

ELPRO INTERNATIONAL LIMITED

For Elpro International Limited



Director

51st ANNUAL REPORT 2013-14

BOARD OF DIRECTORS

Mr. Ram Swarup Dabriwala – Chairman
Mr. Narayan T. Atal
Mr. Anil Kumar Poddar
Mr. Ashok Kumar Jain
Mr. Surbhit Dabriwala
Mr. Madhav V. Srinivasan
Ms. Samira Rathod

AUDITOR

M/s. Todarwal & Todarwal
Chartered Accountants

KEY MANAGEMENT EXECUTIVES

Mr. Ram Swarup Dabriwala
Mr. Sambhaw Jain, CFO & Compliance Officer

COMPANY SECRETARY

Ms. Rashmi Patkar

BANKERS

Bank of India
State Bank of India

SHARE TRANSFER AGENT

Sharex Dynamic (India) Pvt. Ltd.
Unit No. 1, Luthra Ind Premises,
Safed Pool, Andheri Kurla Road,
Andheri (E), Mumbai 400072

COMMITTEES OF DIRECTORS

AUDIT COMMITTEE

Mr. Narayan T. Atal
Mr. Anil Kumar Poddar
Mr. Ashok Kumar Jain
Ms. Samira Rathod

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Ram Swarup Dabriwala – Chairman
Mr. Narayan T. Atal
Mr. Anil Kumar Poddar
Mr. Surbhit Dabriwala

NOMINATION AND REMUNERATION COMMITTEE

Mr. Narayan T. Atal
Mr. Anil Kumar Poddar
Mr. Ashok Kumar Jain

REGISTERED OFFICE

“Nirmal”, 17th Floor, Nariman Point,
Mumbai – 400021
Tel. No.: 91 22 22023075 / 40299000
Fax No.: 91 22 22027995
Website: www.elpro.co.in

CORPORATE IDENTITY NUMBER

L51505MH1962PLC012425

WORKS

Elpro Compound, Chinchwad gaon, Pune

ELPRO INTERNATIONAL LIMITED

Regd. Office: "Nirmal", 17th Floor, Nariman Point, Mumbai 400 021.
CIN: L51505MH1962PLC012425

NOTICE

Notice is hereby given that the 51st ANNUAL GENERAL MEETING of the members of ELPRO INTERNATIONAL LIMITED will be held on Monday, September 29, 2014 at 9:30 a.m. at The National Sports Club Of India, Lala Lajpatrai Marg, Worli, Mumbai – 400 018, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at March 31, 2014, Profit and Loss Statement, Cash Flow Statement for the year ended on that date, Reports of Directors and Auditors of the Company thereon.
2. To appoint a Director in place of Mr. Surbhit Dabhiwala (holding DIN: 00083077), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Auditors

To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s Todarwal & Todarwal, Chartered Accountants (ICAI Firm Registration No. 111009W) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 56th Annual General Meeting of the Company to be held in the calendar year 2019, subject to ratification of the appointment by the members at every Annual General Meeting to be held during the tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix such remuneration, as may be recommended by the Audit Committee for each year during the said period, in consultation with the said Auditors."

SPECIAL BUSINESS:

4. To regularize appointment of Mr. Madhav Venkatesa Srinivasan as a Director of the Company:

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

"RESOLVED THAT Mr. Madhav Venkatesa Srinivasan (holding DIN 06797420), who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 28, 2014, in terms of Section 152, 161 of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 130 of Articles of Association of the Company and whose term of office expires at the Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be determined by retirement of directors by rotation."

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised to sign the e-Form and intimate the Registrar of Companies (RoC) about regularisation of appointment of Director and shall do all such deeds, acts, things as may be required to do in this regard."

5. To regularize appointment of Ms. Samira Kirti Rathod as a Director of the Company:

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

"RESOLVED THAT Ms. Samira Kirti Rathod (holding DIN 05174184), who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 28, 2014, in terms of Section 152 and 161(1) of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 130 of Articles of Association of the Company and whose term of office expires at

this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from her proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be determined by retirement of directors by rotation."

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised to sign the e-Form and intimate the Registrar of Companies (RoC) about regularisation of appointment of Director and shall do all such deeds, acts, things as may be required to do in this regard."

6. To appoint Mr. Ashok Kumar Jain as an Independent Director of the Company not liable to retire by rotation:

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ashok Kumar Jain (holding DIN: 00392870), who was appointed as an Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from him proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term upto 31st March, 2019."

7. To appoint Mr. Narayan T. Atal as an Independent Director of the Company not liable to retire by rotation:

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Narayan T. Atal (holding DIN: 00237626), who was appointed as an Independent Director liable to retire by rotation, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from him proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term upto 31st March, 2019."

8. To approve payment of remuneration to Mr. Ram Swarup Dabriwala, Managing Director of the Company.

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

"RESOLVED THAT in supersession of the resolution previously passed by the members at their meeting held on September 30, 2013 approving payment of remuneration by way of Salary to Managing Directors with effect from July 1, 2013, and pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company be and is hereby authorized to pay remuneration, by way of salary and perquisites as set out in the explanatory statement attached to this notice and is hereby specifically sanctioned, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment so as not to exceed the ceiling limits as regards salary and perquisites specified in Schedule V of the Companies Act, 2013, including any statutory modification or re-enactment thereof, for the time being in force or any amendments and/or modifications that may hereafter be made thereto by the Central Government or as may be agreed to between the Board of Directors and Mr. Ram Swarup Dabriwala.

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

9. To approve the borrowing limits of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of all the resolutions passed under Section 293(1)(d) of the Companies Act, 1956, consent of the members of the Company be and is hereby accorded pursuant to Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Board of Directors of the Company (hereinafter referred to as the "Board," which expression shall include a Committee of Directors duly authorised in this behalf) for borrowing from time to time, any sum or sums of money for the purposes of the Company upon such terms and conditions and with or without security as the Board of Directors may in its discretion think fit, notwithstanding, that the money or monies to be borrowed by the Company (apart from the temporary loans obtained or to be obtained from time to time from the Company's bankers in the ordinary course of business) together with the money already borrowed, may exceed the aggregate of the paid-up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose (s), provided however, that the money or monies to be borrowed by the Company together with the money already borrowed shall not, any time exceed ₹ 250 Crores (Rupees Two Hundred and Fifty Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to file the necessary Forms with the Registrar of Companies and do all such acts, deeds and things as may be required to give effect to the above Resolution.

10. Creation of charges on the Company's assets

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted to exercise its including the powers conferred by this resolution) of such mortgages, charges and hypothecation as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, to and in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporates (hereinafter referred to as "Lending Agencies"), to secure rupee term loans, foreign currency loans and other instruments of an outstanding aggregate value not exceeding ₹ 250 Crore (Rupees Two Hundred and Fifty Crore Only) together with interest thereon at the agreed rates, further interest, liquidated damages, costs, charges, expenses, premium payable on pre-payment, and all other money payable by the Company to the Lending Agencies under their respective Agreements / Loan Agreements entered or to be entered into by the Company in respect of the said borrowings."

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which such monies are to be borrowed from time to time as to interest, repayment, security or otherwise and finalise the documents with the Lending Agencies for creating aforesaid mortgages, charges and / or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such act, deeds, and things as may be necessary to give effect to the above resolution."

**By Order of the Board
For Elpro International Limited**

**Rashmi Patkar
Company Secretary**

Date : May 28, 2014
Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten percent) of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Members/Proxies should bring the enclosed Attendance Slip duly filled in, for attending the meeting.
4. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The relevant Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of items 4 to 10 of the Notice as set out above, is annexed hereto and forms part of the Notice.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Individual Shareholders can avail of the facility of nomination. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of the shares shall vest in the event of the death of the share holder(s). A minor can be a nominee provided the name of the guardian is given in the Nomination Form. The facility of nomination is not available to non-individual shareholders such as Bodies Corporate, Kartas of Hindu Undivided Families, Partnership Firms, Societies, Trusts and holders of Power of Attorney. For further details, please contact the Company's Corporate office.
8. Members are requested to:
 - (a) intimate to the Company's Registrar and Share Transfer Agents, changes, if any, in their respective addresses along with Pin Code Number at an early date.
 - (b) Quote Folio Numbers in all their correspondence.
 - (c) Consolidate holdings into one folio in case of multiplicity of Folios with names in identical orders.
9. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the meeting so that the information may be made readily available at the Meeting.
10. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 23rd September, 2014 to Monday, 29th September, 2014 (both days inclusive) for the purpose of Annual General Meeting of the Company.
11. **VOTING THROUGH ELECTRONIC MEANS:**

In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the members to cast their vote electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The instructions for members for voting electronically are as under:

In case of members receiving e-mail:

 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
 - (iv) Now enter your User ID

1. For CDSL: 16 digits beneficiary ID,
 2. For NSDL: 8 Character DP ID followed by 8 digits Client ID,
 3. Members holding shares in physical form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

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

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code, click on forgot password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sr. no. (i) to sr. no. (xvii) above to cast vote.
- (B) The voting period begins on Friday, September 19, 2014 at 9.00 a.m. (IST) and ends on Sunday, September 21, 2014 at 6.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 29, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
12. The voting right of the shareholders shall be in proportion to their shares in the paid up equity capital of the Company as on the cut-off date.
13. A copy of this notice is placed on the website of the Company and the website of CDSL.
14. **Mrs. Jayshree A. Lalpuria**, Practicing Company Secretary (Certificate of Practice Number 7109) has been appointed as scrutinizer for conducting the e-voting in fair and transparent manner.
15. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer Report of the votes cast in favour or against, if any, forthwith to the Chairman.
16. The result declared along with the Scrutinizer Report shall be placed on the Company's website - www.elproindia.com and the website of CDSL within two days of passing the resolutions at the AGM of the Company and communicated to BSE Ltd.

**By Order of the Board
For Elpro International Limited**

Rashmi Patkar
Company Secretary

Date : May 28, 2014
Place: Mumbai

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos. 4 to 10 of the accompanying Notice dated May 28, 2014:

Item No.3

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

M/s Tadarwal & Tadarwal, Chartered Accountants (ICAI Firm Registration No. 111009W), Mumbai were appointed as the statutory auditors of the Company for the financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on September 30, 2013. M/s Tadarwal & Tadarwal have been the Auditors of the Company since FY 2009-10 and have completed a term of Five years. As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, M/s Tadarwal & Tadarwal, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on May 28, 2014, proposed the appointment of M/s Tadarwal & Tadarwal as the statutory auditors of the Company for a period of Five years to hold office from the conclusion of this AGM till the conclusion of the Fifty-Sixth AGM of the Company to be held in the year 2019 (subject to ratification of their appointment at every AGM).

The Board commends the Resolution at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

Item No. 4

The Board of Directors of the Company had appointed, pursuant to Section 161(1) of the Companies Act, 2013 (hereinafter referred to as the "Act") and Article 130 of Articles of Association of the Company, Mr. Madhav Venkatesa Srinivasan as an Additional Director of the Company with effect from January 28, 2014 and he holds office upto the date of the ensuing Annual General Meeting.

Mr. Madhav Venkatesa Srinivasan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Mr. Madhav Venkatesa Srinivasan is a B.E. (Mech) from College of Engg, Pune. He has over 38 years of experience in various Manufacturing concerns in the Automobile and Electrical Equipments sector, in Manufacturing, Operations, Planning, Supply Chain Management, Domestic & Overseas Marketing & New Projects. He worked in M/s Elpro International Limited from 1998 up until 2007, and was functioning as the Chief Executive.

Item No. 5

The Company appointed Ms. Samira Kirti Rathod as an Additional Director with effect from January 28, 2014. In terms of Section 152, 161 of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 130 of Articles of Association of the Company the term of office of the Additional Director expires at the ensuing Annual General Meeting. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from Ms. Samira Kirti Rathod proposing her candidature for the office of Director of the Company.

Members are requested to consider the said proposal and pass as an Ordinary resolution.

Apart from Ms. Samira Kirti Rathod, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding.

Ms. Samira Kirti Rathod is an Architect and Interior Designer. She is holding directorship in Vedant Marketing Private Limited and Dr. Ashw in B. Mehta Foundation.

Item No. 6 & 7**Appointment of Independent Directors**

Section 149 of the Companies Act, 2013 requires all listed public companies to have at least one-third of the total number of directors as Independent Directors. Your Company complies with this requirement.

Sub-section (10) of section 149 of the Companies Act, 2013 further provides that Independent Directors are required to hold office for a term up to five consecutive years on the Board of a company and can be re-appointed thereafter subject to the limit under sub-section (11) of section 149 of the Act which provides that they shall not hold office for more than two consecutive terms.

Further, in terms of sub-section (13) of section 149 read with Explanation to sub-section (6) of section 152 of the Act, Independent Directors are not liable to retire by rotation.

The following Directors on the Board of your Company qualify as Independent Directors under section 149 of the Act and clause 49 of the Listing Agreement:

1. Mr. Ashok Kumar Jain
2. Mr. Narayan T. Atal

These Directors were duly appointed under the Companies Act, 1956 as Directors liable to retire by rotation. In order to give effect to the aforesaid provisions of the Act, it is proposed that these Directors be appointed as Independent Directors under section 149 of the Companies Act, 2013 read with the amended clause 49 of the Listing Agreement, to hold office for a term upto 31st March, 2019.

None of the afore named Directors are disqualified from being appointed as Directors in terms of section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received notices in writing from members, along with the deposit of requisite amount under section 160 of the Act, proposing the candidature of each of the afore named Directors for the office of Directors of the Company.

The Company has received declarations from the above Directors that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, they fulfill the conditions for their appointment as Independent Directors as specified in the Companies Act, 2013, rules and the Listing Agreement. They are independent of the management.

Keeping in view their expertise and knowledge, it will be in the interest of the Company that these Directors are appointed as Independent Directors.

Copy of the draft letter for appointment of these Directors as Independent Directors setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during normal business hours on any working day.

Except for the respective Directors, none of the other Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the respective resolutions set out at Item Nos. 6 and 7 of the Notice.

The Board recommends the Ordinary Resolutions set out at Item Nos. 6 and 7 of the Notice for approval by the shareholders.

A brief profile of the Independent Directors to be appointed is given below:

- a) Mr. Narayan T. Atal

Mr. Narayan T. Atal is a Chartered Accountant. He has over 30 years of experience in Chartered Accountants practice. He is holding directorship in Gama Leafin Pvt. Ltd., Elpro Estates Limited, Elpro International Limited, Ajcon Global Services Ltd., Shree Madhu Industrial Estate Ltd., Ajcon Commodity Brokers Limited and Shree Rama Newsprint Limited

- b) Mr. Ashok Kumar Jain

Mr. Ashok Kumar Jain is a Chartered Accountant, and having experience in different field like manufacturing, Insurance etc. He is director in Elpro International Limited and First Policy Insurance Brokers Pvt. Ltd.

Mr. Narayan T. Atal and Mr. Ashok Kumar Jain do not hold by themselves or for any other person on a beneficial basis, any shares in the Company. Also they do not hold membership/chairmanship in Committees of other listed companies.

Item No. 8

The Companies Act, 2013 has laid many new and revised provisions relating to Company law. The Board of Directors of the Company had at their meeting held on 30th May, 2013 resolved to appoint Mr. Ram Swarup Dabriwala as the Managing Director of the Company for a period of 3 years w.e.f 1st July 2013.

As per the provisions of Companies Act, 2013 the terms of remuneration payable to Mr. Ram Swarup Dabriwala are reconsidered as under:

Salary: -

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

Perquisites: -

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

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

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

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

Subject to the exigencies of his employment, Mr. Ram Swarup Dabriwala shall be entitled to privileged leave as per the Companies policy on full pay and allowances.

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

Total remuneration including perquisites shall not exceed the limits specified in Schedule V of the Companies Act, 2013.

The Board recommends this Ordinary Resolution for approval of the members.

Mr. Ram Swarup Dabriwala is deemed to be interested in this resolution as it concerns him. None of the other Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos 8 of the Notice.

The Explanatory Statement together with the accompanying Notice may also be regarded as an abstract of the terms and memorandum of interest pursuant to Section 190 of the Companies Act, 2013.

Item No 9 & 10

In terms of provisions of Section 180(1)(c) of the Companies Act, 2013, consent of the members of the Company is required if the amount of borrowing including the amount already borrowed exceeds the paid up capital and free reserves of the Company, by a Special Resolution.

Further, in terms of provisions of Section 180(1)(a) of the Companies Act, 2013, consent of the members of the Company is required to mortgage or charge whole or substantially the whole of the undertaking of the Company for securing loans taken from the lenders, or guarantee provided to Lenders or third party guarantees, by a Special Resolution.

Hence it is proposed to seek approval of the members by way of a Special Resolution pursuant to Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013, to authorise the Board of Directors to raise or borrow from time to time at its discretion from the Lending Agencies on such terms and conditions as to repayment, interest or otherwise as it thinks fit up to an amount not exceeding ₹ 250 Crores (Rupees Two Hundred Fifty Crores Only) in excess of the paid up capital and free reserves of the Company and to charge the assets of the Company in favour of the Lending Agency, on such terms and conditions as the Board may think fit for the purpose of aforesaid borrowings.

Members are requested to consider the said proposal and pass as a Special resolution.

None of the Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the respective resolutions set out at Item Nos 9 & 10 of the Notice.

**By Order of the Board
For Elpro International Limited**

Rashmi Patkar
Company Secretary

Date : May 28, 2014
Place: Mumbai

DIRECTORS' REPORT

Dear Shareholders,

The Directors present the 51st Annual Report along with the audited Balance-Sheet and Statement of Profit and Loss for the year ended March 31, 2014.

1. Financial Results:

Particulars	Year ended March 31, 2014	(₹ in Lacs) Year ended March 31, 2013
Gross sales & services	2886.71	3451.50
Other Income	38.55	51.18
Profit / (Loss) Before Tax and Exceptional Items	(390.56)	368.71
Provision for Taxation	—	—
MAT Credit	—	—
Provision for Deferred Tax	—	—
Exceptional Items	(8.13)	299.99
Profit/(Loss) After Tax	(398.70)	668.70
Profit brought forward from previous year	716.04	47.34
Profit available for appropriation	—	—
Dividend-Proposed	—	—
Dividend tax on proposed dividend	—	—
Transfer to General reserve	—	—
Balance carried to Balance Sheet	317.34	716.04

2. Operations:

The Company's revenue during the year stood at ₹ 2886.71 lacs as compared to previous year of ₹ 3451.50, there is decrease in the revenue by ₹ 564.79 lacs on account of decrease in revenue from real estate sector as the demand in the real estate sector was sluggish through out FY 2013-2014. The Company's focus is to reduce further the interest cost in near future.

3. Dividend:

Due to loss during the year under review, your Directors do not recommended any dividend.

4. Subsidiary & Consolidated Financial Statement:

The accounts, report of the directors, auditors report and other statement(s) as set out in section 212 of the Companies Act, 1956, in respect of the Company's subsidiary namely Elpro Estates Limited are not attached pursuant to the general exemption granted by the Central Government pursuant to general circular No. 2/2011 dated February, 2011. The particulars of performance of the subsidiary for and its financial positions as on March 31, 2014 is given in consolidated Balance Sheet as required in terms of the said general exemption. The members are informed that annual accounts of the said subsidiary and the related detailed information will be made available on request. The accounts of the said subsidiary are also open for inspection by the members at the registered office of the Company

5. Directors:

In accordance with Articles of Association of the Company, Mr. Surbhit Dabriwala 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 Five years subject to ratification by members at every Annual General Meeting.

7. Particulars of Employees:

None of the employees of the Company employed throughout the year were in receipt of remuneration of ₹ 60,00,000/- or more per annum or ₹ 5,00,000/- or more per month.

8. Conservation of Energy, Technology Absorption:

a) Conservation of Energy

During the year under review, the energy consumption was 631615 (including 6811KWH own generation through DG) KWH in units as against 467325 (including 5816 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 ₹ 157 lacs and ₹ 19.04 Lacs as against ₹ 161.06 lacs and ₹ 13.06 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 transactions;
- 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. Corporate Governance:

In terms of Clause 49 of the Listing agreement, a separate report on Corporate Governance along with the auditors' statement thereon is attached elsewhere in the Annual Report.

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 strikes and lock out and the like.

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: Mumbai
Date: 28 May 2014

Ram Swarup Dabriwala
Chairman & Managing Director

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

The Company is largely dependent on the performance of core electrical business, the year was not favourable for the manufacturing in general. During FY 2013-2014, the Indian economy experienced as adverse mix of slowing growth and high inflation. The consistent slow down of Indian GDP growth has impacted the performance of its electrical equipment manufacturing division. However, Company is exploring opportunities for new products and also in the process of changing technology as per the current market requirement in cost effective manner. Apart from manufacturing the other segment mainly real estate services is showing improvement as the company has tied up with long lease agreement with various parties and has been able to achieve moderate increase in revenue on account of real estate services.

2. Opportunity & Threats:

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

3. Segment wise performance:

The Company is continuing its efforts to explore new market in export by new technology adoption and also in the process of launching new products in the market according to current market trend for its core manufacturing activities.

4. Risks & Concerns and Outlook:

Company is known to deliver products that meet to the highest benchmarks of quality. The Company is committed to maintain the same quality benchmark in future as well. The outlook for the company remains largely similar to FY 2013-2014 as we do not anticipate any huge upside in our demand. The Company is focusing on making requisite investments across all its segment that will enable to continue our growth journey in future.

5. Internal control system & its adequacy:

Company has adequate internal control system to optimise the use and protection of assets, facilitate accurate and timely compilation of financial statements and management reports and ensure compliance with statutory laws, regulations and Company policies. The Company also instituted budgetary control mechanisms pursuant to which the management regularly reviews actual performance with reference to budgets and forecast.

6. Human resource and Industrial relations:

Employee 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:**

The Company has been following Corporate Governance through implementing good governance policies at the organizational level to ensure transparency, integrity and accountability to meet its obligations towards all stakeholders in a balanced and accountable manner. The company undertakes good corporate governance policies to ensure long term value creation for its stakeholders.

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

As on 31-03-2014 there are 7 (Seven) Directors on the Board of the Company of which 1 (One) is a Promoter Director, 2 (Two) Executive Directors and 4 (Four) Non-Executive Directors.

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

Name of Director	Designation	Category	No. of Board Meetings attended	Attendance at the last AGM
Mr. Ram Swarup Dabriwala	Managing Director	Executive	5	Present
Mr. Surbhit Dabriwala	Promoter	Non-Executive	—	Present
Mr. Narayan T. Atal	Independent Director	Non-Executive	5	Present
Mr. Anil Kumar Poddar	Director	Non-Executive	5	Present
Mr. Ashok Jain	Independent	Non-Executive	2	Present
Mr. Madhav Srinivasan (*)	Additional Director	Executive	1	Not Applicable
Ms. Samira Rathod (*)	Additional Director	Non-Executive	NIL	Not Applicable

(*) Appointed as Additional Director with effect from 28/01/2014

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

Name of Director	Number of other Directorship	Other Board Committees	
		Member	Chairman
Mr. Ram Swarup Dabriwala	1	None	None
Mr. Surbhit Dabriwala	6	None	None
Mr. Narayan T. Atal	6	None	None
Mr. Anil Kumar Poddar	1	None	None
Mr. Ashok Jain	1	None	None
Mr. Madhav Srinivasan	Nil	None	None
Ms. Samira Rathod	2	None	None

- d) Details of Board Meeting held during 1 April, 2013 to 31 March, 2014

Sr. No.	Date
1	30th May 2013
2	14th August, 2013
3	14th November, 2013
4	28th January, 2014
5	14th February, 2014

- e) Number of shares held by Non-Executive and Independent Directors as at 31 March, 2014: Nil

3) Audit Committee:

- a) Composition, No. of Meetings and Attendance:

The Audit Committee of the Company comprised of Four directors out of which all are Independent, Non-Executive Directors. The Audit Committee meetings were held in 30-05-2013, 14-08-2013, 14-11-2013 and 14-02-2014. The details of attendance are stated below:

Name of the Director	No. of Meetings
Mr. Narayan T. Atal	4
Mr. Anil Kumar Poddar	4
Mr. Ashok Jain	2
Ms. Samira Rathod	—

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 and cover the matters specified under the Listing Agreement.

- c) Secretary:

The Company has appointed **Ms. Rashmi Patkar** as Company Secretary of the Company with effect from 24-02-2014.

- d) Subsidiary Company:

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

4) Remuneration Committee:

- a) Composition:

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

Name of Director	Designation	Category	No. of Board Meetings attended
Mr. Narayan T. Atal	Independent Director	Non-Executive	1
Mr. Anil Kumar Poddar	Independent Director	Non-Executive	1
Mr. Ashok Jain	Independent Director	Non-Executive	—

- b) No. of Meetings and Attendance:

There was one meeting of the Remuneration Committee held on May 30, 2013.

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 pays remuneration to the Managing Director as approved by the members.

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 01.04.2013 to 31.03.2014 (Amount in ₹)

Name of Director	Sitting Fees
Mr. Ram Swarup Dabriwala	₹ 10,500
Mr. Surbhit Dabriwala	₹ Nil
Mr. Narayan T. Atal	₹ 21,000
Mr. Anil Kumar Poddar	₹ 21,000
Mr. Ashok Jain	₹ 10,500
Mr. Madhav Srinivasan	₹ Nil
Ms. Samira Rathod	₹ Nil

5) Shareholders/ Investors' Grievances Committee:

a) Composition:

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

b) Compliance officer:

Mr. Sambhaw Jain – Chief Financial Officer & Compliance Officer

c) Complaints:

1 investor complaint was received and was resolved during the year. There is no claim pending to be resolved as at 31-03-2014.

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
2010-2011	08-07-2011	9.30 A.M	National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai
2011-2012	04-08-2012	9.30 A.M	National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai
2012-2013	30-09-2013	9.30 A.M	National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai

b) Vote by Postal Ballot:

There are no resolutions passed by postal ballot during the Financial Year 2013 - 2014 by the Company.

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.

8) Disclosures regarding 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.

9) Code of conduct for the Board of Directors:

The Company has the Code of Conduct for its Directors and Senior Management in place. The Code of Conduct helps to maintain high standards of ethical business conduct for the Company. In terms of the Code of Conduct, Directors and Senior Management must act within the boundaries of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company.

10) 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
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.

11) General Shareholder Information:

AGM : Date, Time and Venue	29-09-2014 at 9.30 A.M at Mumbai
Financial Calendar (Tentative) 2014-2015	First Quarter Results – 1st Week of August, 2014 Half - Yearly Results – 1st Week of November, 2014 Third Quarter Results – 1st Week of February, 2015 Results for the year ending on 31st March -3rd week of May, 2015
Book Closure Date	23rd September, 2014 to 29th September, 2014 (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, 2014 to 31st March, 2015 to Bombay Stock Exchange Limited.

Stock Code-Physical	504000 on The Bombay Stock Exchange Limited, Mumbai.
ISIN Number for NSDL & CDSL	INE579B01013
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 31.03.2014	Please See "Annexure C"
Dematerialization of Shares and Liquidity	97.13% of paid up capital has been dematerialized as on 31st March, 2014
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

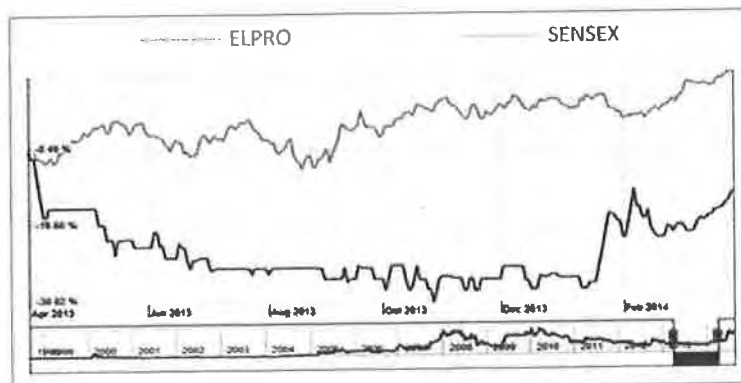
Annexure - A

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

Month	High	Low
Apr-13	364.95	290.50
May -13	290.00	263.25
Jun - 13	283.50	249.05
Jul - 13	250.00	245.00
Aug - 13	250.10	240.10
Sep - 13	252.00	228.05
Oct - 13	252.00	218.55
Nov - 13	240.00	228.50
Dec - 13	250.00	226.00
Jan - 14	309.00	230.00
Feb - 14	318.95	274.00
Mar - 14	315.00	275.10

Annexure – B

Performance of Company's shares related to the BSE Sensex

**Annexure – C****DISTRIBUTION SCHEDULE ON SCRIP VALUE - As on 31st March, 2014**

No. of equity shares	No. of share holders	% of share holders	No. of Shares held	% of share holding
1 to 100	1670	63.61	67516	1.46
101 to 200	417	15.89	61152	1.33
201 to 500	342	13.01	104688	2.27
501 to 1000	117	4.46	83756	1.82
1001 to 5000	55	2.10	112010	2.43
5001 to 10000	6	0.23	43352	0.94
10001 to 100000	11	0.42	634693	13.76
100001 to above	7	0.27	3504510	75.99
Total	2625	100.00	4611677	100.00

Share Holding pattern as on 31st March, 2014

Category	Number of shares held	Shareholding %
Promoters and Promoter Group	2578834	55.92
Mutual Funds	450	0.01
Central Government /State Government	8900	0.19
Banks, Financial Institutions, Insurance Companies	118	0.01
Bodies Corporate	288804	6.26
FII's	1096000	23.77
NRI's/OCB	16638	0.36
Individuals	619924	13.44
Others	2009	0.04
Total	4611677	100

12) Compliance Certificate

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

13) Adoption of non-mandatory requirements of Clause 49

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

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

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

14) Audit Qualification:

The Company is in the regime of unqualified financial statements.

DECLARATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF CODE OF CONDUCT

In accordance with Clause 49 of the Listing Agreement with the Stock Exchange, I hereby confirm and declare that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company laid down for them, for the financial year ended March 31, 2014.

For Elpro International Limited

Ram Swarup Dabriwala
Chairman & Managing Director

Date : May 28, 2014
Place: Mumbai

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

I, Ram Swarup Dabriwala, Managing Director of Elpro International Limited, hereby declare that the Company has adopted and have affirmed compliance with Code of Conduct for all Board members and senior management of the Company for the financial year ended on March 31, 2014.

Date : May 28, 2014
Place : Mumbai

Ram Swarup Dabriwala
Chairman & Managing Director

CFO CERTIFICATION

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

- (a) We have reviewed financial statements including standalone and consolidated balance sheet, statement of profit and loss, cash flow statement for the year ended March 31st, 2014 along with notes and annexure and attachment thereto, of the Elpro International Limited and that 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) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee in this respect and aspects which could have impact on internal control, and we have taken necessary steps to strengthen the financial reporting and internal control system.
- (d) We have indicated to the auditors and the Audit committee:
 - (i) That there is no significant change in internal control over financial reporting during the year;
 - (ii) That there is no significant change in accounting policies during the year.
 - (iii) That there is no instance of significant fraud the involvement therein of the management or an employee having a significant role in the company's internal control system over financial reporting.

Date : May 28, 2014

Place : Mumbai

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 March 31, 2014 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 the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreements.

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

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

Arun Tadarwal
Partner
Membership No.: 032822

Date : May 28, 2014

Place : Mumbai

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

We have audited the accompanying financial statements of Elpro International Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence, on a test basis, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the losses for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act 2013;
 - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For and on behalf of

TODARWAL & TODARWAL
Chartered Accountants
ICAI Reg No : 111009W

Arun Todarwal
Partner
M. No. : 032822

Dated : 28th May, 2014
Place: Mumbai

ANNEXURE TO AUDITORS' REPORT

[Referred to in above the Auditor's Report of even date to the Members of Elpro International Limited on the Financial Statements for the year ended 31st March 2014]

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
(b) As per the information and explanation given to us, fixed assets are physically verified by the management according to a phased programme designed to cover all the locations which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the programme, the management during the year physically verified the fixed assets at certain locations and no material discrepancies were noticed on such verification. However we have not been provided with the PV report in order for us to comment on the same.
(c) In our opinion and according to the information and explanation given to us, the company has disposed off an insignificant part of the fixed assets during the year. Thus, paragraph 4(i) (c) of the Companies (Auditor's Report) Order, 2003 is not applicable.
2. (a) Inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
(b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) In our opinion and according to the information & explanations given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
3. (a) According to information and explanation given to us, the Company has not granted any secured or unsecured loans to companies, firms, parties covered in the register maintained under Section 301 of the Act.
In view of the above, provisions of clause 4(iii) (b), (c), (d) are not applicable to the company.
(e) As per the information and documents produced before us, the company has taken unsecured loans from 6 parties covered in the register maintained u/s 301 of the act. In respect of the said loans, the aggregate maximum amount outstanding is ₹ 76.67 crores and the aggregate amount outstanding at the year end is ₹ 62.29 crores.
(f) 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.
(g) In respect of the aforesaid loans, the company is regular in repaying the principal amounts as stipulated and is also regular in payment of interest, where applicable.
4. In our opinion and according to information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods.
5. (a) On the basis of our examination of the books of account, we are of the opinion that the transactions that need to be entered in the register in pursuance of Section 301 of the Act have been entered in the said register.
(b) In our opinion, and according to the information & explanation given to us, the transactions made during the year with parties covered under Sec.301 of the Act have been at prices which are reasonable, having regard to the prevailing market price for such goods and materials or prices at which transaction for similar goods or material have been made with other parties.
6. According to the information and explanation given to us, the company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Act and the rules framed there under. Hence the provisions of clause 4(vi) are not applicable to the company.
7. In our opinion and according to information and explanation given to us, the Company's present internal audit system is commensurate with its size and the nature of its business.
8. Pursuant to the rules made by the Central Government, the maintenance of Cost Records have been prescribed u/s. 209(1) (d) of the Companies Act, 1956. We are of the view that prima facie the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
9. (a) According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also Management representations, undisputed statutory dues in respect of

Provident fund, Profession tax, Income Tax, Sales Tax, Value added tax, Wealth tax, Service tax, Custom duty, Excise duty, Cess and other material statutory dues, if any, applicable to it, has been regularly deposited with the appropriate authorities.

- (b) As per the information and explanation given to us and the record produced before us, the disputed dues in respect of Excise duty, Service Tax, Sales Tax and Income Tax as at 31st March 2014 aggregates to ₹ 27.67 Lacs (previous year ₹ 41.84 lacs) have not been deposited with appropriate authorities and no provision has been made for the same in the books of accounts.

Sr No.	Name of Statute	Nature of Dues	Amount (₹ In Lacs)	Period to which amount relates	Forum where the dispute is pending
1.	The Central Excise Act 1944	Sales Tax	2.23	2003-04	The Supreme Court of India
2.	Bombay Sales Tax Act, 1959	Sales Tax	8.97	1999-00 to 2003-04	Deputy Commissioner -- Sales tax
3.			4.20	2004-05	
4.	Central Sales Tax Act, 1956	Sales Tax	6.9	1995-96 to 2001-02	Deputy Commissioner of Tax Appellate Tribunal, Hyderabad
5.			5.37	2004-05	
		TOTAL	27.67		

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

For and on behalf of
TODARWAL & TODARWAL
Chartered Accountants
ICAI Reg No : 111009W

Arun Todarwal
Partner
M. No. : 032822

Dated : 28th May, 2014
Place: Mumbai

	Note No	As at March 31, 2014		As at March 31, 2013	
		(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)
I. EQUITY & LIABILITIES					
1 SHARE HOLDER'S FUND					
(a) Share Capital	3	861.17		861.17	
(b) Reserves and Surplus	4	14,534.75		14,933.45	
			15,395.92		15,794.62
2 NON-CURRENT LIABILITIES					
(a) Long Term Borrowings	5	2,183.94		1,302.34	
(b) Other Long Term Liabilities	6	2,218.69		2,284.67	
(c) Long Term Provision	7	10.66		9.44	
			4,413.28		3,596.45
3 CURRENT LIABILITIES					
(a) Short Term Borrowings	8	8,066.18		7,402.44	
(b) Trade Payables	9	321.57		380.50	
(c) Other Current Liabilities	10	7,420.51		7,226.63	
(d) Short term Provisions	11	8.53		8.12	
			15,816.79		15,017.69
TOTAL			35,625.99		34,408.76
II ASSETS					
1 NON-CURRENT ASSETS					
(a) Fixed assets					
(i) Tangible assets	12	865.29		991.82	
(ii) Intangible Assets		0.24		0.04	
(iii) Capital Work In Progress		2,242.01		913.63	
		3,107.53		1,905.49	
(b) Non-current investments	13	27,051.20		27,051.20	
(c) Long-term loans and advances	14	342.86		252.26	
			30,501.59		29,208.95
2 CURRENT ASSETS					
(a) Inventories	15	2,804.57		2,566.55	
(b) Trade receivables	16	270.84		538.92	
(c) Cash and Cash equivalents	17	103.93		292.14	
(d) Short-term loans and Advances	18	1,945.06		1,802.20	
			5,124.40		5,199.81
TOTAL			35,625.99		34,408.76

Summary of Significant Accounting Policies

2

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

As per our Report of even date attached

TODARWAL & TODARWALChartered Accountants
ICAI Reg. No. : 111009W**For on behalf of Board of Directors****Arun Todarwal**
Partner
M.No. 032822**Rashmi Patkar**
Company Secretary**Anil Poddar**
Director**Ram Swarup Dabriwala**
Chairman & Managing DirectorDate : 28th May, 2014
Place : MumbaiDate : 28th May, 2014
Place : Mumbai

**STATEMENT FOR PROFIT AND LOSS
FOR THE YEAR ENDED MARCH 31, 2014**

Annual Report 2013-14

	Note No	As at March 31, 2014 (₹ in Lacs) (₹ in Lacs)		As at March 31, 2013 (₹ in Lacs) (₹ in Lacs)	
I. INCOME					
Revenue from Operations (gross)	19	2,886.71		3,451.50	
Less: Excise Duty		38.55		51.18	
Revenue from Operations (net)		2,848.16		3,400.32	
II. Other income	20	45.09		62.83	
III. Total Revenue (I + II)			2,893.25		3,463.15
IV. EXPENSES					
(a) Cost of materials consumed		224.15		217.50	
(b) Project Cost		920.55		1,283.69	
(c) Changes in inventories of finished goods, Work in Progress and Stock in Trade	21	12.79		(5.50)	
(d) Employee benefits expense	22	150.75		91.01	
(e) Finance costs	23	1,364.29		1,056.40	
(f) Depreciation and Amortization expense		135.09		137.67	
(g) Other expenses	24	476.21		313.66	
Total expenses			3,283.82		3,094.43
V Profit/(Loss) before exceptional and extraordinary items and Tax (III-IV)			(390.56)		368.71
VI Exceptional Items (Profit on sale of land)			(8.13)		299.99
VII Profit/(Loss) before extraordinary items and Tax (V-VI)			(398.70)		668.70
VIII Tax Expense			—		—
IX Profit/(Loss) for the period from continuing operations (VII-VIII)			(398.70)		668.70
Earnings per equity share of ₹ 10 each					
(1) Basic Earning per Share (₹)			(8.65)		14.50
(2) Diluted Earning per Share (₹)			(8.65)		14.50

Summary of Significant Accounting Policies 2

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

As per our Report of even date attached

TODARWAL & TODARWAL

Chartered Accountants
ICAI Reg. No. : 111009W

For on behalf of Board of Directors

Arun Tadarwal
Partner
M.No. 032822

Rashmi Patkar
Company Secretary

Anil Poddar
Director

Ram Swarup Dabriwala
Chairman & Managing Director

Date : 28th May, 2014
Place : Mumbai

Date : 28th May, 2014
Place : Mumbai

PARTICULARS	For the year ended March 31, 2014 (₹ In Lacs)	For the year ended March 31, 2013 (₹ In Lacs)
CASH FLOW FROM OPERATING ACTIVITIES		
PROFIT BEFORE TAXATION AS PER STATEMENT OF PROFIT AND LOSS	(398.70)	668.70
Adjustments for :		
Depreciation	135.09	137.67
Interest expenses	1364.29	1056.41
Loss / (profit) on sale of fixed assets (net)	1.37	(299.99)
Interest income	(10.85)	(31.08)
Dividend income	(0.10)	(0.13)
Sundry Balances no longer required written back	(6.18)	(16.48)
Sundry balances written off	4.83	5.27
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1089.75	1520.37
Adjustments for :		
(Increase)/decrease in inventories	(238.02)	238.07
(Increase)/decrease in trade & other receivables	263.25	(329.40)
Increase/(decrease) in trade & other payables	76.77	(9673.10)
CASH GENERATED FROM / (USED IN) OPERATIONS	1191.74	(8244.06)
NET CASH FLOW FROM/ (USED IN) OPERATING ACTIVITIES	(A) 1191.74	(8244.06)
CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES		
Purchase of fixed assets	(1341.40)	(860.37)
Proceeds from sale of fixed assets	2.90	300.00
Purchase of Investments	—	(1.00)
Loans and deposits placed with the companies	(233.46)	(736.03)
Dividend received	0.10	0.13
Interest received	10.85	31.08
NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES	(B) (1561.01)	(1266.19)

PARTICULARS

**For the year ended
March 31, 2014
(₹ In Lacs)**

**For the year ended
March 31, 2013
(₹ In Lacs)**

CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES

Proceeds from borrowings	869.31	—
Repayment of borrowings (Net)	—	(143.75)
Inter corporate Deposits/loans received - (Net)	676.03	2960.95
Proceeds from Issue of Preference Shares	—	8000.00
Interest Paid on Loans	(1364.29)	(1056.41)

NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES	(C)	181.05	9760.79
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NET INCREASE / (DECREASE) IN CASH AND

CASH EQUIVALENTS	(A + B + C)	(188.21)	250.54
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OPENING CASH AND CASH EQUIVALENTS		292.14	41.60
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CLOSING CASH AND CASH EQUIVALENTS (Refer Note 1 below)		103.93	292.14
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Notes to the Cash Flow Statement

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

Particulars	For the year ended March 31, 2014 (₹ In Lacs)	For the year ended March 31, 2013 (₹ In Lacs)
Cash in hand	0.71	1.03
Balance with scheduled banks:		
In Current accounts	93.94	282.83
In Fixed and margin deposits	9.28	8.28
	103.93	292.14

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

TODARWAL & TODARWAL

Chartered Accountants
ICAI Reg. No. : 111009W

For on behalf of Board of Directors

Arun Todarwal
Partner
M.No. 032822

Rashmi Patkar
Company Secretary

Anil Poddar
Director

Ram Swarup Dabriwala
Chairman & Managing Director

Date : 28th May, 2014
Place : Mumbai

Date : 28th May, 2014
Place : Mumbai

Note 3

Share Capital

AUTHORISED

	As at March 31, 2014 (₹ in Lacs)	As at March 31, 2013 (₹ in Lacs)
60,00,000 Equity Shares of ₹10/- each	600.00	600.00
(Previous Year 60,00,000 Equity Shares of ₹ 10/- Each)		
40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each.	400.00	400.00
(Previous year :40,00,000 Cumulative Redeemable Preference Shares of ₹10/- each.)		
	<u>1,000.00</u>	<u>1,000.00</u>

Issued

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

SUBSCRIBED & FULLY PAID UP

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

Notes:

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

Notes :

1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period	As At 31-03-2014		As At 31-03-2013	
	In Nos.	Amount (In ₹)	In Nos.	Amount (In ₹)
Equity Shares				
At the beginning of the period	4611677	46,116,770	4611677	46,116,770
Outstanding at the end of the period	4611677	46,116,770	4611677	46,116,770
Cumulative Redeemable Preference Shares				
At the beginning of the period	4000000	40,000,000.00	—	—
Add : Issued during the year	—	—	4000000	40,000,000.00
Outstanding at the end of the period	4000000	40,000,000.00	4000000	40,000,000.00
2 Details of Shareholders holding more than 5 % shares in the company	In Nos.	% holding in the class	In Nos.	% holding in the class
Equity shares of ₹10/- each fully paid up				
I.G.E (India) Pvt Limited	1884880	40.87%	1884880	40.87%
International Conveyors Limited	347058	7.53%	347058	7.53%
Cresta Fund Limited	401000	8.70%	401000	8.70%
Elara India Opportunites Fund Limited	405000	8.78%	405000	8.78%
Total	3037938	65.88%	3037938	65.88%

	In Nos.	% holding in the class	In Nos.	% holding in the class
Cumulative Redeemable Preference Shares of ₹10/- each				
I.G.E (India) Pvt Limited	2500000	62.50%	2500000	62.50%
International Conveyors Limited	1500000	37.50%	1500000	37.50%
Total	4000000	100.00%	4000000	100.00%
	As at March 31, 2014		As at March 31, 2013	
	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)

Note 4**Reserves & Surplus****Capital Reserves**

Balance as per the last financial statements

27.50

27.50

Add : Addition during the period

—

—

27.50

27.50

Less : Transferred to Profit & Loss Account

—

27.50

—

27.50

Securities Premium

Balance as per the last financial statements

14,011.95

6,411.95

Add : Received during the period

—

14,011.95

7,600.00

14,011.95

Amalgamation Reserve

Balance as per the last financial statements

177.96

177.96

Less : Transferred to Profit & Loss Account

—

177.96

—

177.96

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

Balance as per the last financial statements

716.04

47.34

Profit/(Loss) for the year

(398.70)

317.34

668.70

716.04

14,534.75

14,933.45

Note 5**Long Term Borrowings****SECURED****i) Term Loans**

Indian Rupees Loan from Bank

2,180.91

1,295.46

Indian Rupee Loan from Financial Institutions

3.02

6.88

Net Long Term Borrowings

2,183.94

1,302.34

5.1 Additional Information to Secured / Unsecured Long Term Borrowings:

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

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

Total Loan Amount is ₹17.39 Cr. Secured by first charge on Future receivables (Licence fees, Amenities Charges, Rent etc from companies - Mahindra Defense Naval Systems Pvt. Ltd., Tata Johnson Controls Automotive Ltd., Behr India Ltd., Behr Hella Thormocontrol India Pvt Ltd., Mather and platt Pumps Ltd. Collateral: Equitable mortgage of land & building on survey no. 181 (part), 182 (part), 184 and 185 part of CTS no. 4270, Chinchwad Road, near Railway station, Pune - 411 033. (Total Land area - 299674.18 Sq.ft.). The Loan is Payable in EMI of ₹30.70 Lacs each payable monthly Repayment in 84 installments starting April 2011 the last installment is due on March 2018 Floating interest at 0.25% above State Bank Advance Rate (Benchmark PLR)

2) State Bank of India - Rental Discounting

Total Loan amount is ₹14.00 Cr Secured by first charge on Future receivables (Licence fees, Amenities Charges, Rent etc from company - Behr India Ltd. Collateral: Extension of Equitable mortgage of land & building on part of survey no. 185, part of CTS no. 4270, Chinchwad Road, near Railway station, Pune - 411 033. (Total Land area - 299674.18 Sq.ft.). The Loan is Payable in EMI of ₹ 24.00 Lacs each payable monthly Repayment in 96 installments starting October 2013 the last installment is due on October 2021. Floating interest at 0.25% above State Bank Advance Rate (Benchmark PLR)

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

Secured by hypothecation of Car Purchased The Loan is Payable with EMI of ₹ 14363/-. Repayable in 60 installments starting from 12/10/2009 last installment due on 01/09/2014

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

Secured by hypothecation of Car Purchased The Loan is Payable with EMI of ₹ 21755/- Repayable in 60 installments starting from 28/06/11 last installment due on 10/06/2016

	As at March 31, 2014 (₹ in Lacs)	As at March 31, 2013 (₹ in Lacs)
Note 6		
Other Long Term Liabilities		
Lease /Security Deposit	2218.69	2284.67
Note 7		
Long Term Provisions		
Provisions for Leave Encashment for Employees	6.12	4.90
Warranty & Other Provisions	4.54	4.54
	10.66	9.44
Note 8		
Short Term Borrowings		
SECURED		
i) Working Capital Finance From Banks	192.95	205.24
Unsecured -		
ii) Inter-corporate Deposits - Short terms from Related Parties	6,058.23	6167.20
From Others	1,815.00	1030.00
	8,066.18	7402.44

Note :-

Working Capital Finance from Banks

Bank of India Cash Credit Limit

Secured by Hypothecation of Stocks and Book Debts Collateral Hypothecation of Plant and Machinery excluding Machinery of 100% EOU, Equitable Mortgage of Land and Building at Pune Unit (part area of land). The limit of ₹ 200 Lacs for Cash Credit is repayable on demand and has a Floating interest at 3.75 % OBR

Note 9**Trade Payables**

Sundry Creditors-Goods & Services	284.80	251.73
Provision for expenses	36.76	128.77
	321.57	380.50

Note :-

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

As at March 31, 2014
(₹ in Lacs)As at March 31, 2013
(₹ in Lacs)

Note 10

Other Current Liabilities

Current maturities of Long Term borrowings	314.68	95.57
Advance against flat / commercial property sale agreements	1,604.27	2,541.83
Society/Condominium Maintenance Reserve	—	32.17
Interest Accrued but not due on Loans	216.60	278.48
Interest Accrued but due on Loans	640.92	—
Advance from Customers	4,474.21	4,171.45
Other Payables :		
Duties and Taxes	128.66	74.72
Unpaid Dividend	—	0.39
Salary Payable	15.96	13.27
Other Liabilities	25.23	18.75
	7,420.51	7,226.63

Note 11

Short Term Provisions

(a) Provision for Employee Benefits		
- Leave Encashment	2.04	1.63
(b) Others		
- Provision for Taxation	6.49	6.49
	8.53	8.12

Note 12

FIXED ASSET

(₹ in Lacs)

Particulars	Gross Block				Depreciation				Net Block	
	Cost as on 01.04.2013	Additions & Adjustments during the year	Deletions & Adjustments during the year	Cost as on 31.03.2014	As on 01.04.2013	For the year	Deletions	Total as on 31.03.2014	As on 31.03.2014	As on 31.03.2013
Tangible Assets										
Land - freehold	258.42	—	—	258.42	—	—	—	—	258.42	258.42
Buildings roads and Structures	494.28	—	—	494.28	236.37	9.78	—	246.15	248.13	257.91
Plant and machinery (including office equipments)	1,123.94	11.78	—	1,135.72	988.82	33.49	—	1,022.31	113.41	135.12
Furniture and fixtures	152.85	0.25	—	153.10	72.03	9.21	—	81.24	71.86	80.82
Vehicles	68.51	0.75	20.75	48.51	41.09	3.17	16.48	27.78	20.73	27.42
Windmill	768.02	—	—	768.02	535.87	79.41	—	615.28	152.74	232.15
	2,866.02	12.78	20.75	2,858.05	1,874.18	135.05	16.48	1,992.76	865.29	991.82
Intangible Assets										
Specialised Software	42.23	0.24	—	42.47	42.19	0.04	—	42.23	0.24	0.04
Technical Knowhow	39.61	—	—	39.61	39.61	—	—	39.61	—	—
Total (A):	2,947.86	13.02	20.75	2,940.13	1,955.98	135.09	16.48	2,074.60	865.53	991.86
Capital Work in Progress	—	—	—	—	—	—	—	—	2,322.39	994.01
Less: Provision for doubtful advances	—	—	—	—	—	—	—	—	80.38	80.38
Total (B):	—	—	—	—	—	—	—	—	2,242.01	913.63
Total (A + B):	2,947.86	13.02	20.75	2,940.13	1,955.98	135.09	16.48	2,074.60	3,107.53	1,905.49
Previous year	2,945.72	2.15	0.01	2,947.86	1,818.32	137.67	—	1,955.99	1,905.49	

As at March 31, 2014
(₹ in Lacs)As at March 31, 2013
(₹ in Lacs)

Note 13

NON-CURRENT INVESTMENTS**At Cost****Equity Shares - Unquoted****Investment in associates**Dabri Properties & Trading Company Limited (Associate)-226,977
(226,977) fully paid equity shares of ₹10 each

22.50

22.50

Investment in subsidiary Company

Elpro Estates Limited

150.93

150.93

1,499,300 (1,499,300) Equity shares of ₹10 each fully paid)

(Formerly known as Trump Properties Limited)

Investment in Other Unquoted Equity SharesPNB Metlife India Insurance Company Private Limited--255,633,397
(255,633,397) fully paid equity shares of ₹10 each

26,864.77

26,864.77

The Saraswat Co-op Bank Limited-2,500 (2,500) fully paid
equity shares of ₹ 10/- each

0.25

0.25

Total-Investment in Equity Shares Unquoted

27,038.45

27,038.45

Equity Shares - Quoted

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

7.01

7.01

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

0.42

0.42

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

0.04

0.04

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

0.26

0.26

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

0.21

0.21

- Ansal Properties and Infrastructure Limited-50 (50)

fully paid equity shares of ₹ 5 each

0.04

0.04

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

0.44

0.44

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

0.27

0.27

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

0.26

0.26

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

0.09

0.09

- Brigade Enterprises Limited-50 (50) fully paid equity shares of ₹ 10 each

0.07

0.07

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

0.12

0.12

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

0.16

0.16

- Eclerx Services limited - 75(75) fully paid equity shares of ₹10 each

0.25

0.25

- Elgi Equipments Limited-100 (100) fully paid equity shares of ₹1 each

0.04

0.04

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

0.04

0.04

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

—

—

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

0.05

0.05

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

0.16

0.16

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

0.18

0.18

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

0.05

0.05

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

0.21

0.21

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

0.05

0.05

- Omaxe Limited-62 (50) fully paid equity shares of ₹ 10 each

0.05

0.05

- Future Retail Limited-50 (50) fully paid equity shares of ₹ 2 each

0.19

0.19

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

0.05

0.05

- Shree Renuka Sugars Limited-400 (400) fully paid equity shares of ₹ 1 each

0.34

0.34

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

0.29

0.29

- Schneider Electric Infrastructure Limited-100 (100)

fully paid equity shares of ₹ 10 each

—

—

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

0.30

0.30

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

0.44

0.44

- Bil Energy Systems Limited - 500 (NIL) full paid equity Share of ₹1 each

—

—

- Future Lifestyle Fashions Limited - 16(NIL) fully paid equity share of ₹2 each

—

—

- Mario Kaya Enterprises Limited - 4 (NIL) fully paid equity share of ₹ 10 each

—

—

- Pantaloons Fashion & Retail Limited - 10(NIL) fully paid equity share ₹ 10 each

—

—

Total-Investment in Equity Shares Quoted

12.11

12.11

As at March 31, 2014
(₹ in Lacs)As at March 31, 2013
(₹ in Lacs)**Investment in Other Securities****Government Securities**

- 6/7 year National Savings Certificate	0.10	0.10
- Kisan Vikas Patra	0.11	0.11

Mutual Funds

- Kotak Gilt Saving Growth Fund-2,107.89 (2,107.89) units	0.43	0.43
---	------	------

Total-Investment in Other Securities

0.64 0.64

Total Investment

27,051.20 27,051.20

Book Value

Aggregate of Quoted Investments	12.11	12.11
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Aggregate of Unquoted Investments	27,039.09	27,039.09
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Total

27,051.20 27,051.20

Market Value

Aggregate of Quoted Investments	6.53	7.45
---------------------------------	------	------

Total	6.53	7.45
--------------	-------------	-------------

Note 14**Long Term Loans and Advances****(Unsecured, considered good unless otherwise stated)**

Security Deposits	22.47	16.10
Escrow Deposit	75.86	66.95
Advance Tax/TDS/Refund due from Income Tax Department	223.93	148.62
MAT Credit Entitlement	20.59	20.59
	342.86	252.26

Note 15**Inventories**

(at lower of the cost and reliazable value)

Raw Materials	70.37	61.07
Work-in Process	32.34	45.14
Work-in Progress- Project	2697.71	2,454.56
Land held as stock in trade	0.95	0.95
Stores, Spare Parts	3.20	4.83
	2,804.57	2,566.55

Note 16**Trade Receivable****Outstanding for a period less than six months**

Unsecured considered good	238.32	506.40
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Outstanding for a period exceeding six months

Considered Good	32.52	32.52
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Considered Doubtful	89.16	89.16
---------------------	-------	-------

121.68 121.68

Less: Provision for Doubtful debts	(89.16)	(89.16)
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32.52 32.52

Other Debts

Considered Good	238.32	506.40
-----------------	--------	--------

Considered Doubtful	-	-
---------------------	---	---

PV Claim Receivables	-	-
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Total	270.84	538.92
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	As at March 31, 2014 (₹ in Lacs)	As at March 31, 2013 (₹ in Lacs)
Note 17		
Cash and Cash equivalents		
Balances with Banks in :		
In Current Accounts	93.94	282.83
In Fixed Deposit Account	9.28	8.28
Cash in hand	0.71	1.03
	<u>103.93</u>	<u>292.14</u>
Note 18		
Short-term loans and advances (Unsecured and Considered Good)		
Loans & Advances to Subsidiary	1752.92	1209.90
Loans & Advances to others	28.01	26.56
Advance against purchase of TDR from related party	—	65.66
Other Advances	29.20	38.12
Advance to Suppliers	63.72	368.92
Balance with Customs, Excise, Vat and other authorities	44.68	43.94
Claims receivable	19.84	32.74
Advance to Gratuity Trust	1.61	7.10
Prepaid Expenses	5.08	9.26
Total	<u>1945.06</u>	<u>1802.20</u>
Note 19		
Revenue from Operations		
Sale of Products		
Finished Goods & Services	1864.37	2583.30
Income from Windmills	124.31	120.07
Income from Lease Rentals	724.92	585.21
	<u>2,713.60</u>	<u>3,288.58</u>
Export Turnover		
Finished Goods	172.74	162.78
	<u>2,886.34</u>	<u>3,451.36</u>
Other Operating Revenue		
Sale of Scrap	0.37	0.15
Gross Revenue	<u>2,886.71</u>	<u>3,451.50</u>
Less : Excise Duty	38.55	51.18
Net Revenue	<u>2,848.16</u>	<u>3,400.32</u>
Details of Product Sold		
Lightning Arresters	322.27	342.62
Varistors	91.21	97.23
Accessories & Others	74.01	73.90
Scrap Sales	0.37	0.15
Sale- Residential Flats	1,511.07	2,181.16
Details of Services rendered		
Lease Rentals received	724.92	585.21
Windmill Income	124.31	120.07
Total	<u>2,848.16</u>	<u>3,400.32</u>

As at March 31, 2014
(₹ in Lacs)As at March 31, 2013
(₹ in Lacs)**Note 20****Other Income****Interest Income on ;**

From Customers and Others	35.00	39.35
Net Gain / Loss on Foreign Currency Transactions	0.88	3.85
Dividend from Current Investments	0.10	0.13
Duty Drawback	2.83	3.02
Sundry balances no longer required written back	6.18	16.48
Profit on Sale of Asset	0.10	—
	<u>45.09</u>	<u>62.83</u>

Note 21**Change in Inventories of finished goods, work in progress and stock in trade****OPENING STOCKS**

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

LESS: CLOSING STOCKS

Finished Goods	—	—
[Including Saleable Scrap]		
Work - in - Progress	32.34	45.14
Stock in Trade	—	—
	<u>32.34</u>	<u>45.14</u>
Net Change in Inventory	<u>12.79</u>	<u>(5.50)</u>

Note 22**Employee Benefits Expense**

Salaries, Wages and Allowances	134.68	83.34
Employer's Contribution to Provident Fund and other Fund	1.37	1.01
Gratuity & Leave Encashment Expenses	10.89	4.76
Staff Welfare/ Workmen Expenses	3.80	1.90
	<u>150.75</u>	<u>91.01</u>

Note 23**Finance costs****Interest Expenses :**

Fixed Loans	297.62	257.54
Others	1045.47	767.58

Finance Charges :

Bank Charges & Commission	21.20	31.29
	<u>1,364.29</u>	<u>1,056.40</u>

As at March 31, 2014
(₹ in Lacs)As at March 31, 2013
(₹ in Lacs)**Note 24****Other Expenses****MANUFACTURING, SELLING & DISTRIBUTION AND
ADMINISTRATIVE EXPENSES**

Power and Fuel (Net of recoveries)	28.53	29.46
Travelling and Conveyance	22.25	16.77
Foreign Travelling Expenses	5.80	2.46
Repairs to Machinery	5.14	12.21
Other Repairs and Maintenance	30.82	19.43
Insurance	3.40	3.22
Rent	14.16	14.16
Rates and Taxes	13.06	14.91
Director's Fees	0.92	0.97
Penal Charges/Interest	5.21	6.25
Telephone, Telegram & Telex	4.79	5.04
Bad Debt Written off	4.83	5.27
Legal and Professional charges	88.43	98.87
Freight outward (Net of recoveries)	4.95	4.75
Miscellaneous Expenses (Please see Note below)	243.91	71.89
Share Issue Expenses	—	8.00
Total	476.21	313.66

Note:

Out of Miscellaneous Expenses of ₹243.91 Lacs the Company has paid ₹134.90 Lacs to Reserve Bank of India pursuant to compounding application file with Reserve Bank of India, Mumbai & order passed by RBI relating to FEMA Regulations.

Note 25

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2014

1. COMPANY OVERVIEW -

Elpro International Limited is engaged in the business of manufacturing of Other Electrical equipments like Lighting Arresters, Varistors, Surge Arrestor & also engaged in Real Estate development Service. The Company has manufacturing plant located at Chinchwad, Maharashtra.

2. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation of Financial Statements

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

b. Use of Estimates

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

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

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

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

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

d. Depreciation and Amortisation

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

e. Assets Taken and Given on Lease

Assets taken on lease:

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

Asset given on lease:

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

f. Investments

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

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

g. Inventories

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

h. Inventories - Project in progress

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

i. Foreign exchange transactions

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

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

j. Revenue recognition

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

k. Research and development expenditure

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

l. Retirement benefits**- Gratuity**

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

- Leave Encashment

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

- Provident Fund

Provident fund contributions are made to a trust administered by the Company and are charged to

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

m. Provisions

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

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

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

n. Accounting for Taxes on Income

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

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

o. Impairment

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

p. Contingent Liabilities

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

q. Segment Reporting

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

r. Borrowing Costs

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

	2013-14 ₹ In Lacs	2012-13 ₹ In Lacs
2. i. Estimated amount of contracts remaining to be executed on capital account and not provided for	318.12	—
ii. Contingent liabilities not provided for:		
a. Income tax matters in dispute at various stages of appeal	—	24.66
b. Excise duty	2.23	9.75
c. Employee related matters	Amount not ascertainable	Amount not ascertainable
d. Sales tax matters	25.44	18.18
e. Bank guarantees (secured by hypothecation of current assets)	22.61	27.17
f. Corporate guarantee to Bank (Secured by mortgage of land)	3,650.00	3,650.00
3. Miscellaneous expenses include Auditors' remuneration:		
a. Audit fees	3.99	5.67
4. Earning in foreign currency on account of:		
a. Exports of F.O.B. basis	157.00	160.01
5. Value of Imports on CIF Basis		
Raw Material	3.77	11.50
6. Value of imported and indigenous raw materials and components consumed (**)		

	2013-14		2012-13	
	₹ In Lacs	%	₹ In Lacs	%
Imported	4.20	1.87	13.01	5.98
Indigenously procured	219.95	98.13	204.49	94.02
	224.15	100.00	217.50	100.00

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

7. There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2014. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

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

	2013-14 ₹ In Lacs	2012-13 ₹ In Lacs
i. Break-up of deferred tax liability as at March 31, 2014		
Additional depreciation on fixed assets for tax purposes due to higher tax depreciation rates.	134.93	168.84
Total deferred tax liability	134.93	168.84
ii. Break-up of deferred tax asset as at March 31, 2014		
Provision for doubtful debts/advances that are deducted for tax purposes when written off.	49.92	53.79
On provision for employee benefits / voluntary retirement scheme compensation	6.18	2.26
On other items	—	—

	2013-14 ₹ In Lacs	2012-13 ₹ In Lacs
On unabsorbed depreciation allowance and brought forward business loss (to the extent of residual deferred tax liabilities)	78.84	112.79
Deferred tax asset	134.93	168.84
Net deferred tax liability /(asset) (Net)	NIL	NIL

Note:

As at March 31, 2014, 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, 2014.

9. Warranty provision

Particulars	2013-14 ₹ In Lacs	2012-13 ₹ In Lacs
Carrying amount as at the beginning of the year	4.54	4.54
Additional provision made during the year	—	—
Amount used during the year	—	—
Unused amount reversed during the year	—	—
Carrying amount as at the end of the year	4.54	4.54

10. Project cost includes

Materials and Labour cost	616.03	847.86
Consultant and Professional expenses	85.35	122.42
Other Direct Development expenses	219.16	313.42
Total	920.55	1,283.69

11. Derivative transactions

The Company has not entered into any derivative contracts to hedge its foreign currency risk. The net unhedged foreign currency exposure as at the year-end amounted to **USD 0.51 Lacs** (Previous year USD 0.78 lacs).

12. Investments made in PNB MetLife India Insurance Company Limited are long term in nature. In the Opinion of the management the realisable value of these investments is more than the book value as at March 31, 2014.**13. Related party disclosures**

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

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

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

i) **Promoter Company: I.G.E (India) Pvt. Ltd.**

Nature of transactions	March 31, 2014 (₹ In Lacs)	March 31, 2013 (₹ In Lacs)
Transactions during the year		
1) Refund (Net)	1,122.15	—
2) ICD Received (Net)	—	4,380.02
3) Interest expense (Net of TDS)	610.08	197.09
4) Rent (Net of TDS)	12.74	12.74
5) Reimbursement of expenses	34.42	10.87
6) Advance against Flat booking (Refunded)	—	(5,000.00)
7) Preference Shares Issued	—	5,000.00
Balances		
1) Payable/(Receivable) (Including interest)	4,959.16	5,477.07
2) Maximum Balances during the year	5,943.50	5,492.52

ii) **Promoter Company : International Conveyors Ltd.**

Nature of transactions	March 31, 2014 (₹ In Lacs)	March 31, 2013 (₹ In Lacs)
Transactions during the year		
1) ICD received (Net)	600.00	—
2) Refund (Net)	—	1690.61
3) Interest expense on ICD (Net of TDS)	55.58	123.83
4) Purchase of Asset	0.75	—
5) Reimbursement of Expenses	0.10	—
6) Refund of Advance received against Lease Deposit	—	3,000.00
7) Preference Shares Issued	—	3,000.00
Balances		
1) Payable	656.43	—
2) Maximum Balance during the year	900.85	1,566.78

iii) **Promoter Director : Mr. Surbhit Dabriwala**

Nature of transactions	March 31, 2014 (₹ In Lacs)	March 31, 2013 (₹ In Lacs)
Transactions during the year		
1) Director's Sitting Fees	—	0.04
2) Purchase of Shares of Elpro Estates Ltd. (Subsidiary)	—	0.20
Balances		
1) Payable	—	—
2) Maximum Balance during the year	—	0.20

iv) Promoter : Mr. Rajendra Kumar Dabriwala

Nature of transactions	March 31, 2014 (₹ In Lacs)	March 31, 2013 (₹ In Lacs)
Transactions during the year		
1) Director's Sitting fees	—	0.11
2) Interest expense on Loan (Net of TDS)	7.91	7.26
3) Advance received against booking of flat	—	10.05
4) Purchase of Shares of Elpro Estates Ltd. (Subsidiary)	—	0.20
Balances		
1) Payable	105.88	97.97
2) Maximum Balance during the year	105.88	97.97

v) Promoter : Rajendra Kumar Dabriwala & Sons HUF

Nature of transactions	March 31, 2014 (₹ In Lacs)	March 31, 2013 (₹ In Lacs)
Transactions during the year		
1) Purchase of Shares of Elpro Estates Ltd. (Subsidiary)	—	0.20
Balances		
1) Payable	—	—
2) Maximum Balance during the year	—	0.20

vi) Promoter : Mrs. Yamini Dabriwala

Nature of transactions	March 31, 2014 (₹ In Lacs)	March 31, 2013 (₹ In Lacs)
Transactions during the year		
1) Share Application Money Refunded	—	—
2) Sale of Fixed Asset (Flat)	—	—
3) Purchase of Shares of Elpro Estates Ltd. (Subsidiary)	—	0.20
Balances		
1) Payable	—	—
2) Maximum Balance during the year	—	—

vii) Promoter : Mrs. Indu Dabriwala

Nature of transactions	March 31, 2014 (₹ In Lacs)	March 31, 2013 (₹ In Lacs)
Transactions during the year		
1) Loan Received	—	—
2) Refund of Loan	10.00	28.00
3) Interest Expense	10.46	12.88
4) Purchase of Shares of Elpro Estates Ltd. (Subsidiary)	—	0.20
Balances		
1) Payable	118.33	117.87
2) Maximum Balance during the year	120.05	134.28

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

Nature of transactions	March 31, 2014 (₹ In Lacs)	March 31, 2013 (₹ In Lacs)
Transactions during the year		
1) Advance Paid as per JDA agreement	584.01	497.98
2) Refund Received	41.00	—
Balances		
1) Receivable	1,752.92	1,209.90
2) Maximum Balance during the year	1,752.92	1,209.90

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

Nature of transactions	March 31, 2014 (₹ In Lacs)	March 31, 2013 (₹ In Lacs)
Transactions during the year		
1) Sale of Flat	—	56.81
2) Advance Received against Commercial Property	59.50	—
3) Repayment made during the year	5.01	—
4) Reimbursement received against expenses incurred	—	3.39
Balances		
1) Advance received against Commercial Property	193.19	138.70
2) Maximum Balance during the year	134.69	198.49

x) Promoter Company: RCA Limited

Nature of transactions	March 31, 2014 (₹ In Lacs)	March 31, 2013 (₹ In Lacs)
Transactions during the year		
1) ICD Received	370.00	800.00
2) Interest Expense (Net of TDS)	41.41	127.47
3) Repayment of ICD	227.47	1,580.00
Balances		
1) Payable	521.41	337.47
2) Maximum Balance payable during the year	549.00	1,540.00

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

Nature of transactions	March 31, 2014 (₹ In Lacs)	March 31, 2013 (₹ In Lacs)
Transactions during the year		
1) ICD Received	—	550.00
2) Repayment of ICD	—	125.00
3) Interest Expense (Net of TDS)	58.29	5.77
Balances		
1) Payable	490.03	431.74
2) Maximum Balance payable during the year	490.03	550.97

14. Earning per share

Particulars	2013-14	2012-13
Profit / (Loss) after tax and exceptional items (₹ In Lacs)	(398.70)	668.70
Weighted average number of equity shares used for calculating basic earnings per share	4611677	4611677
Weighted average number of equity shares used for calculating diluted earnings per share	4611677	4611677
Face value of Equity Shares (in ₹)	10.00	10.00
Earning per share- Basic & Diluted (in ₹)	(8.65)	14.50

15. Segment information**a) Primary Business Information (Business Segments)**

These business segments represent primary basis of information set out in the financial statements. In accordance with the Accounting Standard 17, 'Segment Reporting', the Segment Information for the year ended March 31, 2014 is given as follows:

(₹ In Lacs)

	Electrical Equipments	Real Estate	Investment Activity	Others	Elimination	Total in ₹
SEGMENT REVENUE						
External Sales	487.86	2,235.99	—	124.31	—	2,848.16
	(513.88)	(2,766.37)	(—)	(120.07)	(—)	(3,400.32)
Inter – segment Sales	—	—	—	—	—	—
	(—)	(—)	(—)	(—)	(—)	(—)
Revenue						2,848.16
						(3,400.32)
RESULT						
Segment result	11.34	1,322.05	—	30.85	—	1,364.24
	(113.63)	(1,477.28)	(—)	(32.24)	(—)	(1,623.15)
Unallocated corporate income (net of unallocable expenses)						(390.52)
						(-198.03)
Operating Profit/(Loss) before Finance Cost & Exceptional item						973.72
						(1,425.12)
Exceptional item						(8.13)
						(299.99)
Operating Profit/(Loss) after Exceptional item						965.59
						(1,725.11)
Finance Cost						1,364.29
						(1,056.41)
Profit/(Loss) before Tax & Prior period expense						(398.70)
						(668.70)
Prior Period Expenses						—
						(—)

	Electrical Equipments	Real Estate	Investment Activity	Others	Elimination	Total in ₹
Profit/(Loss) before Tax & after Prior Period expense						(398.70)
						(668.70)
Income taxes / Deferred tax Reversal						—
						(—)
Net Profit/ (Loss) after tax						(398.70)
						(668.70)
Other information						
Segment Assets	503.27	5,723.57	27,051.20	152.74		33,430.78
	(551.15)	(4,495.62)	(27,051.20)	(232.12)		(32,330.09)
Unallocated corporate Assets						2,195.21
						(2,078.67)
Total Assets						35,625.99
						(34,408.76)
Segment liabilities	284.88	11,087.72	5,000.00	—		16,372.60
	(271.56)	(5,559.14)	(5,000.00)	(83.53)		(10,914.23)
Unallocated corporate liabilities						3,857.47
						(7,699.91)
Total liabilities						20,230.07
						(18,614.14)
Capital Expenditure	8.60	—	—	—	—	8.60
	(0.09)	(—)	(—)	(—)	(—)	(0.09)
Unallocated capital Expenditure						4.42
						(2.06)
Total capital expenditure						13.02
						(2.15)
Depreciation	37.82	9.79	—	79.41		127.02
	(38.32)	(9.83)	(—)	(79.41)		(127.57)
Unallocated Depreciation						8.07
						(10.10)
Total Depreciation						135.09
						(137.67)
Non cash expenses other than depreciation	6.36	19.09	—	—	—	25.46
	(4.34)	(117.43)	(—)	(—)	(—)	(121.77)
Unallocated Non cash expenses other than depreciation	—	—	—	—	—	15.84
						(8.89)

b) Secondary Segment – Geographical Segments		₹ in Lacs	
Particulars	Domestic	Export	Total
Segment revenue by geographical area			
Based on geographical location of customers	2,691.19	156.97	2,848.16
(Including net sales, services etc.)	(3,237.54)	(162.78)	(3,400.32)
Segment Assets by geographical area	35,594.86	31.13	35,625.99
	(34,366.11)	(42.64)	(34,408.76)
Capital Expenditure	13.02	–	13.02
	(2.15)	(–)	(2.15)

Note:

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

19. Operating leases

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

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

Buildings	2013-14 (₹ In Lacs)	2012-13 (₹ In Lacs)
Gross block	180.50	180.50
Accumulated depreciation	56.27	52.35
Depreciation recognized during the year	3.92	3.92
Lease Rental Receipt for the year	724.92	585.21
Future minimum lease rentals Receipts not later than one year	1,073.29	704.30
Later than one year but not later than five years	3,568.23	1,313.89

- 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:

Particulars	2013-14 (₹ In Lacs)	2012-13 (₹ In Lacs)
Lease rental payments for the year	17.06	16.99
Future minimum lease rentals payments payable -		
- Not later than one year	16.69	17.46
- Later than one year but not later than five years	NIL	NIL

- iv) There are no dues payable to the Investor Education and Protection Fund as at March 31, 2014.

20. The Company has its own Provident fund trust covering the employees of Elpro International Limited and as the fund would have to meet any interest shortfall, it is to be construed as a defined benefit plan in terms of recent Accounting Standards Board (ASB) guidance on implementing AS 15 (Revised 2005) issued by the ICAI. However, in the absence of guidance note from the Actuarial Society of India, the Company's actuary has expressed his inability to reliably measure the provident fund liability. Accordingly, the Company has accounted for the same as a defined contribution plan.
21. The following table sets forth the funded status of the plan assets and the amounts relating to gratuity and Leave encashment recognized in the Company's Financial as at March 31, 2014.

A. Gratuity benefits:

1. Assumptions	As on 31.03.14	As on 31.03.13
Discount	8.00 %	8.00%
Salary Escalation	5.00%	5.00%
2. Table showing changes in present value of Obligation	₹ In Lacs	₹ In Lacs
	As on 31.03.14	As on 31.03.13
Present value of obligations at the beginning of year	16.88	12.76
Interest cost	1.35	1.02
Current service cost	4.25	2.27
Benefits paid	(1.00)	—
Actuarial (gain)/loss of obligations	(0.01)	0.83
Present value of obligations as at end of year	21.47	16.88
3. Table showing changes in the fair value of plan assets	₹ In Lacs	₹ In Lacs
	As on 31.03.14	As on 31.03.13
Fair value of plan assets at beginning of year	18.49	17.12
Expected return on plan assets	1.20	1.37
Contributions	—	—
Benefits paid	(1.00)	—
Actuarial Gain/(Loss) on plan assets	—	—
Fair value of plan assets at the end of year	18.70	18.49
4. Table showing fair value of plan assets	₹ In Lacs	₹ In Lacs
	As on 31.03.14	As on 31.03.13
Fair value of plan assets at beginning of year	18.49	17.12
Actual return on plan assets	1.20	1.37
Contributions	—	—
Benefits paid	(1.00)	—
Fair value of plan assets at the end of year	18.70	18.49
Funded status	(2.77)	1.61
Excess of actual over estimated return on plan assets	—	—

(Actual rate of return = Estimated return as ARD falls on 31st March 2014)

5. Actuarial Gain/Loss recognized	₹ In Lacs	₹ In Lacs
	As on 31.03.14	As on 31.03.13
Actuarial (Gain)/Loss for the year – obligations	(0.01)	0.83
Actuarial (Gain)/Loss for the year – plan assets	–	–
Total (Gain)/Loss for the year	(0.01)	0.83
Actuarial (Gain)/Loss recognized in the year	(0.01)	0.83
6. The amounts to be recognized in the Balance Sheet and Statements of Profit & Loss Account	₹ In Lacs	₹ In Lacs
	As on 31.03.14	As on 31.03.13
Present Value of obligations as at the end of year	21.47	16.88
Fair value of plan assets as at the end of the year	18.70	18.49
Funded status	(2.77)	1.61
Net assets/ (Liability) recognized in the year	(2.77)	1.61
7. Expenses recognized in statement of Profit & Loss Account	₹ In Lacs	₹ In Lacs
	As on 31.03.14	As on 31.03.13
Current service cost	4.25	2.27
Interest cost	1.35	1.02
Expected return on plan assets	1.20	(1.37)
Net Actuarial (gain) / loss recognized in the year	(0.01)	0.83
Expenses recognized in statement of Profit & Loss Account	4.38	2.75

B Leave Encashment:

1. Actuarial Assumptions	As on 31.03.14	As on 31.03.13
Discount	8.00%	8.00%
Salary Escalation	5.00%	5.00%
2. Table showing changes in present value of Obligation	₹ In Lacs	₹ In Lacs
	As on 31.03.14	As on 31.03.13
Present value of obligations at the beginning of year	6.53	4.90
Interest cost	0.52	0.39
Current service cost	3.17	2.15
Benefits paid	(3.78)	(3.13)
Actuarial (gain)/loss of obligations	1.72	2.22
Present value of obligations as at end of year	8.16	6.53
3. Amount recognized in the Balance Sheet	₹ In Lacs	₹ In Lacs
	As on 31.03.14	As on 31.03.13
Liability at the end of the year	8.16	6.53
Fair value of plan assets at the end of the year	–	–
Difference	8.16	6.53
Unrecognised past service cost	–	–
Amount recognized in the Balance Sheet	8.16	6.53

4. Expenses recognized in the Income Statement	₹ In Lacs	₹ In Lacs
	As on 31.03.14	As on 31.03.13
Current service cost	3.17	2.15
Interest cost	0.52	0.39
Expected return on plan assets	—	—
Net actuarial (gain) / loss to be recognized	1.72	2.22
Expenses recognized in Statement of Profit and Loss	5.41	4.76

22. The Company has appointed **Ms.Rashmi Patkar** as a Company Secretary of the Company as per section 383A of the Companies Act, 1956.
23. Previous year's figures have been shown in brackets and have been regrouped wherever necessary to conform to current year's classification.

Signatures to Notes 1-25

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

For on behalf of Board of Directors

Arun Tadarwal
Partner
M.No. 032822

Rashmi Patkar
Company Secretary

Anil Poddar
Director

Ram Swarup Dabriwala
Chairman & Managing Director

Date : 28th May, 2014
Place : Mumbai

Date : 28th May, 2014
Place : Mumbai

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

We have audited the attached consolidated financial statements of Elpro International Limited ('the Company') and its subsidiary (hereinafter referred to as the 'Group'), which comprise the Consolidated Balance Sheet as at March 31, 2014 the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ('the Act') read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence, on a test basis, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We report that the Consolidated Financial Statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements and Accounting Standard (AS) 23, Accounting for investments in Associates in Consolidated Financial Statements, notified under sub – section 3C of Section 211 of the Companies Act, 1956.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of the reports of the other auditors on the financial statements / consolidated financial statements of the subsidiaries and associates as noted below, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2014;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the loss of the Group for the year ended on that date and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matters

- (a) We did not audit the financial statements of a subsidiary company included in the consolidated financial statements, which constitute total assets of ₹ 5263.38 lacs and net worth of ₹ 2885.96 lacs as at March 31, 2014, total revenue Nil, loss before deferred tax of ₹ 34.72 lacs and net cash outflow amounting to ₹ 9.10 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.
- (b) We did not audit the financial statements of an associate company where in the Group share of profit for the year aggregate to ₹ 1.33 lacs. The financial statement has been audited by other auditor whose report has been furnished to us, and our opinion on the consolidated financial statements to the extent they have been derived from such financial statements is based solely on the report of the auditor.

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

Arun Todarwal
 Partner
 Membership No: 032822

Place: Mumbai
 Date: 28th May, 2014

	Note No	As at March 31, 2014 (₹ in Lacs)	As at March 31, 2013 (₹ in Lacs)	As at March 31, 2013 (₹ in Lacs)
I. EQUITY & LIABILITIES				
1 SHARE HOLDER'S FUND				
(a) Share Capital	2	861.17	861.17	
(b) Reserves and Surplus	3	16,931.00	17,357.00	
			17,792.17	18,218.17
2 Minority Interest			424.01	428.68
3 Capital Reserve on consolidation			7.35	7.35
2 NON-CURRENT LIABILITIES				
(a) Long Term Borrowings	4	2573.79	1,688.57	
(b) Other Long Term Liabilities	5	2227.86	2,323.52	
(c) Long Term Provision	6	10.66	9.44	
			4,812.31	4,021.53
3 CURRENT LIABILITIES				
(a) Short Term Borrowings	7	8,066.18	7,402.44	
(b) Trade Payables	8	467.94	425.78	
(c) Other Current Liabilities	9	7,499.11	7,255.21	
(d) Short term Provisions	10	8.53	8.12	
			16,041.76	15,091.55
TOTAL			39,077.60	37,767.28
II ASSETS				
1 NON-CURRENT ASSETS				
(a) Fixed assets				
(i) Tangible assets	11	871.88	999.54	
(ii) Intangible Assets		2.51	3.84	
(iii) Capital Work In Progress		7,257.83	5,278.77	
		8,132.22	6,282.15	
(b) Goodwill on Consolodation		73.84	73.84	
(c) Non-current investments	12	26,918.51	26,917.17	
(d) Deferred Tax asset (net)		91.40	90.47	
(e) Long-term loans and advances	13	465.55	386.08	
			35,681.52	33,749.71
2 CURRENT ASSETS				
(a) Inventories	14	2,804.57	2,566.55	
(b) Trade receivables	15	287.47	551.04	
(c) Cash and cash equivalents	16	107.55	304.87	
(d) Short-term loans and advances	17	196.49	595.10	
			3,396.08	4,017.56
TOTAL			39,077.60	37,767.28

Summary of Significant Accounting Policies 1

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

As per our Report of even date attached

TODARWAL & TODARWAL

Chartered Accountants

ICAI Reg. No. : 1-11009W

For on behalf of Board of Directors

Arun Tadarwal

Partner

M.No. 032822

Rashmi Patkar

Company Secretary

Anil Poddar

Director

Ram Swarup Dabriwala

Chairman & Managing Director

Date : 28th May, 2014

Place : Mumbai

Date : 28th May, 2014

Place : Mumbai

	Note No	As at March 31, 2014 (₹ in Lacs) (₹ in Lacs)		As at March 31, 2013 (₹ in Lacs) (₹ in Lacs)	
I. INCOME					
Revenue from Operations (gross)	18	2,886.71		3,451.50	
Less: Excise Duty		38.55		51.18	
Revenue from Operations (net)		2,848.16		3,400.32	
II. Other income	19	45.09		62.83	
III. Total Revenue (I + II)			2,893.25		3,463.15
IV. EXPENSES					
(a) Cost of materials consumed		224.15		217.50	
(b) Project Cost		920.55		1,283.69	
(c) Changes in inventories of finished goods, Work in Progress and Stock in Trade	20	12.79		(5.50)	
(d) Employee benefits expense	21	166.77		103.45	
(e) Finance costs	22	1,364.29		1,107.13	
(f) Depreciation and amortization expense		138.13		142.16	
(g) Other expenses	23	491.37		351.70	
Total expenses			3,318.05		3,200.13
V Profit/(Loss) before exceptional and extraordinary items and Tax (III-IV)			(424.80)		263.02
VI Exceptional Items (Profit on sale of land)			(8.13)		299.99
VII Profit/(Loss) before extraordinary items and Tax (V-VI)			(432.93)		563.01
VIII Tax Expense					
Deferred tax		(0.93)		32.50	
			(0.93)		32.50
Share of (Loss)/profit of Minority			(4.67)		(10.11)
Pre acquisition (Loss)/Profit			—		(0.02)
Share of profit of Associate			1.33		1.34
IX Profit/(Loss) for the period from continuing operations (VII-VIII)			(426.00)		606.98
Earnings per equity share of ₹ 10 each					
(1) Basic Earning per Share (₹)			(9.24)		13.16
(2) Diluted Earning per Share (₹)			(9.24)		13.16

Summary of Significant Accounting Policies

1

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

As per our Report of even date attached

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

For on behalf of Board of Directors

Arun Todarwal
Partner
M.No. 032822

Rashmi Patkar
Company Secretary

Anil Poddar
Director

Ram Swarup Dabriwala
Chairman & Managing Director

Date : 28th May, 2014
Place : Mumbai

Date : 28th May, 2014
Place : Mumbai

PARTICULARS	For the year ended March 31, 2014 (₹ In Lacs)	For the year ended March 31, 2013 (₹ In Lacs)
CASH FLOW FROM OPERATING ACTIVITIES		
	(432.94)	563.01
Adjustments for :		
Depreciation	138.13	142.16
Interest expenses	1364.29	1107.10
Loss / (profit) on sale of fixed assets (net)	1.37	(299.99)
Interest income	(10.85)	(31.08)
Dividend income	(0.10)	(0.13)
Sundry Balances no longer required written back	(6.18)	(16.48)
Sundry balances written off	4.83	5.27
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1058.55	1469.87
Adjustments for :		
(Increase)/decrease in inventories	(238.02)	238.07
(Increase)/decrease in trade & other receivables	258.74	(318.77)
Increase/(decrease) in trade & other payables	198.21	(9705.74)
CASH GENERATED FROM / (USED IN) OPERATIONS	1277.47	(8316.57)
NET CASH FLOW FROM/ (USED IN) OPERATING ACTIVITIES	(A) 1277.47	(8316.57)
CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES		
Purchase of fixed assets	(1992.47)	(1273.70)
Proceeds from sale of fixed assets	2.90	300.00
Purchase of Investments	—	(1.00)
Loans and deposits placed with the companies	319.14	(736.02)
Dividend received	0.10	0.13
Interest received	10.85	31.08
NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES	(B) (1659.48)	(1679.52)

PARTICULARS	For the year ended March 31, 2014 (₹ In Lacs)	For the year ended March 31, 2013 (₹ In Lacs)
CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES		
Proceeds from borrowings	872.93	404.37
Inter corporate Deposits/loans received - (Net)	676.03	2960.95
Proceeds from Issue of Preference Shares	—	8000.00
Interest Paid on Loans	(1364.29)	(1107.13)
NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES (C)	184.67	10258.19
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)	(197.33)	262.10
OPENING CASH AND CASH EQUIVALENTS	304.87	42.77
CLOSING CASH AND CASH EQUIVALENTS (Refer Note 1 below)	107.56	304.87

Notes to the Cash Flow Statement

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

Particulars	For the year ended March 31, 2014 (₹ In Lacs)	For the year ended March 31, 2013 (₹ In Lacs)
Cash in hand	0.71	1.03
Balance with scheduled banks:		
In Current accounts	97.57	294.63
In Fixed and margin deposits	9.28	9.21
TOTAL	107.56	304.87

- 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

TODARWAL & TODARWAL

Chartered Accountants
ICAI Reg. No. : 111009W

For on behalf of Board of Directors

Arun Todarwal
Partner
M.No. 032822

Rashmi Patkar
Company Secretary

Anil Poddar
Director

Ram Swarup Dabriwala
Chairman & Managing Director

Date : 28th May, 2014
Place : Mumbai

Date : 28th May, 2014
Place : Mumbai

Note 2

Share Capital

AUTHORISED

Equity Shares :

	As at March 31, 2014 (₹ in Lacs)	As at March 31, 2013 (₹ in Lacs)
60,00,000 Equity Shares of ₹ 10/- each	600.00	600.00
(Previous Year : 60,00,000 Equity Shares of ₹ 10/- each)		
40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each.	400.00	400.00
(Previous year : 40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each.)		
	<u>1,000.00</u>	<u>1,000.00</u>

Issued

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

SUBSCRIBED & FULLY PAID UP

Subscribed

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

Notes:

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

Notes :

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

Equity Shares	As at 31-03-2014		As at 31-03-2013	
	In Nos.	Amount (In ₹)	In Nos.	Amount (In ₹)
At the beginning of the period	4611677	46,116,770	4611677	46,116,770
Outstanding at the end of the period	4611677	46,116,770	4611677	46,116,770
Cumulative Redeemable Preference Shares				
At the beginning of the period	4000000	40,000,000.00	—	—
Add : Issued during the year	—	—	4000000	40,000,000.00
Outstanding at the end of the period	4000000	40,000,000.00	4000000	40,000,000.00

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

	In Nos.	% holding in the class	In Nos.	% holding in the class
Equity shares of ₹10/- each fully paid up				
I.G.E (India) Pvt. Limited	1884880	40.87%	1884880	40.87%
International Conveyors Limited	347058	7.53%	347058	7.53%
Cresta Fund Ltd	401000	8.70%	401000	8.70%
Elara India Opportunites Fund Limited	405000	8.78%	405000	8.78%
Total	3037938	65.88%	3037938	65.88%

	In Nos.	% holding in the class	In Nos.	% holding in the class
Cumulative Redeemable Preference Shares of ₹10/- each				
I.G.E (India) Pvt. Limited	2500000	62.50%	2500000	62.50%
International Conveyors Limited	1500000	37.50%	1500000	37.50%
Total	4000000	100.00%	4000000	100.00%

	As at 31-03-2014		As at 31-03-2013	
	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)
Note 3				
Reserves & Surplus				
Capital Reserves				
Balance as per the last financial statements	27.50		27.50	
Add : Addition during the period	—		—	
	<u>27.50</u>		<u>27.50</u>	
Less : Transferred to Profit & Loss Account	—	27.50	—	27.50
Securities Premium				
Balance as per the last financial statements	16,598.62		8,998.62	
Add : Received during the period	—	16,598.62	7,600.00	16,598.62
Amalgamation Reserve				
Balance as per the last financial statements	177.96		177.96	
Less : Transferred to Profit & Loss Account	—	177.96	—	177.96
Surplus/(Deficit) in the statement of profit & loss				
Balance as per the last financial statements	552.93		(54.05)	
Profit/(Loss) for the year	(426.00)		606.98	
		<u>126.93</u>		<u>552.93</u>
		<u>16,931.00</u>		<u>17,357.00</u>

Note 4

Long Term Borrowings

SECURED

i) Term Loans

Indian Rupees Loan from Bank

2,180.91 1,295.46

Indian Rupee Loan from Financial Institutions

3.02 6.88

Total

(A)

2,183.93 1,302.34

UNSECURED

ii) Other Loans and Advances

From Others

389.86 386.23

Total

(B)

389.86 386.23

Net Long Term Borrowings

(A+B)

2,573.79 1,688.57

4.1 Additional Information to Secured / Unsecured Long Term Borrowings:

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

4.2 Details of Securities and Terms of Repayment :

A. Term Loans from Banks

1) State Bank of India - Rental Discounting

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

2) State Bank of India - Rental Discounting

Total Loan amount is ₹14.00 Cr Secured by first charge on Future receivables (Licence fees, Amenities Charges, Rent etc from company -Behr India Ltd. Collateral: Extension of Equitable mortgage of land & building on part of survey no. 185, part of CTS no. 4270, Chinchwad Road, near Railway station, Pune -411 033.(Total Land area - 299674.18 Sq.ft.). The Loan is Payable in EMI of ₹ 24.00 Lacs each payable monthly Repayment in 96 installments starting October 2013 the last installment is due on October 2021 Floating interest at 0.25% above State Bank Advance Rate (Benchmark PLR)

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

Secured by hypothecation of Car Purchased The Loan is Payable with EMI of ₹ 14363/-. Repayable in 60 installments starting from 12/10/2009 last installment due on 01/09/2014

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

Secured by hypothecation of Car Purchased The Loan is Payable with EMI of ₹ 21755/- Repayable in 60 installments starting from 28/06/11 last installment due on 10/06/2016

	As at March 31, 2014 (₹ in Lacs)	As at March 31, 2013 (₹ in Lacs)
Note 5		
Other Long Term Liabilities		
Lease /Security Deposit	2218.68	2284.67
Advance from customers	9.18	38.85
	<u>2227.86</u>	<u>2323.52</u>
Note 6		
Long Term Provisions		
Provisions for Leave Encashment for Employees	6.12	4.90
Warranty & Other Provisions	4.54	4.54
	<u>10.66</u>	<u>9.44</u>
Note 7		
Short Term Borrowings		
Secured		
i) Working Capital Finance		
From Banks	192.95	205.24
Unsecured		
ii) Inter-corporate Deposits - Short terms		
From Related Parties	6058.23	6167.20
From Others	1815.00	1030.00
	<u>8066.18</u>	<u>7402.44</u>

Note :-**Working Capital Finance from Banks****Bank of India Cash Credit Limit**

Secured by Hypothecation of Stocks and Book Debts Collateral Hypothecation of Plant and Machinery excluding Machinery of 100% EOU, Equitable Mortgage of Land and Building at Pune Unit (part area of land). The limit of ₹200 Lacs for Cash Credit is repayable on demand and has a Floating interest at 3.75 % OBR

Note 8

Trade Payables

	As at March 31, 2014 (₹ in Lacs)	As at March 31, 2013 (₹ in Lacs)
Sundry Creditors-Goods & Services	431.68	297.01
Provision for Expenses	36.26	128.77
	<u>467.94</u>	<u>425.78</u>

Note :-

For Micro Small & Medium Enterprises Act 2006 disclosure refer Note no 23 point number 4

Note 9

Other Current Liabilities

Current maturities of Long Term borrowings	370.97	95.57
Advance against flat / commercial property sale agreements	1,604.27	2,541.83
Society/Condominium Maintenance Reserve	—	32.17
Interest Accrued but not due on Loans	216.60	—
Interest Accrued and due on borrowings	640.92	278.48
Advance from Customers	4,474.21	4,171.45

Other Payables :

Duties and taxes	139.36	83.76
Unpaid Dividend	—	0.39
Salary Payable	15.96	13.27
Other Liabilities	36.82	38.29
	<u>7,499.11</u>	<u>7,255.21</u>

Note 10

Short Term Provisions

(a) Provision for Employee Benefits		
- Leave Encashment	2.04	1.63
(b) Others		
- Provision for Taxation	6.49	6.49
	<u>8.53</u>	<u>8.12</u>

Note 11

Fixed Asset

(₹ in Lacs)

Particulars	Gross Block				Depreciation				Net Block	
	Cost as on 01.04.2013	Additions & Adjustments during the year	Deletions & Adjustments during the year	Cost as on 31.03.2014	As on 01.04.2013	For the year	Deletions	Total as on 31.03.2014	As on 31.03.2014	As on 31.03.2013
Tangible Assets										
Land - freehold	258.42	—	—	258.42	—	—	—	—	258.42	258.43
Buildings Roads and Structures	494.28	—	—	494.28	236.37	9.78	—	246.15	248.13	257.91
Plant and machinery (including office equipments)	1,131.68	12.15	—	1,143.83	994.37	33.81	—	1,028.18	115.65	137.30
Furniture and fixtures	158.52	0.25	—	158.77	75.93	9.41	—	85.34	73.43	82.59
Vehicles	116.01	0.75	20.75	96.01	84.83	4.14	16.48	72.49	23.52	31.18
Windmill	768.02	—	—	768.02	535.87	79.41	—	615.28	152.74	232.15
	2,926.93	13.15	20.75	2,919.33	1,927.39	136.56	16.48	2,047.45	871.88	999.54
Intangible Assets										
Specialised Software	185.65	0.24	—	185.89	181.81	1.57	—	183.38	2.51	3.84
Technical Knowhow	39.61	—	—	39.61	39.61	—	—	39.61	—	—
Total (A):	3,152.19	13.39	20.75	3,144.83	2,148.80	138.13	16.48	2,270.44	874.39	1,003.38
Capital Work in Progress	—	—	—	—	—	—	—	—	7,338.21	5,359.15
Less: Provision for doubtful advances	—	—	—	—	—	—	—	—	80.38	80.38
Total (B):	—	—	—	—	—	—	—	—	7,257.83	5,278.77
Total (A + B):	3,152.19	13.39	20.75	3,144.83	2,148.80	138.13	16.48	2,270.44	8,132.22	6,282.16
Previous year	3,150.03	2.15	0.01	3,152.19	2,006.64	142.16	—	2,148.80	6,282.16	

As at March 31, 2014
(₹ in Lacs)As at March 31, 2013
(₹ in Lacs)

Note 12

NON-CURRENT INVESTMENTS

At Cost

Equity Shares - Unquoted

Investment in associates

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

40.74

39.40

Investment in Other Unquoted Equity Shares

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

26,864.77

26,864.77

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

0.25

0.25

Total-Investment in Equity Shares Unquoted

26,905.76

26,904.42

Equity Shares - Quoted

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

7.01

7.01

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

0.42

0.42

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

0.04

0.04

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

0.26

0.26

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

0.21

0.21

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

0.04

0.04

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

0.44

0.44

	As at March 31, 2014 (₹ in Lacs)	As at March 31, 2013 (₹ in Lacs)
- Alstom T & D Limited - 100 (100) Fully paid equity shares of ₹ 2 each	0.27	0.27
- BGR Energy Systems Limited-50 (50) fully paid equity shares of ₹ 10 each	0.26	0.26
- Bil Power Limited-100 (100) fully paid equity shares of ₹ 10 each	0.09	0.09
- Brigade Enterprises Limited-50 (50) fully paid equity shares of ₹ 10 each	0.07	0.07
- Crompton Greaves limited - 50(50) fully paid equity shares of ₹ 10 each	0.12	0.12
- DLF limited - 50(50) fully paid equity shares of ₹10 each	0.16	0.16
- Eclerx Services limited - 75(75) fully paid equity shares of ₹10 each	0.25	0.25
- Elgi Equipments Limited-100 (100) fully paid equity shares of ₹1 each	0.04	0.04
- Emco Limited-50 (50) fully paid equity shares of ₹ 2 each	0.04	0.04
- Futures Markets Network Limited - 2(2) fully paid equity shares of ₹ 10 each	—	—
- IMP Power Limited-50 (50) fully paid equity shares of ₹ 10 each	0.05	0.05
- Indo Tech Transformer Limited-50 (50) fully paid equity shares of ₹ 10 each	0.16	0.16
- Ingersoll Rand (India) Limited-50 (50) fully paid equity shares of ₹ 10 each	0.18	0.18
- Lancor Holdings Limited-50 (50) fully paid equity shares of ₹ 2 each	0.05	0.05
- Marico Limited-200 (200) fully paid equity shares of ₹ 1 each	0.21	0.21
- Mazda Limited-50 (50) fully paid equity shares of ₹ 10 each	0.05	0.05
- Omaxe Limited-62 (50) fully paid equity shares of ₹ 10 each	0.05	0.05
- Future Retail Limited-50 (50) fully paid equity shares of ₹ 2 each	0.19	0.19
- Puravankara Projects Limited-50 (50) fully paid equity shares of ₹ 5 each	0.05	0.05
- Shree Renuka Sugars Limited-400 (400) fully paid equity shares of ₹ 1 each	0.34	0.34
- Sunteck Realty Limited-50 (50) fully paid equity shares of ₹ 2 each	0.29	0.29
- Schneider Electric Infrastructure Limited-100 (100) fully paid equity shares of ₹ 10 each	—	—
- Torrent Power Limited-100 (100) fully paid equity shares of ₹ 10 each	0.30	0.30
- Voltamp Transformers Limited-50 (50) fully paid equity shares of ₹ 10 each	0.44	0.44
- Bil Energy Systems Limited - 500 (NIL) full paid equity Share of ₹1 each	—	—
- Future Lifestyle Fashions Limited - 16(NIL) fully paid equity share of ₹2 each	—	—
- Mario Kaya Enterprises Limited - 4 (NIL) fully paid equity share of ₹ 10 each	—	—
- Pantaloons Fashion & Retail Limited - 10(NIL) fully paid equity share ₹ 10 each	—	—
Total-Investment in Equity Shares Quoted	12.11	12.11
Investment in Other Securities		
Government Securities		
- 6/7 year National Savings Certificate	0.10	0.10
- Kisan Vikas Patra	0.11	0.11
Mutual Funds		
- Kotak Gilt Saving Growth Fund-2,107.89 (2,107.89) units	0.43	0.43
Total-Investment in Other Securities	0.64	0.64
Total Investment	26,918.51	26,917.17
Book Value		
Aggregate of Quoted Investments	12.11	12.11
Aggregate of Unquoted Investments	26,906.40	26,905.06
Total	26,918.51	26,917.17
Market Value		
Aggregate of Quoted Investments	6.53	7.45
Total	6.53	7.45

	As at March 31, 2014 (₹ in Lacs)	As at March 31, 2013 (₹ in Lacs)
Note 13		
Long Term Loans and Advances		
(Unsecured, considered good unless otherwise stated)		
Security Deposits	37.00	27.53
Escrow Deposit	75.86	66.95
Capital Advances	94.90	122.39
Other Advances	13.26	—
Advance Tax/TDS/Refund due from Income Tax Department	223.93	148.62
MAT Credit Entitlement	20.59	20.59
	465.55	386.08
Note 14		
Inventories		
(at lower of the cost and realisable value)		
Raw Materials	70.37	61.07
Work-in Process	32.34	45.14
Work-in Progress - Project	2,697.71	2,454.56
Land held as stock in trade	0.95	0.95
Stores, Spare Parts	3.20	4.83
	2,804.57	2,566.55
Note 15		
Trade Receivable		
Outstanding for a period less than six months		
Unsecured considered good	238.32	506.40
Outstanding for a period exceeding six months		
Considered Good	49.15	44.64
Considered Doubtful	89.16	89.16
	138.31	133.80
Less: Provision for Doubtful debts	(89.16)	(89.16)
	49.15	44.64
Other Debts		
Considered Good	238.32	506.40
Considered Doubtful	—	—
PV Claim Receivables	—	—
Total	287.47	551.04
Note 16		
Cash and cash equivalents		
Balances with Banks in :		
In Current Accounts	97.57	294.63
In Fixed Deposit Account	9.28	8.28
Earmarked Balances (Unpaid Dividends Accounts)	—	0.93
Cash in hand	0.71	1.03
	107.55	304.87

As at March 31, 2014
(₹ in Lacs)

As at March 31, 2013
(₹ in Lacs)

Note 17

**Short Term Loans and Advances
(Unsecured and Considered Good)**

Loans & Advances to others	28.01	26.56
Advance against purchase of TDR from related party	-	65.66
Other Advances	29.20	38.12
Advance to Suppliers	63.72	368.92
Balance with Customs, Excise, Vat and other authorities	44.81	44.25
Advance Tax/TDS/Refund due from Income Tax Department	1.49	1.49
Claims Receivable	19.84	32.74
Advance to Gratuity Trust	1.61	7.10
Prepaid Expenses	7.82	10.26
Total	196.49	595.10

Note 18

Revenue from Operations

Sale of Products

Finished Goods & Services	1864.37	2583.29
Income from Windmills	124.31	120.07
Income from Lease Rentals	724.92	585.21
	2,713.60	3,288.57

Export Turnover

Finished Goods	172.74	162.78
	2,886.34	3,451.35

Other Operating Revenue

Sale of Scrap	0.37	0.15
Gross Revenue	2,886.71	3,451.50
Less : Excise Duty	38.55	51.18
Net Revenue	2,848.16	3,400.32

Details of Product Sold

Lightning Arresters	322.27	342.60
Varistors	91.21	97.23
Accessories & Others	74.01	73.90
Scrap Sales	0.37	0.15
Sale- Residential Flats	1,511.07	2,181.16

Details of Services Rendered

Lease Rentals received	724.92	585.21
Windmill Income	124.31	120.07
Total	2,848.16	3,400.32

As at March 31, 2014
(₹ in Lacs)As at March 31, 2013
(₹ in Lacs)**Note 19****Other Income**

Interest Income on		
From Customers and others	35.00	39.35
Net Gain / Loss on Foreign currency transaction	0.88	3.85
Dividend from Current Investments	0.10	0.13
Duty drawback	2.83	3.02
Sundry balances no longer required written back	6.18	16.48
Profit on Sale of Long Term Investments	0.10	—
	<u>45.09</u>	<u>62.83</u>

Note 20**Change in Inventories of finished goods,
Work in Progress and Stock in trade****OPENING STOCKS**

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

LESS: CLOSING STOCKS

Finished Goods	—	—
[Including Saleable Scrap]		
Work - in - Progress	32.34	45.14
Stock in Trade	—	—
	<u>32.34</u>	<u>45.14</u>
	<u>12.79</u>	<u>(5.50)</u>

Net Change in Inventory**Note 21****Employee Benefits Expense**

Salaries, Wages and Allowances	147.00	93.18
Employer's Contribution to Provident Fund and other Fund	1.44	1.07
Gratuity & Leave Encashment Expenses	10.89	4.76
Staff Welfare/ Workmen Expenses	7.44	4.44
	<u>166.77</u>	<u>103.45</u>

Note 22**Finance costs****Interest Expenses :**

Fixed Loans	297.62	257.54
Others	1045.47	818.30

Finance Charges :

Bank Charges & Commission	21.20	31.29
	<u>1,364.29</u>	<u>1,107.13</u>

As at March 31, 2014
(₹ in Lacs)As at March 31, 2013
(₹ in Lacs)**Note 23****Other Expenses****MANUFACTURING, SELLING & DISTRIBUTION AND
ADMINISTRATIVE EXPENSES**

Power and fuel (Net of recoveries)	28.53	29.46
Travelling and Conveyance	25.83	19.10
Foreign Travelling Expenses	5.80	2.46
Repairs to machinery	5.14	12.21
Other Repairs and Maintenance	30.82	19.43
Insurance	3.43	3.22
Rent	16.18	16.18
Rates and Taxes	13.56	14.96
Director's Fees	0.92	0.97
Penalty Charges/Interest	5.21	6.25
Telephone, Telegram & Telex	5.75	6.09
Bad Debt Written off	4.83	5.27
Legal and Professional charges	96.16	130.37
Freight outward (Net of recoveries)	4.95	4.75
Miscellaneous expenses (Please see note below)	243.51	72.22
Printing & Stationery	0.12	0.03
Auditor Remuneration	0.50	0.51
Advertisement Expenses	0.13	0.22
Share Issue Expenses	—	8.00
Total	491.37	351.70

Note:

Out of Miscellaneous Expenses of ₹ 243.91 Lacs the Company has paid ₹ 134.90 Lacs to Reserve Bank of India pursuant to compounding application file with Reserve Bank of India, Mumbai & order passed by RBI relating to FEMA Regulations.

Note 24 : CONSOLIDATED NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED March 31, 2014**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, 2014 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 1.01% (1.14%) of the total consolidated fixed assets of the Group as at the year end.
- v) The consolidated financial statements include the share of profit / loss of associate companies, which are accounted under the 'Equity method' as per which the share of profit of the associate company has been added to the cost of investment. An associate is an enterprise in which the investor has significant influence and which is neither a subsidiary nor a joint venture.
- vi) The difference between the cost of investment in the associate and the share of net assets at the time of acquisition of shares in the associate is identified in the financial statement as Goodwill or Capital Reserve as the case may be.
- vii) Investment other than in subsidiary and associates have been accounted as per Accounting Standard (AS) 13 "Accounting for Investments".

c. Use of Estimates

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

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

d. Fixed assets and depreciation

- i) Fixed assets are stated at cost of acquisition or construction less depreciation. Cost comprises of purchase price and other costs directly attributable to the purchase or acquisition of the assets and costs attributable to bringing the asset to its present location and condition for the intended use.
- ii) Depreciation is provided on straight line method, except for assets acquired prior to January 1, 1987 and all assets of subsidiary, which are depreciated on reducing balance method, at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956 as applicable from time to time, except for assets costing less than ₹ 5,000 each which are fully depreciated in the year of purchase.
- iii) Capital work in progress represents expenditure incurred in respect of capital projects under development and are carried at cost. Cost includes land, related acquisition expenses, construction costs, borrowing costs capitalized and other direct expenditure and advances to contractors and others.

e. Assets Taken and Given on Lease

Assets taken on lease:

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

Asset given on lease:

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

f. Investments

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

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

g. Inventories

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

h. Inventories - Project in progress

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

i. Foreign Exchange Transactions

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

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

j. Revenue Recognition

- i) Sale of goods is recognised on dispatch to customer and are recorded net of sale tax and excise duties and excludes export incentives such as duty drawbacks.
- ii) Rental income is recognised on accrual basis.
- iii) Income from Joint development of property will be recognized, when Sale Deed will be executed in favour of the third party.
- iv) Revenue from wind mill power project is recognised on the basis of actual power sold as per the terms of the power purchase agreements entered into with the respective parties.

- v) Income from projects is recognized on the transfer of all significant risks and rewards of ownership to the buyers and it is not unreasonable to expect ultimate collection and no significant uncertainty exists regarding the amount of consideration. However if, at the time of transfer, substantial acts are yet to be performed under the agreement, revenue is recognized on proportionate basis as the acts are performed, i.e. on the percentage of completion basis, subject to the actual cost incurred being atleast 25% of the total estimated project cost involved and further subject to receipt of atleast 20% of the total sales consideration. Determination of revenues under the percentage of completion method necessarily involves making estimates by the Company, some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project and the foreseeable losses to completion.

k. Research and development expenditure

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

l. Retirement Benefits

- Gratuity

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

- Leave Encashment

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

- Provident Fund

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

m. Provisions

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

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

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

n. Accounting for Taxes on Income

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

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

o. Impairment

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

p. Contingent liabilities

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

q. Segment Reporting

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

r. Borrowing Costs

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

2. Particulars of a subsidiary and associates

Name of the Company	Country of Incorporation	Percentage of ownership interest as at March 31, 2014	Percentage of ownership interest as at March 31, 2013
Susidiary (Direct)			
(a) Elpro Estates Limited (Formerly known as 'Trump Properties Limited')	India	*86.21%	86.21%
Associates			
(a) Dabri Properties & Trading Company Limited	India	31.77%	31.77%

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

	2013-14 ₹ In Lacs	2012-13 ₹ In Lacs
3. i. Estimated amount of contracts remaining to be executed on capital account and not provided for	318.12	--
ii. Contingent liabilities not provided for:		
a. Income tax matters in dispute at various stages of appeal	—	24.66
b. Excise duty	2.23	9.75
c. Employee related matters	Amount not ascertainable	Amount not ascertainable
d. Sales tax matters	25.44	18.18
e. Bank guarantees (secured by hypothecation of current assets)	22.61	27.17
f. Corporate guarantee to Bank (Secured by mortgage of land)	3,650.00	3,650.00
4. There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2014. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.		

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

	2013-14 ₹ In Lacs	2012-13 ₹ In Lacs
Break-up of deferred tax liability as at March 31, 2014		
Additional depreciation on fixed assets for tax purposes due to higher tax depreciation rates.	134.93	168.84
Total deferred tax liability	134.93	168.84
Break-up of deferred tax asset as at March 31, 2014		
Provision for doubtful debts/advances that are deducted for tax purposes when written off.	49.92	53.79
Reduction in depreciation on fixed asset for tax purpose due to lower tax depreciation rates.	1.39	1.15
On provision for employee benefits / voluntary retirement scheme compensation	6.18	2.26
On unabsorbed depreciation allowance and brought forward business loss	168.84	202.11
Deferred tax asset	226.33	259.31
Net Deferred Tax Liability/ (asset) (Net)	(91.40)	(90.47)

6. Warranty provision

Particulars	2013-14 ₹ In Lacs	2012-13 ₹ In Lacs
Carrying amount as at the beginning of the year	4.54	4.54
Additional provision made during the year	—	—
Amount used during the year	—	—
Unused amount reversed during the year	—	—
Carrying amount as at the end of the year	4.54	4.54

7. Project cost includes

Particulars	2013-14 ₹ In Lacs	2012-13 ₹ In Lacs
Materials and Labour cost	616.03	847.86
Consultant and Professional expenses	85.35	122.42
Other Direct Development expenses	219.16	313.42
Totals	920.55	1,283.69

8. Derivative transactions

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

9. Investments made in PNB MetLife India Insurance Company Limited are long term in nature. In the Opinion of the management the realisable value of these investments is more than the book value as at March 31, 2014.

10. Related party disclosures

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

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

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

i) Promoter Company: I.G.E (India) Pvt. Ltd.

Nature of transactions	March 31, 2014 (₹ inLacs)	March 31, 2013 (₹ inLacs)
Transactions during the year		
1) Refund (Net)	1,122.15	—
2) ICD Received (Net)	—	4,380.02
3) Interest expense (Net of TDS)	661.58	242.48
4) Rent	14.56	14.54
5) Reimbursement of expenses	37.34	12.12
6) Advance against Flat booking (Refunded)	—	(5,000.00)
7) Preference Shares Issued	—	5,000.00
Balances		
1) Payable/(Receivable) (Including interest)	5,396.92	5,869.51
2) Maximum Balances during the year	6,381.26	6,266.34

ii) Promoter Company : International Conveyors Ltd.

Nature of transactions	March 31, 2014 (₹ inLacs)	March 31, 2013 (₹ inLacs)
Transactions during the year		
1) ICD Received (Net)	600.00	—
2) Refund (Net)	—	1,690.61
3) Interest expense (Net of TDS)	55.58	123.83
4) Purchase of Asset	0.75	—
5) Reimbursement of Expenses	0.10	—
6) Refund of Advance received against Lease Deposit	—	3,000.00
7) Preference Shares Issued	—	3,000.00
Balances		
1) Payable	656.43	—
2) Maximum Balance during the year	900.85	1,566.78

iii) Promoter Director : Mr. Surbhit Dabriwala

Nature of transactions	March 31, 2014 (₹ inLacs)	March 31, 2013 (₹ inLacs)
Transactions during the year		
1) Director's Sitting Fees	—	0.04
2) Purchase of Shares of Elpro Estates Ltd. (Subsidiary)	—	0.20
Balances		
1) Payable	—	—
2) Maximum Balance during the year	—	0.20

iv) Promoter : Mr. Rajendra Kumar Dabriwala

Nature of transactions	March 31, 2014 (₹ inLacs)	March 31, 2013 (₹ inLacs)
Transactions during the year		
1) Director's Sitting fees	—	0.11
2) Interest expense on Loan (Net of TDS)	7.91	7.26
3) Advance received against booking of flat	—	10.05
4) Purchase of Shares of Elpro Estates Ltd. (Subsidiary)	—	0.20
Balances		
1) Payable	105.88	97.97
2) Maximum Balance during the year	105.88	97.97

v) Promoter : Rajendra Kumar Dabriwala & Sons HUF

Nature of transactions	March 31, 2014 (₹ inLacs)	March 31, 2013 (₹ inLacs)
Transactions during the year		
1) Purchase of Shares of Elpro Estates Ltd. (Subsidiary)	—	0.20
Balances		
1) Payable	—	—
2) Maximum Balance during the year	—	0.20

vi) Promoter : Mrs. Yamini Dabriwala

Nature of transactions	March 31, 2014 (₹ inLacs)	March 31, 2013 (₹ inLacs)
Transactions during the year		
1) Share Application Money Refunded	—	—
2) Sale of Fixed Asset (Flat)	—	—
3) Purchase of Shares of Elpro Estates Ltd. (Subsidiary)	—	0.20
Balances		
1) Payable	—	—
2) Maximum Balance during the year	—	—

vii) Promoter : Mrs. Indu Dabriwala**Nature of transactions****March 31, 2014**
(₹ inLacs)**March 31, 2013**
(₹ inLacs)**Transactions during the year**

1) Loan Received	—	—
2) Refund of Loan	10.00	28.00
3) Interest Expense	10.46	12.88
4) Purchase of Shares of Elpro Estates Ltd. (Subsidiary)	—	0.20

Balances

1) Payable	118.33	117.87
2) Maximum Balance during the year	120.05	134.28

viii) Associate: Dabri Properties & Trading Co. Limited**Nature of transactions****March 31, 2014**
(₹ inLacs)**March 31, 2013**
(₹ inLacs)**Transactions during the year**

1) ICD Received (Net)	3.00	3.50
2) Interest Expense on ICD (Net of TDS)	0.62	0.26

Balances

1) Payable (Including Interest)	8.39	12.61
2) Maximum Balance during the year	8.39	12.61

ix) Enterprise over which promoter exercise significant influence:**Faridabad Capital Holding Pvt. Ltd.****Nature of transactions****March 31, 2014**
(₹ inLacs)**March 31, 2013**
(₹ inLacs)**Transactions during the year**

1) Sale of Flat	—	56.81
2) Advance Received against Commercial Property	59.50	—
3) Repayment made during the year	5.01	—
4) Reimbursement received against expenses incurred	—	3.39

Balances

1) Advance received against flat booking	193.19	138.70
2) Maximum Balance during the year	134.69	198.49

x) Promoter Company: RCA Limited**Nature of transactions****March 31, 2014**
(₹ inLacs)**March 31, 2013**
(₹ inLacs)**Transactions during the year**

1) ICD Received	370.00	800.00
2) Interest Expense (Net of TDS)	41.41	127.47
3) Repayment of ICD	227.47	1,580.00

Balances

1) Payable	521.41	337.47
2) Maximum Balance payable during the year	549.00	1,540.00

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

Nature of transactions	March 31, 2014 (₹ in Lacs)	March 31, 2013 (₹ in Lacs)
Transactions during the year		
1) ICD Received	—	550.00
2) Repayment of ICD	—	125.00
3) Interest Expense (Net of TDS)	58.29	5.77
Balances		
1) Payable	490.03	431.74
2) Maximum Balance payable during the year	490.03	550.97

11. Earning per share

Particulars	2013-14	2012-13
Profit / (Loss) after tax and exceptional items (₹ In Lacs)	(426.00)	606.99
Weighted average number of equity shares used for calculating basic earnings per share	4611677	4611677
Weighted average number of equity shares used for calculating diluted earnings per share	4611677	4611677
Face value of Equity Shares (in ₹)	10.00	10.00
Earning per share- Basic & Diluted (in ₹)	(9.24)	13.16

12. Segment information

a) Primary Business Information (Business Segments)

These business segments represent primary basis of information set out in the financial statements. In accordance with the Accounting Standard 17, 'Segment Reporting', the Segment Information for the year ended March 31, 2014 is given as follows:

(₹ In Lacs)

	Electrical Equipments	Real Estate	Investment Activity	Others	Elimination	Total in ₹
SEGMENT REVENUE						
External Sales	487.86	2,235.99	—	124.31	—	2,848.16
	(513.88)	(2,766.37)	(—)	(120.07)	(—)	(3,400.32)
Inter - segment Sales	—	—	—	—	—	—
	(—)	(—)	(—)	(—)	(—)	(—)
Revenue						2,848.16
						(3,400.32)
RESULT						
Segment result	11.34	1,322.05	—	30.85	—	1,364.24
	(113.63)	(1,477.28)	(—)	(32.24)	(—)	(1,623.15)
Unallocated corporate income (Net of unallocable expenses)						(424.75)
						(-253.01)
Operating Profit/(Loss) before Finance Cost & Exceptional item						939.49
						(1,370.14)

	Electrical Equipments	Real Estate	Investment Activity	Others	Elimination	Total in ₹
Exceptional item						(8.13)
						(299.99)
Operating Profit/(Loss) after Exceptional item						931.36
						(1,670.13)
Finance Cost						1,364.29
						(1,107.13)
Profit/(Loss) before Tax & Prior period expense						(432.93)
						(563.00)
Prior Period Expenses						—
						(—)
Profit/(Loss) before Tax & after Prior Period expense						(432.93)
						(563.00)
Income taxes / Deferred tax Reversal						(0.93)
						(32.50)
Net Profit/ (Loss) after tax						(432.00)
						(595.50)
Other information						
Segment Assets	503.27	9,175.18	27,051.20	152.74		36,882.39
	(551.15)	(9,033.75)	(27,051.20)	(232.12)		(36,868.22)
Unallocated corporate Assets						2,195.21
						(2,078.67)
Total Assets						39,077.60
						(38,946.89)
Segment liabilities	284.88	11,711.72	5,000.00	—		16,996.60
	(271.56)	(7,267.99)	(5,000.00)	(83.53)		(12,623.08)
Unallocated corporate liabilities						3,857.47
						(7,699.91)
Total liabilities						20,854.07
						(20,322.99)
Capital Expenditure	8.60	—	—	—	—	8.60
	(0.09)	(—)	(—)	(—)	(—)	(0.09)
Unallocated capital Expenditure						4.79
						(2.06)
Total capital expenditure						13.39
						(2.15)
Depreciation	37.82	9.79	—	79.41	—	127.02
	(38.32)	(14.32)	(—)	(79.41)	(—)	(132.06)
Unallocated Depreciation						11.11
						(10.10)
Total Depreciation						138.13
						(142.16)

	Electrical Equipments	Real Estate	Investment Activity	Others	Elimination	Total in ₹
Non cash expenses other than depreciation	6.36	22.47	—	—	—	28.83
	(4.34)	(117.43)	(—)	(—)	(—)	(121.77)
Unallocated Non cash expenses other than depreciation	—	—	—	—	—	15.84
	(—)	(—)	(—)	(—)	(—)	(8.89)

(₹ In Lacs)

b) Secondary Segment – Geographical Segments

Particulars	Domestic	Export	Total in
Segment revenue by geographical area			
Based on geographical location of customers	2,691.19	156.97	2,848.16
(Including net sales, services etc.)	(3,237.54)	(162.78)	(3,400.31)
Segment Assets by geographical area	39,046.47	31.13	39,077.60
	(37,724.64)	(42.64)	(37,767.28)
Capital Expenditure	13.39	—	13.39
	(2.15)	(—)	(2.15)

Note:

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

13. Operating leases

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

Buildings	2013-14 (₹ In Lacs)	2012-13 (₹ In Lacs)
Gross block	180.50	180.50
Accumulated Depreciation	56.27	52.35
Depreciation recognized during the year	3.92	3.92
Lease Rental Receipt for the year	724.92	585.21
Future minimum lease rentals Receipts not later than one year	1,073.29	704.30
Later than one year but not later than five years	3,568.23	1,313.89

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:

Particulars	2013-14 (₹ In Lacs)	2012-13 (₹ In Lacs)
Lease rental payments for the year	17.06	16.99
Future minimum Lease Rentals payments payable -		
- Not later than one year	16.69	17.46
- Later than one year but not later than five years	NIL	NIL

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

iv) There are no dues payable to the Investor Education and Protection Fund as at March 31, 2014.

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

INFORMATION PERTAINING TO SUBSIDIARY COMPANIES

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

Sl. No.	Particulars	Elpro Estate Limited ₹ in Lacs
1	Share Capital	174.00
2	Reserves	2711.96
3	Total Assets	5263.38
4	Total Liabilities	5263.38
5	Turnover	—
6	Profit/Loss Before Taxation	(34.73)
7	Provision for Taxation	—
8	Profit/Loss after Taxation	(34.73)
9	Proposed Dividend	—

Signatures to Notes 1-23

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

For on behalf of Board of Directors

Arun Todarwal
Partner
M.No. 032822

Rashmi Patkar
Company Secretary

Anil Poddar
Director

Ram Swarup Dabriwala
Chairman & Managing Director

Date : 28th May, 2014
Place : Mumbai

Date : 28th May, 2014
Place : Mumbai

ELPRO INTERNATIONAL LIMITED

Registered office : 17th Floor, Nirmal, Nariman Point, Mumbai – 400 021

Form No. MGT-11 – Proxy form

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

CIN : L51505MH1962PLC012425
Name of the company : ELPRO INTERNATIONAL LIMITED
Registered office : 17th Floor, Nirmal, Nariman Point, Mumbai – 400 021
Name of the member (s) :
Registered address :
E-mail Id :
Folio No/ Client Id :
DP ID :

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

1. Name: _____
Address: _____
E-mail Id: _____ Signature: _____, or failing him
2. Name: _____
Address: _____
E-mail Id: _____ Signature: _____, or failing him
3. Name: _____
Address: _____
E-mail Id: _____ Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51st Annual General Meeting of the company, to be held on the Monday, September 29, 2014 At 9:30 a.m. at The National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai - 400 018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

Resolutions	For	Against
1. Adoption of Financial Statements for the year ended 31st March, 2014		
2. Appointment of M/s. Todarwal & Todarwal as Auditors & fixing their remuneration		
3. To regularize appointment of Mr. Madhav Venkatesa Srinivasan as a Director of the Company		
4. To regularize appointment of Ms. Samira Kirti Rathod as a Director of the Company		
5. Re-appointment of Mr. Anil Kumar Poddar, who retires by rotation.		
6. Re-appointment of Mr. Surbhit Dabriwala, who retires by rotation.		
7. To appoint Mr. Ashok Kumar Jain as an Independent Director of the Company not liable to retire by rotation		
8. To appoint Mr. Narayan T. Atal as an Independent Director of the Company not liable to retire by rotation		
9. To approve payment of remuneration to Mr. Ram Swarup Dabriwala, Managing Director of the Company		
10. To approve the borrowing limits of the Company		
11. Creation of charges on the Company's assets		
12. To approve the limits on Related Party Transactions		

Affix
Revenue
Stamp

Date :

Place:

Signature of shareholder

Signature of Proxy holder(s)

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

ELPRO INTERNATIONAL LIMITED

Registered office : 17th Floor, Nirmal, Nariman Point, Mumbai – 400 021

ATTENDANCE SLIP

DP ID		Folio		No. of Shares	
Client ID					

Name of the Member: _____

Name of the Proxy : _____

I hereby record my presence at the 51st Annual General Meeting of the Company held on Monday, September 29, 2014 at 9:30 a.m. at National Sports Club of India, Lal Lajpat Rai Marg, Worli, Mumbai 400018.

Signature of Proxy

Signature of Member

Notes: A Member / Proxy attending the meeting must complete this Attendance slip in legible writing and hand it over at the entrance. **Sign at appropriate place as applicable to you.**

SPEED-POST

If undelivered please return to:

Elpro International Limited

Registered office : 17th Floor, Nirmal, Nariman Point, Mumbai – 400 021

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 March 3, 2014 as stipulated in clause 49 of the Listing Agreement of the said company with stock exchanges in India.

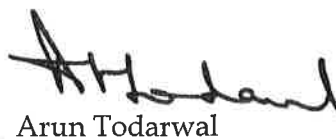
The compliances of the conditions of Corporate Governance are the responsibility of the Company's management. Our examination was carried in accordance with Guidance Note on Certification of Corporate Governance (As stipulated in Clause 49 of the Listing Agreement) issued by The Institute of Chartered 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 the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreements.

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

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




Arun Todarwal

Partner

Membership No.: 032822





Date : May 28, 2014

Place : Mumbai

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

FORM A

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

1.	Name of the Company	Elpro International Limited
2.	Annual financial statements for the year ended	March 31, 2014
3.	Types of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by	
(a)	Mr. R. S. Dabriwala, Chairman and Managing Director	
(b)	Mr. Sambhaw Kumar Jain, CFO	
(c)	M/s. Todarwal & Todarwal, Auditor of the Company	
(d)	Mr. Narayan Atal, Chairman of the Audit Committee	

Date : 10/9/14
Place : Mumbai