

SEC:AP:RKD:92117:17
September 25, 2017

APLAB LIMITED
APLAB HOUSE,
A-5 WAGLE ESTATE,
THANE 400 604. INDIA.
TEL : +91-22-67395555, 25821861
FAX : +91-22-25823137
EMAIL : response@aplab.com
WEB : www.aplab.com

BSE Limited
Corporate Relationship Department
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

Dear Sir,

Sub: Submission of Annual Report for the year 2016-17


Ref: Scrip Code: 517096 – APLAB LIMITED

Pursuant to the Listing Agreement, we are enclosing herewith a copy of printed Annual Report for the financial year ended 31st March, 2017 including Notice for 52nd Annual General Meeting scheduled to be held on 28th September, 2017 at 12.30 p.m. at Woodland Retreat, L B S Marg, Near Mulund Check Naka, Thane – 400 604. Please note that the Annual Report together with AGM Notice has already sent to the members.

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For Aplab Limited


Rajesh K. Deherkar
Company Secretary &
Finance Controller



Encl.: as above



Aplab

APLAB LIMITED

**52nd Annual Report
2016-2017**

www.aplab.com

| | |
|---|--|
| Aplab Limited 52 nd Annual General Meeting | |
| Day & Date | : Thursday, 28 th September 2017 |
| Time | : 12.30 p.m. |
| Venue | : Woodland Retreat, L.B.S. Marg, Near Mulund Check Naka, Thane (W.) - 400 604. |
| Please bring this copy to the Annual General Meeting. | |

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Aplab Limited

52nd Annual Report 2016-2017

CIN : L99999 MH1964 PLC 013018

Board of Directors

| | |
|--------------------------------------|------------------------------|
| P. S. Deodhar (DIN: 00393117) | Chairman & Managing Director |
| Amrita P. Deodhar (DIN: 00538573) | Director |
| Jayant Deo (DIN: 00568381) | Independent Director |
| S. K. Hajela (DIN: 01001987) | Independent Director |
| Capt. Vilas W. Katre (DIN: 00054460) | Independent Director |

Company Secretary & Finance Controller

Rajesh K. Deherkar (Membership No. A10783)

Registered Office & Works

Aplab House,
A-5, Wagle Industrial Estate,
Thane - 400 604.

Tel. : 67395555 Fax : 25823137
email : response@aplab.com
web : www.aplab.com

Works

A-1, A-3, A-5, A-6 & B-92, Wagle Industrial Estate,
Thane 400 604.

Plot No. 12, TTC Indl. Area, Village Digha,
Thane Belapur Road, Navi Mumbai - 400 708.

Unit No. 37, SDF - II, SEEPZ-SEZ,
Andheri (East), Mumbai - 400 096.

Unit 6 & 18, Electronic Sadan II,
Bhosari, Pune - 411 026.

EL-15, Pimpri Indl. Area, MIDC,
Bhosari, Pune - 411 026.

Sales & Service Centres

| | | | | | |
|--------------|------------|----------|-----------|--------------|------------|
| Agra | Chennai | Jaipur | Mumbai | New Delhi | Surat |
| Ahmedabad | Coimbatore | Kochi | Mysore | Patna | Trivandrum |
| Bangalore | Guwahati | Kolkatta | Madurai | Pune | Trichy |
| Bhopal | Goa | Kannur | Mangalore | Raipur | |
| Bhubaneshwar | Hubli | Lucknow | Nagpur | Ranchi | |
| Chandigarh | Indore | Ludhiana | Nashik | Secunderabad | |

Auditors

Shahade & Associates
Chartered Accountants
Gautam, Plot No. 29,
Road No. 2, Sion (East),
Mumbai - 400 022.

Bankers

Corporation Bank,
Thane

Bank of Maharashtra,
Thane

Registrar & Transfer Agents

M/s. Adroit Corporate Services Pvt. Ltd.
17-20, Jaferbhoy Industrial Estate,
1st Floor, Makwana Road, Marol Naka,
Mumbai - 400 059.
Tel. 2859 40 60 / 2859 60 60 / 2859 44 42
Fax: 2850 37 48

Stock Exchange Listing

| | |
|------------------|-----------------------|
| Shares listed on | Bombay Stock Exchange |
| Scrip Code | 517096 |
| ISIN | INE273A01015 |

NOTICE

NOTICE IS HEREBY GIVEN THAT the Fifty-second Annual General Meeting of Aplab Limited (CIN: L99999MH1964PLC013018) will be held at Woodland Retreat, L.B.S Marg, Near Mulund Check Naka, Thane (West) - 400604 on Thursday, the 28th September, 2017 at 12.30 p.m. to transact the following business:

Ordinary Business:-

1. To receive, consider and adopt the audited Annual Accounts for the year ended 31st March, 2017 together with the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mrs. Amrita P. Deodhar (DIN: 00538573), who retires by rotation and being eligible offers herself for re-appointment;
3. To appoint M/s. Shahade & Associates, Chartered Accountants (ICAI Registration No. 109840W) as statutory auditors of the Company and to fix their remuneration.

Special Business:-

4. 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 149, 150,152 and such other applicable provisions if any of the Companies Act, 2013 (“Act”) read with Schedule IV 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Capt. Vilas Waman Katre (DIN 00054460) who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 29th May, 2017 and whose term of office expires at the forthcoming Annual General Meeting is eligible for appointment and the company has received notice in writing pursuant to the provisions of section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the company, and who has consented, if appointed, to act as a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 28th September, 2017.”

Registered Office:
Aplab House, A-5,
Wagle Estate,
Thane - 400 604.

By Order of the Board

Place : Thane
Dated : May 29, 2017

Rajesh K. Deherkar
Company Secretary &
Finance Controller
(Membership No. A10783)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than 10 (ten) percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
2. The instrument of Proxy in order to be effective should be deposited at the registered office of the company duly completed and signed at least 48 hours prior to the time fixed for the meeting. Proxies submitted on behalf of the companies, societies etc must be supported by an appropriate resolution/authority as applicable.
3. Explanatory Statement pursuant to section 102 (1) of the

Companies Act, 2013 relating to the Special Business to be transacted at the meeting under item no. 4 is annexed hereto

4. The Register of Members and the Share Transfer Register of the company will remain closed from Thursday, the 21st September, 2017 to Thursday, the 28th September, 2017 (both days inclusive).
5. Members are requested to contact the Registrar and Share Transfer Agents for all matters connected with the Company's shares at: M/s Adroit Corporate Services Pvt. Ltd., 17-20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai - 400 059. Tel : 28594060 / 28594442 / 28594428 Fax : 28503748
6. Members are requested to notify immediately on any change, if any, in their address/mandate/bank details to their Depository Participants (DPs) in respect of their electronic share accounts and to the Company or Company's Registrar & Share Transfer Agents in respect of their physical share folios.
7. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent or to the Company.
8. The Company has already transferred, all unclaimed dividend declared up to the financial year ended 31st March, 1994 to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978. Those shareholders who have so far not claimed their dividend up to the year ended 31st March, 1994 may submit their claim to the Registrar of Companies, Maharashtra, CGO Complex, 2nd Floor, CBD, Belapur in the prescribed form.
9. Pursuant to the provision of the Companies Act, 2013, as amended, dividend for the financial year ended 31st March, 1995 and thereafter, which remain unpaid or unclaimed for a period of 7 years is to be transferred to the Investor Education and Protection Fund of the Central Government. Accordingly Dividend for the year ended 31st March, 1995, 31st March, 1996, 31st March, 1997, 31st March, 2003, 31st March, 2004, 31st March, 2005, 31st March, 2006, 31st March, 2007, 31st March, 2008 and 31st March, 2009 have already been transferred to the Investor Education and Protection Fund of the Central Government.
10. Members who would like to ask any questions on the Accounts are requested to send their questions to Registered Office of the Company at least 10 days before the Annual General Meeting to enable the Company to answer the questions satisfactorily.
11. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies at the Annual General Meeting. Members/Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
12. Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25th September, 2017 (9.00 am) and ends on 27th September, 2017 (5.00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "APLAB LIMITED".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rama@csrama.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

| | |
|-------------------------------------|---------|
| EVEN (Remote e-voting Event Number) | USER ID |
| PASSWORD/PIN | |

 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 1st September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- XIII. Mrs. Rama Subramanian, Practising Company Secretary having ACS 15923 and COP No. 10964 has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz. www.aplab.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**EXPLANATORY STATEMENT:
(Pursuant to Section 102(1) of the Companies Act, 2013)****Item No. 4**

Capt. Vilas Waman Katre was appointed as an Additional Director of the company by the Board of Directors at their meeting held on 29th May, 2017. The Board of Directors has proposed the candidature of Capt. Vilas Waman Katre as an Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received from Capt. Vilas Waman Katre

- i. Consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014
- ii. Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and
- iii. A declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Capt. Vilas Waman Katre is Director in i) Electronica Plastic Machines Limited, ii) Lubricare Pvt. Ltd., iii) Electronica Mechatronic Systems (India) Pvt. Ltd., iv) Vasundhara Agrotech Pvt. Ltd., v) EMST Marketing Pvt. Ltd., vi) Seahorse India Pvt. Ltd. and vii) IMSA Shipping Agency Pvt. Ltd. The resolution seeks the approval of members for the appointment of Capt. Vilas Waman Katre as Independent Director of the Company for a term of 5 (five) consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Capt. Vilas Waman Katre proposed to be appointed as an Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and also the provisions as laid down in listing regulation and he is independent.

The notice and the statement may be regarded as a disclosure under SEBI regulations of the Listing Regulations.

None of the Directors of the Company in anyway, except Capt. Vilas Waman Katre in his personal capacity for whom the resolution relates, is interested or concerned in the resolution.

INFORMATION AS REQUIRED IN RESPECT OF DIRECTORS BEING APPOINTED/RE-APPOINTED**Mrs. Amrita P. Deodhar - Director
(DIN:00538573)**

Mrs. Amrita Deodhar is a commerce graduate of 1967. She is a successful entrepreneur for over four decades having set up Electronic Manufacturing Unit in SEEPZ in 1975. After selling that business, she set up Distribution Company representing several international companies producing high tech electronic test equipment and analytical test instruments. After strengthening the company with a nationwide sales and service network and securing large market share, she sold that enterprise to a US Multi-national in 2011. She brings to Aplab Board her long experience in building business ventures and making them commercial successes.

She is also Director in Sprylogic Technologies Limited, Origin Instrumentation Pvt. Ltd., Deodhar Electro Design Pvt. Ltd., Printquick Pvt. Ltd, Devize (India) Pvt. Ltd. and Proprietor of Intel Export Corporation

**Capt. Vaman W. Katre – Independent Director
(DIN: 00054460)**

Capt. Vilas Waman Katre is a Master Mariner. He is a self made first generation entrepreneur having 40 years experience and interests in varied business activities like Shipping Services, Leasing of international freight containers, ISO certification and training services. He has substantial experience and exposure in Domestic and International Businesses. He has reasonable exposure to Financial Management of medium sized enterprises. He is a Chairman of Energy Metering Division, Member of Governing Council of Indian Electrical and Electronic Manufacturing Association.

He is also Director in Electronica Plastic Machines Limited, Lubricare Pvt. Ltd., Electronica Mechatronic Systems (India) Pvt. Ltd., Vasundhara Agrotech Pvt. Ltd., EMST Marketing Pvt. Ltd., Seahorse India Pvt. Ltd. and IMSA Shipping Agency Pvt. Ltd.

Registered Office:
Aplab House, A-5, Wagle Estate,
Thane - 400 604.

Place : Thane
Dated : May 29, 2017

By Order of the Board

Rajesh K. Deherkar
Company Secretary &
Finance Controller
(Membership No. A10783)

DIRECTORS' REPORT

To the Members,

Your Directors present their 52nd Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017

1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year figures are given hereunder: (Figures are in Lakhs)

| Particulars | Year ended 31.03.2017 | Year ended 31.03.2016 |
|---|--------------------------|--------------------------|
| Net Sales /Income from Business Operations | 7210.85 | 7101.33 |
| Other Income | 151.80 | 84.01 |
| Total Income | 7362.65 | 7185.34 |
| Less Interest | 1120.62 | 1123.69 |
| Profit / (Loss) before Depreciation | (1089.15) | (1596.77) |
| Less Depreciation | 155.75 | 162.04 |
| Profit / (Loss) after depreciation and Interest | (1244.90) | (1758.81) |
| Less Current Income Tax | - | - |
| Less Deferred Tax | - | - |
| Net Profit (Loss) after Tax | (1244.90) | (1758.81) |
| Dividend (including Interim if any and final) | - | - |
| Net Profit / (Loss) after dividend and Tax | (1244.90) | (1758.81) |
| Amount transferred to General Reserve | | |
| Balance carried to Balance Sheet | (1244.90) | (1758.81) |
| Earning in Rupee per share (Basic) | (24.90) | (35.18) |
| Earning in Rupee per Share (Diluted) | (24.90) | (35.18) |

2. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

Your Directors wish to present the details of Business operations done:

During the year under review the Company could achieve marginally higher turnover of Rs. 7210.85 Lakhs against Rs. 7101.33 Lakhs of previous year and incurred loss of Rs.1244.90 Lakhs against loss of Rs.1758.81 Lakhs of previous year. Enhancement in turnover was mainly in traditional business of power electronics, other divisions could maintained the past performance. During the year there was continuous stress on liquidity due to which orders could not be executed in time. On improvement in liquidity turnover can be increased in the current year with expected growth in sale of banking automation, measuring instruments and power supplies.

3. ANALYSIS OF PERFORMANCE

It is a great pity that Aplab has not been lucky so far to find customers for its unused real estate assets worth over 60 Crores. When that happens we can, in one step, reduce the burden of expensive borrowed funds and get

back to positive cash flow helping our potential growth. Many large public companies in the country have used this route in the past. Had your company been able to sell at least one of them, the Balance Sheet of your company would have looked different. Statutory Auditors have been strict and done their job to meet the current accounting guidelines by SEBI. Your management has given all the cooperation to them during the audit. Out of the 55 years since I set up your company as technical entrepreneur, we had 48 years of sustained profitable growth. More than year long violent strike has put us in a spin. Losses Incurred during the period has become an albatross around your company's neck. Consequential cash flow problem continues to haunt Aplab in spite of my family giving over 25 Crores of unsecured loans. Can you believe that no bank or NBFIs will lend money to us even we have one asset worth ten Crore which has not been pledged to anyone? Even against the high class Pune Property, valuation of which by the MIDC is Rs.49 Crore, our borrowing is only 12 Crore! In spite on this we can't get any NBFIs to lend 20 Crore that can help us to be free from being NPA. Instead of looking at company's long term viability to be profitable (as in Germany), NPA is the only criteria for not funding even a company with evidence of being profitable and support hundreds of jobs. Rather blindly, no one will lend us because of the RBI directive that company with NPA can't be funded by any other financial institution. Dr. S. K. Hajela, eminent Telecom Expert, and the independent director on your board says, "It is ironical that blanket application of RBI order about lending to company having one NPA account like APLAB goes counter to "Make in India" policy. Loans that enable industry to produce goods and services against firm orders from customers and create wealth should be examined on case by case basis by Banks. Blanket ban is counter-productive. RBI may be requested to review so that such industries are assisted to be brought to good financial health and can pay back instead of getting weaker." Unfortunately, our banks too have added significantly to our losses by charging us penal interest. Again, I am told, that it is as per the official guidelines. Banks have to charge penal interest. In my opinion, penal interest charged by the bank, in spite of the high market value of the pledged assets than what is considered by them while granting the limits, has no justification. By charging 22% interest, it has no way ensured that company shall be able to pay its overdue promptly. In fact, it has merely inflated your company's losses on one hand and inflated bank's own profit on the other. Banks are money lenders lending money against the assets like any other money lender. As a concerned lender, if they would have verified how the lent funds have been used, they would have noticed that your company management has not fraudulently diverted even a single rupee for personal gains like other large companies appear to do as revealed in hundreds of press reports. I sincerely feel that charging penal interest to a genuine manufacturer, in a way, looks no different than exploitation of farmers by their money

lenders. Experts and your auditors, however, tell me that these are current lending policies and we have to live them even if they are unjust. Unfortunately the company balance sheets, as they are, fail to show the real worth of your industrial enterprise. What gets ignored are the non-financial essential assets of a company like its knowledge base, technological prowess, product quality, experience of people, business prospects, customer profile such as the armed forces and the market image. Thanks to you all that the growing Share Value of your company seems to reflect that trust. None of these assets are a part of the balance sheets. Your employees and senior managers are giving excellent co-operation, production is maximized in spite limited resources, incoming orders are very good and gross margins are more than ever, giving you more than 50% value addition. Business could have been far bigger if we had cash resources to finance material purchasing and market promotion. The current order booking is good in spite of no advertising and having lost over 50% marketing personnel as compared to those we had in 2010-11. Me and my team are confident that as soon as we sell our asset, we shall grow far speedily and profitably. Any way your company is today the victim of bad times. I feel confident that these times would soon be behind us. As they say tough times don't last, tough people do. Your company is still strong and I am thankful to my shareholders for putting their faith in my management through these difficult times.

4. DIVIDEND

No Dividend is recommended for the current financial year due to loss incurred by the Company. (Previous Year - Nil)

5. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

In terms of Section 125 of the Companies Act, 2013, any unclaimed or unpaid Dividend relating to the financial year 2008-09 due for remittance to the Investor Education and Protection Fund established by the Central Government is transferred to the fund.

6. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate on the date of this report

7. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in Annexure to the Directors' Report and is attached to this report.

8. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

Risk Management Committee is operating throughout the year to identify and evaluate elements of business risks.

9. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVE

Due to the losses incurred presently during the year under review, Corporate Social Responsibility could not be implemented. However on improved performances, the same will be implemented.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of Loans, Guarantees or Investments made under Section 186 is furnished in Notes to Financial Statement no. 23 under item no. 9 and is attached to this report

11. RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties were on arm's length basis and in the ordinary course of business. There were no material significant related party transactions made by the company during the year under review with Promoter/Directors or Key Managerial Personnel. All related party transactions are placed before the Audit Committee and has also been placed at the Board Meeting for approval and omnibus approval was obtained on a yearly basis for transactions which are of respective natures. The policy on related party transactions as approved by the Board has been uploaded on the website of the company. None of the Directors has any pecuniary relationship or transactions vis-à-vis the company. Hence Form AOC-2 is not annexed with the Directors' Report for the current year.

12. SALE OF COMPANY PREMISE FOR PAYMENT OF STATUTORY LIABILITIES

Your Company has entered an agreement with Shree Saptashri Developers for sale of Thane properties situated at Plot Nos. A-1, A-3, A-5 & A-6, Wagle Estate, Thane, to pay the committed and statutory liabilities. The transaction is under process and expected to complete during the current year.

13. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There were no adverse comments, qualifications or reservations or adverse remarks by the Practicing Company Secretary in the Secretarial Audit Report. The Secretarial Audit Report in terms of Section 204 is annexed as Annexure-A to this report.

However the Statutory Auditors have made the following remarks

Basis of Qualified Opinion

- a. The Company has incurred a loss of Rs. 1245 Lakhs during this year. The Company has accumulated losses and its net worth has continued to remain negative during this year. The Company could not repay any installment of the Term Loans or repay Public Deposits or honor LCs on its due dates. The Bank has taken symbolic possession of one of the Company property due to the default of Rs. 1177 Lakhs and initiated recovery action. (Refer Note No.2 & 7)
- b. The Company during the year could not pay various statutory dues in time and the delay ranges between 3 to 12 months. The Unpaid Statutory Dues amounted to Rs.332 Lakhs and Unpaid Gratuity is Rs. 766 Lakhs at the year end. (Refer Note 7)

These events indicate uncertainty that casts doubt on the Company's ability to continue as a going concern considering continued losses and operational inflows. The Company is in the process of selling few of its properties to repay debts and induce funds for its operation.

It was explained to statutory auditors and same is explained here for knowledge of the shareholders, that Board of Directors already initiated actions to overcome the financial difficulties mentioned by statutory auditors. Major actions in this regards are liquidation of surplus premises, raising funds from rights issue, catering to orders with better margin, improved product engineering to garner better market share, focus on niche segment in banking automation and power supplies. During the current year it is expected that all these measures will be showing results leading to improved liquidity which will enable elevating company's performance substantially.

14. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is in process, due to absence of profit, the present Executive Director is not drawing any remuneration.

15. ANNUAL RETURN

The extracts of Annual Return pursuant to provisions of section 92 read with rule 12 of the companies (Management and Administration) Rules, 2014 is furnished in Annexure - B and attached to this report.

16. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had 4 (Four) Board meetings during the financial year under review.

17. CORPORATE GOVERNANCE REPORT

In terms of SEBI CIRCULAR CIR/CFD/POLICY CELL/7/2014 September 15, 2014 which was effective October 1, 2014, the Clause 49 of the Listing Agreement shall be

applicable to all companies whose equity shares are listed on a recognized stock exchange. However, compliance with the provisions of Clause 49 shall not be mandatory, for the time being, in respect of the following class of companies:

Companies having paid up equity share capital not exceeding Rs.10 Crore and Net Worth not exceeding Rs.25 Crore, as on the last day of the previous financial year; provided that where the provisions of Clause 49 becomes applicable to a company at a later date, such company shall comply with the requirements of Clause 49 within six months from the date on which the provisions became applicable to the company.

In view of the above your company is not required to annex the Corporate Governance Report to the Directors Report for the year ended March 31, 2017

18. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had 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;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively. Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

19. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

On liquidation of investment in Sprylogic Technologies Limited (former subsidiary company), there is no subsidiary

company during the year under review and no joint ventures.

20. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

21. DIRECTORS

No shares held by Directors other than Promoter/Director.

In accordance with the provisions of the Companies Act, 2013, Mrs. Amrita P. Deodhar (DIN: 00538573) is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible has offered herself for re-appointment.

During the year Capt. Vilas W. Katre (DIN: 00054460) was appointed as Independent Director.

22. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

23. STATUTORY AUDITORS

The Statutory Auditors, M/s Shahade & Associates., Chartered Accountants, (ICAI Registration No. 109840W) retire at the forthcoming Annual General Meeting. They have furnished a certificate confirming their eligibility for reappointment under provisions of section 141 of the Companies Act, 2013 and have expressed their willingness to be re-appointed. You are requested to appoint the Auditors for the current year and fix the remuneration

24. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Audit Committee consists of the following members

- a. Mr. Jayant Deo (DIN: 00568381)
- b. Dr. S.K. Hajela (DIN: 01001987)
- c. Mrs. Amrita P. Deodhar (DIN: 00538573)

The above composition of the Audit Committee consists of independent Directors viz., Mr. Jayant Deo (DIN: 00568381) and Dr. S.K. Hajela (DIN: 01001987) who form the majority.

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co- employees and the Company.

25. SHARES

a. BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

b. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

c. BONUS SHARES

No Bonus Shares were issued during the year under review.

d. RIGHT ISSUE OF EQUITY SHARES

During the year the Board of Directors passed the resolution for issue of rights shares to the existing share holders. The procedure for issue of right shares is under process.

e. EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

26. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL ACT, 2013)

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the work place (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No sexual harassment complaints were received during the year 2016-17.

27. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, employees and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of the Board of Directors

| | |
|---|--|
| Prabhakar S. Deodhar Chairman & Managing Director DIN: 00393117 | Jayant N. Deo Director DIN: 00568381 |
|---|--|

Date: May 29, 2017

Place: Thane

ANNEXURE TO THE DIRECTORS' REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO [Information pursuant to the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988]

A) ELECTRICAL ENERGY

1. Conservation of Energy:
The Company's production process does not involve any continuous process machinery. As the production involves electronic assembly, power requirements are very minimal.
2. Energy conservation measures taken:
The company is switching over its lighting needs to energy efficient CFL and LED lights. Measures are also taken to watch and correct the load PF as necessary. The company is also working developing phantom loads

to reduce power requirements during equipment load testing.

- Investments are proposed to be made in setting up Solar Panels for power generation to reduce the consumption and cost of purchased power.

B) TECHNOLOGY DEVELOPMENT - R & D

Research & Development in Power Electronics

Most of your company's R&D focus for the next few years will be on green technologies. Your company considers R&D and innovation as key in negating the effects of squeezed margins in the competitive markets it operates in. Some of our R&D efforts this year are on:

- DSP charger productionised for UPS, Frequency converter & FCBC & power supply.
- DSP stand alone Inverter proto type unit ready
- Successfully developed & commissioned 200 kVA Frequency converter with **IP 55 class** cabinet using external Industrial air conditioners.
- Successfully supplied 15 kVA & 20 kVA Ruggedized UPS with SS 316 cabinets for Maldives project of BEL Bangalore
- Successfully supplied & commissioned 50 kW DC power supply with 12 pulse technology using DSP controller
- Successfully supplied & commissioned 48V / 300A FCBC with DSP controller
- Successfully supplied & commissioned 12V to 24V,

1500A DC Power supply with remote DC output voltage & current monitoring & controlling facility.

Expenditure on R & D

| | (Rs. in Lacs) | |
|--|---------------|--------------|
| | 2016-2017 | 2015-2016 |
| Capital Expenditure | Nil | Nil |
| Revenue Expenses | 51.51 | 64.28 |
| TOTAL | 51.51 | 64.28 |
| Total R & D Expenses as a percentage to turnover | 0.71 | 0.91 |

FOREIGN EXCHANGE EARNINGS AND OUTGO:

The earnings and outgo in foreign exchange are as follows:

| | |
|---|-----------------|
| Earnings (FOB Value) (P Y Rs. 551.95 Lacs) | Rs. 440.60 Lacs |
| Outgo (CIF Value of imports plus expenses) (P Y 1765.85 Lacs) | Rs. 559.97 Lacs |

For and on behalf of the Board of Directors

| | |
|---|--|
| Prabhakar S. Deodhar Chairman & Managing Director DIN: 00393117 | Jayant N. Deo Director DIN: 00568381 |
|---|--|

Date: May 29, 2017
Place: Thane

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR 2016-2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
Aplab Limited
A-5/6 Aplab House
Wagle Industrial Estate
Thane 400 604

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Aplab Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Aplab Limited for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (d) The Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015

- (vi) and other applicable laws like - Factories Act, 1948, The Payment of Gratuity Act, 1972; Payment of Bonus Act and labour related laws.

During the year under review the company did not attract the provisions of:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (f) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

I have also examined compliance with the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. The company has delayed payment of wages; settlement of outstanding gratuity of employees who have resigned/retired from the Company and settlement of outstanding bonus due to employees.
2. The company has delayed repayment of fixed deposits to the public on maturity.

I further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors for Board and committee Meetings. Agenda and detailed notes on agenda were sent on time and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Board decisions are carried through majority votes while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and

processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

CS Rama Subramanian
Company Secretary in Practice
Membership No 15923
Certificate of Practice No 10964

Date: May 20, 2017

Place: Thane

This report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,
The Members
Aplab Limited
A-5/6 Aplab House
Wagle Industrial Estate
Thane 400 604

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

CS Rama Subramanian
Company Secretary in Practice
Membership No 15923
Certificate of Practice No 10964

Date: May 20, 2017

Place: Thane

ANNEXURE B

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

| | | |
|-----|--|--|
| i | CIN | L99999MH1964PLC013018 |
| ii | Registration Date | 30TH SEPTEMBER, 1964 |
| iii | Name of the Company | APLAB LIMITED |
| iv | Category/Sub-category of the Company | COMPANY LIMITED BY SHARES |
| v | Address of the Registered office & contact details TEL. 022-67395555/67395588 | A-5, APLAB HOUSE, WAGLE ESTATE, THANE -400604 FAX: 022-28523137 |
| vi | Whether listed company | LISTED |
| vii | Name , Address & contact details of the Registrar & Transfer Agent, if any. | ADROIT CORPORATE SERVICES PVT. LTD. 19/20, JAFERBHOY INDUSTRIAL ESTATE MAKWANA ROAD, MAROL NAKA ANDHERI (EAST), MUMBAI -400 059 TEL. : 022-28596060/28594442 FAX: 02228503748 |

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

| SL No | Name & Description of main products/services | NIC Code of the Product /service | % to total turnover of the company |
|-------|--|----------------------------------|------------------------------------|
| 1 | UNINTERRUPTED POWER SUPPLY SYSTEMS | 850440.04 | 29 |
| 2 | REGULATED DC POWER SUPPLY | 850440.04 | 16 |
| 3 | TEST & MEASURING INSTRUMENTS | 903020.00 | 9 |
| 4 | EDUCATION PRODUCTS | 847290.00 | 6 |
| 5 | CABLE ROUTE TRACERS | 903020.00 | 5 |
| 6 | PASSBOOK PRINTERS & MACHINES | 847290.00 | 20 |
| 7 | SERVICE INCOME | 847290.00 | 15 |

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

| SI No | Name & Address of the Company | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
|-------|-------------------------------|----------------|--------------------------------------|------------------------|-----------------------|
| | | Not Applicable | | | |

IV SHAREHOLDING PATTERN (Equity Share capital Break up as Percentage of Total Equity)

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % change during the year |
|--|---|---------------|----------------|-------------------|---|---------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/HUF | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Central Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) State Govt(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) Bodies Corp. | 436899 | 82600 | 519499 | 10.39 | 436899 | 82600 | 519499 | 10.39 | 0.00 |
| e) Banks /FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f) Any other | | | | | | | | | |
| f-1) Persons acting in Concert (Corp. Bodies) | 1321200 | 0 | 1321200 | 26.42 | 1321200 | 0 | 1321200 | 26.42 | 0.00 |
| f-2) Directors' Relatives | 24383 | 16000 | 40383 | 0.81 | 24383 | 16000 | 40383 | 0.81 | 0.00 |
| f-3) Trusts | 137803 | 0 | 137803 | 2.76 | 137803 | 0 | 137803 | 2.76 | 0.00 |
| f-4) Directors | 928966 | 0 | 928966 | 18.58 | 928966 | 0 | 928966 | 18.58 | 0.00 |
| Total Shareholding of promoter (A) | 2849251 | 98600 | 2947851 | 58.96 | 2849251 | 98600 | 2947851 | 58.96 | 0.00 |
| B. Public Shareholding | | | | | | | | | |
| (1) Institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 2300 | 2300 | 0.05 | 0 | 2300 | 2300 | 0.05 | 0.00 |
| b) Banks / FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) Central Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) State Govt(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f) Insurance Companies | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| g) FIs | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| i) Others (Specify) | | | | | | | | | |
| Sub-total (B) (1) | 0 | 2300 | 2300 | 0.05 | 0 | 2300 | 2300 | 0.05 | 0.00 |
| (2) Non - Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 53168 | 10601 | 63769 | 1.28 | 58124 | 10601 | 68725 | 1.37 | 0.10 |
| ii) Overseas | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs.1 lakh | 961611 | 159935 | 1121546 | 22.43 | 951849 | 158085 | 1109934 | 22.20 | -0.21 |
| ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh | 821288 | 0 | 821288 | 16.43 | 828880 | 0 | 828880 | 16.58 | 0.15 |
| c) Others (Specify) | | | | | | | | | |
| c-1) Non Resident Indians(Individuals) | 19186 | 23550 | 42736 | 0.85 | 18609 | 23550 | 42159 | 0.84 | -0.01 |
| c-2) Clearing Member | 510 | 0 | 510 | 0.01 | 151 | 0 | 151 | 0.00 | -0.01 |
| Sub-total (B)(2) | 1855763 | 194086 | 2049849 | 41.00 | 1857613 | 192236 | 2049849 | 41.00 | 0.03 |
| Total Public Shareholding (B)= (B)(1)+(B)(2) | 1855763 | 196386 | 2052149 | 41.04 | 1857613 | 194536 | 2052149 | 41.04 | 0.00 |
| C. Shares held by Custodian for GDRs & ADRs. | | | | | | | | | |
| Promoter and Promoter Group | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (C) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 4705014 | 294986 | 5000000 | 100 | 4706864 | 293136 | 5000000 | 100 | 0 |

(ii) SHARE HOLDING OF PROMOTERS

| Sl No. | Shareholder's Name | No. of Shares held at the beginning of the year | | | No. of Shares held at the end of the year | | | % change in share holding during the year |
|--------|---|---|----------------------------------|--|---|----------------------------------|--|---|
| | | No. of shares | % of total shares of the company | % of shares pledged encumbered to total shares | NO of shares | % of total shares of the company | % of shares pledged encumbered to total shares | |
| 1 | PRINTQUICK PRIVATE LTD | 76500 | 1.53 | 0.00 | 76500 | 1.53 | 0.00 | 0.00 |
| 2 | ZEE ENTERTAINMENT ENTERPRISES LTD | 1321200 | 26.42 | 0.00 | 1321200 | 26.42 | 0.00 | 0.00 |
| 3 | RESHAM NISHITH DEODHAR | 3050 | 0.06 | 0.00 | 3050 | 0.06 | 0.00 | 0.00 |
| 4 | ARUNA NARAYANAN | 16000 | 0.32 | 0.00 | 16000 | 0.32 | 0.00 | 0.00 |
| 5 | DEODHAR ELECTRO DESIGN (P) LTD | 210338 | 4.21 | 28.53 | 210338 | 4.21 | 28.53 | 0.00 |
| 6 | P S DEODHAR FOUNDATION TRUST | 137803 | 2.76 | 0.00 | 137803 | 2.76 | 0.00 | 0.00 |
| 7 | AMRITA PRABHAKAR DEODHAR | 368314 | 7.37 | 0.00 | 368314 | 7.37 | 0.00 | 0.00 |
| 8 | PRABHAKAR SHANKAR DEODHAR | 560652 | 11.21 | 0.00 | 560652 | 11.21 | 0.00 | 0.00 |
| 9 | CONTECH SOFT-TECH SOLUTIONS PRIVATE LIM | 6110 | 0.12 | 0.00 | 6110 | 0.12 | 0.00 | 0.00 |
| 10 | SHIRISH PRABHAKAR DEODHAR | 21333 | 0.43 | 0.00 | 21333 | 0.43 | 0.00 | 0.00 |
| 11 | DEVIZE (INDIA) PVT LTD | 220451 | 4.41 | 0.00 | 220451 | 4.41 | 0.00 | 0.00 |
| 12 | ORIGIN INSTRUMENTATION P LTD | 6100 | 0.12 | 0.00 | 6100 | 0.12 | 0.00 | 0.00 |
| | TOTAL | 2947851 | 58.96 | 2.04 | 2947851 | 58.96 | 2.04 | 0.00 |

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

| Sl. No. | | Name of Promoter's | As on Date | No. of Shares held at the beginning of the Year | | Cumulative Share holding during the year | |
|---------|--|---|------------|---|----------------------------------|--|----------------------------------|
| | | | | No. of Shares | % of total shares of the company | No. of Shares | % of total shares of the company |
| 1 | At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year At the End of the year | P S DEODHAR FOUNDATION TRUST | 04/01/2016 | 137803 | 2.76 | 137803 | 2.76 |
| | | | 31/03/2017 | NIL 0 | NIL 0.00 | 137803 | 2.76 |
| 2 | At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year At the End of the year | CONTECH SOFT-TECH SOLUTIONS PRIVATE LIM | 04/01/2016 | 6110 | 0.12 | 6110 | 0.12 |
| | | | 31/03/2017 | NIL 0 | NIL 0.00 | 6110 | 0.12 |
| 3 | At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year At the End of the year | DEVIZE (INDIA) PVT LTD | 04/01/2016 | 220451 | 4.41 | 220451 | 4.41 |
| | | | 31/03/2017 | NIL 0 | NIL 0.00 | 220451 | 4.41 |
| 4 | At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year At the End of the year | ORIGIN INSTRUMENTATION P LTD | 04/01/2016 | 6100 | 0.12 | 6100 | 0.12 |
| | | | 31/03/2017 | NIL 0 | NIL 0.00 | 6100 | 0.12 |
| 5 | At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year At the End of the year | PRINTQUICK PRIVATE LTD | 04/01/2016 | 76500 | 1.53 | 76500 | 1.53 |
| | | | 31/03/2017 | NIL 0 | NIL 0.00 | 76500 | 1.53 |

| Sl. No. | | Name of Promoter's | As on Date | No. of Shares held at the beginning of the Year | | Cumulative Share holding during the year | |
|---------|--|-----------------------------------|------------|---|----------------------------------|--|----------------------------------|
| | | | | No. of Shares | % of total shares of the company | No. of Shares | % of total shares of the company |
| 6 | At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year At the End of the year | ZEE ENTERTAINMENT ENTERPRISES LTD | 04/01/2016 | 1321200 | 26.42 | 1321200 | 26.42 |
| | | | 31/03/2017 | NIL 0 | NIL 0.00 | 1321200 | 26.42 |
| 7 | At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year At the End of the year | DEODHAR ELECTRO DESIGN (P) LTD | 04/01/2016 | 210338 | 4.21 | 210338 | 4.21 |
| | | | 31/03/2017 | NIL 0 | NIL 0.00 | 210338 | 4.21 |
| 8 | At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year At the End of the year | PRABHAKAR SHANKAR DEODHAR | 04/01/2016 | 560652 | 11.21 | 560652 | 11.21 |
| | | | 31/03/2017 | NIL 0 | NIL 0.00 | 560652 | 11.21 |
| 9 | At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year At the End of the year | SHIRISH PRABHAKAR DEODHAR | 04/01/2016 | 21333 | 0.43 | 21333 | 0.43 |
| | | | 31/03/2017 | NIL 0 | NIL 0.00 | 21333 | 0.43 |
| 10 | At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year At the End of the year | ARUNA NARAYANAN | 04/01/2016 | 16000 | 0.32 | 16000 | 0.32 |
| | | | 31/03/2017 | NIL 0 | NIL 0.00 | 16000 | 0.32 |
| 11 | At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year At the End of the year | RESHAM NISHITH DEODHAR | 04/01/2016 | 3050 | 0.06 | 3050 | 0.06 |
| | | | 31/03/2017 | NIL 0 | NIL 0.00 | 3050 | 0.06 |
| 12 | At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year At the End of the year | AMRITA PRABHAKAR DEODHAR | 04/01/2016 | 368314 | 7.37 | 368314 | 7.37 |
| | | | 31/03/2017 | NIL 0 | NIL 0.00 | 368314 | 7.37 |

IV Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sl. No. | For Each of the Top 10 Shareholders | Name of Shareholder's | As on Date | No. of Shares held at the beginning of the Year | | Cumulative Share holding during the year | |
|---------|--|-----------------------|------------|---|----------------------------------|--|----------------------------------|
| | | | | No. of Shares | % of total shares of the company | No. of Shares | % of total shares of the company |
| 1 | At the beginning of the year Date wise Increase / Decrease in Share holding during the year | BALRAM BHARWANI | 04/01/16 | 465025 | 9.30 | 465025 | 9.30 |
| | | | 15/04/2016 | 50 | 0.00 | 465075 | 9.30 |
| | | | 22/04/2016 | 50 | 0.00 | 465125 | 9.30 |
| | | | 29/04/2016 | 26 | 0.00 | 465151 | 9.30 |
| | | | 20/05/2016 | 345 | 0.01 | 465496 | 9.31 |
| | | | 27/05/2016 | -3974 | 0.08 | 461522 | 9.23 |
| | | | 03/06/2016 | 22 | 0.00 | 461544 | 9.23 |
| | | | 10/06/2016 | -728 | 0.01 | 460816 | 9.22 |
| | | | 24/06/2016 | 8835 | 0.18 | 469651 | 9.39 |
| | | | 30/06/2016 | -1710 | 0.03 | 467941 | 9.36 |
| | | | 15/07/2016 | 115 | 0.00 | 468056 | 9.36 |
| | | | 22/07/2016 | 275 | 0.01 | 468331 | 9.37 |
| | | | 29/07/2016 | -1677 | 0.03 | 466654 | 9.33 |
| | | | 12/08/2016 | 26 | 0.00 | 466680 | 9.33 |
| | | | 19/08/2016 | 370 | 0.01 | 467050 | 9.34 |
| | | | 26/08/2016 | 240 | 0.00 | 467290 | 9.35 |

| Sl. No. | For Each of the Top 10 Shareholders | Name of Shareholder's | As on Date | No. of Shares held at the beginning of the Year | | Cumulative Share holding during the year | |
|---------|--|---------------------------------------|------------|---|----------------------------------|--|----------------------------------|
| | | | | No. of Shares | % of total shares of the company | No. of Shares | % of total shares of the company |
| | | | 14/10/2016 | 10 | 0.00 | 467300 | 9.35 |
| | | | 21/10/2016 | 15 | 0.00 | 467315 | 9.35 |
| | | | 28/10/2016 | 325 | 0.01 | 467640 | 9.35 |
| | | | 04/11/2016 | 450 | 0.01 | 468090 | 9.36 |
| | | | 18/11/2016 | 121 | 0.00 | 468211 | 9.36 |
| | | | 25/11/2016 | 355 | 0.01 | 468566 | 9.37 |
| | | | 02/12/2016 | 400 | 0.01 | 468966 | 9.38 |
| | | | 09/12/2016 | 14 | 0.00 | 468980 | 9.38 |
| | | | 16/12/2016 | 17 | 0.00 | 468997 | 9.38 |
| | | | 23/12/2016 | -2293 | 0.05 | 466704 | 9.33 |
| | | | 30/12/2016 | -404 | 0.01 | 466300 | 9.33 |
| | | | 06/01/2017 | -3990 | 0.08 | 462310 | 9.25 |
| | | | 13/01/2017 | -4761 | 0.10 | 457549 | 9.15 |
| | | | 20/01/2017 | -549 | 0.01 | 457000 | 9.14 |
| | | | 27/01/2017 | -1975 | 0.04 | 455025 | 9.10 |
| | | | 03/02/2017 | 75 | 0.00 | 455100 | 9.10 |
| | | | 10/02/2017 | -291 | 0.01 | 454809 | 9.10 |
| | | | 24/02/2017 | 2 | 0.00 | 454811 | 9.10 |
| | | | 03/03/2017 | 14 | 0.00 | 454825 | 9.10 |
| | At the End of the year | | 31/03/2017 | 0 | 0.00 | 454825 | 9.10 |
| 2 | At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year | SHARAD KANAYALAL SHAH | 04/01/16 | 57600 NIL | 1.15 NIL | 57600 | 1.15 |
| | | | 31/03/2017 | 0 | 0.00 | 57600 | 1.15 |
| 3 | At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year | HIRJI EDDIE NAGARWALLA | 04/01/16 | 49986 NIL | 1.00 NIL | 49986 | 1.00 |
| | | | 31/03/2017 | 0 | 0.00 | 49986 | 1.00 |
| 4 | At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year | BEHROZ HANSOTIA | 04/01/16 | 49640 NIL | 0.99 NIL | 49640 | 0.99 |
| | | | 31/03/2017 | 0 | 0.00 | 49640 | 0.99 |
| 5 | At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year | ANJANA SINHA | 04/01/16 | 49149 NIL | 0.98 NIL | 49149 | 0.98 |
| | | | 31/03/2017 | 0 | 0.00 | 49149 | 0.98 |
| 6 | At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year | MITA DIPAK SHAH | 04/01/16 | 40000 | 0.80 | 40000 | 0.80 |
| | | | 27/01/2017 | 5525 | 0.11 | 45525 | 0.91 |
| | | | 03/03/2017 | 300 | 0.01 | 45825 | 0.92 |
| | | | 31/03/2017 | 0 | 0.00 | 45825 | 0.92 |
| 7 | At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year | CHANDRAMOHAN DEWANI | 04/01/16 | 20825 NIL | 0.42 NIL | 20825 | 0.42 |
| | | | 31/03/2017 | 0 | 0.00 | 20825 | 0.42 |
| 8 | At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year | SPRIT TEXTILES PRIVATE LIMITED | 04/01/16 | 19800 NIL | 0.40 NIL | 19800 | 0.40 |
| | | | 31/03/2017 | 0 | 0.00 | 19800 | 0.40 |
| 9 | At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year | RAVI VINCENT CUNHA | 04/01/16 | 18995 NIL | 0.38 NIL | 18995 | 0.38 |
| | | | 31/03/2017 | 0 | 0.00 | 18995 | 0.38 |
| 10 | At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year | NEETA U KOTHARI | 04/01/16 | 17884 NIL | 0.36 NIL | 17884 | 0.36 |
| | | | 31/03/2017 | 0 | 0.00 | 17884 | 0.36 |

V INDEBTEDNESS

| Indebtedness of the Company including interest outstanding/accrued but not due for payment | | | | |
|--|----------------------------------|-----------------|-----------|--------------------|
| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
| Indebtness at the beginning of the financial year | | | | |
| i) Principal Amount | 545251736 | 211671669 | 47484000 | 804407405 |
| ii) Interest due but not paid | 0 | 28043889 | 3157567 | 31201456 |
| iii) Interest accrued but not due | 0 | 0 | 4969520 | 4969520 |
| Total (i+ii+iii) | 545251736 | 239715558 | 55611087 | 840578381 |
| Change in Indebtedness during the financial year | | | | |
| Additions | 0 | 10465459 | 0 | 10465459 |
| Reduction | 35829567 | 0 | 10016696 | 45846263 |
| Net Change | -35829567 | 10465459 | -10016696 | -35380804 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 509422169 | 209553545 | 36259000 | 755234714 |
| ii) Interest due but not paid | 0 | 40627472 | 9335391 | 49962863 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 509422169 | 250181017 | 45594391 | 805197577 |

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

| Sl. No. | Particulars of Remuneration | Name of the MD/WTD/Manager | | Total Amount |
|---------|--|----------------------------|--------------|--------------|
| 1 | Gross salary | P. S. DEODHAR | R.K.DEHERKAR | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961. | 0 | 1138036 | 1138036 |
| | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 | 0 | 0 | 0 |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | NIL | NIL | NIL |
| 2 | Stock option | NIL | NIL | NIL |
| 3 | Sweat Equity | NIL | NIL | NIL |
| 4 | Commission | NIL | NIL | NIL |
| | as % of profit | | | |
| | others (specify) | | | |
| 5 | Others, please specify - Professional Fee | 0 | NIL | 0 |
| | Total (A) | 0 | 1138036 | 1138036 |
| | Ceiling as per the Act | | | |

B. Remuneration to other directors:

| Sl. No. | Particulars of Remuneration | Name of the Directors | | | Total Amount |
|---------|--|-----------------------|--------------|---------------|--------------|
| 1 | Independent Directors | J. N. DEO | S. K. HAJELA | A. P. DEODHAR | |
| | (a) Fee for attending board committee meetings | 120000 | 30000 | 120000 | 270000 |
| | (b) Commission | NIL | NIL | NIL | NIL |
| | (c) Others, please specify | NIL | NIL | NIL | NIL |
| | Total (1) | 120000 | 30000 | 120000 | 270000 |
| 2 | Other Non Executive Directors | | | | |
| | (a) Fee for attending board committee meetings | | | | 0 |
| | (b) Commission | NIL | NIL | | NIL |
| | (c) Others, please specify. | NIL | NIL | | NIL |
| | Total (2) | 0 | 0 | 0 | 0 |
| | Total (B)=(1+2) | 120000 | 30000 | 120000 | 270000 |
| | Total Managerial Remuneration | | | | |
| | Overall Cieling as per the Act. | | | | |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | | Total |
|---------|--|--------------------------|---------|-----|-------|-------|
| | | CEO Secretary | Company | CFO | Total | |
| 1 | Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | | | | | |
| 2 | Stock Option | | | | | |
| 3 | Sweat Equity | | | | | |
| 4 | Commission as % of profit others, specify | | | | | |
| 5 | Others, please specify | | | | | |
| | Total | | | | | |

N.A.

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

| Type | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority (RD/NCLT/Court) | Appeal made if any (give details) |
|---|------------------------------|-------------------|--|---------------------------|-----------------------------------|
| A. COMPANY Penalty Punishment Compounding | | | | | |
| B. DIRECTORS Penalty Punishment Compounding | | | NIL | | |
| C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding | | | | | |

For and on behalf of the Board of Directors

Prabhakar S. Deodhar
Chairman & Managing Director
DIN: 00393117

Jayant Deo
Director
DIN: 00568381

Date: May 29, 2017
Place: Thane

INDEPENDENT AUDITORS' REPORT**To the Members of Aplab Limited
Report on the Financial Statements**

We have audited the accompanying financial statements of **Aplab Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, 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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards referred specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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 of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control

system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Basis of Qualified Opinion

- a. The Company has incurred a loss of Rs. 1,245 lacs during this year. The Company has accumulated losses and its net worth has continued to remain negative during this year. The Company could not repay any installment of the Term Loans or repay Public Deposits or honor LCs on its due dates. The Bank has taken symbolic possession of one of the Company property due to the default of Rs. 1,177 lacs and initiated recovery action. (Refer Note no.2 & 7)
- b. The Company during the year could not pay various statutory dues in time and the delay ranges between 3 to 12 months. The Unpaid Statutory Dues amounted to Rs. 332 lacs and Unpaid Gratuity is Rs. 520 lacs at the year end. (Refer Note no. 7)

These events indicate uncertainty that casts doubt on the Company's ability to continue as a going concern considering continued losses and operational inflows. The Company is in the process of selling few of its properties to repay debts and induce funds for its operations.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and subject to the qualifications and explanations given above, the aforesaid financial statements prepared by the Company on a going concern basis, 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 31st March, 2017;
- (b) In the case of the Statement of Profit and Loss, of the Loss 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.

Emphasis of Matter

- a. The Inventory includes Rs. 2,085 lacs which is non-moving and may include some obsolescence. There are also unreconciled and unconfirmed stocks. The Company has valued entire old inventory at cost instead of least of Cost or NRV. The Company claims that there is no obsolescence in electronics industry and therefore valued inventory at Cost. (Refer Note no. 11).
- b. The Receivables of Rs. 553 lacs are overdue for more than a year and include Rs. 304 lacs over 3 years. These are not reconciled or confirmed by the parties. Some of these may have become doubtful or bad. However, the

Company has not made identification & provision for doubtful debts in the financial statements. (Refer Note no. 11)

- c. In spite of cash losses, Impairment of Assets has not been worked out and provided as required under AS 28.

Other Matters

- a. During the year, Company has entered into a Memorandum of Understanding to sell the main Unit at Wagle Estate, Thane for a sum of Rs. 35 crores as approved by the Board of Directors of the Company. (Refer Note no. 7)
- b. The Company has not funded Gratuity Policy to the extent of Rs. 1077 lacs. In addition there is unpaid Gratuity liability of separated employees of Rs. 520 lacs on the Balance Sheet date and includes dues over 5 years (Refer Note no. 7)
- c. The new ERP System introduced during last year is not yet fully established or tested for various reports and daybooks. We have relied upon the guidance given by the system providers for giving necessary effects to certain financial transactions.

Report on Other Legal and Regulatory Requirements

1. As required under Section 143(1) of the Companies Act 2013, and Companies (Audit and Auditors) Rules, 2014, (rule 11, clause (c)), we state that the company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016, and these are in accordance with books of account maintained by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
3. As required by section 143(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 is in agreement with the books of account;
- d. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164 (2) of the Act. The Board has provided us with a copy of Board Note in this matter and Company Secretary Compliance Certificate to this effect, and we have

relied upon the same;

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
- g. The Company has provided requisite disclosures in the financial statements as to the holding as well as dealings in Specified bank Notes during the period from 8th November 2016 to 20th December, 2016. Based on our Audit procedures & relying on management representation we report that the disclosures are in accordance with the books of account maintained by the company and as produced to us by the management.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has not provided the impact of pending litigations in its financial statements. The total value of such litigations has been given in para vii(b) of the Annexure A to this report ;
- ii) The Company did not have any long-term contracts including derivative contracts in which there were any material foreseeable losses;
- iii) There is no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Shahade & Associates
Chartered Accountants
(ICAI Firm Reg. No. 109840W)

Atul Shahade
Partner
M. No. 35227

Place: Mumbai,
Date: 29th May, 2017

ANNEXURE - A ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Annexure referred to in paragraph under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the accounts of **Aplab Limited** for the year ended on 31st March 2017.)

- i. (a) The Company has maintained reasonable records showing particulars including quantitative details and situation of fixed assets. However, this record is not fully updated or reconciled with Books of Account.
- (b) Physical verification of items of the fixed assets was not fully conducted by the management during the year as per the programme, however, we are informed that no material discrepancies were noticed in such verification. The verification results are being reconciled with Fixed Assets Register by the Company.
- (c) The Company has immovable properties of freehold

or leasehold land and buildings and the original title deeds are given to the Banks as security against various loans obtained. The Company has copies of these title deeds and on examination of these copies and other documents, we observed that all the title deeds of the properties are held in the name of the Company or in the name of amalgamated subsidiary.

- ii. As explained to us, the inventory has been physically verified during the year by the management at the various locations. In our opinion, the frequency of such verification needs to be substantially improved at regional offices. As informed to us, the discrepancies noticed in physical verification of inventory as compared to the book records were Rs. 1,095.57 lacs at various locations and the Company is in the process of reconciling the same with the books of account.
- iii. According to the information and explanations given to us, the Company has not granted any loans to the parties listed in the Register maintained under Section 189 of the Companies Act, 2013. Consequently, the requirements of Clause (a) to (c) are not applicable.
- iv. The Company has not granted any loans, made investments or provided guarantees and hence reporting under clause 3 (iv) of the Order is not applicable.
- v. In our opinion and according to the information and explanations given to us, the Company has not fully complied with the directives issued by the Reserve Bank of India, the provisions of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under with regard to the deposits accepted from the public. Company has not repaid on due dates matured Public deposits of Rs. 363 Lacs and interest Rs. 76.77 lacs as on 31st March 2017. The Company had not maintained liquid assets against deposits during the year as per the rules.
- vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central government u/s 148 (1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however not made a detailed examination of the Cost records with a view to determine whether they are accurate or complete.
- vii. (a) According to the records of the Company and information and explanations given to us, the Company has not been regular in depositing statutory dues including Provident Fund, Employees State Insurance, Income tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, LBT Cess, and other statutory dues with the appropriate authorities during the year, as there are cases of delay throughout the year. Total outstanding of all these statutory dues is Rs. 306.35 lacs on the year end date. There are undisputed statutory dues of Rs. 25.85 lacs outstanding as of March 31, 2017 for a period of more than six months since they became payable. The Company has transferred amount of Rs. 1.56 lacs to Investor Education and Protection Fund as on Balance Sheet date.

(b) As at the year-end, according to the records of the Company and information and explanations given to us, the following are particulars of disputed amounts on account of various Statutory Dues :-

| Nature of Dues | Amount (Rs. in Lacs) | F.Y. | Forum where dispute is pending |
|----------------|----------------------|---------|--|
| Excise Duty | 10.76 | 1999-00 | Appeal Pending With CESTAT |
| Excise Duty | 5.35 | 2007-08 | Appeal Pending With CESTAT |
| Excise Duty | 1.50 | 2008-09 | Appeal Pending With CESTAT |
| Excise Duty | 1.81 | 2009-10 | Appeal Pending With CESTAT |
| Excise Duty | 6.60 | 2012-13 | Appeal Pending with Commissioner of Central Excise (Appeals) CBD Belapur |
| Excise Duty | 3.53 | 2013-14 | Appeal Pending with Asst. Commissioner of Central Excise (Appeals) |
| Excise Duty | 2.33 | 2014-15 | Appeal Pending With CESTAT |
| Sales Tax | 6.11 | 2002-03 | Dy. Commissioner Appeals, New Delhi. |
| Sales Tax | 2.10 | 2003-04 | Dy. Commissioner Appeals, New Delhi. |
| Sales Tax | 2.18 | 2004-05 | Joint Commissioner Appeals, New Delhi. |
| Sales Tax | 3.48 | 2004-05 | Joint Commissioner Appeals, New Delhi. |
| Sales Tax | 0.83 | 2005-06 | Additional Commissioner Grade II, Appeal III, Commercial Taxes (Lucknow) |
| Sales Tax | 1.70 | 2006-07 | Additional Commissioner Grade II, Appeal III, Commercial Taxes (Lucknow) |
| Sales Tax | 1.09 | 2007-08 | Additional Commissioner Grade II, Appeal III, Commercial Taxes (Lucknow) |
| Income Tax | 7.28 | 2004-05 | Additional Commissioner Grade II, Appeal filed with Tribunal Mumbai |
| Income Tax | 125.40 | 2009-10 | Additional Commissioner Circle 1, Thane |
| Income Tax | 682.31 | 2010-11 | Commissioner of IT Range 1 |
| Income Tax | 124.02 | 2011-12 | CIT II Thane |
| Total | 988.38 | | |

viii. The Company had taken Term loans & Working Capital Loans from banks, but has not issued any debentures. During the year, Company has defaulted repayment of these loans. The details of these defaults are as under:

| Particulars | Amt of Default as on 31 st March 2017 Rs. in lacs | Period of Default | Remarks |
|---|--|-------------------|--|
| Bank of Maharashtra - Term Loans | 1,177.40 | 2 years | Bank has taken symbolic possession of the Property to recover overdue installments. |
| Corporation Bank - Working Capital Loan | 32.42 | Over 1 year | Default is the excess amount drawn over the Drawing Power each month. During the year in most of the months the account was overdrawn. |

- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3(ix) of the Order is not applicable.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the period.

- xi. The Company has employees covered under section 197 of the Act and the remuneration paid is below the limit specified under section 197 read with Schedule V of the Companies Act, 2013.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable
- xiii. The company has taken prior approval of Audit Committee and Board of Directors for Related Party Transactions during the year. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. During the period the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company
- xv. In our opinion and according to the information and explanations given to us, during the period the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Act are not applicable.
- xvi. The Company is not required to be registered under section 45-I of the Reserve Bank of India Act, 1934.

For Shahade & Associates
Chartered Accountants
(ICAI Firm Reg. No. 109840W)

Atul Shahade
Partner
M. No. 35227

Place: Mumbai,
Date: 29th May, 2017

ANNEXURE - B

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF APLAB LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of Aplab Limited, as of 31st March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants

of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our adverse audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with

authorizations of management and directors of the company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31st March, 2017 :

- (a) The new ERP system was not fully established, tested and appropriate reports available leading to inherent weakness to obtain and test the desired level of internal financial controls.
- (b) The Company did not have appropriate internal controls for periodic reconciliation of physically inventory with the inventory records, which may have resulted in misstatement of inventory values in the books of account.
- (c) The consumption of material for production and other purposes is not reconciled with Cost of Goods sold as it appearing in the ERP System, mainly due to lack of production batch closing procedures.
- (d) The adequacy of internal financial control over Servicing

and Rental of Machines Income is inadequate in terms of In Warranty & Out of Warranty / AMC billing, consumption of spares and its invoicing, follow up on renewals etc.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, the Company has, in all material respects, maintained adequate internal financial controls over financial reporting as of March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India and except for the effects / possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company's internal financial controls over financial reporting were operating effectively as of March 31, 2017.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2017 financial statements of the Company, and these material weaknesses do not affect our opinion on the financial statements of the Company.

For Shahade & Associates
Chartered Accountants
(ICAI Firm Reg. No. 109840W)

Place: Mumbai,
Date: 29th May, 2017

Atul Shahade
Partner
M. No. 35227

Balance Sheet as at 31st March, 2017

(Amount in Rs.)

| Particulars | Note | As at 31-03-2017 | As At 31-03-2016 |
|--|--------------|----------------------|----------------------|
| EQUITY AND LIABILITIES | | | |
| Shareholders' Funds | | | |
| a) Share Capital | 1 | 50,000,000 | 50,000,000 |
| b) Reserves and Surplus | 2 | (230,264,258) | (105,738,316) |
| | Total | (180,264,258) | (55,738,316) |
| Non-current liabilities | | | |
| a) Long-term Borrowings | | - | - |
| b) Deferred Tax Liabilities (net) | | - | - |
| c) Other Long-Term Liabilities (net) | | - | - |
| d) Long-Term Provisions | 4 | 121,669,064 | 111,077,322 |
| | Total | 121,669,064 | 111,077,322 |
| Current liabilities | | | |
| a) Short-Term Borrowings | 5 | 643,862,943 | 716,903,987 |
| b) Trade Payables | 6 | 100,543,543 | 234,607,608 |
| c) Other Current Liabilities | 7 | 493,171,815 | 294,639,629 |
| d) Short-Term Provisions | 8 | 9,784,467 | 14,863,842 |
| | Total | 1,247,362,768 | 1,261,015,066 |
| TOTAL - EQUITY AND LIABILITIES | | 1,188,767,574 | 1,316,354,072 |
| ASSETS | | | |
| Non-Current Assets | | | |
| a) Fixed Assets | 9 | | |
| i) Tangible Assets | | 519,405,622 | 533,068,173 |
| ii) Intangible Assets | | 193,972 | 193,972 |
| | | 519,599,594 | 533,262,145 |
| b) Non-current Investments | 10 | 236,150 | 736,150 |
| c) Other Non-Current assets | 11 | 292,634,970 | 286,797,176 |
| d) Deferred Tax Assets (Net) | 3 | 1,201,057 | 1,201,057 |
| | Total | 813,671,771 | 821,996,528 |
| Current Assets | | | |
| a) Inventories | 12 | 116,877,836 | 185,989,607 |
| b) Trade Receivables | 13 | 175,545,450 | 199,570,309 |
| c) Cash and Cash Equivalents | 14 | 29,529,772 | 60,848,061 |
| d) Short-Term Loans and Advances | 15 | 53,142,745 | 47,949,567 |
| | Total | 375,095,803 | 494,357,544 |
| TOTAL - ASSETS | | 1,188,767,574 | 1,316,354,072 |

 Notes to Financial Statements
 Significant Accounting Policies

 1 to 23
 24

 As per our report attached
 For Shahade & Associates
 Chartered Accountants
 (Firm Reg.No.-109840W)

 Atul Shahade
 Partner
 M No.35227
 Mumbai : 29th May, 2017

 Rajesh K Deherkar
 Company Secretary &
 Finance Controller
 Membership No. A10783
 Thane : 29th May, 2017

For and on behalf of the Board

 Prabhakar S. Deodhar
 Chairman & Managing Director
 DIN : 00393117

 Jayant N. Deo
 Director
 DIN : 00568381

Statement of Profit and Loss for the year ended 31st March, 2017

(Amount in Rs.)

| Particulars | Note | 2016-17 | 2015-16 |
|--|---------|----------------------|----------------------|
| INCOME | | | |
| Revenue from Operations | 16 | 721,085,682 | 710,133,425 |
| Other Income | 17 | 15,179,893 | 8,401,062 |
| Total Revenue | | 736,265,575 | 718,534,487 |
| EXPENDITURE | | | |
| Cost of goods sold | 18 | 415,422,511 | 445,514,973 |
| Employee Benefit Expenses | 19 | 157,272,595 | 171,412,685 |
| Manufacturing Expenses | 20 | 67,356,415 | 59,727,887 |
| Finance Costs | 21 | 112,062,288 | 112,369,415 |
| Other Expenses | 22 | 93,066,410 | 89,186,743 |
| Depreciation & Amortization expenses | 9 | 15,611,298 | 16,240,028 |
| Less : Transferred from Revaluation Reserve | | 36,000 | 36,000 |
| | | 15,575,298 | 16,204,028 |
| Total Expenses | | 860,755,517 | 894,415,732 |
| Profit /(Loss) before Exceptional Items & Taxes | | (124,489,942) | (175,881,245) |
| Profit Before Tax | | (124,489,942) | (175,881,245) |
| Provision for Taxation | | | |
| Tax Expenses | | | |
| Current Tax | | - | - |
| Deferred Tax | | - | - |
| Prior Year Tax Adjustment | | - | - |
| Profit (Loss) for the year | | (124,489,942) | (175,881,245) |
| Earnings per Equity Share (Face value of Rs.10/- each.) | | | |
| Basic | | (24.90) | (35.18) |
| Diluted | | (24.90) | (35.18) |
| Notes to Financial Statements | 1 to 23 | | |
| Significant Accounting Policies | 24 | | |

As per our report attached

For and on behalf of the Board

For Shahade & Associates
Chartered Accountants
(Firm Reg.No.-109840W)

Atul Shahade
Partner
M No.35227
Mumbai : 29th May, 2017

Rajesh K Deherkar
Company Secretary &
Finance Controller
Membership No. A10783
Thane : 29th May, 2017

Prabhakar S. Deodhar
Chairman & Managing Director
DIN : 00393117

Jayant N. Deo
Director
DIN : 00568381

Notes to Financial Statements

(Amount in Rs.)

| | As at 31-03-2017 | As at 31-03-2016 |
|---|-----------------------------|---------------------|
| NOTE 1: | | |
| SHARE CAPITAL | | |
| Authorised: | | |
| 100,00,000 (March 31, 2016, 100,00,000) Equity Shares of Rs.10 each | 100,000,000 | 100,000,000 |
| Issued: | | |
| 50,00,000 (March 31, 2016, 50,00,000) Equity Shares of Rs.10 each | 50,000,000 | 50,000,000 |
| Subscribed and Paid up: | | |
| 50,00,000 (March 31, 2016, 50,00,000) Equity Shares of Rs.10 each | 50,000,000 | 50,000,000 |
| Total | 50,000,000 | 50,000,000 |

Equity Shares : The Company has one class of equity shares having a par value of Rs.10 per share.

There is no change in share capital of the Company during the year.

Each shareholder is eligible for one vote per share held.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company.

| Name of Shareholder | As at 31-03-2017 No of shares held | As at 31-03-2017 % of shares | As at 31-03-2016 No of shares held | As at 31-03-2016 % of shares |
|------------------------------------|--|------------------------------------|--|------------------------------------|
| Prabhakar Shankar Deodhar | 560,652 | 11.21 | 560,652 | 11.21 |
| Amrita Prabhakar Deodhar | 368,314 | 7.37 | 368,314 | 7.37 |
| Zee Entertainment Enterprises Ltd. | 1,321,200 | 26.42 | 1,321,200 | 26.42 |
| Balram Bharwani | 454,825 | 9.10 | 465,025 | 9.30 |

| | As at 31-03-2017 | As at 31-03-2016 |
|--|-----------------------------|---------------------|
| NOTE 2: | | |
| Reserves and Surplus | | |
| 1. Capital Reserve: | | |
| Balance as per last Balance sheet | 34,283,549 | 34,283,549 |
| Addition during the year | | |
| | 34,283,549 | 34,283,549 |
| 2. Securities Premium Reserve: | | |
| Balance as per last Balance sheet | 129,181,200 | 129,181,200 |
| 3. Revaluation Reserve: | | |
| Opening Balance | 216,011 | 252,011 |
| Less : Amount transferred to Profit and Loss Account | 36,000 | 36,000 |
| | 180,011 | 216,011 |
| 4. General Reserve | | |
| Balance as per last Balance sheet | 127,630,982 | 127,630,982 |
| 5. Surplus/Deficit as per Profit and Loss Account | | |
| Opening Balance | (397,050,058) | (221,168,813) |
| Add : Profit/(Loss) for the year | (124,489,942) | (175,881,245) |
| Balance as at end of the year | (521,540,000) | (397,050,058) |
| Total | (230,264,258) | (105,738,316) |

Notes to Financial Statements

(Amount in Rs.)

| | As at 31-03-2017 | As at 31-03-2016 |
|---|---------------------|---------------------|
| NOTE 3: | | |
| Deferred Tax (Asset)/Liabilities (Net) | | |
| Balance as per last Balance Sheet | (1,201,057) | (1,201,057) |
| Deferred tax asset on unabsorbed losses will be assessed in the subsequent years and will be recognized in conformity with AS-22 (Accounting for Taxes on Income) | | |
| Total | (1,201,057) | (1,201,057) |
| NOTE 4: | | |
| Long Term Provisions | | |
| Provision for Leave Encashment | 8,725,319 | 9,196,513 |
| Provision for Warranties | 10,000,000 | 5,000,000 |
| Provision for Gratuity | 102,943,745 | 96,880,809 |
| Total | 121,669,064 | 111,077,322 |
| Long Term Provisions | | |
| Provision for Leave Encashment is made by the company based on internal workings. | | |
| NOTE 5: | | |
| Short Term Borrowings | | |
| Secured | | |
| Working Capital Loans repayable on Demand from bank | 281,743,839 | 317,239,935 |
| Local Bills Discounting | 109,938,087 | 109,964,494 |
| | 391,681,926 | 427,204,429 |
| Unsecured | | |
| Fixed Deposits (Repayable within one year) | - | 47,484,000 |
| Other Loans:- | | |
| From Directors | 250,181,017 | 239,715,558 |
| Inter Corporate Deposits:- | | |
| Others | 2,000,000 | 2,500,000 |
| | 252,181,017 | 289,699,558 |
| Total | 643,862,943 | 716,903,987 |
| Secured | | |
| Corporation Bank | | |
| 1 Cash Credit cum Working Capital Demand Loan | 281,743,839 | 317,239,935 |
| Secured by hypothecation of all stocks and book debts and further secured/ to be secured by Second charge on Land & Buildings at Thane, Pune & Digha and on land of Bangalore Subject to specific prior charges. Rate of Interest 13.75% p.a. as per sanction letter | | |
| 2 Local Bills Discounting | 109,938,087 | 109,964,494 |
| Secured by Bills discounted with Corporation Bank Rate of Interest 13.75% p.a. as per sanction letter | | |
| Unsecured: | | |
| 1) Fixed Deposits : | | |
| Fixed Deposits accepted from Public and Shareholders having maturity of One year, the scheme accepted by Fixed Deposit Holder, Interest payable for one year @ 10%. | - | 47,484,000 |
| 2) Other Loans: | | |
| From Directors | | |
| Mrs. Amrita P Deodhar | 236,831,585 | 227,455,124 |
| Mr. Prabhakar S Deodhar | 13,349,432 | 12,260,434 |
| Interest Payable @10% p.a.@ 11% p.a. respectively | | |

Notes to Financial Statements

(Amount in Rs.)

| | As at 31-03-2017 | As at 31-03-2016 |
|---|-----------------------------|-----------------------------|
| NOTE 6: | | |
| Trade Payables | | |
| (Unsecured and subject to confirmations & reconciliations) | | |
| Micro Small & Medium Enterprises | - | - |
| Acceptances | 18,079,737 | 95,666,187 |
| Sundry Creditors | 82,463,806 | 138,941,421 |
| Total | 100,543,543 | 234,607,608 |
| NOTE 7: | | |
| Other Current Liabilities | | |
| Current maturities of Long Term Debts (Secured) | | |
| Term Loans | | |
| Bank of Maharashtra (Overdue) | 117,740,243 | 117,840,434 |
| From Others | - | 206,874 |
| Fixed Deposits Matured but unpaid | | |
| Interest Accrued and due on Fixed deposits. | 36,259,000 | - |
| Interest Accrued but not due | 9,335,391 | 3,157,567 |
| Advance for Sale of Premises | - | 4,969,520 |
| Advances from Customers | 95,000,000 | - |
| Statutory Dues | 20,729,948 | 37,382,385 |
| Other Liabilities | 56,101,551 | 23,876,046 |
| Total | 158,005,681 | 107,206,803 |
| Current maturities of Long Term Debts (Secured) | | |
| Term Loans | | |
| Other Loans | | |
| (The Company had taken Term Loan from Bank of Maharashtra of Rs. 2700 lacs and agreed for its repayment by monthly instalments. Last of such Instalment was due on June' 2015. The amount outstanding represents Term Loan Installments which have remained unpaid after it became due. Bank has taken symbolic possession of Bhosari Pune property for recovery towards defaulted instalments & Interest thereon. (Total outstanding Rs.145,523,404/-) | | |
| Other Liabilities | | |
| The Company has entered into a MoU to Sale Unit No. 1 at Wagle Estate, Thane for Rs. 35 crores. This sale has been approved by the Board of Directors. Company has received an Advance of Rs. 9.50 crores during the year. The Company is in process of complying certain condition prior to entering the Sale Agreement and vacating the place. | | |
| Statutory Dues include amounts payable to various authorities which are overdue over 6 months. | | |
| Other Liabilities include Unpaid Gratuity of separated employees of Rs. 51,957,438/-. | | |
| NOTE 8: | | |
| Short Term Provisions | | |
| Provision for Leave Encashment | - | 1,276,565 |
| Provision for Warranties | 5,000,000 | 5,000,000 |
| Provision for Gratuity | 4,784,467 | 8,587,277 |
| Total | 9,784,467 | 14,863,842 |

Notes to Financial Statements

**NOTE 9 :
FIXED ASSETS**

| | Amount Rs. | | | | | | | | | | |
|---|---------------------|------------------|--------------------------|---------------------|---------------------|-------------------|---------------------------------------|-------------------|---------------------|---------------------|---------------------|
| | GROSS BLOCK | | DEPRECIATION | | | | NET BLOCK | | | | |
| | As on 01.04.2016 | Additions | Deletions/ Impairment | As on 31.03.2017 | Up to 01.04.2016 | FOR THE PERIOD | For Total for the Additions Period | Written Back | Up to 31.03.2017 | As on 31.03.2017 | As on 31.03.2016 |
| Production | | | | | | | | | | | |
| Leasehold Land | 381,337,806 | | | 381,337,806 | 23,139,903 | 6,580,156 | - | - | 29,720,059 | 351,617,747 | 358,197,903 |
| Factory Buildings | 83,429,709 | | | 83,429,709 | 53,868,735 | 1,249,815 | - | - | 55,118,550 | 28,311,159 | 29,560,974 |
| Residential Premises | 426,570 | | | 426,570 | 293,686 | 2,830 | - | - | 296,516 | 130,054 | 132,884 |
| Office Premises | 127,475,424 | | | 127,475,424 | 23,548,031 | 1,782,102 | - | - | 25,330,133 | 102,145,291 | 103,927,393 |
| Plant and Machinery | 71,094,316 | | 8,146,660 | 62,947,656 | 45,052,090 | 1,950,711 | 1,914,711 | 2,268,890 | 44,697,911 | 18,249,745 | 26,042,226 |
| Electrical Installations | 15,668,252 | 4,050,000 | | 19,718,252 | 11,308,972 | 1,075,413 | 1,075,413 | | 12,384,385 | 7,333,867 | 4,359,280 |
| Furniture and Fixtures | 69,904,631 | 31,699 | | 69,936,330 | 60,793,287 | 2,805,452 | - | - | 63,598,739 | 6,337,591 | 9,111,344 |
| E.D.P.Systems/Computers | 35,834,380 | | | 35,834,380 | 35,543,686 | | - | - | 35,543,686 | 290,694 | 290,694 |
| Vehicles | 10,798,904 | 200,000 | | 10,998,904 | 9,353,430 | 200,819 | 200,819 | - | 9,554,249 | 1,444,655 | 1,445,474 |
| Total for the Year (Tangible Assets) | 795,969,993 | 4,281,699 | 8,146,660 | 792,105,031 | 262,901,820 | 15,647,298 | - | 15,611,298 | 276,244,228 | 515,860,803 | 533,068,172 |
| Software | 6,457,650 | | | 6,457,650 | 6,263,678 | | - | - | 6,263,678 | 193,972 | 193,972 |
| Total for the Year (Intangible Assets) | 6,457,650 | - | - | 6,457,650 | 6,263,678 | - | - | - | 6,263,678 | 193,972 | 193,972 |
| CWIP | | | | | | | | | | 3,544,814 | - |
| Total For The Year | 802,427,644 | 4,281,699 | 8,146,660 | 798,562,681 | 269,165,498 | 15,647,298 | - | 15,611,298 | 282,507,906 | 519,599,589 | 533,262,144 |
| Total for the Previous Year | 804,321,756 | 38,000 | 1,932,112 | 802,427,644 | 253,964,266 | 16,237,052 | 2,977 | 1,038,796 | 269,165,498 | 533,262,146 | - |

Notes to Financial Statements

(Amount in Rs.)

| | As at 31-03-2017 | As at 31-03-2016 |
|---|-----------------------------|-----------------------------|
| NOTE 10: | | |
| Non Current Investments | 236,150 | 736,150 |
| Total | 236,150 | 736,150 |
| Sprylogic Technologies Limited | | |
| Nil Equity Shares (P.Y. 50000 Equity shares of Rs.10 each fully paid) | - | 500,000 |
| Other Investments (Unquoted) | | |
| 1) 2000 Ordinary Shares of Rs.10 each fully paid up of Saraswat Co-Op Bank Ltd. | 20,000 | 20,000 |
| 2) 1001 Ordinary share of Rs. 50 each fully paid up of The Thane Janata Sahakari Bank Ltd. | 50,050 | 50,050 |
| Other Investments (Quoted) | | |
| 4700 Ordinary Shares of Rs.10 each fully paid up of Bank of Maharashtra at premium of Rs.13 per share (Market value as on 31.03.2017 @37.10 per share.) | 108,100 | 108,100 |
| Government Securities | | |
| National Savings Certificate (Deposited with various Government Authorities) Out of above, NSC worth Rs. 53,000/- are matured | 58,000 | 58,000 |
| NOTE 11: | | |
| Other Non Current Assets | | |
| Advance Income Tax / T.D.S. (Net of Tax Provision) | 41,948,309 | 36,211,341 |
| Deposits | 11,672,969 | 11,512,721 |
| Inventories | 208,564,372 | 214,967,318 |
| Dues from Others: | | |
| Trade Receivables | 30,449,320 | 24,105,796 |
| Total | 292,634,970 | 286,797,176 |
| Inventories & Trade receivables | | |
| Include non moving stock & Trade Receivables over 3 years and certain stock under reconciliation. Company is of the view that in Electronics Industry there is no Obsolescence and hence valued it at Cost. | | |
| NOTE 12: | | |
| Inventories | | |
| (As per records maintained, physically verified and valued lower of cost or market and certified by the Management) | | |
| Material and Components | 81,956,811 | 111,901,517 |
| Goods in process | 19,935,017 | 45,607,573 |
| Finished goods | 14,986,009 | 28,480,517 |
| Total | 116,877,836 | 185,989,607 |
| NOTE 13: | | |
| Trade Receivables | | |
| (Unsecured, considered good and subject to confirmation & reconciliations) | | |
| Dues from Subsidiary | | |
| Within 6 months | | |
| Sprylogic Technologies Ltd | - | 22,791 |
| | - | 22,791 |
| Dues from others | | |
| within 6 months | 120,231,398 | 174,417,333 |
| others | 55,314,052 | 25,130,185 |
| Total | 175,545,450 | 199,547,518 |
| Total | 175,545,450 | 199,570,309 |

Notes to Financial Statements

(Amount in Rs.)

| | As at 31-03-2017 | As at 31-03-2016 |
|--|---------------------|---------------------|
| NOTE 14: | | |
| Cash and Bank Balances | | |
| Cash in hand | 463,027 | 863,173 |
| Balances with Banks | | |
| In Current Accounts | 9,839,426 | 34,404,377 |
| In Deposits Accounts | | |
| Maturing with in 12 Months | 19,224,285 | 25,461,984 |
| Maturing after 12 Months | - | - |
| In Unclaimed Dividend Accounts | 3,035 | 118,527 |
| Total | 29,529,772 | 60,848,061 |
| 1. Balance with schedule Bank include Rs.1,92,24,285 (P.Y. Rs.2,54,61,984) representing margin money for letter of credit and bank guarantees issued | | |
| NOTE 15: | | |
| Short Term Loans and Advances | | |
| (Unsecured, considered good and subject to confirmations) | | |
| Loans and Advances to Employees | 1,692,684 | 1,527,747 |
| Advance to others | 10,881,570 | 23,997,079 |
| Amount due as Refund of Additional Duty of Customs | 838,899 | 2,082,393 |
| Balance with Excise Authorities | 39,729,592 | 20,342,348 |
| Total | 53,142,745 | 47,949,567 |
| | 2016-2017 | 2015-2016 |
| NOTE 16: | | |
| Revenue from Operations | | |
| Sale of Products | 655,736,554 | 640,141,977 |
| Less : Excise Duty | 44,893,775 | 38,007,251 |
| Net Sales | 610,842,779 | 602,134,726 |
| Income from Services | 110,242,903 | 107,998,699 |
| Total | 721,085,682 | 710,133,425 |
| NOTE 17: | | |
| Other Income | | |
| Interest on Bank Deposits | 1,448,609 | 1,849,044 |
| Other Interest | 2,878 | 558 |
| | 1,451,487 | 1,849,602 |
| Dividend | 9,000 | 12,760 |
| Miscellaneous Receipts | 869,790 | 759,273 |
| Refund of Additional Duty of Customs | 1,191,250 | 1,605,259 |
| Rent Received | 6,888,000 | 4,120,546 |
| Profit / (Loss) on Sale of Assets | (2,229,634) | 53,622 |
| Profit on Sale of Investments | 7,000,000 | - |
| Total | 15,179,893 | 8,401,062 |

Notes to Financial Statements

(Amount in Rs.)

| | 2016-2017 | 2015-2016 |
|--|--------------------|-------------|
| NOTE 18: | | |
| Materials Consumed | | |
| Opening Stock | 206,166,543 | 239,842,330 |
| Add Purchases | 399,144,873 | 395,047,015 |
| | 605,311,416 | 634,889,345 |
| Less Stock at Close | 189,888,905 | 206,166,543 |
| Total | 415,422,511 | 428,722,802 |
| NOTE 19 | | |
| Employee Benefit Expenses | | |
| Salaries, Wages and Bonus | 137,138,868 | 152,632,146 |
| Contribution to Provident and Other Funds | 11,104,810 | 11,261,830 |
| Gratuity | 2,260,126 | 453,857 |
| Staff Welfare Expenses | 6,768,791 | 7,064,852 |
| Total | 157,272,595 | 171,412,685 |
| NOTE 20: | | |
| Manufacturing Expenses | | |
| Labour Charges | 39,988,888 | 22,927,551 |
| Rates and Taxes | 6,784,243 | 14,566,754 |
| Power and Electricity | 9,482,001 | 7,278,264 |
| Insurance Charges | 1,039,534 | 1,188,229 |
| Repairs to Plant and Machinery | 52,082 | 45,059 |
| Repairs to Factory Building | 765,887 | 482,313 |
| Miscellaneous Work Expenses | 9,243,779 | 13,239,717 |
| Total | 67,356,415 | 59,727,887 |
| NOTE 21: | | |
| Finance Cost | | |
| Interest on Fixed Period Loans | 22,916,406 | 23,738,201 |
| Interest on Other Loans/Deposits | 83,360,962 | 84,694,526 |
| Bank Charges | 4,018,558 | 4,343,158 |
| Exchange Variation (gain) / Loss - net | 1,766,361 | (406,470) |
| Total | 112,062,288 | 112,369,415 |
| NOTE 22: | | |
| Other Expenses | | |
| Rent for Office/Residential Premises | 10,874,400 | 8,220,015 |
| Equipment Lease Rentals | 8,688 | 53,783 |
| Printing and Stationery | 1,842,313 | 1,807,675 |
| Postage and Telephones | 5,857,832 | 6,120,400 |
| Travelling and Conveyance | 15,425,293 | 14,993,395 |
| Vehicle Expenses | 1,677,320 | 1,549,440 |
| Legal and Professional Charges | 36,755,740 | 33,123,606 |
| Commission and Discount | 91,813 | - |
| Transport Outward and Other Charges | 14,733,897 | 17,227,484 |
| Sales Tax, Purchase Tax | 398,139 | 1,248,972 |
| Office Maintenance Charges | 2,562,465 | 2,271,109 |
| Repairs and Maintenance - Other Assets | 1,455,695 | 1,919,610 |
| Miscellaneous Expenses | 4,263,986 | 3,313,481 |
| Bad Debts and Other amounts written off/back | (2,881,171) | (2,830,467) |
| Loss on sale of Assets | - | 168,239 |
| Total | 93,066,410 | 89,186,743 |

Notes to Financial Statements

(Amount in Rs.)

ADDITIONAL NOTES: 23

1. Auditor's Remuneration:

| Particulars | 2016-17 Rs. | 2015-16 Rs. |
|--|----------------|----------------|
| Audit Fees | 7,50,000 | 7,50,000 |
| Limited Review, Corporate Governance and other certification | 50,000 | 50,000 |
| Total | 8,00,000 | 8,00,000 |

2. Suppliers / Service providers covered under Micro, Small Medium Enterprises Development Act, 2006 have not furnished the information regarding filing of necessary memorandum with the appropriate authority. In view of this, information required to be disclosed u/s 22 of the said Act is given to the extent available:-

| Sr. No. | Particulars | 2016-17 Rs. | 2015-16 Rs. |
|---------|---|----------------|----------------|
| (i) | The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year | NIL | NIL |
| (ii) | The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year. | NIL | NIL |
| (iii) | The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006 | NIL | NIL |
| (iv) | The amount of interest accrued and remaining unpaid at the end of each accounting year | NIL | NIL |
| (v) | The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006 | NIL | NIL |

3. Foreign Exchange Earnings and Expenditure:

| Sr. No. | Particulars | 2016-17 Rs. | 2015-16 Rs. |
|---------|---|----------------|----------------|
| 4.1 | Value of Imports calculated on CIF basis Components and Spares & Outsourced Items | 5,59,97,592 | 17,65,85,484 |
| | Capital Goods | NIL | NIL |
| | Others | NIL | NIL |
| 4.2 | Earnings in foreign Exchange: | | |
| | FOB Value of Exports | 4,40,59,937 | 5,51,95,333 |
| | Other Charges | NIL | NIL |
| 4.3 | Expenditure in foreign Currency | NIL | NIL |

4. None of the items in raw material individually accounts for 10% or more of the total value of material consumed. In the absence of verifiable records the Auditors have relied upon the management's representation of this behalf.

Notes to Financial Statements

(Amount in Rs.)

5. Additional Information of Note No. 18:

(i) Value of Raw Material and Components consumed:

| Particulars | 2016-17 | | 2015-16 | |
|-------------|--------------|---------|--------------|---------|
| | Rs. | Percent | Rs. | Percent |
| Imported | 5,59,97,592 | 22.37 | 11,26,74,223 | 44.28 |
| Indigenous | 19,41,76,676 | 77.62 | 14,17,73,836 | 55.72 |
| Total | 25,01,74,268 | 100.00 | 25,44,48,059 | 100.00 |

(ii) Value of Stores and Spares consumed:

| Particulars | 2016-17 | | 2015-16 | |
|-------------|-----------|---------|-----------|---------|
| | Rs. | Percent | Rs. | Percent |
| Imported | - | | - | |
| Indigenous | 38,13,122 | | 68,84,205 | |
| Total | 38,13,122 | | 68,84,205 | |

(iii) Total value of Material consumption:

| Sr. No. | Particulars | 2016-17 Rs. | 2015-16 Rs. |
|---------|----------------------------|----------------|----------------|
| 1. | Raw Material | 25,01,74,268 | 25,44,48,059 |
| 2. | Store & Spares | 38,13,122 | 68,84,205 |
| 3. | Outsourced Items | 16,14,35,121 | 16,73,90,538 |
| | Total Material Consumption | 41,54,22,511 | 42,87,22,802 |

6. Contingent Liabilities:

| Sr. No. | Particulars | 2016-17 Rs. | 2015-16 Rs. |
|---------|---|----------------|----------------|
| 1. | Disputed Tax / Duty demands not provided for | 9,88,37,649 | 9,85,18,735 |
| 2. | Bank guarantees given on behalf of Company to third parties | 13,70,11,410 | 10,45,72,880 |

7. Employee Benefit:-

The Company provides benefits to its employees under the Leave Encashment pay plan which is a non-contributory defined benefit plan. The employees of the company during the tenure of their employment are entitled to received leave encashment in excess of 60 days leave to the credit of their account as on 1st January every year

The benefit of Gratuity is funded defined benefit plan. For this purpose of Company has obtained a qualifying Insurance policy from LIC of India, however the same is not refunded by the Company.

Notes to Financial Statements

(Amount in Rs.)

| Particulars | Gratuity (Funded) | | Leave Encashment (Non Funded) 31/03/2017 Rs. |
|---|---|--|--|
| | 31/03/2017 Rs. | 31/03/2016 Rs. | |
| The major categories of plan assets as a percentage of total plan Qualifying Insurance Policy No. | 611868 | 611868 | N/A - |
| Changes in the present value of the obligation* | | | |
| 1 Opening Present Value of obligation | 10,58,62,890 | 10,77,75,122 | |
| 2 Interest Cost | 74,84,188 | 80,18,528 | |
| 3 Current Service Cost | 57,24,851 | 54,02,673 | |
| 4 Past Service Cost | 0 | 0 | |
| 5 Benefits Paid | 0 | (6,00,000) | |
| 6 Benefits Payable | 0 | (17,96,515) | |
| 7 Actuarial (gain) / Loss on Obligation | (1,09,16,342) | (1,29,36,918) | |
| 8 Closing Present Value of Obligation | 10,81,55,587 | 10,58,62,890 | |
| Changes in the Fair Value of Assets(LIC Policy) | | | |
| 1 Opening Fair Value of plan Assets | 3,94,804 | 3,64,378 | |
| 2 Expected Return on Plan Assets | 31,190 | 32,794 | |
| 3 Contributions | 0 | 0 | |
| 4 Benefits Paid | 0 | 0 | |
| 5 Actuarial Gain / (Loss) [Interest Credited for the year] | 1,381 | (2,368) | |
| 6 Closing Fair value of plan assets | 4,27,375 | 3,94,804 | |
| Profit & Loss - Expenses* | | | |
| 1 Current Service Cost | 57,24,851 | 54,02,673 | |
| 2 Interest Cost | 74,84,188 | 80,18,528 | |
| 3 Expected Return on Plan assets | (31,190) | (32,794) | |
| 4 Net Actuarial gain (loss) recognized in the year | (1,09,17,723) | (1,29,34,550) | |
| 5 Past Service Cost | 0 | 0 | |
| 6 Expenses Recognized in the Profit & Loss Account | 22,60,126 | 4,53,857 | |
| Actuarial Assumptions* | | | |
| 1 Discount Rate | 6.80% | 7.90% | |
| 2 Expected Rate of Return on Plan Assets | 6.80% | 7.90% | |
| 3 Expected Rate of Salary Increase | 6.00% | 6.00% | |
| 4 Attrition Rate | 1 to 3% | 1 to 3% | |
| 5 Mortality Post-retirement | Indian Assured Lives Mortality (2006-08) | Indian Assured Mortality Lives (2006-08) | |

*As per Actuarial Valuation Report.

Actuarial Assumptions for Gratuity of Past 5 years

| Sr. No. | Particulars | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/03/2014 | 31/03/2013 |
|---------|---|--------------|------------|------------|------------|------------|
| 1. | Discount Rate (p.a.) | 6.80% | 7.90% | 7.80% | 9.00% | 8.00% |
| 2. | Expected rate of return on Asset (p.a.) | 6.80% | 7.90% | 9.00% | 9.00% | 9.00% |
| 3. | Expected Rate of Salary Increase* | 6.00% | 6.00% | 6.00% | 6.00% | 6.00% |

Notes to Financial Statements

(Amount in Rs.)

**Defined Benefit Plan for 5 years:
Net Asset (Liability) as per actuarial valuation given by the Actuary.**

| Sr. No. | Particulars | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/03/2014 | 31/03/2013 |
|---|--|----------------------|--------------|--------------|-------------|--------------|
| 1. | Present value of obligation as at the close of the year. | 10,81,55,587 | 10,58,62,890 | 10,77,75,122 | 9,08,63,365 | 10,80,31,115 |
| 2. | Fair value of plan asset as at the close of the year | 4,27,375 | 3,94,804 | 3,64,378 | 3,27,888 | 1,39,380 |
| 3. | Asset / (Liability) recognized in the Balance Sheet | 0 | 0 | 0 | 0 | 0 |
| Change in Defined Benefit Obligation during the year ended | | | | | | |
| | Actuarial Gain / (Loss) | | - | - | - | - |
| Change in the fair value of Plan Asset | | | | | | |
| | Actuarial Gain / (Loss) | (1,09,17,723) | 1,29,34,550 | (86,63,874) | 3,00,16,465 | (1,18,985) |

Note: Negative Amounts are shown in bracket.

8. Segment Reporting (Accounting Standard- As 17):

The Company is engaged in business / operations of manufacture, sale and servicing of professional electronic equipment. Though the Company has a range of products, they all fall within the single segment of electronic equipment. It is a considered view of the management that the Company has no reportable segments envisaged in the accounting standard (AS17) "Segment Reporting" issued by the Institute of Chartered Accountants of India.

9. Related Party Disclosure (Accounting Standard AS 18):

List of Related Parties and Relationship

Associates : (enterprise where Aplab Limited and its subsidiaries have 20% holding or, investing parties who have over 20% holding in Aplab Limited)

Zee Entertainment Enterprises Ltd (Formerly Zee Telefilms Ltd)

Key Management Personnel:

| | |
|---------------------|--|
| Mr. P.S. Deodhar | Chairman & Managing Director |
| Mrs. Amrita Deodhar | Director |
| Mr. Rajesh Deherkar | Company Secretary and Finance Controller |

Relatives of Key Management Personnel:

| |
|----------------------|
| Mr. Nishith Deodhar |
| Mrs. Aruna Narayanan |

Enterprises over which key management personnel and their relatives are able to exercise significant influence

| Sr. No. | Name of the Party |
|---------|--|
| 1 | Deodhar Electro Design Pvt Ltd |
| 2 | Intel Exports Corporation |
| 3 | Telemetric Equipments Pvt Ltd |
| 4 | Print Quick Private Limited |
| 5 | Origin Instrumentation Private Limited |
| 6 | Contech Soft-Tech Solution Pvt Ltd |
| 7 | Telematra Systems Pvt Ltd |
| 8 | Mitramax Energy Pvt Ltd |
| 9 | Spylogic Technologies Ltd |

Notes to Financial Statements

(Amount in Rs.)

The following transaction were carried out with the related parties in the ordinary course of business

| Nature of Transaction | Subsidiaries Rs. | Key Management Personnel Rs. | Relative of Management personnel Rs. | Related Enterprises Rs. |
|--|---------------------|---------------------------------------|---|-------------------------------|
| Sale of Material / Finished Goods | | | | |
| Deodhar Electro Design P Ltd | | | | 15,86,961 (5,32,030) |
| Intel Exports Pvt Ltd | | | | 10,30,963 (21,938) |
| Total | - | - | - | 26,17,924 (5,53,968) |
| Purchas of Material / Finished Goods | | | | |
| Deodhar Electro Design P Ltd | | | | 1,78,96,499 (1,45,42,183) |
| Telemetric Equipments Pvt Ltd | | | | 1,58,75,881 (51,68,425) |
| Telematra Systems Pvt Ltd | | | | 84,46,454 (21,07,546) |
| Intel Exports Corporation | | | | NIL (NIL) |
| Mitramax Energy Pvt Ltd | | | | 10,43,600 (3,64,880) |
| Print Quick Pvt. Ltd. | | | | 6,65,47,703 (NIL) |
| Total | - | - | - | 10,98,10,137 (2,21,83,034) |
| Rent Paid / Payable | | | | |
| Origin Instrument Pvt Ltd | | | | 2,09,167 (7,53,000) |
| Print Quick Pvt Ltd | | | | 2,09,167 (7,53,000) |
| Total | - | - | - | 4,18,334 (15,06,000) |
| Service / Labour / Royalty / Other Charges paid / Payable | | | | |
| Telemetric Equipments Pvt Ltd | | | | 1,38,890 (NIL) |
| Telemetra Systems Pvt Ltd | | | | NIL (NIL) |
| Mitramax Energy Pvt Ltd | | | | 5,26,438 NIL |
| Deodhar Electro Design P Ltd | | | | 1,84,560 (5,98,648) |
| Total | - | - | - | 8,49,888 (5,98,648) |
| Unsecured Loans Received | | | | |
| Mrs Amrita Deodhar | - | Nil (4,11,34,214) | - | |
| Mr. P.S. Deodhar | | Nil (Nil) | - | |
| Total | | Nil (4,11,34,214) | | |

Notes to Financial Statements

(Amount in Rs.)

| Nature of Transaction | Subsidiaries Rs. | Key Management Personnel Rs. | Relative of Management personnel Rs. | Related Enterprises Rs. |
|--|---------------------|---------------------------------------|---|------------------------------------|
| Interest on Loans and Fixed Deposits | | | | |
| Mrs. Amrita Deodhar | | 1,84,54,757 (1,88,80,907) | | |
| Mr. P.S. Deodhar | | 28,03,810 (28,42,454) | | |
| Total | | 2,12,58,567 (2,17,23,361) | | |
| Salary & Perquisites | | | | |
| Mr. Rajesh Deherkar | | 11,38,036 (12,64,864) | | |
| Total | | 11,38,036 (12,64,864) | | |
| Other Payment | | | | |
| Mr. P.S. Deodhar (Motor Car) | | 2,00,000 (Nil) | | |
| Mrs. Amrita Deodhar (Sitting Fees) | | 1,20,000 (90,000) | | |
| Sproylogic (Fixed Assets) | | 40,50,000 (Nil) | | |
| Total | | 4,370,000 (90,000) | | |
| Debit Balances as on 31.03.2017 | | | | |
| Deodhar Electro Design P Ltd | | | | 1,46,70,270 (-85,07,485) |
| Intel Exports Corporation | | | | Nil (-1,48,062) |
| Total | - | - | - | 1,46,70,270 (-86,55,547) |
| Credit Balance as on 31.03.2017 | | | | |
| Deodhar Electro Design Pvt Ltd | | | | 1,77,96,548 (-12,91,376) |
| Telemetric Equipments Pvt Ltd | | | | 23,58,483 (-4,30,082) |
| Telemetra Systems Pvt Ltd | | | | 53,39,217 (16,17,169) |
| Print Quick Pvt. Ltd. | | | | 55,36,688 (Nil) |
| Mrs. Amrita Deodhar (Loan and Interest) | | 23,68,31,585 (22,74,55,124) | | |
| Mr. Prabhakar S Deodhar (Loan and Interest) | | 1,33,49,432 (1,22,60,434) | | |
| Total | - | 25,01,81,017 (23,97,15,558) | | 3,10,30,,936 (-1,04,289) |

Previous year figures are shown in bracket

Notes to Financial Statements

(Amount in Rs.)

10. Earning per Share (Accounting Standard – AS 20):

| | 2016-17 | 2015-16 |
|--|----------------|----------------|
| Profit computation for both Basic and Diluted Earnings per Equity Share of Rs. 10 each | | |
| Net profit/ (Loss) after tax as per Profit and Loss Account available for Equity Shareholders | (12,44,89,942) | (17,58,81,245) |
| Number of shares for Basic and diluted EPS as above | 50,00,000 | 50,00,000 |
| Earning per Share: Basic and Diluted (Rs.) | (24.90) | (35.18) |

11. Taxes on Income (Accounting Standard – AS 22):

- No provision is made for current tax in view of the business loss during current year and unabsorbed business loss of previous year
- Deferred Tax Liability / (Assets) at the year end comprises timing difference on account of depreciation and Expenditure / Provision.
- Deferred tax asset on the balance of such carried forward losses has not been recognized in the absence of virtual uncertainty of future taxable income.

12. Details of movement in provision in accordance with Accounting Standard-29:

13. SBN Schedule

| | SBNs | Other Denomination Notes | Total |
|---------------------------------------|-----------|--------------------------|-----------|
| Closing cash in hand as on 08.11.2016 | 10,84,500 | 8,09,011 | 18,93,511 |
| (+) Permitted receipts | - | 18,18,232 | 18,18,232 |
| (-) Permitted payments | 2,26,000 | 21,87,440 | 24,13,440 |
| (-) Amount deposited in Banks | 8,58,500 | 27,029 | 8,85,529 |
| Closing cash in hand as on 30.12.2016 | | 4,12,774 | 4,12,774 |

14. Previous year figures have been re-grouped and re-classified wherever necessary.

Note 24

SIGNIFICANT ACCOUNTING POLICIES

1. System of Accounting:

The Company follows mercantile system of accounting and recognizes income and expenditure on an accrual basis. Financial Statements are based on historical cost. These costs are not adjusted to reflect the impact of the changing value in purchasing power of money. These statements have been prepared to comply in material aspects with applicable accounting principles in India, mandatory Accounting Standards notified by the Companies Act and the relevant provisions to the Companies Act, 2013.

2. Revenue Recognition:

Sale of goods is recognized on shipment or dispatch to customer. Service Income is considered on accrual basis.

3. Fixed Assets and Depreciation:

Fixed Assets:

Fixed assets are stated at cost of acquisition or construction less depreciation. Cost comprises the purchase price and other attributable costs, including interest and finance costs incurred till the asset is commissioned.

Capital Work-in-progress:

Capital work-in-progress includes the cost of fixed assets that are not ready for their intended use, advances paid to acquire fixed assets and the cost of assets not put to use before the balance sheet date.

Depreciation:

Depreciation is provided as per Useful Life stated in the Schedule II of the Companies Act, 2013. Leasehold Lands are

amortized over the Period of Lease.

Depreciation pertaining to the incremental values of assets revalued is adjusted against Revaluation Reserve.

Items costing Rs. 5,000 or less are fully depreciated in the year of acquisition.

From Financial year 2006-07 Cenvat credit is availed on fixed asset purchases of Rs.50,000/- and above.

4. Goodwill

Goodwill is written off over a period of five financial years in line with AS-14 and AS-26

5. Inventories:

Stocks of raw materials, components, dies and moulds are stated at cost and are valued on weighted average cost basis. Goods in bonded warehouse and in transit are valued at costs.

Finished goods are stated at cost or selling prices whichever is lower.

Goods in process are stated at cost based on technical estimates / evaluation of the state of completion of individual work order. Cost of goods in process and finished goods include, Material Costs, Labour, Factory Overheads and related administrative expenses.

6. Sundry Debtors and Advances:

Specific debts and advances in respect of which certain amounts are identified as irrecoverable are written off.

7. Taxation:

Income tax comprises current tax and deferred tax charge or release. The deferred tax charge or credit is recognized using current tax rates. Deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Such assets are reviewed as at each Balance Sheet date to reassess realization.

8. Foreign Exchange Transactions:

Realised gains and losses on foreign exchange transaction are recognised in the Profit and Loss Account.

Assets and liabilities are translated at the year end exchange rates.

9. Research and Development costs:

Research and Development cost of revenue nature is written off in the year in which it is incurred and expenditure resulting in development of enduring know-how is capitalised.

10. Employee Benefits:

Provident Fund benefit to employees is provided for on accrual basis and charged to Profit and Loss Account of the year. Gratuity is considered accrued and accounted for as per actuarial valuation. Leave Encashment is considered accrued and accounted for based on actuarial valuation report.

Signature to Notes 23 & 24

As per our report attached

For Shahade & Associates
Chartered Accountants
(Firm Reg.No.-109840W)

Atul Shahade
Partner
M No.35227
Mumbai : 29th May, 2017

Rajesh K Deherkar
Company Secretary &
Finance Controller
Membership No. A10783
Thane : 29th May, 2017

For and on behalf of the Board

Prabhakar S. Deodhar
Chairman & Managing Director
DIN : 00393117

Jayant N. Deo
Director
DIN : 00568381

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

(Amount in Rs.)

| Particulars | 2016-17 | 2015-16 |
|--|---------------------|---------------------|
| A CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit before tax and extra ordinary items | (124,489,942) | (175,884,445) |
| Adjustments For : | | |
| Depreciation | 15,611,298 | 16,204,028 |
| Provisions written back | - | (3,200) |
| Interest received | (1,451,487) | (1,849,602) |
| Dividend Received | (9,000) | (12,760) |
| Profit or Loss on Sale of Assets (Net) | 2,229,634 | 114,617 |
| Operating Profit before working capital changes | (108,109,497) | (161,431,362) |
| Adjustments for : | | |
| (Decrease) / Increase in Working Capital | 152,586,142 | 104,473,459 |
| | 44,476,645 | (56,957,903) |
| B CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets | (4,281,699) | (38,000) |
| Capital Work in Progress | (3,544,814) | - |
| Sale of Fixed Assets | 3,612,136 | 778,699 |
| (Purchase) / Sale of Other Investments | - | - |
| Net Cash used in Investing Activities | (4,214,377) | 740,699 |
| C CASH FLOW FROM FINANCING ACTIVITIES | | |
| Net Increase / (Decrease) in Borrowings | (73,041,044) | 118,605,852 |
| Interest received | 1,451,487 | 1,849,602 |
| Dividend Received | 9,000 | 12,760 |
| Provisions written back | - | 3,200 |
| Net Cash from Financial Activities | (71,580,557) | 120,471,414 |
| Net Increase / (Decrease) Increase in Cash and Cash Equivalent (A+B+C) | (31,318,289) | 64,254,212 |
| Opening Balance of Cash and Cash Equivalent - Aplab | 60,848,061 | (3,406,151) |
| | 60,848,061 | (3,406,151) |
| Closing Balance of Cash and Cash Equivalent | 29,529,772 | 60,848,061 |
| Net Increase / (Decrease) | (31,318,289) | 64,254,212 |

Notes:

- 1) The above Cash Flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard 3 "Cash Flow Statement."
- 2) Figures in brackets indicate outflow.

As per our report attached

For and on behalf of the Board

For Shahade & Associates
Chartered Accountants
(Firm Reg.No.-109840W)

Atul Shahade
Partner
M No.35227

Mumbai : 29th May, 2017

Rajesh K Deherkar
Company Secretary &
Finance Controller
Membership No. A10783

Thane : 29th May, 2017

Prabhakar S. Deodhar
Chairman & Managing Director
DIN : 00393117

Jayant N. Deo
Director
DIN : 00568381

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APLAB LIMITED

(CIN:L99999MH1964PLC013018)

Regd, Office: A-5, Aplab House, Wagle Estate, Thane - 400 604

Email: shares@aplab.com; Website: www.aplab.com; Tel: 022-67395588, Fax: 022-25823137

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Venue)

Folio No. : _____ No. of Shares : _____

Client ID : _____ DP ID : _____

Name of the attending member (in block letters)

Name of the proxy (in block letters)

(To be filled by the proxy attending instead of member)

I hereby record my presence at the 52nd Annual General Meeting of the Company to be held on Thursday, the 28th September, 2017 at 12.30 p.m. at Woodland Retreat, L.B.S. Marg, Near Mulund Check Naka, Thane (W.) - 400 604.

Member's / Proxy Signature

Note:

- 1) Interested joint members may obtain attendance slips from the Registered Office of the Company.
- 2) Members / Joint Members / Proxies are requested to bring the attendance slip with them.
- 3) Duplicate slip will not be issued at the entrance of the Auditorium.



FORM NO. MGT-11

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

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PROXY FORM

| |
|---------------------------------|
| Name of the member(s) _____ |
| Registered address _____ |
| E-mail ID _____ |
| Folio/DP ID-Client ID No. _____ |

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/her

2. Name _____
Address _____
E-mail ID _____ Signature _____ or failing him/her

3. Name _____
Address _____
E-mail ID _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 52nd Annual General Meeting of the company to be held on Thursday, the 28th September, 2017 at 12.30 p.m. at Woodland Retreat, L B S Marg, Near Mulund Checknaka, Thane (West) – 400 604 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Res.No. | Resolutions | For | Against |
|--------------------------|--|-----|---------|
| Ordinary Business | | | |
| 1 | Adoption of Financial Statements for the year ended 31 st March, 2017 | | |
| 2 | Re-appointment of Mrs. Amrita P. Deodhar who retires by rotation | | |
| 3 | Appointment of Auditors and fixing their remuneration | | |
| Special Business | | | |
| 4 | Appointment of Capt. Vilas W. Katre as Independent Director for 5 years. | | |

Signed this _____ day of _____ 2017

Signature of shareholder _____

Signature of Proxy holder(s) _____

**Affix
Re. 1/-
Revenue
Stamp**

- Notes:
1. 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 commencement of the Meeting.
 2. For the Resolution, Explanatory Statement and Notes, please refer to the Notice of the 52nd Annual General Meeting.
 3. It is optional to put a "X" in the appropriate column against the resolutions indicated in the box. If you leave the "For" or "Against" column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
 4. Please complete all details including details of member(s) in above box before submission.