

# **ELPRO INTERNATIONAL LTD.**

**48<sup>TH</sup> ANNUAL REPORT 2010-2011**

## **BOARD OF DIRECTORS**

Mr. R. K. Dabriwala – Chairman

Mr. R. K. Choudhury

Mr. Anil Poddar

Mr. Sharat Anand

Mr. Narayan T. Atal

Mr. Surbhit Dabriwala

Mr. Ashok Jain

## **KEY MANAGEMENT EXECUTIVES**

Mr. R. Mukherjee – CEO

Mr. Sambhaw Jain – CFO, Compliance Officer

## **AUDITORS**

Todarwal & Todarwal  
Chartered Accountants

## **BANKS**

Bank of India

State Bank of Patiala

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.

**NOTICE OF THE 48TH ANNUAL GENERAL MEETING**

Notice is hereby given that 48th Annual General Meeting of the Company will be held on 8th Day of July, 2011, at 9.30 a.m at National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai - 400 018 at Lounge 'A' to transact the following business:

**Ordinary Business:**

1. To consider and adopt the Audited Balance Sheet of the company as at 31st March, 2011 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. R.K. Dabriwala, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Narayan T. Atal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Ashok Jain, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Surbhit Dabriwala, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Mr. Anil Poddar, who retires by rotation and being eligible, offers himself for re-appointment
7. To consider and, if thought fit, pass with or without modification the following resolution as ordinary resolution for appointment of auditors other than retiring auditor:-

"RESOLVED THAT M/s. Todarwal & Todarwal, Chartered Accountants, be and is hereby appointed as the auditors of the company from the conclusion of this meeting to the conclusion of the next annual general meeting and authorise the Board of Directors to fix their remuneration.

**Special Business:**

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

"RESOLVED THAT Mr. R.S.Dabriwala who was appointed as an Additional Director of the Company effective November 8, 2010 under Articles of Association of the Company and who holds office under Section 260 of the Companies Act, 1956, upto the date of this Annual General Meeting be and hereby appointed as a Director of the Company liable to retire by rotation."

**By Order of the Board of Directors**

**Place :** Kolkata

**Dated :** 30th May, 2011

**R.K.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 3rd July 2011 to 8th July 2011 (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.
- 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 - 400072.** Members holding

shares in electronic form may intimate any such changes to their respective Depository Participants (DPs).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACTS, 1956**

Item No. 8:

Mr. R.S.Dabriwala was appointed as an additional director of the company by the Board of Directors on 8th Day of November, 2010 to hold office upto the conclusion of this Annual General Meeting. The company has received notice under Section 257 of the Companies Act, 1956 from a member of the Company proposing his candidature as a director of the company liable to retire by rotation in terms of the Articles of Association of the Company.

Except Mr.R.S.Dabriwala, None of the Directors of the Company is concerned or interested in the resolution.

**By Order of the Board of Directors**

**Place :** Kolkata

**Date :** 30th May, 2011

**R.K.Dabriwala**  
**Chairman**

**PARTICULARS OF DIRECTORS IN TERMS OF LISTING AGREEMENT:****Mr. R. K. Dabriwala**

He is holding several senior management positions. He is holding directorship in following Companies:-

Name of the Company	Particulars of position held
Elpro International Limited	Director
International Conveyors limited	Director
International Belting Limited	Director
I.G.E. (India) Limited	Director
Dabri Properties & Trading Company Limited	Director
R.C.A. Limited	Director
Faridabad Capital Holding Pvt. Ltd.	Director

**Mr. R. K. Choudhury**

Mr. Choudhury is an Advocate with over 51 years of experience and is a senior consultant of M/s Khaitan & Co., Advocates, Kolkata & Mumbai. He is holding directorship in following Companies:-

Name of the Company	Particulars of position held
Academic Foundation & Publication Pvt. Ltd.	Director
Balrampur Chini Mills Ltd.	Director
Digjam Ltd.	Director
Elpro International Limited.	Director
Khaitan Consultants Limited.	Director
Lynx Machinery & Commercial Limited	Director
Puja Corporation Limited.	Director
Puja Art Archive Limited.	Director
Rajratan Impex Pvt. Ltd.	Director
RKDK Publisher Pvt. Ltd.	Director
Super Diamond Nirmal Limited	Director
Upper Ganges Sugar & Industries Ltd.	Director

**Mr. Sharat Anand**

Mr. Sharat Anand has a Master's degree in Business Administration from Delhi University and thereafter attended the GBC Programme conducted by London Business School, UK and has over 24 years of experience as an International Banker with extensive assignments overseas and in India and he was a Deputy CEO and Country Treasurer for a considerable period in foreign banks in India. He is holding directorship in following Companies:-

Flexcituff Industries Limited	Director
Parijat Consulting (P) Limited	Director
Parijat Financial Consultancy (P) Limited	Director
Parijat Industries (India) (P) Limited	Director
New Generation (India) (P) Limited	Director
Elpro International Limited	Director

**Mr. Narayan T. Atal**

Mr. Narayan T. Atal is a Chartered Accountant. He has over 27 years experience in Chartered Accountants practice. He is holding directorship in following companies.

Name of the Company	Particulars of position held
Gama Leafin Pvt. Ltd.	Director
The Pratap Co Operative Bank Ltd.	Director

Elpro Estates Limited	Director
Elpro International Limited	Director
Ajcon Global Services Ltd.	Director
Shree Madhu Industrial Estate Ltd.	Director

**Mr. Anil Poddar**

Mr. Anil Poddar has experience of more than 21 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 Company Limited	Director
MetLife India Insurance Company limited	Director
Faridabad Capital Holding Pvt. Ltd.	Director
Elpro Capital (P) Limited	Director
IGE (Realty) (P) Limited	Director
IGE (India) 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 :-

Elpro International Limited	Director
First Policy Insurance Brokers Pvt. Ltd.	Director

By Order of the Board of Directors

Place : Kolkata

Date : 30th May, 2011

R.K.Dabriwala  
Chairman

**DIRECTORS' REPORT**

Dear Shareholders,

The Directors present the 48th Annual Report together with the audited balance-sheet and profit and loss account for the year ended March 31, 2011.

**1. Financial Results****Particulars**

	(Rs. in Lacs)	
	Year ended 31.03.2011	Year ended 31.03.2010
Gross sales & services	3,506	2,923
Other Income	763	74
Profit / (Loss) Before Tax and Exceptional Items	730	(862)
Provision for Taxation	6	64
MAT Credit	6	—
Provision for Deferred Tax	—	—
Exceptional Items	(200)	—
<b>Profit/(Loss) After Tax</b>	<b>530</b>	<b>(926)</b>
Profit brought forward from previous year	(279)	(1,653)
Profit available for appropriation	251	(2,579)
Dividend-Proposed	—	—
Dividend tax on proposed dividend	—	—
Transfer to General reserve	—	—
Balance carried to Balance Sheet	251	(2,579)

**2. Operations:**

The top-line during the year stood at Rs.3506 Lacs, there is an increase of 20% compared to previous year. The increase in top line was on account of recognition of revenue from real estate activities and other income.

**3. Dividend:**

Due to accumulated losses in past years, your Directors do not recommended any dividend.

**4. Subsidiary & Consolidated Financial Statement:**

The Consolidated Financial Statement and report thereon prepared with subsidiary Elpro Estates Limited and associates Dabri Properties and Trading Company Limited forms part of the Financial Statement.

**5. Directors:**

In accordance with Articles of Association of the Company, Mr. R.K.Dabriwala, Mr. Narayan T Atal Mr. Ashok Jain. Surbhit Dabriwala and Anil Poddar 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 Rs. 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 537055 (including 5733 own generation through DG) KWH in units as against 93934 (including 7810 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 Rs.186.65 lacs and Rs. 52.27 Lacs as against Rs. 154.94 Lacs and Rs. 34.90 Lacs respectively in the previous year.

**10. Directors Responsibility Statement:**

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

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) 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;
- c) 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
- d) We have prepared the annual accounts on a going concern basis.

**11. 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.

**12. 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.

**13. Industrial relations:**

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

**14. 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 : Kolkata  
Date : 30th May, 2011

R.K.Dabriwala  
Chairman



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

The significant turn around in the performance of the Company is largely due to increase of revenue in real estate and the progress of its real estate activities is satisfactory although the sector has not picked up as much as other sector post recession period. With regard to its core manufacturing activities the demand situation has not improved considerably, however the Company has achieved its target of profitability in the current year from the said division

**2. Opportunity & Threats:**

Real estate sector has passed through the corrections and in future real estate & allied services shall provide opportunity for better performance of the Company. Key risk factors to the real estate industry includes the global recessionary trend, economic slowdown, increase in financial charges, non-availability or undue increase in cost of raw materials coupled with market fluctuations. Elpro is adequately equipped to face and mitigate any such adverse situation. The Company does not apprehend any serious inherent risk in the real estate industry in the long run.

**3. Segment wise performance:**

The Company is continuing its efforts to penetrate export market and good amount of export orders have been executed during the year for its core manufacturing activities and efforts were made to increase it further. The real estate activities which has now become the core business of the Company have advanced considerably during the year and will continue to increase in the coming years.

**4. Risks & Concerns and Outlook:**

Your 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 real estate Business too.

**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:**

Your 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 eight Directors on the Board of the Company of which two are Promoter Directors and five 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	4	Present
Mr. R. K. Choudhury	Independent	NED	1	Not Present
Mr. Narayan T. Atal	Independent	NED	5	Present
Mr. S. Dabriwala	Promoter	NED	6	Present
Mr. Sharat Anand	Independent	NED	2	Present
Mr. Anil Poddar	Director	NED	6	Present
Mr. Ashok Jain	Independent	NED	3	Present
Mr. R.S.Dabriwala	Independent	NED	2	NA

NED - Non Executive Director

ED - Executive Director

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

Name of Director	Number of Directorship @	Other Board Committees	
		Member	Chairman
Mr. R. K. Dabriwala	6	None	None
Mr. R. K. Choudhury	11	None	3
Mr. Narayan T. Atal	5	None	None
Mr. S. Dabriwala	7	None	None
Mr. Sharat Anand	5	None	None
Mr. Anil Poddar	1	None	None
Mr. Ashok Jain	1	None	None
Mr. R.S Dabriwala	1	None	None

@ includes private limited companies

d) Details of Board Meeting held during 1st April, 2010 to 31st March, 2011

Sr. No.	Date
1	15th May, 2010
2	23rd July, 2010
3	28th August, 2010
4	13th October, 2010
5	8th November, 2010
6	8th February, 2011

e) Number of shares held by Non-Executive Directors as at 31<sup>st</sup> March, 2011:

Name of the Directors	No. of Shares
Mr. R. K. Dabriwala	84,259

3) **Audit Committee:**

a) Composition, No. of Meetings and Attendance:

The Audit Committee of the Company comprised of Six Independent, Non-Executive Directors. The Audit Committee meetings were held on May, 2010, August, 2010, October, 2010, November, 2010 and February, 2011. The details of attendance are stated below:

Name of the Director	No. of Meetings
Mr. Narayan T. Atal	4
Mr. Sharat Anand	2
Mr. R. K. Choudhury	1
Mr. Anil Poddar	5
Mr. Ashok Jain	2
Mr. R. S. Dabriwala	2

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 did not have a qualified 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:**

1. Company does not have a stock option scheme.
2. 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 01.04.2010 to 31.03.2011 (Amount in Rupees)

<b>Name of Director</b>	<b>Sitting Fees</b>
Mr. R. K. Dabriwala	17,000
Mr. R. K. Choudhury	5,250
Mr. Sharat Anand	10,500
Mr. Narayan T. Atal	25,250
Mr. Anil Poddar	30,500
Mr. Surbhit Dabriwala	25,500
Mr. Ashok Jain	10,500
Mr. R.S. Dabriwala	5,250

**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. During the year under report, 24 meetings were held during the year.

**b) Compliance officer:**

Mr. Sambhaw Jain - CFO & Compliance Officer w.e.f. 15.02.2008

**c) Complaints:**

8 Complaints were received and resolved during the year under review. There is no claim pending to be resolved as at 31-03-2011.

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
2007-2008	29.09.2008	03:00 P.M	Walchand Hirachand Hall, Indian Merchants' Chambers, Mumbai
2008-2009	29-09-2009	11.30 A.M	Walchand Hirachand Hall, Indian Merchants' Chambers, Mumbai
2009-2010	30-09-2010	10.00A.M	National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai.

b) Vote by Postal Ballot:

During the year, Nil resolutions were passed by way of postal ballot process.

**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

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

Quarterly results published in the newspaper

Yes

Free Press Journal- Mumbai Edition

Navshakti- Mumbai Edition

Any website, where results or official news are displayed

[www.elpro.co.in](http://www.elpro.co.in)

The presentation made to the Institutional Investors or to the Analysts

No such presentation have been made

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

Yes Management Discussions & Analysis is part of Annual report.

**9) General Shareholder Information:**

AGM : Date, Time and Venue

08-07-2011 at 9.30 A.M at Mumbai

Financial Calendar (Tentative) 2011-2012

First Quarter Results- 1st Week of August, 2011

Half - Yearly Results- 1st Week of November, 2011

Third Quarter Results- 1st Week of February 2012

Results for the year ending on 31st March 2nd week of May, 2012

Book Closure Date	3rd July, 2011 to 8th July, 2011 (Both days inclusive)
Transfer of unclaimed amount to Investor Education and Protection Fund	No transfer was required as per Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001
Listing at Stock Exchanges	Bombay Stock Exchange Limited, Mumbai The Company has paid the listing fees for the period 1st April, 2011 to 31st March, 2012 to Bombay Stock exchange Limited. Company has filed de-listing application with Pune Stock Exchange Limited, the order is pending 504000 on Bombay Stock Exchange Limited, Mumbai INE579B01013
Stock Code-Physical	
ISIN Number for NSDL & CDSL	
Market Price Data: High, Low during each month in the last financial year	Please see Annexure A
Stock Performance	The performance of Company's shares relative to the BSE Sensex is given in Annexure B
Registrar and Transfer Agents	Sharex Dynamic (India) Private Limited
Share Transfer System	All the transfers received are processed by Registrar and Transfer Agents and approved by the Shareholders' / Investors' Grievances Committee of the Company
Distribution of Shareholding and Shareholding Pattern as on 31.03.2011	Please See Annexure C
Dematerialization of Shares and Liquidity	96.88% of paid up capital has been dematerialized as on 31st March, 2011
Outstanding GDRs / ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity	Not Issued
Plant Location	The Company's plants were located at Chinchward, Pune
Address for correspondence	Regd. Office: "NIRMAL" 17th Floor, Nariman Point, Mumbai - 400021

**10) Non Mandatory Requirements:**

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

The Company has a non-executive Chairman.

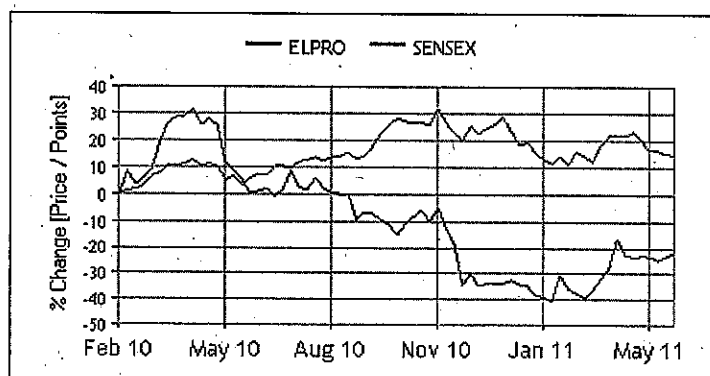
**Annexure - A**

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

Month	High	Low
Apr-10	774.95	625.00
May-10	699.95	505.00
Jun-10	624.00	485.55
Jul-10	618.00	536.00
Aug-10	650.00	497.05
Sep-10	615.00	468.05
Oct-10	547.90	449.00
Nov-10	541.00	328.20
Dec-10	432.00	312.55
Jan-11	400.00	320.15
Feb-11	395.00	313.00
Mar-11	396.45	319.05

**Annexure - B**

**Index Comparison**



**Annexure - C**

**Distribution of Shareholding as on 31st March, 2011**

Share of Nominal Value	Members		Share	
	Number of Shareholders	% of Total Shareholders	Number of Shares held	Shareholding %
Upto 5000	2714	93.01	263634	5.72
5001-10000	119	4.08	82397	1.79
10001-20000	46	1.58	65118	1.41
20001-30000	08	0.27	19411	0.42
30001-40000	05	0.17	18454	0.40
40001-50000	03	0.10	13586	0.29
50001-100000	04	0.14	28643	0.62
100001 and above	19	0.65	4120434	89.35
<b>Total</b>	<b>2918</b>	<b>100</b>	<b>4611677</b>	<b>100</b>

**Share Holding pattern as on 31st March, 2011**

Category	Number of Shares held	Shareholding%
Promoters and Promoter Group	2578834	55.92
Mutual Funds & UTI	450	0.01
Central Government / State Government	8900	0.19
Banks, Financial Institutions, Insurance Companies	718	0.02
Bodies Corporate	333011	7.22
FII's	1096000	23.77
NRI's/OCB	20968	0.45
Indian Public	572472	12.41
Clearing Members	324	0.01
<b>Total</b>	<b>4611677</b>	<b>100</b>

**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, 2011 and to the best of our knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2011 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and 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 : Kolkata

Date : May 30, 2011

**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, 2011** 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

Place : Kolkata

Date : May 30, 2011



**COMPLIANCE CERTIFICATE**

[Under Section 383A of the Companies Act, 1956 & Rule 3 of Companies (Compliance Certificate) Rules, 2001]

The Members,  
M/s. Elpro International Ltd.  
Nirmal, 17th Floor  
Nariman Point, Mumbai 400 021.

Company No. 11-012425  
Authorised Capital: Rs. 10,00,00,000  
Paid up Capital : Rs. 4,61,16,770

We have examined the registers, records, books and papers of M/s. **Elpro International Limited** as required to be maintained under the Companies Act, 1956. ('the Act') and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2011 ('financial year'). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in *Annexure 'A'* to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in *Annexure 'B'* to this certificate, with the Registrar of Companies, under the Act and rules made thereunder. However, no forms or returns were required to be filed with the Regional Director, Central Government, Company Law Board or other authorities.
3. The Company has the minimum prescribed paid-up capital and the Company being a public limited company, restriction on maximum number of members, subscription for shares and acceptance of deposits is not applicable.
4. The Board of Directors duly met **Six** times respectively on **15th May, 2010, 23rd July, 2010, 28th August, 2010, 13th October, 2010, 8th November, 2010 and 8th February, 2011** in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the minutes book maintained for the purpose. No circular resolution was passed during the financial year.
5. The Company closed its Register of Members and Share Transfer Books from 25th September, 2010 to 30th September, 2010 and necessary compliance of Section 154 of the Act has been. However less than seven days notice was given in newspapers for the said book closure.
6. The Annual General Meeting for the financial year ended on **31st March, 2010** was held on **30th September, 2010** after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year ended **31st March, 2011**.
8. The Company has not advanced any loan either to its Directors or persons or firms or companies referred to Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the Register maintained under Section 301 of the Act during the year.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or the Central Government as the case may be.
12. The Shareholders'/Investor Grievances Committee has approved the issue of duplicate share certificates during the financial year.
13. The Company:
  - a. has delivered all share certificates on lodgement thereof for transfer/transmission within the time limit in accordance with relevant provisions of the Act during the financial year.
  - b. was not required to deposit any amount in a separate Bank Account as no dividend was declared during the financial year.
  - c. was not required to post warrants for dividend to any member of the company as no dividend was declared during the financial year.
  - d. was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which has remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund as there were no such cases.
  - e. has duly complied with the requirements of Section 217 of the Companies Act, 1956.

14. The Board of Directors of the Company is duly constituted. The appointments of Mr. Ashok Jain w.e.f. 15th May, 2010 and of Mr. R.S. Dabriwala w.e.f. 8th November, 2010 as Additional Directors of the Company has been duly made. There was no appointment of Alternate Directors or Directors to fill casual vacancy during the financial year.
15. The paid-up capital of the Company being less than Rs. 5.00 crores, provisions of Section 269 of the Act with regard to appointment of Managing Director/Whole-time Director/Manager are not applicable.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company has not obtained any approvals of the Central Government, Company Law Board, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms/Companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has no preference shares or debentures, and hence the question of redemption does not arise.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The amounts borrowed by the company during the financial year are within the borrowing limits as per the provisions of Section 293(l)(d) of the Act.
25. The Company has made loans and investments, and has given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act except in some cases specific Board approval has not been obtained. The necessary entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to the situation of the Company's Registered Office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to change in the name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. No prosecutions were initiated or show cause notices received by the Company for alleged offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has deposited, generally in time, both employees' and employers' contribution to provident fund with the Trust created for the purpose pursuant to Section 418 of the Act.

For Jayshree A. Lalpuria & Co.  
Practicing Company Secretaries

Place: Mumbai  
Date : 28th May, 2011

(Jayshree A. Lalpuria)  
Proprietor  
ACS: 17629 CP: 7109

## Annexure 'A'

## Registers/Records as maintained by the Company

Sr. No.	Name of Register	Section/Rule Under Companies Act, 1956
1.	Return of Allotment of shares	Section 75
2.	Copy of every instrument creating charge	Section 136
3.	Register of Charges	Section 143
4.	Register of Members and Index thereto	Section 150-151
5.	Copies of Annual Return	Section 159
6.	Minutes Book of meetings of Board of Directors and Committee thereof	Section 193
7.	Minutes Book of General Meetings	Section 193
8.	Books of Accounts	Section 209
9.	Register of Contracts in which Directors are interested	Section 301(1)
10.	Register of Companies, firms in which directors are interested	Section 301(3)
11.	Register giving particulars of Directors, Managing Director, Manager and Secretary	Section 303
12.	Register of Inter-Corporate Loans and Investments	Section 372A
13.	Records of Form 24AA	Section 299(3)(a)
14.	Register of Renewed and Duplicate certificates	
15.	Register of Transfer of shares	
16.	Register pertaining to Directors' Attendance	

**Annexure 'B'****Forms and Returns as filed by the Company during the year ended 31st March, 2011**

With the Registrar of Companies:

Sr. No.	Form/ Return No.	Filed under Section	Particulars	Date of filing	Whether filed in time Yes/No	If delay in filing, additional fees paid Yes/No
1	Form 8	125	Particulars of creation of charge	07-04-2010	Yes	No
2	Form 17	138	Satisfaction of Charge	30-04-2010	Yes	No
3	Form 17	138	Satisfaction of Charge	05-05-2010	Yes	No
4	Form 8	135	Particulars of modification of charge	25-05-2010	Yes	No
5	Form 32	303 (2)	Appointment of Director and Company Secretary	14-06-2010	Yes	No
6	Form 8	135	Particulars of modification of charge	30-06-2010	Yes	No
7	Form 23	192	Special Resolution passed under section 372A	28-09-2010	Yes	No
8	Form 32	303 (2)	Resignation of Company Secretary	28-09-2010	No	Yes
9	Form 66	383A (1)	Compliance Certificate for the year ended 31-03-2010	28-10-2010	Yes	No
10	Form 23AC & 223ACA	220	Annual Accounts for the year ended 31-03-2010	30-10-2010	Yes	No
11	Form 20B	159	Annual Return for the AGM held on 30-09-2010	18-11-2010	Yes	No
12	Form 32	303 (2)	Change in designation of Director	18-11-2010	No	Yes
13	Form 32	3030 (2)	Appointment of Director	25-01-2011	No	Yes

With Regional Director : Not Applicable

With Central Government or other authorities : Not Applicable

For **Jayshree A. Lalpuria & Co.**  
Practicing Company Secretaries

Place: Mumbai  
Date : 28th May, 2011

(**Jayshree A. Lalpuria**)  
Proprietor  
ACS: 17629 CP: 7109

## AUDITORS' REPORT

**To the Members of  
Elpro International Limited**

1. We have audited the attached Balance Sheet of Elpro International Limited as at March 31, 2011 and the related Profit and Loss Account and Cash Flow for the year ended on that date, annexed thereto, both of which we have signed under reference to this report. These financial statements are the responsibility of the Management of the Company. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003, as amended by Companies (Auditors' Report) (Amendment) 2004 (together 'the order') issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, of India (the Act) and on the basis of such checks as we considered appropriate, and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable to the Company.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
  - a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement Account dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the Balance Sheet, Profit and Loss and Cash Flow Statement dealt with by this report have been prepared in compliance with the applicable accounting standards referred to in Section 211 (3C) of the Act;
  - e) In view of the foregoing paragraphs, in our opinion and to the best of our information and according to the explanations given to us, the said accounts together with the other Notes thereon and attached thereto, give in the prescribed manner, the information required by the Act and also give, a true and fair view in conformity with the accounting principles generally accepted in India:
    - i) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2011; and
    - ii) In the case of the Profit and Loss Account, of the Profit for the year ended on that date.
    - iii) In the case of the Cash Flow Statement of the Cash Flow of the Company for the year ended on that date.
  - f) On the basis of the written representations received from the Directors and taken on records by the Board of Directors of the Company, none of the Directors is disqualified as on March 31, 2011 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Act;

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

**Sunil L.Todarwal**  
Partner  
Membership No: 32512

Place : Kolkata  
Date : 30th May 2011

**[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, 2011]**

1. (a) The company has maintained proper records to show full particulars, including quantitative details and situation of its 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. The frequency of verification in our opinion is reasonable having regard to the size of the company and the nature of the assets. Pursuant to the programme, the management has during the year physically verified the fixed assets and no material discrepancies were noticed on such verification.  
(c) In our opinion and according to the information and explanation given to us, the company has not disposed off any the fixed assets during the year, thus provision of clause 4(i) (c) 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 followed by the management for physical verification of inventory 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 information and explanation given to us, the company is maintaining proper records of inventory and no material discrepancies were noticed on verification between the physical stocks and book records
3. (a) As per the information and documents produced before us, the company has given not given any 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 three companies covered in the register maintained u/s 301 of the act, In respect of the said loan, the aggregate maximum amount outstanding is Rs. 1,326.23 lacs and the aggregate amount outstanding at the year end is Rs. 1,030.13 lacs.  
(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 systems 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 and services.
5. (a) In our opinion and according to the information and explanation given to us, the transactions made in pursuance of contracts or arrangements that need to be entered in the register maintained under section 301 of the Companies Act 1956 have been so entered.  
(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 Rupees Five lakhs, in respect of any party were made at price which are reasonable having regard to the prevailing market prices in cases where similar transaction have not been entered with other parties. We are unable to comment upon the reasonableness of the price
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, 58AA and other relevant provisions of the act and the rules framed there under. Hence the provisions of clause 4(vi) is not applicable to the company.
7. In our opinion, the Company's internal audit system is commensurate with its size and the nature of the 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, VAT, custom duty, excise duty and service tax and cess have been regularly deposited by the Company during the year with the appropriate authorities in India.
- (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, 2011 aggregating to Rs. 72.78 Lacs (Previous Year Rs.96.81 Lacs) have not been deposited with appropriate authorities and no provision has been made for the same in the books of accounts.

Name of Statute	Nature of Dues	Amount (Rs. in Lacs)	Period to which amount relates	Forum where the dispute is pending
The Central Excise Act 1944	Excise Duty	1.00	1990-91 to 93-94	High Court- Mumbai
		0.10	2001-02	Commissioner Central Excise (Appeals), Hyderabad
		6.42	2001-02 to 2002-03	Joint Commissioner – Central Excise
		2.23	2003-04	The Supreme Court of India
The Central Excise Act 1944	Service Tax	4.75	2002-03 to 2004-05	Deputy Commissioner – Central Excise
Bombay Sales Tax Act, 1959	Sales Tax	8.97	1999-00 to 2003-04	Deputy Commissioner – Sales tax
Central Sales Tax Act, 1956	Sales Tax	6.9	1995-96 to 2001-02	Deputy Commissioner of Tax Appellate Tribunal, Hyderabad
		2.31	1998-99 to 1999-00	Deputy Commissioner of Appellate Tribunal, Hyderabad
Sales Tax-EOU	Sales Tax	1.78	2002-2003	Deputy Commissioner of Appellate Tribunal, Pune
Income Tax Act 1961	Income Tax	3.53	1991-92	Hon'ble Mumbai High Court
		12.51	1998-99	Income Tax Appellate, Trubunal
		13.68	2000-01	Income Tax Appellate, Trubunal
		8.60	2003-04	Commissioner of Income Tax - Appeals
	<b>TOTAL</b>	<b>72.78</b>		

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. According to the records of the company examined by us and information and explanation given to us, as on the balance sheet date there has been a delay of 56 days in respect of one installment of principal payment of Rs. 350 lacs due to a bank. Apart from that, during the year there have been delays ranging from 14 to 52 days in respect of two principal installments of Rs. 350 lacs each due to a bank, however the said defaults have been made good by the company during the year. The company has not obtained any borrowing by way of debenture.
12. According to the information and explanations 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 financial year. Hence the provisions of clause 4(xii) are not applicable to the company.

13. Considering the nature of activities carried on by the company during the year, the provision of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to it. Hence the provision of clause 4(xiii) is not applicable to the company.
14. According to the information and explanations given to us the Company is not dealing or trading shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) are not applicable 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. According to the information and explanation given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that there are no funds raised on short term basis that have been used for long term investments.
18. According to the information and explanation given to us, the Company has not made any preferential allotment of shares during the year to the parties covered in the register maintained under section 301 of the act.
19. According to the information and explanation given to us, the Company has not issued any fresh debentures 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 accounts and records of the Company, carried in accordance with the generally accepted auditing practices in India, and according to information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Management.

**TODARWAL & TODARWAL**  
Chartered Accountants  
ICAI Firm registration no. 111009W

**Place :** Kolkata  
**Date :** 30th May, 2011

**Sunil L.Todarwal**  
Partner  
Membership No: 32512



	Schedule	As at March 31, 2011		As at March 31, 2010
		Rs. In Lacs	Rs. In Lacs	Rs. In Lacs
<b>I SOURCES OF FUNDS</b>				
Shareholders' Funds				
Share Capital	I	461.17		461.17
Reserves and surplus	II	6,867.95		6,617.41
			7,329.12	7,078.58
Share Application Money			12,515.00	12,515.00
Loan Funds				
Secured loans	III	5,942.15		7,623.02
Unsecured loans	IV	1,580.06		640.54
			7,522.21	8,263.56
Deferred tax (Note 14 of Schedule XXI)				
Deferred tax liability		249.02		285.59
Less: Deferred tax asset		249.02		285.59
Deferred tax - Net			—	—
			<u>27,366.33</u>	<u>27,857.14</u>
<b>II APPLICATION OF FUNDS</b>				
Fixed assets	V			
Gross block		3,563.25		3,533.64
Less : Accumulated Depreciation		1,749.30		1,594.32
Net block		1,813.95		1,939.32
Capital Work in Progress including advances		48.79		33.91
			1,862.74	1,973.23
Investments	VI		27,060.24	27,511.08
Current assets, loans and advances				
Stocks	VII	2,510.58		1,951.52
Sundry debtors	VIII	2,549.92		135.81
Cash and bank balances	IX	364.75		424.99
Other current assets	X	38.14		48.79
Loans and advances	XI	1,751.89		9,630.30
		7,215.28		12,191.41
Less : Current liabilities and Provisions				
Current Liabilities	XII	8,762.34		14,087.92
Provisions	XIII	9.60		9.77
		8,771.94		14,097.69
Net current assets / (current liabilities)			(1,556.64)	(1,906.28)
Miscellaneous Expenditure	XIV		—	—
(To the extent not written off)				
Debit Balance in Profit and Loss Account			—	279.11
			<u>27,366.33</u>	<u>27,857.14</u>
Notes to Accounts	XXI			

Schedule I to XXI annexed hereto form part of the Balance Sheet and Profit and Loss Account

As per our report of even date attached

For and on behalf of the Board of Director

For Tadarwal &amp; Tadarwal

Chartered Accountants

Firm Registration Number : 111009W

Sunil L Tadarwal

Partner

Membership No: 32512

Place : Kolkata

Date : 30th May, 2011

Anil Poddar

Director

R.K. Dabriwala

Chairman

Place : Kolkata

Date : 30th May, 2011

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED  
MARCH 31, 2011**

**Annual Report 2010-2011**

	Schedule	For the year ended March 31, 2011		For the year ended March 31, 2010
		Rs. In Lacs	Rs. In Lacs	Rs. In Lacs
<b>I INCOME</b>				
Sales and Services - Gross	XV	3,505.75		2,922.63
Less: Excise Duty		44.81		28.17
Sales and Services - Net		3,460.94		2,894.46
Other income	XVI	763.23		72.62
			4,224.17	2,967.08
<b>II EXPENDITURE</b>				
Materials	XVII	312.21		189.17
Project Cost	XVII	1,543.99		1,089.97
Employee costs	XVIII	93.20		82.37
Depreciation	V	154.98		157.07
Interest and Finance Charges	XIX	1,022.54		1,769.75
Other expenses	XX	367.60		541.15
			3,494.52	3,829.48
<b>PROFIT/(LOSS) BEFORE TAX AND EXCEPTIONAL ITEMS</b>			729.65	(862.40)
Exceptional Item				
Claim Payable			(200.00)	—
(Refer Note 25 of Schedule XXI)				
<b>PROFIT/(LOSS) BEFORE TAXATION</b>			529.65	(862.40)
Less: Provision for tax				
— Current tax		6.49		63.62
— MAT Credit		(6.49)		—
<b>PROFIT/(LOSS) AFTER TAXATION</b>			529.65	(926.02)
<b>NET PROFIT/(LOSS) FOR THE YEAR</b>			529.65	(926.02)
Add: Balance of Profit and Loss Account			(279.11)	(1,653.09)
			250.54	(2,579.11)
Less- Adjusted with General Reserve			—	2,300.00
<b>BALANCE CARRIED TO BALANCE SHEET</b>			250.54	(279.11)
Basic and Diluted Earnings per equity share of face value of Rs. 10/- each (Note No. 22 of schedule XXI)			11.49	(20.67)
Notes to Accounts	XXI			
Schedule I to XXI annexed hereto form part of the Balance Sheet and Profit and Loss Account				

**As per our report of even date attached**

**For and on behalf of the Board of Director**

**For Todarwal & Todarwal**  
Chartered Accountants  
Firm Registration Number : 111009W

**Sunil L Todarwal**  
Partner  
Membership No: 32512  
Place : Kolkata  
Date : 30th May, 2011

**Anil Poddar**  
Director  
Place : Kolkata  
Date : 30th May, 2011

**R.K. Dabriwala**  
Chairman

CASH FLOW STATEMENT FOR THE YEAR ENDED  
MARCH 31, 2011

	For the Year ended March 31, 2011 Rs. In Lacs	For the Year ended March 31, 2010 Rs. In Lacs
<b>Cash Flow from Operating activities</b>		
<b>Profit before Taxation as per Profit and Loss Account</b>	<b>529.65</b>	<b>(862.40)</b>
Adjustments for :		
Depreciation	154.98	157.07
Miscellaneous expenditure written off	0.00	173.69
Interest expenses	1,022.54	1,743.37
Loss / (profit) on sale of fixed assets (net)	0.00	0.56
Interest income	(36.02)	(36.63)
Dividend income	(0.07)	(0.24)
Profit on sale of investments (net)	(392.02)	(6.33)
Provision no longer required written back	(12.31)	(6.36)
Provision for doubtful debts and liquidated damages	—	30.00
<b>Operating Profit before Working Capital Changes</b>	<b>1,266.75</b>	<b>1,192.73</b>
Adjustments for :		
(Increase)/decrease in inventories	(559.06)	(494.04)
(Increase)/decrease in debtors	(2,414.11)	65.16
(Increase)/decrease in other current assets	10.65	(18.70)
(Increase)/decrease in loans and advances	(92.06)	17.29
Increase/(decrease) in creditors	(5,313.27)	(2,286.98)
Increase/(decrease) in provisions	(0.17)	(1.00)
<b>Cash generated from / (used in) operations</b>	<b>(7,101.27)</b>	<b>(1,525.54)</b>
Direct taxes (paid) / refund (including fringe benefits tax)	(13.55)	(14.62)
<b>Net Cash Flow from / (used in) operating activities (A)</b>	<b>(7,114.82)</b>	<b>(1,540.16)</b>
<b>Cash Flow from / (used in) investing activities</b>		
Purchase of fixed assets	(44.48)	(161.25)
Proceeds from sale of fixed assets	—	3.69
Proceeds from sale of investments	2,335.99	1,058.77
Purchase of Investments	(1,493.11)	(3,448.20)
Advance towards share application	7641.41	(5,141.41)
Loans and deposits placed with the companies	342.57	(1,432.87)
Dividend received	0.07	0.24
Interest received	36.02	36.63
<b>Net Cash Flow from / (used in) investing activities (B)</b>	<b>8,818.47</b>	<b>(9,084.40)</b>

**CASH FLOW STATEMENT FOR THE YEAR ENDED  
MARCH 31, 2011 (contd.)**

**Annual Report 2010-2011**

	For the year ended March 31, 2011	For the year ended March 31, 2010
	Rs. In Lacs	Rs. In Lacs
<b>Cash Flow from / (used in) financing activities</b>		
Repayment of borrowings (Net)	(1,680.87)	(1,100.29)
Inter corporate Deposits / loans received - (Net)	939.52	(803.08)
Proceeds from Issue of Equity Shares	—	3,925.68
Share application money received	—	10,211.53
Interest Paid on Loans	(1,022.54)	(1,743.37)
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>(1,763.89)</b>	<b>10,490.47</b>
<b>Net increase / (decrease) in Cash and Cash Equivalents (A + B + C)</b>	<b>(60.24)</b>	<b>(134.09)</b>
<b>Opening Cash and Cash Equivalents</b>	<b>424.99</b>	<b>559.08</b>
<b>Closing Cash and Cash Equivalents (Refer Note 1 below)</b>	<b>364.75</b>	<b>424.99</b>

**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	As at March 31, 2011 (Rs. In Lacs)	As at March 31, 2010 (Rs. In Lacs)
Cash in hand	1.19	0.48
Balance with scheduled banks:		
In current accounts	25.13	107.11
In fixed and margin deposits	338.43	317.40
	<u>364.75</u>	<u>424.99</u>

- 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 Todarwal & Todarwal**  
Chartered Accountants  
Firm Registration Number : 111009W

**Sunil L Todarwal**  
Partner  
Membership No: 32512  
Place : Kolkata  
Date : 30th May, 2011

**For and on behalf of the Board of Director**

**Anil Poddar**  
Director

**R.K. Dabriwala**  
Chairman

**Place : Kolkata**  
**Date : 30th May, 2011**

	As at March 31, 2011 Rs. Lacs	As at March 31, 2010 Rs Lacs
<b>I. SHARE CAPITAL :</b>		
<b>Authorised</b>		
10,000,000 (10,000,000) Equity shares of Rs.10 each	1,000.00	1000.00
<b>Issued</b>		
4,612,000 (4,612,000) Equity shares of Rs.10 each	461.20	461.20
<b>Subscribed</b>		
4,611,677 (4,611,677) Equity shares of Rs.10 each fully paid up	461.17	461.17
<b>Note:</b>		
Of the above shares, 72,000 (72,000) Equity shares of Rs. 10 each have been allotted as fully paid up for consideration other than cash.		
<b>II RESERVES AND SURPLUS :</b>		
(a) Securities premium : As per last balance sheet	6,411.95	2,445.35
Add:- On issue of Equity Shares during the year	—	3,966.60
Total Share Premium	6,411.95	6,411.95
(b) General reserve : As per last balance sheet	—	2,300.00
Add : Transferred from Profit and Loss Account	—	—
Less : Adjustment of Debit Balance in Profit and Loss Account	—	2,300.00
Total General Reserve	—	—
(c) Amalgamation Reserve : As per last balance sheet	177.96	177.96
(d) Capital Reserve	27.50	27.50
(e) Profit & Loss Account	250.54	—
	6,867.95	6,617.41
<b>III SECURED LOANS :</b>		
<b>Loans from Banks</b>		
a) Cash Credit Loan from Bank	208.15	166.69
secured by hypothecation of current assets and certain fixed assets		
b) Term loan secured by hypothecation of certain cars	—	0.67
(Repayable in one year NIL (Rs. 0.67 lacs))		
c) Term loan secured by hypothecation of Windmills	269.51	366.70
(Repayable in one year Rs.106.80 lacs (Rs.106.80 lacs))		
d) Term Loan - Refer Note below	3,780.07	4,950.52
(Repayable in one year Rs. 3,750.00 lacs (Rs. 1,900.00 lacs))		
(includes interest accrued and due Rs. 30.07 lacs (Rs. 50.40 lacs))		
e) Term loan secured by hypothecation of Company's flat	—	242.01
(Repayable in one year NIL (Rs.135.65 lacs))		
(includes interest accrued and due NIL (Rs. 2.79 lacs))		
f) Working Capital Demand Loan secured by current assets and	67.53	150.00
certain fixed assets		
(Repayable in one year Rs. 50 lacs (Rs. 100.00 lacs))		
(includes installment due 17.53 lacs (NIL))		
g) Term Loan - Rental Discounting	1,611.87	1,739.94
Secured against future rent receivables and extention of mortgage		
of immovable property of a group company.		
(Repayable in one year Rs. 368.38 lacs (Rs. 368.38 lacs))		
<b>Loan from Others</b>		
Term loan secured by hypothecation of certain cars	5.02	6.49
(Repayable in one year Rs. 1.72 lacs (Rs. 2.08 lacs))		
	5,942.15	7,623.02

**Note:**

Secured by exclusive mortgage of immovable property, exclusive charge on cash flows and collection account arising out of the project, unconditional and irrevocable corporate guarantee and pledge of shares of a subsidiary company and personal guarantee of promoters.

**SCHEDULES TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011**

**Annual Report 2010-2011**

**As at March 31, 2011  
Rs. Lacs**

**As at March 31, 2010  
Rs Lacs**

**IV. UNSECURED LOANS**

Inter-corporate Deposits - Short term

— From other than banks  
(Repayable on demand)

**1,580.06**

**640.54**

**1,580.06**

**640.54**

**V. FIXED ASSETS AS ON 31.03.2011**

**Rs. Lacs**

Particulars	Gross Block				Depreciation				Net Block	
	Cost as on 01.04.2010	Addition & Adjustments During the year	Deletion & Adjustments During the year	Cost as on 31.03.2011	As on 01.04.2010	For the year	Deletions	Total as on 31.03.2011	As on 31.03.2011	As on 31.03.2010
Land - freehold	258.43	0.00	0.00	258.43	0.00	0.00	0.00	0.00	258.43	258.43
Buildings roads and Structures	1,008.39	2.46	0.00	1,010.85	238.86	18.53	0.00	257.39	753.46	769.52
Plant and machinery (including office equipments)	1,094.31	24.98	0.00	1,119.29	884.61	35.25	0.00	919.86	199.43	209.70
Furniture and fixtures	267.76	1.69	0.00	269.45	65.61	16.63	0.00	82.24	187.21	202.15
Vehicles	54.97	0.49	0.00	55.46	27.20	4.04	0.00	31.24	24.22	27.77
Windmill	768.02	0.00	0.00	768.02	297.42	79.41	0.00	376.83	391.19	470.60
	3,451.89	29.60	0.00	3,481.49	1,513.70	153.86	0.00	1,667.56	1,813.93	1,938.18
<b>Intangible Assets</b>										
Specialised Software	42.15	0.00	0.00	42.15	41.03	1.12	0.00	42.15	- 0.00	1.12
Technical Knowhow	39.61	0.00	0.00	39.61	39.59	0.00	0.00	39.59	0.02	0.02
<b>Assets given on Lease</b>										
Plant and Machinery	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total (A):</b>	<b>3,533.65</b>	<b>29.60</b>	<b>0.00</b>	<b>3,563.25</b>	<b>1,594.32</b>	<b>154.98</b>	<b>0.00</b>	<b>1,749.30</b>	<b>1,813.95</b>	<b>1,939.32</b>
Advances on capital account									129.17	114.29
Less: Provision for doubtful advances									80.38	80.38
<b>Total (B):</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>48.79</b>	<b>33.91</b>
<b>Total (A + B):</b>	<b>3,533.65</b>	<b>29.60</b>	<b>0.00</b>	<b>3,563.25</b>	<b>1,594.32</b>	<b>154.98</b>	<b>0.00</b>	<b>1,749.30</b>	<b>1,862.74</b>	<b>1,973.23</b>
Previous year	3,892.13	315.05	673.54	3,533.64	2,106.53	157.07	669.28	1,594.32	1,973.23	1,973.31

	As at March 31, 2011 Rs. Lacs	As at March 31, 2010 Rs. Lacs
<b>VI INVESTMENTS</b>		
<b>LONG TERM</b>		
<b>Unquoted</b>		
<b>Non-Trade</b>		
<b>Government Securities</b>		
— 6/7 year National Savings Certificate *	0.10	0.10
— Kisan Vikas Patra *	0.11	0.11
<b>In a Subsidiary Company</b>		
Elpro Estates Limited	149.93	149.93
1,499,300 (1,499,300) Equity shares of Rs.10 each fully paid) ** (Formerly known as Trump Properties Limited)		
<b>Others</b>		
— 256,633,397 (261,102,322) fully paid equity shares of Rs.10 each in MetLife India Insurance Company Limited***	26,864.77	27,311.66
— 23 (23) equity shares of US\$ 1,000 each in Glenwood Pte. Limited, Singapore.	10.04	10.04
— 226,977 (226,977) fully paid equity shares of Rs.10 each in Dabri Properties & Trading Company Limited (Associate)	22.50	22.50
— 2,500 (2,500) fully paid equity shares in The Saraswat Co-op Bank Limited	0.25	0.25
<b>Quoted</b>		
<b>Non-Trade</b>		
— 440 (440) fully paid equity shares of Rs. 2 each in Financial Technologies Limited	7.01	7.01
Nil (7,95,900) fully paid up equity shares of Rs. 10 each in Elpro Packaging Limited	—	3.98
— 50 (50) fully paid equity shares of Rs. 2 each in ABB Limited	0.42	0.42
— 50 (50) fully paid equity shares of Rs. 10 each in Accurate Transformers Limited	0.04	0.04
— 50 (50) fully paid equity shares of Rs. 10 each in Ackruti City Limited	0.26	0.26
— 200 (200) fully paid equity shares of Rs. 10 each in Adani Power Limited	0.21	0.21
— 2 (NIL) fully paid equity shares of Rs. 5 each in Agre Developers and Infra Limited		
— 50 (50) fully paid equity shares of Rs. 5 each in Ansal Properties and Infrastructure Limited	0.04	0.04
— 50 (50) fully paid equity shares of Rs. 10 each in Atlas Copco (India) Limited	0.44	0.44
— 100 (50) fully paid equity shares of Rs. 2 each in Areva T&D India Limited	0.27	0.27
— 50 (50) fully paid equity shares of Rs. 10 each in BGR Energy Systems Limited	0.26	0.26
— 50 (50) fully paid equity shares of Rs. 10 each in Bilpower Limited	0.09	0.09
— 50 (50) fully paid equity shares of Rs. 10 each in Brigade Enterprises Limited	0.07	0.07
— 50 (50) fully paid equity shares of Rs. 2 each in Crompton Greaves Limited	0.12	0.12
— 50 (50) fully paid equity shares of Rs. 2 each in DLF Limited	0.16	0.16
— 75 (50) fully paid equity shares of Rs. 10 each in Eclerx Services Limited	0.25	0.25
— 100 (50) fully paid equity shares of Re. 1 each in Elgi Equipments Limited	0.04	0.04
— 50 (50) fully paid equity shares of Rs. 2 each in Emco Limited	0.04	0.04
— 50 (50) fully paid equity shares of Rs. 10 each in IMP Power Limited	0.05	0.05
— 50 (50) fully paid equity shares of Rs. 10 each in Indo Tech Transformer Limited	0.16	0.16
— 50 (50) fully paid equity shares of Rs. 10 each in Ingersoll Rand (India) Limited	0.18	0.18
— 50 (50) fully paid equity shares of Rs. 2 each in Lancor Holdings Limited	0.05	0.05
— 200 (200) fully paid equity shares of Rs. 1 each in Marico Limited	0.21	0.21
— 50 (50) fully paid equity shares of Rs. 10 each in Mazda Controls Limited	0.05	0.05
— 50 (50) fully paid equity shares of Rs. 10 each in Omaxe Limited	0.05	0.05
— 50 (50) fully paid equity shares of Rs. 2 each in Pantaloon Retail (India) Limited	0.19	0.19

	As at March 31, 2011 Rs. Lacs	As at March 31, 2010 Rs Lacs
— 50 (50) fully paid equity shares of Rs. 5 each in Puravankara Projects Limited	0.05	0.05
— 400 (400) fully paid equity shares of Re. 1 each in Shree Renuka Sugars Limited	0.34	0.34
— 50 (50) fully paid equity shares of Rs. 2 each in Sunteck Realty Limited	0.29	0.29
— 100 (100) fully paid equity shares of Rs. 10 each in Torrent Power Limited	0.30	0.30
— 50 (50) fully paid equity shares of Rs. 10 each in Voltamp Transformers Limited	0.44	0.44
<b>CURRENT INVESTMENTS</b>		
<b>Unquoted - Non Trade</b>		
— 2,107.89 (2,107.89) units of Kotak Gilt Saving Growth Fund	0.43	0.43
	<b>27,060.24</b>	<b>27,511.08</b>
Aggregate amount of unquoted investments	<b>27,048.13</b>	<b>27,494.99</b>
Aggregate amount of quoted investments	<b>12.11</b>	<b>16.09</b>
Market value of quoted investments Rs. 9.07lacs (Rs. 20.46 lacs)		
* Lodged with Government authorities.		
** Pledged against term loans from Bank and others.		
*** There are certain restrictions on transferability of these shares.		
<b>VII STOCKS</b>		
Stores and spares	0.09	7.98
Raw materials and components	62.99	67.20
Work in progress	50.98	34.01
Finished goods	—	6.43
Land held as stock in trade	0.95	0.95
Project in Progress - Housing Division	<b>2,395.57</b>	<b>1,834.95</b>
	<b>2,510.58</b>	<b>1,951.52</b>
<b>VIII SUNDRY DEBTORS</b>		
<b>(Unsecured)</b>		
Over six months		
— Considered good	<b>2,483.81</b>	<b>69.70</b>
— Considered doubtful	<b>89.16</b>	<b>89.16</b>
	<b>2,572.97</b>	<b>158.86</b>
Others		
— Considered good	66.11	66.11
— Considered doubtful	—	—
	<b>2,639.08</b>	<b>224.97</b>
Less : Provision for doubtful debts	<b>(89.16)</b>	<b>(89.16)</b>
	<b>2,549.92</b>	<b>135.81</b>
<b>IX CASH AND BANK BALANCES</b>		
Cash in hand	1.19	0.48
Balance with scheduled banks in		
Current account *	25.13	107.11
Margin money account	—	—
Fixed Deposit	338.43	317.40
(Under Lien Rs 330.15 lacs (Rs. 316.94 lacs))	<b>364.75</b>	<b>424.99</b>

\*Includes balances in unclaimed dividend account Rs. 1.64 Lacs (Rs. 1.65 lacs)



	As at March 31, 2011 Rs. Lacs	As at March 31, 2010 Rs. Lacs
<b>X OTHER CURRENT ASSETS</b>		
Claims receivable	28.97	39.62
PV Claim Receivable	9.17	9.17
	<u>38.14</u>	<u>48.79</u>
<b>XI LOANS AND ADVANCES :</b>		
(Unsecured) (Considered good)		
Advances recoverable in cash or in kind or for value to be received	160.78	243.47
Advances to Suppliers	197.04	29.50
Balance with customs, excise, VAT authorities and other	70.16	69.48
Advance Tax/TDS/Refund due from Income tax department	172.32	158.77
Advance Fringe Benefit Tax (Net)	1.89	1.89
MAT Credit entitlement	20.59	14.10
Advance towards share application in MetLife India Insurance Company Limited	—	7,641.41
Loans to and deposits with companies	1,122.27	1464.84
Advance to Gratuity Trust	6.84	6.84
	<u>1,751.89</u>	<u>9,630.30</u>
<b>XII CURRENT LIABILITIES :</b>		
Sundry Creditors		
— Due to Small and Medium Enterprises	—	—
— Due to Others	258.66	272.85
Other Liabilities	346.38	180.02
Advance-from Customers	56.50	82.27
Claims Payable	200.00	
Advance against flat / commercial property sale agreements	6,136.91	6,151.89
Advance against flat bookings	668.52	6,868.52
Dividend warrants posted but not encashed	1.23	1.23
Rental Deposits received	1,093.64	531.14
	<u>8,762.34</u>	<u>14,087.92</u>
<b>XIII PROVISIONS :</b>		
Provision for leave encashment	5.06	5.23
Warranty & Other provisions	4.54	4.54
	<u>9.60</u>	<u>9.77</u>
<b>XIV MISCELLANEOUS EXPENDITURE</b>		
(To the extent not written off)		
Compensation Paid under VRS (Refer Note 26 of Schedule XXI)		
Opening Balance	—	173.68
Addition during the year	—	—
Amortised during the year	—	(173.68)
Closing Balance	<u>—</u>	<u>—</u>

**SCHEDULES TO AND FORMING PART OF THE  
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011**

**Annual Report 2010-2011**

	For the year ended March 31, 2011 Rs. Lacs	For the year ended March 31, 2010 Rs. Lacs
<b>XV SALES AND SERVICES :</b>		
Gross Sales - Operation	623.69	478.79
Real Estate	2,066.59	1,676.60
Income from Windmill	85.36	92.99
Income from lease rentals	676.39	645.81
Sale of scrap and other items	8.91	0.27
	<u>3,460.94</u>	<u>2,894.46</u>
<b>XVI OTHER INCOME :</b>		
Interest on inter-corporate deposits/loans, bank deposits, income tax, etc. (gross)	36.02	36.63
— Tax deducted at source Rs.1.68 lacs (Rs. 2.85 lacs)		
Dividend from current investments	0.07	0.24
Duty drawback	3.33	3.72
Sundry provisions and credit balances no longer required written back	12.31	6.36
Miscellaneous income	0.18	19.34
Profit on sale of long term investments (Net)	392.02	6.33
Profit on sale of Development Rights Certificate	319.30	—
	<u>763.23</u>	<u>72.62</u>
<b>XVII MATERIALS :</b>		
Consumption of raw material and bought out components		
Opening stock	68.07	65.98
Add: Purchases (including outside processing charges)	318.54	160.26
Less: Closing Stock	63.86	68.07
<b>Raw Material Consumed</b>	<u>322.75</u>	<u>158.17</u>
(Increase) / Decrease in stock of finished goods and work-in-progress		
Opening stocks		
Work-in-progress	34.01	70.42
Finished goods	6.43	1.02
	<u>40.44</u>	<u>71.44</u>
<b>Closing stocks</b>		
Work-in-progress	50.98	34.01
Finished goods	—	6.43
	<u>50.98</u>	<u>40.44</u>
<b>(Increase) / Decrease in stocks</b>	<u>(10.54)</u>	<u>31.00</u>
<b>Total Material cost</b>	<u>312.21</u>	<u>189.17</u>
<b>Project Cost (refer Note 16 of Schedule XXI)</b>	<u>1,543.99</u>	<u>1,089.97</u>

	For the year ended March 31, 2011 Rs. Lacs	For the year ended March 31, 2010 Rs. Lacs
<b>XVIII EMPLOYEE COSTS</b>		
Salaries, wages and bonus	87.59	72.62
Contribution to Provident and other Funds	1.97	1.73
Gratuity	0.47	1.47
Provision for leave encashment	1.64	5.05
Welfare expenses	1.53	1.50
	<u>93.20</u>	<u>82.37</u>
<b>XIX INTEREST AND FINANCE CHARGES</b>		
<b>Interest</b>		
— On loans for fixed periods	908.47	998.18
— Others	107.08	745.19
	<u>1,015.55</u>	<u>1,743.37</u>
<b>Finance charges</b>		
Bank charges	6.99	26.38
	<u>6.99</u>	<u>26.38</u>
	<u>1,022.54</u>	<u>1,769.75</u>
<b>XX OTHER EXPENSES :</b>		
Stores consumed	6.52	11.59
Power and fuel (net of recoveries)	20.67	3.82
Travelling and conveyance	13.10	19.51
Foreign Travelling Expenses	1.85	4.26
Repairs to machinery	13.85	3.46
Repairs to building	4.42	0.32
Other repairs and maintenance	6.03	7.64
Insurance	2.26	2.39
Rent	36.99	26.49
Rates and taxes	0.03	5.01
Director's Fees	1.30	1.32
Commission	0.20	1.94
Penalties for late deliveries (net of recoveries)	0.26	0.45
Telephone, Telegram & Telex	5.24	4.42
Provision for Bad and Doubtful debts	0.00	25.00
Provision for Liquidated Damages	—	5.00
Legal and Professional charges	151.88	71.88
Freight outward (net of recoveries)	5.48	9.43
Miscellaneous Expenditure written off	—	173.69
Compensation	—	61.00
Interest Compensation	—	22.49
Loss on Sale of Fixed Assets	—	0.56
Share issue Expenses	—	4.03
Miscellaneous expenses	97.52	75.45
	<u>367.60</u>	<u>541.15</u>

## SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2011

## SCHEDULE XXI

## 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 Rs. 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 Profit and Loss account of the year in which they are incurred.
- ii. Operating lease payments are recognized as expenditure in the Profit and Loss account 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 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 profit and loss account.

**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 Profit and Loss account in the period 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 Profit and loss account. 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 Profit and Loss Account 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.

	2010-11 Rs. In Lacs	2009-10 Rs. 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	62.35
b. Excise duty	9.75	9.75
c. Service tax	4.75	4.75
d. Employee related matters	Amount not ascertainable	Amount not ascertainable
e. Sales tax matters	18.18	18.18
f. Other matters	37.58	37.58
g. Bank guarantees (secured by hypothecation of current assets)	11.48	46.31
h. Corporate guarantees	5,000.00	6,500.00
i. Claims against the company not acknowledged as debts	0.00	596.00
3. Miscellaneous expenses include Auditors' remuneration:		
a. Audit fees	3.50	18.20
b. Reimbursement of actual out-of-pocket expenses	—	0.14
c. Other matters	—	—
4. Repairs to machinery includes spares consumed	1.02	3.46
5. Earning in foreign currency on account of:		
a. Exports of F.O.B. basis	186.65	154.94
6. Expenditure in foreign currency on account of:		
Miscellaneous	1.85	2.00

7. No Managerial remuneration debited to the Profit & Loss Account except Directors' fees of Rs. 1.32 lacs (Rs.1.34 lacs)

8. Value of imports on CIF basis

a. Raw materials	48.99	32.90
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9. Value of imported and indigenous raw materials and components consumed (\*\*)

	2010-11		2009-10	
	Rs. In Lacs	%	Rs. In Lacs	%
Imported	52.09	16.14	32.65	20.64
Indigenously procured	270.66	83.86	125.52	79.36
	322.75	100.00	158.17	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.

10. Raw materials and components consumed

	Unit	2010-11		2009-10	
		Quantity	Value (Rs. In Lacs)	Quantity	Value (Rs. In Lacs)
<b>A. Raw Materials</b>					
1. Non Ferrous					
a. Zinc Oxide	Kg.	17368	20.44	—	—
2. Other Ferrous and Non Ferrous RM	Kg.			321.44	2.29
<b>B. Components</b>					
a. Porcelain	No.	19472	51.84	12,924	28.12
b. Aluminum Pipes	Mtr.				
c. Others			250.75	—	127.76
			322.75		158.17

Notes:

- a. The consumption in 9 and 10 above is arrived at as a balancing figure by adding to opening stocks, the purchases made during the year and deducting there from the closing stocks. The figure under 'Other' disclosed in B(c) above, is a balancing figure in order to agree with the **consumption** shown in the Profit and Loss Account. Consequently, obsolete raw materials and components written off and excess/ shortage on physical verification are included in consumption.

11. Details of licensed and installed capacities and production

	Unit	Licensed Capacity (*)		Installed Capacity (**)		Production (***)	
		2010-11	2009-10	2010-11	2009-10	2010-11	2009-10
Lightning Arresters	Nos.	746,000	746,000	850,000	850,000	29,161	27,199
Accessories & Spares	Nos.	—	—	—	—	7,377	5,827
Varistors	Nos.	6,800,000	6,800,000	11,800,000	11,800,000	70,396	62,728

Note:

\* Licensed capacities disclosed include / represent capacity indicated in the prescribed memoranda filed with Department of Industrial Development (Secretariat of Industrial Approvals) in terms of Notification No.477 (E) dated July 25, 1991.

\*\* Installed capacity is dependent on product mix and is as certified by the management and not verified by the auditors as being a technical matter.

\*\*\* Production represents production meant for sale and excludes captive consumption.

**12. Details of opening and closing stock of goods produced and sold**

Product	Stock as on 31.3.09		Stock as at 31.3.10		Stock as on 31.3.11		Sales during 2010-11		Sales during 2009-10	
	Nos.	Value	Nos.	Value	Nos.	Value	Nos.	Value	Nos.	Value
Lightning Arresters	150	1.02	—	5.76	—	—	29,961	517.34	26,594	390.74
Accessories and Spares	—	—	800	—	—	—	9,531	—	3,673	—
Variastors	—	—	2154	0.67	—	—	71,896	106.35	61,228	88.05
	—	1.02	—	6.43	—	—	—	623.69	—	478.79

**Notes:**

1. Included under appropriate classes of goods is the turnover of components, etc. referred to in No.10 (B)
2. Sale quantity includes free samples, replacements etc.
3. Sale figure given above include revenue from manufacturing activity, but excludes revenue generated from providing of services.

13. 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, 2011. 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.

**14. Break up of Deferred Tax asset / liability (net)**

	2010-11 Rs. In Lacs	2009-10 Rs. In Lacs
<b>i. Break-up of deferred tax liability as at March 31, 2011.</b>		
Additional depreciation on fixed assets for tax purposes due to higher tax depreciation rates.	249.02	285.59
<b>Total deferred tax liability</b>	<b>249.02</b>	<b>285.59</b>
<b>ii. Break-up of deferred tax asset as at March 31, 2011</b>		
Provision for doubtful debts / advances that are deducted for tax purposes when written off.	53.79	56.32
On provision for employee benefits / voluntary retirement scheme compensation	5.77	58.14
On other items	—	1.51
On unabsorbed depreciation allowance and brought forward business loss (to the extent of residual deferred tax liabilities)	189.46	169.62
<b>Deferred tax asset</b>	<b>249.02</b>	<b>285.59</b>
<b>Net deferred tax liability / (asset) (Net)</b>	<b>Nil</b>	<b>Nil</b>

**Note:**

As at March 31, 2011, 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, 2011.

**15. Warranty provision**

	2010-11 Rs. In Lacs	2009-10 Rs. 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	—	—
<b>Carrying amount as at the end of the year</b>	<b>4.54</b>	<b>4.54</b>



**16. Project cost includes**

	2010-11 Rs. In Lacs	2009-10 Rs. In Lacs
Materials and labour cost	1,127.95	827.37
Consultant and professional expenses	204.04	220.16
Other direct development expenses	212.00	42.44
<b>Total</b>	<b>1,543.99</b>	<b>1,089.97</b>

17. Advance against flat bookings include Rs. 198.49 lacs (Previous year Rs. 6,399.00 lacs) received from related parties in respect of which formal sale agreements are yet to be entered into. The Management confirms that these advances have been received in the normal course of business.

**18. 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 0.57 lacs (Previous year USD .07 lacs).

19. Investments made in Met Life 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, 2011.

**20. Rights Issue**

During the Financial Year 2009-2010, the Company submitted Draft Letter of Offer to SEBI and stock exchange on January 14, 2010 with regard to proposed right issue up to maximum of Rs. 13800.00 lacs. The Company received in principle approval from stock exchange and received SEBI observation letter in September 2010. But owing to delay in obtaining regulatory approvals and adverse market conditions, the board of directors has decided to cancel the rights issue in their board meeting held on 8th day of May, 2011. Further it was decided that the share application money received from the promoters and promoters company to be refunded which is lying in share application money account.

**21. Related party disclosures**

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

1. Faridabad Investment Company Ltd.	Investing party/promoter company
2. Dabri Properties & Trading Co. Ltd.	Associate
3. International Conveyors Limited	Promoter Company
4. Mr. Surbhit Dabriwala	Promoter Director
5. Mr. R. K. Dabriwala	Promoter Director
6. Mrs Yamini Dabriwala	Relative of promoter Director
7. Elpro Estate Limited (Formerly known as Trump Properties Limited)	Subsidiary
8. IGE (India) Ltd.	Enterprise over which promoter/ company exercise significant influence
9. Faridabad Capital Holdings Private Limited	Enterprise over which promoter/ company exercise significant influence
10. RCA Limited	Promoter Company
11. Elpro Capital Private Limited	Enterprise over which promoter/ company exercise significant influence
12. IGE Realty Private Ltd	Enterprise over which promoter/ company exercise significant influence
13. International Belting Limited	Enterprise over which promoter/ company exercise significant influence

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

i) Investing party : **Faridabad Investment Co Ltd**

	March 31, 2011 (Rs. Lacs)	March 31, 2010 (Rs. Lacs)
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) Inter corporate deposit (ICD) (Given) / Received	—	7,000.00
2) Repayment (received) / Repayments	6,200.00	800.00
3) ICD Converted to Equity share application	—	6,200.00
4) Advance received against flat booking	—	6,200.00
5) Interest (Income) / Expenses	—	293.67
<b>Balances</b>		
1) (Receivables) / payable	—	—
2) Advance received against flat booking	—	6,200.00
3) Maximum Balances during the year	6,200.00	7,000.00
4) Share application money	6,200.00	6,200.00

ii) Associate : **Dabri Properties & Trading Co Ltd**

	March 31, 2011 (Rs. Lacs)	March 31, 2010 (Rs. Lacs)
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) Repayment made on ICD's taken	Nil	Nil
2) Interest expense	Nil	Nil
<b>Balances</b>		
1) Payable	Nil	Nil
2) Maximum Balances during the year	Nil	Nil

iii) Enterprise over which promoter exercise significant influence :

**International Conveyors limited**

	March 31, 2011 (Rs. Lacs)	March 31, 2010 (Rs. Lacs)
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) ICD received / advance against flat booking converted into ICD	760.00	4,065.00
2) Repayment made on ICD's taken	301.15	1,400.00
3) Interest expense	42.31	146.47
4) Advance received against flat booking	—	—
5) Converted to Equity share application	—	2,600.00
6) Other expenses/misc. scrap sale	1.81	0.09
<b>Balances</b>		
1) Payable	708.07	211.15
2) Advance towards booking	—	—
3) Other Expenses	—	0.09
4) Maximum Balance during the year	708.07	3,379.32
5) Share application money	2,600.00	2,600.00

## iv) Promoter Director : Mr Surbhit Dabriwala

	March 31, 2011 (Rs. Lacs)	March 31, 2010 (Rs. Lacs)
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) Remuneration	—	—
2) Director's Sitting Fees	0.25	0.30
<b>Balances</b>		
1) Maximum Balance payable during the year	—	—

## v) Promoter Director: Mr R. K. Dabriwala

	March 31, 2011 (Rs. Lacs)	March 31, 2010 (Rs. Lacs)
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) Director's Sitting fees	0.17	0.17
2) Share Application Money Received	—	225.00
<b>Balances</b>		
1) Maximum Balance during the year		225.00
2) Share application money	225.00	225.00

## vi) Relative of promoter Director: Mrs Yamini Dabriwala

	March 31, 2011 (Rs. Lacs)	March 31, 2010 (Rs. Lacs)
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) Share Application Money Received	—	590.00
<b>Balances</b>		
1) Maximum Balance during the year	—	590.00
2) Share application money	590.00	590.00

## vii) Subsidiary : Elpro Estate Limited (Formerly Known as Trump Properties Limited)

	March 31, 2011 (Rs. Lacs)	March 31, 2010 (Rs. Lacs)
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) Interest free advance as per JDA agreement	223.75	578.64
2) Rent Income	—	12.00
3) Advance Received towards booking/property development	—	—
4) Refunded	241.11	—
5) Transfer on account of JDA Agreement (Refer Note 27 of Schedule XXI)	—	—
6) Amount refunded on cancellation of sale booking	—	6,487.61
<b>Balances</b>		
1) Receivable	561.28	16.90
2) Advances received against flat bookings	—	—

3) (Advance received towards property development) / financing for property development	—	566.64
4) Maximum Balance receivable / (payable) during the year	561.28	4,001.50

## Viii) Enterprise over which Promoter exercise significant influence: IGE (India) Ltd.

	March 31, 2011 (Rs. Lacs)	March 31, 2010 (Rs. Lacs)
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) ICD received	1,791.00	3,534.00
2) Repayment made on ICD's taken	1,327.38	2,927.63
3) Interest expense	32.77	248.90
4) Rent and other expenses	27.68	24.55
5) Corporate guarantee released	1,500.00	—
6) ICD converted into equity share application	—	2,500.00
7) Advance paid towards proposed Purchase of Development Rights Certificate (TDR)	—	182.82
8) Interest income	2.21	0.22
9) Sale of Shares	2,328.00	—
10) Purchase of Development rights certificates	123.21	—
<b>Balances</b>		
1) Payable / (Receivable) (including interest)	821.01	(665.62)
2) Maximum Balances payable during the year	892.71	2,914.11
3) Corporate guarantee	5,000.00	6,500.00
4) Share application money	2,500.00	2,500.00

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

	March 31, 2011 (Rs. Lacs)	March 31, 2010 (Rs. Lacs)
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) ICD (Given)	—	—
2) Advance received against flat bookings	—	199.00
3) Other Expenses	—	0.01
<b>Balances</b>		
1) Advance against flat bookings	198.49	199.00
2) Receivable	—	—
3) Maximum Balance during the year	198.49	200.00

## x) Enterprise over which Promoter exercise Significant influence: RCA Limited

	March 31, 2011 (Rs. Lacs)	March 31, 2010 (Rs. Lacs)
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) ICD Given	—	400.00
2) Interest Expense	—	6.27
3) Converted into share application money	—	400.00

**Balances**

1) Maximum Balance during the year	6.27	400.00
2) Payable	—	6.27
3) Share application money	400.00	400.00

- xi) Enterprise over which Promoter exercise Significant influence:  
**Elpro Capital Private Limited**

March 31, 2011 (Rs. Lacs)	March 31, 2010 (Rs. Lacs)
------------------------------	------------------------------

**Nature of transactions****Transactions during the year**

1) Reimbursement of incorporation expenses	—	2.48
--	---	------

**Balances**

1) Maximum Balance during the year	2.48	2.48
2) Payable	2.48	2.48

- xii) Enterprise over which Promoter exercise Significant influence:  
**International Belting Limited**

March 31, 2011 (Rs. Lacs)	March 31, 2010 (Rs. Lacs)
------------------------------	------------------------------

**Nature of transactions****Transactions during the year**

1) ICD Received	—	619.00
2) ICD Repaid	222.36	400.00
3) Interest Expense	1.08	3.74
4) Misc. scrap sale	2.89	0.00

**Balances**

1) Maximum Balance during the year	222.36	619.00
2) Payable	0.97	222.36

**22. Earning per share**

	2010-11	2009-10
Profit / (Loss) after tax and exceptional items (Rs. In Lacs)	529.65	(926.02)
Weighted average number of equity shares used for calculating basic earnings per share	4,611,677	4,480,978
Weighted average number of equity shares used for calculating diluted earnings per share	4,611,677	4,480,978
Face value of Equity Shares (Rs.)	10	10
Earning per share- Basic & Diluted (Rs.)	11.49	(20.67)

## 23. 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, 2011 is given as follows:

	Electrical Equipments	Real Estate	Investment Activity	Others	Elimination	Total Rs. in Lacs
<b>SEGMENT REVENUE</b>						
External Sales	632.6	2,742.98	—	85.36	—	3,460.94
	(479.06)	(2,322.41)	—	(92.99)	(—)	(2,894.46)
Inter - segment Sales	—	—	—	—	—	—
	—	—	—	—	—	—
<b>Revenue</b>						<b>3,460.94</b>
						(2,894.46)
<b>RESULT</b>						
Segment result	84.29	1,189.49	—	0.73	—	1,274.51
	(-57.97)	(1,140.04)	—	(8.62)	—	(1,090.69)
Unallocated corporate income (net of unallocable expenses)						<b>477.67</b>
						(-183.34)
<b>Operating Profit/(Loss) before Exceptional item</b>						<b>1,752.18</b>
						(907.35)
<b>Exceptional item</b>						<b>-200</b>
						—
<b>Operating Profit/(Loss) after Exceptional item</b>						<b>1,552.18</b>
						(907.35)
<b>Interest Expenses</b>						<b>1,022.54</b>
						(1,769.75)
<b>Profit/(Loss) before Tax &amp; Prior period expense</b>						<b>529.64</b>
						(-862.4)
<b>Prior Period Expenses</b>						<b>—</b>
						(—)
<b>Profit/(Loss) before Tax &amp; after Prior Period expense</b>						<b>529.64</b>
						(-862.4)

Income taxes / Deferred tax Reversal						—
						-63.62
Net Profit / (Loss) after tax						529.64
						(-926.02)
Other information						—
						33,338.86
Segment assets	721.05	2,822.39	29,388.24	407.18		33,338.86
	(665.8)	(2,269.13)	(35,152.52)	(484.85)		(38,572.3)
Unallocated corporate assets						2,799.41
						(3,103.42)
Total assets						36,138.27
						(41,675.72)
Segment liabilities	381.23	8,338.34		269.51		8,989.08
	(352.28)	(13,832.46)	(—)	(366.7)		(14,551.44)
Unallocated corporate liabilities						7,305.04
						(7,809.81)
Total liabilities						16,294.12
						(22,361.25)
Capital Expenditure	—	—	—	—	—	—
	—	—	—	—	—	—
Unallocated capital Expenditure						29.62
						(315.05)
Total capital expenditure						29.62
						(315.05)
Depreciation	41.06	9.5		79.41		129.97
	-42.92	-9.5	—	-79.41		(131.83)
Unallocated Depreciation						25.01
						(25.24)
Total Depreciation						154.98
						(157.07)
Non cash expenses other than depreciation	—	—		—	—	—
	(173.69)	(—)	(—)	(—)		(173.69)

## b) Secondary Segment – Geographical Segments

	Domestic	Export	Total
<b>Segment revenue by geographical area</b>			
Based on geographical location of customers	3274.29	186.65	3460.94
(Including net sales, services etc.)	(2739.52)	(154.94)	(2894.46)
<b>Segment Assets by geographical area</b>			
	36110.62	27.64	36138.26
	(41672.7)	(3.02)	(41675.72)
Capital Expenditure	29.62	—	29.62
	(315.05)	(—)	(315.05)

**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 Housing / commercial Projects.
- Electrical equipments segment includes manufacturing and sales of lightning arrester, varistor, Secondary surge arresters, Discharge Counter. "Others" represents income generated from windmill.
- During the previous year the Company had reclassified Varistors from Segment – 'Others' to Electrical Equipment Segment.

**24. 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**

	2010-11	2009-10
	Rs. In Lacs	Rs. In Lacs
Gross block	180.50	180.50
Accumulated depreciation	44.51	40.59
Depreciation recognized during the year	3.92	3.92
Lease Rental Receipt for the year	676.39	645.81
Future minimum lease rentals Receipts not later than one year	593.77	657.75
later than one year but not later than five years	1,767.52	1,534.91

- 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:

**Buildings**

	2010-11	2009-10
	Rs. In Lacs	Rs. In Lacs
Lease rental payments for the year	13.90	13.57
Future minimum lease rentals payments payable		
Not later than one year	13.90	13.90
later than one year but not later than five years	—	—



25. During the previous year, the Company has recorded contingent liability to the tune of Rs. 596.00 lacs towards claim made by Siemens Limited in respect to certain adjustment amount pursuant to a Business Transfer Agreement dated March 10, 2006. On 30th Day of April 2011, both the parties has settled the dispute by entering into consent terms. The settlement terms has been duly recorded in the consent terms and as per the said terms the Company has accepted to pay Rs. 200.00 lacs against full and final settlement of claim lodged by Siemens Limited.
26. During the year 2008-2009, the Company has entered into a 'Joint development Agreement' (JDA) with 'Elpro Estates Limited' (Formerly known as 'Trump Properties Limited'), a Subsidiary Company for the Joint Development of the Commercial project. In terms of the JDA Provisions the Company has transferred the Capital Work-in-Progress and the related liabilities on account of the commercial project to Elpro Estates Limited.
27. There are no dues payable to the Investor Education and Protection Fund as at March 31, 2011:
28. 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.
29. 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, 2011.

**A. Gratuity benefits:**

1. Assumptions	As on 31.03.11	As on 31.03.10
Discount	8.00 %	8.00%
Salary Escalation	5.00%	5.00%
<b>2. Table showing changes in present value of obligation</b>		
Present value of obligations at the beginning of year	9.34	14.15
Interest cost	0.75	1.13
Current service cost	2.04	1.74
Benefits paid	—	(7.89)
Actuarial (gain) / loss of obligations	0.76	0.21
Present value of obligations as at end of year	12.89	9.34
<b>3. Table showing changes in the fair value of plan assets</b>		
Fair value of plan assets at beginning of year	16.18	22.45
Expected return on plan assets	1.46	1.61
Contributions	—	—
Benefits paid	—	(7.88)
Actuarial Gain / (Loss) on plan assets	—	—
Fair value of plan assets at the end of year	17.64	16.18
<b>4. Table showing fair value of plan assets</b>		
Fair value of plan assets at beginning of year	16.18	22.45
Actual return on plan assets	1.46	1.61
Contributions	—	—
Benefits paid	—	(7.88)
Fair value of plan assets at the end of year	17.64	16.18

Funded status	4.75	6.84
Excess of actual over estimated return on plan assets	—	—
(Actual rate of return = Estimated return as ARD falls on 31 <sup>st</sup> March 2011)		
<b>5. Actuarial Gain/Loss recognized</b>		
Actuarial (Gain)/Loss for the year – obligations	(0.76)	(0.21)
Actuarial (Gain)/Loss for the year – plan assets	—	—
Total (Gain)/Loss for the year	0.76	(0.21)
Actuarial (Gain)/Loss recognized in the year	0.76	(0.21)
<b>6. The amounts to be recognized in the balance sheet and statements of Profit &amp; Loss Account</b>		
Present Value of obligations as at the end of year	12.89	9.34
Fair value of plan assets as at the end of the year	17.64	16.18
Funded status	4.75	6.84
Net assets / (Liability) recognized in the year	(4.75)	6.84
<b>7. Expenses recognized in statement of Profit &amp; Loss Account</b>		
Current service cost	2.04	1.74
Interest cost	0.75	1.13
Expected return on plan assets	(1.46)	(1.61)
Net Actuarial (gain) / loss recognized in the year	0.76	0.21
Expenses recognized in statement of Profit & Loss Account	2.09	1.47
<b>B Leave encashment:</b>		
<b>1. Actuarial Assumptions</b>	<b>As on 31.03.11</b>	<b>As on 31.03.10</b>
Discount	8.0%	8.0%
Salary Escalation	5.0%	5.0%
<b>2. Table showing changes in present value of Obligation</b>	<b>Rs. In Lacs</b>	<b>Rs. In Lacs</b>
	<b>As on 31.03.11</b>	<b>As on 31.03.10</b>
Present value of obligations at the beginning of year	5.23	6.23
Interest cost	0.42	0.50
Current service cost	1.73	1.92
Benefits paid	(2.93)	(6.05)
Actuarial (gain) / loss of obligations	0.62	2.63
Present value of obligations as at end of year	5.06	5.23
<b>3. Amount recognized in the Balance Sheet</b>		
Liability at the end of the year	5.06	5.23
Fair value of plan assets at the end of the year.	—	—

Difference	5.06	5.23
Unrecognised past service cost	—	—
Amount recognized in the Balance Sheet	5.06	5.23
<b>Expenses recognized in the Income Statement</b>		
Current service cost	1.73	1.92
Interest cost	0.42	0.50
Expected return on plan assets	—	—
Net actuarial (gain) / loss to be recognized	0.62	2.63
Expenses recognized in Profit and Loss	2.77	5.05

30. The Company is required to appoint a whole time company secretary as per section 383A of the Companies Act, 1956. The Company is in the process of appointment of company secretary.
31. Previous year's figures have been shown in brackets and have been regrouped wherever necessary to conform to current year's classification.

**Signatures to Schedules "I" to "XXI"****For Todarwal & Todarwal**

Chartered Accountants

Firm Registration No 111009W

**Sunil Todarwal**

Partner

Membership NO 32512

**Place :** Kolkata**Date :** 30th May, 2011**For and on behalf of the board of directors****Anil Poddar**

Director

**R.K.Dabriwala**

Chairman

**Place :** Kolkata**Date :** 30th May, 2011

**ELPRO INTERNATIONAL LIMITED**

Additional Information Pursuant to Part IV of Schedule VI to the Companies Act, 1956  
[Refer Schedule 17, Note 16]

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

**I. Registration Details**

Registration No.

State Code

Balance Sheet Date

Date Month Year

**II. Capital raised during the year (Amount in Rs. Thousand)**

Public Issue

Bonus Issue

Rights Issue

Private Placement (including  
share application money  
pending allotment)

**III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousand)**

Total Liabilities

**Sources of Funds**

Paid - Up Capital (excluding  
share application money  
pending allotment)

Secured Loans

**Application of Funds**

Net Fixed Assets

Net Current Assets

Accumulated Losses

Total Assets

Reserves & Surplus

Unsecured Loans

Investments

Misc. Expenditure

**IV. Performance of Company (Amount in Rs. Thousand)**

Turnover

+ - Profit / Loss Before Tax

+ - Earnings Per Share in Rs.

Total Expenditure

+ - Profit / Loss After Tax

Dividend Rate %

**V. Generic names of Three Principal Products / Services of Company (As per Monetary terms)**

Item Code No. (ITC Code)

Product Description

Item Code No. (ITC Code)

Product Description

For and on behalf of the Board of Directors

Place : Kolkata  
Date : 30th May, 2011

Anil Poddar  
Director

R. K. Dabirwala  
Chairman

## AUDITORS' REPORT

To The Board of Directors of  
Elpro International Limited

1. We have audited the attached consolidated balance sheet of Elpro International Limited ('the Company') and its subsidiary, hereinafter referred to as the 'Group' as at March 31, 2011, the related consolidated profit and loss account and the consolidated cash flow statement for the year ended on that date annexed thereto (collectively referred to as 'consolidated financial statements'), which we have signed under reference to this report. These consolidated financial statements are the responsibility of the Company's management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
2. We conducted our audit in accordance with generally accepted auditing standards in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of a subsidiary company included in the consolidated financial statements, which constitute total assets of Rs. 4,074.73 lacs and net assets of Rs. 3,058.82 lacs as at March 31, 2011, total revenue of Rs. 3.33 lacs, net loss of Rs 29.47 lacs and net cash outflow amounting to Rs. 191.22 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.
4. We did not audit the financial statements of an associate company where in the Group share of profit for the year aggregate to Rs. 2.31 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.
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.
6. Based on our audit and on the consideration of the reports of other auditors on separate financial statements and on the other financial information of the components of the Group as referred in paragraph 3 and 4 above and to the best of our information and according to the explanations given to us, in our opinion, the attached 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, 2011;
  - b. In the case of the consolidated profit and loss account, 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.

Sunil L. Todarwal  
Partner  
Membership No: 32512

Place : Kolkata  
Date : 30th May, 2011

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

**CONSOLIDATED BALANCE SHEET  
AS AT 31ST MARCH, 2011**

**Annual Report 2010-2011**

	Schedule	Rs. In Lacs	As at March 31, 2011 Rs. In Lacs	As at March 31, 2010 Rs. In Lacs
<b>I SOURCES OF FUNDS</b>				
Shareholders' Funds				
Share Capital	I	461.17		461.17
Reserves and surplus	II	9,409.27		9,204.08
Share Application Money			9,870.44	9,665.25
Minority Interest			12,515.00	12,515.00
Capital Reserve on Consolidation			448.76	452.84
Loan Funds			7.35	7.35
Secured loans	III	5,942.15		7,623.03
Unsecured loans	IV	1,877.48		1,044.86
			7,819.63	8,667.89
			<u>30,661.18</u>	<u>31,308.33</u>
<b>II APPLICATION OF FUNDS</b>				
Fixed assets	V			
Gross block		3,767.58		3,737.97
Less : Accumulated Depreciation		1,930.83		1,765.45
Net block		1,836.75		1,972.52
Capital Work in Progress including advances		3,925.13		3,903.75
Goodwill on Consolidation			5,761.88	5,876.27
Investments	VI		73.68	73.68
Deferred Tax Asset			26,925.16	27,373.72
Deferred tax (Note 4 of Schedule XXI)				
Deferred tax liability		249.02		
Less: Deferred tax asset		304.22	55.20	16.83
Deferred tax - Net				
Current assets, loans and advances				
Stocks	VII	2,510.58		1,951.52
Sundry debtors	VIII	2,557.93		144.22
Cash and bank balances	IX	366.11		617.58
Other current assets	X	38.14		48.79
Loans and advances	XI	1,862.93		9,142.31
		7,335.69		11,904.42
Less : Current liabilities and Provisions				
Current Liabilities	XII	9,451.60		14,228.17
Provisions	XIII	38.81		9.77
		9,490.41		14,237.94
Net current assets / (current liabilities)			(2154.72)	(2,333.52)
Miscellaneous Expenditure (To the extent not written off)	XIV		0.00	0.00
Debit Balance in Profit and Loss Account			0.00	301.35
			<u>30,661.19</u>	<u>31,308.33</u>
Notes to Accounts	XXI			
Schedule I to XXI annexed hereto form part of the Balance Sheet and Profit and Loss Account				

**As per our report of even date attached**

**For and on behalf of the Board of Directors**

**For Tadarwal & Tadarwal**

Chartered Accountants

Firm Registration Number : 111009W

**Sunil Tadarwal**

Partner

Membership No: 32512

**Anil Poddar**

Director

**R.K. Dabriwala**

Chairman

**Place : Kolkata**

**Date : 30th May, 2011**

**Place : Kolkata**

**Date : 30th May, 2011**

**CONSOLIDATED PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31ST MARCH, 2011**

	Schedules	Rs. In Lacs	For the year ended March 31, 2011 Rs. In Lacs	For the year ended March 31, 2010 Rs. In Lacs
<b>I INCOME</b>				
Sales and Services - Gross	XV	3,505.75		2,927.02
Less: Excise Duty		44.81		28.17
Sales and Services - Net		3,460.94		2,898.85
Other income	XVI	766.56		291.04
			4,227.48	3,189.89
<b>II EXPENDITURE</b>				
Materials	XVII	312.21		200.92
Project Cost	XVII	1,543.99		1,089.97
Employee costs	XVIII	103.79		83.69
Depreciation	V	165.40		173.25
Interest	XIX	1,047.36		1,778.46
Other expenses	XX	392.99		593.78
			3,565.74	3,920.07
<b>PROFIT / (LOSS) BEFORE TAX AND EXCEPTIONAL ITEMS</b>			661.74	(730.18)
Exceptional Item				
Claim payable			(200.00)	0.00
<b>PROFIT / (LOSS) BEFORE TAXATION</b>			461.74	(730.18)
Less: Provision for tax				
— Deferred Tax		(38.41)		35.87
— Current tax		6.49		84.52
— MAT Credit		(6.49)		
		—	(38.41)	(120.39)
<b>PROFIT / (LOSS) AFTER TAXATION</b>			500.15	(850.57)
Add / Less: Share of loss / (profit) to minority			4.08	(13.69)
Add: Share of profit of associate			2.31	1.70
<b>NET PROFIT / (LOSS) FOR THE YEAR</b>			506.54	(862.56)
— Balance of Profit and Loss Account			(301.35)	(1,738.79)
			205.19	(2,601.35)
Transfer to General Reserve			—	2,300.00
<b>BALANCE CARRIED TO BALANCE SHEET</b>			205.19	(301.35)
Basic and Diluted Earnings per equity share of face value of Rs. 10/- each			10.98	(19.25)
Notes to Accounts	XXI			
Schedule I to XXI annexed hereto form part of the Balance Sheet and Profit and Loss Account				

As per our report of even date attached

For and on behalf of the Board of Directors

For Tadarwal &amp; Tadarwal

Chartered Accountants

Firm Registration Number : 111009W

Sunil Tadarwal

Partner

Membership No: 32512

Anil Poddar

Director

R.K. Dabriwala

Chairman

Place : Kolkata

Date : 30th May, 2011

Place : Kolkata

Date : 30th May, 2011

**CONSOLIDATED CASH FLOW STATEMENT FOR  
THE YEAR ENDED 31ST MARCH, 2011**

**Annual Report 2010-2011**

<b>PARTICULARS</b>	<b>For the year ended March 31, 2011 (Rs. In Lacs)</b>	<b>For the year ended March 31, 2010 (Rs. In Lacs)</b>
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>PROFIT BEFORE TAXATION AS PER PROFIT AND LOSS ACCOUNT</b>	<b>461.74</b>	<b>(730.18)</b>
Adjustments for :		
Depreciation	165.40	173.25
Miscellaneous expenditure written off	—	173.69
Interest expenses	1,047.36	1,749.01
Loss / (profit) on sale of fixed assets (net)	—	0.56
Interest income	-36.48	(252.64)
Dividend income	-0.07	(0.24)
Profit on sale of investments (net)	-392.02	(6.33)
Provision no longer required written back	-14.45	(6.36)
Provision for doubtful debts and liquidated damages	—	35.05
Excess Depreciation written back	—	—
Provision for diminution in value of investments written back	—	—
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>1,231.47</b>	<b>1,135.81</b>
Adjustments for :		
(Increase)/decrease in inventories	-559.06	(494.04)
(Increase)/decrease in debtors	-2,413.70	44.88
(Increase)/decrease in other current assets	10.65	(18.69)
(Increase)/decrease in loans and advances	-86.65	9.11
Increase/(decrease) in creditors & current liabilities	-5,339.20	4,311.64
Increase/(decrease) in provisions	1.65	(2.82)
<b>CASH GENERATED FROM / (USED IN) OPERATIONS</b>	<b>(7,154.84)</b>	<b>4,985.89</b>
Direct taxes paid (including fringe benefits tax)	-13.55	34.45
Miscellaneous Expenditure incurred during the year	—	—
<b>NET CASH FLOW FROM/ (USED IN) OPERATING ACTIVITIES</b>	<b>(A) -7,168.39</b>	<b>5,020.34</b>
<b>CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES</b>		
Purchases and advances for fixed assets	-50.97	(176.75)
Proceeds from sale of fixed assets	—	3.69
Proceeds from sale of investments of investments	2,335.99	1,058.77
Purchase of investments	-1,493.11	(3,448.20)
Advance towards share application	7,641.41	(5,141.41)
Loans and deposits placed with the companies	342.57	(854.22)
Dividend received	0.07	0.24
Interest received	36.48	252.64
<b>NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES</b>	<b>(B) 8,812.44</b>	<b>(8,305.24)</b>
<b>CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES</b>		
Proceeds from borrowings	—	—
Repayment of borrowings (Net)	-1,680.87	(1,104.17)
Cash credit, Export packing credit, Term Loans, etc.	—	—
Inter corporate Deposits/loans received -(Net)	832.72	(400.92)



**CONSOLIDATED CASH FLOW STATEMENT FOR  
THE YEAR ENDED 31ST MARCH, 2011 (Contd.)**

PARTICULARS	For the year ended March 31, 2011 (Rs. In Lacs)	For the year ended March 31, 2010 (Rs. In Lacs)
Proceeds from Issue of Equity Shares	—	3,925.68
Proceeds from Issue of Equity Shares warrants	—	—
Refund of share application money	—	(7,543.40)
Share application money received	—	10,211.53
Interest Paid on Loans	-1047.36	(1,749.01)
<b>NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES (C)</b>	<b>(1,895.51)</b>	<b>3,339.71</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)</b>	<b>-251.46</b>	<b>54.81</b>
<b>OPENING CASH AND CASH EQUIVALENTS</b>	<b>617.57</b>	<b>562.77</b>
<b>CLOSING CASH AND CASH EQUIVALENTS (Refer Note 1 below)</b>	<b>366.11</b>	<b>617.58</b>

**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	As at March 31, 2011 (Rs. In Lacs)	As at March 31, 2010 (Rs. In Lacs)
Cash in hand	1.20	0.48
Balance with scheduled banks:		
In current accounts	26.48	299.70
In fixed and margin deposits	338.43	317.40
	<b>366.11</b>	<b>617.58</b>

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 and on behalf of the Board of Directors

For **Todarwal & Todarwal**

Chartered Accountants

Firm Registration Number : 111009W

**Sunil Todarwal**

Partner

Membership No: 32512

**Anil Poddar**

Director

**R.K. Dabriwala**

Chairman

Place : Kolkata

Date : 30th May, 2011

Place : Kolkata

Date : 30th May, 2011

**SCHEDULES TO AND FORMING PART OF THE CONSOLIDATED  
BALANCE SHEET AS AT 31ST MARCH, 2011**

**Annual Report 2010-2011**

	As at March 31, 2011 Rs. In Lacs	As at March 31, 2010 Rs. In Lacs
<b>I. SHARE CAPITAL :</b>		
<b>Authorised</b>		
10,000,000 (10,000,000) Equity shares of Rs.10 each	1,000.00	1,000.00
<b>Issued</b>		
4,612,000 (4,612,000) Equity shares of Rs.10 each	461.20	461.20
<b>Subscribed &amp; Paid Up</b>		
4,611,677 (4,611,677) Equity shares of Rs.10 each fully paid up	461.17	461.17
<b>Note:</b>		
Of the above Shares, 72000 (72000) Equity Shares of Rs. 10 each have been allotted as fully paid up for consideration other than cash		
<b>II RESERVES AND SURPLUS :</b>		
(a) Share premium : As per last balance sheet	8,998.62	2,445.35
Add:- On issue of Equity Shares during the year	—	6,553.27
Total Share Premium	8,998.62	8,998.62
(b) General reserve : As per last balance sheet	—	2,300.00
Add : Transferred from Profit and Loss Account	—	—
Less :Adjustment of Debit Balance in Profit and Loss Account	—	2,300.00
Total General Reserve	—	—
(c) Amalgamation Reserve: As per last balance sheet	177.96	177.96
(d) Capital Reserve	27.50	27.50
(e) Profit & Loss Account	205.19	—
	9,409.27	9,204.08
<b>III SECURED LOANS :</b>		
<b>Loans from Banks</b>		
a) Cash Credit Loan from Bank secured by hypothecation of current assets and certain fixed assets	208.15	166.69
b) Term loan secured by hypothecation of certain cars (Repayable in one year NIL (Rs. 0.67 lacs))	—	0.67
c) Term loan secured by hypothecation of Windmills (Repayable in one year Rs.106.80 lacs (Rs.106.80 lacs))	269.51	366.70
d) Term Loan - Refer Note below (Repayable in one year Rs. 3,750.00 lacs (Rs. 1,900.00 lacs)) (includes interest accrued and due Rs.30.07 lacs (Rs. 50.40 lacs))	3,780.07	4,950.52
e) Term loan secured by hypothecation of Company's flat (Repayable in one year NIL (Rs.135.65 lacs)) (includes interest accrued and due NIL (Rs. 2.79 lacs))	—	242.01
f) Working Capital Demand Loan secured by current assets and certain fixed assets (Repayable in one year Rs.50 lacs (Rs. 100.00 lacs)) (includes principal due Rs. 17.52 lacs (NIL))	67.53	150.00
g) Term Loan- Rental Discounting Secured against future rent receivables and extension of mortgage of immovable property of a group company. (Repayable in one year Rs. 368.38 lacs (Rs.368.38 lacs))	1,611.87	1,739.94
<b>Loan from Others</b>		
a) Term loan secured by hypothecation of certain cars (Repayable in one year Rs. 1.72 lacs (Rs. 2.08 lacs))	5.02	6.49
	5,942.15	7,623.02

**Note:**

Secured by exclusive mortgage of immovable property, exclusive charge on cash flows and collection account arising out of the project, unconditional and irrevocable corporate guarantee and pledge of shares of a subsidiary company and personal guarantee of promoters.

As at March 31, 2011  
Rs. In LacsAs at March 31, 2010  
Rs. In Lacs**IV UNSECURED LOANS**

Inter-corporate Deposits - Short terms

— From other than banks

(Repayable on demand)

1,877.48

1,044.86

1,877.48

1,044.86

**V. Fixed Assets: as on 31.03.2011**

(Rs. Lacs)

Particulars	Gross Block			Depreciation				Net Block		
	Cost as on 01.04.2010	Addition & Adjustments During the year	Deletion & Adjustments During the year	Cost as on 31.03.2011	As on 01.04.2010	For the year	Deletions	Total as on 31.03.2011	As on 31.03.2011	As on 31.03.2010
<b>Tangible Assets</b>										
Land - freehold	258.43	0.00	0.00	258.43	0.00	0.00	0.00	0.00	258.43	258.43
Buildings roads and Structures	1,008.38	2.46	0.00	1,010.84	238.86	18.53	0.00	257.39	753.45	769.52
Plant and machinery (including office equipments)	1102.05	24.98	0.00	1127.03	888.79	35.80	0.00	924.59	202.44	213.25
Furniture and fixtures	273.43	1.69	0.00	275.12	68.52	17.03	0.00	85.55	189.57	204.92
Vehicles	102.47	0.49	0.00	102.96	65.47	6.43	0.00	71.90	31.06	37.01
Windmill	768.02	0.00	0.00	768.02	297.42	79.41	0.00	376.83	391.19	470.60
	3512.79	29.62	0.00	3542.40	1559.06	157.20	0.00	1716.26	1826.14	1953.74
<b>Intangible Assets</b>										
Specialised Software	185.57	0.00	0.00	185.57	166.79	8.19	0.00	174.98	0.00	18.77
Technical Knowhow.	39.61	0.00	0.00	39.61	39.59	0.00	0.00	39.59	0.02	0.02
<b>Total (A):</b>	<b>3737.97</b>	<b>29.62</b>	<b>0.00</b>	<b>3767.58</b>	<b>1765.44</b>	<b>165.39</b>	<b>0.00</b>	<b>1930.83</b>	<b>1836.75</b>	<b>1972.53</b>
Advances on capital account (Refer Note 19 of Schedule XXI)									4005.51	3984.13
Less: Provision for doubtful advances									80.38	80.38
<b>Total (B):</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>3925.13</b>	<b>3903.75</b>
<b>Total (A + B):</b>	<b>3737.97</b>	<b>29.62</b>	<b>0.00</b>	<b>3767.58</b>	<b>1765.44</b>	<b>165.39</b>	<b>0.00</b>	<b>1930.83</b>	<b>5761.88</b>	<b>5876.28</b>
Previous year	4096.46	316.04	673.54	3737.97	2261.47	173.25	669.27	1765.45	5876.27	

**VI INVESTMENTS****LONG TERM - UNQUOTED**As at March 31, 2011  
Rs. in LacsAs at March 31, 2010  
Rs. in Lacs**Non-Trade****Government Securities**

— 677 year National Savings Certificate \*

0.10

0.10

— Kisan Vikas Patra \*

0.11

0.11

**Others**

— 255,633,397 (261,102,322) fully paid equity shares of Rs.10 each in

Metlife India Insurance Company Private Limited\*\*\*

26,864.77

27,311.66

— 23 (23) equity shares of US\$ 1,000 each in Glenwood Pte. Limited, Singapore

10.04

10.04

— 226,977 (226,977) fully paid equity shares of Rs.10 each

in Dabri Properties &amp; Trading Company Limited (Associate)

37.38

35.07

— 2,500 (2,500) fully paid equity shares in The Saraswat Co-op Bank Limited

0.25

0.25

**QUOTED****Non-Trade**

— 440 (440) fully paid equity shares of Rs. 2 each in Financial Technologies Limited

7.01

7.01

— 7,95,900 (7,95,900) fully paid up equity shares of Rs. 10 each in Elpro Packaging Limited.

—

3.98

— 50 (50) fully paid equity shares of Rs. 2 each in ABB Limited

0.42

0.42

— 50 (50) fully paid equity shares of Rs. 10 each in Accurate Transformers Limited

0.04

0.04

— 50 (50) fully paid equity shares of Rs. 10 each in Ackruti City Limited

0.26

0.26

— 200 (200) fully paid equity shares of Rs. 10 each in Adani Power Limited

0.21

0.21

— 2 (NIL) fully paid equity shares of Rs. 5 each in Agre Developers and Infra Limited

— 50 (50) fully paid equity shares of Rs. 5 each in Ansal Properties and Infrastructure Limited

0.04

0.04

**SCHEDULES TO AND FORMING PART OF CONSOLIDATED  
BALANCE SHEET AS AT 31ST MARCH, 2011**

**Annual Report 2010-2011**

	As at March 31, 2011 Rs. in Lacs	As at March 31, 2010 Rs. in Lacs
— 50 (50) fully paid equity shares of Rs. 10 each in Atlas Copco (India) Limited	0.44	0.44
— 100 (50) fully paid equity shares of Rs. 2 each in Areva T&D India Limited	0.27	0.27
— 50 (50) fully paid equity shares of Rs. 10 each in BGR Energy Systems Limited	0.26	0.26
— 50 (50) fully paid equity shares of Rs. 10 each in Bilpower Limited	0.09	0.09
— 50 (50) fully paid equity shares of Rs. 10 each in Brigade Enterprises Limited	0.07	0.07
— 50 (50) fully paid equity shares of Rs. 2 each in Crompton Greaves Limited	0.12	0.12
— 50 (50) fully paid equity shares of Rs. 2 each in DLF Limited	0.16	0.16
— 75 (50) fully paid equity shares of Rs. 10 each in Eclerx Services Limited	0.25	0.25
— 100 (50) fully paid equity shares of Re. 1 each in Elgi Equipments Limited	0.04	0.04
— 50 (50) fully paid equity shares of Rs. 2 each in Emco Limited	0.04	0.04
— 50 (50) fully paid equity shares of Rs. 10 each in IMP Power Limited	0.05	0.05
— 50 (50) fully paid equity shares of Rs. 10 each in Indo Tech Transformer Limited	0.16	0.16
— 50 (50) fully paid equity shares of Rs. 10 each in Ingersoll Rand (India) Limited	0.18	0.18
— 50 (50) fully paid equity shares of Rs. 2 each in Lancor Holdings Limited	0.05	0.05
— 200 (200) fully paid equity shares of Rs. 1 each in Marico Limited	0.21	0.21
— 50 (50) fully paid equity shares of Rs. 10 each in Mazda Controls Limited	0.05	0.05
— 50 (50) fully paid equity shares of Rs. 10 each in Omaxe Limited	0.05	0.05
— 50 (50) fully paid equity shares of Rs. 2 each in Pantaloon Retail (India) Limited	0.19	0.19
— 50 (50) fully paid equity shares of Rs. 5 each in Puravankara Projects Limited	0.05	0.05
— 400 (400) fully paid equity shares of Re. 1 each in Shree Renuka Sugars Limited	0.34	0.34
— 50 (50) fully paid equity shares of Rs. 2 each in Sunteck Realty Limited	0.29	0.29
— 100 (100) fully paid equity shares of Rs. 10 each in Torrent Power Limited	0.30	0.30
— 50 (50) fully paid equity shares of Rs. 10 each in Voltamp Transformers Limited	0.44	0.44
<b>CURRENT INVESTMENTS</b>		
<b>Unquoted -Non Trade</b>		
— 2,107.89 (2,107.89) units of Kotak Gilt Saving Growth Fund	0.43	0.43
	<u>26,925.16</u>	<u>27,373.72</u>
Aggregate amount of unquoted investments	26,913.05	27,357.42
Aggregate amount of quoted investments	12.11	16.52
Market value of quoted investments Rs. 9.07 lacs (Rs. 20.46 lacs)		
* Lodged with Government authorities.		
** Pledged against term loans from Bank and others.		
*** There are certain restrictions on transferability of these shares.		
<b>VII STOCKS</b>		
Stores and spares	0.09	7.98
Raw materials and components	62.99	67.20
Work in progress	50.98	34.01
Finished goods	—	6.43
Land held as stock in trade	0.95	0.95
Project in Progress - Housing Division	2,395.57	1,834.95
	<u>2,510.58</u>	<u>1,951.52</u>
<b>VIII SUNDRY DEBTORS</b>		
<b>(Unsecured)</b>		
Over six months		
— Considered good	2,491.81	78.11
— Considered doubtful	89.16	89.16
	<u>2,580.97</u>	<u>167.27</u>
Others		
— Considered good	66.11	66.11
	<u>2,647.08</u>	<u>233.38</u>
Less : Provision for doubtful debts	(89.16)	(89.16)
	<u>2,557.93</u>	<u>144.22</u>

	As at March 31, 2011 Rs. in Lacs	As at March 31, 2010 Rs. in Lacs
<b>IX CASH IN BANK BALANCES</b>		
Cash in hand	1.20	0.48
Balance with scheduled banks in		
Current account *	26.48	299.70
Fixed Deposit	338.43	317.40
(Under Lien Rs. 330.15 lacs (Rs. 316.94 lacs))		
	<u>366.11</u>	<u>617.58</u>
*Includes balances in unclaimed dividend account Rs. 1.64 lacs (Rs 1.65 lacs)		
<b>X OTHER CURRENT ASSETS</b>		
Claims receivable	28.97	39.62
PV Claim Receivable	9.17	9.17
	<u>38.14</u>	<u>48.79</u>
<b>XI LOANS AND ADVANCES :</b>		
(Unsecured) (Considered good)		
Advances recoverable in cash or in kind or for value to be received	247.73	326.81
Advances to Suppliers	197.04	29.50
Balance with customs, excise, VAT authorities and other	70.16	69.48
Advance Tax/TDS/Refund due from Income tax department	196.41	166.09
Advance Fringe Benefit Tax (Net)	1.89	1.89
MAT Credit entitlement	20.59	14.10
Advance towards share application in Metlife India Insurance Company Limited	—	7,641.41
Loans to and deposits with companies	1,122.27	886.20
Advance to Gratuity Trust	6.84	6.83
	<u>1,862.93</u>	<u>9,142.31</u>
<b>XII CURRENT LIABILITIES :</b>		
Sundry Creditors		
— Due to Small and Medium Enterprises	—	—
— Due to Others	340.60	362.97
Other Liabilities	911.87	188.29
Book overdraft	0.50	—
Advance from Customers	98.35	124.13
Claims Payable	200.00	—
Advance against flat / commercial property sale agreements	6,136.91	6,151.89
Advance against flat bookings	668.52	6,868.52
Dividend warrants posted but not encashed	1.21	1.23
Rental Deposits received	1,093.64	531.14
	<u>9,451.60</u>	<u>14,228.17</u>
<b>XIII PROVISIONS :</b>		
Provision for leave encashment	5.06	5.23
Warranty & Other provisions	4.54	4.54
Provision for Tax	29.21	—
	<u>38.81</u>	<u>9.77</u>
<b>XIV MISCELLANEOUS EXPENDITURE</b>		
(To the extent not written off)		
Compensation Paid under VRS (Refer Note 26 of Schedule XXI)		
Opening Balance	—	173.68
Addition during the year	—	—
Amortised during the year	—	(173.68)
Closing Balance	—	—

**SCHEDULES TO AND FORMING PART OF CONSOLIDATED  
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011**

**Annual Report 2010-2011**

	Year ended March 31, 2011 Rs. Lacs	Year ended March 31, 2010 Rs Lacs
<b>XV SALES AND SERVICES :</b>		
Gross Sales - Operation	623.69	478.79
Real Estate	2,066.59	1,676.60
Income from Windmill	85.36	92.99
Income from lease rentals	676.39	633.81
Income from services	—	16.39
Sale of scrap and other items	8.91	0.27
	<u>3,460.94</u>	<u>2,898.85</u>
<b>XVI OTHER INCOME :</b>		
Interest on inter-corporate deposits/loans, bank deposits, income tax, etc. (gross)	36.02	247.88
— Tax deducted at source Rs.1.68 lacs (Rs. 2.85 lacs)		
Interest received	0.46	
Dividend from current investments	0.07	0.24
Duty drawback	3.33	3.72
Sundry provisions and credit balances no longer required written back	14.45	6.36
Profit on sale of Right to Purchase Property	—	2.40
Miscellaneous income	0.91	19.35
Profit on Sale of long term investments (Net)	392.02	6.33
Interest on Income Tax Refund	—	4.76
Profit on Sale of Development Rights Certificate	319.30	—
	<u>766.56</u>	<u>291.04</u>
<b>XVII MATERIALS :</b>		
Consumption of raw material and bought out components		
<b>Opening stock</b>	68.07	65.97
Add: Purchases (including outside processing charges)	318.54	160.27
Less: Closing Stock	63.86	68.07
<b>Raw Material Consumed</b>	322.75	158.17
Other Direct Material cost	—	11.75
(Increase)/Decrease in stock of finished goods and work-in-progress		
<b>Opening stocks</b>		
Work-in-progress	34.01	70.42
Finished goods	6.43	1.02
	<u>40.44</u>	<u>71.44</u>
<b>Closing stocks</b>		
Work-in-progress	50.98	34.01
Finished goods	—	6.43
	<u>50.98</u>	<u>40.44</u>
<b>(Increase)/Decrease in stocks</b>	<u>(10.54)</u>	<u>31.00</u>
<b>Total Material cost</b>	<u>312.21</u>	<u>200.92</u>
<b>Project Cost</b>	<u>1,543.99</u>	<u>1,089.97</u>

	Year ended March 31, 2011 Rs. Lacs	Year ended March 31, 2010 Rs. Lacs
<b>XVIII EMPLOYEE COSTS</b>		
Salaries, wages and bonus	97.94	73.91
Contribution to Provident and other Funds	2.21	1.76
Gratuity	0.47	1.47
Provision for leave encashment	1.64	5.05
Welfare expenses	1.53	1.50
	<u>103.79</u>	<u>83.69</u>
<b>XIX INTEREST AND FINANCE CHARGES</b>		
<b>Interest</b>		
— On loans for fixed periods	908.47	998.22
— Others	131.90	750.79
	<u>1,040.37</u>	<u>1,749.01</u>
<b>Finance charges</b>		
Bank charges	6.99	29.45
	<u>6.99</u>	<u>29.45</u>
	<u>1,047.36</u>	<u>1,778.46</u>
<b>XX OTHER EXPENSES :</b>		
Stores consumed	6.52	11.59
Power and fuel (net of recoveries)	20.67	3.82
Travelling and conveyance	16.53	24.05
Foreign Travelling Expenses	1.85	4.26
Repairs to machinery	13.85	3.46
Repairs to building	4.42	0.32
Other repairs and maintenance	7.45	8.77
Insurance	2.26	2.57
Rent	38.79	28.29
Rates and taxes	9.06	5.01
Director's Fees	1.30	1.32
Commission	0.20	1.94
Penalties for late deliveries (net of recoveries)	0.26	0.45
Telephone, Telegram & Telex	6.30	5.69
Provision for Bad and Doubtful debts	0.00	30.05
Provision for Liquidated Damages	—	5.00
Legal and Professional charges	157.18	107.01
Freight outward (net of recoveries)	5.48	9.43
Miscellaneous Expenditure written off	—	173.69
Compensation	—	61.00
Interest Compensation	—	22.49
Loss on Sale of Fixed Assets	—	0.56
Audit Fees	—	20.76
Share issue Expenses	—	4.03
Miscellaneous expenses	100.87	58.22
	<u>392.99</u>	<u>593.78</u>

**XXI SCHEDULES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2011****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, 2011 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 - Dabri 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 1.24% (1.68%) 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 Rs. 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) Investments**

Long-term investments are valued at cost. Provisions 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.

**f) Inventories**

Inventories are stated at the lower of cost and net realisable 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.

**g) 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.

**h) 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 profit and loss account, except those relating to fixed assets acquired from outside India till March 31, 2007, which were adjusted in the carrying cost of such fixed assets.

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 profit and loss account.

**i) Revenue recognition**

- i) Sale of goods is recognised on despatch to customer and are recorded net of sale tax and excise duties and excludes export incentives such as duty drawbacks. Income from services rendered is recognized on completion of work.
- 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 10% 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.

**j) Research and development expenditure**

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

**k) 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 Profit and Loss account in the period 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/availing. 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 Profit and loss account. The Company has an obligation to make good the shortfall if any, between return of investment by the trust and government administered interest rate.

**l) 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.

**m) Miscellaneous expenditure (to the extent not written off)**

Compensation paid under Voluntary Retirement Scheme has been amortised fully upto March 31, 2010, as per the provisions of Accounting Standard 15 – on Employee Benefits.

**n) 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 Profit and Loss account of the year in which they are incurred.
- ii. Operating lease payments are recognized as expenditure in the Profit and Loss account 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.

**o) 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 Profit and Loss Account 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.

**p) 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.

**q) 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.

**r) 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.

**s) 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, 2011	Percentage of ownership interest as at March 31, 2010
<b>Subsidiary (Held Directly)</b>			
(a) Elpro Estates Limited (Formerly known as 'Trump Properties Limited')	India	86.17%	99.95%
<b>Associates</b>			
(a) Dabri Properties & Trading Company Limited	India	31.77%	31.77%

	2010-11 Rs. Lacs	2009-10 Rs. 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	62.35	62.35
b. Excise duty	9.75	9.75
c. Service tax	4.75	4.75
d. Employee related matters	Amount not ascertainable	Amount not ascertainable
e. Sales tax matters	18.18	18.18
f. Other matters	37.58	37.58
g. Bank guarantees (secured by hypothecation of current assets)	46.31	46.31
h. Corporate guarantees	5,000.00	6,500.00
4. Break up of Deferred Tax asset / liability (net)		
i. Break-up of deferred tax liability as at March 31, 2011		
Additional depreciation on fixed assets for tax purposes due to higher tax depreciation rates.	249.41	287.82
<b>Total deferred tax liability</b>	<b>249.41</b>	<b>287.82</b>
ii. Break-up of deferred tax asset as at March 31, 2011		
<b>Nature of timing difference</b>		
Provision for doubtful debts/advances that are deducted for tax purposes when written off.	53.79	56.32
On provision for employee benefits / voluntary retirement scheme compensation	5.77	58.14
On other items	2.78	1.85
Tax credit for the year 2005-06 u/s 115JAA	18.41	3.99
On unabsorbed depreciation allowance and brought forward business loss	223.86	184.35
<b>Deferred tax asset</b>	<b>304.65</b>	<b>304.65</b>
<b>Net deferred tax asset</b>	<b>55.20</b>	<b>16.83</b>

**Note:**

As at March 31, 2011, 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, 2011. However, in case of the Subsidiary company, deferred tax asset has been recognized during the previous year, based on the estimate of management, there is a virtual certainty of its realization.

## 5. Warranty provision

Carrying forward 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	—	—
<b>Carrying amount as at the end of the year</b>	<b>4.54</b>	<b>4.54</b>

**6. Rights Issue**

During the Financial Year 2009-2010, the Company submitted Draft Letter of Offer to SEBI and stock exchange on January 14, 2010 with regard to proposed right issue up to maximum of Rs. 13,800.00 lacs. The Company received in principle approval from stock exchange and received SEBI observation letter in September 2010. But owing to delay in obtaining regulatory approvals and adverse market conditions, the board of directors has decided to cancel the rights issue in their board meeting held on 8th day of May, 2011. Further it was decided that the share application money received from the promoters and promoters company to be refunded which is lying in share application money account.

**7. Project cost includes**

Particulars	2010-11 Rs. In Lacs	2009-10 Rs. In Lacs
Materials and labour cost	1,127.95	827.37
Consultant and professional expenses	204.04	220.16
Other direct development expenses	212.00	42.44
<b>Total</b>	<b>1,543.99</b>	<b>1,089.97</b>

8. Advance against flat bookings include Rs 6,399 lacs (Previous year 2,300.00 lacs) received from related parties in respect of which formal sale agreements are yet to be entered into. The Management confirms that these advances have been received in the normal course of business.

**9. 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 0.57 lacs (Previous year USD 0.07 lacs).

10. Investments made in Met Life 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, 2011.

**11. Related party disclosures**

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

1. Faridabad Investment Company Ltd.	Investing party/promoter company
2. Dabri Properties & Trading Co. Ltd.	Associate
3. International Conveyors Limited	Promoter company
4. Mr. Surbhit Dabriwala	Promoter Director
5. Mr. R. K. Dabriwala	Promoter Director
6. Mrs. Yamini Dabriwala	Relative of promoter Director
7. IGE (I) Ltd.	Enterprise over which promoter company/promoter exercise significant influence
8. Faridabad Capital Holdings Pvt. Limited	Enterprise over which promoter company/promoters exercise significant influence
9. RCA Limited	Promoter company
10. Elpro Capital Pvt. Limited	Enterprise over which promoter company/promoter exercise significant influence
11. IGE Realty Pvt. Ltd.	Enterprise over which promoter company/promoter exercise significant influence
12. International Belting Limited	Enterprise over which promoter company/promoter exercise significant influence

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

- i) Investing party : **Faridabad Investment Co. Ltd.**

Nature of transactions	March 31, 2011 (Rs. Lacs)	March 31, 2010 (Rs. Lacs)
<b>Transactions during the year</b>		
1) Inter corporate deposit (ICD) (Given) / Received	—	7,000.00
2) Repayment (received) / Repayments	6,202.00	800.00
3) ICD Converted to Equity share application	—	6,200.00

	March 31, 2011 (Rs. Lacs)	March 31, 2010 (Rs. Lacs)
4) Advance received against flat booking	—	6,200.00
5) Interest (Income) / Expenses	24.82	293.67
<b>Balances</b>		
1) (Receivables) / payable	297.41	—
2) Advance received against flat booking	—	6,200.00
3) Maximum Balances during the year	6,200.00	7,000.00
4) Share application money	6,200.00	6,200.00
ii) Associate : <b>Dabri Properties &amp; Trading Co. Ltd.</b>		
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) Repayment made on ICD's taken	Nil	Nil
2) Interest expense	Nil	Nil
<b>Balances</b>		
1) Payable	Nil	Nil
2) Maximum Balances during the year	Nil	Nil
iii) Enterprise over which promoter exercise significant influence :		
<b>International Conveyors limited</b>		
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) ICD received / advance against flat booking converted into ICD	760.00	4,065.00
2) Repayment made on ICD's taken	301.15	1,400.00
3) Interest expense	42.31	146.47
4) Advance received against flat booking	—	—
5) Converted to Equity share application	—	2,600.00
6) Other expenses/misc. scrap sale	1.81	0.09
<b>Balances</b>		
1) Payable	708.07	211.15
2) Advance towards booking	—	—
3) Other Expenses	—	0.09
4) Maximum Balance during the year	708.07	3,379.32
5) Share application money	2,600.00	2,600.00
iv) Promoter Director : <b>Mr. Surbhit Dabriwala</b>		
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) Remuneration	—	—
2) Director's Sitting Fees	0.25	0.30
<b>Balances</b>		
1) Maximum Balance payable during the year	—	—
v) Promoter Director: <b>Mr. R. K. Dabriwala</b>		
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) Director's Sitting fees	0.17	0.17
2) Share Application Money Received	—	225.00
<b>Balances</b>		
1) Maximum Balance during the year	—	225.00
2) Share application money	225.00	225.00

	March 31, 2011 (Rs. Lacs)	March 31, 2010 (Rs. Lacs)
vi) Relative of promoter Director: <b>Mrs. Yamini Dabriwala</b>		
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) Share Application Money Received	—	590.00
<b>Balances</b>		
1) Maximum Balance during the year		590.00
2) Share application money	590.00	590.00
vii) Enterprise over which Promoter exercise significant influence: <b>IGE (India) Ltd.</b>		
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) ICD received	2,148.39	3,534.00
2) Repayment made on ICD's taken	1,327.38	2,927.63
3) Interest expense	32.77	248.90
4) Rent and other expenses	35.20	24.55
5) Corporate guarantee released	1,500.00	—
6) ICD converted into equity share application	—	2,500.00
7) Advance paid towards proposed Purchase of Development Rights Certificate (TDR)	—	182.82
8) Interest income	2.21	0.22
9) Sale of Shares	2,328.00	—
10) Purchase of Development rights certificates	123.21	—
<b>Balances</b>		
1) Payable / (Receivable) (including interest)	130.72	(665.62)
2) Maximum Balances payable during the year	821.01	2,914.11
3) Corporate guarantee	5,000.00	6,500.00
4) Share application money	2,500.00	2,500.00
viii) Enterprise over which promoter exercise significant influence: <b>Faridabad Capital Holding Pvt. Ltd.</b>		
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) ICD (Given)	—	—
2) Advance received against flat bookings	—	199.00
3) Other Expenses	—	0.01
<b>Balances</b>		
1) Advance against flat bookings	198.49	199.00
2) Receivable	—	—
3) Maximum Balance during the year	198.49	200.00
ix) Enterprise over which Promoter exercise Significant influence: <b>RCA Limited</b>		
<b>Nature of transactions</b>		
<b>Transactions during the year</b>		
1) ICD Given	—	400.00
2) Interest Expense	—	6.27
3) Converted into share application money	—	400.00
<b>Balances</b>		
1) Maximum Balance during the year	6.27	400.00
2) Payable	—	6.27
3) Share application money	400.00	400.00

	March 31, 2011 (Rs. Lacs)	March 31, 2010 (Rs. Lacs)
x) Enterprise over which Promoter exercise Significant influence: <b>Elpro Capital Private Limited</b> Nature of transactions Transactions during the year		
1) Reimbursement of incorporation expenses	—	2.48
<b>Balances</b>		
1) Maximum Balance during the year	2.48	2.48
2) Payable	2.48	2.48
xi) Enterprise over which Promoter exercise Significant influence: <b>International Belting Limited</b> Nature of transactions Transactions during the year		
1) ICD Received	—	619.00
2) ICD Repaid	222.36	400.00
3) Interest Expense	1.08	3.74
4) Misc. scrap sale	2.89	0.00
<b>Balances</b>		
1) Maximum Balance during the year	222.36	619.00
2) Payable	0.97	222.36
<b>12. Earning per share</b>		
	2010-11	2009-10
Profit /(Loss) after tax and exceptional items (Rs. lacs)	506.54	(862.56)
Weighted average number of equity shares used for calculating basic earnings per share	46,16,677	4,480,978
Weighted average number of equity shares used for calculating diluted earnings per share	46,16,677	4,480,978
Face value of Equity Shares (Rs.)	10	10
Earning per share- Basic & Diluted (Rs.)	10.98	(19.25)

**13. Primary Business Information (Business Segments)**

- (a) 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, 2011 is given as follows:

	Electrical Equipments	Real Estate	Investment Activity	Others	Elimination	Total (Rs. In lacs)
<b>SEGMENT REVENUE</b>						
External Sales	632.60	2,742.98	—	85.36	—	3,460.94
	(479.06)	(2,322.41)	—	(109.38)	(—)	(2,910.85)
Inter - segment Sales	—	—	—	—	—	—
	—	12.00	—	—	12.00	12.00
Revenue	632.60	2,742.98	—	85.36	—	3,460.94
	(479.06)	(2,310.41)	—	(109.38)	(—)	(2,898.85)
<b>RESULT</b>						
Segment result	84.29	1,189.49	—	0.73	—	1,274.51
	57.97	(1,140.04)	—	(13.26)	—	(1,095.33)
Unallocated corporate income (net of unallocable expenses)						434.61
						(299.69)
Operating Profit/(Loss) before Exceptional item						1,709.12
						(795.64)
Exceptional item						(200.00)
						—
Operating Profit/(Loss) after Exceptional item						1,509.12
						(907.35)
Interest Expenses						1,047.35
						(1,525.82)
Profit/(Loss) before Tax & Prior period expense						461.77
						730.18
Profit/(Loss) before Tax & after Prior Period expenses						461.77
						730.18
Income taxes / Deferred tax Reversal						38.41
						(120.39)
Net Profit/ (Loss) after tax						500.18
						850.57



	Electrical Equipments	Real Estate	Investment Activity	Others	Elimination	Total (Rs. in lacs)
Other information						
Segment assets	721.05	6,698.72	29,253.19	407.18		37,080.14
	(665.80)	(6,208.64)	(35,015.13)	(493.26)		(42,382.83)
Unallocated corporate assets						3,071.49
						(2,862.08)
Total assets						40,151.63
						(45,244.92)
Segment liabilities	381.23	8,899.62		269.51		9,550.36
	(352.28)	(13,939.64)		(366.70)		(14,658.62)
Unallocated corporate liabilities						8,215.79
						(8,247.21)
Total liabilities						17,766.15
						(22,905.83)
Capital Expenditure	—	—		—		—
Unallocated capital Expenditure						29.62
Total capital expenditure						(315.04)
Depreciation	41.06	9.50		79.41		129.97
	(42.92)	(9.50)	—	(79.41)		(131.83)
Unallocated Depreciation						35.43
						(41.42)
Total Depreciation						165.40
						(173.25)
Non cash expenses other than depreciation	—	—		—	—	—
	(173.69)	(—)		(—)		(173.69)

## (b) Secondary Segment – Geographical Segments

	(Rs. Lacs)		
	Domestic	Export	Total
Segment revenue by geographical area			
Based on geographical location of customers	3,274.29	186.65	3,460.94
(Including net sales, services etc.)	(2,743.91)	(154.94)	(2,898.85)
Segment Assets by geographical area	40,123.97	27.64	40,151.61
	(45,241.90)	(3.02)	(45,244.92)
Capital Expenditure	29.62	—	29.62
	(315.04)	(—)	(315.04)

**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 Housing Projects:
- Electrical equipments segment includes manufacturing and sales of lightning arrester, varistor, Secondary surge arresters, Discharge Counter. "Others" represents income generated from windmill.
- During the previous year the Company has reclassified Varistors from Segment – 'Others' to Electrical Equipment Segment.

**14. Operating leases**

- The Company's significant leasing arrangements are in respect of operating leases for premises (residential, 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.
- Other disclosures in respect of Building assets given on operating lease

<b>Buildings</b>	<b>2010-11 Rs. Lacs</b>	<b>2009-10 Rs. Lacs</b>
Gross block	180.50	180.50
Accumulated depreciation	44.51	40.59
Depreciation recognized during the year	3.92	3.92
	<b>2010-11 Rs. Lacs</b>	<b>2009-10 Rs. Lacs</b>
Lease Rental Receipt for the year	676.39	645.81
Future minimum lease rentals Receipts not later than one year	593.77	657.75
later than one year but not later than five years	1,767.52	1,534.91

- 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:

	<b>2010-11 Rs. Lacs</b>	<b>2009-10 Rs. Lacs</b>
Lease rental payments for the year	15.70	13.57
Future minimum lease rentals payments payable Not later than one year	15.70	13.90
later than one year but not later than five years	—	—

- 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.

As per the provisions of The Employee's Provident Funds Act, 1952 employees of Elpro Estate Limited (Formerly known as Trump Properties Limited) are not covered under the provisions of the said Act.

16. During the previous year, the Company has recorded contingent liability to the tune of Rs. 596.00 lacs towards claim made by Siemens Limited in respect to certain adjustment amount pursuant to a Business Transfer Agreement dated March 10, 2006. On 30th Day of April 2011, both the parties has settled the dispute by entering into consent terms. The settlement terms has been duly recorded in the consent terms and as per the said terms the Company has accepted to pay Rs. 200.00 lacs against full and final settlement of claim lodged by Siemens Limited.
17. During the year 2008-2009, 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. In terms of the JDA Provisions the Company has transferred the Capital Work-In-Progress and the related liabilities on account of the commercial project to Elpro Estates Limited.
18. Previous year's figures have been shown in brackets and have been regrouped wherever necessary to conform to current year's classification.

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**Signatures to Schedules "I" to "XXI"**

**For Todarwal & Todarwal**

Chartered Accountants

Firm Registration No 111009W

**Sunil Todarwal**

Partner

Membership NO 32512

**Place :** Kolkata

**Date :** 30th May, 2011

**For and on behalf of the board of directors**

**Anil Poddar**

Director

**Place :** Kolkata

**Date :** 30th May, 2011

**R.K.Dabriwala**

Chairman

## 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 **48th ANNUAL GENERAL MEETING** of the Company to be held on  
Friday, July 8th, 2011 at 09.30 a.m. at National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai - 400 018 at Lounge 'A' and  
at any adjournment thereof.

Signed this..... day of..... 2011

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

#### 48TH ANNUAL GENERAL MEETING ON FRIDAY, JULY 8, 2011

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 48th Annual General Meeting of the Company to be held on Friday, July 8th, 2011 at 09.30 a.m.  
at National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai - 400 018 at Lounge 'A'.

.....  
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.**

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**Elpro International Ltd.**

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