advised by the board and they are in process of dematerialization of entire equity share held by them.</li></ul>

## 10. EXTRACT OF THE ANNUAL RETURN:

In accordance with Section 134 (3) (a) of the Companies Act, 2013 read with Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT-9 is annexed to the Directors' Report and marked as **Annexure -3**

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

The information as per Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Account) Rules, 2014 with respect to conservation of energy, technology absorption & foreign exchange earnings and outgo are given in **Annexure- 4** forming part of this report.

## 12. DETAILS OF COMMITTEES OF THE BOARD:

At present, the Board has 3 Committees: the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. The Composition of various committees and compliances, are as per the applicable provisions of the Companies Act, 2013 along with the Rules and Securities Exchange Board of India (Listing obligation & Disclosure Requirements) Regulations, 2015. The brief details of various Committees are provided separately in the Corporate Governance report.

## 13. AUDIT COMMITTEE COMPOSITION:

The Board has an Audit Committee in conformity with the provisions of Section 177 of the Companies Act, 2013 and as per Regulation 18 of Securities Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015 which comprising Three Directors. Mr. Chetan Prajapati, Company Secretary and Compliance officer of the Company, acted as Secretary of the Committee during the financial year 2015-16. The composition of the Audit Committee is as follows:

Name	Designation	Non-Executive/Independent
Mr. Ramgopal Kaja (DIN: 00140047)	Chairman	Non-Executive, Independent
Mr. Dushyant Patel (DIN: 00009714)	Member	Non-Executive, Independent
Mr. Bansilal Bhawsar (DIN: 00107014)	Member	Non-Executive, Independent

All the members of the Audit committee are financially literate and have accounting or related financial management expertise as required under the Companies Act, 2013 and Regulation 18 of Securities Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015.



The scope and terms of reference of the Audit Committee have been amended in accordance with the Act and the Listing Agreement entered into with the Stock Exchanges as per Securities Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015.

During the year under review, the Board of Directors of the Company had accepted all there re- commendations of the Committee.

**14. NOMINATION AND REMUNERATION COMMITTEE:**

The Board has Nomination and Remuneration Committee in conformity with the provisions of Section 178 of the Companies Act, 2013. The composition of the Nomination and Remuneration Committee is as follows:

Name	Designation	Non-Executive/Independent
Mr. Ramgopal Kaja (DIN: 00140047)	Chairman	Non-Executive,Independent
Mr. Dushyant Patel (DIN: 00009714)	Member	Non-Executive,Independent
Mr. BansilalBhawsar (DIN: 00107014)	Member	Non-Executive,Independent

Your Company has devised the Nomination Policy for the appointment of Directors and Key Managerial Personnel (KMP) of the Company who have ability to lead the Company towards achieving sustainable development. The Company has also framed Policy relating to the remuneration of Directors, Key Managerial Personnel and other Employees.

**15. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. The Policy is gender neutral.

No complaints pertaining to sexual harassment were received during the Financial Year 2015-16.

**16. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:**

The Vigil Mechanism of the Company, which incorporates a whistle blower policy in terms of the Regulation 22 of Securities Exchange Board of India (Listing obligations& Disclosure Requirements) Regulations, 2015, is to provide platform to Directors and Employees to report their concerns. Your company has established transparent system to safeguard any person using this mechanism from victimization and in appropriate/ exceptional cases, there is direct access to approach Mr. Ramgopal Kaja (DIN:00140047), Chairperson of the Audit Committee. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Chairman of the Audit Committee. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at the link: [www.aimcopesticides.com](http://www.aimcopesticides.com)

**17. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:**

The Board of Directors met four (4) times during the financial year. The intervening gap between any two meetings was not more than 120 days as prescribed by the Companies Act, 2013. Details of date of Board meetings are provided separately in Corporate Governance report.

**18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

Particulars of loans given and investments made as covered under Section 186 of the Companies Act, 2013, if any are provided in the standalone financial Statement (Refer Note No. 31) forming part of the Annual Report.

**19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The Company, during the year, has entered into transactions, as specified under section 188 (1) of the Companies Act, 2014, with related parties. Accordingly, the disclosure of Related Party Transactions to be provided under section 134 (3) (h) of the Companies Act, 2013, in Form AOC-2 forming part of Board Report as per **Annexure – 5**. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and can be accessed at the Web link: [www.aimcopesticides.com](http://www.aimcopesticides.com)

Your Directors draw your attention to Note No: 28 to the financial statements which set out related party disclosures.

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

# AIMCO PESTICIDES LIMITED

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All Related Party Transactions are approved by the Audit Committee. Prior omnibus approval is obtained from the Audit Committee in respect of the transactions which are repetitive in nature. The transactions entered into pursuant to the omnibus approval so granted are reviewed on a quarterly basis by the audit committee.

## 20. DIRECTORS' RESPONSIBILITY STATEMENT:

As stipulated under section 134 (3) (c) read with Section 134 (5) of the Companies Act, 2013, your Directors here by state and confirm that:

- a) In preparation of the annual accounts for the financial year ended March 31, 2015, the applicable accounting standards had been followed and there are no material departures from the same;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit and loss of the Company for the year ended on that date;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts on a going concern basis;
- e) The Directors have laid down internal financial control to be followed by the Company and that such internal financial controls are adequate and are operating effectively during the financial year ended March 31, 2016; and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively during the financial year ended March 31, 2016.

## 21. MANAGERIAL REMUNERATION:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the **Annexure-6** to this Report.

## 22. CORPORATE GOVERNANCE:

The Company has successfully implemented and complied with all the requirements and disclosures of the Code of Corporate Governance as required under Listing Agreement(as amended) entered into with the Stock Exchanges as per Securities Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015. A report on Corporate Governance as stated above, along with a Certificate from the Statutory Auditors confirming compliance of the conditions of Corporate Governance.

## 23. RISK MANAGEMENT:

The Company's robust Risk Management Framework (RMF) identifies and evaluates all the risks that the organization faces such as strategic, Financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks. The Company recognizes that these risks need to be managed and mitigated to protect its shareholders and other stakeholders, to achieve its business objectives and enable sustainable growth.

The risk frame work is aimed at effectively mitigating the Company's various business and operational risks, through strategic actions. Risk management is integral part of our critical business activities, functions and processes. The risks are reviewed for the change in the nature and extent of the major risks identified since the last assessment. It also provides control measures for risks and future action plans.

The Audit Committee oversees Enterprise Risk Management Frame work to ensure execution of decided strategies with focus on action and monitoring risks arising out of unintended consequences of decisions or actions and related to performance, operations, compliance, incidents, processes, systems and transactions are managed appropriately.

The Company believes that the overall risk exposure of present and future risks remains within risk capacity.

RMF is prepared to ensure robust internal controls and effectively respond to any changes in the business environment so as to achieve high degree of business performance, limit any negative impact on its working and avail of benefits arising out of any business opportunities. Key business risks perceived by the Company and mitigating initiatives are as under:

- i) **Industry Risk:** Agrochemicals industry is prone to risks arising out of indifferent weather conditions such as excess rains, scanty rains, unseasonal rains etc. This can lead to demand fluctuation and industry downturn. To mitigate these risks, the Company has expanded its global reach to almost all countries in the world. With increase in demand for food due to increase in population, use of agrochemicals will keep on rising. The Company has a large portfolio of agrochemicals with diverse applications. The Company has an efficient supply chain so product movement is very swift.

- ii) **Key inputs risk:** Non-availability of key inputs and raw materials can adversely affect the production planning and subsequent sales. To mitigate these risks, the Company has its own manufacturing facilities for some key raw materials. Multiple vendor databases are created to ensure smooth supply of various raw materials. The Company enters into long term contracts with suppliers for some key inputs which ensure timely supply and price stability.

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Regulation 21 of Securities Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015, the company has constituted a business risk management committee. The details of the committee and its terms of reference are set out in the corporate governance report forming part of the Board report.

At present the company has not identified any element of risk which may threaten the existence of the company.

**24. FORMAL ANNUAL EVALUATION MADE BY BOARD OF ITS OWN PERFORMANCE AND OF ITS COMMITTEE AND OF INDIVIDUAL DIRECTORS:**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and as per Regulation 17 of Securities Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well as evaluation of working of committees of Board of Directors.

Executive Directors were evaluated on the basis of targets / criteria given to them by the board from time to time as well as per their terms of appointment. Independent Directors, being evaluated by entire board except of Director being evaluated, on meeting their obligations connected with their independence criteria as well as adherence with the requirements of professional conduct, roles, functions and duties specifically applicable to Independent Directors as contained in Schedule IV to the Companies Act, 2013. Chairman and other Non-Independent Directors were being evaluated by Independent Directors, who also reviewed the performance of secretarial department. Performance evaluation of the Committees and that of its members in effectively discharging their duties, were also being carried out by board.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance valuation of the non-executive directors and executive directors. The said Policy is put upon the website of the Company at the link: [www.aimcopesticides.com](http://www.aimcopesticides.com).

The overall performance of Chairman, Executive Directors and Non-Executive Directors of the Company is satisfactory. The review of performance was based on criteria of performance, knowledge, analysis, quality of decision making etc.

**25. DECLARATION GIVEN BY INDEPENDENT DIRECTORS:**

The Company has received necessary declarations from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under the Section 149 (6) of the Companies Act, 2013 and Securities Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015 entered with the stock exchanges.

**26. INDUSTRIAL RELATIONS:**

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

The Company truly believes that People are their biggest assets. With the rate of growth of the organization, the concentration was on making the Company brand more contemporary, explaining what "Doing things better" means to each of the stakeholders and focusing on the Core Values of the Company.

With a mission to be among the top 5 agro chemical companies in the world, such values that would echo a collective mindset and voice to reach this common ambition are framed. HR processes, like Talent acquisition, Performance Management and Leadership Development are strengthened further keeping the Values in Focus. By providing a stimulating environment to learn and grow, promoting teamwork and collaborative working, focusing on competency development and career growth, and respecting people and showing concern for them.

The Company has an enviable history of talent retention. The attrition rate has been very low and it has been able to manage people aspirations and career growth aligned to the business needs and growth. There has been great success with the Supply chain excellence program and a number of people in the Supply Chain team were rewarded for their contribution in making the program a success.

**27. SUBSIDIARY COMPANIES:**

As on March 31, 2016 your Company has only one Subsidiary Company viz. AIMCO ECOSCIENCE LIMITED. During the year under review your Company did not have any new Subsidiary neither did it have an Associate Company nor did it enter into a Joint Venture with any other Company.

## AIMCO PESTICIDES LIMITED

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures is given as "Annexure-7" [Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement]

Further, the Annual Accounts and related documents of the subsidiary company shall be kept open for inspection at the registered office of the Company. The Company will also make available copy thereof upon specific request by any Member of the Company interested in obtaining the same. Further, pursuant to Accounting Standard AS-21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company in this Annual Report include the financial information of its subsidiary.

### 28. CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings/ behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and there porting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

### 29. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code. The Compliance officer is entrusted with responsibility of overseeing, the compliances prescribed in connection with prevention of Insider Trading.

### 30. DETAILS OF TOP TEN EMPLOYEES IN TERMS OF REMUNERATION:

As per Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company is required to disclose the details of top ten employees in terms of remuneration drawn by them in the Financial Year 2015-16 which are given as under:

Sr. No.	Employee Name	Designation	Remuneration Per Annum	Nature of employment (whether contractual or otherwise)	Qualification and Experience	Date of commencement of employee	Last employment held by employee before joining the company	Percentage of Equity shares held	Age
1	Mrs. Elizabeth Shrivastava	Managing Director	25,35,000	Non Contractual	M.Sc. (Biochemistry) from University of Mumbai	14.08.2013	-	0.26	63 Years
2	Mr. J N Shah	General Manager	22,14,000	Non Contractual	B.Sc.	26.09.1978	-	-	59 Years
3	Mr. Hiren Shah	Purchase Manager	21,27,600	Non Contractual	Diploma in Chemical Engineering	07.10.1996	-	-	38 Years
4	Mr. Pradeep P. Dave	Director	14,40,000	Non Contractual	B. Sc. (Chemistry) from University of Mumbai	12.08.1987	-	8.08	73 Years
5	Mr. Ashit P. Dave	Director	14,40,000	Non Contractual	B.Com, MEP -IIM Ahmedabad	20.08.1996	-	2.80	45 Years
6	Dr. Samir P. Dave	Director	14,40,000	Non Contractual	Ph.D in Organic Chemistry (Dept. of University of Mumbai)	30.05.1995	-	3.39	49 Years

Sr. No.	Employee Name	Designation	Remuneration Per Annum	Nature of employment (whether contractual or otherwise)	Qualification and Experience	Date of commencement of employee	Last employment held by employee before joining the company	Percentage of Equity shares held	Age
7	Ms. Priya Surati	Accounts Manager	11,51,256	Non Contractual	B.Com	27.01.2004	-	-	36 Years
8	Mr.G.S.Chaugule	Quality Controller	9,38,256	Non Contractual	B.Sc	01.01.1997	-	-	45 Years
9	Ms. Sheeba Manoj	Export Assistant	8,81,256	Non Contractual	B.Sc	01.02.2009	-	-	48 Years
10	Mr. Pravin Pawar	Registration Assistant	7,44,420	Non Contractual	B.Sc, PG Diploma in Agriculture Business Management	22.02.2010	-	-	32 Years

### 31. LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to BSE Limited where the Company's Shares are listed.

### 32. OTHER DISCLOSURES / REPORTING:

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

- Details relating to deposits covered under Chapter V of the Act.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- Joint Venture and/or Associate Company.
- Details of payment of remuneration or commission to Managing Director or Joint Managing Director of the Company from any of its subsidiaries, Joint Venture/Associate Company.
- Voting rights which are directly exercised by the employees in respect of shares for the subscription/purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially holds shares as envisaged under section 67(3)(c) of the Companies Act, 2013).
- Any significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

### 33. ACKNOWLEDGEMENTS:

Your Directors express their deep gratitude for the co-operation and support extended to the Company by its Members, customers, suppliers, bankers and various government agencies. Your Directors also place on record the commitment and involvement of the employees at all levels and looks forward to their continued co-operation.

For and on behalf of the Board of  
**Aimco Pesticides Limited**

#### **Elizabeth Shrivastava**

Managing Director  
(DIN: 00184865)  
Address: Akhand Jyoti, 8th Road,  
Santacruz (E), Mumbai 400055.

Date: August 12, 2016  
Place: Mumbai.

#### **Ashit Dave**

Executive Director  
(DIN: 00184760)  
Address: Akhand Jyoti, 8th Road,  
Santacruz (E), Mumbai 400055.

## ANNEXURE 1 TO DIRECTORS' REPORT

### NOMINATION AND REMUNERATION POLICY

*(With effect from 12.02.2015)*

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

#### DEFINITIONS

**“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

**“Key Managerial Personnel”** means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed.

**“Senior Managerial Personnel”** mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

#### OBJECTIVE

The objective of the policy is to ensure that

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

#### ROLE OF THE COMMITTEE

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.

- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

### **APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

### **TERM / TENURE**

- a) **Managing Director/Whole-time Director:** The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) **Independent Director:** An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

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

### **EVALUATION**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

### **REMOVAL**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

### **RETIREMENT**

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

# **AIMCO PESTICIDES LIMITED**

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## **POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL**

### **1) Remuneration to Managing Director / Whole-time Directors:**

- The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

### **2) Remuneration to Non- Executive / Independent Directors:**

- The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

### **3) Remuneration to Key Managerial Personnel and Senior Management:**

- The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

## **IMPLEMENTATION**

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.



## **ANNEXURE 2 TO DIRECTORS' REPORT**

SECRETARIAL AUDIT REPORT

**FORM NO. MR-3**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

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

To,

The Members,

### **AIMCO PESTICIDES LIMITED**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Aimco Pesticides Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016; complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 1956 and The Companies Act, 2013 (the Act) as applicable, and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue Capital and Disclosure Requirements) Regulations, 2009; (Not Applicable for the financial year ended March 31, 2016)
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable for the financial year ended March 31, 2016)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable for the financial year ended March 31, 2016)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies and dealing with Client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009; (Not Applicable for the financial year ended March 31, 2016)
  - (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1989; (Not Applicable for the financial year ended March 31, 2016)
- (vi) And other applicable laws like;
  - (a) The Insecticides Act, 1968 and Rules 1971
  - (b) Fertilizer Control (Order)
  - (c) Factories Act, 1948 read with The Maharashtra Factories (Control of Industrial Major Accidents Hazards) Rules, 2003.
  - (d) The Environment (Protection) Act, 1986 read with the Manufacture, Storage and Imports of Hazardous Chemicals Rules, 1989.

## AIMCO PESTICIDES LIMITED

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(vii) I have relied on the representations made by the Company and its Officers for systems and mechanisms formed by the Company for compliances under other generally applicable Acts, Laws and Regulations to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Obligations and Disclosure Requirements entered into by the Company with BSE Limited.

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

### **I report that;**

The composition of Board of Directors of the Company is Listing Obligations and Disclosure Requirements in accordance with the provisions of Section 152 of the Companies Act, 2013 and listing agreement.

Adequate notices were given to all Directors to schedule the Board Meetings, the agenda for the meetings along with agenda notes were generally circulated to Directors seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and are captured and recorded as part of the minutes. There were no dissenting views by any member of the Board of Directors during the period under review.

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

I further report that during the audit period the Company has no specific events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc, referred to above made.

### **I further report that**

*As per SEBI Circular no Cir/ISD/ 3/2011 dated 17th June, 2011, 100% of promoters and promoter group's shareholding should be dematerialized. However, all of the holdings of the Promoter's and Promoter's group's were NOT held in Dematerialized Form.*

*The Company has paid remuneration of Rs.90, 74, 825/- to its Directors in earlier years which is in excess than the amount payable under the section 197 of the Companies Act 2013 [u/s 309 of Companies Act, 1956]. The Company's application for approval of the excess sum so paid has been rejected by the Central Government.*

*The Company has paid remuneration to the Managing Director of Rs. 25, 35,000/- in earlier year is subject to approval/ clarification by the Central Government.*

For Rahul Padmakar Sahasrabuddhe & Associates  
Company Secretaries

Rahul Sahasrabuddhe  
Proprietor  
Membership No: 13578  
CP No: 6254

Date: August 12, 2016  
Place: Mumbai

**ANNEXURE 3 TO DIRECTORS' REPORT**

**FORM NO. MGT 9**

**EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2016

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

**I REGISTRATION & OTHER DETAILS:**

<b>i</b>	<b>CIN</b>	L24210MH1987PLC044362
<b>ii</b>	<b>Registration Date</b>	08-12-87
<b>iii</b>	<b>Name of the Company</b>	AIMCO PESTICIDES LIMITED
<b>iv</b>	<b>Category/Sub-category of the Company</b>	Company Limited by shares / Indian Non-Government Company
<b>v</b>	<b>Address of the Registered office &amp; contact details</b>	B- 1/1, MIDC Industrial Area Lote Parshuram, Village: Awashi, Taluka: Khed, District: Ratnagiri, Maharashtra 415 707 Tel. No. 91-22-67604000 Fax: 91 - 22 67604060/4070 Email Id: aimco@aimcopesticides.com investors@aimcopesticides.com
<b>vi</b>	<b>Whether listed company</b>	Yes
<b>vii</b>	<b>Name , Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	<b>Link Intime India Private Limited</b> C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup West. Mumbai 400 078 Tel: 022-2596383 Fax: 022-25946969 Email id: rnt.helpdesk@linkintime.co.in

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

<b>SL No</b>	<b>Name &amp; Description of main products/ services</b>	<b>NIC Code of the Product /service</b>	<b>% to total turnover of the company</b>
1	Manufacturing and export of Pesticides	2021	100%

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

<b>SI No</b>	<b>Name &amp; Address of the Company</b>	<b>CIN</b>	<b>HOLDING/ SUBSIDIARY/ ASSOCIATE</b>	<b>% OF SHARES HELD</b>	<b>APPLICA- BLE SECTION</b>
1	AIMCO ECOSCIENCE LIMITED <b>Address:</b> Akhand Jyoti, 8th Road, Santacruz East, Mumbai 400 055	U24110MH- 2011PLC218589	Subsidiary Company	100%	2 (87) (ii)

# AIMCO PESTICIDES LIMITED

## IV SHAREHOLDING PATTERN (Equity Share capital Breakup as % of Total Equity)

### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	326,132.00	1,130,063	1,456,195	15.77	332,132	1,125,263	1,457,395	15.78	0.01
b) Central Govt.or State Govt.	-	-	-	-					-
c) Bodies Corporates	2,691,928.00	726,117.00	3,418,045.00	37.01	3,401,846	16,199	3,418,045	37.01	-
d) Bank/Fl	-	-	-	-					-
e) Any other	-	-	-	-					-
<b>SUB TOTAL:(A) (1)</b>	<b>3,018,060.00</b>	<b>1,856,180</b>	<b>4,874,240</b>	<b>52.78</b>	<b>3,733,978</b>	<b>1,141,462</b>	<b>4,875,440</b>	<b>52.78</b>	
<b>(2) Foreign</b>									
a) NRI- Individuals	-	-	-	-					-
b) Other Individuals	-	-	-	-					-
c) Bodies Corp.	-	-	-	-					-
d) Banks/Fl	-	-	-	-					-
e) Any other	-	-	-	-					-
<b>SUB TOTAL (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>					<b>-</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>3,018,060.00</b>	<b>1,856,180.00</b>	<b>4,874,240.00</b>	<b>52.78</b>	<b>3,733,978</b>	<b>1,141,462</b>	<b>4,875,440</b>	<b>52.78</b>	
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	-	3,000.00	3,000.00	0.03		3000	3000	0.03	-
b) Banks/Fl	-	100.00	100.00	-		100	100	0	-
c) Cenntral govt	-	-	-	-					-
d) State Govt.	-	-	-	-					-
e) Venture Capital Fund	-	-	-	-					-
f) Insurance Companies	-	-	-	-					-
g) FIIS	-	3,600.00	3,600.00	0.04		3,600	3,600	0.04	-
h) Foreign Venture Capital Funds	-	-	-	-					-
i) Others (specify)	-	-	-	-					-
<b>SUB TOTAL (B)(1):</b>	<b>-</b>	<b>6,700.00</b>	<b>6,700.00</b>	<b>0.07</b>		<b>6,700</b>	<b>6,700</b>	<b>0.07</b>	<b>-</b>
<b>(2) Non Institutions</b>									
a) Bodies corporates	-	-	-	-					-
i) Indian	231,209.00	46,586	277,795.00	3.01	138,836	46,586	185,422	2.01	1
ii) Overseas	-	-	-	-					
b) Individuals	-	-	-	-					
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	1,914,764.00	1,101,416.00	3,016,180.00	32.65	2,141,995	1,111,786	3,253,781	35.23	0.42
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	875,256.00	43,487.00	918,743.00	9.95	625,754		625,754	6.77	3.18

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)	-	-	-	-	-	-	-	-	-
d) Clearing Member	24,859.00	-	24,859.00	0.27	17,911	-	17,911	0.19	0.08
e) NON RESIDENT INDIANS (REPAT)	44,119.00	52,500.00	96,619.00	1.05	35,438	52,500	87,938	0.95	0.10
f) NON RESIDENT INDIANS (NON REPAT)	17,142.00	-	17,142.00	0.19	24,857	-	24,857	0.27	0.08
g) Directors/ Relatives	3,235.00	-	3,235.00	0.04	3,235	-	3,235	0.04	-
h) Trusts	1,000.00	-	1,000.00	0.01	-	-	-	-	0.01
j) Hindu Undivided Family	-	-	-	-	155,475	-	155,475	1.68	0.01
<b>SUB TOTAL (B)(2):</b>	<b>3,111,584.00</b>	<b>1,243,989.00</b>	<b>4,355,573.00</b>	<b>47.16</b>	<b>3,143,501</b>	<b>-</b>	<b>4,354,373</b>	<b>47.14</b>	<b>0.02</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>3,111,584.00</b>	<b>1,250,689.00</b>	<b>4,362,273.00</b>	<b>47.23</b>	<b>3,143,501</b>	<b>1,217,572</b>	<b>4,361,073</b>	<b>47.21</b>	<b>0.02</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>6,129,644.00</b>	<b>3,106,869.00</b>	<b>9,236,513.00</b>	<b>100.00</b>	<b>6,877,479</b>	<b>2,359,034</b>	<b>9,236,513</b>	<b>100</b>	<b>-</b>

## (ii) SHARE HOLDING OF PROMOTERS

Sr No.	Shareholders Name	Shareholding at the beginning of the year			Sr No.	Shareholders Name	Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares			No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	EXCEL CROP CARE LIMITED	2330120	25.23		1	EXCEL CROP CARE LIMITED	2330120	25.23		0
2	AIMCO INVESTMETNS PRIVATE LIMITED	361808	3.92		2	AIMCO INVESTMETNS PRIVATE LIMITED	546345	5.91		1.99
3	AURANGABAD OIL EXTRACTION CO.PVT.LTD.	217395	2.35		3		0	0		-2.35
4	AIMCO INVESTMENTS PRIVATE LIMITED	184537	2.00		4		0	0		-2.00
5	SAMIR PRADEEPBHAI DAVE	158700	1.72		5	SAMIR PRADEEPBHAI DAVE	158700	1.72		0
6	PRADEEP P DAVE HUF	135000	1.46		6	PRADEEP P DAVE HUF	135000	1.46		0
7	AMISCO AGROCHEM PRIVATE LIMITED	112500	1.22		7		0	0		-1.22
8	PRADEEP P DAVE	112500	1.22		8	PRADEEP P DAVE	112500	1.22		0
9	PRADEEP P DAVE	112500	1.22		9	PRADEEP P DAVE	112500	1.22		0
10	PRADEEP P DAVE	84240	0.91		10	PRADEEP P DAVE	84240	0.91		0
11	ASHIT PRADEEP DAVE	81191	0.88		11	ASHIT PRADEEP DAVE	81191	0.88		0
12	ASHIT P DAVE	74908	0.81		12	ASHIT P DAVE	74908	0.81		0

# AIMCO PESTICIDES LIMITED

Sr No.	Shareholders Name	Shareholding at the beginning of the year			Sr. No.	Shareholders Name	Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares			No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
13	PRADEEP PUSHKARRAI DAVE	70955	0.77		13	PRADEEP PUSHKARRAI DAVE	70955	0.77		0
14	AMISCO AGROCHEM PRIVATE LIMITED	70000	0.76		14		0	0		-0.76
15	AMISCO AGROCHEM LIMITED	54199	0.59		15		0	0		-0.59
16	PRADEEP P DAVE	40000	0.43		16	PRADEEP P DAVE	40000	0.43		0
17	AMISCO AGROCHEM PRIVATE LIMITED	34400	0.37		17		0	0		-0.37
18	SAMIR P DAVE	32740	0.35		18	SAMIR P DAVE	32740	0.35		0
19	SAMIR P DAVE	27500	0.30		19	SAMIR P DAVE	27500	0.30		0
20	AMISCO AGRO-CHEM PVT.LTD	24000	0.26		20		0	0		-0.26
21	PRADEEP P DAVE	23700	0.26		21	PRADEEP P DAVE	23700	0.26		0
22	PRADEEP P DAVE	22500	0.24		22	PRADEEP P DAVE	22500	0.24		0
23	ASHIT PRADIP DAVE	22000	0.24		23	ASHIT PRADIP DAVE	22000	0.24		0
24	PRADEEP P DAVE	20000	0.22		24	PRADEEP P DAVE	20000	0.22		0
25	TARLIKA P DAVE	19400	0.21		25	TARLIKA P DAVE	19400	0.21		0
26	SAMIR P DAVE	19200	0.21		26	SAMIR P DAVE	19200	0.21		0
27	PRADIP PUSHKARRAI DAVE	18700	0.20		27	PRADEEP P DAVE	24100	0.26		0
28	ASHIT PRADIPBHAI DAVE	16500	0.18		28	ASHIT P DAVE	47000	0.50		0
29	ASHIT P DAVE	16100	0.17		29	ASHIT P DAVE	16100	0.17		0
30	TARLIKA PRADIP DAVE	15500	0.17		30	TARLIKA PRADIP DAVE	15500	0.17		0
31	ELIZABETH P. SHRIVASTAVA	15286	0.17		31	ELIZABETH P. SHRIVASTAVA	15286	0.17		0
32	TARLIKA PRADIP DAVE	15000	0.16		32	TARLIKA PRADIP DAVE	15000	0.16		0
33	ASHIT P DAVE	13000	0.14		33	ASHIT P DAVE	13000	0.14		0
34	TARLIKA P DAVE	12900	0.14		34	TARLIKA P DAVE	12900	0.14		0
35	PRADEEP P DAVE	12500	0.14		35	PRADEEP P DAVE	12500	0.14		0
36	SAMIR P DAVE	12500	0.14		36	SAMIR P DAVE	12500	0.14		0
37	SAMIR PRADIP DAVE	12500	0.14		37	SAMIR PRADIP DAVE	14375	0.15		0
38	AMISCO AGRO CHEM PVT.LTD.	11812	0.13		38		0	0		0
39	SAMIR PRADIP DAVE	11000	0.12		39		0	0		0
40	PRADIP PUSHKARRAI DAVE	10500	0.11		40	PRADEEP P DAVE	19875	0.22		0.1

Sr No.	Shareholders Name	Shareholding at the beginning of the year			Sr. No.	Shareholders Name	Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares			No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
41	AMISCO AGROCHEM PRIVATE LIMITED	10000	0.11		41		0	0		-0.11
42	ASHIT PRADIP DAVE	10000	0.11		42		0	0		-0.11
43	PRADIP P DAVE	10000	0.11		43		0	0		-0.11
44	PRADIP PUSHKARRAI DAVE	10000	0.11		44	PRADEEP P DAVE	39400	0.42		0.32
45	PRADIP PUSHKARRAI DAVE	10000	0.11		45		0	0		-0.11
46	TARLIKA PRADIP DAVE	10000	0.11		46	TARLIKA PRADIP DAVE	10000	0.11		0
47	PRADEEP P DAVE (H.U.F)	8775	0.10		47	PRADEEP P DAVE (H.U.F)	8775	0.10		0
48	ASHIT PRADIP DAVE	7500	0.08		48		0	0		-0.08
49	TARLIKA PRADIP DAVE	7500	0.08		49	TARLIKA PRADIP DAVE	7500	0.08		0
50	PRADEEP P DAVE	7000	0.08		50	PRADEEP P DAVE	7000	0.08		0
51	PRADIP PUSHKARRAI DAVE	6875	0.07		51		0	0		-0.07
52	SAMIR PRADIP DAVE	6125	0.07		52		0	0		-0.07
53	PRADEEP PUSHKARRAI DAVE	5400	0.06		53		0	0		-0.06
54	TARLIKA P DAVE	5200	0.06		54	TARLIKA P DAVE	5200	0.06		0
55	ASHIT PRADIP DAVE	5000	0.05		55		0	0		-0.05
56	ASHIT PRADIP DAVE	5000	0.05		56		0	0		-0.05
57	ELIZABETH SHRIVASTAVA	5000	0.05		57	ELIZABETH SHRIVASTAVA	5000	0.05		0
58	PRADIP PUSHKARRAI DAVE	5000	0.05		58		0	0		-0.05
59	SAMIR PRADEEP DAVE	5000	0.05		59	SAMIR P DAVE	5899	0.64		0
60	SAMIR PRADIP DAVE	5000	0.05		60	SAMIR P DAVE	25425	0.27		0.22
61	TARLIKA PRADIP DAVE	5000	0.05		61	TARLIKA PRADIP DAVE	5000	0.05		0
62	TARLIKA PRADIP DAVE	5000	0.05		62	TARLIKA PRADIP DAVE	5000	0.05		0
63	PRADEEP P DAVE	4687	0.05		63	PRADEEP P DAVE	4687	0.05		0
64	ELIZABETH SHRIVASTAVA	4000	0.04		64	ELIZABETH SHRIVASTAVA	4000	0.04		0
65	SAMIR PRADIP DAVE	4000	0.04		65	SAMIR PRADIP DAVE	4000	0.04		0
66	SAMIR PRADIP DAVE	4000	0.04		66	SAMIR PRADIP DAVE	4000	0.04		0

## AIMCO PESTICIDES LIMITED

Sr No.	Shareholders Name	Shareholding at the beginning of the year			Sr. No.	Shareholders Name	Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares			No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
67	TARLIKA P DAVE	3300	0.04		67	TARLIKA P DAVE	3300	0.04		0
68	MEGHNA S DAVE	3000	0.03		68	MEGHNA S DAVE	3000	0.03		0
69	NANDINI A DAVE	3000	0.03		69	NANDINI A DAVE	3000	0.03		0
70	PRADIP P DAVE	3000	0.03		70	PRADIP P DAVE	3000	0.03		0
71	PRADIP PUSHKARRAI DAVE	3000	0.03		71		0	0		-0.03
72	SAMIR PRADIP DAVE	3000	0.03		72		0	0		-0.03
73	SAMIR PRADIP DAVE	3000	0.03		73	SAMIR P DAVE	3000	0.03		0
74	RAMGOPAL KAJA	3235	0.03		74		0	0		-0.03
75	AURANGABAD OIL EXTRACTION CO.PVT.LTD.	2887	0.03		75		0	0		-0.03
76	AMISCO AGRO-CHEM PVT.LTD.	2812	0.03		76		0	0		-0.03
77	SAMIR P DAVE	2737	0.03		77	SAMIR P DAVE	2737	0.03		0
78	ASHIT PRADIP DAVE	2500	0.03		78	PRADIP PUSHKARRAI DAVE	2500	0.03		0
79	PRADIP PUSHKARRAI DAVE	2500	0.03		79		0	0		-0.03
80	PRADEEP P DAVE HUF	2000	0.02		80	PRADEEP P DAVE HUF	2000	0.02		0
81	PRADIP P DAVE	2000	0.02		81	PRADIP P DAVE	2000	0.02		0
82	TARLIKA PRADIP DAVE	1900	0.02		82	TARLIKA PRADIP DAVE	1900	0.02		0
83	AMISCO AGRO-CHEM PVT.LTD.	1500	0.02		83		0	0		-0.02
84	ASHIT PRADIP DAVE	1500	0.02		84		0	0		-0.02
85	ASHIT PRADIP DAVE	1500	0.02		85		0	0		-0.02
86	PRIYAL S DAVE (MINOR)	1500	0.02		86	PRIYAL S DAVE (MINOR)	1500	0.02		0
87	SAMIR PRADIP DAVE	1500	0.02		87		0	0.00		-0.02
88	PRADIP PUSHKARRAI DAVE	1400	0.02		88		0	0		-0.02
89	PRADEEP P DAVE	1000	0.01		89	PRADEEP P DAVE	1000	0.01		0
90	SAMIR P DAVE	1000	0.01		90	SAMIR P DAVE	1000	0.01		0
91	SAMIR P DAVE	1000	0.01		91	SAMIR P DAVE	1000	0.01		0
92	ASHIT P DAVE	960	0.01		92	ASHIT P DAVE	960	0.01		0
93	SAMIR P DAVE	937	0.01		93	SAMIR P DAVE	937	0.01		0
94	ASHIT PRADIP DAVE	862	0.01		94	ASHIT PRADIP DAVE	899	0.97		0.0004
95	SAMIR PRADIP DAVE	862	0.01		95		0	0.00		-0.01
96	PRADIP PUSHKARRAI DAVE	500	0.01		96	PRADIP PUSHKARRAI DAVE	500	0.01		0



Sr No.	Shareholders Name	Shareholding at the beginning of the year			Sr. No.	Shareholders Name	Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares			No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
97	ASHIT PRADIP DAVE	387	0.00		97	ASHIT PRADIP DAVE	387	0.00		0
98	PRADEEP P DAVE	375	0.00		98	PRADEEP P DAVE	375	0.00		0
99	SAMIR PRADIP DAVE	375	0.00		99		0	0		0
100	SAMIR PRADIP DAVE	300	0.00		100		0	0		0
101	SAMIR P DAVE	100	0.00		101	SAMIR P DAVE	100	0.00		0
102	SAMIR PRADIP DAVE	100	0.00		102	SAMIR PRADIP DAVE	100	0.00		0
103	AMISCO AGROCHEM LIMITED	75	0.00		103		0	0		0
104	ASHIT PRADEEP DAVE	37	0.00		104		0	0		0
105	PRADEEP PUSHKARRAI DAVE	37	0.00		105	PRADIP PUSHKARRAI DAVE	37	0.00		0
106	SAMIR PRADEEP DAVE	37	0.00		106		0	0		0
107	TARLIKA PRADEEP DAVE	37	0.00		107	TARLIKA PRADEEP DAVE	37	0.00		0
108	PRADIP PUSHKARRAI DAVE	30	0.00		108	PRADIP PUSHKARRAI DAVE	30	0.00		0
109	ELIZABETH SHRIVASTAVA	10	0.00		109	ELIZABETH SHRIVASTAVA	10	0.00		0
110	JAYENDRA P DAVE	10	0.00		110	JAYENDRA P DAVE	10	0.00		0
111	PRADIP P DAVE	10	0.00		111	PRADIP P DAVE	10	0.00		0
112	TARLIKA PRADIP DAVE	10	0.00		112	TARLIKA PRADIP DAVE	10	0.00		0
					113	AMISCO AGRO-CHEM LIMITED	321298	3.4786		3.4786
					114	AURANGABAD OIL EXTRACTION CO.PVT.LTD.	220282	2.3849		2.3849
					115	MEGHNA SAMIR DAVE	3000	0.0325		0.0325
					116	TARLIKA DAVE	3000	0.0325		0.0325
	<b>Total</b>	<b>4,872,675</b>	<b>52.75</b>		<b>Total</b>	<b>4,875,440</b>	<b>52.78</b>			<b>0.0299</b>

(iii) CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)

	Share holding at the beginning of the Year		Cumulative Share holding during the year	
	No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
At the beginning of the year	48,74,240	52.77		
Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	4,435	0.05		
At the end of the year			48,78,675	52.82

# AIMCO PESTICIDES LIMITED

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

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	LINCOLN P COELHO				
	At the beginning of the year	240000	2.5984		
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0		
	At the end of the year (or on the date of separation, if separated during the year)			240000	2.5984
2	A C AGARWAL SHARE BROKERS PRIVATE LIMITED				
	At the beginning of the year	35283	0.382		
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	13145	0.1423		
	At the end of the year (or on the date of separation, if separated during the year)			48428	0.5243
3	HIREN BABULAL SHAH				
	At the beginning of the year	47960	0.5192		
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	40	0.0005		
	At the end of the year (or on the date of separation, if separated during the year)			48000	0.5197
4	DEVIKA ANAND				
	At the beginning of the year	0	0		
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	39826	0.4312		
	At the end of the year (or on the date of separation, if separated during the year)			39826	0.4312
5	RAMESH KUMAR SOMANI				
	At the beginning of the year	20000	0.2165		
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	19026	0.206		
	At the end of the year (or on the date of separation, if separated during the year)			39026	0.4225
6	PRAVIN KUMAR				
	At the beginning of the year	29000	0.314		
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	9500	0.1028		
	At the end of the year (or on the date of separation, if separated during the year)			38500	0.4168
7	PRAKASH BEEDIES LIMITED				
	At the beginning of the year	37500	0.406		
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0		
	At the end of the year (or on the date of separation, if separated during the year)			37500	0.406

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	NIRAJ KUMAR DHANDHANIA				
	At the beginning of the year	0	0		
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	35000	0.3789		
	At the end of the year (or on the date of separation, if separated during the year)			35000	0.3789
9	JAGAT HARISH SHAH				
	At the beginning of the year	32632	0.3533		
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	232	0.0025		
	At the end of the year (or on the date of separation, if separated during the year)			32864	0.3558
10	M SHIKAR .				
	At the beginning of the year	30168	0.3266		
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	1136	0.0123		
	At the end of the year (or on the date of separation, if separated during the year)			31304	0.3389

**(v) Shareholding of Directors and Key Managerial Personnel**

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	1197363	12.96		
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0		
At the end of the year (or on the date of separation, if separated during the year)			1197363	12.96

**V INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	200914	0	1543398	1744312
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	200914	0	1543398	1744312
<b>Change in Indebtedness during the financial year</b>				
Additions	0	0	0	0
Reduction	200914	0	290500	491414
<b>Net Change</b>	-200914	0	-290500	-491414

## AIMCO PESTICIDES LIMITED

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	0	1252898	1252898
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	0	1252898	1252898

### VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No	Particulars of Remuneration	Name of the MD/WTD/Manager				Total Amount
		Mr. Pradeep P. Dave	Dr. Samir P. Dave	Mr. Ashit P. Dave	Mrs. Elizabeth Shrivastava	
1	<b>Gross salary</b>					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	12,81,854	12,78,218	12,78,218	15,21,000	53,59,290
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	1,58,146	1,61,782	1,61,782	10,14,000	14,95,710
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-
2	Stock option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	<b>Total (A)</b>	14,40,000	14,40,000	14,40,000	25,35,000	68,55,000

#### B. Remuneration to other directors:

1	Independent Directors	Kaja Ramgopal	Dushyant Dahyabhai Patel	Bansilal Bhagchand Bhawsar	
	(a) Fee for attending board committee meetings	72,000	66,000	66,000	
	(b) Commission	-	-		
	(c) Others, please specify	-	-		
	<b>Total (1)</b>	72,000	66,000	66,000	
2	Other Non Executive Directors	-	-		
	(a) Fee for attending board committee meetings	-	-		
	(b) Commission	-	-		
	(c) Others, please specify.	-	-		
	<b>Total (2)</b>	-	-		
	<b>Total (B)=(1+2)</b>	72,000	66,000	66,000	2,04,000
	<b>Total Managerial Remuneration (A +B)</b>				70,59,000

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	<b>Gross Salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	300,000	-	300,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	-	300,000	-	300,000

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

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

# AIMCO PESTICIDES LIMITED

## ANNEXURE 4 TO DIRECTORS' REPORT

### 1. CONSERVATION OF ENERGY

- **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. Augmentation of the cooling towers and utility pumps were carried out. Also thorough insulation of all the steam pipes and Reactor jackets were completed this year. These changes have resulted in savings in fuel and electricity costs. For the next year, replacement of all the mercury vapour lamps with LED lamps is planned. This will result in huge power saving.

- **Total energy Consumption  
Power & Fuel Consumption**

	2015-2016	2014-2015
<b>1. Electricity</b>		
<b>a) Purchase</b>		
Units	Rs. 8.34 Lacs	8.04 Lacs
Total Amount	Rs. 65.15 Lacs	Rs. 54.11 Lacs
Rate/ Unit	Rs.7.81	Rs. 6.73
<b>b) own generation</b>		
Diesel	11.46 KL	7.11 KL
Total Amount	Rs. 6.23 Lacs	Rs.4.42 Lacs
Cost/Unit	Rs.17.62	Rs.19.75
<b>2. Solid Fuel</b>		
Quantity	2753.54 MT	2405.79 MT
Total Amount	Rs. 90.79 Lacs	Rs.71.55 Lacs
Average Rate	Rs. 3.30	Rs. 2.97

### 2. TECHNOLOGY ABSORPTION

- **Research & Development:**

Working closely with customers in the marketplace, Aimco Pesticides Limited recognizes the requirement for the highest level of support in product research, development and registration. The Company's R&D strategy is to continue to invest in innovative formulations which are essential to the growth of agro chemical companies.

**I. 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.

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

New processes to manufacture Herbicide and Insecticide were commercialized. Production Efficiency are improved substantially

**III. Future Plan of Action:**

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

**IV. Expenditure on R&D:**

a. Capital	Rs. 16.85 Lacs
b. Recurring	Rs. 76.67 Lacs
c. Total	Rs. 93.52 Lacs
d. Total R&D expenditure as a percentage of total turnover	0.96%

### 3. FOREIGN EXCHANGE EARNING & OUTGO

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

- Total Foreign Exchange used & earned

During the year foreign exchange outgo was Rs. 4730.05 Lacs

The foreign exchange earned on export was Rs.6975.20 Lacs

## ANNEXURE 5 TO DIRECTORS' REPORT

### FORM NO. AOC -2

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

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

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

Name of the Related Party & nature of relationship	Nature of Contract / arrangement / transaction	Duration of the contracts or arrangements or transactions	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of Approval by the Board, if any.	Amount paid as advances, if any
NOT APPLICABLE					

2. Details of contracts or arrangements or transactions at Arm's length basis.

Name of the Related Party & nature of relationship	Nature of Contract / arrangement / transaction	Duration of the contracts or arrangements or transactions	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of Approval by the Board, if any.	Amount paid as advances, if any
All India Medical Association	Rent paid	1 Year	Amount paid to All India Medical Association towards office purpose amounting to Rs. 32,748/-	29 <sup>th</sup> May, 2015	N.A.
Mr. Ashit P. Dave (HUF)	Rent Paid	1 Year	Amount paid towards usage of property owned Mr. Ashit P. Dave (HUF), towards office purpose amounting to Rs. 3,96,000	29 <sup>th</sup> May, 2015	N.A.
Dr. Samir P. Dave (HUF)	Rent Paid	1 Year	Amount paid towards usage of property owned Dr. Samir P. Dave (HUF) towards office purpose amounting to Rs. 3,96,000	29 <sup>th</sup> May, 2015	N.A.
Mr. Pradeep P. Dave (HUF)	Rent Paid	1 Year	Amount paid towards usage of property owned Mr. Pradeep P. Dave (HUF) towards office purpose amounting to Rs. 3,96,000	29 <sup>th</sup> May, 2015	N.A.
Aimco International FZE	Sales	One time arrangement	Transfer/ Sale of raw material amounting to Rs. 41,92,528 to Aimco International FZE	12 <sup>th</sup> February, 2016	NA
NRD & Co.	Rent Received	1 Year	Receipt of rental income NRD & Co. Rs. 60,000/- a firm owned by a director	29 <sup>th</sup> May, 2015	NA
Amisco Agrochem Ltd.	Vehicle Purchased	One time arrangement	Rs. 29,18,166	12 <sup>th</sup> February, 2016	
Amisco Agrochem Ltd.	Advance Paid	One time arrangement	Rs. 18,305	12 <sup>th</sup> February, 2016	Amount paid as advance.
Amisco Agrochem Ltd.	Advance Received	One time arrangement	Rs. 29,36,471	12 <sup>th</sup> February, 2016	Amount received advance.

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## ANNEXURE 6 TO DIRECTORS' REPORT

Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the FY 2015-16 as well as the percentage increase in remuneration of each Director, Chief Financial officer, Company Secretary is as under:

Sr. No.	Name of Director /KMP	Designation	Ratio of remuneration of each Director to median remuneration of employees (2015-16)	Percentage increase in remuneration in the Financial Year 2015-16
1	Mr. Dushyant D. Patel	Chairman & Independent Director	3.21	N.A.*
2	Mr. Bansilal B. Bhawsar	Independent Director	2.95	N.A.*
3	Mr. Kaja Ramgopal	Independent Director	2.95	N.A.*
4	Mr. Ashit P. Dave	Executive Director (Whole Time Director)	5.35	NIL
5	Dr. Samir P. Dave	Executive Director (Whole Time Director)	5.35	NIL
6	Mr. Pradeep P. Dave	Executive Director (Whole Time Director)	5.35	NIL
7	Mrs. Elizabeth Shrivastava	Managing Director	9.43	NIL
8	Mr. Chetan Prajapati	Company Secretary and Compliance Officer	N.A.#	N.A.#

# No comparative figures available of FY 2014-15.

\*No sitting fees has been paid to Non Executive Directors for attending meetings for the FY 2014-15

The percentage increase in the median remuneration of employees in the financial year 2015-16	24.29%
Number of permanent employees on the rolls of the company as on 31-03- 2016	78
Average percentile increase in salaries of Employees other than managerial Personnel	19.13
Percentile increase in the managerial remuneration Comparison of above	NIL It is noted that salary of employees has been increased by 19.13% from last year's salary , but at the same time no increments in the salary of Key Managerial Personnel has been noted for the year under review.
The key parameters for any variable component of remuneration availed by the Managing Director is approved by the Shareholders. Independent Directors are paid sitting fees as determined by the Board of Directors and as per the Nomination Remuneration and Compensation Committee Policy/Charter.	Remuneration paid to Directors includes only Salary as fixed Component and no Other variable Component.
Affirmation that the remuneration is as per remuneration policy of the company.	It is hereby affirmed that the remuneration is paid as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees.



## ANNEXURE 7 TO DIRECTORS' REPORT

### STATEMENT PURSUANT TO SECTION 129 OF THE COMPANIES ACT, 2013 RELATING TO SUBSIDIARY COMPANY

In accordance with the General Circular No: 2/2011 dated 8 February, 2011, issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, the Statement of Profit and Loss and other documents of the subsidiary are not being attached with the Annual Accounts of the Company. This Annual Report contains Consolidated Financial Statement of the Company and its subsidiary in accordance with the relevant Accounting Standards and the same has been duly audited by Statutory Auditors. The annual Accounts of the subsidiary company and related information will be made available to the shareholders of the Company and its subsidiary company on request and will also be kept open for inspection by the shareholders at the Registered Office of the Company and the subsidiary.

<b>Name of Subsidiary Company</b>	AIMCO ECOSCIENCE LIMITED
<b>Issued &amp; Subscribed Capital</b>	5,00,000/-
<b>Reserves</b>	(8,61,258.87)
<b>Total Assets</b>	38,592.13
<b>Total Liabilities</b>	38,592.13
<b>Investments</b>	NIL
<b>Turnover</b>	NIL
<b>Profit/(Loss) before Tax</b>	(3,613)
<b>Provision for Tax</b>	-
<b>Profit/(Loss) After Tax</b>	(3,613)

## CORPORATE GOVERNANCE REPORT

(As required under Schedule V of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

### 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 Executive and Non-Executive Directors with one Woman Director, which is in conformity with Regulations 17 of the SEBI (Listing Obligations and Disclosures requirements) Regulations, 2015. The Board comprises of seven (7) Directors as on March 31, 2016. Out of these three (3) Directors are Non-Executive-Independent and four (4) are Executive Directors. The Chairman of the Board is an Independent and Non-Executive Director.

Name of the Director	Designation
Mr. Dushyant Patel	Independent Non Executive Director & Chairman
Mr. Pradeep Dave	Executive Director
Mr. Ashit Dave	Executive Director
Dr. Samir Dave	Executive Director
Mrs. Elizabeth Shrivastava	Managing Director
Mr. Ramgopal Kaja	Independent Non Executive Director
Mr. Bansilal B. Bhawsar	Independent Non Executive Director#

# The Board of Directors, by passing a resolution by circulation, effective, 11<sup>th</sup> April, 2015 have appointed Mr. Bansilal B. Bhawsar (DIN: 00107014), as an Additional Director (Independent Director) of the Company and whose appointment was subsequently ratified by members at 28<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2015 as an Independent Director, not liable to retire by rotation and shall hold office up to 5 (five) consecutive years.

The particulars of Directors, their category, relationship inter-se, number of shares held, attendance and other directorship, membership/chairmanship of the Board of Directors / Committees as on March 31, 2016 are furnished below:

Name of the Director	Designation	Independent / Non Independent	Relationship Inter-se	Shareholding as on 31/03/2016
Mr. Dushyant Patel	Independent Non Executive Director	Independent	None	-
Mr. Pradeep Dave	Executive Director	Non Independent	Father of Mr. Ashit Dave and Dr. Samir Dave	6,00,909
Mr. Ashit Dave	Executive Director	Non Independent	Son of Mr. Pradeep Dave and Brother of Dr. Samir Dave	2,58,945
Dr. Samir Dave	Executive Director	Non Independent	Son of Mr. Pradeep Dave and Brother of Mr. Ashit Dave	3,13,213

Name of the Director	Designation	Independent / Non Independent	Relationship Inter-se	Shareholding as on 31/03/2016
Mrs. Elizabeth Shrivastava	Managing Director	Non Independent	None	24,296
Mr. Ramgopal Kaja	Independent Non Executive Director	Independent	None	3,235
Mr. Bansilal B. Bhawsar	Independent Non Executive Director	Independent	None	-

**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 120 days which is in conformity with Regulations 17(2) of the SEBI (Listing Obligations and Disclosures requirements) Regulations, 2015. Apart from the four scheduled board meetings, additional board meetings are also convened to address the specific matters, if any. 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 Directors 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.

During the year under review, four(4) Board Meetings were held respectively on 29<sup>th</sup> May, 2015, 14<sup>th</sup> August, 2015, 10<sup>th</sup> November, 2015 and 12<sup>th</sup> February, 2016.

The attendance of the Directors at the Board Meetings and the Annual General Meeting held during the year 2015-2016 was as follows:

Directors	Category	Board Meetings attended during the year	Whether attended last AGM	Other Directorships/ Committee Membership or Chairmanship	
				Directorship of other Indian Public Companies	Committee Membership/ (Chairmanship)
Mr. Dushyant Patel (DIN: 00009714)	Non-Executive /Independent Director	4	Yes	-	-
Mr. Pradeep P. Dave (DIN: 00184598)	Promoter/ Whole Time Director	4	No	2	-
Dr. Samir P. Dave (DIN: 00184680)	Promoter/ Whole Time Director	4	Yes	2	-
Mr. Ashit P. Dave (DIN: 00184760)	Promoter/ Whole Time Director	4	Yes	2	-
Mrs.Elizabeth Shrivastava (DIN:00184865)	Managing Director	4	Yes	1	-
Mr. Ramgopal Kaja (DIN: 00140047)	Non-Executive /Independent Director	4	Yes	-	-
Mr.Bansilal B. Bhawsar (DIN: 00107014)	Non-Executive /Independent Director	4	Yes	1	-

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## Notes:

1. None of the Directors of the Company holds membership of more than ten Committees nor is a Chairperson of more than five Committees across all Companies of which he/she is a director. Necessary disclosure regarding Committee positions in other Indian public companies as at March 31, 2016 have been made by the Directors.
2. The Committees considered for the above purpose include and are those as specified in Listing Obligations & Disclosure Requirements Regulations 2015 i.e. Audit Committee (Regulations 18) and Stakeholders Relationship Committee (formerly known as Shareholders and Investors Grievance Committee) (Regulation 20).

### c) The details of Directorship of the Company's Directors in other Indian Public Companies are given below

Mr. Dushyant Patel	NIL
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
Mrs. Elizabeth Shrivastava	Aimco Ecoscience Limited
Mr. Ramgopal Kaja	NIL
Mr. Bansilal B. Bhawsar	Royal Logistics (Ship) Limited

### 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 Regulations 29 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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) Familiarization Programme for Independent Directors

Whenever any person joins the Board of the Company as an Independent Director, an induction programme is arranged. The Company conducts programmes / presentations periodically to familiarise the Independent Directors with the nature of industry, Business model, strategy, operations and functions of the Company and role, right & responsibilities of Independent Directors through its Executive Directors or Senior Management Personnel. The details of such familiarization programmes have been disclosed on the Company's website at ([www.aimcopesticides.com](http://www.aimcopesticides.com)).

## 3. Audit Committee

### a) Terms of Reference

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 Regulations 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

### b) Composition, Name of Members and Chairman:

The Audit Committee of the Company comprised of the three members as on March 31, 2016 viz., Mr. Ramgopal Kaja (Chairman), Mr. Dushyant Patel (Member) and Mr. Bansilal B. Bhawsar (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 year under review, the Audit Committee met four (04) times on 29<sup>th</sup> May, 2015, 14<sup>th</sup> August, 2015, 10<sup>th</sup> November, 2015 and 12<sup>th</sup> February, 2016. The attendance of the members at the Meetings held during the year was as follows:

Name of the Member	Category	No. of meetings held during the year	
		Held	Attended
Mr. Ramgopal Kaja	Independent	4	4
Mr. Dushyant Patel	Independent	4	4
Mr. Bansilal B. Bhawsar	Independent	4	4

Pursuant to the provisions of Section 177 of the Companies Act, 2013 read with Regulations 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with effect from 29<sup>th</sup> May, 2015 the Board of Directors had reconstituted the Audit Committee.

#### 4. Nomination and Remuneration Committee (Formerly known as Remuneration and Compensation Committee):

##### a) Brief description of terms of reference:

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

##### b) Composition, name of members and chairperson

The Nomination and Remuneration Committee of the Company comprised of the following members as on March 31, 2016. The scope of this committee is to determine the compensation of Executive directors and senior management personnel and other matters as prescribed as per Regulations 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Name of the member	Category
Mr. Ramgopal Kaja	Independent- Chairperson
Mr. Dushyant Patel	Independent
Mr. Bansilal B. Bhawsar	Independent

##### c) Meetings and Attendance during the year 2015-2016:

During the year the Nomination and Remuneration Committee met thrice on 29<sup>th</sup> May, 2015, 14<sup>th</sup> August, 2015 and on 12<sup>th</sup> February, 2016.

The attendance record is as per the table given below:

Name of the Member	Category	No. of meetings held during the year	
		Held	Attended
Mr. Ramgopal Kaja	Independent	3	3
Mr. Dushyant Patel	Independent	3	3
Mr. Bansilal B. Bhawsar	Independent	3	3

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with effect from 29<sup>th</sup> May, 2015 the Board of Directors has reconstituted the Nomination and Remuneration Committee.

##### d) Remuneration Policy

In determining the remuneration of the Directors, Key Managerial Personnel (KMP) and other employees of the Company, a Remuneration Policy has been framed by the Nomination & Remuneration Committee and recommended to the Board. The said policy was approved by the Board and full text of Nomination and Remuneration Policy is given as Annexure – 1 of the Director's Report attached to the Annual Report.

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### e) Details of Remuneration paid or payable to Directors during the year 2015-2016:

(Amount in Rs.)

Name of the Director	Mr. Pradeep P. Dave	Dr. Samir P. Dave	Mr. Ashit P. Dave	Mrs. Elizabeth Shrivastava
Salary and Allowances	14,40,000	14,40,000	14,40,000	25,35,000
Commission	Nil	Nil	Nil	Nil
Perquisite	Nil	Nil	Nil	Nil
Stock Options	Nil	Nil	Nil	Nil
<b>Total</b>	<b>14,40,000</b>	<b>14,40,000</b>	<b>14,40,000</b>	<b>25,35,000</b>

The Company had paid sitting fees to its non-executive director, for attending meetings held during the year 2015- 2016, fixed at Rs. 6,000/- per meeting as under :

Name of the Member	Sitting Fees Paid
Mr. Ramgopal Kaja	72,000
Mr. Dushyant Patel	66,000
Mr. Bansilal B. Bhawsar	66,000

1. The Company does not have policy of paying commission on profits to any of the Directors of the Company.
2. No performance linked incentive is given to the Directors of the Company.
3. The Company does not have a scheme for grant of stock options either to the whole-time Directors or Employees of the Company.
4. There is no separate provision for payment of severance fees and Notice period for revoking the agreement is three months prior to resignation.

### f) Performance Evaluation Criteria for Independent Directors:

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Non-Executive Directors. The parameters of performance evaluation of the Non-Executive Directors, captures the following points:

- Attendance at meetings of the Board and Committee thereof,
- Participation in Board meetings or Committee thereof,
- Contribution to strategic decision making,
- Review of risk assessment and risk mitigation,
- Review of financial statements, business performance, and
- Contribution to the enhancement of brand image of the Company.

The Board of Directors (excluding the Director being evaluated) had, in their Meeting held on 12<sup>th</sup> February, 2016 evaluated the performance of all the Directors on the Board.

## 5. Stakeholders Relationship Committee (Formerly Known as Shareholders/ Investors Grievance Committee)

### a) Terms of reference

The terms of reference of the Committee include redressing Shareholders/ Investors complaints like transfer and transmission of shares, issue of duplicate share certificate, non-receipt of balance sheet, non-receipt of dividend etc. and to ensure expeditious share transfer process.

### b) Scope of Stakeholders Relationship Committee

The scope of the Stakeholders Relationship 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.

**c) Composition, Meetings and Attendance of Committee:**

The composition of the Committee as on March 31, 2016 and the attendance record of the members of the Committee are given below. During the year the Shareholders Grievances Committee met once on 12.02.2016.

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

**d) Details of shareholders complaints received, cleared and pending, during the year:**

During the period under review three complaints were received and the same was attended to the satisfaction of the shareholder.

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	3	3	0

**6. Separate meetings of the Independent Directors**

As required under Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, a Meeting of the Independent Directors was held on 12<sup>th</sup> February, 2016, without the attendance of Executive Directors and members of Management. At the Meeting, they:

- (i) Reviewed the performance of non-independent directors and the Board as a whole;
- (ii) Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- (iii) Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**7. Compliance Officer as on March 31, 2016**

Name of the Compliance Officer	Mr. Chetan Prajapati
Designation	Company Secretary & Compliance Officer
Address	Akhand Jyoti, 8 <sup>th</sup> Road, Santacruz (East), Mumbai - 400055
Contact	+91-22-676040000
E-Mail	aimco@aimcopesticides.com
Fax	+91-22-67604060/4070

**8. 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.

**9. 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 Managing Director 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.

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## 10. Details of Annual General Meetings

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

Year	General Meeting	Location	Date	Time	Special Resolutions passed
2015	Annual General Meeting	B - 1/1, MIDC Industrial Area Lote Parshuram, Village: Awashi, Taluka: Khed, District: Ratnagiri, Maharashtra 415 707	29 <sup>th</sup> September, 2015	12.00 Noon	1. Special Resolution for re-appointment of Executive Director who has attained 70 years of age pursuant to provisions of Sections 152 of the Companies Act, 2013 2. Special Resolution for ratification of excess remuneration paid to Mrs. Elizabeth Shrivastava (DIN: 00184865), Managing Director
2014	Annual General Meeting	B- 1/1, MIDC Industrial Area Lote Parshuram, Village: Awashi, Taluka: Khed, District: Ratnagiri, Maharashtra 415 707	30 <sup>th</sup> September, 2014	12.00 Noon	1. Borrowing powers of the Board 2. Creation of Charge on the Assets of the Company
2013	Annual General Meeting	B- 1/1, MIDC Industrial Area Lote Parshuram, Village: Awashi, Taluka: Khed, District: Ratnagiri, Maharashtra 415 707	30 <sup>th</sup> September, 2013	12.00 Noon	Appointment of Mrs. Elizabeth Shrivastava as Managing Director and payment of Remuneration.

### Postal Ballot:

During the FY 2015-16, no postal resolution(ballot) was passed. However, had passed one ordinary resolution by postal ballot, towards de-classification of promoters, results of which were declared on 10<sup>th</sup> June, 2016.

Further, as on date, no resolution is proposed to be passed at the ensuing Annual General Meeting.

### Extra Ordinary General Meeting:

No Extra Ordinary General Meeting of the Shareholders was held during the financial year ended 31<sup>st</sup> March, 2016.

### b) Disclosures:

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.

The Company has formulated a policy on Related Party Transactions and also on dealing with Related Parties which is disclosed on the website of the Company and the web link - [www.aimcopesticides.com](http://www.aimcopesticides.com).

All Related Party Transactions have been approved by the Audit Committee. The Company has taken omnibus approval of Audit Committee for a period of one year. The Audit Committee has reviewed on quarterly basis the details of Related Party Transactions entered into by the Company pursuant to such omnibus approval.

The promoters' shares were not fully dematerialized till 31<sup>st</sup> March, 2016. The promoters are in process of dematerializing their shares and necessary steps have been taken by them. Except this, there was no non-compliance by the Company.



In terms of Regulations 22, of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Company has established vigil mechanism for directors, employees and others stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethical policy.

The Whistle Blower Policy is placed on the website of the Company- [www.aimcopesticides.com](http://www.aimcopesticides.com).

The Company has provided opportunities to encourage employees to become whistle blowers. It has also ensured a mechanism within the same framework to protect them from any kind of harm. It is hereby affirmed that no personnel has been denied access to the Audit Committee.

**c) Other Disclosures:**

- a) The Company has prepared the financial statements in compliance with the Accounting Standards applicable to the Company. There is no material departure from the accounting treatment prescribed under the Accounting Standards.
- b) The Company had complied with the requirement of the Stock Exchange, SEBI and other statutory authorities on all matters relating to capital market during the last three years. No pecuniary strictures have been imposed on the Company by any of the above mentioned authorities.
- c) The Company has complied with all the mandatory requirements and has also disclosed information relating to non-mandatory requirements.
- d) Management Discussion and Analysis Report forms part of the Annual Report.

**11. NON-MANDATORY REQUIREMENTS:**

(1) Shareholder Rights

The Quarterly, Half yearly and Annual Financial Results of the Company are published in the Newspapers, besides notifying to the Stock Exchanges where the Company's shares are listed. The Quarterly, Half yearly and Annual Financial Results are also available on Company's website. The Audited annual report is also sent to every shareholders of the Company.

(2) Audit qualifications

There are qualifications in the Auditors' Report to the Members on the Financial Accounts for the year ended 31.03.2016.

(3) Reporting of Internal Auditor

The Internal Auditor directly reports to the Audit Committee.

(4) Other Non-Mandatory Requirements

The other Non-mandatory requirements will be implemented in due course as and when required and/or deemed necessary by the Board.

**12. Means of Communication**

- (a) The quarterly and half yearly / others communications were published in Free Press Journal in English and Navshakti in Marathi

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).

**13. GENERAL SHAREHOLDER INFORMATION**

**a) Details of AGM FOR FY 2015-2016**

1. Date, time and the venue of 29<sup>th</sup> AGM (FY 2015-2016) 29<sup>th</sup> September, 2016 at 12.00 Noon  
B-1/1, MIDC Industrial Area, Lote Parshuram,  
Village Awashi, Taluka Khed, District Ratnagiri,  
Maharashtra 415707.
2. Date of Book Closure 23<sup>th</sup> day of September, 2016 to  
29<sup>th</sup> day of September, 2016 (both days inclusive)

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3. Dividend payment date N. A
4. Listing on Stock Exchanges The Bombay Stock Exchange Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 023
5. Listing Fees Listing Fees of BSE has been paid.
6. ISIN No. INE008B01013
8. BSE stock code 524288
9. Stock market price data for the last financial year ended March 31, 2016 on The Stock Exchange, Mumbai is as under:

Date	RATES (Rs.)		BSE Sensex	(Rs.)
	High	Low	High	Low
Apr-15	61.25	50.40	29094.61	26897.54
May-15	55.50	47.05	28071.16	26423.99
Jun-15	48.55	37.50	27968.75	26307.07
Jul-15	52.85	39.75	28578.33	27416.39
Aug-15	50.10	36.15	28417.59	25298.42
Sep-15	40.95	35.25	26471.82	24833.54
Oct-15	39.75	34.45	27618.14	26168.71
Nov-15	44.55	30.90	26824.3	25451.42
Dec-15	47.90	35.10	26256.42	24867.73
Jan-16	48.70	37.35	26197.27	23839.76
Feb-16	39.50	28.55	25002.32	22494.61
Mar-16	40.40	31.05	25479.62	23133.18

10. Registrar & Share Transfer Agent  
**Link Intime India Private Limited**  
Address: 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 Id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
11. 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.
12. Compliance Officer Mr. Chetan Prajapati  
Akhand Jyoti, 8th Road,  
Santacruz (East),  
Mumbai-400 055  
Tel. No. 67604000  
Fax nos.67604060/4070  
E-mail- [investors@aimcopesticides.com](mailto:investors@aimcopesticides.com)
13. Dematerialization of Shares and liquidity as on 31-03-2016, 74.46% of the company's shares representing 68,77,479 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.
14. 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.

15. Shareholding Pattern as on March 31, 2016

Category	No. of shares held	% of voting strength
Corporate Bodies (Promoter Co)	3418045	37.0058
Clearing Member	17911	0.1939
Other Bodies Corporate	185422	2.0075
Directors	3235	0.0350
Foreign Financial Institutions	3600	0.0390
Hindu Undivided Family	155475	1.6833
Mutual Fund	3000	0.0325
Nationalized Banks	100	0.0011
Non Resident Indians	87938	0.9521
Non Resident (Non Re-patriable)	24857	0.2691
Public	3879535	42.0022
Promoters	1457395	15.7786
<b>Total</b>	<b>9236513</b>	<b>100.0000</b>

16. Distribution of Shareholding as on March 31, 2016

No. of Shares	No. of Shareholders	% of Shareholders	Total No. of Shares held	% of total shares
1 to 5000	9793	88.9626	13791230	14.9312
5001 to 10000	598	5.4324	4865040	5.2672
10001 to 20000	291	2.6435	4422080	4.7876
20001 to 30000	98	0.8903	2545190	2.7556
30001 to 40000	62	0.5632	2266090	2.4534
40001 to 50000	29	0.2634	1367020	1.4800
50001 to 100000	53	0.4815	3616700	3.9157
100001 to above	84	0.7631	59491780	64.4094
Total	11008	100.0000	92365130	100.0000

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

18. Plant Location

Lote Parshuram, Ratnagiri, Maharashtra.

19. Registered Office

B-1/1, MIDC Industrial Area, LoteParshuram,  
Village Awashi, TalukaKhed,  
District Ratnagiri, Maharashtra 415 707

20. Correspondence Address:

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

21. Compliance with Code of Conduct

As per Regulation 34(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, all the Board Members and Senior Management personnel have affirmed their compliance with the Company's code of conduct for the year ended 31st March, 2016.

Place: Mumbai  
Date: 12/08/2016

Elizabeth Shrivastava  
Managing Director

Ashit Dave  
Chief Financial Officer

# AIMCO PESTICIDES LIMITED

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## INDEPENDENT AUDITORS' CERTIFICATE 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** ('the Company'), for the year ended on 31st March 2016, as stipulated in Clause 49 of the Listing Agreement ('the Listing Agreement') of the Company with the stock exchange for the period 1st April 2015 to 30th November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') as referred to in Regulation 15 (2) of the Listing Regulation for the period 1st December 2015 to 31st March 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the generally accepted auditing standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.
4. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreements and the relevant provisions of the SEBI Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.
5. We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of  
CNK & Associates LLP  
Chartered Accountants  
(Firm Registration No.: 101961W)

H. V. Kishnadwala  
Partner  
(Membership No.: 037391)

Place: Mumbai  
Date: 12<sup>th</sup> August, 2016

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## CEO / CFO CERTIFICATE [Regulation 17(8) (SCHEDULE II - PART B)]

To,  
The Board of Directors  
Aimco Pesticides Limited

1. We, Elizabeth Shrivastava, Managing Director and Ashit Dave, Executive Director (Whole Time Director) of the Company have reviewed financial statements and the cash flow statement of Aimco Pesticides Limited for the year ended 31st March, 2016 and to the best of our knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
  - (i) That there are no significant changes in internal control over financial reporting during the year;
  - (ii) That there are no significant changes in accounting policies during the year; and
  - (iii) That there are no instances of significant fraud of which we have become aware.

For and on behalf of the Board of  
Aimco Pesticides Limited

**Elizabeth Shrivastava**  
(DIN: 00184865)  
Managing Director

Date: August 12, 2016  
Place: Mumbai.

**Ashit Dave**  
(DIN: 00184760)  
Chief Financial Officer

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### DECLARATION

As provided under Regulation 26(3) of SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015, all Board members and Senior Management Personnel have affirmed with Code of Conduct for the year ended March 31, 2016

For **Aimco Pesticides Limited**

**Elizabeth Shrivastava**  
(DIN 00184865)  
Managing Director

Place: Mumbai  
Date: 12th August, 2016

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis provides an overview of the financial, operational and strategic progress made by your Company in the financial year 2015-16. The discussion shared below to be read together with the Directors' Report and the audited financial statements, which forms part of the Annual Report.

### INDIAN ECONOMY, INDUSTRY STRUCTURE & INDUSTRY STRUCTURE AND DEVELOPMENT

#### INDIAN ECONOMY:

The Indian economy estimated to report a growth of 7.6% in FY15- 16, which was higher than the previous year's 7.2%. The Indian GDP grew at 7.5% in 2015-16 and is poised to grow by 7.8% in 2016-17 according to forecasts by World Bank. With labour costs spiking in China, India is now expected to emerge as the fastest-growing major economy in 2016-17.

Per capita income at current prices was Rs 93,231 in FY 15-16, up 7.3% from Rs 86,879 in the year before. Nominal GDP growth has been an average 11.7% in the past four years, so with a 1.2% population growth, we can expect per capita incomes to exceed Rs 1 lakh in FY17, as stated by chief economist, Axis Bank. India's per capita net national income during 2015-16 is estimated at Rs. 86,879 /- , a rise of 8.07% compared with Rs. 80,388 during 2014- 15.

#### INDIA'S AGRICULTURE STRUCTURE:

Agriculture plays a vital role in India's economy. Over 58 per cent of the rural households depend on agriculture as their principal means of livelihood. Agriculture, along with fisheries and forestry, is one of the largest contributors to the Gross Domestic Product (GDP). The agriculture sector contributed just 17.01% of India's GDP (Gross Domestic Product), but over 58% of the population was still dependent on it. India emerged as a significant agricultural exporter in commodities like cotton, rice, meat, oil meals, pepper and sugar. According to Economic Survey 2014-15, the share of agriculture & allied Sectors in total GCF (Gross Capital Formation) 7.9%. With additional initiatives from the Central Government to promote the development of a common national market for agricultural commodities through e-platforms, the department approved Rs. 200 crore for promoting the National Agricultural Market, through the ATIF (Agri-tech Infrastructure Fund) (ATIF), which will be implemented during 2014-17.

#### BUDGET 2016-17:

The Union Budget for 2016-17 recognised the need for increasing agricultural productivity and bettering farmer lives. Three important budgetary provisions are expected to positively impact agriculture:

1. Providing financial support to improve irrigation facilities and fertility for enhancing agricultural productivity
2. Raising agricultural credit limits
3. Creating a unified national agricultural market to fetch a fair price for farm produce

The Budget exhibited a keen intent to support organic farming, micro-irrigation and watershed management.

The Indian agrochemicals market is supported by strong drivers. The low consumption of crop protection products in India at 0.6 kilograms per hectare compared to the global average of 3 kilograms per hectare offers potential. The availability of cheap labour and low processing costs offers opportunities to MNCs to commission manufacturing hubs in India. The sector is also driven by a growing opportunity for contract manufacturing and research among Indian players due to a large availability of technically skilled labour.

#### THREATS, RISKS AND CONCERNS

Despite robust growth drivers, the Indian agrochemicals industry faces challenges in terms of low farmer awareness (only 25-30% are aware of agrochemical products and usage).With a large number of end users spread across the vast Indian landmass, managing inventory and distribution costs remains challenging for industry players. The rising sale of spurious pesticides and spiked bio-pesticides pose a threat to the industry's growth.

The effectiveness of supply chain management practices is another area of industry concern. Companies face challenges due to the seasonal nature of demand, unpredictability of pest attacks and high monsoon dependence. Month-end skews and high inventory across the channel remain perennial industry problems.

#### BUSINESS DRIVERS:

- A large population, dependence on agriculture and strong export demand
- The emergence of Asia as a global manufacturing hub
- Per capita consumption of chemicals in India being lower than Western countries, a trend that appears to be correcting
- Rise in GDP and purchasing power generates growing domestic potential
- A focus on new segments like specialty and knowledge chemicals

- Low-cost manufacturing capability
- Skilled science professionals
- World-class engineering and R&D capabilities
- India exporting about 50% of its production; exports likely to remain a key revenue component

#### **OUTLOOK:**

Under current agricultural policies in India, consumption growth between 2009 and 2050 is likely to be strongest for fruit (246%), vegetables (183%) and dairy products (137%), which together account for 77% of the total projected rise in food consumption by 2050.

While the demand for food has largely been met by domestic products, food imports have also risen.

#### **SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE (INDIAN AGROCHEMICAL INDUSTRY):**

Indian Economy has undergone a tremendous change over the past three decades. From being primarily agrarian it has continuously progressed towards secondary and tertiary sectors. Still agriculture continues to contribute extensively to the Indian GDP due to its significant implications on food security, employment and poverty. The growth of agrochemical industry is directly proportional to the growth of the agriculture sector. Any improved situation like increased purchasing power with the farmers to buy more of agro-chemicals is a further to the industry. The scope of the agro-chemical industry in India is quite wide given the fact that there is still a considerable part of the country not touched by the modern technology and irrigation facilities. The use of high-yielding variety seeds also has not been able to offset the decline in usage of irrigation and fertilizers. There is an urgent requirement of educating the farmers to understand the need of proper irrigation and use of agro-chemicals to enhance productivity. Since, the cultivable land cannot be further increased due to an aggressive industrial and residential demand due to urbanization, the only viable solution to bridge the demand-supply gap is through reduced crop losses through judicious and adequate use of agro-chemicals. Agrochemicals are manufactured as technical grades and converted into formulations for agricultural use. Technical grade Manufacturers, formulators producing the end products, distributors and end use customers constitute the Indian Agrochemical market. Technical grade manufacturers sell high purity chemicals in bulk to formulators. Formulators prepare the formulations by adding inert carriers, solvents, surface active agents etc. These formulations are then packed for retail sale, supplied to the distributors and finally sold to the end use customers (farmers). India due to its inherent strength of low-cost manufacturing and qualified low-cost manpower is a net exporter of pesticides to countries such as USA & some European & African countries.

#### **MARKETING REVIEW:**

Market scenario- 2015-16

The area under cultivation of soybean declined marginally while the area under cotton, rice and wheat remained at erstwhile levels. A delayed and sub-par monsoon led to several districts being affected by drought. The rabi crops were damaged because of untimely heavy rains in Northern, Central and Western India. Commodity prices of key crops like cotton, paddy, soybean and corn declined significantly. Pest threats veered between low to medium for important crops.

Company's Performance in 2015-16

Performed reasonably well despite adverse market conditions, by coming up with new and crop-focused products.

Challenges and mitigation

Lower pest threats, unresponsive monsoons and unfavourable commodity prices moderated crop protection investments. Company countered this reality by identifying growth markets, redeploying resources to enhance awareness.

Strengths

An ability to react proactively to changing market dynamics and emerge with pertinent products. A willingness to expand manufacturing capabilities to meet increasing demands, especially in emerging markets like Brazil and India, among others. A large distribution network to ensure that products are able to reach the deepest consumption Pockets.

#### **SAFETY HEALTH AND ENVIRONMENT:**

Environment management

Company undertakes constant efforts to lift up environmental performance and is putting its best efforts to enhance the treatment and disposal of effluents satisfying the relevant norms of the pollution control authorities.

Your Company is the member of the Lote Common Effluent Treatment Plant & our effluent discharge is always confirming to the CETP norms.

# AIMCO PESTICIDES LIMITED

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## Safety

Employee safety is of paramount importance at Company. Any activity that appears unsafe to any one can be immediately stopped. The Company displayed safety visual display boards across the plants along with the temperature points in each working unit.

## Health

Company took adequate measures to ensure better employee health. The employees underwent health checkups each year. The Company commissioned health centers in units, which are managed by doctors and nurses. All employees were provided precautionary first-aid training.

## **INTERNAL CONTROL SYSTEM:**

The Company has proper and adequate system of internal controls which ensure that all the assets are adequately safeguarded. Accordingly, 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 statues 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.

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

Company has undertaken various measures to boost the efficiency and effectiveness of its manpower and other measure to improve sourcing of talent, improving employee's satisfaction, skill development and retention of talent. 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:**

Our Business has delivered profitable growth, despite the challenges in the Business environment. The financial performance of the company has been steadily improving throughout the year. There has been a decrease in sales to Rs. 964,398,572 in FY 2015-16 from Rs. 1,649,159,849 in FY 2014-15. The Company has recorded a profit of Rs. 46,309,707.

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

- To arrange 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.



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## INDEPENDENT AUDITORS' REPORT

To  
**The Members of Aimco Pesticides Limited**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Aimco Pesticides Limited** ('the Company'), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

### **Auditor's Responsibility**

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

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

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

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

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

### **Basis for Qualified Opinion**

- a) The Company has paid remuneration of Rs. 90,74,825 to its directors in earlier years which is in excess than the amount payable under the Act. The Company's application for approval of the excess sum so paid under section 309 of the Companies Act, 1956 has been rejected by the Central Government (See Note 27.5 of the financial statements);
- b) Remuneration paid to the Managing Director Rs. 25,35,000 in earlier year is subject to approval / clarification by the Central Government (See Note 27.6 of the financial statements).

The above matter had also caused us to qualify our audit opinion on the financial statements for the year ended 31st March, 2015.

# AIMCO PESTICIDES LIMITED

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## Qualified 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 aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its profit and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B;
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 27.2 to the financial statements;
    - ii) The Company did not have any long term contracts, including derivative contracts for which there were any material foreseeable losses;
    - iii) No amount is required to be transferred to the Investor Education and Protection Fund by the Company.

**For CNK & Associates LLP**  
**Chartered Accountants**  
(Firm Registration No. 101961W)

**H. V. Kishnadwala**  
Partner  
Membership No. 037391

Place: Mumbai  
Date: 14<sup>th</sup> May, 2016

## Annexure A to Independent Auditors' Report

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory requirements' of our Report of even date to the members of Aimco Pesticides Limited on the financial statements as of and for the year ended 31<sup>st</sup> March, 2016]

### Report on Companies (Auditor's Report) Order, 2016

On the basis of such checks as considered appropriate and in terms of the information and explanation furnished to us, we state as under:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) 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;
- (c) The title deed of the immovable property included in fixed assets and owned by the Company is held in the name of the Company;
- (ii) As explained to us, the inventories (except goods-in-transit) have been physically verified during the year by the management at the end of the year and no material discrepancies were noticed on such physical verification;
- (iii) (a) The Company has given deposit against leased premises to a firm covered in the register maintained under section 189 of the Act;
- (b) In respect of the aforesaid deposit, the same is repayable on surrender of leased premises;
- (c) The aforesaid deposit is not overdue for payment;
- (iv) In our opinion, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of investments made. The Company has not granted any loan or provided any guarantee to which the provisions of sections 185 or 186 of the Act would apply;
- (v) In our opinion the Company has complied with the provisions of Section 73 to 76 and other relevant provision of the Act and the rules framed thereunder. 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 Court or any other Tribunal related to compliance with above provisions;
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under section 148(1) of the Act and are of the opinion that prima-facie, the prescribed accounts and cost records have been made and maintained. We have not, however, made a detailed examination of the same;
- (vii) (a) According to the records of the Company examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues and there are no undisputed statutory dues outstanding as at 31<sup>st</sup> March 2016, for a period of more than six months from the date they became payable, except dues under the Income tax Act, 1961 as hereunder:

Nature of dues	Amount (Rs.)	Year to which the amount relates
Income tax	1,11,35,144	1998-99
Fringe benefit tax	17,54,748	2006-07 to 2008-09
Tax deducted at source	5,72,554	2005-06 to 2008-09

- (b) According to the records of the Company examined by us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise or value added tax which have not been deposited on account of any dispute;
- (viii) The Company has not defaulted in repayment of loans or borrowing to a bank. The Company has neither availed loans nor borrowings from a financial institution or Government nor issued any debentures;
- (ix) The Company has not raised any money by way of initial public offer / further public offer. The term loan raised has been applied for the purpose for which it was raised;

## **AIMCO PESTICIDES LIMITED**

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- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements we report that no fraud of any material amount by the Company or on the Company by its officers or employees, has been noticed or reported during the year;
- (xi) In our opinion the Managerial remuneration for the year has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act;
- (xii) In our opinion the Company is not a nidhi company. Therefore, clause (xii) of the Order is not applicable to the Company;
- (xiii) In our opinion, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable, and the details have been disclosed in the notes to financial statements as required by the applicable accounting standards;
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures hence, the reporting requirements under clause (xiv) of the Order is not applicable to the Company;
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with him;
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

### **For CNK & Associates LLP**

#### **Chartered Accountants**

(Firm Registration No. 101961W)

#### **H. V. Kishnadwala**

Partner

Membership No. 37391

Place: Mumbai

Date: 14<sup>th</sup> May, 2016

### **Annexure B to Independent Auditors' Report**

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory requirements' of our Report of even date to the members of Aimco Pesticides Limited on the financial statements as of and for the year ended 31<sup>st</sup> March, 2016]

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

We have audited the internal financial controls over financial reporting of the Company as of 31<sup>st</sup> March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended and as on that date.

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

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

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing prescribed under

Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial control over financial reporting. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial control over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

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

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

### **Opinion**

In our opinion to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

### **For CNK & Associates LLP Chartered Accountants**

(Firm Registration No. 101961W)

**H. V. Kishnadwala**

Partner

Membership No. 37391

Place: Mumbai

Date: 14<sup>th</sup> May, 2016

# AIMCO PESTICIDES LIMITED

## Balance Sheet as at 31st March, 2016

Particulars	Note No.	As at 31 March, 2016 ₹	As at 31 March, 2015 ₹
<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	<u>(8,952,991)</u>	<u>(55,262,699)</u>
		83,412,139	37,102,431
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	5	-	200,914
(b) Deferred tax liabilities (net)	13	-	3,214,469
(c) Other long-term liabilities	6	1,252,898	1,543,398
(d) Long-term provisions	7	<u>10,637,242</u>	<u>8,553,645</u>
		11,890,140	13,512,426
<b>3 Current liabilities</b>			
(a) Trade payables	8	395,052,795	410,226,265
(b) Other current liabilities	9	51,004,817	40,641,533
(c) Short-term provisions	10	<u>23,595,297</u>	<u>25,873,991</u>
		<u>469,652,908</u>	<u>476,741,789</u>
		<b><u>564,955,187</u></b>	<b><u>527,356,647</u></b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	11	38,762,342	47,765,257
(b) Capital Work-In-Progress		1,217,483	-
(c) Non Current Investments	12	996,576	996,576
(d) Deffered Tax assets (net)	13	570,664	-
(e) Long-term loans and advances	14	31,423,080	20,624,978
(f) Other non-current assets	15	-	917,476
		<u>72,970,144</u>	<u>70,304,287</u>
<b>2 Current assets</b>			
(a) Inventories	16	191,591,684	97,207,443
(b) Trade receivables	17	248,855,001	321,500,191
(c) Cash and bank balances	18	24,489,405	14,046,400
(d) Short-term loans and advances	19	4,129,471	7,566,033
(e) Other current assets	20	<u>22,919,482</u>	<u>16,732,293</u>
		<u>491,985,042</u>	<u>457,052,360</u>
		<b><u>564,955,187</u></b>	<b><u>527,356,647</u></b>
<b>Significant accounting policies and Notes forming part of the financial statements</b>		1 - 34	

As per our report of even date

For and on behalf of the Board

**For CNK & Associates LLP**

Chartered Accountants

(Firm Registration No. 101961W)

**Elizabeth Shrivastava**  
(Managing Director)

**Pradeep P Dave**  
(Executive Director)

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

**Ashit P Dave**  
(Executive Director)

**Chetan Prajapati**  
(Company Secretary)

Place: Mumbai  
Date: 14th May, 2016

Place: Mumbai  
Date: 14th May, 2016

## Statement of Profit and Loss for the year ended 31st March, 2016

Particulars	Note No.	For the Year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
1 Revenue from Operations	21	964,398,572	1,649,159,849
2 Other income	22	18,788,957	258,331
<b>3 Total Revenue</b>		<b>983,187,529</b>	<b>1,649,418,180</b>
<b>4 Expenses</b>			
(a) Cost of materials consumed	23.a	598,529,652	782,089,985
(b) Purchases of stock-in-trade	23.b	180,554,174	566,257,779
(c) (Increase)/Decrease in inventories	23.c	(45,561,119)	49,620,276
(d) Employees' benefits expense	24	40,521,702	33,331,844
(e) Finance costs	25	2,502,972	3,001,149
(f) Depreciation and amortisation expense	11	5,190,021	6,121,565
(g) Other expenses	26	158,907,562	174,467,057
<b>Total Expenses</b>		<b>940,644,964</b>	<b>1,614,889,656</b>
<b>5 Profit / (Loss) before tax</b>		<b>42,542,564</b>	<b>34,528,523</b>
<b>6 Tax expense:</b>			
Current Tax		(9,050,000)	(7,271,310)
Deferred Tax credit / (expense)	13	3,785,133	(3,642,124)
MAT Credit Entitlement		9,032,010	7,271,310
		3,767,143	(3,642,124)
<b>7 Profit / (Loss) for the year</b>		<b>46,309,707</b>	<b>30,886,399</b>
<b>8 Earnings per share</b>			
Basic and Diluted		5.01	3.34
<b>Significant accounting policies and Notes forming part of the financial statements</b>	1 - 34		

As per our report of even date

For and on behalf of the Board

**For CNK & Associates LLP**

Chartered Accountants

(Firm Registration No. 101961W)

**Elizabeth Shrivastava**  
(Managing Director)

**Pradeep P Dave**  
(Executive Director)

**H.V.Kishnadwala**

Partner

Membership No. 37391

**Ashit P Dave**  
(Executive Director)

**Chetan Prajapati**  
(Company Secretary)

Place: Mumbai

Date: 14th May, 2016

Place: Mumbai

Date: 14th May, 2016

# AIMCO PESTICIDES LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

	YEAR ENDED As on 31.03.2016	YEAR ENDED As on 31.03.2015
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before tax and exceptional items	42,542,564	34,528,524
Adjustment for:		
Depreciation	5,190,021	6,121,565
Interest Paid	36,872	78,592
Loss on Asset Scrapped	8,928,569	-
Asset held for disposal	700,000	-
Bad Debts Written off	5,450,243	20,355,952
Exchange difference on translation of foreign currency cash and cash equivalents	20,993	164,135
Net (Gain)/Loss on Foreign currency translations	(626,297)	(2,836,046)
Profit on sale of fixed assets (Net)	(18,556,145)	-
Interest income	(140,366)	(150,166)
<b>Operating Profit/(Loss) before working capital changes</b>	<b>43,546,455</b>	<b>58,262,557</b>
Adjustment for:		
(Increase)/Decrease in Trade Receivables	67,042,096	7,170,124
(Increase)/Decrease in Loans and advances and Other Assets	(13,548,729)	27,645,013
(Increase)/Decrease in Inventories	(94,384,241)	55,605,357
(Increase)/Decrease in Deferred Tax Asset	(3,785,133)	3,642,124
Increase/(Decrease) in Trade Payables and Current Liabilities	(3,361,528)	(152,181,508)
Increase/(Decrease) in Provisions	(2,949,425)	20,020,543
Cash generated (outflow) from operations	(7,440,505)	20,164,210
Direct Taxes paid (Net)	6,521,470	(12,756,312)
<b>NET CASH FLOW (OUTFLOW) FROM OPERATING ACTIVITIES (A)</b>	<b>(919,035)</b>	<b>7,407,898</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(10,477,012)	(8,896,740)
Sale of fixed assets	22,000,000	-
Increase in Margin Money deposit	(50,847)	1,908,116
Interest income	140,366	150,166
<b>NET CASH INFLOW (OUTFLOW) FROM INVESTING ACTIVITIES (B)</b>	<b>11,612,507</b>	<b>(6,838,458)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of long term borrowings	(243,448)	(218,182)
Repayment of short term borrowings	-	(300,000)
Interest Paid	(36,872)	(78,592)
<b>NET CASH USED IN FINANCING ACTIVITIES (C)</b>	<b>(280,320)</b>	<b>(596,774)</b>
<b>NET CHANGES IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>10,413,152</b>	<b>(27,334)</b>
Cash and Cash equivalent as at the beginning of the year		
Cash and Bank balances	13,741,274	13,932,743
Unrealised Foreign Exchange Fluctuation on cash and cash equivalents	(20,993)	(164,135)
Cash and Cash equivalent as at the end of the year (Refer Note 18)	<b>24,133,432</b>	<b>13,741,274</b>

**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.

As per our report of even date

For and on behalf of the Board

**For CNK & Associates LLP**

Chartered Accountants

(Firm Registration No. 101961W)

**Elizabeth Shrivastava**

(Managing Director)

**Pradeep P Dave**

(Executive Director)

**H.V.Kishnadwala**

Partner

Membership No. 37391

**Ashit P Dave**

(Executive Director)

**Chetan Prajapati**

(Company Secretary)

Place: Mumbai

Date: 14th May, 2016

Place: Mumbai

Date: 14th May, 2016



## **NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

### **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 are prepared and presented in conformity with Generally Accepted Accounting Principles in India (GAAP), and comply in all material respects with the applicable Accounting Standards prescribed under section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Act. 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 III to the Act. 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 GAAP 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, installation and bringing the assets to its working conditions for its intended use. 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 II to the Act. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed of. 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

# AIMCO PESTICIDES LIMITED

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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 Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Non-current investments. Non-current investments are carried at cost less any other-than-temporary diminution in value, determined separately for each individual investment. The reduction in the carrying amount is reversed when there is a rise in the value of the investment or if the reasons for the reduction no longer exist.

Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

## 2.7 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.
- 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.

## 2.8 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 paid annual leave, bonus, leave travel assistance, medical allowance, contribution to provident fund and superannuation etc. are recognized as actual amounts due in the 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) 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.
- (iii) 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.

### **2.9 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.

### **2.10 Forward Exchange Contracts**

The premium or discount on such contracts is amortized as income or expense as the case may be, over the life of the contract. The exchange difference measured by the change in exchange rate between the inception date of the contract and the balance sheet date is recognised in the statement of profit and loss. Any gain / loss on cancellation / maturity of such contract is recognised as income / expense of the period.

### **2.11 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:**

Export Incentive 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.

## **AIMCO PESTICIDES LIMITED**

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Export benefit in the form of duty saved on cost of material purchased is recognised as reduction from material consumption when the advance licence is used for the import of material and there is no significant uncertainty regarding the fulfillment of export obligation attached to it. The amount of duty saved is treated as contingent liability and disclosed as such till the export obligation is met.

### **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.

## **2.12 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.

## **2.13 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.

## **2.14 Leases**

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.

## **2.15 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.

## **2.16 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 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.

## **2.17 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.

## **2.18 Cash flow statement**

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

## **2.19 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.

# AIMCO PESTICIDES LIMITED

## Note 3 Share capital

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	₹	Number of shares	₹
<b>(a) Authorised</b>				
Equity shares of ₹ 10/- each	15,000,000	150,000,000	15,000,000	150,000,000
<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
<b>Total</b>	<b>9,236,513</b>	<b>92,365,130</b>	<b>9,236,513</b>	<b>92,365,130</b>

### 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 share 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 shareholders.
- 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, 2016		As at 31 March, 2015	
	Number of shares held	% held	Number of shares held	% held
Excel Crop Care Limited	2,330,120	25.23%	2,330,120	25.23%
Pradeep P Dave	746,684	8.08%	746,684	8.08%
Aimco Investment Private Limited	546,345	5.92%	546,345	5.92%

## Note 4 Reserves and Surplus

Particulars	As at	As at
	31 March, 2016	31 March, 2015
	₹	₹
(a) Securities Premium Account		
Balance as per last year	79,967,790	79,967,790
(b) Surplus / (deficit) in Statement of Profit and Loss		
Opening balance	(135,230,489)	(166,116,888)
Profit for the year	46,309,707	30,886,399
Closing balance	(88,920,781)	(135,230,489)
<b>Total</b>	<b>(8,952,991)</b>	<b>(55,262,699)</b>

## Note 5 Long-term borrowings

Particulars	As at	As at
	31 March, 2016	31 March, 2015
	₹	₹
Loan from Banks:		
- Vehicle Loan (Refer Note below)	-	200,914
<b>Total</b>	<b>-</b>	<b>200,914</b>

**Notes:**

Vehicle loan is secured by hypothecation of specified vehicle. The loan is repayable in 35 monthly installments starting from 01/03/14 and last installment falls due on 01/01/17.

**Note 6 Other long-term liabilities**

Particulars	As at 31 March, 2016 ₹	As at 31 March, 2015 ₹
Other Payables:		
Security deposits received	1,252,898	1,543,398
<b>Total</b>	<b>1,252,898</b>	<b>1,543,398</b>

**Note 7 Long-term provisions**

Particulars	As at 31 March, 2016 ₹	As at 31 March, 2015 ₹
Provision for employee benefits:		
(i) Provision for compensated absences	3,195,406	2,307,419
(ii) Provision for gratuity	7,441,836	6,246,226
<b>Total</b>	<b>10,637,242</b>	<b>8,553,645</b>

**Note 8 Trade payables**

Particulars	As at 31 March, 2016 ₹	As at 31 March, 2015 ₹
Trade payables		
(i) Dues to Micro and Small enterprises	-	-
(ii) Dues to Others	395,052,795	410,226,265
<b>Total</b>	<b>395,052,795</b>	<b>410,226,265</b>

**Note:**

The Company has not received any information from its vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, required under the said Act has not been made.

**Note 9 Other current liabilities**

Particulars	As at 31 March, 2016 ₹	As at 31 March, 2015 ₹
(a) Current maturities of long-term debt (Refer Note 5)	200,914	243,448
(b) Other payables		
(i) Book Overdraft from bank	-	13,091,512
(ii) Advances from customers	27,066,147	4,599,534
(iii) Statutory Dues	12,535,999	6,096,467
(iv) Other Current Liabilities	11,201,757	16,610,572
<b>Total</b>	<b>51,004,817</b>	<b>40,641,533</b>

# AIMCO PESTICIDES LIMITED

## Note 10 Short-term provisions

Particulars	As at	As at
	31 March, 2016	31 March, 2015
	₹	₹
(a) Provision for employee benefits:		
(i) Provision for bonus	406,807	338,967
(ii) Provision for compensated absences	1,065,135	769,140
(iii) Provision for gratuity	826,871	694,025
(iv) Provision for employee incentives	555,917	576,966
	<b>2,854,730</b>	<b>2,379,098</b>
(b) Provision for Taxation	20,740,567	23,494,894
[Net of advance tax ₹ 16,012,172/- (Previous year ₹ 27,22,232/-)]		
<b>Total</b>	<b>23,595,297</b>	<b>25,873,991</b>

## Note 11 Fixed assets

### Current Period (1st April, 2015 to 31st March, 2016)

Tangible assets	Gross block				Depreciation and amortisation				Net block	
	As at 1st April, 2015	Additions	Deduction	As at 31 March, 2016	As at 1st April, 2015	Depreciation / amortisation for the year	Deduction	As at 31 March, 2016	As at 31 March, 2016	As at 31 March, 2015
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Land										
Freehold	3,200,923	-	3,200,923	-	-	-	-	-	-	3,200,923
Leasehold	613,790	-	-	613,790	134,260	6,462	-	140,722	473,068	479,530
Buildings	20,429,348	77,654	694,421	19,812,582	12,224,406	503,339	451,489	12,276,256	7,536,326	8,204,943
Plant and Equipment	136,388,811	4,050,311	20,496,582	119,942,540	106,170,718	2,816,774	10,868,013	98,119,479	21,823,062	30,218,094
Furniture and Fixtures	2,555,429	92,694	-	2,648,123	1,975,958	110,774	-	2,086,731	561,392	579,471
Vehicles	9,316,058	4,897,171	-	14,213,229	5,319,869	1,201,056	-	6,520,926	7,692,303	3,996,189
Office Equipment	4,660,160	52,239	-	4,712,399	4,087,710	161,335	-	4,249,045	463,354	572,450
Computer Equipments	2,870,514	89,460	-	2,959,974	2,356,856	390,280	-	2,747,136	212,838	513,658
<b>Total</b>	<b>180,035,034</b>	<b>9,259,529</b>	<b>24,391,926</b>	<b>164,902,637</b>	<b>132,269,776</b>	<b>5,190,021</b>	<b>11,319,502</b>	<b>126,140,296</b>	<b>38,762,342</b>	<b>47,765,258</b>

### Notes :

- During financial year 2014-15, the Company had revised the estimated useful life of certain items of fixed assets in accordance with the useful life specified in Part C of Schedule II to the Act. As per the said Schedule, where the fixed asset have completed their useful lives, the carrying value (net of residual value) as at April 1, 2014 is to be charged to depreciation. In case of other items of fixed assets the carrying value (net of residual value) as at April 1, 2014 had been depreciated/amortized over the remaining useful life. As a result of the same, the depreciation/amortization expense over the year ended March 31st 2015, was higher by ₹ 17,50,465/-.
- Pursuant to the Notification dated 29th, August, 2014 issued by the Ministry of Corporate Affairs, the Company has complied with the requirements of paragraph 4(a) of Notes to Schedule II of the Companies Act, 2013 relating to Componentization in FY 2015-16. In addition, effective April 1, 2015, the Company has revised the estimated useful life of certain items of plant and machinery based on the technical advice received. These have resulted in higher depreciation of ₹ 7,27,844/- in FY 2015-16.



**Previous Period (1st April, 2014 to 31st March, 2015)**

Tangible assets	Gross block				Depreciation and amortisation				Net block	
	As at 1st April, 2014	Additions	Deduction	As at 31 March, 2015	As at 1st April, 2014	Depreciation / amortisation for the year	Deduction	As at 31 March, 2015	As at 31 March, 2015	As at 31 March, 2014
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Land										
Freehold	3,200,923	-	-	3,200,923	-	-	-	-	3,200,923	3,200,923
Leasehold	613,790	-	-	613,790	127,815	6,445	-	134,260	479,530	485,975
Buildings	20,371,848	57,500	-	20,429,348	11,653,422	570,983	-	12,224,406	8,204,943	8,718,426
Plant and Equipment	128,317,561	8,071,250	-	136,388,811	102,646,967	3,523,751	-	106,170,718	30,218,094	25,670,595
Furniture and Fixtures	2,543,129	12,300	-	2,555,429	1,830,971	144,986	-	1,975,958	579,471	712,158
Vehicles	9,254,214	61,844	-	9,316,058	4,421,593	1,061,205	-	5,482,799	3,833,259	4,832,621
Office Equipment	4,562,729	97,431	-	4,660,160	3,609,769	362,740	-	3,972,509	687,651	952,960
Computer Equipments	2,274,099	596,415	-	2,870,514	1,857,674	451,454	-	2,309,128	561,386	416,426
<b>Total</b>	<b>171,138,294</b>	<b>8,896,740</b>	<b>-</b>	<b>180,035,034</b>	<b>126,148,211</b>	<b>6,121,565</b>	<b>-</b>	<b>132,269,776</b>	<b>47,765,258</b>	<b>44,990,083</b>

**# Note II Fixed Assets Should be accommodated in one page**
**Note 12 Non Current Investments (At Cost)**

Particulars	As at 31 March, 2016 ₹	As at 31 March, 2015 ₹
Trade and Unquoted :		
In wholly owned subsidiaries :		
(a) 1 (Previous Year 1) Equity Share of United Arab Emirates Dirham 30,000/- each fully paid up in Aimco International FZE	496,576	496,576
(b) 50,000 (Previous Year 50,000) Equity Shares of ₹10/- each fully paid up in Aimco Ecoscience Limited	500,000	500,000
<b>Total</b>	<b>996,576</b>	<b>996,576</b>

**Note 13 Deferred Tax Assets / (Liabilities) (Net)**

Particulars	As at 31 March, 2016 ₹	As at 31 March, 2015 ₹
Deferred Tax Assets / (Liabilities) (Refer Note 28.6)	570,664	(3,214,469)
<b>Total</b>	<b>570,664</b>	<b>(3,214,469)</b>

**Note 14 Long-term loans and advances**

Particulars	As at 31 March, 2016 ₹	As at 31 March, 2015 ₹
Unsecured, considered good		
(a) Security deposits (Refer Note below)	8,160,727	8,114,702
(b) Loans and advances to employees	18,000	-
(c) Balances with government authorities	2,090,119	388,052
(d) MAT Credit Entitlement	21,154,234	12,122,224
<b>Total</b>	<b>31,423,080</b>	<b>20,624,978</b>

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## Note:

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

## Note 15 Other non-current assets

Particulars	As at 31 March, 2016 ₹	As at 31 March, 2015 ₹
Unsecured, considered good		
Long-term Trade Receivables	-	917,476
<b>Total</b>	<b>-</b>	<b>917,476</b>

## Note 16 Inventories

(At lower of cost and net realisable value)

Particulars	As at 31 March, 2016 ₹	As at 31 March, 2015 ₹
(a) Raw materials and Packing Materials (Including goods in transit of ₹ 29,76,088/-, Previous Year ₹ 23,44,244/-)	91,959,080	43,229,883
(b) Work-in-progress	13,934,091	15,280,182
(c) Finished goods (other than those acquired for trading) (Including goods in transit of ₹ 6,79,538, Previous Year ₹ Nil)	78,732,575	36,394,855
(d) Stock-in-trade (acquired for trading)	5,604,689	1,035,198
(e) Stores and spares (Including goods in transit of ₹ NIL, Previous Year ₹ 25,680/-)	1,361,249	1,267,324
<b>Total</b>	<b>191,591,684</b>	<b>97,207,443</b>

## Notes

### Raw materials and Packing Materials

Organic Chemicals	79,897,827	32,032,609
Others	12,061,253	11,197,274
<b>Total</b>	<b>91,959,080</b>	<b>43,229,883</b>

### Work-in-progress

Agro Chemicals		
- Technical	10,717,984	7,121,286
- Formulation	3,216,107	8,158,896
<b>Total</b>	<b>13,934,091</b>	<b>15,280,182</b>

### Finished goods

Agro Chemicals		
- Technical	59,187,942	19,188,287
- Formulation	19,544,633	17,206,568
<b>Total</b>	<b>78,732,575</b>	<b>36,394,855</b>

### Stock-in-trade

Agro Chemicals		
- Formulation	2,705,000	-
Bio-Chemical	2,899,689	1,035,198
<b>Total</b>	<b>5,604,689</b>	<b>1,035,198</b>

## Note 17 Trade receivables

Particulars	As at 31 March, 2016 ₹	As at 31 March, 2015 ₹
Unsecured and considered good		
Debts outstanding for a period exceeding six months from due date [Refer Note (i) below]	70,650,248	608,296
Other Debts [Refer Note (ii) below]	178,204,752	320,891,895
	<u>248,855,001</u>	<u>321,500,191</u>
Unsecured and considered doubtful		
Debts outstanding for a period exceeding six months from due date	270,589	-
Less :Provision for doubtful debts	<u>(270,589)</u>	<u>-</u>
	-	-
<b>Total</b>	<b><u>248,855,001</u></b>	<b><u>321,500,191</u></b>
<b>Note:</b> Trade receivables include debts due from wholly owned subsidiary companies:		
(i) Aimco Ecoscience Ltd., due for more than six months from the date they were due for payment	189,360	189,360
(ii) Aimco International FZE	5,228,860	6,016,851
	<u>5,418,220</u>	<u>6,206,211</u>

## Note 18 Cash and Bank Balances

Particulars	As at 31 March, 2016 ₹	As at 31 March, 2015 ₹
(a) Cash and cash equivalents:		
(i) Balances with banks		
- In deposit accounts with original maturity period of less than 3 months	6,454,061	-
- In current accounts	17,009,292	13,320,072
(ii) Cash on hand	<u>670,079</u>	<u>421,202</u>
	24,133,432	13,741,274
(b) Other Bank Balances:		
Margin Money with banks	<u>355,973</u>	<u>305,126</u>
<b>Total</b>	<b><u>24,489,405</u></b>	<b><u>14,046,400</u></b>

## Note 19 Short-term loans and advances

Particulars	As at 31 March, 2016 ₹	As at 31 March, 2015 ₹
Unsecured, considered good:		
(a) Loans and advances to employees	123,500	79,000
(b) Loans to others	-	7,100,000
(c) Advances to Suppliers	4,005,971	387,033
<b>Total</b>	<b><u>4,129,471</u></b>	<b><u>7,566,033</u></b>

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## Note 20 Other current assets

Particulars	As at 31 March, 2016 ₹	As at 31 March, 2015 ₹
(a) Accruals		
Interest accrued on deposits but not due	58,440	35,158
(b) Others		
(i) Advances recoverable in cash or in kind or for value to be received	15,384,604	12,434,891
(ii) Dues from a company in which directors are interested	1,183,307	4,101,473
(iii) Asset held for disposal	700,000	-
(c) Balances with government authorities	5,593,131	160,771
<b>Total</b>	<b>22,919,482</b>	<b>16,732,293</b>

## Note 21 Revenue from operations

Particulars	For the Year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
(a) Sale of products (Refer Note below)	964,735,900	1,657,771,140
Less : Excise duty	11,765,114	13,233,874
Net Sales	952,970,786	1,644,537,266
(b) Other operating revenues		
Export Incentives	11,427,786	4,622,583
<b>Total</b>	<b>964,398,572</b>	<b>1,649,159,849</b>

### Note:

#### Manufactured goods

Agro Chemicals		
Technical	481,456,746	728,915,605
Formulation	269,542,254	201,886,563

#### Traded goods

Agro Chemicals		
Technical	172,787,039	640,871,144
Formulation	24,564,049	69,479,646
Bio-Chemical	16,385,813	16,618,181
<b>Total</b>	<b>964,735,900</b>	<b>1,657,771,140</b>

## Note 22 Other income

Particulars	For the Year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
(a) Interest income	172,812	198,331
(b) Other non-operating income		
Rental income from operating leases	60,000	60,000
(c) Profit on sale of fixed assets	18,556,145	-
<b>Total</b>	<b>18,788,957</b>	<b>258,331</b>

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

Particulars	For the Year ended	For the year ended
	31 March, 2016	31 March, 2015
	₹	₹
Opening stock	43,229,883	49,951,497
Add: Purchases	647,258,849	775,368,372
	690,488,732	825,319,869
Less: Closing stock	91,959,080	43,229,883
<b>Cost of material consumed</b>	<b>598,529,652</b>	<b>782,089,985</b>
<b>Material consumed comprises:</b>		
Organic Chemicals	511,343,609	708,504,845
Others	87,186,043	73,585,140
<b>Total</b>	<b>598,529,652</b>	<b>782,089,985</b>

**Note 23.b Purchase of traded goods**

Particulars	For the Year ended	For the year ended
	31 March, 2016	31 March, 2015
	₹	₹
Agro Chemicals :		
Formulation	20,040,523	44,276,624
Technical	149,770,813	513,949,818
Bio-Chemicals	10,742,838	8,031,337
<b>Total</b>	<b>180,554,174</b>	<b>566,257,779</b>

**Note 23.c (Increase)/Decrease in inventories of finished goods, work-in-progress and stock-in-trade**

Particulars	For the Year ended	For the year ended
	31 March, 2016	31 March, 2015
	₹	₹
<u>Inventories at the end of the year:</u>		
Finished goods	78,732,575	36,394,855
Work-in-progress	13,934,091	15,280,182
Stock-in-trade	5,604,689	1,035,198
	98,271,354	52,710,236
<u>Inventories at the beginning of the year:</u>		
Finished goods	36,394,855	62,550,482
Work-in-progress	15,280,182	15,362,994
Stock-in-trade	1,035,198	24,417,035
	52,710,236	102,330,511
<b>Net (increase) / decrease</b>	<b>(45,561,119)</b>	<b>49,620,276</b>

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### Note 24 Employee benefits expense

Particulars	For the Year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
Salaries and wages	31,343,324	24,467,349
Directors Remuneration	6,855,000	6,855,000
Contributions to provident and other funds	1,231,235	854,973
Staff welfare expenses	1,092,143	1,154,522
<b>Total</b>	<b>40,521,702</b>	<b>33,331,844</b>

### Note 25 Finance costs

Particulars	For the Year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
Interest expense:		
(i) On Borrowings	36,872	78,592
(ii) To Suppliers of goods	132,139	133,021
(iii) To Others		
- Interest on delayed payment of statutory dues and Income Tax	2,333,961	2,789,536
<b>Total</b>	<b>2,502,972</b>	<b>3,001,149</b>

### Note 26 Other expenses

Particulars	For the Year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
Consumption of stores and spare parts	6,537,210	2,711,219
Increase / (decrease) of excise duty on inventory	6,702,077	(3,409,010)
Power and fuel	16,218,087	13,000,415
Rent including lease rentals	1,545,052	1,534,168
Repairs and maintenance - Buildings	1,758,668	1,339,736
Repairs and maintenance - Machinery	3,297,329	1,349,519
Repairs and maintenance - Others	801,390	389,114
Insurance	1,068,143	1,111,237
Rates and taxes	51,748	59,934
Communication Expenses	1,260,621	1,300,534
Travelling and conveyance	6,720,658	6,218,345
Freight and forwarding	39,197,415	67,174,111
Advertisement and Sales promotion	3,946,057	3,597,869
Research & Development Expenditure	2,246,973	2,411,099
Legal and professional charges	4,043,046	2,446,548
Payments to Auditors (Refer Note (i) below)	770,000	805,000
Sales Tax / VAT Expenses	9,310,817	12,509,130
Labour Charges	14,276,915	10,688,758
Brokerage / Commission	778,048	910,232

Particulars	For the Year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
Trade and other receivables, loans and advances written off (Net)	5,450,243	20,355,952
Provision for doubtful debts	270,589	-
Loss on Asset scrapped	8,928,569	-
Net loss on foreign currency translation	10,936,321	15,344,434
Prior period items (net) (Refer Note (ii) below)	252,136	37,172
Miscellaneous expenses	12,539,451	12,581,542
<b>Total</b>	<b>158,907,562</b>	<b>174,467,057</b>

**Notes:**

(i) Payments to auditors (Net of Service Tax) comprises:

As auditors - Statutory Audit	300,000	275,000
For Tax Audit	100,000	100,000
For Taxation matters	150,000	100,000
For other services	220,000	330,000
<b>Total</b>	<b>770,000</b>	<b>805,000</b>

(ii) Details of Prior period items:

**Prior period expenses :**

Travelling and conveyance	153,976	-
Legal and professional charges	30,000	-
Miscellaneous expenses	68,160	-
Consumption of stores and spare parts	-	5,063
Rent including lease rentals	-	3,600
Freight and forwarding	-	28,509
<b>Total</b>	<b>252,136</b>	<b>37,172</b>

**Note 27 Additional information**

Particulars	For the Year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
<b>27.1 Contingent liabilities and commitments (to the extent not provided for)</b>		
<b>a) Contingent liabilities</b>		
-Claims against the Company not acknowledged as debt	4,627,408	3,192,649
-Estimated amount of obligation on account of non fulfillment of export commitments under various advance licences.	45,583,208	22,256,566
<b>b) Commitments</b>		
- For Capital expenditure	2,285,065	-
	<b>52,495,681</b>	<b>25,449,215</b>

27.2 The Company's pending litigations comprise of claims against the Company by the parties and proceedings pending with the Revenue authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for, where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have any materially adverse effect on its financial results. For details on contingent liabilities (Refer Note 27.1 above)

## AIMCO PESTICIDES LIMITED

- 27.3 The Current Assets and Loans and Advances are approximately of the value stated, if realized in the ordinary course of business.
- 27.4 The Company is in the process of reconciling balances of some parties. The Company believes that on completion of the said process, there would be no material adjustments necessary in the accounts.
- 27.5 The Company's applications under section 309 of the Companies Act, 1956 for approval of excess remuneration ₹ 90,74,825/- paid to directors in earlier years have been rejected by the Central Government by its Orders dated 5th February, 2016 in view of inadequate information submitted. The Company is in the process of re-filing applications to the Central Government for review / reconsideration of its Orders, based on the additional inputs not considered by the Central Government. Till the matter is finally resolved, the Company has not given effect to the Orders of the Central Government in its books of accounts and the concerned directors have agreed to hold the excess amount of remuneration received by them in trust.
- 27.6 During financial year 2014-15 the Company had paid remuneration of ₹ 25,35,000/- to its Managing Director. Though the Central Government has approved the appointment, the amount payable by way of remuneration needs further clarification from the Central Government. Pending receipt of the same, the remuneration paid to the Managing director was charged to the Statement of Profit and Loss. The concerned director has agreed to hold the said sum received in trust till the matter is clarified by the Central Government.
- 27.7 The Company has made aggregate investments of ₹ 9,96,576/- (Previous year ₹ 9,96,576/-) in the equity shares of two of its wholly owned subsidiaries (See Note 12). On account of losses suffered by the said two companies in the past few years, their entire net worth have been eroded. Considering the strategic and long term nature of the investments and the business plans of the investee companies, according to the Company, the decline in the value of the investments is of temporary in nature. Hence, it is not considered necessary to provide for any losses in the value of the investments.

### Note 28 Disclosures in accordance with Accounting Standards

#### 28.1 Accounting Standard (AS) 15 - Employee Benefits

##### (A) Defined Contribution Plans:

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

Contribution to Employees' Provident Fund	1,202,495
	(820,969)
Contribution to Employees' State Insurance Corporation	28,740
	(34,004)

##### (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 April 1, 2015	6,940,251	3,076,559	10,016,810
	(6,229,994)	(2,180,197)	(8,410,191)
(b) Interest cost	555,220	246,125	801,345
	(498,400)	(174,416)	(672,816)
(c) Past Service Cost	NIL	NIL	NIL
	(NIL)	(NIL)	(NIL)
(d) Current Service Cost	626,061	819,546	1,445,607
	(505,980)	(663,819)	(1,169,799)



Particulars	Gratuity	Leave Encashment	Total
(e) Benefits Paid	NIL (546,189)	NIL (438)	NIL (546,627)
(f) Actuarial (Gain)/ Loss	147,175 Loss (252,066)	118,311 Loss (58,565)	265,486 Loss (310,631)
(g) Present Value of Obligation as at March 31, 2016	8,268,707 (6,940,251)	4,260,541 (3,076,559)	12,529,248 (10,016,810)

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

Particulars	Gratuity	Leave Encashment	Total
(a) Current Service Cost	626,061 (505,980)	819,546 (663,819)	1,445,607 (1,169,799)
(b) Past Service Cost	NIL (NIL)	NIL (NIL)	NIL (NIL)
(c) Interest cost	555,220 (498,400)	246,125 (174,416)	801,345 (672,816)
(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	147,175 Loss (252,066)	118,311 Loss (58,565)	265,486 Loss (310,631)
(g) Employees' Contribution	NIL (NIL)	NIL (NIL)	NIL (NIL)
(h) Total (Income)/Expenses recognized in Statement of Profit and Loss	1,328,456 (1,256,446)	1,183,982 (896,800)	2,512,438 (2,153,246)

(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	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	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

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

# AIMCO PESTICIDES LIMITED

## Experience Adjustment:

Particulars	For the year ended				
	2016	2015	2014	2013	2012
On plan Liability (Gains) / Loss	147,175	252,066	(138,453)	202,917	(300,588)

## 28.2 Accounting Standard (AS) 17 - Segment Reporting

As permitted by paragraph 4 of Accounting Standard 17, 'Segment Reporting' notified by the Companies (Accounting Standards) Rules, 2006, the Company has disclosed segment result on the basis of consolidated financial statements. The same are therefore not disclosed in separate financial statement of the Company.

## 28.3 Accounting Standard (AS) 18 - Related Party Disclosures

### A Related Parties and Relationship

#### a) Parties where control exist:

Wholly owned subsidiaries of the Company:

- i) Aimco Ecoscience Limited;
- ii) Aimco International FZE, United Arab Emirates.

#### b) 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) All India Medical Corporation
- v) NDR & Co.

#### c) Key Management Personnel :

- i) Mrs. Elizabeth Shrivastava (Managing Director)
- ii) Mr. Pradeep P Dave (Executive Director)
- iii) Dr. Samir P Dave (Executive Director)
- iv) Mr. Ashit P Dave (Executive Director)

Particulars	Wholly owned subsidiaries of the Company	Companies/ firms in which the Directors have substantial interest	Key Management Personnel	Total
<b>B (i) <u>Details of Transaction with above Parties</u></b>				
Rent Paid		32,748 (29,148)	1,188,000 (1,188,000)	1,220,748 (1,217,148)
Remuneration (including perquisites)			6,855,000 (6,855,000)	6,855,000 (6,855,000)
Sales	4,192,528 (198,012,362)			4,192,528 (198,012,362)
Rent Received		60,000 (60,000)		60,000 (60,000)
Vehicle Purchased		2,918,166		2,918,166
Loan Repaid		-	-	-
Advance Received		(16,437) 2,918,166	(1,377,131)	(1,393,568) 2,918,166
		-		-

Particulars	Wholly owned subsidiaries of the Company	Companies/ firms in which the Directors have substantial interest	Key Management Personnel	Total
<b>B (ii) <u>Details of Balances with above Parties</u></b>				
Other Liabilities		16,200 (19,800)		16,200 (19,800)
Investment - Subsidiaries	996,576 (996,576)			996,576 (996,576)
Outstanding Deposits Receivable		7,002,068 (7,002,068)		7,002,068 (7,002,068)
Advance Receivable		1,183,307 (4,101,473)		1,183,307 (4,101,473)
Trade Receivable	5,418,220 (6,206,211)	121,150 (1,071,736)		5,539,370 (7,277,947)
<b>C (i) <u>Details of Transactions with related parties having 10% or more of the above :</u></b>				
<u>Rent paid</u>				
Ashit P Dave (HUF)			396,000 (396,000)	396,000 (396,000)
Samir P Dave (HUF)			396,000 (396,000)	396,000 (396,000)
Pradeep P Dave (HUF)			396,000 (396,000)	396,000 (396,000)
<u>Remuneration (including perquisites)</u>				
E P Shrivastava			2,535,000 (2,535,000)	2,535,000 (2,535,000)
Pradeep P Dave			1,440,000 (1,440,000)	1,440,000 (1,440,000)
Ashit P Dave			1,440,000 (1,440,000)	1,440,000 (1,440,000)
Samir P Dave			1,440,000 (1,440,000)	1,440,000 (1,440,000)
<u>Sales</u>				
Aimco International FZE	4,192,528 (198,012,362)			4,192,528 (198,012,362)
<u>Rent Received</u>				
NDR & Co.		60,000 (60,000)		60,000 (60,000)
<u>Vehicle Purchased</u>				
Amisco Agrochem Ltd		2,918,166 -		2,918,166 -
<u>Loan Repaid</u>				
Ashit P Dave			- (1,377,131)	- (1,377,131)
<u>Advance Received</u>				
Amisco Agrochem Ltd		2,918,166 -		2,918,166 -

## AIMCO PESTICIDES LIMITED

Particulars	Wholly owned subsidiaries of the Company	Companies/ firms in which the Directors have substantial interest	Key Management Personnel	Total
<b>C (ii) Details of Balances with related parties having 10% or more of the above :</b>				
<u>Other Liabilities</u>				
All India Medical Corpn		16,200 (19,800)		16,200 (19,800)
<u>Investment - Subsidiaries</u>				
Aimco International FZE	496,576 (496,576)			496,576 (496,576)
Aimco Ecoscience Limited	500,000 (500,000)			500,000 (500,000)
<u>O/S Deposit Receivable</u>				
All India Medical Corpn		7,002,068 (7,002,068)		7,002,068 (7,002,068)
<u>Advance Receivable</u>				
Amisco Agrochem Ltd		1,183,307 (4,101,473)		1,183,307 (4,101,473)
<u>Trade Receivable</u>				
Aimco International FZE	5,228,860 (6,016,851)			5,228,860 (6,016,851)
NDR & Co.		121,150 (1,071,736)		121,150 (1,071,736)

### 28.4 Accounting Standard (AS) 19 - Leases

#### Disclosure in respect of operating lease (as Lessee):

Particulars	For the Year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
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	1,545,052	1,534,168
(ii) Significant leasing arrangements The Company has given refundable interest free security deposits under the agreements.	NIL	NIL
(iii) Future minimum lease payments under non-cancelable agreements		
Not later than one year	1,401,600	1,284,000
Later than one year and not later than five years	-	1,188,000
Later than five years	NIL	NIL

#### Disclosure in respect of operating lease (as Lessor):

Particulars	For the Year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
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	60,000	60,000
(ii) Significant leasing arrangements	NIL	NIL

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

Particulars	For the Year ended 31 March, 2016	For the year ended 31 March, 2015
<b>Earnings Per Share</b>		
Profit/(Loss) attributed to Equity Shareholders (₹)	46,309,707	30,886,399
No of Equity Shares (of ₹ 10 each)	9,236,513	9,236,513
Earning per Share (Basic and diluted)	5.01	3.34

## 28.6 Accounting Standard (AS) 22 - Deferred Tax

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

Nature of timing difference	Deferred Tax Assets/ (Liability) as at 1.04.2015	(Charge)/ Credit for the current year	Deferred Tax Assets/ (Liability) as at 31.03.2016
	₹	₹	₹
a) Deferred Tax Liabilities			
Depreciation	(6,538,674)	2,966,792	(3,571,882)
b) Deferred tax assets			
(i) Items covered u/s 43B	1,096,384	312,279	1,408,663
(ii) Gratuity	2,227,821	506,062	2,733,883
	<u>3,324,205</u>	<u>818,341</u>	<u>4,142,546</u>
Deferred tax Assets / (Liabilities) (Net)	(3,214,469)	3,785,133	570,664

## Note 29 Additional information as per Schedule III of the Companies act, 2013

### 29.1

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

	For the Year ended 31 March, 2016		For the year ended 31 March, 2015	
	₹	%	₹	%
Imported	324,518,288	54.22	487,091,649	62.28
Indigenous	274,011,364	45.78	294,998,336	37.72
	<u>598,529,652</u>	<u>100.00</u>	<u>782,089,985</u>	<u>100.00</u>

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

### 29.2 Value of imports calculated on CIF basis (on accrual basis) :

Particulars	For the Year ended 31 March, 2016	For the year ended 31 March, 2015
	₹	₹
Raw Materials	370,741,286	477,945,391
Purchases of Traded goods	98,477,758	528,316,374
<b>29.3 Expenditure in foreign currencies (on cash basis) :</b>		
Traveling, advertisement and other matters	3,786,432	3,968,088

# AIMCO PESTICIDES LIMITED

Particulars		For the Year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
29.4	<b>Earnings in foreign exchange (on accrual basis) :</b> Exports of goods calculated on FOB basis	697,520,410	768,760,380

30 As at the year end, the open exposures in foreign currency of the Company is as under :

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Foreign Currency \$	Amount ₹	Foreign Currency \$	Amount ₹
Accounts Receivable	2,519,594	167,131,944	1,698,144	106,288,206
Accounts Payable	3,713,137	246,303,145	4,685,545	293,272,010

31 Details of loans given and investment made covered under section 186(4) of the Act:

a) Loans and Advances:

Name of Party	Opening balance	Additions	Deduction	Closing Balance
All India Medical Corporation	70,02,068	---	---	70,02,068
Hemant Vyas	67,00,000	---	67,00,000	---
Falguni Dhruva	2,00,000	---	2,00,000	---
Jagat Shah	2,00,000	---	2,00,000	---

**Note:** Amount paid to All India Medical Corporation is by way of a rent deposit and to others for their business purpose.

b) Investments in wholly owned subsidiary companies:

Name of Party	Opening balance	Additions	Deduction	Closing Balance
Aimco International FZE	496,576	---	---	496,576
Aimco Ecoscience Limited	500,000	---	---	500,000

**Note:** Above investment is made for the purpose of the business.

32 The provisions relating to Corporate Social Responsibility are not applicable to the Company as the conditions laid down in section 135 of the Act are not satisfied.

33 Pursuant to an application filed by the Company before the Board for Industrial and Financial Reconstruction ('the Board'), the Board has passed an order directing State Bank of India, the operating agency, to submit the scheme for rehabilitation of the Company. As on date the bank is yet to submit the scheme.

34 The figures of the previous year have been regrouped / reclassified wherever necessary. 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 CNK & Associates LLP**

Chartered Accountants

(Firm Registration No. 101961W)

**Elizabeth Shrivastava**  
(Managing Director)

**Pradeep P Dave**  
(Executive Director)

**H.V.Kishnadwala**

Partner

Membership No. 37391

**Ashit P Dave**  
(Executive Director)

**Chetan Prajapati**  
(Company Secretary)

Place: Mumbai

Date: 14th May, 2016

Place: Mumbai

Date: 14th May, 2016



**CONSOLIDATED FINANCIAL STATEMENTS**

# AIMCO PESTICIDES LIMITED

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## INDEPENDENT AUDITORS' REPORT

To

**The Members of Aimco Pesticides Limited**

### **Report on the Consolidated Financial Statements:**

We have audited the accompanying consolidated financial statements of **Aimco Pesticides Limited** (hereinafter referred to as 'the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') comprising of the Consolidated Balance Sheet as at 31 March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

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

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the asset of the Group and for preventing and detecting the frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that operates effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### **Auditor's Responsibility**

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

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

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

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

### **Basis for Qualified Opinion**

(a) The Holding Company has paid remuneration of Rs. 90,74,825 to its directors in earlier years which is in excess than the amount payable under the Act. The Company's application for approval of the excess



sum so paid under section 309 of the Companies Act, 1956 has been rejected by the Central Government (See Note 27.6 of the consolidated financial statements);

- (b) Remuneration paid to the Managing Director of the Holding Company Rs. 25,35,000 in earlier year is subject to approval / clarification by the Central Government (See Note 27.7 of the consolidated financial statements)

The above matter had caused us to qualify our audit opinion on the consolidated financial statements for the year ended 31st March, 2015.

### **Qualified 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 matter described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

### **Other Matters**

The accompanying consolidated financial statements include total assets of Rs. 8,81,565 as at March 31, 2016, total revenue Rs. Nil and net cash outflows of Rs. 750 for the year ended on that date, in respect of one of its subsidiaries and considered in the consolidated financial statements, which have not been audited by us. The financial statements of the said subsidiary has been audited by other auditor whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the said subsidiary, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor and the financial statements certified by the Management.

### **Report on Other Legal and Regulatory Requirements**

1. As required by section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
  - (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the report of the auditor of the subsidiary company, none of the directors of the Group companies incorporated in India, is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our report in Annexure, which is based on the Auditors' reports of the Holding Company and its subsidiary company incorporated in India.

## **AIMCO PESTICIDES LIMITED**

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- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Group has disclosed the impact of pending litigations on the consolidated financial position of the Group in its consolidated financial statements – Refer Note 27.2 of the consolidated financial statements.
  - ii) The Group did not have any long term contracts, including derivative contracts, for which there were any material foreseeable losses.
  - iii) No amount is required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary company incorporated in India.

**For CNK & Associates LLP**  
**Chartered Accountants**

Firm's Registration Number: 101961W

**H. V. Kishnadwala**

Partner

Membership Number: 37391

Place: Mumbai

Date: 14<sup>th</sup> May, 2016

### **Annexure to Independent Auditors' Report**

[Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date on the consolidated financial statements of **Aimco Pesticides Limited** and its subsidiaries]

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

In conjunction with our audit of the consolidated financial statements of Aimco Pesticides Limited ('the Holding Company') as of and for the year ended 31<sup>st</sup> March, 2016, we have audited the internal financial controls over financial reporting of the Holding Company and its subsidiary company which is incorporated in India, as of that date.

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

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

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls over financial reporting. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

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

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

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

### **Opinion**

In our opinion to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Holding Company and its subsidiary company incorporated in India, considering the essential components of internal control stated in the Guidance Note.

### **Other Matters**

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to the subsidiary company incorporated in India is based on the corresponding report of the auditor of the said company incorporated in India.

### **For CNK & Associates LLP**

#### **Chartered Accountants**

Firm's Registration Number: 101961W

#### **H. V. Kishnadwala**

Partner

Membership Number: 37391

Place: Mumbai

Date: 14<sup>th</sup> May, 2016

# AIMCO PESTICIDES LIMITED

## Consolidated Balance Sheet as at 31st March, 2016

Particulars	Note No.	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
<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	(10,945,222)	(56,411,820)
		81,419,908	35,953,310
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	5	-	200,914
(b) Deferred tax liabilities (net)	13	-	3,214,469
(c) Other long-term liabilities	6	1,252,898	1,543,398
(d) Long-term provisions	7	10,637,242	8,553,645
		11,890,140	13,512,426
<b>3 Current liabilities</b>			
(a) Short-term borrowings	8	130,000	130,000
(b) Trade payables	9	395,121,574	410,292,181
(c) Other current liabilities	10	51,834,162	40,724,605
(d) Short-term provisions	11	23,595,297	25,873,991
		470,681,032	477,020,777
		<b>563,991,081</b>	<b>526,486,514</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	12	39,605,314	48,608,230
(b) Capital Work-In-Progress		1,217,483	-
(c) Deferred tax assets (net)	13	570,664	-
(d) Long-term loans and advances	14	31,448,080	20,649,978
(e) Other non-current assets	15	-	917,476
		72,841,541	70,175,684
<b>2 Current assets</b>			
(a) Inventories	16	191,591,684	97,207,443
(b) Trade receivables	17	247,291,859	318,349,984
(c) Cash and bank balances	18	25,217,044	16,455,077
(d) Short-term loans and advances	19	4,129,471	7,566,033
(e) Other current assets	20	22,919,482	16,732,293
		491,149,539	456,310,830
		<b>563,991,081</b>	<b>526,486,514</b>

Significant accounting policies and Notes forming part of the financial statements 1 - 30

As per our report of even date  
**For CNK & Associates LLP**  
Chartered Accountants  
(Firm Registration No. 101961W)

For and on behalf of the Board

**Elizabeth Shrivastava**  
(Managing Director)

**Pradeep P Dave**  
(Executive Director)

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

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

**Chetan Prajapati**  
(Company Secretary)

Place: Mumbai  
Date: 14th May, 2016

Place: Mumbai  
Date: 14th May, 2016

**Consolidated Statement of Profit and Loss for the year ended 31st March, 2016**

Particulars	Note No.	For the year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
1 Revenue from Operations	21	969,930,872	1,652,574,289
2 Other income	22	<u>18,788,957</u>	<u>258,331</u>
<b>3 Total Revenue</b>		<b><u>988,719,829</u></b>	<b><u>1,652,832,620</u></b>
<b>4 Expenses</b>			
(a) Cost of materials consumed	23.a	598,529,652	782,089,985
(b) Purchases of stock-in-trade	23.b	180,581,318	566,701,552
(c) (Increase)/Decrease in inventories	23.c	(45,561,119)	49,620,276
(d) Employees' benefits expense	24	40,521,702	33,331,844
(e) Finance costs	25	2,502,972	3,001,149
(f) Depreciation and amortisation expense	12	5,190,021	6,121,565
(g) Other expenses	26	<u>165,207,139</u>	<u>179,277,523</u>
<b>Total Expenses</b>		<b><u>946,971,685</u></b>	<b><u>1,620,143,895</u></b>
<b>5 Profit / (Loss) before tax</b>		<u>41,748,144</u>	<u>32,688,725</u>
<b>6 Tax expense:</b>			
Current Tax		(9,050,000)	(7,271,310)
Deferred Tax credit / (expense)	13	3,785,133	(3,642,124)
MAT Credit Entitlement		<u>9,032,010</u>	<u>7,271,310</u>
		<u>3,767,143</u>	<u>(3,642,124)</u>
<b>7 Profit / (Loss) for the year</b>		<b><u>45,515,287</u></b>	<b><u>29,046,601</u></b>
<b>8 Earnings per share</b>			
Basic and Diluted		4.93	3.14

**Significant accounting policies and Notes forming part of the financial statements 1 - 30**

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(Company Secretary)

Place: Mumbai  
Date: 14th May, 2016

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# AIMCO PESTICIDES LIMITED

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	YEAR ENDED As on 31.03.2016	YEAR ENDED As on 31.03.2015
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before tax	41,748,144	32,688,725
Adjustment for:		
Depreciation	5,190,021	6,121,565
Interest Paid	36,872	78,592
Loss on Asset Scrapped	8,928,569	-
Asset held for disposal	700,000	-
Bad Debts Written off	5,450,243	20,355,952
Adjustment for foreign exchange currency translation	63,209	(30,293)
Exchange difference on translation of foreign currency cash and cash equivalents	20,993	164,135
Net (Gain)/Loss on Foreign exchange fluctuation	(626,297)	(2,836,046)
Profit on sale of fixed assets (Net)	(18,556,145)	-
Interest income	(140,366)	1,067,100
<b>Operating Profit/(Loss) before working capital changes</b>	<b>42,815,244</b>	<b>56,392,465</b>
Adjustment for:		
(Increase)/Decrease in Trade Receivables	65,455,031	6,706,867
(Increase)/Decrease in Loans and advances and Other Assets	(13,548,729)	27,805,302
(Increase)/Decrease in Inventories	(94,384,241)	55,605,357
(Increase)/Decrease in Deferred Tax Asset	(3,785,133)	3,642,124
Increase/(Decrease) in Trade Payables and Current Liabilities	(2,612,392)	(155,361,814)
Increase/(Decrease) in Provisions	(3,112,125)	(51,987,588)
Cash generated (Outflow) from operations	(9,172,345)	20,020,543
		(41,581,621)
Taxes paid (Net)	(6,521,470)	14,810,844
		12,756,312
<b>NET CASH FLOW (OUTFLOW) FROM OPERATING ACTIVITIES</b>	<b>(A) (2,650,874)</b>	<b>2,054,532</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(10,477,012)	(8,896,740)
Sale of fixed assets	22,000,000	-
Net difference between cost of Investments in a subsidiary and net assets at the time of investment	45,720	36,066
Balance in Statutory Reserve in a subsidiary at the time of acquisition / investment	5,080	3,382
Increase in Margin Money deposit	(50,847)	1,908,116
Interest income	140,366	150,166
<b>NET CASH INFLOW / (OUTFLOW) FROM INVESTING ACTIVITIES</b>	<b>(B) 11,663,308</b>	<b>(6,799,010)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of long term borrowings	(243,448)	(218,182)
Repayment of short term borrowings	-	(300,000)
Interest Paid	(36,872)	(78,592)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(C) (280,320)</b>	<b>(596,774)</b>
<b>NET CHANGES IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>8,732,113</b>	<b>(5,341,252)</b>
Cash and Cash equivalent as at the beginning of the year		
Cash and Bank balances	16,149,951	21,655,338
Unrealised Foreign Exchange Fluctuation on cash and cash equivalents	(20,993)	(164,135)
Cash and Cash equivalent as at the end of the year (Refer Note 18)	<b>24,861,071</b>	<b>16,149,951</b>

Notes :

- Figures in the brackets represent cash outflows.
- Previous year figures have been regrouped wherever necessary to confirm to the current year's classification.

As per our report of even date  
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For and on behalf of the Board

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(Managing Director)

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Partner  
Membership No. 37391

**Ashit P Dave**  
(Executive Director)

**Chetan Prajapati**  
(Company Secretary)

Place: Mumbai  
Date: 14th May, 2016

Place: Mumbai  
Date: 14th May, 2016

## Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016

### 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.

The Company has two subsidiaries one each in India and in United Arab Emirates. The Company and its subsidiaries (collectively referred to as "the Group") are engaged in the business of manufacturing and trading in agrochemical products.

### 2 Significant accounting policies :

#### 2.1 Basis of Preparation

The financial statements of the subsidiary companies used in the consolidation are drawn upto the same reporting date as of the Company i.e. year ended 31st March, 2016. The financial statements of the Group have been prepared in accordance with the principles and procedures for the preparation and presentation of consolidated financial statements as laid down in the Accounting Standard 21 "Consolidated Financial Statements" as notified by the Companies (Accounting Standards) Rules, 2006.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle. 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 Group 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 of the Group 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. The Group believes that the estimates used in the preparation of the 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 Principles of consolidation

- a). The consolidated financial statements include the financial statements of Aimco Pesticides Limited, the parent company, and two of its wholly owned subsidiaries, viz. Aimco Ecoscience Limited, India and Aimco International FZE, United Arab Emirates.
- b). The financial statements of the Company and its subsidiaries have been combined on a line by line basis by adding together book values of similar items of assets, liabilities, income and expenses. The intra-group balances and intra-group transactions have been fully eliminated.
- c). The difference between the cost of investments in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be. Goodwill arising on consolidation is disclosed under Fixed Assets - Intangible assets and is not amortised but tested for impairment annually.
- d). Consolidated Financial Statements have been prepared using uniform accounting policies to the extent possible and are presented to the extent possible, in the same manner as the Company's standalone financial statements.
- e). Indian Rupee is the reporting currency for the Group. In case of a foreign subsidiary, being non-integral foreign operations, all revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the balance sheet date. Any exchange difference arising on consolidation is recognised in the 'Foreign currency translation reserve'.

# AIMCO PESTICIDES LIMITED

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## 2.4 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, installation and bringing the assets to its working conditions for its intended use. 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.

## 2.5 Depreciation and amortisation

Depreciation on fixed assets is charged on a straight-line basis so as to write-off the cost of the assets over the useful lives. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed of. 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.

## 2.6 Goodwill

Goodwill arising on the acquisition of subsidiaries is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

## 2.7 Impairment of Fixed Assets

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the concerned constituent entity 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.

## 2.8 Inventories

Items of Inventory are valued as under :

- 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.
- iii) Excise Duty where applicable, 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.

## 2.9 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. Where applicable, the Group'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 paid annual leave, bonus, leave travel assistance, medical allowance, contribution to provident fund and superannuation etc. are recognized as actual amounts due in the 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) 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.
- (iii) 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.

### **2.10 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.

### **2.11 Forward Exchange Contracts**

The Group uses foreign exchange forward contracts and foreign currency options contracts 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 such contracts is amortized as income or expense as the case may be, over the life of the contract. The exchange difference measured by the change in exchange rate between the inception date of the contract and the balance sheet date is recognised in the statement of profit and loss. Any gain / loss on cancellation / maturity of such contract is recognised as income / expense of the period.

### **2.12 Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group 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.

# AIMCO PESTICIDES LIMITED

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

## ii) **Export incentives:**

Export Incentive 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.

Export benefit in the form of duty saved on cost of material purchased is recognised as reduction from material consumption when the advance licence is used for the import of material and there is no significant uncertainty regarding the fulfillment of export obligation attached to it. The amount of duty saved is treated as contingent liability and disclosed as such till the export obligation is met.

## 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.

## **2.13 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.

## **2.14 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.

## **2.15 Leases**

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.

## **2.16 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 Group 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 Group 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.

### **2.17 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 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 companies incorporated in India recognise 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 concern entity reviews the MAT credit entitlement at each balance sheet date and writes down the assets to the extent there is no longer convincing evidence to the effect that entity will pay normal Income Tax during the specified period.

### **2.18 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.

### **2.19 Cash flow statement**

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

### **2.20 Cash and Cash equivalents**

Cash and cash equivalents consist of cash and cash on deposit with banks. The Group 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.

# AIMCO PESTICIDES LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016

## Note 3 Share capital

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares	₹	Number of shares	₹
<b>(a) Authorised</b>				
Equity shares of ₹ 10/- each	<u>15,000,000</u>	<u>150,000,000</u>	<u>15,000,000</u>	<u>1,500,000,000</u>
<b>(b) Issued, Subscribed and fully paid up</b>				
Equity shares of ₹ 10/- each	<u>9,236,513</u>	<u>92,365,130</u>	<u>9,236,513</u>	<u>92,365,130</u>
<b>Total</b>	<u><b>9,236,513</b></u>	<u><b>92,365,130</b></u>	<u><b>9,236,513</b></u>	<u><b>92,365,130</b></u>

### Notes :

#### Terms/rights attached to equity shares

- (i) The Company has only one class of share referred to as equity shares having a par value of ₹ 10. Each holder of equity share is entitled to one vote per share.
- (ii) 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.
- (iii) 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.
- (iv) There is no change in issued and paid up share capital during the year.
- (v) Details of shareholder holding more than 5% shares:

Name of shareholder	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares held	% held	Number of shares held	% held
Excel Crop Care Limited	2,330,120	25.23%	2,330,120	25.23%
Pradeep P Dave	746,684	8.08%	746,684	8.08%
Aimco Investment Private Limited	546,345	5.92%	546,345	5.92%

**Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016**
**Note 4 Reserves and Surplus**

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
(a) Securities premium account		
Balance as per last year	79,967,790	79,967,790
(b) Statutory Reserve		
Balance as per last year	84,977	81,595
Add / (Less): For the Year	<u>5,081</u>	<u>3,382</u>
	<u>90,057</u>	<u>84,977</u>
(c) Capital Reserve on Acquisition		
Balance as per last year	764,724	728,658
Add / (Less): For the Year	<u>45,721</u>	<u>36,066</u>
	<u>810,444</u>	<u>764,724</u>
(d) Foreign Currency Translation Reserve		
Balance as per last year	(28,457)	1,836
Add / (Less): For the Year	<u>63,209</u>	<u>(30,293)</u>
	<u>34,752</u>	<u>(28,457)</u>
(e) Surplus / (deficit) in Statement of Profit and Loss		
Opening balance	(137,363,552)	(166,247,455)
Add: Profit for the year	<u>45,515,286</u>	<u>29,046,601</u>
Closing balance	<u>(91,848,266)</u>	<u>(137,200,854)</u>
<b>Total</b>	<u><u>(10,945,222)</u></u>	<u><u>(56,411,820)</u></u>

**Note 5 Long-term borrowings**

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Loan from Banks:		
- Vehicle Loan (Refer Note below)	<u>-</u>	<u>200,914</u>
<b>Total</b>	<u><u>-</u></u>	<u><u>200,914</u></u>

**Note:**

Vehicle loan is secured by hypothecation of specified vehicle. The loan is repayable in 35 monthly installments starting from 01/03/14 and last installment falls due on 01/01/17.

# AIMCO PESTICIDES LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016

## Note 6 Other long-term liabilities

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Other Payables:		
Security deposits received	1,252,898	1,543,398
<b>Total</b>	<b>1,252,898</b>	<b>1,543,398</b>

## Note 7 Long-term provisions

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Provision for employee benefits:		
(i) Provision for compensated absences	3,195,406	2,307,419
(ii) Provision for gratuity	7,441,836	6,246,226
<b>Total</b>	<b>10,637,242</b>	<b>8,553,645</b>

## Note 8 Short-term borrowings

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Loan from a related party		
Unsecured	130,000	130,000
<b>Total</b>	<b>130,000</b>	<b>130,000</b>

## Note 9 Trade payables

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Trade payables		
(i) Dues to Micro and Small enterprises	-	-
(ii) Dues to Others	395,121,574	410,292,181
<b>Total</b>	<b>395,121,574</b>	<b>410,292,181</b>

### Note:

The companies in India have not received any information from it's 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.

**Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016**

**Note 10 Other current liabilities**

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
(a) Current maturities of long-term debt (Refer Note 5)	200,914	243,448
(b) Other payables		
(i) Book Overdraft from bank	-	13,091,512
(ii) Advances from customers	27,066,147	4,599,534
(iii) Statutory Dues	12,537,711	6,098,179
(iv) Other Current Liabilities	<u>12,029,390</u>	<u>16,691,931</u>
<b>Total</b>	<b><u>51,834,162</u></b>	<b><u>40,724,605</u></b>

**Note 11 Short-term provisions**

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
(a) Provision for employee benefits:		
(i) Provision for bonus	406,807	338,967
(ii) Provision for compensated absences	1,065,135	769,140
(iii) Provision for gratuity	826,871	694,025
(iv) Provision for employee incentives	<u>555,917</u>	<u>576,966</u>
	<u>2,854,730</u>	<u>2,379,098</u>
(b) Provision for Taxation	20,740,567	23,494,894
[Net of advance tax ₹ 16,012,172/- (Previous year ₹ 27,22,232/-)]		
<b>Total</b>	<b><u>23,595,297</u></b>	<b><u>25,873,991</u></b>

# AIMCO PESTICIDES LIMITED

## Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016

### Note 12 Fixed assets

#### Current Period (1st April, 2015 to 31st March, 2016)

Particulars	Gross block				Depreciation and amortisation				Net block	
	As at 1 April, 2015	Additions	Deduction	As at 31 March, 2016	As at 1 April, 2015	Depreciation / amortisation expense for the year	Deduction	As at 31 March, 2016	As at 31 March, 2016	As at 31 March, 2015
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Land										
Freehold	3,200,923	-	3,200,923	-	-	-	-	-	-	3,200,923
Leasehold	613,790	-	-	613,790	134,260	6,462	-	140,722	473,068	479,530
Buildings	20,429,348	77,654	694,421	19,812,582	12,224,406	503,339	451,489	12,276,256	7,536,326	8,204,943
Plant and Equipment	136,388,811	4,050,311	20,496,582	119,942,540	106,170,718	2,816,774	10,868,013	98,119,479	21,823,062	30,218,094
Furniture and Fixtures	2,555,429	92,694	-	2,648,123	1,975,958	110,774	-	2,086,731	561,392	579,471
Vehicles	9,316,058	4,897,171	-	14,213,229	5,319,869	1,201,056	-	6,520,926	7,692,303	3,996,189
Office Equipment	4,660,160	52,239	-	4,712,399	4,087,710	161,335	-	4,249,045	463,354	572,450
Computer Equipments	2,870,514	89,460	-	2,959,974	2,356,856	390,280	-	2,747,136	212,838	513,658
<b>Total (A)</b>	<b>180,035,034</b>	<b>9,259,529</b>	<b>24,391,926</b>	<b>164,902,637</b>	<b>132,269,776</b>	<b>5,190,021</b>	<b>11,319,502</b>	<b>126,140,296</b>	<b>38,762,342</b>	<b>47,765,258</b>
<b>Intangible Assets</b>										
Goodwill	842,973	-	-	842,973	-	-	-	-	842,973	842,973
<b>Total (B)</b>	<b>842,973</b>	<b>-</b>	<b>-</b>	<b>842,973</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>842,973</b>	<b>842,973</b>
<b>Total (A+B)</b>	<b>180,878,007</b>	<b>9,259,529</b>	<b>24,391,926</b>	<b>165,745,610</b>	<b>132,269,776</b>	<b>5,190,021</b>	<b>11,319,502</b>	<b>126,140,296</b>	<b>39,605,314</b>	<b>48,608,230</b>

#### Notes :

- During financial year 2014-15, the Company had revised the estimated useful life of certain items of fixed assets in accordance with the useful life specified in Part C of Schedule II to the Act. As per the said Schedule, where the fixed asset have completed their useful lives, the carrying value (net of residual value) as at April 1, 2014 is to be charged to depreciation. In case of other items of fixed assets the carrying value( net of residual value) as at April 1, 2014 had been depreciated/amortized over the remaining useful life. As a result of the same, the depreciation/amortization expense over the year ended March 31st 2015, was higher by ₹ 17,50,465/-."
- Pursuant to the Notification dated 29th August 2014 issued by the Ministry of Corporate Affairs, the Company has complied with the requirements of paragraph 4(a) of Notes to Schedule II of the Companies Act, 2013 relating to Componentization in FY 2015-16. In addition, effective April 1, 2015, the Company has revised the estimated useful life of certain items of plant and machinery based on the technical advice received. These have resulted in higher depreciation of ₹ 7,27,844/- in FY 2015-16. "

#### Previous Period (1st April, 2014 to 31st March, 2015)

Particulars	Gross block				Depreciation and amortisation				Net block	
	As at 1 April, 2014	Additions	Deduction	As at 31 March, 2015	As at 1 April, 2014	Depreciation / amortisation expense for the year	Deduction	As at 31 March, 2015	As at 31 March, 2015	As at 31 March, 2014
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Land										
Freehold	3,200,923	-	-	3,200,923	-	-	-	-	3,200,923	3,200,923
Leasehold	613,790	-	-	613,790	127,815	6,445	-	134,260	479,530	485,975
Buildings	20,371,848	57,500	-	20,429,348	11,653,422	570,983	-	12,224,406	8,204,943	8,718,426
Plant and Equipment	128,317,561	8,071,250	-	136,388,811	102,646,967	3,523,751	-	106,170,718	30,218,094	25,670,595
Furniture and Fixtures	2,543,129	12,300	-	2,555,429	1,830,971	144,986	-	1,975,958	579,471	712,158
Vehicles	9,254,214	61,844	-	9,316,058	4,421,593	1,061,205	-	5,482,799	3,833,259	4,832,621
Office Equipment	4,562,729	97,431	-	4,660,160	3,609,769	362,740	-	3,972,509	687,651	952,960
Computer Equipments	2,274,099	596,415	-	2,870,514	1,857,674	451,454	-	2,309,128	561,386	416,426
<b>Total (A)</b>	<b>171,138,294</b>	<b>8,896,740</b>	<b>-</b>	<b>180,035,034</b>	<b>126,148,211</b>	<b>6,121,565</b>	<b>-</b>	<b>132,269,776</b>	<b>47,765,258</b>	<b>44,990,083</b>
<b>Intangible Assets</b>										
Goodwill	842,973	-	-	842,973	-	-	-	-	842,973	842,973
<b>Total (B)</b>	<b>842,973</b>	<b>-</b>	<b>-</b>	<b>842,973</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>842,973</b>	<b>842,973</b>
<b>Total (A+B)</b>	<b>171,981,267</b>	<b>8,896,740</b>	<b>-</b>	<b>180,878,007</b>	<b>126,148,211</b>	<b>6,121,565</b>	<b>-</b>	<b>132,269,776</b>	<b>48,608,230</b>	<b>45,833,056</b>



**Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016**
**Note 13 Deferred Tax Assets / (Liabilities) (Net)**

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Deferred Tax Assets / (Liabilities) (Refer Note 28.6)	570,664	(3,214,469)
<b>Total</b>	<b>570,664</b>	<b>(3,214,469)</b>

**Note 14 Long-term loans and advances**

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Unsecured, considered good		
(a) Security deposits (Refer Note below)	8,160,727	8,114,702
(b) Loans and advances to employees	18,000	-
(c) Balances with government authorities	2,115,119	413,052
(d) MAT Credit Entitlement	21,154,234	12,122,224
<b>Total</b>	<b>31,448,080</b>	<b>20,649,978</b>

**Note:**

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

**Note 15 Other non-current assets**

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Unsecured, considered good		
Long-term Trade Receivables	-	917,476
<b>Total</b>	<b>-</b>	<b>917,476</b>

**Note 16 Inventories**

(At lower of cost and net realisable value)

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
(a) Raw materials and Packing Materials (Including goods in transit of ₹ 29,76,088/-, Previous Year ₹ 23,44,244/-)	91,959,080	43,229,883
(b) Work-in-progress	13,934,091	15,280,182
(c) Finished goods (other than those acquired for trading) (Including goods in transit of ₹ 6,79,538, Previous Year ₹ Nil)	78,732,575	36,394,855
(d) Stock-in-trade (acquired for trading)	5,604,689	1,035,198
(e) Stores and spares (Including goods in transit of ₹ NIL, Previous Year ₹ 25,680/-)	1,361,249	1,267,324
<b>Total</b>	<b>191,591,684</b>	<b>97,207,443</b>

# AIMCO PESTICIDES LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016

## Note 17 Trade receivables

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Unsecured and considered good		
Debts outstanding for a period exceeding six months from due date	70,460,888	418,936
Other Debts	<u>176,830,970</u>	<u>317,931,048</u>
	247,291,859	318,349,984
Unsecured and considered doubtful		
Debts outstanding for a period exceeding six months from due date	270,589	-
Less :Provision for doubtful debts	<u>(270,589)</u>	<u>-</u>
	-	-
<b>Total</b>	<b><u>247,291,859</u></b>	<b><u>318,349,984</u></b>

## Note 18 Cash and Bank Balances

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
(a) Cash and cash equivalents:		
(i) Balances with banks		
- In deposit accounts with original maturity period of less than 3 months	6,454,061	-
- In other accounts	17,709,895	15,723,749
(ii) Cash on hand	<u>697,115</u>	<u>426,202</u>
	24,861,071	16,149,951
(b) Other Bank Balances:		
Margin Money with banks	<u>355,973</u>	<u>305,126</u>
<b>Total</b>	<b><u>25,217,044</u></b>	<b><u>16,455,077</u></b>

## Note 19 Short-term loans and advances

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
<b>Unsecured, considered good:</b>		
(a) Loans and advances to employees	123,500	79,000
(b) Loans to others	-	7,100,000
(c) Advances to Suppliers	<u>4,005,971</u>	<u>387,033</u>
<b>Total</b>	<b><u>4,129,471</u></b>	<b><u>7,566,033</u></b>

**Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016**
**Note 20 Other current assets**

Particulars	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
(a) Accruals		
Interest accrued but not due	58,440	35,158
(b) Others		
(i) Advances recoverable in cash or in kind or for value to be received	15,384,604	12,434,891
(ii) Dues from a company in which directors are interested	1,183,307	4,101,473
(iii) Assets held for Disposal	700,000	-
(c) Balances with government authorities	5,593,131	160,771
<b>Total</b>	<b><u>22,919,482</u></b>	<b><u>16,732,293</u></b>

**Note 21 Revenue from operations**

Particulars	For the year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
(a) Sale of products	970,268,201	1,661,185,580
Less : Excise duty	11,765,114	13,233,874
Net Sales	<u>958,503,086</u>	<u>1,647,951,706</u>
(b) Other operating revenues		
Export Incentives	11,427,786	4,622,583
<b>Total</b>	<b><u>969,930,872</u></b>	<b><u>1,652,574,289</u></b>

**Note 22 Other income**

Particulars	For the year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
(a) Interest income	172,812	198,331
(b) Other non-operating income		
Rental income from operating leases	60,000	60,000
(c) Profit on sale of fixed assets	18,556,145	-
<b>Total</b>	<b><u>18,788,957</u></b>	<b><u>258,331</u></b>

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

Particulars	For the year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
Opening stock	43,229,883	49,951,497
Add: Purchases	647,258,849	775,368,372
	690,488,732	825,319,869
Less: Closing stock	91,959,080	43,229,883
<b>Total</b>	<b><u>598,529,652</u></b>	<b><u>782,089,985</u></b>

# AIMCO PESTICIDES LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016

## Note 23.b Purchase of traded goods

Particulars	For the year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
Agro Chemicals :		
Formulation	18,204,527	44,276,624
Technical	151,633,953	514,393,591
Bio-Chemicals	10,742,838	8,031,337
<b>Total</b>	<b>180,581,318</b>	<b>566,701,552</b>

## Note 23.c (Increase)/Decrease in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
<u>Inventories at the end of the year:</u>		
Finished goods	78,732,575	36,394,855
Work-in-progress	13,934,091	15,280,182
Stock-in-trade	5,604,689	1,035,198
	<u>98,271,354</u>	<u>52,710,236</u>
<u>Inventories at the beginning of the year:</u>		
Finished goods	36,394,855	62,550,482
Work-in-progress	15,280,182	15,362,994
Stock-in-trade	1,035,198	24,417,035
	<u>52,710,236</u>	<u>102,330,511</u>
<b>Net (increase) / decrease</b>	<b>(45,561,119)</b>	<b>49,620,276</b>

## Note 24 Employee benefits expense

Particulars	For the year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
Salaries and wages	31,343,324	24,467,349
Directors Remuneration	6,855,000	6,855,000
Contributions to provident and other funds	1,231,235	854,973
Staff welfare expenses	1,092,143	1,154,522
<b>Total</b>	<b>40,521,702</b>	<b>33,331,844</b>

## Note 25 Finance costs

Particulars	For the year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
Interest expense:		
(i) On Borrowings	36,872	78,592
(ii) To Suppliers of goods	132,139	133,021
(iii) To Others		
- Interest on delayed payment of statutory dues and Income Tax	2,333,961	2,789,536
<b>Total</b>	<b>2,502,972</b>	<b>3,001,149</b>

**Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016**

**Note 26 Other expenses**

Particulars	For the year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
Consumption of stores and spare parts	6,537,210	2,711,219
Increase / (decrease) of excise duty on inventory	6,702,077	(3,409,010)
Power and fuel	16,218,087	13,000,415
Rent including lease rentals	1,545,052	1,534,168
Repairs and maintenance - Buildings	1,758,668	1,339,736
Repairs and maintenance - Machinery	3,297,329	1,349,519
Repairs and maintenance - Others	801,390	389,114
Insurance	1,068,143	1,111,237
Rates and taxes	51,748	59,934
Communication Expenses	1,260,621	1,300,534
Travelling and conveyance	6,720,658	6,218,345
Freight and forwarding	39,197,415	67,174,111
Advertisement and Sales promotion	3,946,057	3,597,869
Research & Development Expenditure	2,246,973	2,411,099
Legal and professional charges	4,622,246	2,989,122
Payments to Auditors (Refer Note (i) below)	906,545	933,240
Sales Tax / VAT Expenses	9,310,817	12,509,130
Labour Charges	14,276,915	10,688,758
Brokerage / Commission	6,263,954	5,350,866
Trade and other receivables, loans and advances written off (Net)	5,450,243	19,913,452
Provision for doubtful debts	270,589	-
Loss on Asset scrapped	8,928,569	-
Net loss on foreign currency transactions and translation	10,936,321	15,356,521
Prior period items (net) (Refer Note (ii) below)	252,136	37,172
Miscellaneous expenses	12,637,377	12,710,972
<b>Total</b>	<b>165,207,139</b>	<b>179,277,523</b>

**Notes:**

(i) Payments to auditors (Net of Service Tax) comprises:

As auditors - Statutory Audit	436,545	403,240
For Tax Audit	100,000	100,000
For Taxation matters	150,000	100,000
For other services	220,000	330,000
<b>Total</b>	<b>906,545</b>	<b>933,240</b>

(ii) Details of Prior period items:

**Prior period expenses :**

Travelling and conveyance	153,976	-
Legal and professional charges	30,000	-
Miscellaneous expenses	68,160	-
Consumption of stores and spare parts	-	5,063
Rent including lease rentals	-	3,600
Freight and forwarding	-	28,509
<b>Total</b>	<b>252,136</b>	<b>37,172</b>

# AIMCO PESTICIDES LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016

## Note 27 Additional information

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	₹	₹
<b>27.1 Contingent liabilities and commitments (to the extent not provided for)</b>		
<b>a) Contingent liabilities</b>		
- Claims against the Company not acknowledged as debt	4,627,408	3,192,649
- Estimated amount of obligation on account of non fulfillment of export commitments under various advance licences.	45,583,208	22,256,566
<b>b) Commitments</b>		
- For Capital expenditure	2,285,065	-
	<u>52,495,681</u>	<u>25,449,215</u>

27.2 The Group's pending litigations comprise of claims against the constituents in the Group by the parties and / or the proceedings pending with the Revenue authorities. The respective constituents in the Group has reviewed all its pending litigations and proceedings and has adequately provided for, where provisions are required or disclosed the same as contingent liabilities in the financial statements. The Group does not expect the outcome of these proceedings to have any materially adverse effect on its financial results. For details on contingent liabilities refer Note 27.1 above.

27.3 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013:

Name of Enterprise	Net Assets i.e. total assets minus total liabilities		Share in profit and (loss)	
	As % of consolidated net assets	Amount	As % of consolidated profit or (loss)	Amount
<b>Parent</b>				
Aimco Pesticides Ltd.	102.45	83,412,139	101.75	46,309,707
<b>Subsidiaries:</b>				
Indian				
Aimco Ecoscience Ltd.	(0.02)	(18,286)	(0.01)	(3,613)
Foreign				
Aimco International FZE	(2.42)	(1,973,945)	(1.74)	(790,808)
<b>Total</b>	<b>100.00</b>	<b>81,419,908</b>	<b>100.00</b>	<b>45,515,287</b>

27.4 The Current Assets and Loans and Advances are approximately of the value stated, if realized in the ordinary course of business.

27.5 The Company is in the process of reconciling balances of some parties. The Company believes that on completion of the said process, there would be no material adjustments necessary in the accounts.

27.6 The Company's applications under section 309 of the Companies Act, 1956 for approval of excess remuneration ₹ 90,74,825/- paid to directors in earlier years have been rejected by the Central Government by its Orders dated 5th February, 2016 in view of inadequate information submitted. The Company is in the process of filing applications to the Central Government for review / reconsideration of its Orders, based on the additional inputs not considered by the Central Government. Till the

## Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016

matter is finally resolved, the Company has not given effect to the Orders of the Central Government in its books of accounts and the concerned directors have agreed to hold the excess amount of remuneration received by them in trust.

- 27.7 During financial year 2014-15 the Company had paid remuneration of ₹ 25,35,000/- to its Managing Director. Though the Central Government has approved the appointment, the amount payable by way of remuneration needs further clarification from the Central Government. Pending receipt of the same, the remuneration paid to the Managing director was charged to the Statement of Profit and Loss. The concerned director has agreed to hold the said sum received in trust till the matter is clarified by the Central Government.

### Note 28 Disclosures in accordance with Accounting Standards

#### 28.1 Accounting Standard (AS) 15 - Employee Benefits

##### (A) Defined Contribution Plans:

Contribution to Employees' Provident Fund	1,202,495 (820,969)
Contribution to Employees' State Insurance Corporation	28,740 (34,004)

##### (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 April 1, 2015	6,940,251	3,076,559	10,016,810
	(6,229,994)	(2,180,197)	(8,410,191)
(b) Interest cost	555,220	246,125	801,345
	(498,400)	(174,416)	(672,816)
(c) Past Service Cost	NIL	NIL	NIL
	(NIL)	(NIL)	(NIL)
(d) Current Service Cost	626,061	819,546	1,445,607
	(505,980)	(663,819)	(1,169,799)
(e) Benefits Paid	NIL	NIL	NIL
	(546,189)	(438)	(546,627)
(f) Actuarial (Gain)/ Loss	147,175	118,311	265,486
	Loss (252,066)	Loss (58,565)	Loss (310,631)
(g) Present Value of Obligation as at March 31, 2016	8,268,707	4,260,541	12,529,248
	(6,940,251)	(3,076,559)	(10,016,810)

# AIMCO PESTICIDES LIMITED

## Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016

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

Particulars	Gratuity	Leave	Total
		Encashment	
(a) Current Service Cost	626,061	819,546	1,445,607
	(505,980)	(663,819)	(1,169,799)
(b) Past Service Cost	NIL	NIL	NIL
	(NIL)	(NIL)	(NIL)
(c) Interest cost	555,220	246,125	801,345
	(498,400)	(174,416)	(672,816)
(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	147,175	118,311	265,486
	Loss	Loss	Loss
	(252,066)	(58,565)	(310,631)
(g) Employees' Contribution	NIL	NIL	NIL
	(NIL)	(NIL)	(NIL)
(h) Total (Income)/Expenses recognized in Statement of Profit and Loss	1,328,456	1,183,982	2,512,438
	(1,256,446)	(896,800)	(2,153,246)

(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	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	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

(iv) 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				
	2016	2015	2014	2013	2012
On plan Liability (Gains) / Loss	147,175	252,066	(138,453)	202,917	(300,588)



## Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016

### 28.2 Accounting Standard (AS) 17 - Segment Reporting

#### a) Primary segment - Business segment:

The Group 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 year ended 31st March, 2016 is as under:

Particulars	2015-16 ₹	2014-15 ₹
<b>Revenue:</b>		
India	215,203,565	858,194,723
Outside India	743,299,521	789,756,983
Total	958,503,086	1,647,951,706
<b>Carrying amount of assets:</b>		
India	398,233,638	423,269,617
Outside India	165,757,443	103,216,895
Total	563,991,081	526,486,513
<b>Capital Expenditure in India</b>	9,259,529	8,896,740

### 28.3 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) All India Medical Corporation
- v) NDR & Co.

#### b) Key Management Personnel :

- i) Mrs. Elizabeth Shrivastava (Managing Director)
- ii) Mr. Pradeep P Dave (Executive Director and Chairman)
- iii) Dr. Samir P Dave ( Executive Director)
- iv) Mr. Ashit P Dave ( Executive Director)

# AIMCO PESTICIDES LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016

	Particulars	Companies/ firms in which the Directors have substantial interest	Key Management Personnel	Total
B (i)	<b><u>Details of Transaction with above Parties</u></b>			
	Rent Paid	32,748 (29,148)	1,188,000 (1,188,000)	1,220,748 (1,217,148)
	Remuneration (including perquisites)		6,855,000 (6,855,000)	6,855,000 (6,855,000)
	Rent Received	60,000 (60,000)		60,000 (60,000)
	Vehicle Purchased	2,918,166		2,918,166
	Loan Repaid	- (16,437)	- (1,377,131)	- (1,393,568)
	Advance Received	2,918,166 -		2,918,166 -
B (ii)	<b><u>Details of Balances with above Parties</u></b>			
	Other Liabilities	16,200 (19,800)		16,200 (19,800)
	Outstanding Deposits Receivable	7,002,068 (7,002,068)		7,002,068 (7,002,068)
	Advance Receivable	1,183,307 (4,101,473)		1,183,307 (4,101,473)
	Trade Receivable	121,150 (1,071,736)		121,150 (1,071,736)
	<b><u>Details of Transactions with related parties having 10% or more of the above :</u></b>			
C (i)	<b><u>Rent paid</u></b>			
	Ashit P Dave (HUF)		396,000 (396,000)	396,000 (396,000)
	Samir P Dave (HUF)		396,000 (396,000)	396,000 (396,000)
	Pradeep P Dave (HUF)		396,000 (396,000)	396,000 (396,000)
	<b><u>Remuneration (including perquisites)</u></b>			
	E P Shrivastava		2,535,000 (2,535,000)	2,535,000 (2,535,000)
	Pradeep P Dave		1,440,000 (1,440,000)	1,440,000 (1,440,000)

**Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016**

Particulars	Companies/ firms in which the Directors have substantial interest	Key Management Personnel	Total
Ashit P Dave		1,440,000	1,440,000
		(1,440,000)	(1,440,000)
Samir P Dave		1,440,000	1,440,000
		(1,440,000)	(1,440,000)
<u>Rent Received</u>			
NDR & Co.	60,000		60,000
	(60,000)		(60,000)
<u>Vehicle Purchased</u>			
Amisco Agrochem Ltd	2,918,166		2,918,166
	-		-
<u>Loan Repaid</u>			
Ashit P Dave		-	-
		(1,377,131)	(1,377,131)
<u>Advance Received</u>			
Amisco Agrochem Ltd	2,918,166		2,918,166
<b>C (ii) <u>Details of Balances with related parties having 10% or more of the above :</u></b>			
<u>Other Liabilities</u>			
All India Medical Corpn	16,200		16,200
	(19,800)		(19,800)
<u>O/S Deposit Receivable</u>			
All India Medical Corpn	7,002,068		7,002,068
	(7,002,068)		(7,002,068)
<u>Advance Receivable</u>			
Amisco Agrochem Ltd	1,183,307		1,183,307
	(4,101,473)		(4,101,473)
<u>Trade Receivable</u>			
NDR & Co.	121,150		121,150
	(1,071,736)		(1,071,736)

# AIMCO PESTICIDES LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016

## 28.4 Accounting Standard (AS) 19 - Leases

Disclosure in respect of operating lease (as Lessee):

Particulars	For the year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
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	1,545,052	1,534,168
(ii) Significant leasing arrangements The Company has given refundable interest free security deposits under the agreements.	NIL	NIL
(iii) Future minimum lease payments under non-cancelable agreements		
Not later than one year	1,401,600	1,284,000
Later than one year and not later than five years	-	1,188,000
Later than five years	NIL	NIL

Disclosure in respect of operating lease (as Lessor):

Particulars	For the year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
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	60,000	60,000
(ii) Significant leasing arrangements	NIL	NIL

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

Particulars	For the year ended 31 March, 2016 ₹	For the year ended 31 March, 2015 ₹
<b>Earnings Per Share</b>		
Profit/(Loss) attributed to Equity Shareholders (₹)	45,515,287	29,046,601
No of Equity Shares (of ₹ 10 each)	9,236,513	9,236,513
Earning per Share (Basic and diluted)	4.93	3.14

**Notes forming part of the Consolidated financial statements for the year ended 31st March, 2016**

**28.6 Accounting Standard (AS) 22 - Deferred Tax**

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

Nature of timing difference	Deferred Tax Assets/ (Liability) as at 1.04.2015	(Charge) / Credit for the current year	Deferred Tax Assets/ (Liability) as at 31.03.2016
	₹	₹	₹
a) Deferred Tax Liabilities Depreciation	(6,538,674)	2,966,792	(3,571,882)
b) Deferred tax assets			
(i) Items covered u/s 43B	1,096,384	312,279	1,408,663
(ii) Gratuity	2,227,821	506,062	2,733,883
	<u>3,324,205</u>	<u>818,341</u>	<u>4,142,546</u>
Deferred tax Assets / (Liabilities) (Net)	(3,214,469)	3,785,133	570,664

**29** As at the year end, the open exposures in foreign currency of the group is as under :

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Foreign Currency	Amount ₹	Foreign Currency	Amount ₹
Accounts Receivable	USD 24,40,766 AED 2,13,395	165,757,443	USD 16,02,015 AED 1,72,828	103,216,895
Accounts Payable	USD 37,13,137 AED 45,269	247,120,790	USD 46,85,545 AED 4,187	293,343,369

**30** The figures of the previous year have been regrouped / reclassified wherever necessary. Figures in bracket are in respect of the previous year.

As per our report of even date  
**For CNK & Associates LLP**  
Chartered Accountants  
(Firm Registration No. 101961W)

For and on behalf of the Board

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

**Elizabeth Shrivastava**  
(Managing Director)

**Pradeep P Dave**  
(Executive Director)

**Ashit P Dave**  
(Executive Director)

**Chetan Prajapati**  
(Company Secretary)

Place: Mumbai  
Date: 14th May, 2016

Place: Mumbai  
Date: 14th May, 2016



**Form No. MGT-11**

**PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

**AIMCO PESTICIDES LIMITED**

**CIN:** L24210MH1987PLC044362

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

**Tel No:** 91-22-67604000 **Fax No:** 91-22 67604060/4070

**E-mail:** aimco@aimcopesticides.com **Website:** www.aimcopesticides.com

Name of the Member (s)	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

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

1. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_  
 Signature: \_\_\_\_\_ or failing him

2. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_  
 Signature: \_\_\_\_\_ or failing him

1. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_  
 Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting of the company, to be held on September 29, 2016 at 12.00 noon at B-1/1, MIDC Industrial Area, Lote Parshuram, Village: Awashi, Taluka: Khed, District: Ratnagiri, Maharashtra- 415 707 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
<b>Ordinary Business:</b>			
1	Adoption of Audited Financial Statements for the year ended March 31, 2016, the report of the Board of Directors and Auditors thereon.		
2	Appointment of a Director in place of Mr. Ashit P. Dave (DIN: 00184760) who retires by rotation and being eligible, offers himself for re-appointment.		
3	Re-appointment of M/s. CNK & Associates LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.		
<b>Special Business:</b>			
5	Re-appointment of Mr. Pradeep P. Dave (DIN: 00184598) as an Executive Director [Whole Time Director] of the company for the period starting from April 01, 2016 to March 31, 2019		
6	Re-appointment of Dr. Samir P. Dave (DIN: 00184680) as an Executive Director [Whole Time Director] of the company for the period starting from April 01, 2016 to March 31, 2019		
7	Re-appointment of Mr. Ashit P. Dave (DIN: 00184760) as an Executive Director [Whole Time Director] of the company for the period starting from April 01, 2016 to March 31, 2019		
8	Re-appointment of Mrs. Elizabeth Shrivastava (DIN: 00184865) as a Managing Director of the company for the period starting from August 14, 2016 to August 13, 2019		
9	Ratification of Appointment of M/s. N. Ritesh & Associates, Cost Accountant as the Cost Auditor of the Company for the Financial Year 2016-17		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of shareholder(s) \_\_\_\_\_

Affix ₹ 1  
Revenue  
Stamp

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

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

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

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

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**AIMCO PESTICIDES LIMITED**

**CIN:** L24210MH1987PLC044362

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

**Tel No:** 91-22-67604000 **Fax No:** 91-22 67604060/4070

**E-mail:** aimco@aimcopesticides.com **Website:** www.aimcopesticides.com

**Attendance Slip**

29<sup>th</sup> Annual General Meeting – September 29, 2016

**(To be handed over at the entrance of the Meeting Hall)**

<b>DP ID-Client ID/ Folio No.</b>	
<b>Name of the Member (s) / Proxy (In Block Letters):</b>	
<b>Name of Joint Holder(s)</b>	
<b>No. of Shares held</b>	

I certified that I am a member/proxy of the member of the Company.

I hereby record by presence at the Annual General Meeting of the Company at Thursday, September 29, 2016 at 12.00 noon at B-1/1, MIDC Industrial Area, Lote Parshuram, Village: Awashi, Taluka: Khed, District: Ratnagiri, Maharashtra- 415.

\_\_\_\_\_  
Signature of Shareholder(s)/Proxy#

Notes:

1. Shareholders are requested to bring their copies of Annual Report at the AGM.
2. \*Applicable for investors holding shares in electronic form.
3. #Please strike off whichever is not applicable.

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## **BOOK-POST**

To.

*If undelivered, please return to :*

**AIMCO PESTICIDES LIMITED**

B1/1, MIDC Indl. Area,

Lote Parshuram, Vill:Awashi,

Taluka:Khed, Dist: Ratnagiri,

Maharashtra 415 707.