

**THE ANUP ENGINEERING LIMITED
AHMEDABAD**

**BALANCE SHEET
2014-15**

ANUP

(LALBHAI GROUP)

The Anup Engineering Limited Ahmedabad

DIRECTORS:

SHRI SAMVEG A. LALBHAI
SHRI PANKAJ SUDHAKER SHETH
SHRI CHANDRAKANT T. PARIKH
SHRI SHREYAS CHINUBHAI SHETH

CHAIRMAN

REGISTERED OFFICE/WORKS:

B/H 66 KV Electric Sub-Station,
Odhav Road,
Ahmedabad-382415
Tel No : (079) 22870622

AUDITORS:

M/S SORAB S ENGINEER & CO.
Chartered Accountants

BANKERS:

BANK OF BARODA

CORPORATE IDENTITY NUMBER (CIN)

L99999GJ1962PLC001170

Shareholders intending to required information about Accounts to be explained in the meeting are requested to inform the Company atleast 7 days in Advance of the Annual General Meeting.

**THE ANUP ENGINEERING LIMITED
AHMEDABAD.**

DIRECTORS' REPORT

Your Directors submit herewith the 52nd Annual Report together with the audited statements of Accounts for the year ended 31st March, 2015

1. FINANCIAL RESULTS :

	<u>2014-2015</u> <u>(Rs.In Lacs)</u>	<u>2013-2014</u> <u>(Rs.In Lacs)</u>
Profit before Interest, Depreciation & taxation	3120.43	2039.54
Less: Interest	131.24	92.64
Depreciation & Write Off	<u>238.13</u>	<u>212.21</u>
	369.37	304.85
Less : Provision for Taxation		
- Current	941.00	591.00
- Deferred	-4.91	10.57
- Short Provision of earlier years(Net)	<u>0.11</u>	<u>7.58</u>
	<u>936.20</u>	<u>609.15</u>
Profit for the year	1814.86	1125.54
Add: Balance as per last balance Sheet	<u>4496.51</u>	<u>3370.97</u>
Balance available for appropriation	<u>6296.86</u>	<u>4496.51</u>
Balance Carried to Balance Sheet	<u>6296.86</u>	<u>4496.51</u>

To conserve the resources your Directors propose to skip the payment of Dividend for the year.

2. OPERATIONS:

During the year under report Turnover of the Company jumped to Rs. 136.91 Crore as against Rs.105.75 Crore in the previous year. Profit before interest, depreciation and tax doubled to Rs. 31.20 Crore as against Rs. 20.40 Crore in the previous year. Profit for the year after providing for interest, depreciation and Tax increased substantially from Rs. 11.26 Crore during the previous year to Rs. 18.15 Crore during the under report. This was made possible with the conscious efforts of the management on all fronts-increased focus on export market, improved product mix, aggressive purchase management and effective control over working capital including advances from customers, inventory, creditors and debtors. All these efforts made significant contribution towards improving profitability of your company.

3. PROSPECTS:

Your Directors are happy to report that despite slow down in the local market your company is better placed in the market with healthy order book and some very good inquiries in the pipe line. Higher penetration in to the International market has put your company ahead of the other players in the market both local and international. Given the current position your directors are confident of putting up an impressive show during the current year also.

4. EMPLOYEES:

Your Directors are pleased to record their appreciation of the services rendered by these employees and the other members of staff.

There is no employee drawing salary of Rs. 5,00,000/- per month or Rs. 60,00,000/- per annum during the year under report and as such no information is required to be given under Section 217(2a)(b) of the Companies Act, 1956 and forming part of the Director's Report for the year ended on 31.3.2015

5. DIRECTORS' RESPONSIBILITY STATEMENT:

As required under Section 217 (2AA) of Companies Act, 1956, your Directors state:

- i) that in the preparation of annual accounts, the applicable accounting standards have been followed.
- ii) that in such accounting policies selected and applied are consistent and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the period.
- iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv) that the annual accounts have been prepared on going concern basis

6. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUT GO:

A Statement in accordance with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed hereto & forms part of the Report.

7. INSURANCE :

The Company's Building, Machineries and Stocks except certain risks, which are borne by the Company, are insured at cost against fire, earthquake, riot and malicious damage risks.

8. DIRECTORS :

Shri Samveg A. Lalbhai, Director of the Company, retire by rotation and being eligible, offer himself for re-appointment. The Board recommends re-appointment of Shri Samveg A. Lalbhai.

9. AUDITORS :

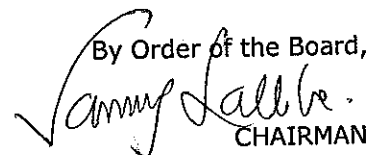
You are requested to reappoint the Auditors and fix their remuneration. The specific notes forming part of the accounts referred to in the Report of the Auditors are self explanatory and do not call for any further explanation under Section 217(3) of the Companies Act, 1956.

10. Appreciation:

Your Directors are pleased to record their appreciation for all support and help given by Bank, Government Authorities and other offices during the year.

Ahmedabad.

Date: May 08, 2015.

By Order of the Board,

CHAIRMAN

**ANNEXURE TO THE DIRECTORS' REPORT
(UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956)**

A. CONSERVATION OF ENERGY:

The Company's operations involve low energy consumption. Wherever possible, energy conservation measures have been implemented, but there are no major areas where further energy conservation measures can be taken. Efforts to conserve and optimise the use of energy will continue.

FORM A

A. POWER AND FUEL CONSUMPTION:

	<u>2014-2015</u>	<u>2013-2014</u>
1. (a) Electricity :		
Units	1798325	1568125
Total Amount (Rs.)	13163177	10176268
Rate/Unit (Rs.)	7.32	6.49
(b) Own Generation :		
(Through Diesel Generator)		
Units	9588	29760
Total Amount (Rs.)	201960	626436
Rate/Unit (Rs.)	21.06	21.05
2. Furnace Gas/Oil:		
Qty (MMBTU/Liters)	734.09	2218.54
Cost	990795	2974322
Rate per	1349.69	1340.67

FORM B

B. TECHNOLOGY ABSORPTION :

Research and Development :

(a) Specific areas in which R and D carried out by the Company :

The Company has a Research and Development Laboratory recognised by the Department of Science and Technology. It is engaged in process improvement, product improvement, development of analytical methods and technical services for development of improved controls.

(b) Benefits derived as a result of R and D:

As a result of Company's Research and Development Laboratory, Company is benefited by process and product improvement.

(c) Future Plan of action:

The Company will continue to lay emphasis on the main areas of R and D set out under para (a) above.

(d) R and D Expenditure:

	<u>2014-2015</u> (Rs.in Lacs)	<u>2013-2014</u> (Rs.in Lacs)
Capital	-	-
Recurring	<u>80.78</u>	<u>98.07</u>
Total	80.78	98.07
Total R and D Expenditure as % of Total Turn Over	0.00	0.00

Technology absorption, adaptation and innovation:

Company had imported technology for the manufacture of Industrial Centrifuges from M/s.Krauss Maffei, West Germany and through continuous interaction with R and D, Company has been able to fully absorb and adopt this technology.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information is given in Notes forming part of the accounts. Members are requested to refer the said notes.

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2015**

To,
The Members,
THE ANUP ENGINEERING LIMITED
B/h 66, KV Electric Sub – Station,
Odhov Road,
Ahmedabad - 382415.

I, Amrish N. Gandhi, Proprietor of Amrish Gandhi & Associates, Company Secretaries, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **THE ANUP ENGINEERING LIMITED [CIN: L99999GJ1962PLC001170]** 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 ANUP ENGINEERING LIMITED'S** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **THE ANUP ENGINEERING LIMITED** for the financial year ended on 31st March, 2015 according to the provisions of:

- I. The Companies Act, 2013 and the Companies Act, 1956 and the rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Byelaws framed there under;
- IV. 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

V. As informed to me the following other Laws specifically applicable to the Company as under:

- a) The Environment (Protection) Act, 1986
- b) The Factories Act, 1948
- c) The Minimum Wages Act, 1948
- d) The Payment of Wages Act, 1936
- e) Employee's State Insurance Act, 1948
- f) Employees' Provident Fund and Miscellaneous Provisions Act, 1952
- g) The Payment of Bonus Act, 1965
- h) The Payment of Gratuity Act, 1972
- i) The Contract Labour (Regulation and Abolition) Act, 1970
- j) The Maternity Benefit Act, 1961
- k) The Child Labour (Prohibition and Regulation) Act, 1986
- l) The Industrial Employment (Standing Orders) Act, 1946
- m) The Apprentices Act, 1961

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

- a) Secretarial Standards with respect to General and Board Meetings Minutes issued by The Institute of Company Secretaries of India.
- b) The Listing Agreements entered into by the Company with Ahmedabad Stock Exchange Limited.

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

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors.

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

All decisions of the board were unanimous and the same was captured and recorded as part of the minutes.

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:

- i. Major decisions taken by the members in pursuance to section 180(1)(a) to charge and/ or mortgage on movable and immovable properties and 180(1)(c) Borrow the moneys which shall not be in excess of 150 crores aggregate of the paid up share capital and free reserves of the Companies Act, 2013.

Place: Ahmedabad
Date: 8th May, 2015

For Amrish Gandhi & Associates

Amrish N. Gandhi
Company Secretaries
CP No:5656 ACS:13616

MANAGEMENT DISCUSSION AND ANALYSIS

Overview

During the year under report Turnover of the Company jumped to Rs.136.91 Crore as against Rs.105.76 Crore in the previous year. Profit before interest, depreciation and tax doubled to Rs. 31.20 Crore as against Rs. 20.40 Crore in the previous year. Profit for the year after providing for interest, Depreciation and Tax increased significantly from Rs. 11.26 Crore during the previous year to Rs. 18.15 Crore during the year under report.

Industry Structure & Developments

The Company is in heavy fabrication industry and is one of the leading players since last 52 years. Your company is one of the very few companies in the country, which has integrated fabrication facilities under one roof.

Your Company caters to, Refinery, Power Industry, Process Manufacturing, Chemical & Petro Chemical, Pharma etc. industries of the Country. Range of products includes process equipments, pressure vessels, heat exchangers, columns, centrifuges, chlorine tuners and vessels, expansion bellows etc.

Opportunities and threats

Your company is having existence in the industry for about 52 years and is one of the leading players in the Fabrication Industry. With continuous efforts your company could has penetrated in the international market in a significant way since last three years and your company is confident of further improving the export business to a great extent. With this dependence on the domestic market will be less compared to the earlier period. Further, your company has started receiving orders for special High Efficiency Heat Exchangers (Helixchanger) technology for which was obtained from M/s. Lummus Technology. This has helped your company enter into high-end segment of advanced design Heat Exchanger.

With healthy order book and sound inquiry base on hand your company is confident of further improved performance during the current year, irrespective of subdued economic scenario of the country and world. As the capital goods industry is worst sufferer of any slowdown, Future performance of the company may be dependent of the economic situation world over. Still your company is quite hopeful of maintaining good performance in the subsequent years also.

Strengths and Weakness:

As reported your company further increased its Manufacturing facilities and entered in higher weight equipment manufacturing segment. Company is "U" stamp manufacturer and is also ISO 9001:2008 and OHSAS 18001:2007 registered company. Company is also having IMS registration. Company has also obtained "U2" "S" and "R" Certification. Company has obtained EN ISO 3834-2 & AD 2000 Merkblatt HPO Certification. With this Company is in a better position to explore the Export Market. Company makes use of latest engineering software technology like Microprotol, PVELITE-2009, COMPRESS-6260, PERT-CPM, IMMS etc. as design, manufacturing and process control tools. Company is leading quality fabricator. All these will give an edge to the company. Being Subsidiary of Arvind Limited, Company is proud member of leading industrial house in the country.

Even after early recovery slow progress in Capital Expenditure Program of Large Industrial Houses, delay in execution, huge working capital requirements, terms dictating capacities of large customers etc. may affect the future profitability of the company.

Outlook

Your Directors are happy to report that despite slow down in the market your company is better placed in the market with healthy order book and some very good inquiries in the pipe line. Entry in to the International market has put your company ahead of the other players in the market both local and international. Given the current position your directors are confident of putting up an impressive show during the current year also.

Internal Control System

The Company has in place adequate structure of Internal Controls for safeguarding the assets of the Company; ensuring transactions are duly authorized, recorded, reported and are in accordance with policies; preventing possibilities of fraud or any other irregularities. The adequacy, efficiency and effectiveness of controls are independently reviewed by the Independent Internal Auditors, as part of their audit plan. As a process of continuous improvement of controls, remedial actions on the audit observations are implemented by functional heads. The annual audit plan is reviewed by the Audit Committee and major findings and actions taken/proposed to be taken are also reported to the Audit Committee.

Human Resources

The attrition ratio in the industry is on a very high level. There is still mismatch in demand-supply level of technical persons at senior levels. Increase in Remuneration Packages is becoming a major concern. Group HR Department is striving hard to come out of this situation and has been successful to some extent. With all-round actions, your company is confident to come out of this situation. Industrial relations continue to be cordial.

Ahmedabad

8TH May, 2015

For and on behalf of the Board of Directors



Samveg A. Lalbhai

Chairman

PS: Statements in this Report of projections, estimates, expectations or predictions are based on certain assumptions. The Company cannot guarantee that these assumptions are accurate or will be realized. The actual results, performance or achievements of the Company could thus differ materially from those projected or estimated.

REPORT ON CORPORATE GOVERNANCE

1. Company's philosophy on Code of Corporate Governance:

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

2. Board of Directors:

As on March 31, 2015, the Company has four directors. The Board comprises of all 4 Non – executive directors. Except a Chairman remaining three directors are Independent directors. The composition of the Board is in conformity with Clause 49 of the Listing Agreements entered into with the stock exchange.

2.1 Composition and category of Directors as at 31st March 2015:

The details of composition of the Board and summary of other directorships and Board Committee Memberships of each of Directors as on 31st March, 2015 are as follows:

Sr. No.	Name of the Directors	Category	No. of other Directorships held in public limited cos.	No. of membership/ chairmanship on the Committee(s) of the Board of other Cos.
1.	Mr. Samveg A. Lalbhai - Chairman	Non Executive - Non-Independent	02	Membership_1
2.	Mr. Shreyas C. Sheth - Director	Non Executive - Independent	02	-
3.	Mr. Chandrakant T. Parikh - Director	Non Executive - Independent	-	-
4.	Mr. Pankaj S. Sheth - Director	Non Executive - Independent	-	-

None of the Directors on the Board hold directorship in more than ten public companies. Further, none of them is a member of more than ten Committees or Chairman of more than five Committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2015 have been made by the directors.

Independent directors are non-executive directors as defined under clause 49 (II) (B) (1) of the Listing Agreement entered into with the Stock Exchange. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013. All Independent Directors have confirmed that they meet the criteria as mentioned under clause 49 of the Listing Agreement and Section 149 of the Companies Act, 2013.

2.2 Number, Day, Date and Venue of the Board Meetings held in the year 2014-15:

The Company holds at least four board meetings in a year with at least one meeting in each quarter to review the quarterly financial results and other items of the Agenda. The gap between two meetings did not exceed one hundred and twenty days. Meeting of the Board are scheduled well in advance. During the year 2014-15, the Board met 5 times. Details are as follows:

Sr. No.	Day	Date	Venue
1	Saturday	03.05.2014	Ahmedabad
2	Tuesday	29.07.2014	Ahmedabad
3	Wednesday	05.11.2014	Ahmedabad
4	Thursday	05.02.2015	Ahmedabad
5	Thursday	26.03.2015	Ahmedabad

Information placed before the Board of Directors broadly covered the items specified in Clause 49 of the Listing Agreement. Agenda and notes on agenda are circulated to the Directors in advance. All material information is incorporated in the Agenda for facilitating meaningful and focused discussions at the meeting.

During the year a separate meeting of the independent directors was held on 26th March, 2015 inter-alia to review the performance of non-independent director and the board as whole.

Sr. No.	Name of Director	Number of Meeting held	Number of Meeting attended	Sitting fees paid Rs.
1.	Mr. Shreyas C. Sheth	1	1	2500
2.	Mr. Chandrakant T. Parikh	1	1	2500
3	Mr. Pankaj S. Sheth	1	1	2500

2.3 Attendance of each director at the Board of Directors Meetings and the last Annual General Meeting :

Sr. No.	Name of Director & Designation	Board Meetings held during 2014-15		Annual General Meeting on Dt. 19/09/2014
		Total	Attended	
1.	Mr. Samveg A. Lalbhai - Chairman	5	5	No
2.	Mr. Shreyas C. Sheth - Director	5	4	Yes
3.	Mr. Chandrakant T. Parikh - Director	5	5	Yes
4.	Mr. Pankaj S. Sheth - Director	5	5	Yes

2.4 Review of Compliance Reports by the Board of Directors:

A Compliance Certificate confirming the due compliance with the statutory requirements is placed at the Board Meeting for the review by the Board of Directors. A system of ensuring material compliance with the laws, orders, regulations and other legal requirements concerning the business and affairs of the Company is in place. Instances of non-compliance, if any, are also separately reported to the Board.

2.5 Code of Conduct:

The Board of Directors has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The Code of Conduct has also been posted on the website of the Company.

The Members of the Board and Senior Management personnel have, on March 31, 2015 affirmed compliance with the Code of Conduct. A declaration to this effect, duly signed by the Chairman is annexed and forms part of this report.

3. Audit Committee:

3.1 Composition, name of members and Chairman:

To oversee the Company's Financial reporting process and disclosure of its financial information the Company has set up an Audit Committee comprising of 3 Independent Directors, all being Non-Executive.

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements entered into with the stock exchange read with Section 177 of the Companies Act, 2013.

- i) Name of non-executive director heading the committee: **Mr. Shreyas C. Sheth**
- ii) Name of members: **Mr. Chandrakant T. Parikh and Mr. Pankaj S. Sheth.**

3.2 Brief description of terms of reference

The terms of reference of the Audit Committee are as under:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment of statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with Management, the quarterly and annual financial statements before submission to the Board for approval with particular reference to the matters specified in the Listing Agreement.
5. Reviewing with the management, performance of Statutory and Internal Auditors, adequacy of the internal control systems
6. Approval or any subsequent modification of transactions of the Company with related parties.
7. Scrutiny of inter-corporate loans and investments.
8. Valuation of undertakings or assets of the Company, wherever it is necessary.
9. Evaluation of internal financial controls and risk management system.
10. Monitoring the end use of funds raised through public offers and related matters.

11. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
12. Discussion with internal auditors any significant findings and follow up thereon.
13. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
14. Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.
15. To review the functioning of whistle blower mechanism.
15. Approval of appointment of CFO
16. Reviewing the management discussion and analysis of financial conditions and results of operations and other matters specified under clause 49 of the Listing Agreement.
17. Statement of significant related party transactions (as defined by the audit committee), submitted by management.
18. Management letter/ letter of internal control weaknesses issued by the statutory auditors.
19. Internal audit reports relating to internal control weaknesses
20. The appointment, removal and terms of remuneration of the chief internal auditor.
21. Review of draft Auditors Report, in particular qualifications/ remarks/ observations made by the Auditors on the financial statements.
22. In addition to the above, the Committee shall have such functions / role / powers as may be specified in the Companies Act, Listing Agreement with Stock Exchanges or any other applicable law.

3.3 Meetings, attendance and sitting fees paid during the year:

Four Meetings of the Audit Committee were held during the financial year. i.e. on 3rd May, 2014, 29th July, 2014, 5th November, 2014 and 5th February, 2015 Details of presence are as under:

Sr. No.	Name of Director & Designation	Number of Meetings held	Number of Meetings attended	Sitting fees paid Rs.
1.	Mr. Shreyas C. Sheth – Chairman	4	3	7500
2.	Mr. Chandrakant T. Parikh – Member	4	4	10000
3	Mr. Pankaj S. Sheth - Member	4	4	10000

The Audit Committee invites executives, as it considers appropriate (particularly the head of the finance function), representatives of statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the secretary to the audit committee.

The Minutes of the Audit Committee Meetings were noted at the Board Meetings. Meetings were attended by Chief Executive Officer. The Chairman of the Audit Committee was present at the 51st Annual General Meeting held on 19th September, 2014.

4. **Remuneration Committee:**

4.1 Composition of the committee:

The Nomination and Remuneration Committee of the Company is constituted pursuant to the provisions of Section 178 of The Companies Act, 2013 and clause 49 of the Listing Agreement entered into with the stock exchange.

Name of the Committee members:

Mr. Shreyas C. Sheth
Mr. Chandrakant T. Parikh
Mr. Pankaj S. Sheth

4.2 Brief description of terms of reference

The broad terms of reference of the Nomination and Remuneration Committee are as under:

1. Recommend to the Board the set up and composition of the board and its committees including the formulation of the criteria for determining qualifications, positive attributes and independence of a director.
2. Recommend to the Board the appointment or reappointment of directors.
3. Recommend to the Board the appointment of key managerial personnel and executive team members of the Company.
4. Recommend to the Board the remuneration policy for the directors, key managerial personnel, executive team and other employees.
5. Carry out evaluation of every director's performance and support the board and independent directors in evaluation of the performance of the board, its committees and individual directors.
6. Devise a policy on board diversity.
7. Oversee familiarization programmes for directors.
8. Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

4.3. None of the Directors was paid any remuneration or commission during the year except the sitting fees for attended Board Meetings.

Sr. No.	Name of the Directors	Sitting fees for Board Meeting Rs.
1.	Mr. Samveg A. Lalbhai - Chairman	25,000
2.	Mr. Shreyas C. Sheth - Director	20,000
3.	Mr. Chandrakant T. Parikh - Director	25,000
4.	Mr. Pankaj S. Sheth - Director	25,000

The Company does not have any employee stock option scheme.

5. **Stakeholders' Relationship Committee:**

The Company had a shareholders/ investors grievance committee to look after into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/ notices/ annual reports etc. The nomenclature of the said committee was changed to Stakeholders' Relationship Committee in the light of provisions of the Companies Act, 2013 and revised clause 49 of the Listing Agreement.

a) Name of non-executive director heading the committee: **Mr. Chandrakant. T. Parikh**

b) Name of members: **Mr. Shreyas C. Sheth and Mr. Pankaj S. Sheth.**

Meetings and attendance during the year:

Sr. No.	Name of Director & Designation	Investor grievance Committee Meetings	
		Total	Attended
1.	Mr. Chandrakant T. Parikh –Chairman	4	4
2.	Mr. Shreyas C. Sheth – Member	4	3
3.	Mr. Pankaj S. Sheth – Member	4	4

During the year, the Company had received **NIL** complaints from the Investors.

6. **Corporate Social Responsibility (CSR) Committee:**

6.1 Composition of the committee:

CSR Committee of the directors as required under Section 135 of the Companies Act, 2013 was constituted on May 3, 2014 comprising of three Non-executive Independent Directors.

Name of the Committee members:

Mr. Shreyas C. Sheth
Mr. Chandrakant T. Parikh
Mr. Pankaj S. Sheth

6.2 Brief description of terms of reference

The broad terms of reference of the CSR Committee are as under:

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII to the Companies Act, 2013;
2. To finalize a list of CSR projects or programs or initiatives proposed to be undertaken periodically including the modalities for their execution / implementation schedules and to review the same from time to time in accordance with requirements of section 135 of the Companies Act 2013;
3. Recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
4. Monitor the Corporate Social Responsibility Policy of the company from time to time;

5. Review the CSR report and other disclosures on CSR matters for the approval of the Board for their inclusion in the Board report.

6.3 During the year, one meeting of the CSR Committee was held on February 5, 2015.

Meetings and attendance during the year:

Sr. No.	Name of Director & Designation	CSR Committee Meetings	
		Total	Attended
1.	Mr. Chandrakant T. Parikh	1	1
2.	Mr. Shreyas C. Sheth	1	1
3.	Mr. Pankaj S. Sheth	1	1

7. **General Body Meetings:**

i) **Location and time, where last three AGMs held:**

Financial Year	Location	Date	Time
2013-14	ATMA Hall, Ashram Road, Ahmedabad	19 th September, 2014	10:00 a.m.
2012-13	ATMA Hall, Ashram Road, Ahmedabad	19 th September, 2013	10:00 a.m.
2011-12	ATMA Hall, Ashram Road, Ahmedabad	20 th July, 2012	10:00 a.m.

All the Resolutions moved at the last three Annual General Meetings were passed by show of hands by the requisite majority of Members attending the Meeting.

ii) **Extraordinary General Meeting:**

No extraordinary general meeting of the members was held during the year 2014-2015.

iii) **Special Resolutions passed at the last three Annual General Meetings:**

There were no Special Resolutions passed at Annual General Meetings held during financial year 2011-2012 and 2012-2013.

Special Resolutions were passed with requisite majority at Annual General Meeting held during financial year 2013-14.

iv) **Passing of Special Resolutions by Postal Ballot:**

There were no Special Resolutions required to be passed through Postal Ballot under section 192A of the Companies Act, 1956 at the last three Annual General Meetings. None of the Resolutions proposed for the ensuing Annual General Meeting need to be passed by Postal Ballot.

8. **Disclosures:**

1. Related Party Transactions

All material transactions entered into with related parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business. These have been approved by the audit committee. The Board has approved a policy for related party transactions.

2. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority on any matter related to the capital markets during the last three years.

3. The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviour. No person has been denied access to the chairman of the audit committee.

4. Reconciliation of share capital audit:

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report 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.

9. **Means of communication:**

The quarterly, half yearly and annual results are published in the newspapers. The same were sent to the Stock Exchange and were displayed on the website of the Company (www.anupengg.com.)

10. **General Shareholder information :**

i) **Annual General Meeting:**

- Date and time: 52nd Annual General Meeting, Date: 9th September, 2015 at 10.00 a.m.
- Venue: At the Registered Office of the Company.

As required under Clause 49 (VIII)(E)(1) of the Listing Agreement entered into with the stock exchange, particulars of Directors seeking reappointment are given in the Notice of the Annual General Meeting.

ii) **Financial Calendar:**

The Company observes 1st April to 31st March as its financial year.

First Quarter Result	:	By the end of July 2015.
Second Quarter Result	:	By the end of October, 2015.
Third Quarter Result	:	By the end of January, 2016.
Fourth Quarter Result/Year end Result	:	By the end of April 2016 / May 2016.

iii) **Date of Book closure:** 3rd September, 2015 to 9th September, 2015 (both days inclusive)

iv) **Listing on Stock Exchanges:**

The Company is listed on the Ahmedabad Stock Exchange Ltd. The listing fee for the financial year 2015-16 has been paid and there is no outstanding payment towards the Exchange, as on date.

Pursuant to a SEBI circular, Custody charges also paid to the Depositories namely NSDL and CDSL.

The ISIN No. of the Company's Share is **INE628I01013**.

The Company's CIN, allotted by the Ministry of Corporate Affairs, Government of India, is **L99999GJ1962PLC001170**.

v) **Stock Code: 4510**

vi) **Market Price Data:** High, Low during each month in financial year 2014-15 as per below.

vii) **Performance in comparison to broad-based indices such as BSE Sensex as per below**

Month	Share Price of Anup Engg. Ltd., At ASE		S & P BSE Sensex	
	High(Rs)	Low (Rs)	High	Low
April, 2014	N.A.	N.A.	22939.31	22197.51
May, 2014	N.A.	N.A.	25375.63	22277.04
June, 2014	N.A.	N.A.	25725.12	24270.20
July, 2014	N.A.	N.A.	26300.17	24892.00
August, 2014	N.A.	N.A.	26674.38	25232.82
September, 2014	N.A.	N.A.	27354.99	26220.49
October, 2014	N.A.	N.A.	27894.32	25910.77
November, 2014	N.A.	N.A.	28822.37	27739.56
December, 2014	N.A.	N.A.	28809.64	26469.42
January, 2015	N.A.	N.A.	29844.16	26776.12
February, 2015	N.A.	N.A.	29560.32	28044.49
March, 2015	N.A.	N.A.	30024.74	27889.02

The shares of the Company are listed at Ahmedabad Stock Exchange only. As no Screen based Trading/ trading Floor is available at Ahmedabad Stock Exchange, data of market price of share of the Company is not available.

viii) **Registrar and Transfer Agent:**

Sharepro Services (India) Pvt. Ltd.
416-420, 4th Floor, Devnandan Mall, Opp. Sanyash Ashram,
Nr. M.J. Library, Ashram Road, Ellisbridge, Ahmedabad-380006
Phone: 079-26582381 to 84 Fax : 079- 26582385
Email: 'sharepro.ahmedabad@shareproservices.com'

ix) **Share Transfer System:**

- Securities lodged for transfer at the Registrar's address are processed within 15 days from the date of lodgment, if the documents are clear in all

respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 21 days.

- Pursuant to clause 47(c) of the Listing Agreement with the Stock Exchanges, certificates on half-yearly basis have been issued by a Company Secretary in Practice for due compliance of share transfer formalities by the Company. Pursuant to the SEBI (Depositories and Participants) Regulations, 1996, certificates have also been received from a Company Secretary in Practice for timely dematerialization of the shares of the Company and for conducting a secretarial audit on a quarterly basis for reconciliation of the share capital of the Company. All the certificates were filed with the Stock Exchanges where the Shares of the Company are listed.

x) **Distribution of shareholding as on 31st March 2015**

Sr. No.	Category	No. of shares	Percentage of Share holding %
A.	Promoters' holding		
1.	Promoters	309648	91.07
	Sub-Total	309648	91.07
B.	Non- Promoters, holding		
2.	Mutual Funds & Administrator of the Specified Undertaking of Unit Trust of India		
3.	Banks, Financial Institutions, Insurance Companies etc.	10119	2.98
4.	Foreign Institutional Investors (FIIS)		
	Sub-Total	10119	2.98
C.	Others		
5.	Private Corporate Bodies	8910	2.62
6.	NRIs / OCBs		
7.	State Government		
8.	Indian Public	11323	3.33
	Sub-Total	20233	5.95
	GRAND TOTAL	340000	100.00

- xi) **Dematerialization of shares and liquidity:** Electronic holding by Members comprising 96.52% of the paid up Equity Share Capital of the Company held through the National Securities Depository Limited (96.24%) and Central Depository Services (India) Limited (0.28%) and 3.48 % are in physical form as on 31.3.2015

Shareholders holding shares in electronic form may please note that:

- Instructions regarding bank details which they wish to incorporate in future dividend warrants must be submitted to their Depository Participants (DP). As per the regulations of NSDL and CDSL, the Company is obliged to print bank details on the dividend warrants, as furnished by these depositories to the Company.
- Instructions already given by the shareholders for shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form.

- c) Instructions regarding change of address, nomination and power of attorney should be given directly to the DP.
- xii) **Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity :** The Company's capital comprises only Equity shares and the Company does not have any preference shares, outstanding ADRs, GDRs, warrants or any convertible instruments.
- xiii) **Plant Locations:** Odhav Road, Ahmedabad 382 415.
Address for correspondence: Odhav Road, Ahmedabad 382 415.
- xiv) **E-mail address for grievance redressal office:** anup@anupengg.com

11. **Details of compliance with the mandatory requirements and extent of compliance with non-mandatory requirements:**

11.1 Compliance with the mandatory requirements

The Company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges.

11.2 Compliance with non-mandatory requirements.

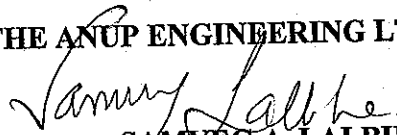
The Company does not comply with non-mandatory requirements.

11.3 Certificate from the Statutory Auditors of the Company, M/s. Sorab S. Engineer & Co regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement is enclosed.

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

All the Directors and senior management personnel have, respectively, affirmed compliance with the Code of Conduct as approved and adopted by the Board of Directors.

For THE ANUP ENGINEERING LTD


SAMVEG A. LALBHAI
CHAIRMAN

Place: Ahmedabad
Date: 8th May, 2015

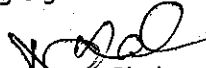
The Board of Directors
The Anup Engineering Limited

Reg: **Financial Statements for the year 31 March, 2015 – Certification by Chief Executive Officer and Head (Finance and Accounts)**

We Mr. Rishi Roop Kapoor, CEO & Mr. Paresh Shah, Head (Finance and Accounts) of The Anup Engineering Limited on the basis of review of the financial statements and the cash flow statement for the financial year ending 31st March, 2015 and to the best of our knowledge and belief, hereby certify that :

1. These statements do not contain any materially untrue statements or omit any material fact or contains statements that might be misleading.
2. 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.
3. There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year ended 31st March, 2015 which is fraudulent, illegal or violative of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.
5. We further certify that :
 - a. There have been no significant changes in internal control during this year.
 - b. There have been no significant changes in accounting policies during this year.
 - c. There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems.


Rishi Roop Kapoor
CEO


Paresh Shah
Head (F & A)

Ahmedabad.
Date: May 08, 2015

The Company is in the process of appointing CFO, this compliance certificate is signed by Head (Finance & Accounts) of the Company.

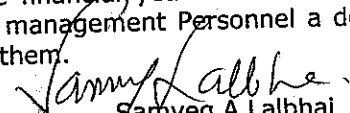
DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL.

This is to confirm that the Company has adopted a Code of Conduct for directors and Senior Management Personnel.

We confirm that the Company has in respect of the financial year ended March 31, 2015, received from the Members of the Board and Senior management Personnel a declaration of compliance with the Code of Conduct as applicable to them.

Ahmedabad.

Date: May 08, 2015


Samveg A Lalbhai

Chairman

SORAB S. ENGINEER & CO. (Regd.)
CHARTERED ACCOUNTANTS

TELEPHONE : 2658 4304
FAX : (079) 2658 9710
EMAIL : sseahm@hotmail.com
WEB : www.sseco.in



909, ATMA HOUSE,
OPP. OLD RESERVE BANK OF INDIA,
ASHRAM ROAD,
AHMEDABAD-380 009.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF THE ANUP ENGINEERING LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **THE ANUP ENGINEERING LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and 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 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 there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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, but not for the purpose of expressing an opinion on

SORAB S. ENGINEER & CO. (Regd.)

whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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.

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 purpose of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) 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 does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

sb
S. S. Engineer & Co.

SORAB S. ENGINEER & CO. (Regd.)

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Ahmedabad
May 8, 2015

For **Sorab S. Engineer & Co.**
Firm Registration No. 110417W
Chartered Accountants

Chokshi Shreyas B.

CA. Chokshi Shreyas B.
Partner
Membership No. 100892

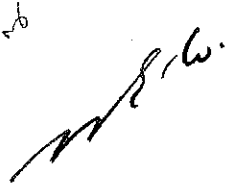
SORAB S. ENGINEER & CO. (Regd.)

ANNEXURE TO THE AUDITORS' REPORT

Re: THE ANUP ENGINEERING LIMITED

Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date,

- (i) (a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) As explained to us, the fixed assets have been physically verified by the management during the year in accordance with a phased programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. We are informed that no material discrepancies were noticed on such verification.
- (ii) (a) As explained to us, the inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. As explained to us, the discrepancies noticed on verification between the physical stocks and the book records were not material having regard to the size of the Company, and the same have been properly dealt with.
- (iii) The Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under Section 189 of the Act. Consequently, requirement of clauses (iii,a) and (iii,b) of paragraph 3 of the order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Section 73 to 76 or other relevant provisions of the Act and the rules framed there under.
- (vi) To the best of our knowledge and belief, the Central Government has not prescribed maintenance of cost records under section 148 (1) of the Companies Act, 2013 in respect of the Company's product. Consequently, requirement of clause (vi) of paragraph 3 of the order is not applicable.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Wealth Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value added tax, Cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of outstanding statutory dues were in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.


ms


SORAB S. ENGINEER & CO. (Regd.)

- (b) There are no disputed amounts outstanding as at March 31, 2015.
- (c) There were no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under during the year.
- (viii) The Company has neither any accumulated losses nor has incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions or banks.
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, in our opinion, the Company has not given any guarantee for loans taken by others from banks or financial Institutions during the year.
- (xi) To the best of our knowledge and belief and according to the information and explanations given to us, in our opinion, the term loans obtained during the year were, *prima facie*, applied by the Company for the purpose for which they were obtained, other than temporary deployment pending application.
- (xii) Based upon the audit procedure performed by us and as per the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

Ahmedabad
May 8, 2015

For **Sorab S. Engineer & Co.**
Firm Registration No. 110417W
Chartered Accountants



CA. Chokshi Shreyas B.
Partner
Membership No. 100892

The Anup Engineering Limited

Balance Sheet

Amount in Rs.

	Note	As at	
		March 31, 2015	March 31, 2014
Equity and Liabilities			
Shareholders' funds			
Share Capital	3	34,000,000	34,000,000
Reserves and Surplus	4	636,688,621	456,654,006
Non-current liabilities			
Long Term Borrowings	5	318,908	-
Deferred Tax Liabilities (Net)	6	28,700,251	29,938,120
Long Term Provisions	7	3,483,721	2,806,395
Current liabilities			
Short Term Borrowings	8	8,502,509	242,873,253
Trade Payables	9	77,231,549	167,484,010
Other Current Liabilities	10	68,239,189	179,909,808
Short Term Provisions	7	2,758,525	38,360,393
Total		859,923,273	1,152,025,985
Assets			
Non-current assets			
Fixed Assets			
Tangible Assets	11	207,071,609	210,113,903
Intangible Assets	12	2,212,205	3,717,511
Long Term Loans and Advances	13	2,345,033	2,381,381
Current assets			
Inventories	14	156,830,510	384,350,463
Trade Receivables	15	361,135,390	457,937,751
Cash and Bank Balances	16	97,502,370	42,723,039
Short Term Loans and Advances	13	29,343,117	44,551,151
Other Current Assets	17	3,483,039	6,250,786
Total		859,923,273	1,152,025,985
Significant Accounting Policies	2		

As per our report of even date attached
For **Sorab S. Engineer & Co.**
Firm Registration No. 110417W
Chartered Accountants

Chokshi Shreyas B.
CA. Chokshi Shreyas B.
Partner
Membership No.100892

Vammy Lalit
Chairman

C. J. B. Swich
Shreyas Chokshi
Directors

Ahmedabad
May 8, 2015

The Anup Engineering Limited

Statement of Profit and Loss

	Note	Amount in Rs.	
		Year ended	
		March 31, 2015	March 31, 2014
Revenue from operations (Gross)	19	1,454,210,954	1,133,883,392
Less: Excise duty		94,369,340	87,931,836
Other Income		1,359,841,614	1,045,951,556
Total Revenue	20	9,308,566	11,624,072
Expenses:		1,369,150,180	1,057,575,628
Cost of materials consumed	21	693,212,315	655,303,902
Changes in inventories of finished goods, work-in-progress	22	55,398,583	(65,396,158)
Employee benefits expense	23	78,857,986	71,124,872
Finance costs	24	13,123,740	9,264,399
Depreciation and amortization expense	25	23,812,735	21,220,909
Other expenses	26	229,638,761	192,588,693
Total expenses		1,094,044,120	884,106,617
Profit before exceptional and extraordinary items and tax		275,106,060	173,469,011
Exceptional items		-	-
Profit before extraordinary items and tax		275,106,060	173,469,011
Extraordinary Items		-	-
Profit before tax		275,106,060	173,469,011
Tax expense:			
Current tax		94,100,000	59,100,000
Deferred tax		(490,615)	1,057,099
Profit for the year		181,496,675	113,311,912
Less: Short Provision for Taxation in respect of earlier years		10,861	758,498
Profit available to Equity Shareholders		181,485,814	112,553,414
Earnings per equity share	31		
(Nominal Value per Share Rs. 100/- (Previous year Rs. 100/-):			
Basic		533.78	331.04
Diluted		533.78	331.04
Significant Accounting Policies	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For **Sorab S. Engineer & Co.**

Firm Registration No. 110417W

Chartered Accountants

Chokshi Shreyas B.
CA. Chokshi Shreyas B.

Partner

Membership No.100892

Ahmedabad

May 8, 2015

Vammy Kallu
Chairman

C. J. Parikh
Shreyas Chokshi
Directors

mb

The Anup Engineering Limited

Cash Flow Statement

Amount in Rs.

Particulars	Year ended	
	March 31, 2015	March 31, 2014
A Cash Flow From Operating Activities		
Profit Before taxation	275,106,060	173,469,011
Adjustments for:		
Depreciation /Amortization	23,812,735	21,220,909
Interest Income	(5,397,349)	(7,852,007)
Finance cost	13,123,740	9,264,399
Sundry credit balance apportioned	(500,573)	(315,421)
Sundry debit balance written off	93,637	26,768
(Surplus)/Loss on Sale of Tangible assets	148,498	(860,240)
Operating Profit before Working Capital Changes	306,386,748	194,953,419
Working Capital Changes:		
Changes in Inventories	227,519,953	(242,830,665)
Changes in provisions	459,495	(408,206)
Changes in trade payables	(89,751,888)	90,669,301
Changes in other current liabilities	(111,746,972)	110,430,529
Changes in long term loans and advances	36,348	46,271
Changes in trade receivables	96,708,724	(207,213,924)
Changes in short term loans and advances	15,208,034	(33,423,120)
Changes in other Current Assets	2,767,747	(6,250,786)
Changes in other bank balances	14,000,000	(18,328,560)
Net Changes in Working Capital	155,201,441	(307,309,160)
Cash Generated from Operations	461,588,189	(112,355,741)
Direct Taxes paid (Net of Income Tax refund)	(129,494,898)	(20,210,688)
Net Cash from Operating Activities	332,093,291	(132,566,429)
B Cash Flow from Investing Activities		
Purchase of Fixed assets	(22,028,534)	(8,230,786)
Sale of tangible assets	416,448	1,666,024
Interest Income	5,397,349	7,852,007
Net cash flow from Investing Activities	(16,214,737)	1,287,245
C Cash Flow from Financing Activities		
Changes in long term Borrowings	395,261	(222,587)
Changes in short term borrowings	(234,370,744)	140,890,631
Dividend Paid	-	-
Borrowing Cost Paid	(13,123,740)	(9,264,399)
Net Cash flow from Financing Activities	(247,099,223)	131,403,645
Net Increase/(Decrease) in cash & cash equivalents	68,779,331	124,461
Cash & Cash equivalent at the beginning of the period	273,039	148,578
Cash & Cash equivalent at the end of the period	69,052,370	273,039

Particulars	As at	
	March 31, 2015	March 31, 2014
Cash and cash equivalents comprise of: (Note 16)		
Cash on Hand	196,472	153,356
Foreign Currency on Hand	15,192	41,413
Balances with Banks*	68,840,706	78,270
Total	69,052,370	273,039
* Includes the following balance which is not available for use by the Company		
Unpaid dividend account	78,270	78,270

As per our report of even date attached
 For **Sorab S. Engineer & Co.**
 Firm Registration No. 110417W
 Chartered Accountants

Chokshi Shreyas B.
CA. Chokshi Shreyas B.
 Partner
 Ahmedabad

Ahmedabad
 May 8, 2015

Vijay Lalbale
 Chairman
C. = Parikh
 Director

The Anup Engineering Limited

Notes to financial statements

1. Company Background

Incorporated in the year 1962 by conversion of M/s. Hind Laboratories under Chapter IX of the Companies Act, 1956, M/s. The Anup Engineering Ltd. (Anup) is engaged in manufacturing and fabrication of process equipments required for Chemicals, Petrochemicals, Pharmaceuticals, Fertilizers, Drugs and other allied industries, The Company is a member of Lalbhai Group of Companies, prominent player in Textile and Chemical Industry.

2. Significant Accounting Policies

a. Basis of Preparation of Financial Statement

These financial statements have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on accrual basis. Indian GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

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 Companies Act, 2013. 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.

b. Use of Estimates

The preparation of Financial Statements in conformity with Indian GAAP requires the management to make estimates and assumptions in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known or materialize.

c. Inflation

Assets and liabilities are recorded at historical cost to the Company. These costs are not adjusted to reflect the changing value in the purchasing power of money.

d. Fixed Assets and Depreciation

(a) Fixed Assets

Fixed Assets are carried at cost of acquisition or construction less accumulated depreciation and amortisation.

mb
2016

(b) **Depreciation and Amortisation**

➤ **Lease hold Land:**

Premium on lease hold land is amortised over the period of lease.

➤ **Tangible Assets :**

(i) In respect of Fixed Assets acquired during the year, depreciation is charged on a straight line basis so as to write off the cost of the assets over the useful lives and for the assets acquired prior to April 1, 2014, the carrying amount as on April 1, 2014 is depreciated over the remaining useful life specified in Schedule II to Companies Act, 2013.

(ii) Depreciation on assets sold, discarded is being provided up to the month of Sale, discardment of said assets.

➤ **Intangible Assets :**

Intangible assets are recorded at their acquisition cost and amortised on straight line method from the date they are available for use, over their estimated economic life not exceeding five years.

e. Revenue Recognition

(a) **Sales**

- (i) Domestic Sales are accounted on dispatch of products to customers
- (ii) Export sales are accounted on the basis of the dates of Bill of Lading.
- (iii) Export incentives are accounted on accrual basis at the time of export of goods, if the entitlement can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.
- (iv) Sales are disclosed net of returns, VAT and Excise Duty.

(b) **Fabrication Charges / Job Work Charges**

Revenue from the fabrication / job work is recognized on acceptance by the customer.

(c) **Late Delivery Charges**

Late delivery charges are provided for, as per contractual terms or acceptance in the year of delivery.

f. Inventories

- i) Stores, spares, etc. are valued at cost or net realisable value whichever is lower. Cost is arrived on F.I.F.O. basis..
- ii) Raw Materials are valued at cost or market value whichever is lower. Cost is arrived at on F.I.F.O. basis.
- iii) Work-in-Progress are valued at cost or net realisable value whichever is lower.
- iv) Finished Goods are valued at cost or net realisable value whichever is lower including excise duty.
- v) Obsolete and unserviceable stocks are valued at estimated realisable value.
- vi) Goods in transit and in Bonded Warehouse are stated at actual cost up to the date of the Balance Sheet.

MB
2-6

g. Exchange Fluctuations

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.

Monetary Current Assets and Monetary current Liabilities in Foreign Currency outstanding at the close of the Financial year are valued at the exchange rates at the close of the year. The loss or gain due to fluctuation of exchange rates is charged to the Statement of Profit and Loss.

h. Employee Benefits

a) Defined Contribution Plan

Company's contribution paid/payable during the period to Provident Fund, Officer Super Annuation Fund, are recognized in the Statement of Profit and Loss.

b) Defined Benefit Plan

Provision by payments to the Employees Gratuity Fund after taking into account the funds available with the Trustees of the Gratuity Fund is based on actuarial valuation done at the close of each financial year. At the reporting date Company's liabilities towards gratuity is determined by independent actuarial valuation using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up final obligation. Past services are recognized on a straight line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognized immediately in the statement of Profit and Loss account as income or expenses. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government Bonds where the currency and terms of the Government Bonds are consistent with the current and estimated terms of the defined benefit obligation.

c) Leave Entitlement

Payment for present liability of future payment of leave encashment is made to Life Insurance Corporation of India, which fully cover the said liability under Employee Group Leave Encashment Assurance Scheme. The Additional Liability arising out of the difference between the actuarial valuation and the fund balance with Life Insurance Corporation of India, if any, is accrued at the year end.

i. Taxation

Income-tax expense Comprises current tax and Deferred tax charges/credit. Provision for current tax is made on the assessable income as the tax rate applicable to the relevant assessment year.

MAT Credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax within the specified period.

710
[Handwritten signature] Co.

The Deferred tax Asset and Deferred tax Liability is calculated by applying tax rates and tax laws that have been enacted or substantively enacted by the Balance sheet date. Deferred tax Assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws; are recognized only if there is virtual certainty of its realization, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized only to the extent there is a reasonable certainty of its realization. At each Balance Sheet date the carrying amount of Deferred tax Assets is being reviewed to reassess realization.

j. Earning Per Share

The Company reports basic and diluted Earnings Per Share (EPS) in accordance with Accounting Standard 20 on Earnings Per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of Equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

k. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the Notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

rb
S.C.

The Anup Engineering Limited

3 Share Capital

	Amount in Rs.	
	As at	
	March 31, 2015	March 31, 2014
Authorised 500,000 Equity Shares (Previous Year 500,000) Par Value of Rs.100/- per share	50,000,000	50,000,000
	50,000,000	50,000,000
Issued 340,000 Equity Shares (Previous Year 340,000) Par Value of Rs. 100/- per share	34,000,000	34,000,000
	34,000,000	34,000,000
Subscribed and fully paid up 340,000 Equity Shares (Previous Year 340,000) Par Value of Rs.100/- per share fully paid up	34,000,000	34,000,000
Total	34,000,000	34,000,000

a Reconciliation of No. of Shares

Particulars	As at			
	March 31, 2015		March 31, 2014	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Balance at the beginning of the year	340,000	34,000,000	340,000	34,000,000
Balance at the end of the year	340,000	34,000,000	340,000	34,000,000

b Rights, Preferences and Restrictions attached to Equity Shares

The Company has one class of shares referred to as equity shares having a par value of Rs. 100 each. Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c Shares held by Holding Company

Particulars	As at	
	March 31, 2015	March 31, 2014
Number of Shares held by Holding Company - Arvind Limited	300,000	300,000

d Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the Company

Particulars	As at	
	March 31, 2015	March 31, 2014
Holding Company - Arvind Limited	3,00,000 88.24%	3,00,000 88.24%

Handwritten signature/initials

The Anup Engineering Limited

4 Reserves and Surplus

	Amount in Rs.	
	As at	
	March 31, 2015	March 31, 2014
Securities Premium Account		
Balance as per last financial statements	1,920	1,920
General Reserve		
Balance as per last financial statements	7,001,075	7,001,075
Surplus in Statement of Profit and Loss		
Balance as per last financial statements	449,651,011	337,097,597
Less: Adjustment of Depreciation Charge (Net of Deferred Tax of Rs. 747,254/-) (Note 35)	(1,451,199)	-
Add : Profit for the year	181,485,814	112,553,414
Balance at the end of the year	629,685,626	449,651,011
Total	636,688,621	456,654,006

5 Long Term Borrowings

	Amount in Rs.			
	Non- Current portion		Current Maturities	
	As at		As at	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Secured				
Term Loans :				
From Banks	318,908	-	76,353	-
	318,908	-	76,353	-
Amount disclosed under the head "Other Current Liabilities" (Note 10)	-	-	76,353	-
Total	318,908	-	-	-

a Nature of Security

Hire Purchase Loan from banks are secured by hypothecation of related vehicles.

b Rate of Interest and Terms of Repayment

Particulars	Amount in Rs.	Range of Interest (%)	Terms of Repayment
HDFC Bank - Hire Purchase Loan	395,261	10.25%	Repayable in 60 monthly installments from the date of release of respective loans

Handwritten signature/initials

The Anup Engineering Limited

6 Deferred Tax Liabilities (Net)

	Amount in Rs.	
	As at	
	March 31, 2015	March 31, 2014
Deferred Tax Liability In respect of Fixed Assets	29,958,965	31,036,956
Total (a)	29,958,965	31,036,956
Deferred Tax Asset In respect of Expenditure allowable on payment basis	1,258,714	1,098,836
Total (b)	1,258,714	1,098,836
Net Liability (a-b)	28,700,251	29,938,120

7 Provisions

	Amount in Rs.			
	Long Term		Short Term	
	As at		As at	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Provision for Income tax (Net of Advance tax paid Rs. 91,447,387/- Previous Year Rs. Rs. 21,063,350/-)	-	-	2,652,613	38,036,650
Provision for Wealth Tax	-	-	7,041	17,913
Provision for Employee Benefits Leave Encashment	3,483,721	2,806,395	98,871	305,830
Total	3,483,721	2,806,395	2,758,525	38,360,393

8 Short Term Borrowings

	Amount in Rs.	
	As at	
	March 31, 2015	March 31, 2014
Secured		
Working Capital Loans repayable on demand From Banks	-	234,370,744
	-	234,370,744
Unsecured		
Interest Free Intercompany Deposits From Fellow Subsidiary Company	8,502,509	8,502,509
	8,502,509	8,502,509
Total	8,502,509	242,873,253

a Nature of Security

Loans from banks are secured by:

- i. First charge over entire stocks, receivables and other current assets and second charge over entire fixed assets of the Company both present and future.
- ii. Additionally secured by Corporate Guarantee given by Arvind Limited, holding company.

b Rate of Interest

- i. Loans from banks carry interest rate of 1.5% above Base rate per annum.

106
M.S.G.

The Anup Engineering Limited

9 Trade Payables

Amount in Rs.	
As at	
March 31, 2015	March 31, 2014

Creditors in respect of goods and services (Note a)	77,231,549	167,484,010
Total	77,231,549	167,484,010

a The Company has not received any intimation on suppliers regarding their status under the Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 and hence disclosures as required under Section 22 of The Micro, Small and Medium Enterprise Small Enterprise regarding:

- (a) Amount due and outstanding to suppliers as at the end of accounting year;
- (b) Interest paid during the year;
- (c) Interest payable at the end of the accounting year; and
- (d) Interest accrued and unpaid at the end of the accounting year

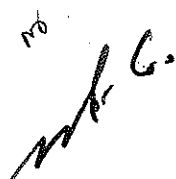
have not been given. The Company is making efforts to get the confirmations from the suppliers as regards their status under the said act.

10 Other Current Liabilities

Amount in Rs.	
As at	
March 31, 2015	March 31, 2014

Current maturities of long-term borrowings (Note 5)	76,353	-
Advance From Customers	60,614,543	171,726,782
Investor Education and Protection Fund shall be credited by the following amount namely : @		
Unpaid dividends	78,270	78,270
Security Deposit	100,000	-
Statutory Dues	5,956,564	1,500,099
Payable in respect of Employee dues	978,896	6,318,691
Others	434,563	285,966
Total	68,239,189	179,909,808

@ There are no amounts due for payment to Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 (1 of 1956) as at the year end.

170


The Anup Engineering Limited

11 Tangible Assets

Particular	GROSS BLOCK				DEPRECIATION			Amount in Rs.			
	As on 01.04.2014	Additions	Disposals	As on 31.03.2015	As on 01.04.2014	Adjustment (Note 35)	For the year	Deductions	As on 31.03.2015	As on 31.03.2014	
Leasehold Land (Note a)	139,937	-	1,195	138,742	-	-	-	-	-	138,742	139,937
Own Assets											
Freehold Land	217,000	-	-	217,000	-	-	-	-	-	217,000	217,000
Buildings	91,722,623	-	-	91,722,623	17,316,253	3,019,062	3,683,157	-	24,018,472	67,704,151	74,406,370
Plant and Equipments	234,595,811	20,138,923	-	254,734,734	110,832,493	(1,781,531)	16,203,703	-	125,254,565	129,480,069	123,763,318
Computers	5,308,505	293,750	105,050	5,497,205	4,119,193	223,981	372,052	37,692	4,677,534	819,671	1,189,312
Furniture and Fixtures	8,182,371	483,715	20,980	8,645,106	4,475,450	(120,331)	631,569	7,215	4,979,473	3,665,633	3,706,921
Office Equipments	3,674,852	670,146	23,302	4,321,696	1,854,944	857,267	451,698	1,705	3,162,204	1,159,492	1,819,908
Vehicles	6,881,428	442,000	833,408	6,490,020	2,010,291	5	964,055	371,182	2,603,169	3,886,851	4,871,137
Total	350,722,527	22,028,534	983,935	371,767,126	140,608,624	2,198,453	22,306,234	417,794	164,695,517	207,071,609	210,113,903
Previous Year	344,603,305	7,807,915	1,688,693	350,722,527	121,680,478	-	19,809,860	881,714	140,608,624	210,113,903	222,922,827

a Amortization of Leasehold Land is shown as disposals.

12 Intangible Assets

Particular	GROSS BLOCK				AMORTISATION			Amount in Rs.		
	As on 01.04.2014	Additions	Disposals	As on 31.03.2015	As on 01.04.2014	For the year	Deductions	As on 31.03.2015	As on 31.03.2014	
Own Assets										
Computer Software	8,939,112	-	-	8,939,112	6,771,084	1,092,110	-	7,863,194	1,075,918	2,168,028
Technical Knowhow	2,065,978	-	-	2,065,978	516,495	413,196	-	929,691	1,136,287	1,549,483
Drawings	100,000	-	-	100,000	100,000	-	-	100,000	-	-
Total	11,105,090	-	-	11,105,090	7,387,579	1,505,306	-	8,892,885	2,212,205	3,717,511
Previous Year	10,249,729	855,361	-	11,105,090	5,977,725	1,409,854	-	7,387,579	3,717,511	4,272,004

Handwritten signature

The Anup Engineering Limited

13 Loans and Advances
(Unsecured, Considered good unless otherwise stated)

	Amount in Rs.			
	Long Term		Short Term	
	As At		As At	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Security Deposits	2,082,200	2,082,200	-	142,470
Prepaid Expenses	-	-	2,682,976	2,758,320
Advances recoverable in cash or kind	262,833	299,181	26,660,141	41,650,361
Total	2,345,033	2,381,381	29,343,117	44,551,151

14 Inventories

	Amount in Rs.	
	As at	
	March 31, 2015	March 31, 2014
Raw Materials	42,281,409	123,064,865
In Transit	-	94,173,835
Work-in-Progress	103,987,117	154,485,808
Finished Goods	727,362	5,627,254
Stores and Spares	9,834,622	6,998,701
Total	156,830,510	384,350,463

a Details of Inventory

	Amount in Rs.	
	As at	
	March 31, 2015	March 31, 2014
Work-in-Progress		
Chemical and Pharmaceutical Machineries	89,028,172	142,022,885
Industrial Centrifuges	14,958,945	12,462,923
Total	103,987,117	154,485,808
Finished Goods		
Chemical and Pharmaceutical Machineries	587,793	5,487,685
Industrial Centrifuges	139,569	139,569
Total	727,362	5,627,254

15 Trade Receivables
(Unsecured, considered good unless otherwise stated)

	Amount in Rs.	
	As at	
	March 31, 2015	March 31, 2014
Outstanding for a period exceeding six months from the date they are due for payment	30,468,492	19,373,639
Others	330,666,898	438,564,112
Total	361,135,390	457,937,751

Handwritten signature/initials

The Anup Engineering Limited

16 Cash and Bank Balances

	Amount in Rs.	
	As at	
	March 31, 2015	March 31, 2014
Cash and Cash Equivalents:		
Cash on Hand	196,472	153,356
Foreign Currency on Hand	15,192	41,413
Balances with Banks		
In Cash Credit Account	68,762,436	-
In Unpaid Dividend Accounts	78,270	78,270
	68,840,706	78,270
	69,052,370	273,039
Other Bank Balances		
Deposits held as Margin Money (Under lien with Bank against Bank Guarantee)	28,450,000	42,450,000
	28,450,000	42,450,000
Total	97,502,370	42,723,039

17 Other Current Assets

	Amount in Rs.	
	As at	
	March 31, 2015	March 31, 2014
Export Incentive Receivable	3,483,039	6,250,786
Total	3,483,039	6,250,786

18 Contingent Liabilities
(to the extent not provided for)

	Amount in Rs.	
	As at	
	March 31, 2015	March 31, 2014
Claims against the company not acknowledged as debt	-	-
Guarantees given by Banks on behalf of Company (Note a)	411,465,725	459,677,536
Disputed Demands in respect of		
Excise Duty	-	-
Income Tax	-	-
Total	411,465,725	459,677,536

- a Guarantees given by Company's Bankers are secured by extension of hypothecation charge on Raw-materials, Finished Goods, Work-in-progress, etc. and against charge on Fixed Assets of the Company.

Capital and Other Commitments

	Amount in Rs.	
	As at	
	March 31, 2015	March 31, 2014
Capital Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	2,995,750
Other Commitments	-	-

Ms
M. S. G.

The Anup Engineering Limited

19 Revenue from Operations

	Amount in Rs.	
	Year ended	
	March 31, 2015	March 31, 2014
Sale of products :		
Finished Goods	1,467,873,625	1,103,400,790
Less: Late Delivery Charges	39,430,622	914,423
	1,428,443,003	1,102,486,367
Other operating revenues		
Job Work Charges	8,554,747	9,592,240
Scrap Sales	15,058,197	9,790,970
Export Incentive	2,155,007	12,013,815
	25,767,951	31,397,025
Total	1,454,210,954	1,133,883,392

a Details of Sales/Services

	Amount in Rs.	
	Year ended	
	March 31, 2015	March 31, 2014
Chemical and Pharmaceutical Machineries	1,407,107,278	1,060,789,608
Industrial Centrifuges	51,132,643	30,259,681
Others	9,633,704	12,351,501
	1,467,873,625	1,103,400,790
Less : Late delivery charges	39,430,622	914,423
Total	1,428,443,003	1,102,486,367

20 Other Income

	Amount in Rs.	
	Year ended	
	March 31, 2015	March 31, 2014
Interest Income		
Bank Deposits	2,787,279	2,617,090
Others	2,610,070	5,234,917
Sundry Credit balance apportioned	500,573	315,421
Provision no longer required	2,277,714	134,326
Surplus on Sale of Fixed Assets (Net)	-	860,240
Others	1,132,930	2,462,078
Total	9,308,566	11,624,072

M
21.6

The Anup Engineering Limited

21 Cost of materials consumed

	Amount in Rs.	
	Year ended	
	March 31, 2015	March 31, 2014
Raw Materials including Packing Materials		
Stock at the commencement	123,064,865	41,887,837
Purchases	612,428,859	736,480,930
	735,493,724	778,368,767
Less: Stock at Close	42,281,409	123,064,865
Total	693,212,315	655,303,902

a Details of Consumption

(i) Consumption of Raw Materials

	Amount in Rs.	
	Year ended	
	March 31, 2015	March 31, 2014
Metal Sheets and Plates	234,522,630	171,692,255
Metal Pipes and Tubes	161,299,993	233,455,715
Structural Materials	8,353,456	4,729,379
Welding Electrodes	25,507,131	24,265,067
Components	263,529,105	221,161,486
Total	693,212,315	655,303,902

(ii) Value of imported and indigenous materials consumed

	Amount in Rs.	
	Year ended	
	March 31, 2015	March 31, 2014
Imported	201,656,593	113,069,164
	29.09%	17.25%
Indigenous	491,555,722	542,234,738
	70.91%	82.75%
Total	693,212,315	655,303,902
	100%	100%

22 Changes in Inventories of Finished Goods & Work-in-progress

	Amount in Rs.	
	Year ended	
	March 31, 2015	March 31, 2014
(Increase)/Decrease in stocks		
Stock at the end of the year		
Finished Goods	727,362	5,627,254
Work in Progress	103,987,117	154,485,808
	104,714,479	160,113,062
Stock at the beginning of the year		
Finished Goods	5,627,254	24,737,196
Work in Progress	154,485,808	69,979,708
	160,113,062	94,716,904
Excise Duty in Value of Stock - Increase / (Decrease)	-	-
(Increase)/Decrease in stocks	55,398,583	(65,396,158)

23 Employee Benefits Expense

	Amount in Rs.	
	Year ended	
	March 31, 2015	March 31, 2014
Salaries and Wages	70,646,785	65,036,011
Contribution to Provident Fund and Other Funds	4,751,929	2,857,900
Staff welfare expenses	3,459,272	3,230,961
Total	78,857,986	71,124,872

Handwritten signature

The Anup Engineering Limited

24 Finance Costs

	Amount in Rs.	
	Year ended	
	March 31, 2015	March 31, 2014
Interest		
On Term Loans	28,829	7,611
On Cash Credit Facilities	6,158,708	6,162,201
On Shortfall in Payment of Advance Income Tax	2,984,659	-
Others	2,834,798	59,376
Other borrowing cost	1,116,746	3,035,211
Total	13,123,740	9,264,399

25 Depreciation / Amortization Expense

	Amount in Rs.	
	Year ended	
	March 31, 2015	March 31, 2014
Amortization of Leasehold land	1,195	1,195
Depreciation on Tangible assets	22,306,234	19,809,860
Amortization on Intangible assets	1,505,306	1,409,854
Total	23,812,735	21,220,909

26 Other Expenses

	Amount in Rs.	
	Year ended	
	March 31, 2015	March 31, 2014
Stores Consumed	34,627,339	23,877,549
Power and Fuel	11,756,849	11,133,826
Job Work Charges	112,307,195	73,391,519
Rent	2,101,922	494,010
Rates and Taxes	948,483	3,628,714
Postage and Courier Charges	256,749	206,444
Computer expenses	772,048	823,448
Drawing and Drafting Charges	817,800	1,014,200
Security Charges	1,502,697	1,320,810
Printing Stationery and Xerox charges	1,741,360	1,712,127
Insurance	606,036	1,235,754
Repairs:		
To Buildings	4,787,606	4,065,197
To Machineries (Including Spares Consumption)	13,524,932	11,226,756
To others	5,263,041	2,209,657
Freight Charges	5,152,944	18,588,140
Communication Expenses	554,321	506,704
Payments to the auditor as		
(a) auditor	220,000	220,000
(b) for tax audit	70,000	70,000
(c) for certifications	140,000	134,000
(d) for reimbursement of expenses	16,980	11,880
Legal and Professional Fees	1,305,683	3,349,497
Retainership Fees	3,207,966	2,824,437
Directors' Fees	130,927	120,000
Travelling Expenses	3,817,805	3,477,937
Inspection Charges	3,919,938	5,892,862
Sundry Debit Balance Written Off	93,637	26,768
Exchange Rate Difference(Net)	6,736,368	6,658,168
Loss of Sales of Fixed Assets (Net)	148,498	-
Corporate Social Responsibility Activity Expenses	1,090,000	-
Bank Charges	7,545,615	11,586,665
Royalty	117,500	140,000
Miscellaneous Expenses	4,356,522	2,641,624
Total	229,638,761	192,588,693

a Value of imported and indigenous spares consumed

	Amount in Rs.	
	Year ended	
	March 31, 2015	March 31, 2014
Imported	-	-
Indigenous	10,241,495	9,552,693
	100.00%	100.00%
Total	10,241,495	9,552,693
	100%	100%

MS

The Anup Engineering Limited

27 CIF Value of Imports

	Amount in Rs.	
	Year ended	
	March 31, 2015	March 31, 2014
Raw Materials	174,939,896	125,680,272
Capital Goods	3,648,597	-

28 Expenditure in Foreign Currency

	Amount in Rs.	
	Year ended	
	March 31, 2015	March 31, 2014
Membership fees	994,925	1,000,188
Travelling	172,536	173,953
Others	743,196	1,029,369

29 Earning in Foreign Currency

	Amount in Rs.	
	Year ended	
	March 31, 2015	March 31, 2014
Export of goods calculated on F.O.B. basis	127,375,084	346,343,131

106

M.S.G.

The Anup Engineering Limited

30 Employee Benefits

(A) Defined Benefit Plans:

(a) Leave Encashment/Compensated Absences

Salaries and wages include Rs. 917,774 (Previous year Rs. 838,352) towards provision made as per actuarial valuation in respect of accumulated leave encashment/compensated absences.

(b) Contribution to Gratuity Funds

Disclosure for defined benefit plans based on actuarial reports as on March 31, 2015. Expenses recognised for the year ended on March 31, 2015 (included in Note 23 to the Statement of Profit and Loss).

Particulars	2014-15	2013-14
Change in the Benefit Obligations :		
Liability at the beginning of the year	3,008,553	4,093,232
Interest Cost	280,096	337,692
Current Service Cost	690,559	751,613
Benefits Paid	(628,084)	(992,751)
Actuarial Loss/(Gain)	735,580	(1,181,233)
Liability at the end of the year	4,086,704	3,008,553
Fair Value of Plan Assets :		
Fair Value of Plan Assets at the beginning of the year	4,498,036	4,460,533
Adjustment of earlier year	-	-
Expected Return on Plan Assets	391,329	379,145
Contributions	333,978	690,573
Benefits Paid	(628,084)	(992,751)
Actuarial gain/(loss) on Plan Assets	(48,324)	(39,464)
Fair Value on Plan Assets at the end of the year	4,546,935	4,498,036
Total Actuarial (Loss) /Gain to be recognized	(783,904)	1,141,769
Actual Return on Plan Assets :		
Expected Return on Plan Assets	391,329	379,145
Actuarial gain/(loss) on Plan Assets	(48,324)	(39,464)
Actual Return on Plan Assets	343,005	339,681
Amount Recognized in the Balance Sheet :		
Liability at the end of the year	4,086,704	3,008,553
Fair Value of Plan Assets at the end of the year	4,546,935	4,498,036
Amount recognized in the Balance Sheet under (Provision for Employee Benefits)/ Advance recoverable in cash or kind	460,231	1,489,483
Expense Recognized in the Statement of Profit and Loss :		
Interest Cost	280,096	337,692
Current Service Cost	690,559	751,613
Expected Return on Plan Assets	(391,329)	(379,145)
Net Actuarial loss/(gain) to be recognized	783,904	(1,141,769)
Expense recognized in the Statement of Profit and Loss under Employee Benefits Expense	1,363,230	(431,609)
Reconciliation of the Liability Recognized in the Balance Sheet :		
Opening Net Liability	(1,489,483)	(367,301)
Expense Recognized	1,363,230	(431,609)
Contribution by the Corporation	(333,978)	(690,573)
Amount recognized in the Balance Sheet under " Provision for Employee Benefits "	(460,231)	(1,489,483)
Experience Adjustment		
Experience adjustments on plan liabilities(Gain)/Loss	(838,726)	(838,726)
Experience adjustments on plan Assets Gain/(Loss)	(39,464)	(39,464)
Discount rate (%)	7.96	9.31
Estimated rate of return on plan assets (%)	7.96	8.70
Salary escalation (%)	8.00	8.00
Retirement age	58	58

(B) Defined Contribution Plan:

An amount of Rs. 3,415,641/- (Previous year Rs. 3,292,304/-) is recognised as expense and included in the Note 23 "Contribution to Provident and Other Funds" in the Statement of Profit and Loss.

(C) The estimates of future salary increases, considered in actuarial valuation, take account of inflation, Seniority, promotion and other relevant factors, such as supply and demand in the employment market. Mortality rates are obtained from the relevant data of Life Insurance Corporation of India.

Handwritten signature/initials

The Anup Engineering Limited

31 Earning Per Share (EPS) :

Amount in Rs., unless otherwise stated

		Year ended	
		March 31, 2015	March 31, 2014
Profit for the year available to equity shareholders	Rs.	181,485,814	112,553,414
Basic/Weighted average no. of Equity Shares	Nos.	340,000	340,000
Nominal value of Equity Shares	Rs.	100	100
Basic/Diluted Earning Per Share	Rs.	533.78	331.04

32 Segment Reporting

a The company is primarily engaged in the business of Engineering, which in the context of Accounting Stanard 17 on "Segment Reporting" constitutes a single reportable primary segment.

b Secondary Segment (Geographical by Customers)

			Amount in Rs.	
			Year ended	
			March 31, 2015	March 31, 2014
Segment Revenue				
a) In India			1,232,466,530	699,608,425
b) Outside India			127,375,084	346,343,131
Total Sales			1,359,841,614	1,045,951,556
Carrying Cost of Assets by location of Assets				
a) In India			845,300,565	1,028,770,310
b) Outside India			14,622,708	123,255,675
Total			859,923,273	1,152,025,985
Addition to Assets				
a) In India			22,028,534	8,230,786
b) Outside India			-	-
Total			22,028,534	8,230,786

Handwritten signature

The Anup Engineering Limited

33 Related Party Disclosures :

As per the Accounting Standard on "Related Party Disclosures" (AS 18) , the related parties of the Company are as follows :

a List of Related Parties & Nature of Relationship :

Arvind Limited	Holding Company
Arvind Accel Limited	Fellow Subsidiary
Asman Investments Limited	Fellow Subsidiary

b Related Party Transactions :

Nature of Transactions	Amount in Rs.	
	Year ended	
	March 31, 2015	March 31, 2014
Purchase		
Arvind Limited	121,921	355,845
Loan Taken		
Arvind Limited	210,000,000	-
Loan Repaid		
Arvind Limited	210,000,000	-
Interest Expense		
Arvind Limited	2,787,672	-
Receivable in respect of Current Assets		
Arvind Accel Limited	82,352	82,352
Payable in respect of Current Liabilities		
Arvind Limited	835,479	599,662
Payable in respect of Loan		
Asman Investments Limited	8,502,509	8,502,509

c Transactions and Balances :

Particulars	Holding Company		Fellow Subsidiary Companies	
	Year ended		Year ended	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Transactions:				
Welfare Expense	121,921	355,845	-	-
Loan taken	210,000,000	-	-	-
Loan Repaid	210,000,000	-	-	-
Interest Expense	2,787,672	-	-	-
Outstanding:				
Payable in respect of Current account	835,479	599,662	8,502,509	8,502,509
Receivable in respect of Loans	-	-	-	-
Receivable in respect of Current account	-	-	82,352	82,352

rb
MS. Co.

The Anup Engineering Limited

34 Unhedged Foreign Currency Exposures at the Reporting Date:

Particulars	Year ended	
	March 31, 2015	March 31, 2014
Payable for purchase of goods		
i) Amount in USD	78,960	217,752
Amount in Rs.	4,935,024	13,046,611
Receivable on sale of goods		
i) Amount in Euro	24,000	1,488,350
Amount in Rs.	1,612,560	123,064,247
ii) Amount in USD	58,315	3,195
Amount in Rs.	3,644,681	191,428
iii) Amount in GBP	101,281	-
Amount in Rs.	9,365,467	-

35 During the current year, the Company has revised the useful lives of fixed assets as per useful life specified in Schedule II to the Companies Act, 2013 as on April 1, 2014. Accordingly, the carrying value of fixed assets as on that date, net of residual value, has been depreciated over the revised remaining useful lives. Further, an amount of Rs. 1,451,199/- (net of deferred tax of Rs. 747,254/-) representing the carrying value of assets, whose remaining useful life is Nil as at April 1, 2014, has been charged to the opening balance of retained earnings pursuant to the Companies Act, 2013.

36 In the opinion of the Board, all assets other than fixed assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated except for reconciliation adjustments in respect of some of the payables and receivables.

37 Previous year's figures have been regrouped wherever necessary.

As per our report of even date attached
For Sorab S. Engineer & Co.
 Firm Registration No. 110417W
 Chartered Accountants

Chokshi Shreyas B.

CA Chokshi Shreyas B.
 Partner
 Membership No. 100892
 Ahmedabad
 May 8, 2015

Vijay Kulkarni
Chairman

C. J. Parikh
Surendra Chokshi
Directors

Part-IV of Schedule VI of Companies Act, 1956 (As amended) Balance Sheet Abstract and Company's

General Business Profile

I. Registration Details :

Registration No.

State Code :

Balance Sheet Date :

001170

04

31.03.2015

II. Capital Raised during the Year

Public Issue

Right Issue

Bonus Issue

Private Placement

(Rs.in Lacs)

NIL

NIL

NIL

NIL

III. Position of Mobilisation and Deployment of Funds

Total Liabilities

Total Assets

8599.23

8599.23

Sources of Funds:

Paid-up Capital

Reserve and Surplus

Secured Loans

Unsecured Loans

Deferred Tax Liabilities (Net)

340.00

6366.89

-

85.02

287.00

Application of Funds:

Net fixed Assets

Investments

Net Current Assets

Misc. Expenditure

Accumulated Losses

2092.84

-

6506.39

-

-

IV. Performance of Company

Turnover (Incl. other income)

Total Expenditure

Profit before Tax

Profit after Tax

Earning Per Share in Rs.

Dividend Rate %

13691.50

10940.44

2751.06

1814.97

533.78

V. Generic Names of Three Principal Products/Services of Company (as per monetary terms)

Item Code No. (ITC Code)

Product Description

Item Code No. (ITC Code)

Product Description

Item Code No. (ITC Code)

Product Description

841989.01

Pressure Vessels, Reactors

842119.02 and 842119.07

Centrifuges

731100.09

Chlorine Containers