

Certified True Copy
For Elpro International Limited

Dr. e. l.

Director/

ELPRO INTERNATIONAL LTD.

50TH ANNUAL REPORT 2012-2013

BOARD OF DIRECTORS

Mr. R. S. Dabriwala – Chairman

Mr. Narayan T. Atal

Mr. Anil Kumar Poddar

Mr. Ashok Kumar Jain

Mr. Surbhit Dabriwala

KEY MANAGEMENT EXECUTIVES

Mr. R. Mukherjee, Chief Executive Officer

Mr. Sambhaw Jain, CFO & Compliance Officer

AUDITOR

M/s. Tadarwal & Tadarwal
Chartered Accountants

COMPANY SECRETARY

Mr. Suresh Savalia

BANKERS

Bank of India

State Bank of India

SHARE TRANSFER AGENT

Sharex Dynamic (India) Pvt. Ltd.
Unit No. 1, Luthra Ind. Premises,
Safed Pool, Andheri Kurla Road,
Andheri (E), Mumbai - 400 072

REGISTERED OFFICE

"Nirmal", 17th Floor, Nariman Point,
Mumbai 400 021

WORKS

Elpro Compound, Chinchwadgaon, Pune

NOTICE OF THE 50th ANNUAL GENERAL MEETING

Notice is hereby given that 50th Annual General Meeting of the Company will be held on Monday, 30th Day of September, 2013 at 9.30 a.m at Prince Hall, National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai - 400 018 to transact the following businesses:

Ordinary Business:

1. To consider and adopt the Audited Balance Sheet of the company as at 31st March, 2013 and Profit and Loss account for the year ended on that date and the Report of the Auditors' and Directors' thereon
2. To appoint a Director in place of Mr. Surbhit Dabriwala, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Anil Kumar Poddar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Narayan T Atal, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Ashok Kumar Jain, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint M/s. Tadarwal & Tadarwal, Chartered Accountants, as the auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and authorize the Board of Directors to fix their remuneration.

Special Business

7. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") read with Schedule XIII of the Act, the consent of the Company, be and is hereby accorded for the appointment of Mr. Ramswarup Dabriwala as the Managing Director of the Company and for payment of remuneration and perquisites to him, for a period of 3 years with effect from 1st July, 2013, on terms and conditions including remuneration and perquisites as set out in the explanatory statement attached to this notice and is hereby specifically sanctioned, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment so as not to exceed the ceiling limits as regards salary and perquisites specified in Schedule XIII of the Companies Act, 1956, including any statutory modification or re-enactment thereof, for the time being in force or any amendments and/or modifications that may hereafter be made thereto by the Central Government or as may be agreed to between the Board of Directors and Mr. Ramswarup Dabriwala."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all the acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution."

By Order of the Board of Directors

Place: Mumbai

Dated: 30 May 2013

R. S. Dabriwala
Chairman

Notes:

- a. A member entitled to attend and vote instead of himself and proxy need not be a member. In order to become valid, the proxy forms should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
- b. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business is annexed hereto.
- c. The Register of Members and Share Transfer Books will remain closed from Tuesday, 24th September, 2013 to Monday, 30th September, 2013 (both days inclusive).
- d. Pursuant to provisions of Section 205A of the Companies Act, 1956, as amended, the unpaid dividends for the Financial Year 2001-2002 and thereafter which remain unpaid / unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund constituted in terms of Section 205C of the Companies Act, 1956. No claim in respect to the dividend shall lie against the company or IEPF after transfer of the dividend amount to IEPF. Accordingly, the dividend for the year 2005-06 declared on 15.09.2006 is due for transfer to IEPF.

- e. Members holding shares in physical form are requested to notify immediately any change in their address to the Company's Registrar and Transfer Agents M/s. Sharex Dynamic (India) Private Limited, Unit No. 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400 072. Members holding shares in electronic form may intimate any such changes to their respective Depository Participants (DPs).

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956, ANNEXED TO AND FORMING PART OF THE NOTICE OF THE GENERAL MEETING OF THE MEMBERS:

Item No. 7

Subject to the approval of the shareholders, the Directors of the Company at their meeting held on 30th May 2013 have resolved to appoint Mr. Ramswarup Dabriwala as the Managing Director of the Company for a period of 3 years. The details of the remuneration payable to Mr. Ramswarup Dabriwala are as under:

Salary: -

- (a) Salary of ₹ 50,000/- per month with an annual increment as may be decided by the Board or any committee thereof.
- (b) Ex-gratia at the rate of 8.33% of salary per annum.

Perquisites: -

- (c) Housing: Furnished residential accommodation or house rent allowance in lieu thereof.
- (d) Medical Reimbursement: Medical expenses including any such expenses as shall relate to surgical, optical and dental treatment incurred for himself and his family (Family includes dependant parents, wife, children who are dependent on him).
- (e) Leave Travel Concession: The Managing Director and his family shall be entitled to Leave Travel Concession as per the rules of the Company.

The Managing Director shall also be entitled to the following perquisites, which shall not be included in the computation of ceiling on remuneration specified above.

- (1) Company's contribution towards Superannuation/Provident Fund: Such contribution shall not be included in the computation of the ceiling on remuneration to the extent these, either singly or put together are not taxable under the Income Tax Act, 1961.
- (2) Gratuity: Payable as per the Rules of the Group Gratuity Scheme of the Company.
- (3) Encashment of Leave at the end of the tenure.
- (4) Company maintained car.
- (5) Actual traveling reimbursement.

The perquisites, wherever applicable, shall be valued as per the Income Tax Rules, 1962.

Subject to the exigencies of his employment, Mr. Ramswarup Dabriwala shall be entitled to privilege leave as per the Company's policy on full pay and allowances.

In the event of inadequacy of profits, the remuneration as stated above shall be the minimum remuneration.

Total remuneration including perquisites shall not exceed the limits specified in Schedule XIII to the Companies Act, 1956.

The Board recommends this Resolution for approval of the members.

Mr. Ramswarup Dabriwala is deemed to be interested in this resolution as it concerns him. No other Director is concerned or interested in the passing of this resolution.

The Explanatory Statement together with the accompanying Notice may also be regarded as an abstract of the terms and memorandum of interest pursuant to Section 302 of the Companies Act, 1956.

By Order of the Board of Directors

Place: Mumbai

Dated: 30 May 2013

R. S. Dabriwala
Chairman

PARTICULARS OF DIRECTORS IN TERMS OF LISTING AGREEMENT:**Mr. Narayan T. Atal**

Mr. Narayan T. Atal is a Chartered Accountant. He has over 29 years experience in Chartered Accountants practice. He is holding directorship in following companies.

| Name of the Company | Particulars of position held |
|------------------------------------|------------------------------|
| Gama Leāfin Pvt. Ltd. | Director |
| Elpro Estates Limited | Director |
| Elpro International Limited | Director |
| Ajcon Global Services Ltd. | Director |
| Shree Madhu Industrial Estate Ltd. | Director |
| Ajcon Commodity Brokers Limited | Director |
| Shree Rama Newsprint Limited | Director |

Mr. Anil Poddar

Mr. Anil Poddar has experience of more than 23 years in different manufacturing field like Textile, Electrical equipments, real estate etc. He is holding directorship in following companies.

| Name of the Company | Particulars of position held |
|-----------------------------|------------------------------|
| Elpro Estates Limited | Director |
| Elpro International Limited | Director |

Mr. Surbhit Dabriwala

Mr. Surbhit Dabriwala is a Bachelor of Arts and Science (1998) from University of Pennsylvania. He is presently holding directorship in following Companies:-

| Name of the Company | Particulars of position held |
|---|------------------------------|
| Elpro International Limited | Director |
| First Apartments Private Limited | Director |
| Dabri Properties & Trading Co. Ltd. | Director |
| PNB MetLife India Insurance Company limited | Director |
| Faridabad Capital Holding Pvt. Ltd. | Director |
| Zenox Trading and Manufacturing Private Limited | Director |

Mr. Ashok Jain

Mr. Ashok Jain is a Chartered Accountant, and having experience in different field like manufacturing, Insurance etc. He is holding the position of director in following Companies:-

| Name of the Company | Particulars of position held |
|--|------------------------------|
| Elpro International Limited | Director |
| First Policy Insurance Brokers Pvt. Ltd. | Director |

Mr. Ramswarup Dabriwala

Mr. Ramswarup Dabriwala is a graduate & having very good experience in real estate development and manufacturing.

| Name of the Company | Particulars of position held |
|-----------------------------|------------------------------|
| Elpro Estates Limited | Director |
| Elpro International Limited | Director |

DIRECTORS' REPORT

Dear Shareholders,

The Directors present the 50th Annual Report together with the audited balance-sheet and the profit and loss account for the year ended March 31, 2013.

1. Financial Results

| Particulars | (₹ in Lacs) | |
|--|--------------------------|--------------------------|
| | Year ended 31.03.2013 | Year ended 31.03.2012 |
| Gross sales & services | 3451 | 3189 |
| Other Income | 51 | 76 |
| Profit / (Loss) Before Tax and Exceptional Items | 369 | (318) |
| Provision for Taxation | — | — |
| MAT Credit | — | — |
| Provision for Deferred Tax | — | — |
| Exceptional Items | 299 | (115) |
| Profit/(Loss) After Tax | 668 | (203) |
| Profit brought forward from previous year | 48 | 251 |
| Profit available for appropriation | — | — |
| Dividend-Proposed | — | — |
| Dividend tax on proposed dividend | — | — |
| Transfer to General reserve | — | — |
| Balance carried to Balance Sheet | 716 | 48 |

2. Operations:

The Company revenue during the year stood at ₹ 3451 Lacs, there is increase in revenue by 8% on account of better performance in company's real estate sales and services in the excess space which company possess in Chinchwadgaon, Pune which compensated for the tepid outlook for the electrical equipment manufacturing business which is your company's core activity. During the year company has been able to achieve positive bottom line as compared to loss in the previous year on account of decrease in interest cost. The company's focus is to reduce further the interest cost in near future

3. Dividend:

Due to insufficient general reserve during the year under review, your directors do not recommended any dividend.

4. Subsidiary & Consolidated Financial Statement:

The accounts; report of the directors and auditors and other statement(s) as set out in section 212 of the Companies Act, 1956, in respect of the company's subsidiary namely Elpro Estates Limited (Formerly known as Trump Properties Limited) are not attached pursuant to the general exemption granted by the Central Government pursuant to general circular No. 2/2011 dated February, 2011. The particulars of performance of the subsidiary for and its financial positions as on March 31, 2013 is given in consolidated Balance Sheet as required in terms of the said general exemption. The members are informed that annual accounts of the said subsidiary and the related detailed information will be made available on request. The accounts of the said subsidiary are also open for inspection by the members at the registered office of the company.

5. Directors:

In accordance with Articles of Association of the Company, Mr. Surbhit Dabriwala, Mr. Narayan T Atal, Mr. Anil Kumar Poddar & Mr. Ashok Jain retire by rotation as Directors at the ensuing Annual General Meeting and are eligible for re-appointment.

6. Auditors:

The auditors M/s. Tadarwal & Tadarwal, Chartered Accountants, retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Audit Committee of the Board recommends the re-appointment of M/s. Tadarwal & Tadarwal, as auditors for a further period of one year.

7. Personnel:

None of the employees of the Company employed throughout the year were in receipt of remuneration of ₹24,00,000/- or more per annum or employed for part of the year were in receipt of RS.2,00,000/- or more per month.

8. Conservation of Energy, Technology Absorption:**a) Conservation of Energy**

During the year under review, the energy consumption was 467325 (including 5816 own generation through DG) KWH in units as against 545569 (including 10423 own generation through DG) KWH in the previous year. Steps taken for energy conservation, inter alia, include the following:

Maintaining the power factor to unity in spite of variable load.

b) Technology Absorption:

Not Applicable.

9. Foreign Exchange Earnings and Outgo:

Earning and outgo in foreign exchange during the year under review were ₹ 161.06 Lacs and ₹ 13.06 Lacs as against ₹ 149.565 Lacs and ₹ 33.19 Lacs respectively in the previous year.

10. SHARE CAPITAL

The Board, post shareholders' and other regulatory approval, has allotted 40,00,000 (forty lakhs in number) 12% cumulative redeemable preference shares of face value of ₹ 10 each at a premium of ₹ 190/- per share, redeemable within 15 years. The said preference shares allotted to promoter group entities by way of preferential allotment.

11. Directors Responsibility Statement:

As required under Section 217(2AA) of the Companies Act, 1956, it is hereby stated that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material transactions;
- we have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- we have taken proper and sufficient care 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; and
- We have prepared the annual accounts on a going concern basis.

12. Code of Corporate Governance:

In terms of clause 49 of the Listing agreement with Stock Exchanges, a separate report on Corporate Governance along with the auditors' statement thereon is attached hereto.

13. Management Discussion and Analysis:

The Annual Report also contains a separate section on the Management Discussion and Analysis, which is a part of the Director's Report.

14. Industrial relations:

Employee relations were by and large satisfactory. No man days were lost due to strike, lock out etc.

15. Acknowledgements:

Your Directors wish to place on record their sincere appreciation for the assistance and support extended by Customers, Employees, Banks, Governments, Vendors, Shareholders and others associated with the activities of the Company and look forward to their continued support.

For and On behalf of the Board of Directors

Place: Mumbai
Dated: 30 May 2013

R. S. Dabriwala
Chairman

MANAGEMENT DISCUSSION AND DEVELOPMENT:**1. Industry Structure and Development:**

The Company is largely dependent on the performance of core electrical business, reflecting the trend of overall economy, the year was not favourable for the manufacturing in general. The slow down of Indian GDP growth coupled with low export orders has impacted the performance of manufacturing division. However company has been able to achieve moderate increase in revenue on account of real estate sales and services which the company is developing on its excess land situated at Chinchwadgaon, Pune. Company is continuing its efforts to improve the revenue and profitability in near future by adopting various measures like up gradation of technology, exploring new markets for its products in overseas and reduction the cost of production.

2. Opportunity & Threats:

The company is exposed to a number of risks such as economic, regulatory, taxation and environmental risks. Some of these may arise in its normal course of business and impact its ability for future developments, further various factors not limiting to the global recessionary trend, economic slowdown, increase in interest cost, non-availability or undue increase in cost of raw materials coupled with market fluctuations may impact the operation. Elpro is adequately equipped to face and mitigate any such adverse situations and the Company has not made any extra leverage and rather focussing on reducing the high cost debts.

3. Segment wise performance:

The Company is continuing its efforts to explore new market in export for its core manufacturing activities. Revenue from real estate sales and services on the excess land possessed by the company in Pune is also improved this year and will continue to increase in the coming years.

4. Risks & Concerns and Outlook:

Company is known to deliver products that meet to the highest benchmarks of quality The company is committed to maintain the same quality benchmark in future as well.

5. Internal control system & its adequacy:

Company has adequate internal control system for safeguarding assets of the Company and preventing them from unauthorized use or disposition. However the management is being regularly guided by the Audit Committee, which reviews the systems. The Company has been taking steps for further strengthening of controls.

6. Human resource and Industrial relations:

Employees relations throughout the year was satisfactory.

CAUTIONARY STATEMENT:

Statements in this "Management discussion and analysis report" describing the Company's projections, estimates, expectations or predictions may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

REPORT ON CORPORATE GOVERNANCE**1) Company's Philosophy:**

Company has been following philosophy of good governance policies with transparency to meet its obligation to all stakeholders in balanced and accountable manner.

2) Board of Directors:**a) Composition of Board:**

There are presently five Directors on the Board of the Company of which one is Promoter Directors and four are Non-Executive Independent Directors.

b) Attendance of each Director at Board Meetings and at last Annual General Meeting:

| Name of Director | Category | Status | No. of Board Meetings attended | Attendance at the last AGM |
|--------------------------|-------------|--------|--------------------------------|----------------------------|
| Mr. R. K. Dabriwala* | Promoter | NED | 3 | Present |
| Mr. Narayan T. Atal | Independent | NED | 2 | Present |
| Mr. S. Dabriwala | Promoter | NED | 1 | Present |
| Mr. Anil Poddar | Director | NED | 6 | Present |
| Mr. Ashok Jain | Independent | NED | 1 | Present |
| Mr. Ramswaroop Dabriwala | Independent | NED | 5 | Present |

NED - Non Executive Director

*Resigned during the year with effect from 27-12-2012

c) Number of other Companies and Committees, the Director of the Company is a Director/Member/Chairman:

| Name of Director | Number of other Directorship @ | Other Board Committees | |
|---------------------------|--------------------------------|------------------------|----------|
| | | Member | Chairman |
| Mr. Narayan T. Atal | 6 | None | None |
| Mr. S. Dabriwala | 5 | None | None |
| Mr. Anil Poddar | 1 | None | None |
| Mr. Ashok Jain | 1 | None | None |
| Mr. Ram Swaroop Dabriwala | 1 | None | None |

@ includes private limited companies

d) Details of Board Meeting held during 1 April, 2012 to 31 March, 2013

| Sr. No. | Date |
|---------|---------------------------------|
| 1 | 30 th May 2012 |
| 2 | 14 th August, 2012 |
| 3 | 9 th November, 2012 |
| 4 | 27 th December, 2012 |
| 5 | 14 th February, 2013 |
| 6 | 28 th March, 2013 |

e) Number of shares held by Non-Executive Directors as at 31 March 2013: Nil**3) Audit Committee:****a) Composition, No. of Meetings and Attendance:**

The Audit Committee of the Company comprised of Four directors out of which all are Independent, Non-Executive Directors. The Audit Committee meetings were held in 30.05.2012, 14-08-2012, 09-11-2012 and 14-02-2013. The details of attendance are stated below:

| Name of the Director | No. of Meetings |
|----------------------|-----------------|
| Mr. Narayan T. Atal | 1 |
| Mr. Anil Poddar | 4 |
| Mr. Ashok Jain | 1 |
| Mr. R.S Dabriwala | 4 |

The senior officials of the Company and representative of Auditors were invitees to the meetings of the Audit Committee.

b) Terms of Reference:

The terms of reference of this Committee are wide enough covering the matters specified under the Listing Agreement.

c) Secretary:

The Company has appointed Mr. Suresh Savaliya as company secretary during the year.

d) Subsidiary Company:

The minutes of the Board Meeting and Financial Statement of Elpro Estates Limited was periodically placed before the Board.

4) Remuneration Committee:

a) Composition:

The Remuneration Committee comprised of three Independent, Non-Executive Directors.

b) No. of Meetings and Attendance:

There was no meeting of the Remuneration Committee held during the year.

c) Terms of Reference:

The terms of reference of this Committee are wide enough covering the matters specified under the Listing Agreement.

d) Remuneration of Directors:

The Company do not have managing and or whole time director and hence no remuneration has been paid to any director.

Notes:

- Company does not have a stock option scheme.
- There is no notice period and no severance fees are payable by the Company.
- e) Remuneration to Non-Executive Directors consists of sitting fees:
Payments for the period 01.04.2012 to 31.03.2013 (Amount in Rupees)

| Name of Director | Sitting Fees |
|-----------------------|--------------|
| Mr. R. K. Dabriwala | ₹ 12,750 |
| Mr. R.K. Choudhury | ₹ 8,500 |
| Mr. Sharat Anand | — |
| Mr. Narayan T. Atal | ₹ 10,500 |
| Mr. Anil Poddar | ₹ 29,500 |
| Mr. Surbhit Dabriwala | ₹ 4,250 |
| Mr. Ashok Jain | ₹ 5,250 |
| Mr. R.S.Dabriwala | ₹ 24,250 |

5) Shareholders/Investors' Grievances Committee:

a) Composition:

Shareholders/Investors Grievance Committee comprises of Mr. Anil Poddar, Mr. Surbhit Dabriwala, Mr Narayan T. Atal and Mr. R.S.Dabriwala as members of the Committee. The Committee meets to approve transfer, transmission, consolidation, sub-division, issue of duplicate Share Certificates, request for dematerialization of the Company's shares, redressing of investors' complaints, etc.

- b) Compliance officer:
Mr. Sambhaw Jain - CFO & Compliance Officer w.e.f. 15.02.2008
- c) Complaints:
1 Complaint were received and resolved during the year under review. There is no claim pending to be resolved as at 31-03-2013.
- d) Pending share transfer:
The number of share transfers received during the year under review and which are pending are Nil.

6) General Body Meetings:

- a) The last three: Annual General Meetings of the Company were held as under:

| Financial Year | Date | Time | Venue |
|----------------|------------|----------|--|
| 2009-2010 | 30-09-2010 | 10.00A.M | National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai. |
| 2010-2011 | 08-07-2011 | 9.30 A.M | National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai. |
| 2011-2012 | 04-08-2012 | 9.30 A.M | National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai. |

- b) Vote by Postal Ballot:

Following resolutions were passed through postal ballot as provided under Section 192(A) of the Companies Act, 1956, through postal ballot notice dated 27.12.2012.

1. Ordinary Resolution under sections 16 and 94 of the Companies Act, 1956 for reclassification of the Authorized Share Capital of the Company from ₹10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore only) Equity Shares of ₹10/- (Rupees Ten only) each to ₹10,00,00,000/- (Rupees Ten Crores only) divided into 60,00,000 (Sixty Lacs only) Equity Shares of ₹10/- (Rupees Ten only) each and 40,00,000 (Forty Lacs only) Preference Shares of ₹10/- (Rupees Ten only) each.
2. Ordinary Resolution under Section 94 of the Companies Act, 1956 for amendment of Clause V of the Memorandum of Association of the Company in terms of resolution (1) above.
3. Special Resolution under Section 31 of the Companies Act, 1956 for amendment of the Articles of Association of the Company in terms of resolution (1) above.
4. Special Resolution under Sections 80, 81 and 81(1A) of the Companies Act, 1956 to issue and allot 40,00,000 cumulative redeemable preference shares of the Company on preferential basis in the manner and on such terms as may be deemed appropriate by the Board of Directors.
5. Special Resolution under Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act 1956 and subject to applicable, for appointment of Mr. Ram Swarup Dabhiwala as the Managing Director of the Company and for payment of remuneration and perquisites to him, for a period of 3 years.

Jayshree A. Lalpuria & Co, Practicing Company Secretary was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and also to receive and scrutinize the completed Postal Ballot Forms from the members. On submission of the report of the voting through postal ballot by scrutinizer, all the above resolutions were declared by the Chairman of the Board on 11.02.2013 as duly passed by the requisite majority of the members of the Company voting by Postal Ballot.

7) Disclosures regarding materially significant related party transactions:

Transactions of purchase of services, inter- corporate deposits, investments, etc. are entered with related parties. Further, remuneration is paid to directors. Full disclosures as per Accounting Standard 18 issued by the Institute of Chartered Accountants of India on related party transactions, is given in the Annual Accounts.

Disclosures regarding certain non-compliance:

There were no instances of non-compliance or penalty, strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital markets during the last three years.

8) Means of Communication:

Half yearly report sent to each household of shareholders

Quarterly results published in the newspaper

Any website, where results or official news are displayed

The presentation made to the Institutional Investors or to the Analysts

Whether Management Discussions & Analysis is part of Annual report or not

No, as the results of the Company are published in the newspaper every quarter

Yes

Free Press Journal - Mumbai Edition

Navshakti - Mumbai Edition

www.elpro.co.in

No such presentation have been made

Yes Management Discussions & Analysis is part of Annual report.

9) General Shareholder Information:

AGM : Date, Time and Venue

Financial Calendar (Tentative) 2013-2014

Book Closure Date

Transfer of unclaimed amount to Investor Education and Protection Fund

Listing at Stock Exchanges

Stock Code-Physical

ISIN Number for NSDL & CDSL

Market Price Data: High, Low during each month in the last financial year

Stock Performance

Registrar and Transfer Agents

Share Transfer System

Distribution of Shareholding and Shareholding Pattern as on 31.03.2012

Dematerialization of Shares and Liquidity

Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity

Plant Location

Address for correspondence

30-09-2013 at 9.30 A.M at Mumbai

First Quarter Results- 1st Week of August, 2013

Half - Yearly Results- 1st Week of November, 2013

Third Quarter Results- 1st Week of February 2014

Results for the year ending on 31st March- 3rd week of May, 2014

24th September, 2013 to 30th September, 2013 (Both days inclusive)

No transfer was required as per Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001

Bombay Stock Exchange Limited, Mumbai

The Company has paid the listing fees for the period 1st April, 2013 to 31st March, 2014 to Bombay Stock exchange Limited.

504000 on Bombay Stock Exchange Limited, Mumbai
INE579B01013

Please see Annexure A

The performance of Company's shares relative to the BSE Sensex is given in Annexure B

Sharex Dynamic (India) Private Limited

All the transfers received are processed by Registrar and Transfer Agents and approved by the Shareholders' / Investors' Grievances Committee of the Company

Please See Annexure C

97.03% of paid up capital has been dematerialized as on 31st March, 2013

Not Issued

The Company's plants were located at Chinchward, Pune

Regd. Office:

"NIRMAL" 17th Floor,

Nariman Point, Mumbai - 400 021

10) Non Mandatory Requirements:

Chairman of the Board-Re: Non-executive Chairman.

The Company has a non-executive Chairman.

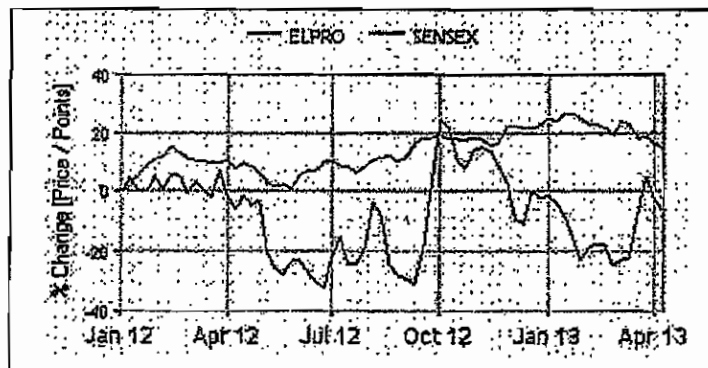
Annexure - A

Stock Market Data - Monthly high and low data in the last financial year at BSE

| Month | High | Low |
|----------|--------|--------|
| Apr-12 | 341.00 | 288.40 |
| May -12 | 325.00 | 215.50 |
| Jun - 12 | 253.90 | 210.25 |
| Jul - 12 | 288.75 | 218.65 |
| Aug - 12 | 329.00 | 233.80 |
| Sep - 12 | 332.30 | 215.00 |
| Oct - 12 | 427.00 | 345.15 |
| Nov - 12 | 385.95 | 310.00 |
| Dec - 12 | 350.00 | 270.00 |
| Jan - 13 | 347.80 | 256.00 |
| Feb - 13 | 279.90 | 245.00 |
| Mar - 13 | 342.00 | 235.00 |

Annexure – B

Performance of Company's shares related to the BSE Sensex

**Annexure – C**

-DISTRIBUTION SCHEDULE ON SCRIP VALUE-As On : 31-Mar-2013

| No. of equity shares | No. of share holders | % of share holders | No. of Shares held | % of share holding |
|----------------------|----------------------|--------------------|--------------------|--------------------|
| 1 to 100 | 1712 | 63.53 | 68740 | 1.49 |
| 101 to 200 | 423 | 15.70 | 62059 | 1.35 |
| 201 to 500 | 359 | 13.32 | 110155 | 2.39 |
| 501 to 1000 | 122 | 4.53 | 86515 | 1.88 |
| 1001 to 5000 | 53 | 1.97 | 106277 | 2.30 |
| 5001 to 10000 | 7 | 0.26 | 50961 | 1.11 |
| 10001 to 100000 | 12 | 0.45 | 622460 | 13.50 |
| 100001 to above | 7 | 0.26 | 3504510 | 75.99 |
| Total | 2695 | 100.00 | 4611677 | 100.00 |

Share Holding pattern as on 31st March, 2013

| Category | Number of shares held | Shareholding% |
|--|-----------------------|---------------|
| Promoters and Promoter Group | 2578834 | 55.92 |
| Mutual Funds | 450 | 0.01 |
| Central Government /State Government | 8900 | 0.19 |
| Banks, Financial Institutions, Insurance Companies | 718 | 0.02 |
| Bodies Corporate | 203738 | 4.45 |
| FII's | 1096000 | 23.77 |
| NRI's/OCB | 17048 | 0.37 |
| Individuals | 703476 | 15.25 |
| Others | 2553 | 0.02 |
| Total | 4611677 | 100.00 |

11) Compliance Certificate

Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is annexed to the Directors' Report forming part of the Annual Report. This Certificate is also being forwarded to the Stock Exchange along with the Annual Report of the Company.

12) Adoption of non mandatory requirements of Clause 49

The Company has complied with all the mandatory requirements of Clause 49.

The Company complies with the following Non-mandatory requirements as stipulated under Clause 49 of the Listing Agreement.

Remuneration Committee: The Company has Remuneration Committee of the Board.

Non executive Chairman: The Company has a non-executive Chairman.

13) Audit Qualification: The Company is in the regime of unqualified financial statements.**DECLARATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF CODE OF CONDUCT**

In accordance with Clause 49 of the Listing Agreement with the Stock Exchange, I hereby confirm and declare that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company laid down for them, for the financial year ended March 31, 2013.

For Elpro International Limited

Place: Mumbai

Dated: 30 May 2013

R. S. Dabriwala
Chairman

CFO CERTIFICATION

I, Sambhaw Jain, Chief Financial Officer, responsible for the finance function certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended March 31, 2013 and to the best belief;
 - i) These Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2013 are fraudulent, illegal & violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls. If any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
 - i) There has not been any significant change in internal control over financial reporting during the year under reference.
 - ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements
 - iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the company's internal control system over financial reporting.

Place : Mumbai
Date : May 30, 2013

Sambhaw Jain
Chief Financial Officer

**CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE OF CONDITIONS OF
CORPORATE GOVERNANCE**

To,
The Members of Elpro International Limited

We have examined the compliance of the conditions of Corporate Governance by **Elpro International Limited**, for the year ended **31st March, 2013** as stipulated in clause 49 of the Listing Agreement of the said company with stock exchanges in India.

The compliances of the conditions of Corporate Governance are the responsibility of the Company's management. Our examination was carried in accordance with Guidance Note on Certification of Corporate Governance (As stipulated in Clause 49 of the Listing Agreement) issued by The Institute of Chartered Accountants of India and was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of the financial statements of the company.

In our opinion and to best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreements.

We 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 Elpro International Limited

D. L. D.

Director /

Place : Mumbai
Date : 30th May 2013

For and on behalf of
TODARWAL & TODARWAL
Chartered Accountants
ICAI Registration No. 111009W

Sunil L. Tadarwal
Partner
Membership No: 32512

AUDITORS' REPORT**TO THE MEMBERS OF ELPRO INTERNATIONAL LIMITED****Report on the Financial Statements**

We have audited the accompanying financial statements of Elpro International Limited, which comprise the Balance Sheet as at March 31, 2013, and 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

Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the 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, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For and on behalf of
TODARWAL & TODARWAL
Chartered Accountants
ICAI Registration No. 111009W

Sunil L. Todarwal
Partner
Membership No: 32512

Place : Mumbai
Date : 30th May 2013

[Referred to in Paragraph 3 of the Auditors' Report of even date to the Members of Elpro International Limited on the Financial Statements for the year ended 31st March 2013]

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As per the information and explanation given to us, fixed assets are physically verified by the management according to a phased programme designed to cover all the locations which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the programme, the management during the year physically verified the fixed assets at certain locations and no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanation given to us, a substantial part of fixed assets has not been disposed off by the company during the year. Thus, paragraph 4(i) (c) of the Companies (Auditor's Report) Order, 2003 is not applicable.
2. (a) Inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, 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) In our opinion and according to the information & explanations given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
3. (a) As per the information and documents produced before us, the company has not given secured or unsecured loans to the company covered in the register maintained u/s 301 of the act. Hence the provisions of clause 4(iii) (b), (c) and (d) are not applicable.
- (b) As per the information and documents produced before us, the company has taken unsecured loans from 5 parties covered in the register maintained u/s 301 of the act. In respect of the said loans, the aggregate maximum amount outstanding is ₹ 70.73 crores and the aggregate amount outstanding at the year end is ₹ 59.04 crores.
- (c) In our opinion, the rate of interest and other terms and conditions of such loans are not prima facie prejudicial to the interest of the company.
- (d) In respect of the aforesaid loans, the company is regular in repaying the principal amounts as stipulated and is also regular in payment of interest, where applicable.
4. In our opinion and according to information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods.
5. (a) On the basis of our examination of the books of account, we are of the opinion that the transactions that need to be entered in the register in pursuance of Section 301 of the Act have been entered in the said register.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding the value of ₹ Five lakhs, in respect of any party were made at prices which are reasonable having regard to the prevailing market prices.
6. According to the information and explanation given to us, the company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Act and the rules framed there under. Hence the provisions of clause 4(vi) are not applicable to the company.
7. In our opinion and according to information and explanation given to us, the Company has an internal audit system which is commensurate with its size and nature of its business.
8. The central government has prescribed maintenance of cost records under Section 209 (1) (d) of the Companies Act 1956 in respect of certain manufacturing activities of the Company. We have broadly reviewed the accounts and records of the company in this connection and are of the opinion, that prima facie, the prescribed accounts and records have been made and maintained. We have however not, carried out a detailed examination of the same.
9. (a) According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also Management representations, undisputed statutory dues in respect of Provident fund, Profession tax, Income Tax, Sales Tax, Value added tax, Wealth tax, Service tax, Custom duty, Excise duty, Cess and other material statutory dues, if any, applicable to it, has been regularly deposited with the appropriate authorities.
- (b) According to the records of the Company, the disputed dues in respect of Excise Duty, Service Tax, sales tax and income tax as at March 31, 2013 aggregating to ₹ 41.84 Lacs (Previous Year ₹ 46.59 Lacs) have not been deposited with appropriate authorities and no provision has been made for the same in the books of accounts.

| Sr. No. | Name of Statute | Nature of Dues | Amount (₹ in Lacs) | Period to which amount relates | Forum where the dispute is pending |
|---------|-----------------------------|----------------|--------------------|--------------------------------|--|
| 1. | The Central Excise Act 1944 | Excise Duty | 1.00 | 1990-91 to 93-94 | High Court- Mumbai |
| 2. | | | 0.10 | 2001-02 | Commissioner Central Excise(Appeals),Hyderabad |
| 3. | | | 6.42 | 2001-02 to 2002-03 | Joint Commissioner – Central Excise |
| 4. | | | 2.23 | 2003-04 | The Supreme Court of India |
| 5. | Bombay Sales Tax Act, 1959 | Sales Tax | 8.97 | 1999-00 to 2003-04 | Deputy Commissioner – Sales tax |
| 6. | Central Sales Tax Act, 1956 | Sales Tax | 6.9 | 1995-96 to 2001-02 | Deputy Commissioner of Tax Appellate Tribunal, Hyderabad |
| 7. | | | 2.31 | 1998-99 to 1999-00 | Deputy Commissioner of Appellate Tribunal, Hyderabad |
| 8. | Sales Tax-EOU | Sales Tax | 1.78 | 2002-2003 | Deputy Commissioner of Appellate Tribunal, Pune |
| 9. | Income Tax Act 1961 | Income Tax | 3.53 | 1991-92 | Hon'ble Mumbai High Court |
| 10. | | | 8.60 | 2003-04 | Commissioner of Income Tax – Appeals |
| | | TOTAL | 41.84 | | |

- 10 The company has no accumulated losses at the end of the financial year and has not incurred any cash losses during the financial year. However, the company had incurred cash losses in the immediately preceding financial year.
- 11 In our opinion and according to the information and explanation given to us and the books of accounts verified by us, the company has not defaulted in repayment of dues to any financial institution or bank.
- 12 According to information and explanation given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities during the year. Hence the provision of clause 4(xii) is not applicable to the company.
- 13 In our opinion, considering the nature of activities carried on by the Company during the year, the provisions of any special statute applicable to chit fund/ nidhi/ mutual benefit fund/ societies are not applicable to it. Hence the provisions of clause 4(xiii) are not applicable to the company.
- 14 According to the information and explanations given to us, the Company is not a dealer or trader in shares, securities, debentures and other investments. Hence clause 4(xiv) is not applicable to the company.
- 15 In our opinion and according to the information and given to us, the terms and conditions of the guarantees given by the company, for loans taken by others, from banks or financial institutions during the year are not prejudicial to the interest of the company.
- 16 In our opinion, and according to the information and explanations given to us, on an overall basis, the term loans have been applied for the purpose for which they were obtained.
- 17 On the basis of overall examination of the Balance Sheet of the Company and according to information and explanations given to us, there are no funds raised on short-term basis, which have been used for long-term investments.
- 18 According to the information and explanation given to us, the Company has made preferential of preference shares to the parties covered in the register maintained under section 301 of the act. The price at which the shares has been issued is not prima facie prejudicial to the interest of the company.
- 19 According to information and explanation given to us, the company has not issued any fresh debenture during the year. Hence the provisions of clause 4(xix) are not applicable to the company.
- 20 According to information and explanation given to us, the Company has not raised any money by public issue during the year. Hence the provisions of clause 4(xx) are not applicable to the company.
- 21 During the course of our examination of the books of account carried in accordance with the generally accepted auditing standards in India, we have neither come across any instance of fraud on or by the Company, either noticed or reported during the year, nor have we been informed of such case by the Management.

For and on behalf of
TODARWAL & TODARWAL
Chartered Accountants
ICAI Registration No. 111009W

Sunil L.Todarwal
Partner
Membership No: 32512

Place : Mumbai
Date : 30th May 2013

| | Note No. | As at March 31, 2013 (₹ In Lacs) | As at March 31, 2012 (₹ In Lacs) |
|------------------------------------|----------|-------------------------------------|-------------------------------------|
| I. EQUITY & LIABILITIES | | | |
| 1 SHARE HOLDER'S FUND | | | |
| (a) Share Capital | 1 | 861.17 | 461.17 |
| (b) Reserves and Surplus | 2 | 14,933.45 | 6,664.75 |
| | | 15,794.62 | 7,125.92 |
| 2 NON-CURRENT LIABILITIES | | | |
| (a) Long Term Borrowings | 3 | 1,302.34 | 1,445.11 |
| (b) Other Long Term Liabilities | 4 | 2,284.67 | 5,151.05 |
| (c) Long Term Provision | 5 | 9.44 | 8.21 |
| | | 3,596.45 | 6,604.37 |
| 3 CURRENT LIABILITIES | | | |
| (a) Short Term Borrowings | 6 | 7,402.44 | 4,442.46 |
| (b) Trade Payables | 7 | 380.50 | 674.79 |
| (c) Other Current Liabilities | 8 | 7,226.63 | 13,757.17 |
| (d) Short term Provisions | 9 | 8.12 | 7.72 |
| | | 15,017.69 | 18,882.14 |
| TOTAL | | 34,408.76 | 32,612.43 |
| II ASSETS | | | |
| 1 NON-CURRENT ASSETS | | | |
| (a) Fixed assets | | | |
| (i) Tangible assets | 10 | 991.82 | 1,127.31 |
| (ii) Intangible Assets | | 0.04 | 0.08 |
| (iii) Capital Work In Progress | | 913.63 | 55.41 |
| | | 1,905.49 | 1,182.80 |
| (b) Non-current investments | 11 | 27,051.20 | 27,050.23 |
| (c) Long-term loans and advances | 12 | 252.26 | 194.32 |
| | | 29,208.95 | 28,427.33 |
| 2 CURRENT ASSETS | | | |
| (a) Inventories | 13 | 2,566.55 | 2,804.62 |
| (b) Trade receivables | 14 | 538.92 | 214.78 |
| (c) Cash and cash equivalents | 15 | 292.14 | 41.60 |
| (d) Short-term loans and advances | 16 | 1,802.20 | 1,124.10 |
| | | 5,199.81 | 4,185.10 |
| TOTAL | | 34,408.76 | 32,612.43 |

Summary of Significant Accounting Policies 23

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

As per our Report of even date attached

For on behalf of Board of Directors

TODARWAL & TODARWAL
Chartered Accountants
ICAI Reg. No. : 111009W

For Elpro International Limited

Sunil L. Todarwal
Partner
M.No. 32512
Place : Mumbai
Date : 30th May, 2013

Director/

Suresh Savalia
Company SecretaryAnil Poddar
DirectorR.S.Dabriwala
ChairmanPlace : Mumbai
Date : 30th May, 2013

**STATEMENT FOR PROFIT AND LOSS
FOR THE YEAR ENDED MARCH 31, 2013**

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| | | For the year ended March 31, 2013 | | For the year ended March 31, 2012 | |
|--|----------|--------------------------------------|-------------|--------------------------------------|-------------|
| | Note No. | (₹ In Lacs) | (₹ In Lacs) | (₹ In Lacs) | (₹ In Lacs) |
| I. INCOME | | | | | |
| Revenue from Operations (gross) | 17 | 3,451.50 | | 3,189.03 | |
| Less: Excise Duty | | 51.18 | | 44.00 | |
| Revenue from Operations (net) | | 3,400.32 | | 3,145.03 | |
| II Other income | 18 | 62.83 | | 75.97 | |
| III Total Revenue (I + II) | | | 3,463.15 | | 3,221.00 |
| IV. EXPENSES | | | | | |
| (a) Cost of materials consumed | | 217.50 | | 230.43 | |
| (b) Project Cost | | 1,283.69 | | 1,175.12 | |
| (c) Changes in inventories of finished goods, Work in Progress and Stock in Trade | 19 | (5.50) | | 11.34 | |
| (d) Employee benefits expense | 20 | 91.01 | | 71.41 | |
| (e) Finance costs | 21 | 1,056.41 | | 1,426.09 | |
| (f) Depreciation and amortization expense | | 137.67 | | 140.36 | |
| (g) Other expenses | 22 | 313.66 | | 484.16 | |
| Total expenses | | | 3,094.44 | | 3,538.91 |
| V Profit/(Loss) before exceptional and extraordinary items and Tax (III-IV) | | | 368.71 | | (317.91) |
| VI Exceptional Items (Profit on sale of land) | | | 299.99 | | 114.71 |
| VII Profit/(Loss) before extraordinary items and Tax (V-VI) | | | 668.70 | | (203.20) |
| VIII Tax Expense | | | — | | — |
| IX Profit/(Loss) for the period from continuing operations (VII-VIII) | | | 668.70 | | (203.20) |
| Earnings per equity share of ₹ 10 each | | | | | |
| (1) Basic Earning per Share (₹) | | | 14.50 | | (4.41) |
| (2) Diluted Earning per Share (₹) | | | 14.50 | | (4.41) |

Summary of Significant Accounting Policies 23

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

For Elpro International Limited

D. S. L.

Director/

As per our Report of even date attached

TODARWAL & TODARWAL
Chartered Accountants
ICAI Reg. No. : 111009W

Sunil L. Tadarwal
Partner
M.No. 32512
Place : Mumbai
Date : 30th May, 2013

For on behalf of Board of Directors

Suresh Savalia
Company Secretary

Anil Poddar
Director

R.S.Dabriwala
Chairman

Place : Mumbai
Date : 30th May, 2013

| PARTICULARS | For the Year ended March 31, 2013 ₹ In Lacs | For the Year ended March 31, 2012 ₹ In Lacs |
|---|---|---|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| PROFIT BEFORE TAXATION AS PER STATEMENT OF PROFIT AND LOSS | 668.70 | (203.20) |
| Adjustments for : | | |
| Depreciation | 137.67 | 140.36 |
| Interest expenses | 1056.41 | 1426.09 |
| Loss / (profit) on sale of fixed assets (net) | (299.99) | 49.05 |
| Interest income | (31.08) | (57.80) |
| Dividend income | (0.13) | (0.24) |
| Profit on sale of investments (net) | — | (1.72) |
| Sundry Balances no longer required written back | (16.48) | — |
| Sundry balances written off | 5.27 | 16.47 |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 1520.37 | 1369.01 |
| Adjustments for : | | |
| (Increase)/decrease in inventories | 238.07 | (294.04) |
| (Increase)/decrease in trade & other receivables | (329.40) | 2404.31 |
| Increase/(decrease) in trade & other payables | (9673.10) | 10125.45 |
| CASH GENERATED FROM / (USED IN) OPERATIONS | (8244.06) | 13604.73 |
| NET CASH FLOW FROM/ (USED IN) OPERATING ACTIVITIES (A) | (8244.06) | 13604.73 |
| CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES | | |
| Purchase of fixed assets | (860.37) | (26.50) |
| Proceeds from sale of fixed assets | 300.00 | 517.01 |
| Proceeds from sale of investments | — | 11.76 |
| Purchase of Investments | (1.00) | — |
| Loans and deposits placed with the companies | (736.03) | 385.98 |
| Dividend received | 0.13 | 0.24 |
| Interest received | 31.08 | 57.80 |
| NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES (B) | (1266.19) | 946.29 |

**CASH FLOW STATEMENT FOR THE YEAR ENDED
MARCH 31, 2013 (contd.)**

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| PARTICULARS | For the Year ended March 31, 2013 | For the Year ended March 31, 2012 |
|---|--------------------------------------|--------------------------------------|
| | ₹ In Lacs | ₹ In Lacs |
| CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES | | |
| Repayment of borrowings (Net) | (143.75) | (4037.21) |
| Inter corporate Deposits/loans received - (Net) | 2960.95 | 3104.13 |
| Proceeds from Issue of Preference Shares | 8000.00 | — |
| Share application money received | — | (12515.00) |
| Interest Paid on Loans | (1056.41) | (1426.09) |
| NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES (C) | 9760.80 | (14874.17) |
| NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C) | 250.54 | (323.15) |
| ADD: OPENING CASH AND CASH EQUIVALENTS | 41.60 | 364.75 |
| CLOSING CASH AND CASH EQUIVALENTS (Refer Note 1 below) | 292.14 | 41.60 |

Notes to the Cash Flow Statement

1. Cash and cash equivalents consist of cash on hand and balances with banks. Cash and cash equivalents included in the cash flow statement comprise of the following Balance Sheet items.

| Particulars | For the year ended March 31, 2013 (₹ In Lacs) | For the year ended March 31, 2012 (₹ In Lacs) |
|--------------------------------------|---|---|
| Cash in hand | 1.03 | 0.62 |
| Balance with scheduled banks: | | |
| In current accounts | 282.83 | 22.70 |
| In fixed and margin deposits | 8.28 | 18.28 |
| | 292.14 | 41.60 |

2. The above Cash Flow Statement has been prepared under Indirect method as set out in Accounting Standard 3 (AS 3) 'Cash Flow Statements' as specified in Companies (Accounting Standard) Rules, 2006.
3. Previous year's figures have been regrouped/ reclassified wherever necessary to conform to current years' classification.

As per our Report of even date attached

For on behalf of Board of Directors

TODARWAL & TODARWAL
Chartered Accountants
ICAI Reg. No. : 111009W

Sunil L. Todarwal
Partner
M.No. 32512
Place : Mumbai
Date : 30th May, 2013

Suresh Savalia
Company Secretary

Anil Poddar
Director

R.S.Dabriwala
Chairman

Place : Mumbai
Date : 30th May, 2013

As at March 31, 2013
₹ in LacsAs at March 31, 2012
₹ in Lacs

Note 1

SHARE CAPITAL

AUTHORISED

| | | |
|--|-----------------|-----------------|
| 60,00,000 Equity Shares of ₹ 10/- each | 6,00.00 | 1,000.00 |
| (Previous Year 1,00,00,000 Equity Shares of ₹ 10/- Each) | | |
| 40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each. (Previous year :NIL) | 4,00.00 | — |
| | <u>1,000.00</u> | <u>1,000.00</u> |

Issued

| | | |
|--|---------------|---------------|
| 4,612,000 Equity shares of ₹10 each | 461.20 | 461.20 |
| (Previous Year. 4,612,000 Equity Shares of 10/- each) | | |
| 40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each. (Previous year :NIL) | 400.00 | — |
| | <u>861.20</u> | <u>461.20</u> |

SUBSCRIBED & FULLY PAID UP

| | | |
|--|---------------|---------------|
| 4,611,677 (4,611,677) Equity shares of ₹10 each fully paid up | 461.17 | 461.17 |
| (Previous Year. 4,611,677 Equity Shares of 10/- each) | | |
| 40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each. (Previous year :NIL) | 400.00 | — |
| | <u>861.17</u> | <u>461.17</u> |

Notes:

- The Company has two class of shares i.e. Equity Share and Preference Shares have a par value of ₹ 10 per share. Each Equity shareholder are eligible for one vote per share.
- The Authorised Share Capital of the Company has been reclassified from 1,00,00,000 Equity share of ₹10/- each to 60,00,000 Equity Shares of ₹10/- each and 40,00,000 Cumulative Redeemable Preference Share of ₹10/- each as per the General Body Resolution passed on 11th February, 2013 through Postal Ballot.
- During the period Company has issued 40,00,000 Cumulative Redeemable Preference Shares of ₹10/- each at premium of ₹190/- per share to the Promoters of the Company. As a result of such Issue the Subscribed and Paid up Capital of the Company has increased from ₹ 461.17 lacs to ₹ 861.17 lacs

Notes :

- Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

| | As At 31-03-2013 | | As At 31-03-2012 | |
|---|------------------|---------------|------------------|---------------|
| Equity Shares | In Nos. | Amount (In ₹) | In Nos. | Amount (In ₹) |
| At the beginning of the period | 4611677 | 46,116,770 | 4611677 | 46,116,770 |
| Outstanding at the end of the period | 4611677 | 46,116,770 | 4611677 | 46,116,770 |
| Cumulative Redeemable Preference Shares | | | | |
| At the beginning of the period | — | — | — | — |
| Add : Issued during the year | 4000000 | 40,000,000 | — | — |
| Outstanding at the end of the period | 4000000 | 40,000,000 | — | — |

- Details of Shareholders holding more than 5% shares in the company

| | In Nos. | % holding in the class | In Nos. | % holding in the class |
|--|---------|------------------------|---------|------------------------|
| Equity shares of ₹ 10/- each fully paid up | | | | |
| IGE (India) Limited | 1884880 | 40.87% | 1884880 | 40.87% |
| International Conveyors Limited | 347058 | 7.53% | 347058 | 7.53% |
| Cresta Fund LTD. | 401000 | 8.70% | 401000 | 8.70% |
| Elara India Opportunities Fund Limited | 405000 | 8.78% | 405000 | 8.78% |
| Total | 3037938 | 65.88% | 3037938 | 65.88% |

| | In Nos. | % holding in the class | In Nos. | % holding in the class |
|--|-------------------------------|-------------------------------|----------|---------------------------|
| Cumulative Redeemable Preference Shares of ₹10/- each | | | | |
| IGE India Private Limited | 2500000 | 62.50% | — | — |
| International Conveyors Limited | 1500000 | 37.50% | — | — |
| Total | 4000000 | 100.00% | — | — |
| | As at 31st March, 2013 | As at 31st March, 2012 | | |
| | (₹ in Lacs) | (₹ in Lacs) | | |

Note 2

Reserves & Surplus**Capital Reserves**

Balance as per the last financial statements
Add : Addition during the period

27.50

27.50

27.50

27.50

Less : Transferred to Profit & Loss Account

27.50

27.50

Securities Premium

Balance as per the last financial statements
Add : Received during the period

6,411.95

6,411.95

7,600.00

14,011.95

6,411.95

Amalgamation Reserve

Balance as per the last financial statements
Less : Transferred to Profit & Loss Account

177.96

177.96

—

177.96

177.96

Surplus/(Deficit) in the statement of profit & loss

Balance as per the last financial statements
Profit/(Loss) for the year

47.34

250.54

668.70

(203.20)

Add : Transfer from Debenture Redemption Reserve

—

716.04

—

47.34

14,933.45

6,664.75

Note 3

Long Term Borrowings**SECURED****i) Term Loans**

Indian Rupees Loan from Bank

1,295.46

1,435.05

Indian Rupee Loan from Financial Institutions

6.88

10.06

Net Long Term Borrowings

1,302.34

1,445.11

3.1 Additional Information to Secured / Unsecured Long Term Borrowings:

The Long Term Portion of Term Loans are shown under Long Term Borrowings and the current maturities of the long term borrowing are shown under the current liabilities as per the disclosure requirements of the Revised Schedule VI

3.2 Details of Securities and Terms of Repayment :**A. Term Loans from Banks****1) State Bank of India - Rental Discounting**

Secured by first charge on Future receivables (Licence fees, Amenity Charges, Rent etc. from companies - Mahindra & Mahindra Ltd., Tata Johnson Controls Automotive Ltd., Behr India Ltd., Behr Hella Thormocontrol India Pvt Ltd., Mather and Platt Pumps Ltd. b) Collateral: Equitable mortgage of land & building on survey no. 181 (part), 182 (part), 184 and 185, CTS no. 4270, Chinchwad Road, near Railway station, Pune -411 033. (Total area proposed - 299674.18 Sq.ft.). The Loan is Payable in EMI of ₹ 30.70 Lacs each payable monthly Repayment in 84 installments starting April 2011 the last installment is due on March 2018. Floating Interest at 0.25% above State Bank Advance Rate (Benchmark PLR).

2) Bank of India Term Loan Windmill

Secured by first charge on Windmills Collateral of EQM of Land & Building at S No. 183/1, 183/2 & 184/3 at Chinchwad Taluka-Haveli, Dist.-Pune for TL I and II. The Loan is payable in EMI of 8.91 lacs each payable monthly. Repayable in 23 installments starting from 31/1/12 the last instalment payable on 30/11/2013. Further interest to be serviced separately as and when charged. Floating Interest at 4.50% OBR.

B. Term Loans from other parties**1) Kotak Mahindra Prime Limited - Car Loan for Maruti SX4**

Secured by hypothecation of Car Purchased the Loan is Payable with EMI of ₹14,363/-. Repayable in 60 installments starting from 12/10/2009 last installment due on 01/09/2014.

2) Kotak Mahindra Prime Limited - Car Loan for Toyota Innova

Secured by hypothecation of Car Purchased the Loan is Payable with EMI of ₹21,755/- Repayable in 60 installments starting from 28/06/11 last installment due on 10/06/2016.

| | As at March 31, 2013 ₹ in Lacs | As at March 31, 2012 ₹ in Lacs |
|--|-----------------------------------|-----------------------------------|
| Note 4 | | |
| Other Long Term Liabilities | | |
| Lease /Security Deposit | 2,284.67 | 5,151.05 |
| Note 5 | | |
| Long Term Provisions | | |
| Provisions for Leave Encashment for Employees | 4.90 | 3.67 |
| Warranty & Other Provisions | 4.54 | 4.54 |
| | <u>9.44</u> | <u>8.21</u> |
| Note 6 | | |
| Short Term Borrowings | | |
| SECURED | | |
| i) Working Capital Finance | | |
| From Banks | 205.24 | 206.22 |
| Unsecured - | | |
| ii) Inter-corporate Deposits - Short terms | | |
| from related Parties | 6,167.20 | 3,306.24 |
| From Others | 1,030.00 | 930.00 |
| | <u>7,402.44</u> | <u>4,442.46</u> |
| Note :- | | |
| Working Capital Finance from Banks | | |
| Bank of India Cash Credit Limit | | |
| Secured by Hypothecation of Stocks and Book Debts Collateral Hypothecation of Plant and Machinery excluding Machinery of 100% EOU, EQM of Land and Building at Pune Unit (part area of land). The limit of ₹ 200 Lacs the Cash Credit is repayable on demand and has a Floating interest at 3.75% OBR. | | |
| | As at March 31, 2012 ₹ in Lacs | As at March 31, 2011 ₹ in Lacs |

Note 7**Trade Payables**

Sundry Creditors-Goods & Services

Provision for expenses

251.73

520.27

128.77

154.52

380.50

674.79

Note :-

For Micro Small & Medium Enterprises Act 2006 disclosure refer note no 23 point number 7.

As at March 31, 2013 As at March 31, 2012
₹ in Lacs ₹ in Lacs

Note 8

Other Current Liabilities

| | | |
|--|----------|-----------|
| Current maturities of Long Term borrowings | 95.57 | 220.43 |
| Advance against flat / commercial property sale agreements | 2,541.83 | 12,529.16 |
| Society/Condominium Maintenance Reserve | 32.17 | 28.02 |
| Interest Accrued but not due on Loans | 278.48 | 481.12 |
| Advance from Customers | 4,171.45 | 291.43 |

Other Payables :

| | | |
|-------------------|-----------------|------------------|
| Duties and taxes | 74.72 | 176.91 |
| Unpaid Dividend | 0.39 | 1.23 |
| Salary Payable | 13.27 | — |
| Other Liabilities | 18.75 | 28.87 |
| | <u>7,226.63</u> | <u>13,757.17</u> |

Note 9

Short Term Provisions

| | | |
|-------------------------------------|-------------|-------------|
| (a) Provision for Employee Benefits | | |
| - Leave Encashment | 1.63 | 1.23 |
| (b) Others | | |
| Provision for Taxation | 6.49 | 6.49 |
| | <u>8.12</u> | <u>7.72</u> |

Note 10

FIXED ASSET

(₹ In Lacs)

| Particulars | Gross Block | | | | Depreciation | | | | Net Block | |
|---|-----------------------|---|---|-----------------------|------------------|---------------|-----------|------------------------|------------------|------------------|
| | Cost as on 01.04.2012 | Additions & Adjustments during the year | Deletions & Adjustments during the year | Cost as on 31.03.2013 | As on 01.04.2012 | For the year | Deletions | Total as on 31.03.2013 | As on 31.03.2013 | As on 31.03.2012 |
| Tangible Assets | | | | | | | | | | |
| Land - freehold | 258.43 | — | 0.01 | 258.42 | — | — | — | — | 258.42 | 258.43 |
| Buildings roads and Structures | 494.28 | — | — | 494.28 | 226.48 | 9.89 | — | 236.37 | 257.91 | 267.80 |
| Plant and machinery (including office equipments) | 1,121.79 | 2.15 | — | 1,123.94 | 954.90 | 33.92 | — | 988.82 | 135.12 | 166.89 |
| Furniture and fixtures | 152.85 | — | — | 152.85 | 62.66 | 9.37 | — | 72.03 | 80.82 | 90.19 |
| Vehicles | 68.51 | — | — | 68.51 | 36.06 | 5.03 | — | 41.09 | 27.42 | 32.45 |
| Windmill | 768.02 | — | — | 768.02 | 456.46 | 79.41 | — | 535.87 | 232.15 | 311.56 |
| | <u>2,863.88</u> | <u>2.15</u> | <u>0.01</u> | <u>2,866.02</u> | <u>1,736.56</u> | <u>137.63</u> | <u>—</u> | <u>1,874.19</u> | <u>991.82</u> | <u>1,127.32</u> |
| Intangible Assets | | | | | | | | | | |
| Specialised Software | 42.23 | — | — | 42.23 | 42.15 | 0.04 | — | 42.19 | 0.04 | — |
| Technical Knowhow | 39.61 | — | — | 39.61 | 39.61 | — | — | 39.61 | — | 0.02 |
| Total (A): | <u>2,945.72</u> | <u>2.15</u> | <u>0.01</u> | <u>2,947.86</u> | <u>1,818.32</u> | <u>137.67</u> | <u>—</u> | <u>1,955.99</u> | <u>991.86</u> | <u>1,127.34</u> |
| Capital Work in Progress | | | | | — | — | — | — | 994.01 | 135.79 |
| Less: Provision for doubtful advances | — | — | — | — | — | — | — | — | 80.38 | 80.38 |
| Total (B): | <u>—</u> | <u>—</u> | <u>—</u> | <u>—</u> | <u>—</u> | <u>—</u> | <u>—</u> | <u>—</u> | <u>913.63</u> | <u>55.41</u> |
| Total (A + B): | <u>2,945.72</u> | <u>2.15</u> | <u>0.01</u> | <u>2,947.86</u> | <u>1,818.32</u> | <u>137.67</u> | <u>—</u> | <u>1,955.99</u> | <u>1,905.49</u> | <u>1,182.81</u> |
| Previous year | 3,563.25 | 19.88 | 637.41 | 2,945.71 | 1,749.30 | 140.37 | 71.35 | 1,818.32 | 1,182.81 | |

As at March 31, 2013
₹ in LacsAs at March 31, 2012
₹ in Lacs

Note 11

NON-CURRENT INVESTMENTS

At Cost

Equity Shares - Unquoted

Investment in associates

Dabri Properties & Trading Company Limited (Associate)-226,977
(226,977) fully paid equity shares of ₹10 each

22.50

22.50

Investment in subsidiary Company

Elpro Estates Limited
1,499,300 (1,499,300) Equity shares of ₹10 each fully paid
(Formerly known as Trump Properties Limited)

150.93

149.93

Investment in Other Unquoted Equity Shares

PNB Metlife India Insurance Company Private Limited—255,633,397
(255,633,397) fully paid equity shares of ₹10 each

26,864.77

26,864.77

The Saraswat Co-Op. Bank Limited - 2500 (2500) fully paid
equity shares of ₹ 10/- each

0.25

0.25

Total-Investment in Equity Shares Unquoted

27,038.45

27,037.45

Equity Shares - Quoted

— Financial Technologies Limited-440 (440) fully paid equity shares of ₹ 2 each

7.01

7.01

— ABB Limited- 50 (50) fully paid equity shares of ₹ 2 each

0.42

0.42

— Accurate Transformers Limited-50 (50) fully paid equity shares of ₹ 10 each

0.04

0.04

— Hubtown Limited-50 (50) fully paid equity shares of ₹ 10 each

0.26

0.26

— Adani Power Limited-200 (200) fully paid equity shares of ₹ 10 each

0.21

0.21

— Ansal Properties and Infrastructure Limited-50 (50)
fully paid equity shares of ₹ 5 each

0.04

0.04

— Atlas Copco (India) Limited-50 (50) fully paid equity shares of ₹ 10 each

0.44

0.44

— Alstom T & D Limited - 100 (100) Fully paid equity shares of ₹ 2 each

0.27

0.27

— BGR Energy Systems Limited-50 (50) fully paid equity shares of ₹ 10 each

0.26

0.26

— Bil Power Limited-100 (100) fully paid equity shares of ₹ 10 each

0.09

0.09

— Brigade Enterprises Limited-100 (100) fully paid equity shares of ₹ 10 each

0.07

0.07

— Crompton Greaves limited - 50(50) fully paid equity shares of ₹ 10 each

0.12

0.12

— DLF limited - 50(50) fully paid equity shares of ₹ 10 each

0.16

0.16

— Eclerx Services limited - 75(75) fully paid equity shares of rs. 10 each

0.25

0.25

— Elgi Equipments Limited-100 (100) fully paid equity shares of Re. 1 each

0.04

0.04

— Emco Limited-50 (50) fully paid equity shares of ₹ 2 each

0.04

0.04

— Futures Markets Network Limited - 2(2) fully paid equity shares of ₹ 10 each

—

—

— IMP Power Limited-50 (50) fully paid equity shares of ₹ 10 each

0.05

0.05

— Indo Tech Transformer Limited-50 (50) fully paid equity shares of ₹ 10 each

0.16

0.16

— Ingersoll Rand (India) Limited-50 (50) fully paid equity shares of ₹ 10 each

0.18

0.18

— Lancor Holdings Limited-50 (50) fully paid equity shares of ₹ 2 each

0.05

0.05

— Marico Limited-200 (200) fully paid equity shares of ₹ 1 each

0.21

0.21

— Mazda Limited-50 (50) fully paid equity shares of ₹ 10 each

0.05

0.05

— Omaxe Limited-50 (50) fully paid equity shares of ₹ 10 each

0.05

0.05

— Pantaloon Retail (India) Limited-50 (50) fully paid equity shares of ₹ 2 each

0.19

0.19

— Puravankara Projects Limited-50 (50) fully paid equity shares of ₹ 5 each

0.05

0.05

— Shree Renuka Sugars Limited-400 (400) fully paid equity shares of Re. 1 each

0.34

0.34

— Sunteck Realty Limited-50 (50) fully paid equity shares of ₹ 2 each

0.29

0.29

— Schneider Electric Infrastructure Limited-100 (100)
fully paid equity shares of ₹ 10 each

—

—

— Torrent Power Limited-100 (100) fully paid equity shares of ₹ 10 each

0.30

0.30

— Voltamp Transformers Limited-50 (50) fully paid equity shares of ₹ 10 each

0.44

0.44

Total-Investment in Equity Shares Quoted

12.11

12.11

| | As at March 31, 2013 ₹ in Lacs | As at March 31, 2012 ₹ in Lacs |
|---|-----------------------------------|-----------------------------------|
| Investment In Other Securities | | |
| Government Securities | | |
| - 6/7 year National Savings Certificate | 0.10 | 0.10 |
| - Kisan Vikas Patra | 0.11 | 0.11 |
| Mutual Funds | | |
| - Kotak Gilt Saving Growth Fund-2,107.89 (2,107.89) units | 0.43 | 0.43 |
| Total Investment in Other Securities | <u>0.64</u> | <u>0.64</u> |
| Total Investment | <u>27,051.20</u> | <u>27,050.23</u> |
| Book Value | | |
| Aggregate of Quoted Investments | 12.11 | 12.11 |
| Aggregate of Unquoted Investments | 27,039.09 | 27,038.09 |
| Total | <u>27,051.20</u> | <u>27,050.20</u> |
| Market Value | | |
| Aggregate of Quoted Investments | 7.45 | 7.05 |
| Total | <u>7.45</u> | <u>7.05</u> |
| Note 12 | | |
| Long Term Loans and Advances | | |
| (Unsecured, considered good unless otherwise stated) | | |
| Secutiry deposits | 16.10 | 13.11 |
| Escrow Depsoit | 66.95 | 42.84 |
| Advance Tax/DS/Refund due fro Income tax department | 148.62 | 117.78 |
| Mat Credit Entitlement | 20.59 | 20.59 |
| | <u>252.26</u> | <u>194.32</u> |
| Note 13 | | |
| Inventories | | |
| (at lower of the cost and rellazable value) | | |
| Raw Materials | 61.07 | 64.72 |
| Work-in Process | 45.14 | 39.64 |
| Work-in Progress- Project | 2454.56 | 2,698.39 |
| Land held as stock in trade | 0.95 | 0.95 |
| Stores, Spare Parts | 4.83 | 0.92 |
| | <u>2,566.55</u> | <u>2,804.62</u> |
| Note 14 | | |
| Trade Receivble | | |
| Outstanding for a period less than six months | | |
| Unsecured considered good | 506.40 | 214.80 |
| Outstanding for a period exceeding six months | | |
| Considered Good | 32.52 | 64.78 |
| Considered Doubtful | 89.16 | 89.16 |
| | <u>121.68</u> | <u>153.94</u> |
| Less: Provision for Doubtful debts | (89.16) | (89.16) |
| | <u>32.52</u> | <u>64.78</u> |
| Other Debts | | |
| Considered Good | 506.40 | 140.83 |
| Considered Doubtful | — | 0.00 |
| PV Claim Receivables | — | 9.17 |
| Total | <u>538.92</u> | <u>214.78</u> |

As at March 31, 2013
₹ in LacsAs at March 31, 2012
₹ in Lacs**Note 15****Cash and cash equivalents****Balances with Banks in :**

In Current Accounts

282.83

22.70

In Fixed Deposit Account

8.28

18.28

Cash in hand

1.03

0.62

292.1441.60**Note 16****Short-Term Loans and Advances****(Unsecured and Considered Good)**

Loans & Advances to Subsidiary

1209.90

711.93

Loans & Advances to others

26.56

24.36

Advance against purchase of TDR from related party

65.66

65.66

Other Advances

38.12

17.75

Advance to Suppliers

368.92

223.52

Balance with Customs, Excise, Vat and other authorities

43.94

41.09

Claims receivable

32.74

32.96

Advance to Gratuity Trust

7.10

6.83

Prepaid Expenses

9.26

—

1802.201124.10**Note 17****Revenue from Operations****Sale of Products**

Finished Goods & Services

2583.30

2,289.89

Income from Wind Mill

120.07

110.49

Income from lease Rentals

585.21

625.77

3,288.583,026.15**Export Turnover**

Finished Goods

162.78

162.73

3,451.363,188.88**Other Operating Revenue**

Sale of Scrap

0.15

0.15

Gross Revenue3,451.513,189.03**Less : Excise Duty**

51.18

44.00

Net Revenue3,400.323,145.02**Details of Product Sold**

Lightning Arresters

342.62

373.39

Varistors

97.23

111.86

Accessories & Others

73.90

82.22

Scrap Sales

0.15

0.15

Sale- Residential Flats

2,181.16

1,841.15

Details of Services rendered

Lease Rentals received

585.21

625.77

Windmill Income

120.07

110.49

Total3,400.323,145.03

As at March 31, 2013
₹ in LacsAs at March 31, 2012
₹ in Lacs**Note 18****Other Income****Interest Income on ;**

| | | |
|---|--------------|--------------|
| From Customers and Others | 39.35 | 57.80 |
| Net Gain / Loss on Foreign currency transaction | 3.85 | 5.87 |
| Dividend from current investments | 0.13 | 0.24 |
| Duty drawback | 3.02 | 3.55 |
| Sundry balances no longer required written back | 16.48 | — |
| Profit on Sale of Long Term Investments | — | 1.72 |
| Miscellaneous Receipts | — | 6.79 |
| | <u>62.83</u> | <u>75.97</u> |

Note 19**Change in Inventories of finished goods, work in progress and stock in trade****OPENING STOCKS**

| | | |
|----------------------------|--------------|--------------|
| Finished Goods | — | — |
| [Including Saleable Scrap] | — | — |
| Work - in - process | 39.64 | 50.98 |
| Stock in Trade | — | — |
| | <u>39.64</u> | <u>50.98</u> |

LESS: CLOSING STOCKS

| | | |
|----------------------------|--------------|--------------|
| Finished Goods | — | — |
| [Including Saleable Scrap] | — | — |
| Work - in - process | 45.14 | 39.64 |
| Stock in Trade | — | — |
| | <u>45.14</u> | <u>39.64</u> |

Net Change in Inventory

| | | |
|--|---------------|--------------|
| | <u>(5.50)</u> | <u>11.34</u> |
|--|---------------|--------------|

Note 20**Employee Benefits Expense**

| | | |
|--|--------------|--------------|
| Salaries, Wages and Allowances | 83.34 | 61.20 |
| Employer's Contribution to Provident Fund and other Fund | 1.01 | 6.02 |
| Gratuity & Leave Encashment Expenses | 4.76 | 4.15 |
| Staff Welfare/ Workmen Expenses | 1.90 | 0.04 |
| | <u>91.01</u> | <u>71.41</u> |

Note 21**Finance costs****Interest Expenses :**

| | | |
|-------------|--------|--------|
| Fixed Loans | 257.54 | 704.75 |
| Others | 767.58 | 706.29 |

Finance Charges :

| | | |
|---------------------------|-----------------|-----------------|
| Bank Charges & Commission | 31.29 | 15.05 |
| | <u>1,056.40</u> | <u>1,426.09</u> |

As at March 31, 2013
₹ in LacsAs at March 31, 2012
₹ in Lacs

Note 22

Other Expenses

MANUFACTURING, SELLING & DISTRIBUTION AND
ADMINISTRATIVE EXPENSES

| | | |
|---|---------------|---------------|
| Power and fuel (net of recoveries) | 29.46 | 27.42 |
| Travelling and conveyance | 16.77 | 15.16 |
| Foreign Travelling Expenses | 2.46 | 3.46 |
| Repairs to machinery | 12.21 | 10.28 |
| Repairs to building | — | 0.76 |
| Other repairs and maintenance | 19.43 | 9.10 |
| Insurance | 3.22 | 2.90 |
| Rent | 14.16 | 13.90 |
| Rates and taxes | 14.91 | 25.72 |
| Director's Fees | 0.97 | 1.13 |
| Penalties for late deliveries (net of recoveries) | 6.25 | 0.49 |
| Telephone Charges | 5.04 | 2.76 |
| Bad Debt Written off | 5.27 | 16.47 |
| Liquidated Damages paid | — | 1.00 |
| Legal and Professional charges | 98.87 | 173.12 |
| Freight outward (net of recoveries) | 4.75 | 5.04 |
| Compensation | — | 2.70 |
| Loss on Sale of Fixed Assets | — | 49.05 |
| Miscellaneous expenses | 71.89 | 123.69 |
| Share Issue Expenses | 8.00 | — |
| Total | 313.66 | 484.16 |

Note 23

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2013

1. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation of Financial Statements

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on an accrual basis and are in conformity with mandatory accounting standards, as prescribed by the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 1956 and guidelines issued by the Securities and Exchange Board of India (SEBI).

b. Use of Estimates

The preparation of the financial statements in conformity with GAAP requires Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosure relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provision for doubtful debts, future obligations under employee retirement benefit plans, income taxes and the useful lives of fixed assets and intangible assets.

Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ from these estimates.

c. Fixed Assets, Intangible Assets and Capital Work in Progress

Fixed assets and intangible assets are stated at cost of acquisition or construction less accumulated depreciation and impairment. Cost includes taxes, duties, freight and other incidental expense related to acquisition and installation. Borrowing costs attributable to acquisition, construction of qualifying asset (i.e. an asset requiring substantive period of time to get ready for intended use) are capitalized in accordance with the requirements of Accounting Standard 16(AS 16), "Borrowing Costs" mandated by Rule 3 of the Companies (Accounting Standards) Rules 2006.

Capital work in progress comprises of outstanding advances paid to acquire fixed assets and cost of fixed assets that are not yet ready for their intended use at the year end.

d. Depreciation and Amortisation

Depreciation is provided on straight line method, except for assets acquired prior to January 1, 1987 which are depreciated on reducing balance method, at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956 as applicable from time to time, except for assets costing less than ₹ 5,000 each which are fully depreciated in the year of purchase.

e. Assets Taken and Given on Lease

Assets taken on lease:

- i. In respect of finance lease arrangements, the assets are capitalized and depreciated. Finance charges are charged off to the Statement of Profit and Loss of the year in which they are incurred.
- ii. Operating lease payments are recognized as expenditure in the Statement of Profit and Loss on straight line basis, representative of the time pattern of benefits received from the use of the assets taken on lease.

Asset given on lease:

Lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

f. Investments

Long-term investments are valued at cost. Provision for diminution, if any, in the value of investments is made to recognise a decline, other than temporary.

Current investments are stated at the lower of cost and fair value, computed individually for each investment. In case of investments in mutual funds which are unquoted, net assets value is taken as fair value.

g. Inventories

Inventories are stated at the lower of cost and net realizable value. In determining the cost of loose tools, stores and spares, raw materials and components, the weighted average method is used. Cost of manufactured components, work in progress and manufactured finished goods include cost of conversion and other costs incurred in bringing the inventories to their present location and condition which is determined on absorption cost basis.

h. Inventories - Project in progress

Project in progress is valued at lower of cost or net realisable value. Cost includes cost of land, materials, construction, services, borrowing costs and other overheads relating to the particular projects.

i. Foreign exchange transactions

Transactions in foreign currencies are recorded at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognized in the Statement of Profit and loss account.

Foreign currency monetary assets and liabilities at the year end are translated at the year end exchange rates and resultant exchange differences are recognised in the Statement of Profit and Loss.

j. Revenue recognition

- i) Sale of goods is recognised on dispatch to customer and are recorded net of sale tax and excise duties and excludes export incentives such as duty drawbacks.
- ii) Rental income is recognised on accrual basis.
- iii) Income from Joint development of property will be recognized, when Sale Deed will be executed in favour of the third party.
- iv) Revenue from wind mill power project is recognised on the basis of actual power sold as per the terms of the power purchase agreements entered into with the respective parties.
- v) Income from projects is recognized on the transfer of all significant risks and rewards of ownership to the buyers and it is not unreasonable to expect ultimate collection and no significant uncertainty exists regarding the amount of consideration. However if, at the time of transfer, substantial acts are yet to be performed under the agreement, revenue is recognized on proportionate basis as the acts are performed, i.e. on the percentage of completion basis, subject to the actual cost incurred being at least 25% of the total estimated project cost involved and further subject to receipt of at least 20% of the total sales consideration. Determination of revenues under the percentage of completion method necessarily involves making estimates by the Company, some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project and the foreseeable losses to completion.

k. Research and development expenditure

Research and development expenditure, other than capital expenditure is expensed out as and when incurred.

l. Retirement benefits**- Gratuity:**

Liabilities with regard to the gratuity benefits payable in future are determined by actuarial valuation at each Balance Sheet date using the Projected Unit Credit Method and contributed to Employees Gratuity Fund managed by Life Insurance Corporation of India. Actuarial gains and losses arising from changes in actuarial assumptions are recognized in the Statement of Profit and Loss in the period in which they arise.

- Leave encashment

The Company provides for the encashment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment/availment. The liability is provided based on the number of days of unutilized leave at each balance sheet date on the basis of an independent actuarial valuation.

- Provident fund

Provident fund contributions are made to a trust administered by the Company and are charged to the Statement of Profit and Loss. The Company has an obligation to make good the shortfall if any, between return of investment by the trust and government administered interest rate.

m. Provisions

Provision is made when there is present obligation as a result of a past event that probably requires an outflow of economic resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made, when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Liquidated damages/penalties are provided for meeting the obligations arising from delay in contractual delivery schedules.

Provision for probable warranty claim is based on Management's estimate and judgment and is provided as a percentage of average claims of past three years for average warranty period of 18 months.

n. Accounting for Taxes on Income

Provision for current tax is made, based on the tax payable under the Income Tax Act, 1961. Minimum Alternative Tax (MAT) credit, which is equal to the excess of MAT (calculated in accordance with provisions of section 115JB of the Income tax Act, 1961) over normal income-tax is recognized as an asset by crediting the Statement of Profit and Loss only when and to the extent there is convincing evidence that the Company will be able to avail the said credit against normal tax payable during the period of ten succeeding assessment years.

Deferred tax on timing differences between taxable income and accounting income is accounted for, using the tax rates and the tax laws enacted or substantially enacted as on the balance sheet date. Deferred tax assets on unabsorbed tax losses and unabsorbed tax depreciation are recognised only when there is a virtual certainty of their realisation. Other deferred tax assets are recognised only when there is a reasonable certainty of their realisation.

o. Impairment

The Company reviews the carrying value of tangible and intangible assets for any possible impairment at each balance sheet date. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. In assessing the recoverable amount, the estimated future cash flows are discounted to their present value at appropriate discount rates.

p. Contingent liabilities

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within control of the Company. A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation at the year end date. Contingent assets are not recognized or disclosed in the financial statements.

q. Segment Reporting

Segments have been identified having regard to the dominant source and nature of risks and returns and the internal organisation and management structure. Inter-segment revenue is accounted on the basis of market price. Unallocated corporate expenses include revenue and expenses which relate to the enterprise as a whole and are not attributable to segments.

r. Borrowing Costs

Borrowing Costs that are attributable to the acquisition, construction or production of a qualifying asset is capitalized as part of the cost of that asset. Other borrowing costs are recognized as expense in the period in which they are incurred.

| | 2012-13 ₹ In Lacs | 2011-12 ₹ In Lacs |
|--|--------------------------|--------------------------|
| 2. i. Estimated amount of contracts remaining to be executed on capital account and not provided for | — | — |
| ii. Contingent liabilities not provided for: | | |
| a. Income tax matters in dispute at various stages of appeal | 24.66 | 24.66 |
| b. Excise duty | 9.75 | 9.75 |
| c. Service tax | NIL | 4.75 |
| d. Employee related matters | Amount not ascertainable | Amount not ascertainable |
| e. Sales tax matters | 18.18 | 18.18 |
| f. Other matters | 38.30 | 38.30 |
| g. Bank guarantees (secured by hypothecation of current assets) | 27.17 | 16.92 |
| h. Corporate guarantee to Bank (Secured by mortgage of land) | 3,650.00 | NIL |
| i. Corporate Guarantee to Bank | NIL | 5,000.00 |
| 3. Miscellaneous expenses include Auditors' remuneration: | | |
| Audit fees | 5.67 | 3.50 |
| 4. Earning in foreign currency on account of: | | |
| Exports of F.O.B. basis | 160.01 | 162.74 |
| 5. Value of Imports on CIF Basis | | |
| Raw Material | 11.50 | 32.99 |
| 6. Value of Imported and indigenous raw materials and components consumed (**) | | |

| | 2012-13 | | 2011-12 | |
|-----------------------|-----------|--------|-----------|--------|
| | ₹ In Lacs | % | ₹ In Lacs | % |
| Imported | 13.01 | 5.98 | 35.56 | 15.43 |
| Indigenously procured | 204.49 | 94.02 | 194.87 | 84.57 |
| | 217.50 | 100.00 | 230.43 | 100.00 |

(**) "Spare parts and components" referred to in para 4D(c) of Schedule VI to the Companies Act, 1956 have been interpreted to mean the items incorporated in the finished goods for sale and not those issued for repairs and maintenance of plants and machinery.

7. There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2013. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

8. Break up of Deferred Tax Asset / Liability (net)

| | 2012-13 ₹ In Lacs | 2011-12 ₹ In Lacs |
|---|----------------------|----------------------|
| i. Break-up of deferred tax liability as at March 31, 2013 | | |
| Additional depreciation on fixed assets for tax purposes due to higher tax depreciation rates. | 168.84 | 202.22 |
| Total deferred tax liability | 168.84 | 202.22 |
| ii. Break-up of deferred tax asset as at March 31, 2013 | | |
| Provision for doubtful debts/advances that are deducted for tax purposes when written off. | 53.79 | 53.79 |
| On provision for employee benefits / voluntary retirement scheme compensation | 2.26 | 3.03 |
| On other items | — | — |
| On unabsorbed depreciation allowance and brought forward business loss (to the extent of residual deferred tax liabilities) | 112.79 | 145.40 |
| Deferred tax asset | 168.84 | NIL |
| Net deferred tax liability /(asset) (Net) | NIL | NIL |

Note:

As at March 31, 2013, the Company has carried forward losses and unabsorbed depreciation under the Tax Laws. As a matter of prudence the Company has recognized deferred tax assets only to the extent of deferred tax liabilities as at March 31, 2013.

9. Warranty provision

| | 2012-13 ₹ In Lacs | 2011-12 ₹ In Lacs |
|--|----------------------|----------------------|
| Carrying amount as at the beginning of the year | 4.54 | 4.54 |
| Additional provision made during the year | — | — |
| Amount used during the year | — | — |
| Unused amount reversed during the year | — | — |
| Carrying amount as at the end of the year | 4.54 | 4.54 |

10. Project cost includes

| Particulars | 2012-13 ₹ In Lacs | 2011-12 ₹ In Lacs |
|--------------------------------------|----------------------|----------------------|
| Materials and labour cost | 847.86 | 831.21 |
| Consultant and professional expenses | 122.42 | 117.87 |
| Other direct development expenses | 313.42 | 226.04 |
| Totals | 1,283.69 | 1,175.12 |

11. Derivative transactions

The Company has not entered into any derivative contracts to hedge its foreign currency risk. The net unhedged foreign currency exposure as at the year-end amounted to USD 0.78 Lacs (Previous year USD 0.72 lacs).

12. Investments made in PNB MetLife India Insurance Company Limited are long term in nature. In the Opinion of the management the realisable value of these investments is more than the book value as at March 31, 2013.

13. Related party disclosures

(a) Names of related parties and nature of relationship where transactions have taken place during the year.

| | |
|---|--|
| 1. IGE (India) Pvt Ltd. | Promoter Company |
| 2. International Conveyors Limited | Promoter Company |
| 3. Mr. Surbhl Dabriwala | Promoter Director |
| 4. Mr. Rajendra Kumar Dabriwala | Promoter |
| 5. Rajendra Kumar Dabriwala & Sons (HUF) | Promoter |
| 6. Mrs Yamini Dabriwala | Promoter |
| 7. Mrs Indu Dabriwala | Promoter |
| 8. Elpro Estate Limited (Formerly known as Trump Properties Limited) | Subsidiary |
| 9. Dabri Properties & Trading Co. Ltd. | Associate |
| 10. Faridabad Capital Holdings Private Limited | Enterprise over which promoter/ company exercise significant influence |
| 11. RCA Limited | Promoter Company |
| 12. International Belting Limited | Enterprise over which promoter exercise significant influence |

(b) Nature and volume of transactions during the year with the above related parties were as follows:

i) Promoter Company: IGE (India) Pvt. Ltd.

| Nature of transactions | March 31, 2013 (₹ in Lacs) | March 31, 2012 (₹ in Lacs) |
|--|-------------------------------|-------------------------------|
| Transactions during the year | | |
| 1) ICD received | 5,700.00 | 11,102.53 |
| 2) Repayment made on ICD's taken | 1,319.98 | 10,942.38 |
| 3) Interest expense (Net of TDS) | 197.09 | 86.87 |
| 4) Rent and other expenses | 23.61 | 21.28 |
| 5) Refund of Equity share application | — | 8,700.00 |
| 6) Interest Income | — | 1.16 |
| 7) Advance against Flat booking | — | 5,300.00 |
| 8) Advance against Flat booking (Refunded) | (5,000.00) | — |
| 9) Preference Shares Issued. | 5,000.00 | — |
| Balances | | |
| 1) Payable/(Receivable) (Including interest) | 5,477.07 | 981.16 |
| 2) Maximum Balances during the year | 5,492.52 | 1,328.45 |
| 3) Corporate guarantee | — | 5,000.00 |

ii) Promoter Company : International Conveyors Ltd.

| Nature of transactions | March 31, 2013 (₹ in Lacs) | March 31, 2012 (₹ in Lacs) |
|---|-------------------------------|-------------------------------|
| Transactions during the year | | |
| 1) ICD received | 645.00 | 5,030.00 |
| 2) Repayment made on ICD's taken | 2,335.61 | 4,603.00 |
| 3) Interest expense on ICD (Net of TDS) | 123.83 | 479.67 |
| 4) Advance received against lease deposit | — | 3,000.00 |
| 5) Refund of Advance received against lease deposit | 3,000.00 | — |
| 6) Refund of Equity share application | — | 2,600.00 |
| 7) Preference Shares Issued | 3,000.00 | — |
| Balances | | |
| 1) Payable | — | 1,566.78 |
| 2) Maximum Balance during the year | 1,566.78 | 4,318.08 |

| | | |
|--|-----------------------|-----------------------|
| iii) Promoter Director : Mr. Surbhit Dabriwala | | |
| Nature of transactions | March 31, 2013 | March 31, 2012 |
| | (₹ in Lacs) | (₹ in Lacs) |
| Transactions during the year | | |
| 1) Director's Sitting Fees | 0.04 | 0.09 |
| 2) Purchase of Shares of Elpro Estates Ltd. (Subsidiary) | 0.20 | — |
| Balances | | |
| 1) Payable | — | — |
| 2) Maximum Balance during the year | 0.20 | — |
| iv) Promoter : Mr. Rajendra Kumar Dabriwala | | |
| Nature of transactions | March 31, 2013 | March 31, 2012 |
| | (₹ in Lacs) | (₹ in Lacs) |
| Transactions during the year | | |
| 1) Director's Sitting fees | 0.11 | 0.26 |
| 2) Loan received | — | 225.00 |
| 3) Repayment made on Loan taken | — | 150.00 |
| 4) Interest expense on Loan (Net of TDS) | 7.26 | 6.29 |
| 5) Share Application Money Refund | — | 225.00 |
| 6) Advance received against booking of flat | 10.05 | 10.05 |
| 7) Purchase of Shares of Elpro Estates Ltd. (Subsidiary) | 0.20 | — |
| Balances | | |
| 1) Payable | 97.97 | 90.71 |
| 2) Maximum Balance during the year | 97.97 | 225.00 |
| v) Promoter : Rajendra Kumar Dabriwala & Sons HUF | | |
| Nature of transactions | March 31, 2013 | March 31, 2012 |
| | (₹ in Lacs) | (₹ in Lacs) |
| Transactions during the year | | |
| 1) Purchase of Shares of Elpro Estates Ltd. (Subsidiary) | 0.20 | — |
| Balances | | |
| 1) Payable | — | — |
| 2) Maximum Balance during the year | 0.20 | — |
| vi) Promoter : Mr. Yamini Dabriwala | | |
| Nature of transactions | March 31, 2013 | March 31, 2012 |
| | (₹ in Lacs) | (₹ in Lacs) |
| Transactions during the year | | |
| 1) Share Application Money Refunded | — | 590.00 |
| 2) Sale of Fixed Asset (Flat) | — | 517.01 |
| 3) Purchase of Shares of Elpro Estates Ltd. (Subsidiary) | 0.20 | — |
| Balances | | |
| 1) Payable | — | — |
| 2) Maximum Balance during the year | — | 590.00 |
| vii) Promoter : Mr. Indu Dabriwala | | |
| Nature of transactions | March 31, 2013 | March 31, 2012 |
| | (₹ in Lacs) | (₹ in Lacs) |
| Transactions during the year | | |
| 1) Loan Received | — | 150.00 |
| 2) Refund of Loan | 28.00 | 25.00 |
| 3) Interest Expense | 12.88 | 10.32 |
| 4) Purchase of Shares of Elpro Estates Ltd. (Subsidiary) | 0.20 | — |
| Balances | | |
| 1) Payable | 117.87 | 134.28 |
| 2) Maximum Balance during the year | 134.28 | 150.00 |

viii) Subsidiary : Elpro Estates Limited (Formerly Known as Trump Properties Limited)

| Nature of transactions | March 31, 2013 (₹ in Lacs) | March 31, 2012 (₹ in Lacs) |
|--------------------------------------|-------------------------------|-------------------------------|
| Transactions during the year | | |
| 1) Advance Paid as per JDA agreement | 497.98 | 198.61 |
| 2) Refund Received | — | 47.97 |
| Balances | | |
| 1) Receivable | 1,209.90 | 711.92 |
| 2) Maximum Balance during the year | 1,209.90 | 711.92 |

ix) Enterprise over which promoter exercise significant influence: Faridabad Capital Holding Pvt. Ltd.

| Nature of transactions | March 31, 2013 (₹ in Lacs) | March 31, 2012 (₹ in Lacs) |
|---|-------------------------------|-------------------------------|
| Transactions during the year | | |
| 1) Sale of Flat | 56.81 | — |
| 2) Reimbursement received against expenses incurred | 3.39 | — |
| Balances | | |
| 1) Advance received against flat booking | 138.70 | 198.49 |
| 2) Maximum Balance during the year | 198.49 | 198.49 |

x) Promoter Company: RCA Limited

| Nature of transactions | March 31, 2013 (₹ in Lacs) | March 31, 2012 (₹ in Lacs) |
|--|-------------------------------|-------------------------------|
| Transactions during the year | | |
| 1) ICD Received | 800.00 | 1,000.00 |
| 2) Interest Expense (Net of TDS) | 127.47 | 50.05 |
| 3) Repayment of ICD | 1,580.00 | 10.00 |
| 4) Refund of Share Application Money | — | 400.00 |
| Balances | | |
| 1) Payable | 337.47 | 990.00 |
| 2) Maximum Balance payable during the year | 1,540.00 | 990.00 |

xi) Enterprise over which Promoter exercise Significant influence: International Belting Limited

| Nature of transactions | March 31, 2013 (₹ in Lacs) | March 31, 2012 (₹ in Lacs) |
|--|-------------------------------|-------------------------------|
| Transactions during the year | | |
| 1) ICD Received | 550.00 | — |
| 2) Repayment of ICD | 125.00 | — |
| 3) Interest Expense (Net of TDS) | 5.77 | — |
| Balances | | |
| 1) Payable | 431.74 | 0.97 |
| 2) Maximum Balance payable during the year | 550.97 | 0.97 |

14. Earning per share

| | 2012-13 | 2012-13 |
|--|---------|----------|
| Profit / (Loss) after tax and exceptional items (₹ in Lacs) | 668.70 | (203.20) |
| Weighted average number of equity shares used for calculating basic earnings per share | 4611677 | 4611677 |
| Weighted average number of equity shares used for calculating diluted earnings per share | 4611677 | 4611677 |
| Face value of Equity Shares (in ₹) | 10.00 | 10.00 |
| Earning per share- Basic & Diluted (in ₹) | 14.50 | (4.41) |

15. Segment information

a) Primary Business Information (Business Segments)

These business segments represent primary basis of information set out in the financial statements. In accordance with the Accounting Standard 17, 'Segment Reporting', the Segment Information for the year ended March 31, 2013 is given as follows:

| | ₹ In Lacs | | | | |
|--|-----------------------|-------------|---------------------|----------|-------------|
| | Electrical Equipments | Real Estate | Investment Activity | Others | Elimination |
| SEGMENT REVENUE | | | | | |
| External Sales | 513.88 | 2,766.37 | — | 120.07 | — |
| | (567.61) | (2,466.92) | (—) | (110.49) | (—) |
| Inter - segment Sales | — | — | — | — | — |
| | (—) | (—) | (—) | (—) | (—) |
| Revenue | | | | | |
| | | | | | |
| RESULT | | | | | |
| Segment result | 113.63 | 1,477.28 | — | 32.24 | — |
| | (136.53) | (1,324.59) | (—) | (22.25) | (—) |
| Unallocated corporate income (net of unallocable expenses) | | | | | |
| | | | | | |
| Operating Profit/(Loss) before Finance Cost & Exceptional item | | | | | |
| | | | | | |
| Exceptional item | | | | | |
| | | | | | |
| Operating Profit/(Loss) after Exceptional item | | | | | |
| | | | | | |
| Finance Cost | | | | | |
| | | | | | |
| Profit/(Loss) before Tax & Prior period expense | | | | | |
| | | | | | |
| Prior Period Expenses | | | | | |
| | | | | | |
| Profit/(Loss) before Tax & after Prior Period expense | | | | | |
| | | | | | |
| Income taxes / Deferred tax Reversal | | | | | |
| | | | | | |
| Net Profit/ (Loss) after tax | | | | | |
| | | | | | |
| Other information | | | | | |
| Segment Assets | 551.15 | 4,495.62 | 27,051.20 | 232.12 | — |
| | (617.40) | (3,211.00) | (27,050.20) | (324.34) | (—) |
| Unallocated corporate Assets | | | | | |
| | | | | | |

| | Electrical Equipments | Real Estate | Investment Activity | Others | Elimination | Total |
|---|-----------------------|-------------|---------------------|----------|-------------|-------------|
| Total Assets | | | | | | 34,408.76 |
| | | | | | | (32,612.44) |
| Segment liabilities | 271.56 | 5,559.14 | 5,000.00 | 83.53 | — | 10,914.23 |
| | (347.61) | (18,351.61) | (—) | (206.34) | (—) | (18,905.55) |
| Unallocated corporate liabilities | | | | | | 7,699.91 |
| | | | | | | (6,580.95) |
| Total liabilities | | | | | | 18,614.14 |
| | | | | | | (25,486.51) |
| Capital Expenditure | 0.09 | — | — | — | — | — |
| | (—) | (—) | (—) | (—) | (—) | (—) |
| Unallocated capital Expenditure | | | | | | 2.06 |
| | | | | | | (19.88) |
| Total capital expenditure | | | | | | 2.15 |
| | | | | | | (19.88) |
| Depreciation | 38.32 | 9.83 | — | 79.41 | — | 127.57 |
| | (39.90) | (9.53) | (—) | (79.63) | (—) | (129.06) |
| Unallocated Depreciation | | | | | | 10.10 |
| | | | | | | (11.30) |
| Total Depreciation | | | | | | 137.67 |
| | | | | | | (140.36) |
| Non cash expenses other than depreciation | 4.34 | 117.43 | — | — | — | — |
| | (—) | (—) | (—) | (—) | (—) | (—) |
| Unallocated Non cash expenses other than depreciation | — | — | — | — | — | 8.89 |
| | (—) | (—) | (—) | (—) | (—) | (—) |

b) Secondary Segment – Geographical Segments

| Particulars | ₹ In Lacs | | |
|---|-------------|----------|-------------|
| | Domestic | Export | Total |
| Segment revenue by geographical area | | | |
| Based on geographical location of customers | 3,237.54 | 162.78 | 3,400.32 |
| (Including net sales, services etc.) | (2,982.28) | (162.74) | (3,145.02) |
| Segment Assets by geographical area | 34,366.11 | 42.64 | 34,408.76 |
| | (32,585.61) | (26.83) | (32,612.44) |
| Capital Expenditure | 2.15 | — | 2.15 |
| | (19.88) | (—) | (19.88) |

Note:

- Corresponding figures in bracket pertains to previous year.
- Segment assets include all operating assets used by the segment and consist primarily of debtors, current assets and fixed assets net of provisions and allowances. Segment liabilities include all operating liabilities and consist principally of creditors and other payables. Items that relate to the enterprise as a whole or at the corporate level not attributable to a particular segment are included under "unallocated".
- The Real Estate segment includes Lease rental income and Development of Real Estate Projects
- Electrical equipments segment includes manufacturing and sales of lightning arrester, varistor, Secondary surge arresters, Discharge Counter. "Others" represents income generated from windmill.

19. Operating leases:

- i) The Company's significant leasing arrangements are in respect of operating leases for premises (sheds and office, etc.). These leasing arrangements, which are non-cancelable range between 11 months and 8 years generally and are usually renewable by mutual consent on mutually agreeable terms. Aggregate lease rentals receivable are recognised as Rent in Schedule XV.

- ii) Other disclosures in respect of Building assets given on operating lease

| Buildings | 2012-13 (₹In Lacs) | 2011-12 (₹In Lacs) |
|---|-----------------------|-----------------------|
| Gross block | 180.50 | 180.50 |
| Accumulated depreciation | 52.35 | 48.43 |
| Depreciation recognized during the year | 3.92 | 3.92 |
| Lease Rental Receipt for the year | 585.21 | 625.77 |
| Future minimum lease rentals Receipts not later than one year | 704.30 | 596.87 |
| Later than one year but not later than five years | 1,313.89 | 1,226.30 |

- iii) Other disclosures in respect of assets taken on operating lease.

The Company has entered into Operating Lease arrangements towards use of office facilities. The minimum future payments during non-cancelable period under the foregoing arrangements in the aggregate for each of the following period is as follows:

| | 2012-13 (₹In Lacs) | 2011-12 (₹In Lacs) |
|--|-----------------------|-----------------------|
| Lease rental payments for the year | 16.99 | 18.64 |
| Future minimum lease rentals payments payable | | |
| — Not later than one year | 17.46 | 15.82 |
| — Later than one year but not later than five years | NIL | NIL |

- iv) There are no dues payable to the Investor Education and Protection Fund as at March 31, 2013.

20. The Company has its own Provident fund trust covering the employees of Elpro International Limited and as the fund would have to meet any Interest shortfall, it is to be construed as a defined benefit plan in terms of recent Accounting Standards Board (ASB) guidance on implementing AS 15 (Revised 2005) issued by the ICAI. However, in the absence of guidance note from the Actuarial Society of India, the Company's actuary has expressed his inability to reliably measure the provident fund liability. Accordingly, the Company has accounted for the same as a defined contribution plan.

21. The following table sets forth the funded status of the plan assets and the amounts relating to gratuity and Leave encashment recognized in the Company's Financial as at March 31, 2013.

A. Gratuity benefits:

| 1. Assumptions | As on 31.03.13 | As on 31.03.12 |
|--|-------------------------------------|-------------------------------------|
| Discount | 8.00 % | 8.00% |
| Salary Escalation | 5.00% | 5.00% |
| 2. Table showing changes in present value of Obligation | ₹ In Lacs As on 31.03.13 | ₹ In Lacs As on 31.03.12 |
| Present value of obligations at the beginning of year | 12.76 | 12.89 |
| Interest cost | 1.02 | 1.03 |
| Current service cost | 2.27 | 2.45 |
| Benefits paid | — | (2.03) |
| Actuarial (gain)/loss of obligations | 0.83 | (1.58) |
| Present value of obligations as at end of year | 16.88 | 12.76 |

| | | |
|---|---|---|
| 3. Table showing changes in the fair value of plan assets | ₹ In Lacs As on 31.03.13 | ₹ In Lacs As on 31.03.12 |
| Fair value of plan assets at beginning of year | 17.12 | 17.64 |
| Expected return on plan assets | 1.37 | 1.52 |
| Contributions | — | — |
| Benefits paid | — | (2.03) |
| Actuarial Gain/(Loss) on plan assets | — | — |
| Fair value of plan assets at the end of year | 18.49 | 17.13 |
| 4. Table showing fair value of plan assets | ₹ In Lacs As on 31.03.13 | ₹ In Lacs As on 31.03.12 |
| Fair value of plan assets at beginning of year | 17.12 | 17.63 |
| Actual return on plan assets | 1.37 | 1.51 |
| Contributions | — | — |
| Benefits paid | — | (2.03) |
| Fair value of plan assets at the end of year | 18.49 | 17.12 |
| Funded status | 1.61 | 4.36 |
| Excess of actual over estimated return on plan assets | — | — |
| (Actual rate of return = Estimated return as ARD falls on 31 st March 2013) | | |
| 5. Actuarial Gain/Loss recognized | ₹ In Lacs As on 31.03.13 | ₹ In Lacs As on 31.03.12 |
| Actuarial (Gain)/Loss for the year – obligations | 0.83 | 1.58 |
| Actuarial (Gain)/Loss for the year – plan assets | — | — |
| Total (Gain)/Loss for the year | 0.83 | 1.58 |
| Actuarial (Gain)/Loss recognized in the year | 0.83 | 1.58 |
| 6. The amounts to be recognized in the Balance Sheet and Statements of Profit & Loss Account | ₹ In Lacs As on 31.03.13 | ₹ In Lacs As on 31.03.12 |
| Present Value of obligations as at the end of year | 16.88 | 12.76 |
| Fair value of plan assets as at the end of the year | 18.49 | 17.12 |
| Funded status | 1.61 | 4.37 |
| Net assets/ (Liability) recognized in the year | 1.61 | 4.37 |
| 7. Expenses recognized in statement of Profit & Loss Account | ₹ In Lacs As on 31.03.13 | ₹ In Lacs As on 31.03.12 |
| Current service cost | 2.27 | 2.45 |
| Interest cost | 1.02 | 1.03 |
| Expected return on plan assets | (1.37) | (1.52) |
| Net Actuarial (gain) / loss recognized in the year | 0.83 | (1.58) |
| Expenses recognized in statement of Profit & Loss Account | 2.75 | 0.38 |

B Leave encashment:**1. Actuarial Assumptions**

| | As on 31.03.13 | As on 31.03.12 |
|-------------------|----------------|----------------|
| Discount | 8.0% | 8.0% |
| Salary Escalation | 5.0% | 5.0% |

2. Table showing changes in present value of Obligation

| | ₹ In Lacs As on 31.03.13 | ₹ In Lacs As on 31.03.12 |
|---|-----------------------------|-----------------------------|
| Present value of obligations at the beginning of year | 4.90 | 5.06 |
| Interest cost | 0.39 | 0.40 |
| Current service cost | 2.15 | 1.59 |
| Benefits paid | (3.13) | — |
| Actuarial (gain)/loss of obligations | 2.22 | — |
| Present value of obligations as at end of year | 6.53 | 4.90 |

3. Amount recognized in the Balance Sheet

| | ₹ In Lacs As on 31.03.13 | ₹ In Lacs As on 31.03.12 |
|--|-----------------------------|-----------------------------|
| Liability at the end of the year | 6.53 | 4.90 |
| Fair value of plan assets at the end of the year | — | — |
| Difference | 6.53 | 4.90 |
| Unrecognised past service cost | — | — |
| Amount recognized in the Balance Sheet | 6.53 | 4.90 |

4. Expenses recognized in the Income Statement

| | ₹ In Lacs As on 31.03.13 | ₹ In Lacs As on 31.03.12 |
|---|-----------------------------|-----------------------------|
| Current service cost | 2.15 | 1.59 |
| Interest cost | 0.39 | 0.40 |
| Expected return on plan assets | — | — |
| Net actuarial (gain) / loss to be recognized | 2.22 | — |
| Expenses recognized in Statement of Profit and Loss | 4.76 | — |

22. The Company has appointed Mr.Suresh Savalia as a Company Secretary of the Company as per section 383A of the Companies Act, 1956.

23. Previous year's figures have been shown in brackets and have been regrouped wherever necessary to conform to current year's classification.

Signatures to Notes 1-23

TODARWAL & TODARWAL
Chartered Accountants
ICAI Reg. No. : 111009W

Sunil L. Todarwal
Partner
M.No. 32512
Place : Mumbai
Date : 30th May,2013

For on behalf of Board of Directors

| | | |
|-------------------------------------|-------------------------|---------------------------|
| Suresh Savalia Company Secretary | Anil Poddar Director | R.S.Dabriwala Chairman |
| Place : Mumbai | | |
| Date : 30th May,2013 | | |

AUDITORS' REPORT

To the Board of Directors of Elpro International Limited

Report on the Consolidated Financial Statements

1. We have audited the attached consolidated financial statements of Elpro International Limited ('the Company') and its subsidiary (hereinafter referred to as the 'Group'), which comprise the Consolidated Balance Sheet as at March 31, 2013, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

2. Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India including Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ('the Act'). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.
5. We report that the Consolidated Financial Statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements and Accounting Standard (AS) 23, Accounting for Investments in Associates in Consolidated Financial Statements, notified under sub-section 3C of Section 211 of the Companies Act, 1956.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of the reports of the other auditors on the financial statements / consolidated financial statements of the subsidiaries and associates as noted below, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2013;
 - (b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date and
 - (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matters

7. We did not audit the financial statements of a subsidiary company included in the consolidated financial statements, which constitute total assets of ₹ 4628.60 lacs and net worth of ₹ 2919.75 lacs as at March 31, 2013, total revenue Nil, net loss of ₹ 105.71 lacs and net cash inflow amounting to ₹ 11.55 lacs for the year then ended. This financial statement has been audited by other auditor whose report has been furnished to us, and our opinion on the consolidated financial statements to the extent they have been derived from such financial statements is based solely on the report of the other auditor.
8. We did not audit the financial statements of an associate company where in the Group share of profit for the year aggregate to ₹ 1.34 lacs. The financial statement has been audited by other auditor whose report has been furnished to us, and our opinion on the consolidated financial statements to the extent they have been derived from such financial statements is based solely on the report of the auditor.

For and on behalf of
TODARWAL & TODARWAL
 Chartered Accountants
 ICAI Registration No. 111009W

Sunil L.Todarwal
 Partner
 Membership No: 32512

Place : Mumbai
 Date : 30th May 2013

| | Note No. | As at March 31, 2013 | | As at March 31, 2012 | |
|---|----------|----------------------|------------------|----------------------|------------------|
| | | (₹ In Lacs) | (₹ In Lacs) | (₹ In Lacs) | (₹ In Lacs) |
| I. EQUITY & LIABILITIES | | | | | |
| 1 SHARE HOLDER'S FUND | | | | | |
| (a) Share Capital | 1 | 861.17 | | 461.17 | |
| (b) Reserves and Surplus | 2 | 17,357.00 | | 9,150.03 | |
| | | | 18,218.17 | | 9,611.20 |
| 2 Minority Interest | | | 428.68 | | 439.65 |
| 3 Capital Reserve on consolidation | | | 7.35 | | 7.35 |
| 4 NON-CURRENT LIABILITIES | | | | | |
| (a) Long Term Borrowings | 3 | 1,688.57 | | 1,781.22 | |
| (b) Other Long Term Liabilities | 4 | 2,323.52 | | 5,189.90 | |
| (c) Long Term Provision | 5 | 9.44 | | 8.21 | |
| | | | 4,021.53 | | 6,979.33 |
| 5 CURRENT LIABILITIES | | | | | |
| (a) Short Term Borrowings | 6 | 7,402.44 | | 4,442.46 | |
| (b) Trade Payables | 7 | 425.78 | | 770.87 | |
| (c) Other Current Liabilities | 8 | 7,255.21 | | 13,767.59 | |
| (d) Short term Provisions | 9 | 8.12 | | 7.72 | |
| | | | 15,091.55 | | 18,988.64 |
| TOTAL | | | <u>37,767.28</u> | | <u>36,026.17</u> |
| II ASSETS | | | | | |
| 1 NON-CURRENT ASSETS | | | | | |
| (a) Fixed assets | | | | | |
| (i) Tangible assets | 10 | 999.54 | | 1,136.99 | |
| (ii) Intangible Assets | | 3.84 | | 6.43 | |
| (iii) Capital Work in Progress | | 5,278.77 | | 4,007.22 | |
| | | 6,282.15 | | 5,150.64 | |
| (b) Goodwill on Consolidation | | 73.84 | | 73.68 | |
| (c) Non-current Investments | 11 | 26,917.17 | | 26,915.83 | |
| (d) Deferred Tax asset (net) | | 90.47 | | 57.97 | |
| (e) Long-term loans and advances | 12 | 386.08 | | 339.70 | |
| | | | 33,749.71 | | 32,537.82 |
| 2 CURRENT ASSETS | | | | | |
| (a) Inventories | 13 | 2,566.55 | | 2,804.62 | |
| (b) Trade receivables | 14 | 551.04 | | 226.45 | |
| (c) Cash and cash equivalents | 15 | 304.87 | | 42.78 | |
| (d) Short-term loans and advances | 16 | 595.10 | | 414.50 | |
| | | | 4,017.56 | | 3,488.35 |
| TOTAL | | | <u>37,767.28</u> | | <u>36,026.17</u> |

Summary of Significant Accounting Policies 23

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

As per our Report of even date attached

For on behalf of Board of Directors

TODARWAL & TODARWALChartered Accountants
ICAI Reg. No. : 111009W**For Elpro International Limited**Sunil L. Todarwal
Partner
M.No. 32512
Place : Mumbai
Date : 30th May, 2013

Director/

Suresh Savalia
Company SecretaryAnil Poddar
DirectorR.S.Dabhiwala
ChairmanPlace : Mumbai
Date : 30th May, 2013

**CONSOLIDATED STATEMENT FOR PROFIT AND LOSS
FOR THE YEAR ENDED MARCH 31, 2013**

Annual Report 2012-13

| | Note No. | For the year ended March 31, 2013 (₹ In Lacs) | For the year ended March 31, 2012 (₹ In Lacs) |
|---|----------|---|---|
| I. INCOME | | | |
| Revenue from Operations (gross) | 17 | 3,451.50 | 3,189.03 |
| Less: Excise Duty | | 51.18 | 44.00 |
| Revenue from Operations (net) | | 3,400.32 | 3,145.03 |
| II. Other Income | 18 | 62.83 | 77.29 |
| III. Total Revenue (I + II) | | 3,463.15 | 3,222.32 |
| IV. EXPENSES | | | |
| (a) Cost of materials consumed | | 217.50 | 230.43 |
| (b) Project Cost | | 1,283.69 | 1,175.12 |
| (c) Changes in Inventories of finished goods, Work in Progress and Stock in Trade | 19 | (5.50) | 11.34 |
| (d) Employee benefits expense | 20 | 103.45 | 83.44 |
| (e) Finance costs | 21 | 1,107.13 | 1,464.79 |
| (f) Depreciation and amortization expense | | 142.16 | 147.15 |
| (g) Other expenses | 22 | 351.70 | 496.59 |
| Total expenses | | 3,200.13 | 3,608.86 |
| V. Profit/(Loss) before exceptional and extraordinary items and Tax (III-IV) | | 263.02 | (386.54) |
| VI. Exceptional Items (Profit on sale of land) | | 299.99 | (114.71) |
| VII. Profit/(Loss) before extraordinary items and Tax (V-VI) | | 563.01 | (271.83) |
| VIII. Tax Expense | | | |
| Deferred tax | | 32.50 | (2.77) |
| | | 32.50 | (2.77) |
| Share of (Loss)/profit of Minority | | (10.11) | (9.11) |
| Pre acquisition (Loss)/Profit | | (0.02) | — |
| Share of profit of Associate | | 1.34 | 0.68 |
| IX. Profit/(Loss) for the period from continuing operations (VII-VIII) | | 606.98 | (259.27) |
| Earnings per equity share of ₹ 10 each | | | |
| (1) Basic Earning per Share (₹) | | 13.16 | (5.62) |
| (2) Diluted Earning per Share (₹) | | 13.16 | (5.62) |
| Summary of Significant Accounting Policies | 23 | | |
| The accompanying notes are an integral part of the financial statements. | | | |

As per our Report of even date attached

For on behalf of Board of Directors

TODARWAL & TODARWAL

Chartered Accountants
ICAI Reg. No. : 111009W

Sunil L. Todarwal

Partner
M.No. 32512

Place : Mumbai

Date : 30th May, 2013

For Elpro International Limited

[Signature]

Director /

Suresh Savalia

Company Secretary

Place : Mumbai

Date : 30th May, 2013

Anil Poddar

Director

R.S.Dabriwala

Chairman

| PARTICULARS | For the Year ended March 31, 2013 (₹ In Lacs) | For the Year ended March 31, 2012 (₹ In Lacs) |
|--|---|---|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| PROFIT BEFORE TAXATION AS PER STATEMENT OF PROFIT AND LOSS | 563.01 | (271.83) |
| Adjustments for : | | |
| Depreciation | 142.16 | 147.15 |
| Interest expenses | 1,107.10 | 1,464.79 |
| Loss / (profit) on sale of fixed assets (net) | (299.99) | 49.05 |
| Interest Income | (31.08) | (57.80) |
| Dividend income | (0.13) | (0.24) |
| Profit on sale of investments (net) | — | (1.72) |
| Sundry Balances no longer required written back | (16.48) | — |
| Sundry balances written off | 5.27 | 16.47 |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 1,469.87 | 1,345.87 |
| Adjustments for : | | |
| (Increase)/decrease in inventories | 238.07 | (294.04) |
| (Increase)/decrease in trade & other receivables | (318.77) | 2,341.25 |
| Increase/(decrease) in trade & other payables | (9,705.74) | 10,139.31 |
| CASH GENERATED FROM / (USED IN) OPERATIONS | (8,316.57) | 13,532.39 |
| NET CASH FLOW FROM/ (USED IN) OPERATING ACTIVITIES (A) | (8,316.57) | 13,532.39 |
| CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES | | |
| Purchase of fixed assets | (1,273.70) | (101.98) |
| Proceeds from sale of fixed assets | 300.00 | 517.01 |
| Proceeds from sale of investments | — | 11.76 |
| Purchase of Investments | (1.00) | — |
| Loans and deposits placed with the companies | (736.02) | 385.98 |
| Dividend received | 0.13 | 0.24 |
| Interest received | 31.08 | 57.80 |
| NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES (B) | (1,679.52) | 870.81 |

**CONSOLIDATED CASH FLOW STATEMENT FOR THE
YEAR ENDED MARCH 31, 2013 (Contd.)**

Annual Report 2012-13

| PARTICULARS | For the Year ended March 31, 2013 ₹ In Lacs | For the Year ended March 31, 2012 ₹ In Lacs |
|---|--|--|
| CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES | | |
| Repayment of borrowings (Net) | 404.37 | (3850.89) |
| Inter corporate Deposits/loans received - (Net) | — | 3104.13 |
| Proceeds from Issue of Preference Shares | 2960.95 | — |
| Share application money received | 8000.00 | (12515.00) |
| Interest Paid on Loans | (1107.13) | (1464.79) |
| NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES (C) | 10258.19 | (14726.55) |
| NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C) | 262.10 | (323.35) |
| ADD : OPENING CASH AND CASH EQUIVALENTS | 42.77 | 366.11 |
| CLOSING CASH AND CASH EQUIVALENTS (Refer Note 1 below) | 304.87 | 42.77 |

Notes to the Cash Flow Statement

- Cash and cash equivalents consist of cash on hand and balances with banks. Cash and cash equivalents included in the cash flow statement comprise of the following Balance Sheet items.

| Particulars | For the year ended March 31, 2013 (₹ In Lacs) | For the year ended March 31, 2012 (₹ In Lacs) |
|-------------------------------|--|--|
| Cash In hand | 1.03 | 0.62 |
| Balance with scheduled banks: | | |
| In current accounts | 294.63 | 23.87 |
| In fixed and margin deposits | 9.21 | 18.28 |
| Total | 304.87 | 42.77 |

- The above Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard 3 (AS 3) 'Cash Flow Statements' as specified in Companies (Accounting Standard) Rules, 2006.
- Previous year's figures have been regrouped/ reclassified wherever necessary to conform to current years' classification.

As per our report of even date attached

For and on behalf of the Board of Directors

For TODARWAL & TODARWAL
Chartered Accountants
Firm Registration Number : 111009W

Sunil L. Todarwal
Partner
Membership No: 32512

Anil Poddar
Director

R. S. Dabhiwala
Chairman

Suresh Savalia
Company Secretary

Place : Mumbai
Date : 30th May, 2013

Place : Mumbai
Date : 30th May, 2013

As at March 31, 2013
₹ in LacsAs at March 31, 2012
₹ in Lacs

Note 1

SHARE CAPITAL**AUTHORISED**

60,00,000 Equity Shares of ₹ 10/- each 600.00 1,000.00

(Previous Year 1,00,00,000 Equity Shares of ₹ 10/- each)

40,00,000 Cumulative Redeemable Preference Shares of 400.00 —

₹ 10/- each (Previous Year : NIL)

1,000.001,000.00**Issued**

4,612,000 Equity shares of ₹10 each 461.20 461.20

(Previous Year 4,612,000 Equity Shares of ₹10/- each)

40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each 400.00 —

(Previous Year : NIL)

861.20461.20**SUBSCRIBED & FULLY PAID UP**

4,611,677 (4,611,677) Equity shares of ₹ 10/- each fully paid up 461.17 461.17

(Previous Year 4,611,677 Equity Shares of ₹ 10 each)

40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each 400.00 —

(Previous Year : NIL)

861.17461.17**Notes:**

- The Company has two class of shares i.e. Equity Share and Preference Shares have a par value of ₹ 10 per share. Each Equity shareholder are eligible for one vote per share.
- The Authorised Share Capital of the Company has been reclassified from 1,00,00,000 Equity share of ₹ 10/- each to 60,00,000 Equity Shares of ₹ 10/- each and 40,00,000 Cumulative Redeemable Preference Share of ₹ 10/- each as per the General Body Resolution passed on 11th February, 2013 through Postal Ballot.
- During the period Company has issued 40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each at premium of ₹ 190/- per share to the Promoters of the Company. As a result of such Issue the Subscribed and Paid up Capital of the Company has increased from ₹ 461.17 lacs to ₹ 861.17 lacs.

Notes :**1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

| | As At 31-03-2013 | | As At 31-03-2012 | |
|--|------------------|-------------------|------------------|-------------------|
| | In Nos. | Amount (In ₹) | In Nos. | Amount (In ₹) |
| Equity Shares | | | | |
| At the beginning of the period | 4611677 | 46,116,770 | 4611677 | 46,116,770 |
| Outstanding at the end of the period | <u>4611677</u> | <u>46,116,770</u> | <u>4611677</u> | <u>46,116,770</u> |
| Cumulative Redeemable Preference Shares | | | | |
| At the beginning of the period | — | — | — | — |
| Add : Issued during the year | 4000000 | 40,000,000 | — | — |
| Outstanding at the end of the period | <u>4000000</u> | <u>40,000,000</u> | <u>—</u> | <u>—</u> |

2 Details of Shareholders holding more than 5% shares in the company

| | As At 31-03-2013 | | As At 31-03-2012 | |
|--|------------------|------------------------|------------------|------------------------|
| | In Nos. | % holding in the class | In Nos. | % holding in the class |
| Equity shares of ₹ 10/- each fully paid up | | | | |
| IGE (India) Limited | 1884880 | 40.87% | 1884880 | 40.87% |
| International Conveyors Limited | 347058 | 7.53% | 347058 | 7.53% |
| Cresta Fund LTD. | 401000 | 8.70% | 401000 | 8.70% |
| Elara India Opportunities Fund Limited | 405000 | 8.78% | 405000 | 8.78% |
| Total | <u>3037938</u> | <u>65.88%</u> | <u>3037938</u> | <u>65.88%</u> |
| Cumulative Redeemable Preference Shares of ₹10/- each | | | | |
| IGE India Private Limited | 2500000 | 62.50% | — | — |
| International Conveyors Limited | 1500000 | 37.50% | — | — |
| Total | <u>4000000</u> | <u>100.00%</u> | <u>—</u> | <u>—</u> |

As at March 31, 2013
₹ in Lacs

As at March 31, 2012
₹ in Lacs

Note 2

Reserves & Surplus

Capital Reserves

Balance as per the last financial statements

27.50

27.50

Add : Addition during the period

—

—

27.50

27.50

Less : Transferred to Profit & Loss Account

—

27.50

—

27.50

Securities Premium

Balance as per the last financial statements

8,998.62

8,998.62

Add : Received during the period

7,600.00

16,598.62

—

8,998.62

Amalgamation Reserve

Balance as per the last financial statements

177.96

177.96

Less : Transferred to Profit & Loss Account

—

177.96

—

177.96

Surplus/(Deficit) in the statement of profit & loss

Balance as per the last financial statements

(54.05)

205.22

Profit/(Loss) for the year

606.98

(259.27)

Add : Transfer from Debenture Redemption Reserve

—

552.93

—

(54.05)

17,357.00

9,150.03

Note 3

Long Term Borrowings

SECURED

i) Term Loans

Indian Rupees Loan from Bank

1,295.46

1,435.05

Indian Rupee Loan from Financial Institutions

6.88

10.06

Total

(A)

1,302.34

1,445.11

UNSECURED

ii) Other Loans and Advances

From Others

386.23

336.11

Total

(B)

386.23

336.11

Net Long Term Borrowings

(A+B)

1,688.57

1,781.22

3.1 Additional Information to Secured / Unsecured Long Term Borrowings:

The Long Term Portion of Term Loans are shown under Long Term Borrowings and the current maturities of the long term borrowing are shown under the current liabilities as per the disclosure requirements of the Revised Schedule VI

3.2 Details of Securities and Terms of Repayment :

A. Term Loans from Banks

1) State Bank of India - Rental Discounting

Secured by first charge on Future receivables (Licence fees, Amenities Charges, Rent etc from companies - Mahindra & Mahindra Ltd., Tata Johnson Controls Automotive Ltd., Behr India Ltd., Behr Hella Thermocontrol India Pvt Ltd., Mather and Platt Pumps Ltd.-b) Collateral: Equitable mortgage of land & building on survey no. 181 (part), 182 (part), 184 and 185, CTS no. 4270, Chinchwad Road, near Railway station, Pune-411 033. (Total area proposed - 299674.18 Sq.ft.). The Loan is Payable in EMI of ₹30.70 Lacs each payable monthly Repayment in 84 installments starting April 2011 the last installment is due on March 2018 Floating interest at 0.25% above State Bank Advance Rate (Benchmark PLR).

2) Bank of India Term Loan Windmill

Secured by first charge on Windmills Collateral of EQM of Land & Building at S No. 183/1, 183/2 & 184/3 at Chinchwad Taluka-Haveli, Dist.-Pune for TL I and II. The Loan is payable in EMI of ₹ 8.91 lacs each payable monthly. Repayable in 23 installments starting from 31/1/12 the last instalment payable on 30/11/2013. Further interest to be serviced separately as and when charged. Floating Interest at 4.50% OBR.

B. Term Loans from other parties

1) Kotak Mahindra Prime Limited - Car Loan for Maruti SX4

Secured by hypothecation of Car Purchased, the Loan is Payable with EMI of ₹ 14,363/-. Repayable in 60 installments starting from 12/10/2009 last installment due on 01/09/2014.

2) Kotak Mahindra Prime Limited - Car Loan for Toyota Innova

Secured by hypothecation of Car Purchased, the Loan is Payable with EMI of ₹ 21,755/- Repayable in 60 installments starting from 28/06/11 last installment due on 10/06/2016.

| | As at March 31, 2013 (₹ in Lacs) | As at March 31, 2012 (₹ in Lacs) |
|--|-------------------------------------|-------------------------------------|
| Note 4 | | |
| Other Long Term Liabilities | | |
| Lease /Security Deposit | 2,284.67 | 5,189.90 |
| Advance from customers | 38.85 | — |
| | <u>2,323.52</u> | <u>5,189.90</u> |
| Note 5 | | |
| Long Term Provisions | | |
| Provisions for Leave Encashment for Employees | 4.90 | 3.67 |
| Warranty & Other Provisions | 4.54 | 4.54 |
| | <u>9.44</u> | <u>8.21</u> |
| Note 6 | | |
| Short Term Borrowings | | |
| SECURED | | |
| i) Working Capital Finance | | |
| From Banks | 205.24 | 206.22 |
| Unsecured | | |
| ii) Inter-corporate Deposits - Short terms from related Parties | 6,167.20 | 3,306.24 |
| From Others | 1,030.00 | 930.00 |
| | <u>7,402.44</u> | <u>4,442.46</u> |
| Note :- | | |
| Working Capital Finance from Banks | | |
| Bank of India Cash Credit Limit | | |
| Secured by Hypothecation of Stocks and Book Debts Collateral Hypothecation of Plant and Machinery excluding Machinery of 100% EOU, EQM of Land and Building at Pune Unit (part area of land). The limit of ₹ 200 Lacs the Cash Credit is repayable on demand and has a Floating interest at 3.75 % OBR | | |
| | As at March 31, 2013 (₹ in Lacs) | As at March 31, 2012 (₹ in Lacs) |
| Note 7 | | |
| Trade Payables | | |
| Sundry Creditors-Goods & Services | 297.01 | 616.35 |
| Provision for expenses | 128.77 | 154.52 |
| | <u>425.78</u> | <u>770.87</u> |
| Note :- | | |
| For Micro Small & Medium Enterprises Act 2006 disclosure refer Note no 23 point number 4 | | |
| Note 8 | | |
| Other Current Liabilities | | |
| Current maturities of Long Term borrowings | 95.57 | 220.43 |
| Advance against flat / commercial property sale agreements | 2,541.83 | 12,529.16 |
| Society/Condominium Maintenance Reserve | 32.17 | 28.02 |
| Interest Accrued but not due on Loans | — | 447.95 |
| Interest Accrued and due on borrowings | 278.48 | 33.17 |
| Advance from Customers | 4,171.45 | 291.43 |
| Other Payables : | | |
| Duties and taxes | 83.76 | 181.65 |
| Unpaid Dividend | 0.39 | 1.23 |
| Salary Payable | 13.27 | — |
| Other Liabilities | 38.29 | 34.55 |
| | <u>7,255.21</u> | <u>13,767.59</u> |
| Note 9 | | |
| Short Term Provisions | | |
| (a) Provision for Employee Benefits | | |
| — Leave Encashment | 1.63 | 1.23 |
| (b) Others | | |
| Provision for Taxation | 6.49 | 6.49 |
| | <u>8.12</u> | <u>7.72</u> |

Note 10

FIXED ASSET

(₹ in Lacs)

| Particulars | Gross Block | | | | Depreciation | | | Net Block | | |
|--|--------------------------|--|--|--------------------------|---------------------|-----------------|--------------|---------------------------|---------------------|---------------------|
| | Cost as on 01.04.2012 | Additions & Adjustments during the year | Deletions & Adjustments during the year | Cost as on 31.03.2013 | As on 01.04.2012 | For the year | Deletions | Total as on 31.03.2013 | As on 31.03.2013 | As on 31.03.2012 |
| Tangible Assets | | | | | | | | | | |
| Land - freehold | 258.43 | — | 0.01 | 258.42 | — | — | — | — | 258.42 | 258.43 |
| Buildings roads and Structures | 494.28 | — | — | 494.28 | 226.48 | 9.89 | — | 236.37 | 257.91 | 267.80 |
| Plant and machinery (including office equipments) | 1,129.53 | 2.15 | — | 1,131.68 | 960.08 | 34.29 | — | 994.37 | 137.30 | 169.45 |
| Furniture and fixtures | 158.52 | — | — | 158.52 | 66.30 | 9.63 | — | 75.93 | 82.59 | 92.22 |
| Vehicles | 116.01 | — | — | 116.01 | 78.49 | 6.34 | — | 84.83 | 31.18 | 37.52 |
| Windmill | 768.02 | — | — | 768.02 | 456.46 | 79.41 | — | 535.87 | 232.15 | 311.56 |
| | 2,924.79 | 2.15 | 0.01 | 2,926.93 | 1,787.81 | 139.58 | — | 1,927.39 | 999.54 | 1,136.98 |
| Intangible Assets | | | | | | | | | | |
| Specialised Software | 185.65 | — | — | 185.65 | 179.22 | 2.59 | — | 181.81 | 3.84 | 6.43 |
| Technical Knowhow | 39.61 | — | — | 39.61 | 39.61 | — | — | 39.61 | — | 0.02 |
| Total (A): | 3,150.05 | 2.15 | 0.01 | 3,152.18 | 2,006.64 | 142.16 | — | 2,148.80 | 1,003.38 | 1,143.43 |
| Capital Work In Progress | | | | | | | | | | |
| Less: Provision for doubtful advances | — | — | — | — | — | — | — | — | 5,359.15 | 4,087.60 |
| | — | — | — | — | — | — | — | — | 80.38 | 80.38 |
| Total (B): | — | — | — | — | — | — | — | — | 5,278.77 | 4,007.22 |
| Total (A + B): | 3,150.05 | 2.15 | 0.01 | 3,152.19 | 2,006.64 | 142.16 | — | 2,148.80 | 6,282.16 | 1,182.81 |
| Previous year | 3,767.58 | 19.88 | 637.41 | 3,150.03 | 1,930.83 | 147.16 | 71.35 | 2,006.64 | 5,150.64 | |

As at March 31, 2013
(₹ in Lacs)

As at March 31, 2012
(₹ in Lacs)

Note 11

NON-CURRENT INVESTMENTS

At Cost

Equity Shares - Unquoted

Investment in associates

Dabri Properties & Trading Company Limited (Associate)-
226,977 (226,977) fully paid equity shares of ₹10 each

39.40

38.06

Investment in Other Unquoted Equity Shares

PNB Metlife India Insurance Company Private Limited-255,633,397
(255,633,397) fully paid equity shares of ₹.10 each

26,864.77

26,864.77

The Saraswat Co-op Bank Limited - 2500(2500) fully paid
Equity Shares of ₹ 10/- each

0.25

0.25

Total-Investment in Equity Shares Unquoted

26,904.42

26,903.08

Equity Shares - Quoted

— Financial Technologies Limited-440 (440) fully paid equity shares of ₹ 2 each

7.01

7.01

— ABB Limited- 50 (50) fully paid equity shares of ₹ 2 each

0.42

0.42

— Accurate Transformers Limited-50 (50) fully paid equity shares of ₹ 10 each

0.04

0.04

— Hubtown Limited-50 (50) fully paid equity shares of ₹ 10 each

0.26

0.26

— Adani Power Limited-200 (200) fully paid equity shares of ₹ 10 each

0.21

0.21

— Ansal Properties and Infrastructure Limited-50 (50)
fully paid equity shares of ₹ 5 each

0.04

0.04

— Atlas Copco (India) Limited-50 (50) fully paid equity shares of ₹ 10 each

0.44

0.44

— Alstom T & D Limited - 100 (100) Fully paid equity shares of ₹ 2 each

0.27

0.27

— BGR Energy Systems Limited-50 (50) fully paid equity shares of ₹ 10 each

0.26

0.26

— Bil Power Limited-100 (100) fully paid equity shares of ₹ 10 each

0.09

0.09

— Brigade Enterprises Limited-100 (100) fully paid equity shares of ₹ 10 each

0.07

0.07

— Crompton Greaves limited - 50(50) fully paid equity shares of ₹ 10 each

0.12

0.12

| | As at March 31, 2013 ₹ in Lacs | As at March 31, 2012 ₹ in Lacs |
|---|-----------------------------------|-----------------------------------|
| — DLF limited - 50(50) fully paid equity shares of ₹ 10 each | 0.16 | 0.16 |
| — Eclerx Services limited - 75(75) fully paid equity shares of ₹ 10 each | 0.25 | 0.25 |
| — Elgi Equipments Limited-100 (100) fully paid equity shares of ₹ 1 each | 0.04 | 0.04 |
| — Emco Limited-50 (50) fully paid equity shares of ₹ 2 each | 0.04 | 0.04 |
| — Futures Markets Network Limited - 2(2) fully paid equity shares of ₹ 10 each | — | — |
| — IMP Power Limited-50 (50) fully paid equity shares of ₹ 10 each | 0.05 | 0.05 |
| — Indo Tech Transformer Limited-50 (50) fully paid equity shares of ₹ 10 each | 0.16 | 0.16 |
| — Ingersoll Rand (India) Limited-50 (50) fully paid equity shares of ₹ 10 each | 0.18 | 0.18 |
| — Lancor Holdings Limited-50 (50) fully paid equity shares of ₹ 2 each | 0.05 | 0.05 |
| — Marico Limited-200 (200) fully paid equity shares of ₹ 1 each | 0.21 | 0.21 |
| — Mazda Limited-50 (50) fully paid equity shares of ₹ 10 each | 0.05 | 0.05 |
| — Omaxe Limited-50 (50) fully paid equity shares of ₹ 10 each | 0.05 | 0.05 |
| — Pantaloon Retail(India) Limited-50 (50) fully paid equity shares of ₹ 2 each | 0.19 | 0.19 |
| — Puravankara Projects Limited-50 (50) fully paid equity shares of ₹ 5 each | 0.05 | 0.05 |
| — Shree Renuka Sugars Limited-400 (400) fully paid equity shares of ₹ 1 each | 0.34 | 0.34 |
| — Sunteck Realty Limited-50 (50) fully paid equity shares of ₹ 2 each | 0.29 | 0.29 |
| — Schneider Electric Infrastructure Limited-100 (100) fully paid equity shares of ₹ 10 each | — | — |
| — Torrent Power Limited-100 (100) fully paid equity shares of ₹ 10 each | 0.30 | 0.30 |
| — Voltamp Transformers Limited-50 (50) fully paid equity shares of ₹ 10 each | 0.44 | 0.44 |
| Total-Investment in Equity Shares Quoted | 12.11 | 12.11 |
| Investment in Other Securities | | |
| Government Securities | | |
| — 6/7 year National Savings Certificate | 0.10 | 0.10 |
| — Kisan Vikas Patra | 0.11 | 0.11 |
| Mutual Funds | | |
| — Kotak Gilt Saving Growth Fund - 2,107.89 (2,107.89) units | 0.43 | 0.43 |
| Total-Investment in Other Securities | 0.64 | 0.64 |
| Total Investment | 26,917.17 | 26,915.83 |
| Book Value | | |
| Aggregate of Quoted Investments | 12.11 | 12.11 |
| Aggregate of Unquoted Investments | 26,905.06 | 26,903.72 |
| Total | 26,917.17 | 26,915.83 |
| Market Value | | |
| Aggregate of Quoted Investments | 7.45 | 7.05 |
| Total | 7.45 | 7.05 |

Note 12**Long Term Loans and Advances****(Unsecured, considered good unless otherwise stated)**

| | | |
|---|---------------|---------------|
| Security deposits | 27.53 | 24.53 |
| Escrow Deposit | 66.95 | 42.84 |
| Capital Advances | 122.39 | 133.96 |
| Advance Tax/DS/Refund due fro Income tax department | 148.62 | 117.78 |
| Mat Credit Entitlement | 20.59 | 20.59 |
| | 386.08 | 339.70 |

As at March 31, 2013
₹ In Lacs

As at March 31, 2012
₹ in Lacs

Note 13

Inventories

(at lower of the cost and realizable value)

| | | |
|-----------------------------|-----------------|-----------------|
| Raw Materials | 61.07 | 64.72 |
| Work-in Process | 45.14 | 39.64 |
| Work-in Progress- Project | 2,454.56 | 2,698.39 |
| Land held as stock in trade | 0.95 | 0.95 |
| Stores, Spare Parts | 4.83 | 0.92 |
| | <u>2,566.55</u> | <u>2,804.62</u> |

Note 14

Trade Receivable

Outstanding for a period less than six months

| | | |
|---------------------------|--------|--------|
| Unsecured considered good | 506.40 | 214.80 |
|---------------------------|--------|--------|

Outstanding for a period exceeding six months

| | | |
|------------------------------------|---------------|---------------|
| Considered Good | 44.64 | 76.45 |
| Considered Doubtful | 89.16 | 89.16 |
| | <u>133.80</u> | <u>165.61</u> |
| Less: Provision for Doubtful debts | (89.16) | (89.16) |
| | <u>44.64</u> | <u>76.45</u> |

Other Debts

| | | |
|----------------------|---------------|---------------|
| Considered Good | 506.40 | 140.83 |
| Considered Doubtful | — | — |
| PV Claim Receivables | — | 9.17 |
| Total | <u>551.04</u> | <u>226.45</u> |

Note 15

Cash and cash equivalents

Balances with Banks in :

| | | |
|--|---------------|--------------|
| In Current Accounts | 294.63 | 23.87 |
| In Fixed Deposit Account | 8.28 | 18.28 |
| Earmarked Balances (unpaid Dividends accounts) | 0.93 | — |
| Cash in hand | 1.03 | 0.62 |
| | <u>304.87</u> | <u>42.77</u> |

Note 16

Short Term Loans and Advances

(Unsecured and Considered Good)

| | | |
|---|---------------|---------------|
| Loans & Advances to others | 26.56 | 24.36 |
| Advance against purchase of TDR from related party | 65.66 | 65.66 |
| Other Advances | 38.12 | 17.75 |
| Advance to Suppliers | 368.92 | 223.52 |
| Balance with Customs, Excise, Vat and other authorities | 44.25 | 41.09 |
| Advance Tax/TDS/Refund due from Income Tax Department | 1.49 | 1.50 |
| Claims receivable | 32.74 | 32.96 |
| Advance to Gratuity Trust | 7.10 | 6.83 |
| Prepaid Expenses | 10.26 | 0.83 |
| | <u>595.10</u> | <u>414.50</u> |

As at March 31, 2013
₹ in LacsAs at March 31, 2012
₹ in Lacs

Note 17

Revenue from Operations

Sale of Products

Finished Goods & Services

2583.30

2,289.89

Income from Wind Mill

120.07

110.49

Income from lease Rentals

585.21

625.77

3,288.58

3,026.15

Export Turnover

Finished Goods

162.78

162.73

3,451.36

3,188.88

Other Operating Revenue

Sale of Scrap

0.15

0.15

Gross Revenue

3,451.51

3,189.03

Less : Excise Duty

51.18

44.00

Net Revenue

3,400.32

3,145.02

Details of Product Sold

Lightning Arresters

342.60

373.39

Varistors

97.23

111.86

Accessories & Others

73.90

82.22

Scrap Sales

0.15

0.15

Sale- Residential Flats

2,181.16

1,841.15

Details of Services rendered

Lease Rentals received

585.21

625.77

Windmill Income

120.07

110.49

Total

3,400.32

3,145.03

Note 18

Other Income

Interest Income on ;

From Customers and others

39.35

57.80

Net Gain / Loss on Foreign currency transaction

3.85

5.87

Dividend from Current Investments

0.13

0.24

Duty drawback

3.02

3.55

Sundry balances no longer required written back

16.48

—

Profit on Sale of Long Term Investments

—

1.72

Miscellaneous Receipts

—

8.11

62.83

77.29

Note 19

Change in Inventories of finished goods,
work in progress and stock in trade

OPENING STOCKS

Finished Goods

—

—

[Including Saleable Scrap]

Work - In - process

39.64

50.98

Stock in Trade

—

—

39.64

50.98

LESS: CLOSING STOCKS

Finished Goods

—

—

[Including Saleable Scrap]

Work - In - process

45.14

39.64

Stock in Trade

—

—

45.14

39.64

Net Change in Inventory

(5.50)

11.34

| | As at March 31, 2013 ₹ in Lacs | As at March 31, 2012 ₹ in Lacs |
|--|-----------------------------------|-----------------------------------|
| Note 20 | | |
| Employee Benefits Expense | | |
| Salaries, Wages and Allowances | 93.18 | 70.81 |
| Employer's Contribution to Provident Fund and other Fund | 1.07 | 6.08 |
| Gratuity & Leave Encashment Expenses | 4.76 | 4.15 |
| Staff Welfare/ Workmen Expenses | 4.44 | 2.40 |
| | <u>103.45</u> | <u>83.44</u> |
| Note 21 | | |
| Finance costs | | |
| Interest Expenses : | | |
| Fixed Loans | 257.54 | 743.45 |
| Others | 818.30 | 706.29 |
| Finance Charges : | | |
| Bank Charges & Commission | 31.29 | 15.05 |
| | <u>1,107.13</u> | <u>1,464.79</u> |
| Note 22 | | |
| Other Expenses | | |
| MANUFACTURING, SELLING & DISTRIBUTION AND ADMINISTRATIVE EXPENSES | | |
| Power and fuel (net of recoveries) | 29.46 | 27.42 |
| Travelling and conveyance | 19.10 | 17.93 |
| Foreign Travelling Expenses | 2.46 | 3.46 |
| Repairs to machinery | 12.21 | 10.28 |
| Repairs to building | — | 0.76 |
| Other repairs and maintenance | 19.43 | 9.48 |
| Insurance | 3.22 | 2.90 |
| Rent | 16.18 | 15.89 |
| Rates and taxes | 14.96 | 25.77 |
| Director's Fees | 0.97 | 1.13 |
| Penalties for late deliveries (net of recoveries) | 6.25 | 0.49 |
| Telephone Charges | 6.09 | 3.54 |
| Bad Debt Written off | 5.27 | 16.47 |
| Liquidated Damages paid | — | 1.00 |
| Legal and Professional charges | 130.37 | 174.62 |
| Freight outward (net of recoveries) | 4.75 | 5.04 |
| Compensation | — | 2.70 |
| Loss on Sale of Fixed Assets | — | 49.05 |
| Miscellaneous expenses | 72.22 | 128.66 |
| Printing & Stationery | 0.03 | — |
| Auditor Remuneration | 0.51 | — |
| Advertisement expenses | 0.22 | — |
| Share Issue Expenses | 8.00 | — |
| Total | <u>351.70</u> | <u>496.80</u> |

NOTE 23

CONSOLIDATED NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2013

1. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation of Financial Statements

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on an accrual basis and are in conformity with mandatory accounting standards, as prescribed by the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 1956 and guidelines issued by the Securities and Exchange Board of India (SEBI).

b. Principles of consolidation

The consolidated financial statements for the year ended March 31, 2012 comprise of the audited financial statements of Elpro International Limited ('the Company'), its subsidiary Elpro Estates Limited (formerly known as "Trump Properties Limited") and audited financial statements of associate companies - Dabir Properties & Trading Company Limited. The consolidated financial statements have been prepared on the following basis.

- i) In respect of Subsidiary Company, the financial statements have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and unrealised profits / losses on intra-group transactions as per Accounting Standard (AS - 21) "Consolidated Financial Statements". The results of subsidiaries are included from the date of acquisition of a controlling interest.
- ii) The excess of cost to the Company of its investment in the Subsidiary Company is recognised in the financial statements as Goodwill, which is tested for impairment on every balance sheet date. The excess of Company's share of equity and reserves of the Subsidiary Company over the cost of acquisition is treated as Capital Reserve.
- iii) Minority interest in the net assets of consolidated subsidiary consists of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the Company in the subsidiary companies and further movements in their share in the equity, subsequent to the dates of investments.
- iv) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements, except in case of a subsidiary company, Elpro Estates Limited (Formerly known as "Trump Properties Limited"), depreciation is provided on written down value basis instead of straight line basis as followed in Elpro International Limited. The total amount of net block of these items of fixed assets represents 1.14% (1.40%) of the total consolidated fixed assets of the Group as at the year end.
- v) The consolidated financial statements include the share of profit / loss of associate companies, which are accounted under the 'Equity method' as per which the share of profit of the associate company has been added to the cost of investment. An associate is an enterprise in which the investor has significant influence and which is neither a subsidiary nor a joint venture.
- vi) The difference between the cost of investment in the associate and the share of net assets at the time of acquisition of shares in the associate is identified in the financial statement as Goodwill or Capital Reserve as the case may be.
- vii) Investment other than in subsidiary and associates have been accounted as per Accounting Standard (AS) 13 'Accounting for Investments'.

c. Use of Estimates

The preparation of the financial statements in conformity with GAAP requires Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosure relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provision for doubtful debts, future obligations under employee retirement benefit plans, income taxes and the useful lives of fixed assets and intangible assets.

Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ from these estimates.

d. Fixed assets and depreciation

- i) Fixed assets are stated at cost of acquisition or construction less depreciation. Cost comprises of purchase price and other costs directly attributable to the purchase or acquisition of the assets and costs attributable to bringing the asset to its present location and condition for the intended use.
- ii) Depreciation is provided on straight line method, except for assets acquired prior to January 1, 1987 and all assets of subsidiary, which are depreciated on reducing balance method, at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956 as applicable from time to time, except for assets costing less than ₹ 5,000 each which are fully depreciated in the year of purchase.

- iii) Capital work in progress represents expenditure incurred in respect of capital projects under development and are carried at cost. Cost includes land, related acquisition expenses, construction costs, borrowing costs capitalized and other direct expenditure and advances to contractors and others.
- e. **Assets Taken and Given on Lease**
- Assets taken on lease:**
- i. In respect of finance lease arrangements, the assets are capitalized and depreciated. Finance charges are charged off to the Statement of Profit and Loss of the year in which they are incurred.
 - ii. Operating lease payments are recognized as expenditure in the Statement of Profit and Loss on straight line basis, representative of the time pattern of benefits received from the use of the assets taken on lease.
- Asset given on lease:**
- Lease rentals are accounted on accrual basis in accordance with the respective lease agreements.
- f. **Investments**
- Long-term investments are valued at cost. Provision for diminution, if any, in the value of investments is made to recognise a decline, other than temporary.
- Current investments are stated at the lower of cost and fair value, computed individually for each investment. In case of investments in mutual funds which are unquoted, net assets value is taken as fair value.
- g. **Inventories**
- Inventories are stated at the lower of cost and net realizable value. In determining the cost of loose tools, stores and spares, raw materials and components, the weighted average method is used. Cost of manufactured components, work in progress and manufactured finished goods include cost of conversion and other costs incurred in bringing the inventories to their present location and condition which is determined on absorption cost basis.
- h. **Inventories - Project in progress**
- Project in progress is valued at lower of cost or net realisable value. Cost includes cost of land, materials, construction, services, borrowing costs and other overheads relating to the particular projects.
- i. **Foreign exchange transactions**
- Transactions in foreign currencies are recorded at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognized in the Statement of Profit and loss account.
- Foreign currency monetary assets and liabilities at the year end are translated at the year end exchange rates and resultant exchange differences are recognised in the Statement of Profit and Loss.
- j. **Revenue recognition**
- i) Sale of goods is recognised on dispatch to customer and are recorded net of sale tax and excise duties and excludes export incentives such as duty drawbacks.
 - ii) Rental income is recognised on accrual basis.
 - iii) Income from Joint development of property will be recognized, when Sale Deed will be executed in favour of the third party.
 - iv) Revenue from wind mill power project is recognised on the basis of actual power sold as per the terms of the power purchase agreements entered into with the respective parties.
 - v) Income from projects is recognized on the transfer of all significant risks and rewards of ownership to the buyers and it is not unreasonable to expect ultimate collection and no significant uncertainty exists regarding the amount of consideration. However if, at the time of transfer, substantial acts are yet to be performed under the agreement, revenue is recognized on proportionate basis as the acts are performed, i.e. on the percentage of completion basis, subject to the actual cost incurred being at least 25% of the total estimated project cost involved and further subject to receipt of at least 20% of the total sales consideration. Determination of revenues under the percentage of completion method necessarily involves making estimates by the Company, some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project and the foreseeable losses to completion.
- k. **Research and development expenditure**
- Research and development expenditure, other than capital expenditure is expensed out as and when incurred.

l. Retirement benefits:**- Gratuity:**

Liabilities with regard to the gratuity benefits payable in future are determined by actuarial valuation at each Balance Sheet date using the Projected Unit Credit Method and contributed to Employees Gratuity Fund managed by Life Insurance Corporation of India. Actuarial gains and losses arising from changes in actuarial assumptions are recognized in the Statement of Profit and Loss in the period in which they arise.

- Leave encashment:

The Company provides for the encashment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment/availment. The liability is provided based on the number of days of unutilized leave at each balance sheet date on the basis of an independent actuarial valuation.

- Provident fund:

Provident fund contributions are made to a trust administered by the Company and are charged to the Statement of Profit and Loss. The Company has an obligation to make good the shortfall if any, between return of investment by the trust and government administered interest rate.

m. Provisions

Provision is made when there is present obligation as a result of a past event that probably requires an outflow of economic resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made, when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Liquidated damages/penalties are provided for meeting the obligations arising from delay in contractual delivery schedules.

Provision for probable warranty claim is based on Management's estimate and judgment and is provided as a percentage of average claims of past three years for average warranty period of 18 months.

n. Accounting for Taxes on Income

Provision for current tax is made, based on the tax payable under the Income Tax Act, 1961. Minimum Alternative Tax (MAT) credit, which is equal to the excess of MAT (calculated in accordance with provisions of section 115JB of the Income tax Act, 1961) over normal income-tax is recognized as an asset by crediting the Statement of Profit and Loss only when and to the extent there is convincing evidence that the Company will be able to avail the said credit against normal tax payable during the period of ten succeeding assessment years.

Deferred tax on timing differences between taxable income and accounting income is accounted for, using the tax rates and the tax laws enacted or substantially enacted as on the balance sheet date. Deferred tax assets on unabsorbed tax losses and unabsorbed tax depreciation are recognised only when there is a virtual certainty of their realisation. Other deferred tax assets are recognised only when there is a reasonable certainty of their realisation.

o. Impairment

The Company reviews the carrying value of tangible and intangible assets for any possible impairment at each balance sheet date. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. In assessing the recoverable amount, the estimated future cash flows are discounted to their present value at appropriate discount rates.

p. Contingent liabilities

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within control of the Company. A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation at the year end date. Contingent assets are not recognized or disclosed in the financial statements.

q. Segment Reporting

Segments have been identified having regard to the dominant source and nature of risks and returns and the internal organisation and management structure. Inter-segment revenue is accounted on the basis of market price. Unallocated corporate expenses include revenue and expenses which relate to the enterprise as a whole and are not attributable to segments.

r. Borrowing Costs

Borrowing Costs that are attributable to the acquisition, construction or production of a qualifying asset is capitalized as part of the cost of that asset. Other borrowing costs are recognized as expense in the period in which they are incurred.

2. Particulars of a subsidiary and associates

| Name of the Company | Country of Incorporation | Percentage of ownership interest as at March 31, 2013 | Percentage of ownership interest as at March 31, 2012 |
|--|--------------------------|---|---|
| Subsidiary (Direct) | | | |
| (a) Elpro Estates Limited (Formerly known as "Trump Properties Limited") | India | *86.21% | 86.17% |
| Associates | | | |
| (a) Dabrl Properties & Trading Company Limited | India | 31.77% | 31.77% |

* During the year the company has bought 700 Equity Shares of ₹ 10/ each of Elpro Estates Ltd.

| | 2012-13 ₹ in Lacs | 2011-12 ₹ in Lacs |
|--|--------------------------|--------------------------|
| 3. i. Estimated amount of contracts remaining to be executed on capital account and not provided for | — | — |
| ii. Contingent liabilities not provided for: | | |
| a. Income tax matters in dispute at various stages of appeal | 24.66 | 24.66 |
| b. Excise duty | 9.75 | 9.75 |
| c. Service tax | NIL | 4.75 |
| d. Employee related matters | Amount not ascertainable | Amount not ascertainable |
| e. Sales tax matters | 18.18 | 18.18 |
| f. Other matters | 38.30 | 38.30 |
| g. Bank guarantees (secured by hypothecation of current assets) | 27.17 | 16.92 |
| h. Corporate guarantee to Bank (Secured by mortgage of land) | 3,650.00 | NIL |
| i. Corporate Guarantee to Bank | NIL | 5,000.00 |

4.. There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2013. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

5. Break up of Deferred Tax Asset / Liability (net)

i. Break-up of deferred tax liability as at March 31, 2013

Additional depreciation on fixed assets for tax purposes due to higher tax depreciation rates.

168.84 202.22

Total deferred tax liability

168.84 202.22

ii. Break-up of deferred tax asset as at March 31, 2013

Provision for doubtful debts/advances that are deducted for tax purposes when written off.

53.79 53.79

Reduction in depreciation on fixed asset for tax purpose due to lower tax depreciation rates.

1.15 0.61

On provision for employee benefits / voluntary retirement scheme compensation

2.26 3.03

On other items

— —

Tax credit for the year 2005-06 U/s 115JAA

— —

On unabsorbed depreciation allowance and brought forward business loss

202.11 202.76

Deferred tax asset

259.31 260.19

Net Deferred Tax Liability/ (asset) (Net)

(90.47) (57.97)

6. Warranty provision

| | 2012-13 ₹ In Lacs | 2011-12 ₹ In Lacs |
|---|----------------------|----------------------|
| Carrying amount as at the beginning of the year | 4.54 | 4.54 |
| Additional provision made during the year | — | — |
| Amount used during the year | — | — |
| Unused amount reversed during the year | — | — |
| Carrying amount as at the end of the year | 4.54 | 4.54 |

7. Project cost includes

| | 2012-13 ₹ In Lacs | 2011-12 ₹ In Lacs |
|--------------------------------------|----------------------|----------------------|
| Materials and labour cost | 847.86 | 831.21 |
| Consultant and professional expenses | 122.42 | 117.87 |
| Other direct development expenses | 313.42 | 226.04 |
| Totals | 1,283.69 | 1,175.12 |

8. Derivative transactions

The Company has not entered into any derivative contracts to hedge its foreign currency risk. The net unhedged foreign currency exposure as at the year-end amounted to USD 0.78 Lacs (Previous year USD 0.72 lacs).

9. Investments made in PNB MetLife India Insurance Company Limited are long term in nature. In the Opinion of the management the realisable value of these Investments is more than the book value as at March 31, 2013.

10. Related party disclosures

(a) Names of related parties and nature of relationship where transactions have taken place during the year.

| | |
|---|--|
| 1. IGE (India) Pvt Ltd. | Promoter Company |
| 2. International Conveyors Limited | Promoter Company |
| 3. Mr. Surbhit Dabriwala | Promoter Director |
| 4. Mr. Rajendra Kumar Dabriwala | Promoter |
| 5. Mrs Yamini Dabriwala | Promoter |
| 6. Rajendra Kumar Dabriwala & Sons (HUF) | Promoter |
| 7. Mrs Indu Dabriwala | Promoter |
| 8. Dabri Properties & Trading Co. Ltd. | Associate |
| 9. Faridabad Capital Holdings Private Limited | Enterprise over which promoter/ company exercise significant Influence |
| 10. RCA Limited | Promoter Company |
| 11. International Belting Limited | Enterprise over which promoter exercise significant Influence |

(b) Nature and volume of transactions during the year with the above related parties were as follows:

1) Promoter Company: IGE (India) Pvt. Ltd.

| Nature of transactions | March 31, 2013 (₹ In Lacs) | March 31, 2012 (₹ In Lacs) |
|--|-------------------------------|-------------------------------|
| Transactions during the year | | |
| 1) ICD received | 5,700.00 | 11,102.53 |
| 2) Repayment made on ICD's taken | 1,319.98 | 10,942.38 |
| 3) Interest expense (Net of TDS) | 242.48 | 86.87 |
| 4) Rent and other expenses | 26.66 | 21.28 |
| 5) Refund of Equity share application | — | 8,700.00 |
| 6) Interest income | — | 1.16 |
| 7) Advance against Flat booking | — | 5,300.00 |
| 8) Advance against Flat booking (Refunded) | (5,000.00) | — |
| 9) Preference Shares Issued. | 5,000.00 | — |

| | March 31, 2013 (₹ in Lacs) | March 31, 2012 (₹ in Lacs) |
|--|-------------------------------|-------------------------------|
| Balances | | |
| 1) Payable/(Receivable) (Including interest) | 5,869.51 | 1,325.35 |
| 2) Maximum Balances during the year | 6,266.34 | 1,328.45 |
| 3) Corporate guarantee | — | 5,000.00 |
| ii) Promoter Company : International Conveyors Ltd. | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) ICD received | 645.00 | 5,030.00 |
| 2) Repayment made on ICD's taken | 2,335.61 | 4,603.00 |
| 3) Interest expense on ICD (Net of TDS) | 123.83 | 479.67 |
| 4) Advance received against lease deposit | — | 3,000.00 |
| 5) Refund of Advance received against lease deposit | 3,000.00 | — |
| 6) Refund of Equity share application | — | 2,600.00 |
| 7) Preference Shares Issued | 3,000.00 | — |
| Balances | | |
| 1) Payable/(Receivable) (Including interest) | — | 1,566.78 |
| 2) Maximum Balance during the year | 1,566.78 | 4,318.08 |
| iii) Promoter Director : Mr. Surbhit Dabriwala | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Director's Sitting Fees | 0.04 | 0.09 |
| 2) Purchase of Shares of Elpro Estates Ltd. (Subsidiary) | 0.20 | — |
| Balances | | |
| 1) Payable | — | — |
| 2) Maximum Balance during the year | 0.20 | — |
| iv) Promoter : Mr. Rajendra Kumar Dabriwala | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Director's Sitting fees | 0.11 | 0.26 |
| 2) Loan received | — | 225.00 |
| 3) Repayment made on Loan taken | — | 150.00 |
| 4) Interest expense on Loan (Net of TDS) | 7.26 | 6.29 |
| 5) Share Application Money Refund | — | 225.00 |
| 6) Advance received against booking of flat | 10.05 | 10.05 |
| 7) Purchase of Shares of Elpro Estates Ltd. (Subsidiary) | 0.20 | — |
| Balances | | |
| 1) Payable | 97.97 | 90.71 |
| 2) Maximum Balance during the year | 97.97 | 225.00 |

| | March 31, 2013 (₹ in Lacs) | March 31, 2012 (₹ in Lacs) |
|--|-------------------------------|-------------------------------|
| v) Promoter : Mr. Rajendra Kumar Dabriwala & Sons HUF | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Purchase of Shares of Elpro Estates Ltd. (Subsidiary) | 0.20 | — |
| Balances | | |
| 1) Payable | — | — |
| 2) Maximum Balance during the year | 0.20 | — |
| vi) Promoter : Mrs. Yamini Dabriwala | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Share Application Money Refunded | — | 590.00 |
| 2) Sale of Fixed Asset (Flat) | — | 517.01 |
| 3) Purchase of Shares of Elpro Estates Ltd. (Subsidiary) | 0.20 | — |
| Balances | | |
| 1) Payable | — | — |
| 2) Maximum Balance during the year | — | 590.00 |
| vii) Promoter : Mrs. Indu Dabriwala | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Loan Received | — | 150.00 |
| 2) Refund of Loan | 28.00 | 25.00 |
| 3) Interest expense on Loan (Net of TDS) | 11.59 | 10.32 |
| 4) Purchase of Shares of Elpro Estates Ltd. (Subsidiary) | 0.20 | — |
| Balances | | |
| 1) Payable | 117.87 | 134.28 |
| 2) Maximum Balance during the year | 134.28 | 150.00 |
| viii) Promoter : Dabri Properties & Trading Co. Ltd. | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) ICD Received | 5.00 | — |
| 2) Interest Expense on ICD (Net of TDS) | 0.26 | — |
| 3) Repayment of ICD taken | 1.50 | — |
| Balances | | |
| 1) Payable/(Receivable) (Including interest) | 12.61 | 8.85 |
| 2) Maximum Balance during the year | 12.61 | 8.85 |

| | March 31, 2013 (₹ In Lacs) | March 31, 2012 (₹ In Lacs) |
|--|-------------------------------|-------------------------------|
| ix) Enterprise over which promoter exercise significant Influence: Faridabad Capital Holding Pvt. Ltd. Nature of transactions Transactions during the year | | |
| 1) Sale of Flat | 56.81 | — |
| 2) Reimbursement received against expenses incurred | 3.39 | — |
| Balances | | |
| 1) Advance received against flat booking | 138.70 | 198.49 |
| 2) Maximum Balance during the year | 198.49 | 198.49 |
| x) Promoter Company: RCA Limited Nature of transactions Transactions during the year | | |
| 1) ICD Received | 800.00 | 1,000.00 |
| 2) Interest Expense (Net of TDS) | 127.47 | 50.05 |
| 3) Repayment of ICD | 1,580.00 | 10.00 |
| 4) Refund of Share Application Money | — | 400.00 |
| Balances | | |
| 1) Payable | 337.47 | 990.00 |
| 2) Maximum Balance payable during the year | 1,540.00 | 990.00 |
| xi) Enterprise over which Promoter exercise Significant influence: International Belting Limited Nature of transactions Transactions during the year | | |
| 1) ICD Received | 550.00 | — |
| 2) Repayment of ICD | 125.00 | — |
| 3) Interest Expense (Net of TDS) | 5.77 | — |
| Balances | | |
| 1) Payable | 431.74 | 0.97 |
| 2) Maximum Balance payable during the year | 550.97 | 0.97 |

11. Earning per share

| | March 31, 2013 | March 31, 2012 |
|--|----------------|----------------|
| Profit / (Loss) after tax and exceptional items (₹ In Lacs) | 606.99 | (259.28) |
| Weighted average number of equity shares used for calculating basic earnings per share | 4611677 | 4611677 |
| Weighted average number of equity shares used for calculating diluted earnings per share | 4611677 | 4611677 |
| Face value of Equity Shares (in ₹) | 10.00 | 10.00 |
| Earning per share- Basic & Diluted (in ₹) | 13.16 | (4.41) |

12. Segment Information

a) Primary Business Information (Business Segments)

These business segments represent primary basis of information set out in the financial statements. In accordance with the Accounting Standard 17, 'Segment Reporting', the Segment Information for the year ended March 31, 2013 is given as follows:

| | (₹ In lacs) | | | | |
|--|-----------------------|-------------|---------------------|----------|-------------|
| | Electrical Equipments | Real Estate | Investment Activity | Others | Elimination |
| SEGMENT REVENUE | | | | | |
| External Sales | 513.88 | 2,766.37 | — | 120.07 | — |
| | (567.61) | (2,466.92) | (—) | (110.49) | (—) |
| Inter segment Sales | — | — | — | — | — |
| | (—) | (—) | (—) | (—) | (—) |
| Revenue | | | | | |
| | | | | | |
| RESULT | | | | | |
| Segment result | 113.63 | 1,477.28 | — | 32.24 | — |
| | (136.53) | (1,324.59) | (—) | (22.25) | (—) |
| Unallocated corporate income (net of unallocable expenses) | | | | | |
| | | | | | |
| Operating Profit/(Loss) before Finance Cost & Exceptional item | | | | | |
| | | | | | |
| Exceptional item | | | | | |
| | | | | | |
| Operating Profit/(Loss) after Exceptional item | | | | | |
| | | | | | |
| Finance Cost | | | | | |
| | | | | | |
| Profit/(Loss) before Tax & Prior period expense | | | | | |
| | | | | | |
| Prior Period Expenses | | | | | |
| | | | | | |
| Profit/(Loss) before Tax & after Prior Period expense | | | | | |
| | | | | | |
| Income taxes / Deferred tax Reversal | | | | | |
| | | | | | |
| Net Profit/ (Loss) after tax | | | | | |
| | | | | | |

| | (₹ In lacs) | | | | | |
|---|-----------------------|-------------|---------------------|----------|-------------|-------------|
| | Electrical Equipments | Real Estate | Investment Activity | Others | Elimination | Total |
| Other information | | | | | | |
| Segment Assets | 551.15 | 9,033.75 | 27,051.20 | 232.12 | — | 36,868.22 |
| | (617.40) | (6,624.74) | (27,050.20) | (324.34) | (—) | (34,616.68) |
| Unallocated corporate Assets | | | | | | 2,078.67 |
| | | | | | | (1,409.49) |
| Total Assets | | | | | | 38,946.89 |
| | | | | | | (36,026.17) |
| Segment liabilities | 271.56 | 7,267.99 | 5,000.00 | 83.53 | — | 12,623.08 |
| | (347.61) | (19,113.04) | (—) | (206.34) | (—) | (19,666.99) |
| Unallocated corporate liabilities | | | | | | 7,699.91 |
| | | | | | | (6,580.95) |
| Total liabilities | | | | | | 20,322.99 |
| | | | | | | (26,247.94) |
| Capital Expenditure | 0.09 | — | — | — | — | — |
| | (—) | (—) | (—) | (—) | (—) | (—) |
| Unallocated capital Expenditure | | | | | | 2.06 |
| | | | | | | (19.88) |
| Total capital expenditure | | | | | | 2.15 |
| | | | | | | (19.88) |
| Depreciation | 38.32 | 14.32 | — | 79.41 | — | 132.06 |
| | (39.90) | (9.53) | (—) | (79.63) | (—) | (129.06) |
| Unallocated Depreciation | | | | | | 10.10 |
| | | | | | | (11.30) |
| Total Depreciation | | | | | | 142.16 |
| | | | | | | (147.15) |
| Non cash expenses other than depreciation | 4.34 | 117.43 | — | — | — | — |
| | (—) | (—) | (—) | (—) | (—) | (—) |
| Unallocated Non cash expenses other than depreciation | — | — | — | — | — | 8.89 |

b) Secondary Segment – Geographical Segments

| | (₹ In lacs) | | |
|--|-------------|----------|-------------|
| | Domestic | Export | Total |
| Segment revenue by geographical area | | | |
| Based on geographical location of customers (Including net sales, services etc.) | 3,237.53 | 162.78 | 3,400.31 |
| | (2,982.28) | (162.74) | (3,145.02) |
| Segment Assets by geographical area | 37,724.64 | 42.64 | 37,767.28 |
| | (32,585.61) | (26.83) | (32,612.44) |
| Capital Expenditure | 2.15 | — | 2.15 |
| | (19.88) | (—) | (19.88) |

Note:

- Corresponding figures in bracket pertains to previous year.
- Segment assets include all operating assets used by the segment and consist primarily of debtors, current assets and fixed assets net of provisions and allowances. Segment liabilities include all operating liabilities and consist principally of creditors and other payables. Items that relate to the enterprise as a whole or at the corporate level not attributable to a particular segment are included under "unallocated".
- The Real Estate segment includes Lease rental income and Development of Real Estate Projects.
- Electrical equipments segment includes manufacturing and sales of lightning arrester, varistor, Secondary surge arresters, Discharge Counter. "Others" represents income generated from windmill.

13. Operating leases

- i) The Company's significant leasing arrangements are in respect of operating leases for premises (sheds and office, etc.). These leasing arrangements, which are non-cancelable range between 11 months and 8 years generally and are usually renewable by mutual consent on mutually agreeable terms. Aggregate lease rentals receivable are recognised as Rent in Schedule XV.

- ii) Other disclosures in respect of Building assets given on operating lease

| Buildings | 2012-13 (₹ In Lacs) | 2011-12 (₹ In Lacs) |
|---|------------------------|------------------------|
| Gross block | 180.50 | 180.50 |
| Accumulated depreciation | 52.35 | 48.43 |
| Depreciation recognized during the year | 3.92 | 3.92 |
| Lease Rental Receipt for the year | 585.21 | 625.77 |
| Future minimum lease rentals Receipts not later than one year | 704.30 | 596.87 |
| Later than one year but not later than five years | 1,313.89 | 1,226.30 |

- iii) Other disclosures in respect of assets taken on operating lease.

The Company has entered into Operating Lease arrangements towards use of office facilities. The minimum future payments during non-cancelable period under the foregoing arrangements in the aggregate for each of the following period is as follows:

| | 2012-13 (₹ In Lacs) | 2011-12 (₹ In Lacs) |
|---|------------------------|------------------------|
| Lease rental payments for the year | 16.99 | 18.64 |
| Future minimum lease rentals payments payable | — | — |
| Not later than one year | 17.46 | 15.82 |
| Later than one year but not later than five years | NIL | NIL |

- iv) During the previous year, the Company has recorded contingent liability to the tune of ₹ 200.00 lacs towards claim made by Siemens Limited in respect to full and final settlement of the claim lodged by Siemens Limited

- iv) There are no dues payable to the Investor Education and Protection Fund as at March 31, 2013.

14. The Company has its own Provident fund trust covering the employees of Elpro International Limited and as the fund would have to meet any interest shortfall, it is to be construed as a defined benefit plan in terms of recent Accounting Standards Board (ASB) guidance on implementing AS 15 (Revised 2005) issued by the ICAI. However, in the absence of guidance note from the Actuarial Society of India, the Company's actuary has expressed his inability to reliably measure the provident fund liability. Accordingly, the Company has accounted for the same as a defined contribution plan.
15. The Company has entered into a 'Joint development Agreement' on June 3rd, 2008 (JDA) with 'Elpro Estates Limited' (Formerly known as 'Trump Properties Limited'), a Subsidiary Company for the Joint Development of the Commercial project for development/construction of Commercial Mall admeasuring 7,29,641.90 sq. ft. built up area.
16. The Company has appointed Mr. Suresh Savalla as a Company Secretary of the Company as per section 383A of the Companies Act, 1956.
17. Previous period's figures including those in brackets have been rearranged / regrouped as per the revised Schedule VI of the Companies Act, 1956.
18. Previous year's figures have been shown in brackets and have been regrouped wherever necessary to conform to current year's classification.

Signatures to Notes 1-23

For on behalf of Board of Directors

TODARWAL & TODARWAL
Chartered Accountants
ICAI Reg. No.: 111009W

Sunil L. Todarwal
Partner
M.No. 32512
Place : Mumbai
Date : 30th May, 2013

Suresh Savalla Anil Poddar R.S. Dabhiwala
Company Secretary Director Chairman

Place : Mumbai
Date : 30th May, 2013

INFORMATION PERTAINING TO SUBSIDIARY COMPANIES

Elpro International Limited ("the Parent") has availed of exemption from compliance with section 212 of the Companies Act, 1956 pursuant to directions issued by the Central Government through Ministry of Corporate Affairs vide General Circular No. 2/2011 dated February 8, 2011. The information in aggregate requiring disclosure in terms of paragraph (iv) of the said general circular in respect of each subsidiary of the Parent, is as under. The following information forms part of Consolidated balance sheet:

| | | Elpro Estates Limited ₹ in Lacs |
|---|-------------------------------|--|
| 1 | Share capital | 174.00 |
| 2 | Reserves | 2745.76 |
| 3 | Total assets | 4628.60 |
| 4 | Total liabilities | 4628.60 |
| 5 | Turnover | — |
| 6 | Profit/(Loss) before taxation | (105.71) |
| 7 | Provision for taxation | — |
| 8 | Profit/(Loss) after taxation | (105.71) |
| 9 | Proposed dividend | — |

ELPRO INTERNATIONAL LTD.

Registered Office : Nirmal, 17th Floor, Nariman Point, Mumbai - 400 021.

PROXY

I/We..... of
..... in the district of.....
..... being a member/members of **ELPRO INTERNATIONAL LIMITED** hereby appoint
..... of..... in the district of
..... or failing him..... of
..... in the district of.....
as my/our proxy to vote for me/us on my/our behalf at the **50th ANNUAL GENERAL MEETING** of the Company to be held on
Monday, September 30th, 2013 at 09.30 a.m. at Prince Hall, National Sports Club of India, Lala Lajpat Rai Marg, Worli,
Mumbai - 400 018 and at any adjournment thereof.

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

DPID & Client ID No. :.....

Folio Number :.....

No. of Shares held :.....

Please
affix
Revenue
Stamp

Signature.....

**NOTE : THIS FORM DULY COMPLETED MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT
LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**

----- Tear Here -----

ELPRO INTERNATIONAL LTD.

Registered Office : Nirmal, 17th Floor, Nariman Point, Mumbai - 400 021.

ATTENDANCE SLIP

50TH ANNUAL GENERAL MEETING ON MONDAY, SEPTEMBER 30, 2013

DPID No. :

Client ID No. :

Folio No. :

No. of Shares held :

I certify that I am a registered member / Proxy for the registered member of the Company.

I hereby record my presence at the 50th Annual General Meeting of the Company to be held on Monday, September 30th, 2013
at 09.30 a.m. at Prince Hall, National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai - 400 018.

.....
Name of Member / Proxy (in BLOCK Letters)

.....
Signature of Member / Proxy

Note : Please complete the attendance slip and hand it over at the ENTRANCE OF THE MEETING HALL

BOOK POST

If undelivered please return to :

Elpro International Ltd.

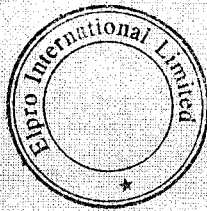
Regd. Office : Nirmal, 17th Floor, Nariman Point, Mumbai - 400 021.

Detail of Auditor's report / FORM A, being submitted to the Stock Exchange pursuant to the Listing Agreement.

FORM A

(Format of covering letter of the annual audit report to be filed with the Stock Exchange)

| | | |
|-----|---|-------------------------------|
| 1. | Name of the Company | Elpro International Limited |
| 2. | Annual financial statements for the year ended | March 31 st , 2013 |
| 3. | Types of Audit observation | Un-qualified |
| 4. | Frequency of observation | Not Applicable |
| 5. | Signed by | |
| (a) | Mr. R. S. Dabriwala, Chairman | <i>Dr. R.S.</i> |
| (b) | Mr. Sambhaw Kumar Jain, CFO | <i>[Signature]</i> |
| (c) | M/s. Todarwal & Todarwal, Auditor of the Company | <i>[Signature]</i> |
| (d) | Mr. Narayan Atal, Chairman of the Audit Committee | <i>Narayan Atal</i> |



For Elpro International Limited

Dr. R.S.

Director /

CERTIFICATE FROM AUDITORS REGARDING
COMPLIANCE OF CONDITIONS OF CORPORATE
GOVERNANCE

To,
The Members of Elpro International Limited

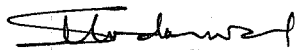
We have examined the compliance of the conditions of Corporate Governance by **Elpro International Limited**, for the year ended **31st March, 2013** as stipulated in clause 49 of the Listing Agreement of the said company with stock exchanges in India.

The compliances of the conditions of Corporate Governance are the responsibility of the Company's management. Our examination was carried in accordance with Guidance Note on Certification of Corporate Governance (As stipulated in Clause 49 of the Listing Agreement) issued by The Institute of Chartered Accountants of India and was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of the financial statements of the company.

In our opinion and to best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreements.

We 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 and on behalf of
TODARWAL & TODARWAL
ICAI Firm registration no. 111009W



Sunil L. Todarwal
Partner
Membership No: 32512

