



MILTON PLASTICS LIMITED



20TH ANNUAL REPORT 2011-12



MILTON PLASTICS LIMITED

Board of Directors

B.I.VAGHANI	:	Chairman
C.I.VAGHANI	:	Director
M.B.VAGHANI	:	Director
VIREN BHIMANI	:	Independent Non Executive Director
DEVENDRA NEGI	:	Independent Non Executive Director

Registered Office

: Asian Building,
4th Floor, R.Kamani Marg,
Ballard Estate, Mumbai 400 001

Works

: 28/29, Nagar Road, Village Shikrapur
Dist. Pune 412208

Plot No.72, Dhanudyog Sahakari Sangh Ltd.
Village Piparia, Silvassa.

Solicitors

: M/s.Law Charter,
Advocates, Solicitors & Notary
Mumbai.

Auditors

: M/s. Mehta Chokshi & Shah
Chartered Accountants
Mumbai.

Bankers

: Dena Bank
Central Bank of India
Standard Chartered Bank

Share & Transfer Agent

: M/s.Link Intime India Pvt.Ltd.
C-13, Pannalal Silk Mills Compound, LBS Road,
Bhandup (West),
Mumbai 400 078

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NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of MILTON PLASTICS LIMITED will be held at Registered office of the Company at Asian Building, 4th floor, R.Kamani Marg, Ballard Estate, Mumbai 400 001 on Saturday, 29th September, 2012 at 9.30 a.m. to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2012 and the Profit and Loss Account of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Madhup B. Vaghani, who retires by rotation, and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Chiranjiv Vaghani, who retires by rotation, and being eligible, offers himself for reappointment.
4. To appoint Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT Shri Viren Bhimani, who was appointed as an Additional Director in the meeting of Board of Directors held on 31st March, 2012 and who holds office as such up to the date of Annual General Meeting of the Company and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Shri Viren Bhimani as a candidate for the office of the Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

BY ORDER OF THE BOARD
For MILTON PLASTICS LIMITED

Registered Office:

Asian Building, 4th floor, R.Kamani Marg,
Ballard Estate, Mumbai 400 001.

Date : 24th August, 2012
Place : Mumbai

B.I.VAGHANI
CHAIRMAN

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received by the Company not less than 48 hours before the time of Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2012 to 29th September, 2012 (both days inclusive).
3. A copy of explanatory statement under Section 173 (2) of the Companies Act, 1956 is annexed herewith.



MILTON PLASTICS LIMITED

Explanatory Statement as required under Section 173(2) of the Companies Act, 1956.

ITEM NO. 5

The Board of Directors has appointed Shri Viren Bhimani as Additional Director of the Company with effect from 31st March, 2012. Pursuant to the provisions of Section 260 of the Companies Act, 1956 Shri Viren Bhimani holds office up to the date of Annual General Meeting. The Company has received notice in writing together with refundable security deposit of Rs 500/- from one of the member under Section 257 of the Companies Act, 1956 signifying his intention to propose Shri Viren Bhimani for the office of the Director of the Company. Shri Viren Bhimani is a Commerce Graduate. He has 10 years rich experience in the field of banking and finance. Shri Viren Bhimani was appointed as member of the Audit Committee pursuant to Section 292 A of the Companies Act, 1956 and Clause 49 to the listing Agreement with the Bombay Stock Exchange Ltd. The shareholders are requested to reappoint him as Director of the Company liable to retire by rotation.

Except the proposed appointee, none of the Directors are interested in above resolution.

INFORMATION PURSUANT TO CLAUSE 49 (VI) OF THE LISTING AGREEMENT

As required under Clause 49 of Listing Agreement the particulars of Directors who are proposed to be appointed / reappointed at the forthcoming Annual General Meeting are given below:

1) Director proposed to be reappointed.

a) Shri Madhup B. Vaghani

Shri Madhup B Vaghani is a Director of the Company and is retiring by rotation at the forthcoming Annual General Meeting and is eligible for reappointment.

Shri Madhup B Vaghani is commerce graduate and has over 25 years of experience in the field of marketing.

He is a Director of M/s. Stead fast Holdings Pvt.Ltd

b) Shri Chiranjiv I Vaghani

Shri Chiranjiv I. Vaghani is a Director of the Company liable to retire by rotation.
Shri Chiranjiv I Vaghani a Graduate in Science and has over 25 years of rich and varied experience in the field of finance.

He is a Director of the following Companies:

VENTURA MERCANTILE & FINVEST CO.PVT.LTD.
SOPRANO HOLDINGS PVT.LTD.
ROULETTE MERCANTILE & FINVEST CO.PVT.LTD.
ESPRIT MERCANTILE & FINVEST CO.PVT.LTD.
SIERRA MERCANTILE & FINVEST CO.PVT.LTD.
MILTON INVESTMENTS PVT.LTD.
MILTON EXPORTS PVT.LTD.
RUPANI SPINNING MILLS PVT.LTD.

c) SHRI VIREN BHIMANI

Shri Viren Bhimani is a commerce graduate and having 10 years experience in the field of banking and finance.

He is not a director of any other company.

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DIRECTORS' REPORT TO THE SHAREHOLDERS

Your Directors presents herewith the Twentieth Annual Report together with Audited Statement of Accounts for the year ended 31st March, 2012.

Financial Results	For the year ended 31 st March, 2012 (Rs.in lacs)	For the year ended 31 st March, 2011 (Rs.in lacs)
Sales & Other Income	3886	3794
Gross Loss	(316)	(188)
Add: Depreciation	38	50
Interest	1098	2533
Loss before Tax and Extraordinary Item.	(1452)	(2771)
Income From Extraordinary Item	1973	3325
Less: Provision for Tax	--	--
Profit/(Loss) after Tax	521	554

FINANCE & ACCOUNTS:

Operations and future outlook:

Your Company has achieved a sales turnover of Rs. 3886 lacs during the current year as against Rs. 3794 lacs in the previous year.

Dividend:

In view of the accumulated losses, your Directors regret their ability to recommend any dividend for the financial year under review.

FIXED DEPOSIT:

Your Company has not accepted deposits from the public.

Audit Committee: -

The Company has reconstituted audit committee on 10th August, 2012 as required under the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the listing agreement executed with Bombay Stock Exchange Limited.

Employees and Industrial Relationship:

During the year under review the industrial relationship continued to be cordial. The Directors place on record their appreciation for the services rendered by the employees at all levels.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo:

- i) **Conservation of Energy**
 - a) The Company has taken all measures to conserve the Energy by installing latest equipments for conservation of Energy.
 - b) The cumulative effect of the Energy conservation steps taken by the Company has considerably reduced the consumption of Energy and saved the cost of the Company.
 - c) The Company is not required to mention per unit consumption of Energy in form A.
- ii) Information relating to Technology absorption and Foreign Exchange earnings and outgo which forms part of this report is given in a separate statement annexed hereto in accordance with the provisions of section 217(1)(e) of the Companies Act, 1956 read with the Company's (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

Employees:

Information in accordance with the provisions of Section 217(2A) of the Companies Act, 1956 read with the Company's (Particulars of Employees) Rules 1975, as amended, is not given since the Company did not have any employee covered by the said section.



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Directors:

Shri Vinay Jain resigned as Director of the Company w.e.f. 31st, March, 2012

Shri Madhup B Vaghani, Director and Shri Chiranjiv I Vaghani, Director retire by rotation and being eligible offer themselves for re-appointment.

Shri Viren Bhimani was appointed as Additional Directors of the Company by the Board of Directors on 31st March, 2012 and co-opted as Independent Directors of audit committee of the Company constituted as per the clause 49 of the listing agreement with Bombay Stock Exchange Ltd. He hold office as Director of the Company upto the date of Twentieth Annual General Meeting of the Company. The company has received notice from the member of the Company for his re-appointment as Directors of the Company liable to retire by rotation.

The shareholders are requested to re-appoint him as a Director of the Company.

Directors' Responsibility Statement:

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors confirm that:

- i) In the preparation of Annual Accounts for the financial year ended 31st March, 2012 the applicable Accounting Standards have been followed.
- ii) Appropriate Accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2012 and profit of the Company for the period ended on that date.
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The Annual Accounts have been prepared on a going concern basis.

Insurance:

Buildings, plant and machinery, Inventories at the factory of the Company have been insured adequately.

Corporate Governance:

As required under Clause 49 of the Listing Agreement with Bombay Stock Exchange Limited, Corporate Governance Report and Management Discussion and Analysis Report form part of this Annual Report.

Auditors:

The Auditors M/s Mehta Chokshi & Shah, Chartered Accountants, Mumbai, retire at the forthcoming Annual General Meeting and have offer themselves for reappointment.

Auditor's Report:

The Auditors have not made any observations in their report.

Compliance Certificate:

A Certificate from the Practising Company Secretary of the Company regarding compliance of conditions of corporate governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

Acknowledgement:

Your Directors express their thanks to the Banks and Financial Institutions, Shareholders, Suppliers and Customers for their continuous support and co-operation to the company. Your Directors express their appreciation for the dedicated services of the employees, workmen and executives of the Company.

For and on behalf of the Board

Bansilal I Vaghani
Chairman

Place: Mumbai
Date: 24th August, 2012

ANNEXURE TO THE DIRECTORS REPORT:

Information as per Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2012

A. DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION:

1. Research & Development (R & D)

(a) Specific areas in which R & D is carried out by the Company.

New product development, New manufacturing process development, Product upgradation, Cost reduction, Mould designing and development, New application of thermoware product, Water Purification System.

(b) Benefits derived as a result of the R & D.

(i) Company is in position to introduce varied new products every year to meet changing consumer preferences.

The Company is in position to cater to a wider segment of consumer durables and plastics based industrial products.

(c) Future Plan of Action.

(i) Emphasis is being laid on development & marketing of new product and value addition to existing range of products, for both export as well as domestic market.

(ii) Business Process Re-Engineering.

(d) Expenditure on Research & Development under the head "Product Design & Development Expenses" is being accounted under relevant heads of expenses.

2. Technology Absorption, Adaptation and Innovation.

(a) Efforts in brief, made towards technology absorption, adaptation and innovation, as enumerated in Section 1 above.

(b) Benefits, derived as a result of the above efforts, product up gradation, cost reduction & new products developments. As enumerated in Section 1 above.

B. FOREIGN EXCHANGE EARNINGS AND OUT GO : Total foreign exchange used for Rs. 2,61,894/- (Rupees Two Lacs Sixty One Thousand Eight Hundred Ninety Four Only). Total foreign exchange earned Rs. nil.

For and on behalf of the Board

Place: Mumbai
Date: 24th August, 2012

Bansilal I Vaghani
Chairman



MILTON PLASTICS LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT.

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

The industry of Moulded furniture is facing lots of constraints. The margins are reduced to lowest level and stiff competition from un-organised sector and local players adversely affected the turnover. The management is of the view that any investment and expansion in the present lying of moulded furniture will not provide any better results. The Company has continued its effort in product innovation considering the changing consumer preferences.

2. OPPORTUNITIES AND THREATS

Opportunities:

Concentration in Rural Market and exploring the export market.

Threats:

The Competition from unorganized / small scale sectors and new entrants in the open market.

3. SEGMENTWISE PERFORMANCE

The Company manufactures only thermoware products; hence no separate segment wise information is required to be given.

4. OUTLOOK

The Company is diversifying its presence in Rural market through strong distribution network. The Company is also exploring the potential in the international market.

5. RISKS AND CONCERNS

Competition from the unorganised small scale sector via cut-throat competition from the new entrants in the market, thereby squeezing the Company's profit margins.

6. INTERNAL CONTROL SYSTEMS

The Company has an adequate system of internal controls that ensures that all assets are protected against loss from unauthorized use or disposition and all transactions are recorded and reported in conformity with generally accepted accounting principles.

7. FINANCIAL PERFORMANCE

The Company has achieved a sales turnover of during the year Rs.3886/- lacs as against Rs. 3794/- lacs in the corresponding previous year. During the year, the Company incurred a profit of Rs.521/- lacs as against Rs.554/- lacs in the corresponding previous year.

8. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Industrial relations remained cordial during the year under review.

9. CAUTIONARY STATEMENT

Statements in this Report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. The Company assumes no responsibility to amend, modify or revise any of the statements on the basis of subsequent developments, information or events.

Place: Mumbai
Date: 24th August, 2012

For and on behalf of the Board

Bansilal I.Vaghani
Chairman

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CERTIFICATE ON CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE

I have examined the compliance of conditions of Corporate Governance by **MILTON PLASTICS LIMITED** for the year ended 31st March, 2012, as stipulated in clause 49 of the Listing Agreement of the said company with stock exchange.

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

I certify that the company has complied with the conditions of Corporate Governance as mentioned in the above mentioned listing agreement.

I state that no investor grievance is pending for a period of exceeding one month against the Company as per the records maintained by the Registrar and Share Transfer Agent.

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

For **SHAILESH A KACHALIA**
Practising Company Secretaries

S.A. KACHALIA
Proprietor
C.P. - 3888

Place: Mumbai
Date: 24th August, 2012

REPORT ON CORPORATE GOVERNANCE

Compliance with Corporate Governance regulations as laid down in Clause 49 of the Listing Agreement with Bombay Stock Exchange Limited, Mumbai Mandatory Requirements as prescribed in Annexure – 2 of the Listing Agreement.

MANDATORY REQUIREMENTS:

A. Company's Philosophy on Corporate Governance

Your Company is fully committed to good corporate governance practices as laid down by SEBI. It envisages attainment of a high level of transparency & accountability in the functioning of the Company and helps the management in the efficient conduct of the Company's affairs and in protecting the interest of various participants like shareholders, employees, lenders, clients etc. and at the same time places due emphasis on compliance of various statutory laws.

B. Board of Directors:

The Composition of Board of Directors was reconstituted at their board meeting held on 10th August, 2012. Present Composition of Board of Directors is as below:

Sr.No.	Name	Designation	Category
1	Bansilal I Vaghani	Chairman	Director and Non Executive Chairman
2	Chiranjiv I Vaghani	Director	Non Executive Director
3	Madhup B Vaghani	Director	Non Executive Director
4	Viren Bhimani*	Director	Independent, non-executive Director
5	Devendra Negi	Director	Independent, non-executive Director

* Appointed w.e.f. 31st March, 2012

Board procedures :

A. Five board meetings were held in this period on the following dates:

30th April, 2011, 30th July, 2011, 25th August, 2011, 14th November, 2011, and 13th February, 2012

B. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorship and Committee Chairmanships / Memberships held by them in other companies is given below. Other Directorship do not include alternate directorships, directorships of private limited companies and of companies incorporated outside India. Chairmanship / Membership of Board Committee include only Audit and Shareholders / Investors Grievance Committees. The Company also has a mandatory annual requirement for every director to inform the company about the Committees/Board member position he occupies in other Companies and notify the change, if any.



MILTON PLASTICS LIMITED

Name	Category	Attendance at Board Meeting in year 2011-12		Directorships in other Public Companies		Committee Position held in other Public Companies		Attendance at Last AGM
		Held	Attended	Chairman	Member	Chairman	Member	
Shri Bansilal I Vaghani	Chairman Non-Executive	5	5	NIL	NIL	NIL	NIL	Present
Shri Madhup B Vaghani	Director	5	5	NIL	NIL	NIL	NIL	Present
Shri Chiranjiv I Vaghani	Director	5	5	NIL	NIL	NIL	NIL	Present
Shri Viren Bhimani*	Independent Director Non-Executive	5	NIL	NIL	NIL	NIL	NIL	NIL
Shri Vinay Jain**	Independent Director, Non Executive	5	4	NIL	NIL	NIL	NIL	Present
Shri Devendra Negi	Independent Director Non Executive	5	5	NIL	NIL	NIL	NIL	Present

* appointed w.e.f. 31st March, 2012

** Resigned w.e.f. 31st March, 2012

Management:

The matters that are required to be discussed under Management Discussion and Analysis report has been included in the directors report to the shareholders. Whenever commercial transaction and financial transactions have been entered with Company, where Directors are interested, the nature of interest is being disclosed to the Board of Directors.

During the year under review, there were no transactions of any material financial and commercial transactions, which had personal interest of the management that had a potential conflict with the interest of the Company at large.

C. Audit Committee

Audit Committee as required by Clause 49 of the Listing Agreement was reconstituted on 10th August, 2012 comprising the following members.

Shri Bansilal I Vaghani	:	Non Executive Director
Shri Viren Bhimani*	:	Independent & Non Executive Director
Shri Devendra Negi	:	Independent & Non Executive Director

Name	Category	No. of meeting for year 2011- 2012	
		Held	Attended
Shri Bansilal I Vaghani	Non Executive Director	5	5
Shri Viren Bhimani*	Chairman & Non Executive Director	5	NIL
Shri Devendra Negi	Non Executive Director	5	5

* appointed w.e.f. 31st March, 2012

D. Remuneration Committee.

Remuneration Committee as required by Clause 49 of the Listing Agreement was reconstituted on 10th August, 2012 comprising the following members.

SHRI BANSILAL I VAGHANI	:	Non Executive Director
SHRI VIREN BHIMANI	:	Chairman & Non Executive Director
SHRI DEVENDRA NEGI	:	Non Executive Director

The Company reimburses the out of pocket expenses incurred by Directors for the Company after the review of the same by the Committee members.

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E. Shareholders / Investors Grievance Committee

Shareholders / Investors Grievance Committee as required by Clause 49 of the Listing Agreement was reconstituted on 10th August, 2012 comprising the following members.

SHRI BANSILAL VAGHANI : Non Executive Director
 SHRI VIREN BHIMANI* : Chairman & Non Executive Director
 SHRI DEVENDRANEGI : Non Executive Director

Name	Category	No.of meeting for year 2010-2011	
		Held	Attended
Shri Bansilal I Vaghani	Non Executive Director	5	5
Shri Viren Bhimani*	Chairman & Non Executive Director	5	NIL
Shri Devendra Negi	Non Executive Director	5	5

* appointed w.e.f. 31st March, 2012

Shri Pankaj Bhaya is the compliance officer, in terms of the listing agreement executed by the Company with the Stock Exchange. The Board had delegated power to approve the transfer of shares to executive Directors.

The Company has paid Annual Listing Fees for the year 2012-13 to Bombay Stock Exchange Limited.

Number of shareholders complaints received so far and number solved to the satisfaction of shareholder.

Sr.No.	Category	Received	Replied
1	Non Receipt of Share Certificates	1	1
2	Issue of Duplicate Share Certificates	9	9
3	Others	3	3
4	Change of Address	2	2
5	Procedure of Transfer / Transmission / Deletion	1	1
6	Allotment / Call money	1	1
7	Endorsement on Share Certificates	2	2
	Grand Total	19	19

F. General Body Meetings:

Location and time of last three AGMs held

Date of AGM	Time of AGM	Location
29th September, 2009	9.30 a.m.	Asian building, 4th floor, R.Kamani Marg, Ballard Estate, Mumbai 400 001
29th September, 2010	9.30 a.m.	Asian building, 4th floor, R.Kamani Marg, Ballard Estate, Mumbai 400 001
29th September, 2011	9.30 a.m.	Asian building, 4th floor, R.Kamani Marg, Ballard Estate, Mumbai 400 001



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G. Related Party and other Disclosures :

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.

None of the transactions with any of the related parties were in conflict with the interest of the Company.

The Company has not any Subsidiary Companies.

Disclosure of accounting treatment wherever applicable has been made in the Audited Financial Accounts for the year ended 31st March, 2012.

The Company has a laid down procedure to inform the Board Members about the risk assessment and minimization procedures of the material risks and they are being reviewed periodically.

The Company has complied with all the requirement of Stock Exchanges, Securities and Exchange Board of India (SEBI) and other statutory authorities on matter relating to capital markets during the last three years and consequently no penalties of strictures have been imposed on the Company by these authorities.

H. Means of Communication

The quarterly results are published in "Free Press Journal" an English daily, in all India edition and in "NAVSHAKTI" a vernacular Marathi daily, in Mumbai edition.

I. General Shareholder Information

*	Annual General Meeting Date Time Venue	29th September, 2012 9.30 a.m. Asian Building, 4th floor, R.Kamani Marg, Ballard Estate, Mumbai 400 001
*	Financial Calendar Financial reporting for the quarter ending June, 2012 Financial reporting for the quarter ending September, 2012 Financial reporting for the quarter ending December, 2012 Financial reporting for the quarter ending March, 2013	April to March End July, 2012 End October 2012 End January, 2013 End April, 2013
*	Date of Book Closure	22 nd September, 2012 to 29th September, 2012 (both days inclusive)
*	Dividend Payment Date	Not applicable
*	Registered Office and Address for Correspondence	Asian Building, 4th floor, R.Kamani Marg, Ballard Estate, Mumbai 400 001 Phone – 2262 3333
*	Listing on Stock Exchanges	Bombay Stock Exchange Limited, Mumbai The Ahmedabad Stock Exchange Ltd. New Delhi Stock Exchange Association Ltd. Hyderabad Stock Exchange Ltd.
*	Stock Code The Bombay Stock Exchange Ltd.	526143

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Monthly Highest and Lowest Closing Quotations of the Equity Shares for the year 2011-12

Month	High (Rs.)	Low (Rs.)	Volume
April 2011	13.99	11.32	12,02,859
May 2011	12.45	10.57	90,48,443
June, 2011	13.99	10.85	20,75,875
July, 2011	15.84	11.15	8,49,997
August, 2011	15.45	11.05	14,87,276
September, 2011	14.30	11.20	10,17,987
October, 2011	14.70	11.86	81,362
November, 2011	13.95	10.15	5,32,422
December, 2011	11.53	9.09	18,15,540
January, 2012	11.84	9.17	7,29,914
February, 2012	13.17	10.27	4,67,581
March, 2012	13.09	9.85	28,37,750

* Registrar and Share Transfer Agent

M/s. Link Intime India Pvt.Ltd.
C-13, Pannalal Silk Mills Compound, LBS Road,
Bhandup (west), Mumbai 400 078.

* Share Transfer System

Share Certificates received for transfer in physical form and requests for Demat are generally registered / confirmed within 21 days of receipt of the same, provided the documents are clear in all aspects. The Company also provides simultaneous transfer cum Demat facility to its equity shareholders.

Distribution of holding and share holding pattern as on March, 31, 2012

No. of Equity Shares held	No. of Holders	% of Holders	No. of shares	% of Shares
Upto 500	8014	91.45	1187125	9.50
501 – 1000	367	4.19	316872	2.54
1001 – 2000	173	1.97	268483	2.15
2001 – 3000	62	0.71	155308	1.24
3001 – 4000	30	0.34	106162	0.85
4001 – 5000	35	0.40	162536	1.30
5001 – 10000	41	0.47	305672	2.44
10001 and above	41	0.47	9996392	79.98
Total	8763	100.00	12498550	100.00

Particulars of Shares held in physical / Electronic form as on March, 31, 2012

Particulars	Holders	Shares	% of shares
Shares in Physical Form	4671	5890165	47.13
Shares in Electronic form	4092	6608385	52.87
Total	8763	12498550	100.00



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Shareholding Pattern as on March, 31, 2012

Category	No. of shares	% of shares
Indian Promoter	4158004	33.27
Mutual Funds and UTI	394600	3.16
Foreign Institutional Investor	0	0
Private Corporate Bodies	3576236	28.61
Indian Public	2688838	21.52
Financial Institutions	275	0.00
NRI / OCBs	155388	1.24
Trusts	1500000	12.00
Others	25209	0.20
Total	1,24,98,550	100.00

Outstanding GDRs/ADRs/Warrants or any convertible instruments.

The Company has not issued any GDR/ADR/Warrants.

J. Management Discussion and Analysis

A Statement of Management Discussion and Analysis is appearing elsewhere in this Annual Report in terms of the requirement of the Code of Corporate Governance.

K. Code of Conduct:

As required by the amended Clause 49 of the Listing Agreement, the Board of Directors of the Company has adopted a Code of Conduct for all Board Members and Senior Management of the Company. The members of the Board of Directors and Senior Management have affirmed compliance of the said Code during the year under review. The Annual Report of the Company does contain a declaration to this effect duly signed by the Chairman as required by Clause 49 of the Listing Agreement.

L. CEO/CFO Certification

A Certificate from Chairman has been placed before the Board in accordance with Clause 49 (V) of the Listing Agreement pertaining to CEO/CFO certification for the financial year ended 31st March, 2012

NON MANDATORY REQUIREMENTS

A. Chairman of the Board

The Company has a Non executive Chairman and reimburses expenses incurred by him in performance of his duties.

B. Remuneration Committee

The Company has constituted remuneration committee.

C. Shareholders Rights

The Company is not sending the half yearly results to each household of shareholders.

D. Postal Ballot

The Company will comply with the provisions of Postal Ballot in the matters necessary.

E. The Company has implemented Whistle Blower Policy.

Declaration on the Code of Conduct

All members of the Board of Directors of the Company and Senior Management of the Company have affirmed Compliance of the Code of Conduct for the year ended 31st March, 2012

For and on behalf of the Board

Place: Mumbai
Date: 24th August, 2012

Bansilal I Vaghani
Chairman

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AUDITORS' REPORT TO THE SHAREHOLDERS

We have audited the attached Balance Sheet of M/s.Milton Plastics Limited, Mumbai as at 31st March, 2012 and also the Statement of Profit & Loss of the Company for the year ended on that date annexed thereto and the cash flow statement for the year ended on that date. These financial statements are the responsibility of the management of the Company. Our responsibility is to express an opinion on these financial statements based on our audit.

We have conducted our audit in accordance with auditing standards generally accepted in India. Those require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statement. An audit includes examining on test basis evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditors Report) Order, 2003, issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956, and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we give in the annexure a statement on matters specified in paragraphs 4 and 5 of the said Order.
2. Further to our comments in the annexure referred to in paragraph 1 above, we report that:-
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of books.
 - (c) The Balance Sheet and the Statement of Profit & Loss dealt with by this report are in agreement with the above books of account.
 - (d) In our opinion the Statement of Profit & Loss and Balance Sheet comply with the Accounting Standards referred to in sub-clause (3C) of Section 211 of the Companies Act, 1956 to the extent applicable.
 - (e) On the basis of the written representations received from the directors, and taken on record by the Board of Directors, we report that none of the Directors are disqualified as on 31st March, 2012 from being appointed as directors in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

In our opinion and to the best of our information and according to the explanations given to us, the accounts read with the notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true & fair view in conformity with the accounting principles generally accepted in India:-

- (i) In the case of Balance Sheet of the state of affairs of the Company as at 31st March, 2012.
- (ii) In the case of the Statement of Profit & Loss of the Profit for the year ended on that date and
- (iii) In the case of cash flow statement, of the cash flows for the year ended on that date.

For Mehta Chokshi & Shah
Chartered Accountants

R.T.Mehta
Partner
M.No:5445

Firm Registration No: 106201W

Mumbai.
Dated : 24th August, 2012.

ANNEXURE**Referred to in paragraph 1 of our report of even date**

1. (a) The complete records showing full particulars including quantitative details and location of fixed assets have not yet been compiled.
(b) We are informed that the physical verification of fixed assets was carried out by the management during the year and no material discrepancies were noticed by the management on such verification.
(c) In our opinion, the Company has not disposed off the substantial part of fixed assets during the year, which would affect the going concern status of the Company.
2. (a) As explained to us, inventories were physically verified during the year by the management at reasonable intervals.
(b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) In our opinion and according to the information and explanation given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
3. (a) According to the information and explanation given to us the Company has granted loan to a company covered in the Register maintained under Section 301 of the Companies Act, 1956 aggregating to Rs.22.60 lacs. The maximum amount outstanding was Rs. 22.60 lacs.
(b) In our opinion and according to the information and explanation given to us, the above said loan given is free of interest and to that extent the same may be regarded as prima facie prejudicial to the interest of the Company.
(c) In our opinion and according to the information and explanation given to us, the above said loan given is receivable on demand.
(d) According to the information and explanation given to us the Company had taken loans from two directors and a company covered in the Register maintained under Section 301 of the Companies Act, 1956. The balance outstanding at the year end is NIL. The maximum amount outstanding to the parties was Rs.1.86 lacs.
(e) In our opinion and according to the information and explanation given to us, the above said loans taken are free of interest and other terms and conditions are not prima facie prejudicial to the interest of the Company.
(f) In our opinion and according to the information and explanation given to us, the above said loans taken were repayable on demand.
4. In our opinion and according to the information and explanations given to us there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and sale of goods.
5. (a) To the best of our knowledge and belief and according to the information and explanations given to us, the transactions that need to be entered into the register in pursuance of Section 301 of the Act have been so entered.
(b) According to the information and explanations given to us, where such transactions, are in excess of Rs. 5 lacs in respect of each party, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time or the prices at which similar transactions have been made with other parties or as available with the Company.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public as defined under Sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under.
7. In our opinion the Company has an adequate internal audit system commensurate with the size and nature of its business.
8. The Central Government has not prescribed the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 in respect of any of the products manufactured by the company.
9. (a) According to the records of the Company, the Company, except for Income Tax, is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State

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Insurance, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and any other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, except for Income Tax dues of Rs. 1.61 lacs, there are no undisputed amounts payable in respect of aforesaid dues which were outstanding as at 31st March, 2012 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, following are the disputed statutory dues that have not been deposited on account of matters pending before appropriate authorities:

NAME OF THE STATUTORY DUES	FORUM WHERE DISPUTE IS PENDING	UNPAID AMOUNT RS. IN LACS
Income Tax	Comm. of I. Tax (Appeals)	89.96

10. The accumulated losses of the Company at the end of the financial year exceeded fifty percent of its net worth and the Company has incurred cash losses during the current year and in the immediately preceding financial year.
11. According to the information and explanations given to us and as per the audit in accordance with generally accepted auditing practices, in our opinion the Company has defaulted in repayment of its dues to debenture holders for amount aggregating to Rs. 2424.68 lacs for a period ranging between 3 months and 159 months.
12. According to the information and explanations given to us and based on the documents and records produced before us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion and according to information and explanations given to us, the Company is not a chit fund or nidhi/mutual benefit fund or society. Therefore clause 4(xiii) of the order is not applicable to the Company.
14. In our opinion and according to information and explanations given to us, the Company is not dealing in shares, securities, debentures and other investments and therefore clause (xiv) of the Order is not applicable to the Company.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. To the best of our knowledge and belief, and according to the information and explanations given to us, term loan availed by the Company was prima facie, applied by the Company during the year for the purpose for which the loan was obtained.
17. According to the Cash Flow Statement and other records examined and the information and explanation given to us, on overall basis, funds raised on short term basis have prima facie, not been used during the year for long term investment.
18. During the year, the Company has not made any preferential allotment of shares to parties covered in the register maintained under Section 301 of the Act.
19. During the year, the Company has neither issued any debentures nor does it have any outstanding secured debentures.
20. During the year, the Company has not raised money through public issue.
21. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For Mehta Chokshi & Shah
Chartered Accountants

Mumbai.
Dated : 24th August, 2012

R.T.Mehta
Partner.
M.No:5445
Firm Registration No: 106201W



MILTON PLASTICS LIMITED

BALANCE SHEET AS AT 31st MARCH, 2012

	NOTE NO.	AS AT 31ST MARCH, 2012		AS AT 31ST MARCH, 2011	
		Rupees	Rupees	Rupees	Rupees
I. EQUITY AND LIABILITIES					
1		Shareholder's Funds			
	(a)	Share Capital	124,985,500	124,985,500	
	(b)	Reserves and Surplus	<u>(2,356,585,836)</u>	<u>(2,408,666,283)</u>	
			(2,231,600,336)		(2,283,680,783)
2		Non-current Liabilities			
	(a)	Long-Term Borrowings	1,186,745,154	25,032,000	
	(b)	Long-Term Provisions	<u>21,057,169</u>	<u>204,164</u>	
			1,207,802,323		25,236,164
3		Current Liabilities			
	(a)	Short-Term Borrowings	831,932,538	2,182,608,917	
	(b)	Trade Payables	62,581,480	60,691,963	
	(c)	Other Current Liabilities	813,137,750	802,135,083	
	(d)	Short-Term Provisions	<u>936,475</u>	<u>1,021,123</u>	
			1,708,588,243		3,046,457,086
		TOTAL :-	<u><u>684,790,230</u></u>	<u><u>788,012,467</u></u>	
II. ASSETS					
1		Non-Current Assets			
	(a)	Fixed Assets			
	(i)	Tangible Assets	44,053,703	68,583,832	
	(b)	Non-Current Investments	14,532,000	40,647,000	
	(c)	Long-Term Loans and Advances	<u>301,998,696</u>	<u>301,385,611</u>	
			360,584,399		410,616,443
2		Current Assets			
	(a)	Inventories	72,952,244	69,176,558	
	(b)	Trade Receivables	66,591,567	107,955,134	
	(c)	Cash and Cash Equivalents	3,057,065	10,303,978	
	(d)	Short-Term Loans And Advances	179,775,535	187,356,279	
	(e)	Other Current Assets	<u>1,829,420</u>	<u>2,604,075</u>	
			324,205,831		377,396,024
		TOTAL :-	<u><u>684,790,230</u></u>	<u><u>788,012,467</u></u>	

Significant Accounting Policies

Notes form an integral part of Financial Statements 1-37

As per our attached report of even date
For **MEHTA CHOKSHI & SHAH**
Chartered Accountants

R.T. MEHTA
PARTNER
M. No. 5445
FRN No. 106201W

SHRI B. I. VAGHANI - Chairman
SHRI M. B. VAGHANI - Director

24th August, 2012, Mumbai

24th August, 2012, Mumbai

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STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2012

	NOTE NO.	FOR THE YEAR ENDED 31ST MARCH, 2012		FOR THE YEAR ENDED 31ST MARCH, 2011	
		Rupees	Rupees	Rupees	Rupees
INCOME					
Revenue From Operations	16		387,431,501		375,645,194
Other Income	17		1,177,087		3,785,070
Total Revenue			<u>388,608,588</u>		<u>379,430,264</u>
EXPENDITURE					
Cost of Materials Consumed	18		313,108,487		295,300,900
Purchases of Stock-in-Trade			5,845,670		2,927,254
Changes in Inventories of F.G., S.F.G. and Stock-in-Trade	19		(5,334,026)		2,811,142
Employees Benefit Expenses	20		15,950,459		13,345,168
Finance Costs	21		109,816,122		253,336,525
Depreciation & Amortization Expenses			3,868,087		5,007,188
Other Expenses	22		90,610,931		83,819,462
Total Expenses			<u>533,865,730</u>		<u>656,547,639</u>
Profit / (Loss) Before Extraordinary Items and Tax			<u>(145,257,142)</u>		<u>(277,117,375)</u>
Extraordinary Items (Refer Note No. 26)			197,337,589		332,482,249
Profit Before Tax			<u>52,080,447</u>		<u>55,364,874</u>
Tax Expenses					
Current Tax			-		-
Deferred Tax			-		-
Profit for the year			<u>52,080,447</u>		<u>55,364,874</u>
Earnings per Equity Share (Face Value of Rs. 10/-each) Basic and Diluted			4.17		4.43

Significant Accounting Policies
Notes form an integral part of Financial Statements 1-37

As per our attached report of even date
For **MEHTA CHOKSHI & SHAH**
Chartered Accountants

R.T. MEHTA
PARTNER
M. No. 5445
FRN No. 106201W

SHRI B. I. VAGHANI - Chairman
SHRI M. B. VAGHANI - Director

24th August, 2012, Mumbai

24th August, 2012, Mumbai



MILTON PLASTICS LIMITED

Notes on Financial Statements for the Year ended 31st March, 2012

	AS AT 31ST MARCH, 2012		AS AT 31ST MARCH, 2011	
	Rupees	Rupees	Rupees	Rupees
NOTE NO. 1 :				
SHARE CAPITAL :				
Authorised :				
2,50,00,000 Equity Share of Rs.10/-each		250,000,000		250,000,000
Issued, Subscribed and Paid Up				
12,497,100 (Previous year 12,497,100)				
Equity Shares of Rs.10/- each fully Paid up		124,971,000		124,971,000
Add: 2900 Equity Shares of Rs.10/- each Forfeited		14,500		14,500
(Amount Paid Up Rs.5/- per share)				
TOTAL :-		124,985,500		124,985,500

All of the above shares carry equal voting rights and there are no restrictions / preferences attached to any of the above shares.

NOTE NO. 1.1

Reconciliation of the number of shares outstanding

	No. of Shares	No. of Shares
As per Last Balance Sheet	12,497,100	12,497,100
Closing Balance	12,497,100	12,497,100

NOTE NO. 1.2

Name of Shareholders holding more than 5% shares

	No. of Shares	%	No. of Shares	%
1 MADHUP BANSILAL VAGHANI	756,985	6.06	756,985	6.06
2 CHIRANJIV ISHWARLAL VAGHANI	1,067,285	8.54	1,065,935	8.53
3 DINESH ISHWARLAL VAGHANI	864,425	6.92	864,425	6.92
4 SWEET SOLUTIONS LIMITED	3,250,000	26.01	3,250,000	26.01
5 STRESSED ASSETS STABILIZATION FUND	1,500,000	12.00	1,500,000	12.00
	7,438,695	59.53	7,437,345	59.52

NOTE NO. 2 :

RESERVE AND SURPLUS :

Securities Premium Reserve	266,044,545	266,044,545
Less: Premium on Forfeited Shares	130,500	130,500
Closing Balance	265,914,045	265,914,045

Reserve

As per Last Balance Sheet	6,940,863	6,940,863
Closing Balance	6,940,863	6,940,863

Profit and Loss Account

As per Last Balance Sheet	(2,692,300,191)	(2,759,122,065)
Add : Waiver of Principal on OTS	-	11,457,000
Add : Profit for the year	52,080,447	55,364,874
Closing Balance	(2,640,219,744)	(2,692,300,191)

IDBI OTF Grant for ODS Phase Out

As per Last Balance Sheet	10,779,000	10,779,000
Closing Balance	10,779,000	10,779,000

The Company had during FY-1996-97 imported polyurethane dispensing unit, compatible of processing ozone friendly forming agent, valuing at Rs.1,07,79,000/- under the OTF conditional grant of World Bank through their co-ordinating agency viz. IDBI. The World Bank has conveyed/taken on record that the project has been physically and financially completed. IDBI has released the charged created pursuant to the deed of hypothecation dated April 30, 1996.

TOTAL :-

(2,356,585,836)

(2,408,666,283)

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Notes on Financial Statements for the Year ended 31st March, 2012

	AS AT 31ST MARCH, 2012 Rupees	AS AT 31ST MARCH, 2011 Rupees
NOTE NO. 3 :		
LONG - TERM BORROWINGS :		
SECURED		
Term Loan From Bank (Refer Note No.1 of 28)	16,688,000	25,032,000
<p>Funded Interest Term Loan in respect of the interest on OD & WCTL for the period from 1.10.2000 to 31.3.2002 as per the restructuring scheme, repayable in the 11th, 12th & 13th year (i.e March 2013, 2014 & 2015 @ Rs.83,44,000/- per year)</p> <p>Funded Interest Term Loan from Banks are secured by hypothecation of stocks of raw material, semi-finished goods, finished goods, book debts and personal guarantee of some of the Directors and also the second charge over the Fixed Assets of the Company.</p>		
Term Loan From Other (Refer Note No.3 of 28)	1,170,057,154	
<p>Repayment of outstanding dues from sixty days after the expiry of five years from the date of sanction of Draft Rehabilitation Scheme (DRS) and shall be made not later than six years from date of the agreement dated 8th September, 2011.</p> <p>Term Loan from other are secured by hypothecation of stocks of raw material, semi-finished goods, finished goods, book debts and personal guarantee of some of the Directors and also the second charge over the Fixed Assets of the Company.</p>		
TOTAL :-	1,186,745,154	25,032,000
NOTE NO. 4 :		
LONG - TERM PROVISIONS :		
Provision For Excise Duty	20,725,518	
Provision For Employees Benefits		
Provision For Gratuity (Refer Note No. 29)	331,651	204,164
TOTAL :-	21,057,169	204,164
NOTE NO. 5 :		
SHORT - TERM BORROWINGS :		
SECURED		
From Banks (Refer Note No. 1 and 2 of 28)	831,932,538	1,971,547,383
<p>1 Cash Credits and Overdrafts availed from Banks are secured by hypothecation of stocks of raw material, semi-finished goods, finished goods, book debts and personal guarantee of some of the Directors and also the second charge over the Fixed Assets of the Company.</p>		
<p>2 Cash Credit and Overdraft facility availed from Standard Chartered Bank, a member of the consortium of bankers, was restructured in the year 2002 by converting the limits in to Overdraft, Working Capital Term Loan and Funded Interest Term Loan. The Working Capital Term Loan has already been repaid. These restructured limits are secured by hypothecation of stocks of raw materials, semi-finished goods, finished goods, book debts, the second charge over the Fixed Assets of the Company and pledge of the shareholding of the promoters. The limits are further secured by a negative lien over the brand "Milton".</p>		
TOTAL :-	831,932,538	1,971,547,383



MILTON PLASTICS LIMITED

Notes on Financial Statements for the Year ended 31st March, 2012

	AS AT 31ST MARCH, 2012		AS AT 31ST MARCH, 2011	
	Rupees	Rupees	Rupees	Rupees
UNSECURED				
Loans and Advances From Related Parties				
From Directors	-	-	71,177	-
From Others	-	-	115,000	-
Loans and Advances From Others				
General Insurance Corporation Of India (Refer Note No.(a) of 26)	-	-	210,875,357	-
TOTAL :-			211,061,534	
TOTAL :-		831,932,538		2,182,608,917

NOTE NO. 6 :

OTHER CURRENT LIABILITIES :

Current Maturity of Long Term Debts

(i) Secured Term Loan From Bank (Refer Note No.1 of 28)

8,344,000

(ii) Secured Corporate Loan From Others (Refer Note No. 4 of 28)

421,820,549

435,320,549

Corporate Loan from IFCI was secured by a first charge by way of hypothecation of all the fixed assets of the Company and personal guarantee of some of the Directors of the Company. This Corporate Loan has been repaid during the year.

(iii) Debentures (Refer Note No.5 of 28)

20,000,000

20,000,000

2,00,000 - 17% Redeemable Non Convertible Debentures of Rs. 100/- each fully paid-up issued to The Federal Bank Ltd. on 13.11.1997 redeemable on 13.4.1999.

Company is in default for payment of interest since 1.10.1998. The total amount of defaults as on date is Principal of Rs. 20,000,000/- and interest of Rs. 222,468,144/-

Int. Accrued & due on Debentures

222,468,144

181,390,306

Other Payables

140,505,057

165,424,228

TOTAL :-

813,137,750

802,135,083

NOTE NO. 7 :

SHORT - TERM PROVISIONS :

Provision For Leave Encashment (Refer Note No. 29)

936,475

715,806

Provision For Fringe Benefit Tax

-

305,317

TOTAL :-

936,475

1,021,123

NOTE NO. 9 :

NON-CURRENT INVESTMENTS :

OTHER INVESTMENTS

In Equity Shares - Quoted Fully Paid Up

Dena Bank

4,900

147,000

4,900

147,000

of Rs. 10/- each @ 30/- (Market Value Rs.441,000/-)

(a)

4,900

147,000

4,900

147,000

In Equity Shares - Unquoted Fully Paid Up

Rising Star Plastics P. Ltd.

5,000

500,000

5,000

500,000

of Rs. 100/- each

Milton Global Ltd.

1,500,000

30,000,000

1,500,000

30,000,000

of Rs. 10/- each @ Rs. 20/- each

1,505,000

30,500,000

1,505,000

30,500,000

Less: Provision for Diminution in Investments

-

16,115,000

(b)

1,505,000

14,385,000

1,505,000

30,500,000

(AMT. IN RUPEES)

NOTE NO. 8 : FIXED ASSETS AS AT 31ST MARCH, 2012

SR. NO.	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	AS AT 01.04.2011	Additions	Deletions/ Adjustments	AS AT 31.03.2012	UPTO 01.04.2011	Accumulated Depreciation On Deletions/ Adjustments	Depreciation for the year	UPTO 31.03.2012	AS AT 31.03.2012	AS AT 31.03.2011
TANGIBLE ASSETS :										
OWN ASSETS :										
1	Land	797,559	-	-	797,559	-	-	-	797,559	797,559
2	Factory Building	29,295,338	-	-	29,295,338	15,882,325	978,463	16,860,788	12,434,550	13,413,013
3	Dies & Moulds	179,946,424	1,200,900	-	181,147,324	173,213,919	1,023,866	174,237,785	6,909,539	6,732,505
4	Machineries	165,889,435	55,656	-	165,945,091	153,818,723	541,063	154,359,786	11,585,305	12,070,712
5	Furniture & Fixtures	14,036,761	16,255	-	14,053,016	11,104,252	463,938	11,568,190	2,484,826	2,932,509
6	Electrical Installation	9,635,851	-	-	9,635,851	8,989,694	86,414	9,076,108	559,743	646,157
7	Vehicles	6,746,424	-	-	6,746,424	6,369,859	39,246	6,409,105	337,319	376,565
8	Office / Factory Equipments	8,656,754	24,200	-	8,680,954	6,149,057	412,081	6,561,138	2,119,816	2,507,697
9	Computer	18,843,667	313,959	-	19,157,626	17,774,165	117,908	17,892,073	1,265,553	1,069,502
10	Material Handling Equipments	15,066,981	-	-	15,066,981	14,011,123	36,066	14,047,189	1,019,792	1,055,858
11	Airconditioners	1,885,658	24,786	-	1,910,444	915,300	90,452	1,005,752	904,692	970,358
12	Godown	4,821,475	-	-	4,821,475	1,107,876	78,590	1,186,466	3,635,009	3,713,599
	Sub - Total [A]	455,622,327	1,635,756	-	457,258,083	409,336,293	3,866,087	413,204,380	44,053,703	46,286,034
LEASED ASSETS :										
1	Plant & Machinery (Leased) ***	35,234,695	-	35,234,695	-	12,936,897	-	-	-	22,297,798
	Sub - Total [B]	35,234,695	-	35,234,695	-	12,936,897	-	-	-	22,297,798
	TOTAL [A+B]	490,857,022	1,635,756	35,234,695	457,258,083	422,273,190	3,866,087	413,204,380	44,053,703	68,583,832
	PREVIOUS YEAR	489,308,604	1,548,418	-	490,857,022	417,266,002	5,007,188	422,273,190	68,583,832	72,042,602

*** Assets given on lease: The lease period of the assets given on lease had expired in F.Y. 2001-02. The assets not having a realisable value at the end of the lease term, the Company considers the assets as fully impaired. Accordingly, the Company has written off the value of assets against lease adjustment account.



MILTON PLASTICS LIMITED

Notes on Financial Statements for the Year ended 31st March, 2012

	AS AT 31ST MARCH, 2012		AS AT 31ST MARCH, 2011	
	Rupees	Rupees	Rupees	Rupees
In Preference Shares - Unquoted				
Indowind Energy Ltd.		10,000,000	10,000,000	10,000,000
12% Non-Coverible Cumulative of Rs.100 Lakh each	1	10,000,000	1	10,000,000
Less: Provision for Diminution in Investments (c)	1	10,000,000	1	-
TOTAL :- (d) =(a+b+c)	1,509,901	14,532,000	1,509,901	40,647,000
NOTE NO. 10 :				
LONG - TERM LOANS AND ADVANCES				
DEPOSITS :				
Unsecured, considered good				
With Local Bodies				
With Others		1,900,584		1,287,499
With Related Parties (Refer Note No. 31(b))		98,112		98,112
(The deposit is given to co-owners of brand "Milton" and there is a negative lien over the brand "Milton" of Standard Chartered Bank, against the bank limits sanctioned to the Company)		300,000,000		300,000,000
TOTAL :-		301,998,696		301,385,611
NOTE NO. 11 :				
INVENTORIES				
(As taken, valued and certified by the Management)				
Raw Materials		49,161,189		55,753,793
Raw Materials In Transit		5,975,964		781,768
Finished Goods		10,292,311		7,504,872
Semi Finished Goods		5,528,092		2,981,505
Packing Materials		1,994,688		2,154,620
TOTAL :-		72,952,244		69,176,558
NOTE NO. 12 :				
TRADE RECEIVABLES				
(Unsecured, Considered Good)				
Exceeding six months		24,442,868		24,645,546
Others		56,278,699		97,439,588
Less: Provision for Doubtful Debts		80,721,567		122,085,134
		14,130,000		14,130,000
TOTAL :-		66,591,567		107,955,134
NOTE NO. 13 :				
CASH AND CASH EQUIVALENTS :				
Cash on Hand		71,179		42,388
Bank Balances		632,518		7,916,252
Fixed Deposit With Banks		2,353,368		2,345,338
Fixed Deposit With Banks include deposits of Rs. 311,845/- (Previous Year Rs.1,840,315/-) with Maturity of more than 12 months				
TOTAL :-		3,057,065		10,303,978
NOTE NO. 14 :				
SHORT-TERM LOANS AND ADVANCES				
LOANS :				
(Unsecured, Considered Good)				
Loans To Staff		394,700		443,800
ADVANCES :				
(Unsecured, Considered Good)				
Advances to Others		179,380,835		186,912,479
TOTAL :-		179,775,535		187,356,279
NOTE NO.15 :				
OTHER CURRENT ASSETS :				
Deposits with Central Excise Authorities		1,445,909		1,939,123
Advance Payment of Income-tax		383,511		664,952
TOTAL :-		1,829,420		2,604,075

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Notes on Financial Statements for the Year ended 31st March, 2012

	FOR THE YEAR ENDED, 31ST MARCH, 2012		FOR THE YEAR ENDED, 31ST MARCH, 2011	
	Rupees	Rupees	Rupees	Rupees
NOTE NO. 16 :				
REVENUE FROM OPERATIONS :				
Sale of Products		465,841,767		455,573,383
Less : Excise Duty		78,410,266		79,928,189
TOTAL :-		387,431,501		375,645,194

NOTE NO. 16.1 :				
PARTICULARS OF SALE OF PRODUCTS :				
Thermoware Items		445,262,667		438,603,305
Household Items		7,037,516		5,539,733
Polymers		5,899,438		2,945,295
Others		7,642,146		8,485,050
TOTAL :-		465,841,767		455,573,383

NOTE NO. 17 :				
OTHER INCOME :				
Interest Income		210,202		250,658
Dividend Received		660		33,600
Miscellaneous Income *		966,225		3,500,812
TOTAL :-		1,177,087		3,785,070

* Miscellaneous Income includes Insurance Claim Received Rs. 192,762/- & Sales Tax Refund of Rs.773,463/-

* (Previous Year Miscellaneous Income includes Compensation For Surrender of Rights of Rs.35 Lacs)

NOTE NO. 18 :				
COST OF MATERIALS CONSUMED :				
	Rupees	%	Rupees	%
Imported	-	-	-	-
Indigenous	313,108,487	100	295,300,900	100
	313,108,487	100	295,300,900	100

PARTICULARS OF MATERIALS CONSUMED (Indigenous) :				
Polymers		104,730,384		108,972,818
Insulation Materials		19,885,359		19,571,996
Master Batch		2,000,827		2,211,041
Colours		1,537,574		1,418,046
Steel		87,671,682		76,330,444
Refills		34,319,926		24,493,139
Foils		6,223,354		5,109,492
Packing Materials		44,525,480		45,482,530
Other B O P		12,213,901		11,711,394
TOTAL :-		313,108,487		295,300,900

NOTE NO. 19 :				
INCREASE/(DECREASE) IN STOCKS OF FINISHED GOODS AND SEMI-FINISHED GOODS :				
Closing Stock :				
Finished Goods	10,292,311		7,504,872	
Semi-Finished Goods	5,528,092		2,981,505	
		15,820,403		10,486,377
Less : Opening Stock :				
Finished Goods	7,504,872		7,683,961	
Semi-finished Goods	2,981,505		5,613,558	
		10,486,377		13,297,519
TOTAL :-		5,334,026		(2,811,142)



MILTON PLASTICS LIMITED

Notes on Financial Statements for the Year ended 31st March, 2012

	FOR THE YEAR ENDED, 31ST MARCH, 2012		FOR THE YEAR ENDED, 31ST MARCH, 2011	
	Rupees	Rupees	Rupees	Rupees
NOTE NO. 20 :				
EMPLOYEES BENEFIT EXPENSES :				
SALARIES, WAGES AND BONUS		15,049,874		12,474,195
CONTRIBUTION TO PROVIDENT AND OTHER FUNDS		418,417		357,190
STAFF WELFARE EXPENSES		482,168		513,783
TOTAL :-		15,950,459		13,345,168
NOTE NO. 21 :				
FINANCIAL EXPENSES :				
INTEREST EXPENSES		109,793,955		253,297,339
BANK CHARGES		22,167		39,186
TOTAL :-		109,816,122		253,336,525
NOTE NO. 22 :				
OTHER EXPENSES :				
MANUFACTURING EXPENSES :				
STORES AND TOOLS CONSUMED	12,064		38,650	
LABOUR & MOULDING CHARGES	39,353,388		44,700,536	
POWER & FUEL	1,829,100		1,681,977	
RATES & TAXES	98,567		356,327	
REPAIRS & MAINTENANCE - FACTORY BUILDING	337,113		275,246	
REPAIRS & MAINTENANCE - MACHINERY	607,166		719,557	
REPAIRS & MAINTENANCE - OTHERS	1,621,825		1,954,929	
SECURITY CHARGES	1,003,295		791,748	
		44,862,518		50,518,970
SELLING & DISTRIBUTION EXPENSES:				
FREIGHT AND TRANSPORT CHARGES	6,334,494		5,354,765	
COMMISSION AND DISCOUNT	1,414,209		1,163,771	
ADVERTISEMENT AND SALES PROMOTION EXPENSES	34,553		73,973	
		7,783,256		6,592,509
OFFICE & ADMINISTRATIVE EXPENSES :				
INSURANCE	229,319		245,090	
POSTAGE, TELEGRAM AND TELEPHONES	552,144		678,123	
TRAVELLING AND CONVEYANCE	1,019,751		814,293	
CONSULTANCY, PROFESSIONAL, LEGAL AND OTHER CHARGES	1,542,156		1,494,294	
PAYMENT TO AUDITORS	157,000		150,000	
RENT	2,793,182		2,559,575	
PROVISION FOR DIMINUTION IN INVESTMENTS	26,115,000		-	
MISCELLANEOUS EXPENSES	5,556,605		20,766,608	
		37,965,157		26,707,983
TOTAL :-		90,610,931		83,819,462
VALUE OF STORES AND TOOLS CONSUMED:				
	Rupees	%	Rupees	%
IMPORTED		-		-
INDIGENOUS	12,064	100	38,650	100
TOTAL :-	12,064	100	38,650	100
PAYMENT TO AUDITORS:				
FOR STATUTORY AUDIT		90,000		90,000
FOR TAX AUDIT		20,000		20,000
FOR INCOME TAX		25,000		25,000
FOR CERTIFICATION		22,000		15,000
TOTAL :-		157,000		150,000
EXPENDITURE IN FOREIGN CURRENCY:				
TRAVELLING EXPENSES		261,894		46,206
TOTAL :-		261,894		46,206

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SIGNIFICANT ACCOUNTING POLICIES OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS ACCOUNT

1. GENERAL:

Unless otherwise stated hereunder the financial accounts have been drawn up on Historical Cost Convention generally following accrual basis of accounting.

2. FIXED ASSETS:

Fixed Assets are recorded at cost of acquisition/construction.

3. DEPRECIATION:

Depreciation on Fixed Assets has been provided on Straight Line Method in accordance with the rates prescribed in Schedule XIV of the Companies Act, 1956 as amended by the Notification GSR 756 (E) dated 16.12.93 issued by the department of Company Affairs.

4. INVESTMENTS:

Investments are recorded at cost.

5. INVENTORIES:

Inventories are valued on the basis given below:

- (a) Raw Material - At Cost.
- (b) Semi Finished Goods - At Direct Cost i.e. Raw Materials and Conversion Cost, except those purchased directly which are valued at cost.
- (c) Finished Goods - At Absorption Cost.
- (d) Packing Materials - At Cost.

6. EMPLOYEE BENEFIT SCHEMES:

- (a) Provident Fund- Eligible employees of the Company receive benefits under the Provident Fund which is a defined contribution plan, where both the employee and the Company make monthly contributions equal to specified percentage of the covered employee's salary. These contributions are made to the funds administered and managed by the Government. The Company's monthly contributions are charged to revenue in the period they are incurred.
- (b) Gratuity - In accordance with the Payment of Gratuity Act 1972, the Company provides for gratuity a defined retirement benefit plan ("the Gratuity Plan") covering eligible employees. Liabilities with regards to such Gratuity Plan are determined by actuarial valuation and the excess of actuarial valuation over the fund available as corpus under Company's LIC Group Gratuity Policy is provided and charged to revenue in the period along with the contribution made to the said policy.
- (c) Provision for unutilized Leave- The accrual for unutilized leave is determined for the entire available leave balance standing to the credit of the employees at the year end and charged to the revenue in the period.

7. FOREIGN CURRENCY TRANSACTIONS:

Transactions in Foreign Currency are accounted at the exchange rate prevailing on the date of the transaction. Year end balances of the foreign currency transactions are translated at the year end rate and the corresponding effect is given in the respective account.

8. EXCISE DUTY:

- (a) Excise duty is charged to Profit and Loss Account in the year of clearance of goods.
- (b) CENVAT credits on materials purchased for production are taken into account at the time of purchase and cenvat credits on purchase of capital items wherever applicable are taken into account as and when the assets are installed to the credit of respective purchase and asset accounts. The Cenvat credits so taken are utilised for payment of excise duty on goods manufactured. The unutilised Cenvat credit is carried forward in the books.

9. EARNING PER SHARE:

In determining earnings per share, the Company considers the net profit/(loss) after tax for the year attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.



MILTON PLASTICS LIMITED

NOTES TO BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS ACCOUNT:

23. Estimated amount of contracts remaining to be executed on capital account and not provided Rs. Nil. (Previous year Rs.Nil)

24. Contingent Liability in respect of:

	AS AT 31ST MARCH,2012 RUPEES IN LACS	AS AT 31ST MARCH,2011 RUPEES IN LACS
(a) Guarantee issued by Banks in favour of various Central & State Government Department and Local Bodies.	25.16	24.06
(b) Demands under Excise Act, disputed in appeal.	NIL	635.89
(c) Demands under Income Tax Act, disputed in appeal.	89.96	89.96

The demands at (c) above are payable with interest in case upheld against the Company.

The Company is contingently liable for excise duty of Rs.4,59,93,252/-, which demands were set aside by Central Excise and Service Tax Appellate Tribunal and appeals in respect whereof are pending before jurisdictional High Courts.

25. The Company's writ petitions before the High Court of Bombay disputing the Customs duty liability and applicable rate of customs duty on imported raw materials (for own consumption as well as sale on high seas basis) is pending disposal. Against this disputed liability the Company has furnished to the Customs Authority bank guarantee totaling Rs.19,57,376/- (previous year Rs.19,57,376/-). In respect of imported raw material sold on high seas basis there are advance recoveries made by the Company of Rs.10,33,628/- (Previous Year Rs.10,33,628/-) from the constituents towards the likely custom duty liability.

26. **Extraordinary Items :**

Extraordinary Items consists of following :

1. Waiver of Principal-Interest on OTS with GIC	Rs. 218,093,107/-
2. Provision for Disputed Demand of Excise Duty of earlier years	<u>Rs.(20,755,518/-)</u>
Total :-	Rs. 197,337,589/-

(a) During the year the Company entered into One Time Settlement (OTS) with GIC on 12th August, 2011. In terms thereof the OTS amount of Rs.45 Lacs as full and final settlement of total outstanding dues towards Short Term Loan and outstanding interest was payable in three equal monthly instalments. The Company has accordingly paid the amount and GIC has acknowledged the same by issuing no dues certificate. In terms of the OTS, the Company has given effect of the waiver allowed by GIC in the accounts and the write back on such waiver is accounted as income from Extra Ordinary item which amounts to Rs.218,093,107/-.

27. **Registration of the Company with Board for Industrial and Financial Reconstruction(BIFR):**

The Company was declared a sick industrial undertaking in terms of Section 3(1)(0) of the Sick Industrial Companies (Special Provisions) Act, 1985.

The Company has submitted a Draft Rehabilitation Scheme to IFCI Ltd., the Operating Agency, for their review and onward submission to the Hon'ble BIFR.

The Company continues its manufacturing operations, and the accounts are prepared on going concern basis.

28. **Borrowings from Banks and Term Lenders:**

1. **Restructuring by Standard Chartered Bank (SCB):**

The Company's proposal for restructuring of borrowings was approved by SCB (member of consortium of lenders) in 2002. The liability of SCB in accordance with the aforesaid sanction was recognized in books of account of the Company. The Company is amortizing borrowings in accordance with restructuring scheme as sanctioned by SCB.

2. **Recall of working capital facilities by Dena Bank (DB):**

The Company has completed payment of one time settlement amount to Dena Bank. The Company will give effect to the settlement on completion of consequential formalities by Dena Bank and release of charge over assets of the Company held by Dena Bank.

3. **Assignment of Debts by Central Bank of India (CBI) to Itz Online Payments Limited (IOPL):**

IOPL acting as Strategic Investor in the revival and rehabilitation plan of the Company, settled and took over debt held by CBI. Accordingly, borrowings of the Company from CBI is now stated towards IOPL.

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4. Settlement of dues of IFCI Limited (IFCIL):

The Company has completed payment of one time settlement amount to IFCIL. The Company will give effect to the settlement on completion of consequential formalities by IFCIL and release of charge over assets of the Company held by IFCIL.

5. Recovery Application of The Federal Bank Limited (FBL):

Pursuant to non payment by the Company of the amount payable on redemption of non-convertible debentures, FBL has filed an application for recovery before the Debt Recovery Tribunal situated at Chennai. The DRT passed an order dated 31st December, 2002 for issue of a Recovery Certificate for a total sum of Rs. 2,86,79,344/- alongwith interest.

The Company is in negotiations with FBL for settlement of the outstanding dues.

Pending settlement discussions with FBL, the Company has accounted for interest liability as per contracted rate of interest.

29. As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below:

Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under :

Particulars	2011-12	2010-11
Employer's Contribution to Provident Fund	166,072	131,260
Employer's Contribution to Pension Fund	181,770	154,575

Defined Benefit Plan

The employee's gratuity fund scheme managed by a Trust (Life Insurance Corporation of India for part of the organization) is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.

I) Reconciliation of opening and closing balances of Defined Benefit Obligation

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2011-12	2010-11	2011-12	2010-11
Defined Benefit Obligation at beginning of year	885,058	565,087	715,806	506,562
Current Service Cost	239,499	162,825	300,353	264,027
Interest Cost	70,805	44,063	-	-
Actuarial gain/(loss)	65,141	113,083	-	-
Benefits Paid	-	-	79,684	54,783
Defined Benefit Obligation at year end	1,260,503	885,058	936,475	715,806

II) Reconciliation of opening and closing balances of Fair value of Plan Assets

	Gratuity (Funded)	
	2011-12	2010-11
Fair Value of Plan Assets at beginning of year	874,653	802,434
Expected Return on Plan Assets	70,000	64,200
Actuarial gain/(loss)	8,719	8,019
Employer contribution	-	-
Benefits Paid	-	-
Fair Value of Plan Assets at year end	953,372	874,653
Actual Return on Plan Assets	78,719	72,219

III) Reconciliation of Fair value of Assets and obligations

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	As at 31st March		As at 31st March	
	2012	2011	2012	2011
Fair Value of Plan Assets	953,372	874,653	-	-
Present value of obligation	1,260,503	885,058	936,475	715,806
Amount recognised in Balance Sheet	(307,131)	(10,405)	936,475	715,806



MILTON PLASTICS LIMITED

IV) Expenses recognised during the year

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2011-12	2010-11	2011-12	2010-11
Current Service Cost	239,499	162,825	300,353	264,027
Interest Cost	70,805	44,063	-	-
Expected Return on Plan Assets	(70,000)	(64,200)	-	-
Actuarial gain/(loss)	56,422	105,064	-	-
Net Cost	296,726	247,752	300,353	264,027

V) Investment Details

	%Invested	
	As at 31st March,2012	As at 31st March,2011
GOI securities	-	-
Public Securities	-	-
State Government Securities	-	-
Insurance Policies	75.63	98.82
Other (including bank balances)	24.37	1.18
	<u>100.00</u>	<u>100.00</u>

VI) Actuarial assumptions

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2011-12	2010-11	2011-12	2010-11
Mortality Table (LIC)	1994-96	1994-96	1994-96	1994-96
	(Ultimate)	(Ultimate)	(Ultimate)	(Ultimate)
Discount Rate (per annum)	0.08	0.08	0.08	0.08
Expected Rate of return on plan assets (per annum)	0.08	0.08	-	-
Rate of escalation in salary (per annum)	0.04	0.04	0.04	0.04

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management.

30. The entire operation of the Company relates to only one segment viz. Thermoware Products. Hence as per AS(17) issued by ICAI, there is only one reportable segment.

31. RELATED PARTY DISCLOSURE AS PER (AS-18) ISSUED BY ICAI:-

(a) List of Related Parties with whom transactions have taken place and Relationships:

Sr. No.	Name of the Related Party	Relationship
1.	Shri Chiranjiv I. Vaghani	Key Management Personnel
2.	Shri Madhup B. Vaghani	
3.	Vaghani Holdings	Key Management Personnel / Relatives of Directors are Co-owners of the AOP and controlling major share in AOP and have a significant Influence.

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(b) Transactions during the year with Related Parties:

Sr.No.	Nature of Transaction	Key Management Personnel	Key Management Personnel / Relatives of Directors are Co-owners of the AOP and Controlling major share in AOP and have a significant Influence.	Total
1.	Loans, Advances & Deposits			
	Balance as on 1st April, 2011		300,000,000	300,000,000
	Given during the year		—	—
	Returned during the year		—	—
	Balance as on 31st March, 2012		300,000,000	300,000,000
2.	Loans			
	Balance as on 1st April, 2011	6,817	—	6,817
	Taken during the year	—	—	—
	Repaid during the year	6,817	—	6,817
	Balance as on 31st March, 2012	—	—	—

32. The Company has not yet identified the total amount due to micro, small and medium scale enterprises.
33. The Basic Earning per share of the Company is Rs. 4.17 as defined in Accounting Standard 20 issued by ICAI.
34. The Company does not have any deferred tax liability as envisaged in Accounting standard 22 issued by the ICAI.
35. Sundry Creditors and Sundry Debtors are subject to confirmation by the respective parties.
36. Figures of the previous year have been regrouped and reclassified wherever necessary.
37. The amounts in the Balance Sheet & Statement of Profit & Loss are rounded off to the nearest rupee.

Signatures to Notes to Financial Statements 1-37

As per our attached report of even date
For **MEHTA CHOKSHI & SHAH**
Chartered Accountants

R.T. MEHTA
PARTNER
M. No. 5445
FRN No. 106201W

24th August, 2012, Mumbai

SHRI B. I. VAGHANI - Chairman
SHRI M. B. VAGHANI - Director

24th August, 2012, Mumbai



MILTON PLASTICS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

	YEAR ENDED 31ST MARCH, 2012 Rupees	YEAR ENDED 31ST MARCH, 2011 Rupees
1 CASH FLOW FROM OPERATING ACTIVITIES		
Net Loss Before Tax & Extra Ordinary Items	(145,257,142)	(277,117,375)
LESS :		
(i) Depreciation	3,868,087	5,007,188
(ii) Interest paid	109,741,905	253,215,303
(iii) Cash Discount	1,190,573	1,043,967
	(A)	
	<u>(30,456,577)</u>	<u>(17,850,917)</u>
LESS :		
(i) Interest Received	210,202	250,658
(ii) Dividend Received	660	33,600
	(B)	
	<u>210,862</u>	<u>284,258</u>
CASH FROM OPERATIONS (A) - (B)	(C)	
	<u>(30,667,439)</u>	<u>(18,135,175)</u>
ADJUSTMENTS FOR WORKING CAPITAL CHANGES :		
(i) Inventories	(3,775,686)	(11,385,181)
(ii) Receivables	41,363,567	37,886,378
(iii) Loans & Advances and Other Current Assets	7,460,872	18,336,438
	(D)	
	<u>45,048,753</u>	<u>44,837,635</u>
LESS : Trade and Other Payables	(1,955,980)	5,792,828
	(E)	
	<u>43,092,773</u>	<u>50,630,463</u>
NET CASH GENERATED FROM OPERATIONS AFTER WORKING CAPITAL CHANGES (C) - (E)	(F)	
	<u>12,425,334</u>	<u>32,495,288</u>
LESS :		
(i) Income Tax Paid / (Refund)	23,876	(578,791)
	(G)	
	<u>23,876</u>	<u>(578,791)</u>
NET CASH FROM OPERATING ACTIVITIES BEFORE EXTRA ORDINARY ITEM (F) - (G)	(H)	
	<u>12,401,458</u>	<u>33,074,079</u>
Provision for Disputed Excise Duty	(I)	
	<u>(20,755,518)</u>	<u>-</u>
NET CASH FROM OPERATING ACTIVITIES AFTER EXTRA ORDINARY ITEM (H) + (I)	(J)	
	<u>(8,354,060)</u>	<u>33,074,079</u>
2 CASH FLOW FROM INVESTING ACTIVITIES		
(i) Sale/Adjustment of Fixed Assets	22,297,798	-
(ii) Dividend Received	660	33,600
(iii) Decrease/Diminution in Investments	26,115,000	50,000
	(K)	
	<u>48,413,458</u>	<u>83,600</u>

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		YEAR ENDED 31ST MARCH, 2012 Rupees	YEAR ENDED 31ST MARCH, 2011 Rupees
LESS :			
(i) Purchase of Fixed Assets		<u>1,635,756</u>	<u>1,548,418</u>
	(L)	<u>1,635,756</u>	<u>1,548,418</u>
NET CASH FROM INVESTING ACTIVITIES (K) - (L)	(M)	<u><u>46,777,702</u></u>	<u><u>(1,464,818)</u></u>
3 CASH FLOW FROM FINANCING ACTIVITIES			
(i) Increase in Short Term Borrowings		30,442,310	173,909,297
(ii) Interest Received		210,202	209,952
(iii) Waiver of Principal and Interest on OTS		<u>218,093,107</u>	<u>343,939,249</u>
	(N)	<u>248,745,619</u>	<u>518,058,498</u>
LESS :			
(i) Interest Paid		109,741,905	253,215,303
(ii) Cash Discount		1,190,573	1,043,967
(iii) Repayment of Term/Other Loans		<u>183,483,696</u>	<u>296,738,389</u>
	(O)	<u>294,416,174</u>	<u>550,997,659</u>
NET CASH FROM FINANCING ACTIVITIES (N) - (O)	(P)	<u><u>(45,670,555)</u></u>	<u><u>(32,939,161)</u></u>
NET CHANGE IN CASH & CASH EQUIVALENTS (J)+(M)+(P)			
		(7,246,913)	(1,329,900)
CLOSING BALANCE OF CASH & CASH EQUIVALENTS			
		3,057,065	10,303,978
OPENING BALANCE OF CASH & CASH EQUIVALENTS			
		10,303,978	11,633,878

As per our attached report of even date

For **MEHTA CHOKSHI & SHAH**
Chartered Accountants

R.T. MEHTA
PARTNER
M. No. 5445
FRN No. 106201W

24th August, 2012, Mumbai

SHRI B. I. VAGHANI - Chairman
SHRI M. B. VAGHANI - Director

24th August, 2012, Mumbai



NOTES