



Aplab Limited	
47 th Annual General Meeting	
Day & Date	: Friday, 28 th September, 2012
Time	: 12.00 noon
Venue	: Hotel Tip Top Plaza, L.B.S. Marg, Near Check Naka, Thane (W) - 400 602.
Please bring this copy to the Annual General Meeting	

Contents	Page No.
Notice	2
Directors' Report	5
Corporate Governance	9
Auditors' Report	16
Balance Sheet	19
Statement of Profit & Loss	20
Notes to Balance Sheet	21
Note to Statement of Profit & Loss	27
Cash Flow Statement	39
Statement on Subsidiaries	40
Intel Instruments & Systems Ltd. - Annual Report	41
Spylogic Technologies Ltd. - Annual Report	58
Consolidated Balance Sheet	75
Consolidated Statement of Profit & Loss	75
Notes to Consolidated Balance Sheet	76
Notes to Statement of Profit & Loss	82

Aplab Limited

47th Annual Report 2011-2012

Board of Directors

P. S. Deodhar
Nishith Deodhar
Amit Goenka
A. G. Joshi
Jayant Deo
S. K. Hajela
A.P. Deodhar
Mukund Gulgali

Chairman
Managing Director
Director
Director
Director
Director
Additional Director
Additional Director

Company Secretary & Finance Controller

Rajesh K. Deherkar

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.

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	Gauhati	Kolkatta	Madurai	Pune	Trichy
Bhopal	Goa	Kannur	Mangalore	Raipur	
Bhuvaneshwar	Hubli	Lucknow	Nagpur	Ranchi	
Chandigarh	Indore	Ludhiana	Nashik	Secunderabad	

Auditors

M. P. Chitale & Co.
Chartered Accountants
Mumbai

Bankers

Corporation Bank,
Thane

Bank of Maharashtra,
Thane

Registrar & Transfer Agents

M/s. Adroit Corporate Services Pvt. Ltd.
19, 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

NOTICE

NOTICE IS HEREBY GIVEN THAT the Forty Seventh Annual General Meeting of Aplab Limited will be held at Hotel Tip Top Plaza, L B S Marg, Thane (West) – 400 602 on Friday the 28th September, 2012 at 12.00 noon to transact the following business:

Ordinary :-

1. To receive, consider and adopt the audited Annual Accounts for the year ended 31st March, 2012 together with the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Amit Goenka who retires by rotation and being eligible offers himself for re-appointment;
3. To appoint a Director in place of Mr. Jayant Deo who retires by rotation and being eligible offers himself for re-appointment;
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

Special :-

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution :

“RESOLVED THAT Mrs. Amrita Prabhakar Deodhar who was appointed as an Additional Director of the Company by the Board of Directors and who holds the office upto the date of this Annual General Meeting pursuant to the provisions of section 260 of the Companies Act, 1956 [“the Act”] is eligible for appointment and the company has received notice in writing pursuant to the provisions of section 257 of the Act from a member of the company proposing her 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 a Director of the Company, liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution :

“RESOLVED THAT Mr. Mukund Galgali who was appointed as an Additional Director of the Company by the Board of Directors and who holds the office upto the date of this Annual General Meeting pursuant to the provisions of section 260 of the Companies Act, 1956 [“the Act”] is eligible for appointment and the company has received notice in writing pursuant to the provisions of section 257 of the Act from a member of the company 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 a Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT subject to the approval of the company in the general meeting, the Company do exit the Fuel Dispenser Business of the company which is incurring losses and the assets pertaining to the Fuel Dispenser Business, if any be disposed of by way of an outright sale and pending contracts, if any for the maintenance of the fuel dispensers be assigned to Tokheim India Private Limited (Tokheim), pursuant to the offer made by Tokheim and the stock and the inventory be sold at a reasonable value.

RESOLVED FURTHER THAT subject to the consents, approvals and permissions being obtained from the appropriate authorities to the extent applicable or necessary, consent of the Company be and is hereby given pursuant to Section 293 (1) (a) of the Companies Act, 1956 to sell the Fuel Dispenser Business and the sale of the stock and the Inventory to Tokheim at such consideration and with effect from such date as the Board of Directors of the Company may think fit and that the Board of directors of the Company be and are hereby authorized to complete the sale and transfer of the said Fuel Dispenser Business with such modifications as may be required by any of the concerned authorities or which it may deem to be in the interest of the Company and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in the interest of the Company.

RESOLVED FURTHER THAT the Company do and hereby sub-lease the first floor of the building situated at Plot No. 12 in the T.T.C. (Kalwa) Industrial Area, within the village limits of Digha, Taluka, Thane to Tokheim for rent and for such period as may be considered appropriate by the board.

RESOLVED FURTHER THAT approval of the shareholders of the Company be and is hereby given for negotiating, executing the relevant agreements as mentioned below and such other documents as may be necessary in connection with the sale of the Fuel Dispenser Business.

1. Sale of Business Agreement;
2. Business Development Agreement;
3. Sub-lease Agreement;
4. License Agreement and
5. Co-operation Agreement

RESOLVED FURTHER THAT Mr. Nishith P. Deodhar, Managing Director be and is hereby authorized to finalize the terms and conditions of the agreements/documents and sign and execute the agreements and all other relevant agreements/documents on behalf of the Company and complete all formalities and do all such further acts and deeds to give effect to this resolution.

8. To consider and pass, with or without modification(s), the following resolution as a **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the consent of the shareholders of the company be and is hereby accorded for alteration of

Articles of Association in the manner and to the extent set out below:

That after existing Article 186 following new article 187 shall be inserted:

187- POSTAL BALLOT

The Company may pass such resolution by postal ballot in the manner prescribed by Section 192A of the Act, the Companies (Passing of the Resolution by Postal Ballot) Rules 2001, such other applicable provisions of the Act and including any statutory modifications or future amendments or re-enactment thereof. Notwithstanding anything contained in the provisions of the Act, the Company shall in the case of a resolution relating to such business, as the Central Government may, by notification relating to such business, as the Central Government may, by notification, declare to be conducted only by postal ballot, get such resolution passed by means of postal ballot instead of transacting such business in a General Meeting of the Company.”

By order of the Board

Place : Thane
Dated : 14th August, 2012

Rajesh K. Deherkar
Company Secretary &
Finance Controller

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

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.
2. The instrument appointing a proxy must be lodged at the registered office of the company at least 48 hours prior to the time fixed for the meeting.
3. The Register of Members and the Share Transfer Register of the company will remain closed from Friday, the 21st September, 2012 to Friday, the 28th September, 2012 (both days inclusive).
4. 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., 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Mumbai – 400 059. Tel : 28594060 / 28594442 / 28594428 Fax : 28503748
5. 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's Registrar & Share Transfer Agents in respect of their physical share folios.
6. The Company has already transferred, all unclaimed dividend declared upto 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 upto 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.
7. Pursuant to the provision of Section 205A of the Companies Act, 1956, as amended, dividend for the financial year ended 31st March, 1995 and thereafter, which remain unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government. It may also be noted that once the unclaimed dividend is transferred to the Central Government, as above, no claim shall lie in respect thereof. Accordingly Dividend for the year ended 31st March, 1995, 31st March, 1996, 31st March, 1997, 31st March, 2003 and 31st March, 2004 have already been transferred to the Investor Education and Protection Fund of the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 31st March, 2005, 31st March, 2006, 31st March, 2007, 31st March, 2008 and 31st March, 2009 are requested to make their claim to the Registered Office of the Company.
8. 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.
9. 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.
10. All documents referred to in the Notice and Explanatory statement are open for inspection at the Registered office of the company during office hours on all days except Saturdays, Sundays and public holidays between 11.00 a.m. and 1.00 p.m. upto the date of Annual General Meeting.
11. **The Members are requested to provide their e-mail IDs to the Registrar or Registered Office for facilitating speedy communication.**
12. As required under Clause 49 VI(A) of the Listing Agreement, the relevant information in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting is given in the Explanatory Statement of the Annual Report.

**EXPLANATORY STATEMENT :
(Pursuant to Section 173(2) of the Companies Act, 1956)****Item No. 5**

Mrs. Amrita Prabhakar Deodhar was appointed as an Additional Director of the company w.e.f. 19th January, 2012. In terms of section 260 of the Companies Act, 1956, Mrs. Amrita Prabhakar Deodhar holds office as Director upto the ensuing Annual General Meeting. However she is eligible for appointment under section 257 of the Companies Act, 1956. A notice has been received from a member signifying his intention to propose Mrs. Amrita Prabhakar Deodhar as candidate for the office of Director. Accordingly the Board commends the resolution at item no. 5 of the notice for the approval of members.

Except Mr. P.S. Deodhar, Mr. Nishith Deodhar and Mrs. Amrita P. Deodhar, none of the other Directors of the Company is in any way concerned or interested in the resolution

Item No. 6

Mr. Mukund Galgali was appointed as an Additional Director of the company w.e.f. 19th January, 2012. In terms of section 260 of the Companies Act, 1956, Mr. Mukund Galgali holds office as Director upto the ensuing Annual General Meeting. However he is eligible for appointment under section 257 of the Companies Act, 1956. A notice has been received from a member signifying his intention to propose Mr. Mukund Galgali as candidate for the office of Director. Accordingly the Board commends the resolution at item no. 6 of the notice for the approval of members.

Except Mr. Mukund Galgali, none of the other Directors of the Company is in any way concerned or interested in the resolution

Item No. 7

According to section 293 (1) (a) of the Companies Act, 1956, sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of such undertaking requires the approval of the shareholders by way of an ordinary resolution. The Company proposes to exit from the Fuel Dispenser Business and sell the stock and Inventory and lease of the premises situated at plot No. 12 in the T.T.C. (Kalwa) Industrial Area, within the village limits of Dighe, Taluka Thane to Tokheim India Pvt. Ltd. ("Tokheim") and is, therefore, seeking your consent for such proposal as contained in the ordinary resolution appended below.

Item No. 8

The Companies (Amendment) Act 2000 has added a new Section 192A to enable shareholders to exercise voting right by Postal Ballot in respect of matters as are/or may be prescribed by the Central Government from time to time. It is therefore proposed to incorporate a new clause 187 to enable the shareholders to cast their vote by way of Postal Ballot.

The Board of Directors recommend the resolution at item no. 8

of the notice for members approval as a Special Resolution.

None of the Directors of the Company is, in any way concerned or interested in the said resolution.

INFORMATION AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS BEING APPOINTED/RE-APPOINTED**Mr. Amit Goenka – Independent Director**

Mr. Amit Goenka is a graduate of Business Administration from the Apeejay Institute of Marketing, New Delhi having more than 13 years working experience. He has developed keen expertise in pursuing Business Opportunities and developing Market Strategies during the course of his association with Essel Group. He has been associated with Zee Group investment and restructuring strategic projects.

He is also Director in 1.Agrani Wireless Services Ltd., 2.ASC Telecommunications Ltd., 3.Essel Ship Breaking Ltd., 4.Spras Properties Ltd., 5.Digital Media Convergence Ltd., 6.Wire and Wireless (India) Ltd.7.Essel Entertainment Media Ltd., 8. Bioscope Cinemas Pvt. Ltd., 9. Dakshin Media Gaming Solutions Pvt. Ltd., 10.Devlok Properties Pvt. Ltd., 11.Dew Drops Properties Pvt. Ltd., 12.E-City bioscope Entertainment Pvt. Ltd., 13.E-Cool Gaming Solutions Pvt. Ltd., 14.Kalakosh Auctions Pvt. Ltd, 15. Kenlott Gaming solutions Pvt. Ltd., 16.Kwikwin Gaming Solutions Pvt. Ltd., 17.Tashi Delek Gaming Solutions Pvt. Ltd., 18. Ultra Entertainment Gaming Solutions Pvt. Ltd., 19.Widescreen Holdings Pvt. Ltd., 20.Western M P Infrastructure & Toll Roads Pvt Ltd., 21.Bombay Rangers Football Pvt. Ltd., 22.Delhi Football Club Pvt Ltd., 23.Mumbai Football Club Pvt. Ltd., 24.Bombay Mobile Softwares Pvt. Ltd, 25.Vasant Sagar Properties Pvt Ltd., 26.Essel Sports Pvt Ltd., 27.Agrani Telecom Limited,

Mr. Jayant Deo – Independent Director

Mr. Jayant Deo is a Mechanical Engineer having Post Graduation in Industrial Engineering and Financial Management. He is having 40 years of working experience. He is a Member of World Energy Council and Fellow Member of Institution of Engineers (India)

He is also Managing Director in Indian Energy Exchange Ltd.

Mrs. Amrita P. Deodhar

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 a commercial successes.

She is also Director in 1. Origin Instrumentation Pvt. Ltd., 2. Deodhar Electro Design Pvt. Ltd. 3. Printquick Pvt. Ltd. and 4. Devize (India) Pvt. Ltd.

Mr. Mukund Galgali

Mr. Mukund Galgali, a Chartered Accountant and Company Secretary with over 15 years experience is having rich expertise in the fields of Finance and Accounts, Audit and Corporate Laws. Mr Galgali has been associated with Essel Group for nearly a decade and handled various assignments relating to Operational and process improvement projects, Management audit, review of controls, ERP systems, Corporate restructuring, outsourced Finance and HR services etc. in India and overseas. Mr. Galgali during his CA practice has also served varied clients in industries such as Consumer Durables, Pharmaceuticals, Packaging etc. in India and overseas.

He is also Director in 1. Digital Venture Pvt. Ltd., 2. Bhilwara Telenet Services Pvt. Ltd. 3. Premier Finance and Trading Company Ltd.

By order of the Board

Place : Thane
Dated : 14th August, 2012

Rajesh K. Deherkar
Company Secretary &
Finance Controller

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

DIRECTORS' REPORT

To the Members
Your Directors present their 47th Annual Report and the Audited Accounts for the year ended 31.03.2012

	(Rs. in Lacs)	
	<u>31-03-2012</u>	<u>31-03-2011</u>
Profit before finance cost, depreciation and tax	1187.81	924.58
Finance Cost	884.38	617.35
Depreciation	231.80	184.25
Profit/(Loss) before tax	71.63	122.98
Provision for income tax	-	-
Deferred Tax Liability/(Asset)	-	-
Net Profit/(Loss)	71.63	122.98
Amount available for appropriations	-	-
Appropriations :	-	-
1. General Reserve	-	-
2. Proposed Dividend	-	-
3. Tax on Dividend	-	-

REVIEW OF OPERATIONS

During the year under review the Company could achieve turnover of Rs. 9,564.20 Lacs against Rs. 11,416.56 Lacs of previous year. The reduction in turnover is mainly due to the lack of cooperation from a section of employees who eventually resorted to an illegal strike. This has significantly affected sales in a crucial fourth quarter. During the year orders from oil companies also reduced drastically. Sales of other products have been at par with previous year. Though there is reduction in turnover, profit before tax of Rs. 71.63 Lacs is achieved against Rs. 122.98 Lacs of previous year.

FINANCE

The cost of finance has continued to increase in the year under review. The Reserve Bank of India's maintenance of high lending rates for financial institutions coupled with a lower turnover and corresponding realisation from receivables during the year, has kept your company's liquidity position under tremendous pressure. Directors are making every effort to control costs by better working capital management to the extent possible and expense reductions.

DIVIDENDS

The year under review has generated a net profit of Rs. 71.63 Lacs. The Board felt it appropriate to defer recommendations of any dividend till adequate profits are made to clear the deficit in the Profit & Loss Account, (P.Y. Nil).

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This Report also includes Management Discussion & Analysis and the Report is thus a composite and comprehensive document

A. Industry Structure and Developments:

Just like the past few years, the electronics manufacturing sector in India continues to be under tremendous pressure. High inflation and spiraling commodity prices continue to put an upward pressure on our wage bill, with consequent lower margins for our products. RBI's continued focus on reducing inflation has meant that key lending rates have been kept at similar high levels as the previous year. The markets your company operates in, continue to be extremely competitive with little advantage in local manufacturing. Your company's sales margins continue to be impacted. The increase in material costs without much scope for increasing selling prices continues to challenge your company's push towards profitable growth. The problems faced by Indian manufacturers range from poor infrastructure like non availability of power, complex State, Centre and local taxes, rules & regulations, corruption, bureaucratic hurdles and lack of promotional policies. Additionally, towards the end of this fiscal year your company started seeing a slowing in Govt. spending. We expect this to pick up again, especially in the areas of Defence. The Middle East and Africa look increasingly attractive as markets for your company's products. Your company is looking at exploring opportunities in these new markets.

B. Opportunities and Threats to your company:

Your company continues to explore opportunities in the PV Solar market. With the recent slump in PV Solar module prices, your company now intends to focus on the smaller, but more lucrative off-grid solar market.

Your company's banking and retail automation products continue to see increasing interest from the industry. Banks in particular are keen to look automation and self-service kiosks, as they expand their rural networks, the number of customers they service increase and transaction volumes exponentially increase. We expect a substantial rise in business in the coming year.

Test and Measurement division should see some growth as the defence sectors starts some long awaited major defense equipment purchases. Your company is also looking to increasing its share of the OEM power supply business to this sector.

The UPS division makes a major portion of your company's business however unfortunately margins are under the most pressure for this market segment. Your company is going to increasingly focus on industrial and customized UPS systems in newer geographies, where the company can command better margins.

Your company's fuel dispenser products have seen sales margins hampered by high input costs and increased competition. Also, maintaining a pan-India service network without a corresponding increase in service revenues makes the business environment extremely challenging. Your company is evaluating all options to increase the viability of this business. Your company has already begun to start marketing some of its solar products and power electronics equipment to this market segment.

C. Threats

General economic conditions of inflation, severe competition within India and from outside, increasing material prices and labour costs continue to be major threats. Cost of borrowings continues to rise and is likely to continue to do so in the midterm as high lending rates mean lesser liquidity. Our interest burden continues to put pressure on our net profits and the company is exploring all options to reduce its debt burden.

Service revenue margins continue to be under tremendous pressure as payroll and transportation makes up the major cost for this revenue. Both have seen significant rise due to high inflation and fuel price rises.

If the emerging euro crisis expands and pushes some of these into recession, then your company's exports are further likely to be hampered.

COMPANY PERFORMANCE

D. Performance Balance Sheet:

During the year under review your company achieved sales of Rs.9564.20 Lacs and earned profit of Rs.1187.81 Lacs before Interest, Depreciation and Tax as compared to sales of Rs. 11416.56 Lacs and Profit of Rs. 924.58 Lacs before Interest, Depreciation and Tax in the previous year. Though turnover is reduced concentration on product mix resulted in better gross margin. There has also been increase in the finance costs because of constant enhancement by the Reserve Bank of India in the borrowing rates for the banks along with lower turnover and corresponding collection from receivables. An efficient Management of available technical, financial, human resources would be bringing in improvement in the current year.

E. Internal control systems and their adequacy:

The Company has a proper and adequate system of controls

in order to ensure that all assets are guarded against loss from unauthorized use or disposal and the transactions pertaining to the assets are properly documented and recorded. The internal control systems are designed to ensure that all the records in the organization are reliable and adequate in order to prepare the financial statements and maintaining accountability. The internal control systems are supplemented by Internal Audit by a firm of Chartered Accountants and also monitoring by the Executive Directors. The Audit Committee also reviews this and the observations of Internal Auditors in the periodical meetings.

F. Financial Performance:

The cost of finance has been continued to increase in the year under review. The Reserve Bank of India's frequent enhancement in the borrowing costs for the financial institutions may increase further the finance cost in the current year. The liquidity position of the company has been under continuous stress during the current year. During the year carried forward losses of earlier year are marginally reduced. Directors are making every effort to control the cost by better working capital management.

G. Human Resources/Industrial Relations

Your company treats human resources as an important valuable asset for the growth of the organization and keeping this in view every effort is being made to retain and attract best talent in the industry to cater current and future business needs. Industrial relations have suffered in the last quarter, and from the 23rd of March 2012, a section of employees comprising of about 130 employees, went on an illegal strike and hampered the performance for the year.

SUBSIDIARY COMPANIES

Intel Instruments & Systems Limited

Intel Instruments & Systems Limited, the export subsidiary at SEZ recorded turnover of Rs. 262.82 Lacs during the year as against Rs.370.21 Lacs during the previous year. The operations for the year have resulted in a loss of Rs. 252.71 Lacs as against loss of Rs. 88.75 Lacs in the previous year. The company is evaluating cost cutting measures and retrenchment programmes to bring the company back to profitability.

Sprylogic Technologies Limited

Sprylogic Technologies Limited, the IT subsidiary recorded turnover of Rs. 165.62 Lacs during the year as against Rs.184.14 Lacs in the previous year. The operations during the year have resulted into a profit before tax of Rs. 7.01 Lacs as against profit before tax of Rs.5.72 Lacs during the previous year.

AUDITORS REPORT

Your Directors would like to invite your attention to paragraph 2 and 6 of the Auditors Report and clarify as under:-

Due to inadequate turnover Intel made a loss of Rs. 252.71

Lacs for the year under review as against loss of Rs. 88.75 Lacs in the previous year. The Directors are making efforts to improve the performance in coming years, through cost cutting, increasing productivity and increasing sales. Exposing Intel's products to foreign countries where specifications and quality standards are stringent brings some indirect benefits to Aplab. This enables Aplab to use latest technology for domestic market and keep Aplab ahead of the competitors.

There is no default in paying gratuity and leave encashment to employees leaving the Company on superannuation or otherwise. As on Balance Sheet date the fund amount available with LIC is Rs.33.82 Lacs. The Company shall contribute/fund past gratuity liability in the coming years.

FIXED DEPOSITS

During the year, fixed deposits of Rs. 77.98 Lacs were accepted and Rs. 204.30 Lacs were renewed pursuant to provisions of section 58A of the Companies Act, 1956. As at year end the Fixed Deposits amounting to Rs.17.17 Lacs remained unclaimed.

DIRECTORS

During the year Mrs. A.P. Deodhar and Mr. Mukund Galgali (ZEE Nominee), joined the Board as Additional Directors.

Mrs. Neelam K. Kumar resigned as Executive Director from the Board. The Board appreciates her valuable guidance and co-operation received during her tenure.

In accordance with the clause 132 of the Articles of Association of the Company, Mr. Amit Goenka and Mr. Jayant Deo are liable to retire by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

AUDITORS

The Auditors, M/s M.P.Chitale & Co., Chartered Accountants, (ICAI Registration No.101851W) retire at the forthcoming Annual General Meeting. M/s. Shahade & Associates, (ICAI Regn. No. 109840W) have furnished a certificate confirming their eligibility for appointment under Section 224 of the Companies Act, 1956 and have expressed their willingness for appointment as statutory Auditors. You are requested to appoint the Auditors for the current year and fix the remuneration.

CORPORATE GOVERNANCE

Your Company is committed towards the Corporate Governance pursuant to the provisions of Clause 49 of the Listing Agreement. A separate report on Corporate Governance is annexed herewith for your ready reference. The Auditors have examined the Company's compliance and their certificate is reproduced in the report.

DIRECTORS' RESPONSIBILITY STATEMENT

As per Companies amendment Act, 2000, under Section 217(2AA) of the Companies Act, 1956, your Directors'

subscribe to the "Directors' Responsibility Statement" and confirm as under:

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- iii) that the Directors had taken proper and sufficient care for the 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 fraud and other irregularities;
- iv) that the Directors had prepared the annual accounts on a going concern basis.

The Company's Internal Auditors have conducted periodic audits to ensure that established policies and procedures have been followed. The Audit Committee met Internal Auditors periodically to review Internal Controls and Financial Reporting System.

LISTING OF SECURITIES

The Securities are listed on the stock exchanges at Mumbai, Delhi, Chennai & Pune.

PERSONNEL

During the month of March 2012 a section of employees resorted to illegal strike having affected performance of power electronics department.

The Board appreciates the co-operation and team spirit in the Management Cadre and other employees of the company.

PARTICULARS OF EMPLOYEES

Information as required under the provisions of Section 217 (2A) of the Companies Act, 1956(the Act) and the rules framed there under forms part of this report. However during the year under review, the Company had no employee covered by Section 217 (2A) of the Companies Act, 1956.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO

A statement furnishing the information as required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed hereto.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation of the valuable co-operation and support extended during the year

by the Company's Bankers, various Government Bodies and also from the Business Partners like Customers, Suppliers, Shareholders and other well-wishers.

For and on behalf of
the Board of Directors

Thane
14th August, 2012

Nishith Deodhar
Managing Director

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:

- a) Solar based inverters and industry unique parallel solar architectures.
- b) High efficiency consumer home inverters.
- c) Industrial Battery Chargers.

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.

3. 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

1. Research & Development in Power Electronics

Most of your company's R&D focus for the next few years

	(Rs. in Lacs)	
	31-03-2012	31-03-2011
Capital Expenditure	Nil	Nil
Revenue Expenses	46.94	41.34
TOTAL	46.94	41.34
Total R & D Expenses as a percentage to turnover	0.49%	0.37%

FOREIGN EXCHANGE EARNINGS AND OUTGO:

The earnings and outgo in foreign exchange are as follows:

Earnings (FOB Value) (Rs. 528.69) Previous Year	Rs. 392.33 Lacs
Outgo (CIF Value of imports plus expenses) (1685.08) Previous Year	Rs. 1415.77 Lacs

For and on behalf of
the Board of Directors

Thane
14th August, 2012

Nishith Deodhar
Managing Director

REPORT ON CORPORATE GOVERNANCE (Pursuant to Clause 49 of the Listing Agreement)

1. Company's philosophy on Code of Governance

The Company's philosophy of Corporate Governance is aimed at adhering to good Corporate Governance practices promulgated by the Securities and Exchange Board of India (SEBI).

As a listed Company, Aplab Limited strives to adhere to the requirements of the Listing Agreement. It has complied in all material requirements of Corporate Governance specified in the Listing Agreement with the Stock Exchanges, where Company's shares are listed.

2. Board of Directors – Composition

As on the date of this report, the Board of Directors of your Company consists of eight members, comprising of one Executive Director and seven Non-executive Directors. No director is a member of more than ten committees or Chairman of more than five committees across all companies in which they are directors. The details are as under:

Name	Executive/Non Executive Independent	Number of outside Directorships	Total no. of membership In Committees	Number of Chairmanship in Committees
Mr. P.S. Deodhar	Non Executive	1	3	1
Mr. Nishith Deodhar	Executive	1	-	-
Mrs. Neelam K. Kumar*	Executive	-	-	-
Mr. Amit Goenka	Independent & Non-Executive	9	1	-
Mr. A.G. Joshi	Independent & Non-Executive	7	9	5
Mr. Jayant Deo	Independent & Non-Executive	1	3	1
Dr. S.K. Hajela	Independent & Non-Executive	-	2	-
Mrs. A.P. Deodhar	Non Executive	-	-	-
Mr. Mukund Galgali	Independent & Non-Executive	1	-	-

* Resigned as Executive Director with effect from 3rd May, 2012.

Board Meetings held during the year:

During the year under review five Board Meetings were held on 5th May, 2011, 11th August, 2011, 12th November, 2011, 19th January, 2012 and 13th February, 2012 respectively. The attendance at Board Meetings held during the Financial Year 2011-12, and at the last Annual General Meeting (AGM):

Name	Number of Board Meetings attended	Attendance at the last Annual General Meeting
Mr. P.S. Deodhar	3	Yes
Mr. Nishith Deodhar	5	Yes
Mr. S.A. Joshi	1	No
Mrs. Neelam K. Kumar	5	Yes
Mr. Amit Goenka	-	No
Mr. A.G. Joshi	5	Yes
Mr. Jayant Deo	5	Yes
Dr. S.K. Hajela	1	No
Mrs. A.P. Deodhar	2	Appointed during the year
Mr. Mukund Galgali	2	Appointed during the year

3. Audit Committee

The Audit Committee has been constituted as per Section 292A of the Companies Act, 1956 and the guidelines set out in the listing agreements with the Stock Exchanges. The Audit Committee was constituted in the year 2001. The terms of reference of the Audit Committee are as per the requirement of the Companies Act, 1956 and the listing agreements with the stock exchanges and mainly include review of the following in coordination with Management, Internal Auditors and Statutory Auditors:

- (a) Changes in accounting policies and practices
- (b) Major accounting entries based on exercise of judgement by management
- (c) Qualifications in draft audit report
- (d) Significant adjustments arising out of audit
- (e) The going concern assumption
- (f) Compliance with stock exchanges and legal requirements concerning financial statements
- (g) The adequacy of internal control systems
- (h) Company's financial and risk management policies

The present Audit Committee consists of three Independent Directors. Mr. A.G. Joshi is the Chairman of the Committee. Mr. Jayant Deo and Dr. S.K. Hajela are the other members of the Committee. All the members have financial and accounting knowledge.

During the year under review four meetings of the Audit Committee were held i.e. on 5th May, 2011, 11th August, 2011, 12th November, 2011 and 13th February, 2012 respectively.

The attendance of each member of the Committee is given below:

Name of Director	No. of Meetings held	No. of Meetings attended
Mr. A.G. Joshi	4	4
Mr. Jayant Deo	4	4
Dr.S.K.Hajela	4	0

4. Remuneration Committee

The Remuneration Committee was constituted on 7th May 2002 to consider and fix, from time to time, the remuneration payable to the Managing / Whole-time Directors.

The present Remuneration Committee consists of three Independent Directors. Mr. A.G. Joshi is the Chairman of the Committee. Mr. Jayant Deo and Dr. S.K. Hajela are the other members of the Committee.

One meeting of the Remuneration Committee was held during the year on 11th August, 2011.

The attendance of each member of the Committee is given below:

Name of Director	No. of Meetings held	No. of Meetings attended
Mr. A.G. Joshi	1	1
Mr. Jayant Deo	1	1
Dr.S.K.Hajela	1	0

Remuneration Policy

The Remuneration Committee seeks to ensure that the Company's Remuneration policies and practices permit fairness and balances appropriate caliber, skills and responsibilities visa-vis the comparative remuneration package with reference to the industry and the size of the company.

(a) Whole-time Directors / Executive Directors

The Remuneration Committee is authorized to recommend the remuneration of the Executive Directors, subject to the approval of Shareholders and Central Government if required. The Remuneration structure of the Executive Directors comprises of Salary, Performance Incentives, Allowances, Commission and Perquisites. The Executive Directors are paid remuneration as per the agreements entered into between them and the company.

Details of Remuneration paid/payable to Executive Directors for the financial year ended 31st March, 2012

Name	Salary & Allowances	P F and Gratuity	Perquisites	Total
Mr. Nishith Deodhar	13,80,000	1,44,000	16,13,941	31,37,941
Mr. S.A. Joshi	9,04,645	48,000	4,00,413	13,53,058
Mrs. N.K. Kumar	15,47,600	1,72,200	4,98,358	22,18,158

The Company does not have a scheme for Stock options either for the directors or the other employees.

(a) Non-Executive Directors

Non-Executive Directors received Sitting Fees as follows

Name	Sitting Fees		Total
	Board Meeting	Committee Meeting	
Mr.P.S.Deodhar	40000	-	40000
Mr. A.G. Joshi	70000	62500	132500
Mr. Jayant Deo	70000	62500	132500
Dr. S.K. Hajela	15000	-	15000
Mrs. A.P. Deodhar	30000	-	30000

5. Shareholders/Investors' Grievance Committee

The Investors' Grievance Committee of the Company was formed on 7th May 2002 comprising of Non-executive Directors. The Investors' Grievance Committee facilitates prompt and effective redressal of shareholders' complaints and reporting of the same to the Board periodically.

The present Investors' Grievance Committee consists of three Independent Directors. Mr. Jayant Deo is the Chairman of the Committee. Mr. Amit Goenka and Mr. A.G. Joshi are the other members of the Committee.

During the year under review four meetings of the Committee were held i.e. on 5th May, 2011, 11th August, 2011, 12th November, 2011 and 13th February, 2012 respectively. The Committee also reviews the functioning of Share Transfer Committee for approving share transfers, transmission, transposition, issue of duplicate share certificates and matters pertaining to investors' grievances. The attendance of each member of the Committee is given below:

Name of Director	No. of Meetings held	No. of Meetings attended
Mr. A.G. Joshi	4	4
Mr. Amit Goenka	4	-
Mr. Jayant Deo	4	4

During the year the company received no complaints from the shareholders. As on date no complaints are pending except one case of earlier years about stay on transfer of shares awaiting Court order.

6. General Body Meetings

The last 3 years Annual General Meetings of the Company was held on the following dates, time and venue:

Meeting	Date	Time	Venue
46 th AGM	29 th September, 2011	12.30 p.m.	Hotel Tip Top Plaza, L B S Marg, Thane
45 th AGM	24 th September, 2010	12.30 p.m.	Hotel Tip Top Plaza, L B S Marg, Thane
44 th AGM	25 th June, 2009	12.30 p.m.	Hotel Satkar Residency, Thane

During the year no resolutions were passed through Postal Ballot.

Disclosure

Disclosures on materially significant related party transactions i.e. transactions of the company of material nature, with its Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the company at large – The details are provided in Additional Note 26 under item no. 10 in accordance with the provisions of Accounting Standard 18. The Register of Contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval.

No strictures have been imposed on the Company by any regulatory authority for non-compliance of any laws during last three years.

7. Means of Communication

The quarterly financial results of the company were published during the year under review in leading national newspapers and also on the web site of Stock Exchange.

Management Discussion and Analysis Report forms part of this Annual Report

8. General Shareholder Information

Annual General Meeting

The 47th Annual General Meeting of the Company will be held on Friday the 28th September, 2012 at 12.00 noon at Hotel Tip Top Plaza, L.B.S. Marg, Near Check Naka, Thane (W) - 400 602.

Financial Calendar for the year 2012- 2013 (Provisional)

1	Results for the 1 st quarter ending 30 th June, 2012	On or before 14 th Aug., 2012
2.	Results for the 2 nd quarter ending 30 th Sept., 2012	On or before 14 th Nov., 2012
3.	Results for the 3 rd quarter ending 31 st Dec., 2012	On or before 14 th Feb., 2013
4.	Results for the financial year ending 31 st March, 2013	On or before 14 th May, 2013
5.	A G M for the year ending March, 2013	On or before 30 th Sept., 2013

Date of Book Closure

The Register of Members and the Share Transfer Register of the company will remain closed from Friday, the 21st September, 2012 to Friday, the 28th September, 2012 (both days inclusive).

Stock Exchange Listing

The Company's shares are presently listed in Mumbai, Pune, Delhi and Madras Stock Exchanges.

Stock Code

Mumbai Stock Exchange	517096
Demat ISIN Number	INE273A01015

Market Price Data

The monthly high & low quotations of shares traded at Mumbai Stock Exchange during the financial year 2011-2012 are

Period	High	Low	Monthly Turnover of shares traded
April, 2011	36.80	26.35	27764
May, 2011	44.70	30.05	125191
June, 2011	43.85	36.05	41269
July, 2011	41.90	36.45	27311
August, 2011	39.00	29.60	32180
September, 2011	40.75	31.00	35986
October, 2011	34.45	27.10	15231
November, 2011	34.20	24.60	6299
December, 2011	32.95	23.45	17741
January, 2012	29.75	22.80	8989
February, 2012	28.00	22.75	50438
March, 2012	28.35	22.00	21065

Registrar and Transfer Agents

Members are requested to contact the Registrar and Share Transfer Agents for all matters connected with the Company's shares services at : M/s Adroit Corporate Services Pvt. Ltd., 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Mumbai – 400 059, Telephone: 28594060 / 28594442 / 28594428, Fax: 28503748

Share Transfer System

The Company's shares are traded on the Stock Exchanges compulsorily in demat mode. The applications for transfer/transmission/transposition/deletion of shares in physical form are processed by the Registrar and Share Transfer Agents of the Company and are returned after the registration of transfers within 30 days from the date of receipt, subject to validity of all documents lodged with the company. The application for transfer of shares under objection are returned within a period of 10 days. The transfer applications are approved at regular intervals.

Income Tax PAN card mandatory for Transfer/Transmission/Deletion/Transposition of securities held in physical form.

The Securities Exchange Board of India (SEBI) vide its circular nos. MRD/DoP/Cir-05/2009 dated 20th May, 2009 and SEBI/MRD/DoP/SE/TRA/Cir-03/2010 dated 7th January, 2010 has made it mandatory to furnish a copy of Income Tax PAN card to the Company/the Registrars for Transfer/Transmission/Deletion/Transposition of securities held in physical form.

Distribution Schedule of Shareholding as on 31st March, 2012

No. of Shares	No. of Holders	% of Shareholders	No. of Shares	% of Shareholding
Up to - 500	4276	88.81	626539	12.53
501 – 1000	296	6.15	237649	4.75
1001 – 2000	120	2.49	188852	3.78
2001 – 3000	41	0.85	103681	2.07
3001 – 4000	15	0.31	52281	1.05
4001 – 5000	18	0.37	81989	1.64
5001 – 10000	18	0.37	119346	2.39
10001 & above	31	0.65	3589663	71.79
T O T A L	4815	100.00	5000000	100.00

Pattern of Shareholding as on 31st March, 2012

CATEGORY	NO.OF SHARES	% TO TOTAL CAPITAL
Directors	1069715	21.40
Directors / Promoters' Relatives	80551	1.61
Promoters	1321200	26.42
Employees	2050	0.04
NRI'S	62153	1.24
NRI Corporate Bodies	1500	0.03
Corporate Bodies	68209	1.37
Associate Corporate Bodies	519499	10.39
Mutual Funds	2300	0.05
Clearing Member	1709	0.03
Corporate Bodies – Brokers	7108	0.14
Public	1864006	37.28
T O T A L	5000000	100.00

Dematerialization of Shares

The Company's equity shares are included in the list of companies whose scrips have been mandated by SEBI for settlement only in dematerialized form by all investors. The Company has signed agreements with National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and Adroit Corporate Services Pvt. Limited to offer Depository services to its shareholders and has paid their respective charges for the benefit of its members. As on 31st March 2012, 93.62% of the equity share capital of the Company has been dematerialized.

Plant Locations:

Thane	-	A-1, A-3, A-5, A-6 & B-92, Wagle Industrial Estate, Thane – 400 604.
Navi Mumbai	-	Plot No. 12, Vill. Digha, Thane Belapur Road, Navi Mumbai-400708
Pune	-	6 & 18, Electronics Sadan II, Bhosari, Pune – 411 026
	-	EL-15, Bhosari, Pune - 411026

Address for Correspondence:

Registered Office	:	A-5, Aplab House, Wagle Industrial Estate, Thane – 400 604
Tel. Nos.	:	022 – 6739 55 88 Ext. 588
Fax No.	:	022 – 25823137
E-mail	:	shares@aplab.com OR response@aplab.com
Web	:	www.aplab.com

Shareholders are requested to address their correspondence to the Company's Registrar and Share Transfer Agents as mentioned above and for any queries contact persons are Mrs. Veena Shetty or Mr. Pratap Pujare. Shareholders may also contact Mr. A. Ramesh Babu, Sr. Secretarial Executive at the registered office of the company for any assistance.

Nomination Facility

Individual Shareholders can now avail of the facility of nomination. A Nominee shall be the person in whom all rights of transfer and/or amount payable in respect of the shares shall vest in the event of the death of the shareholder(s). A minor also can be a nominee provided the name of the guardian is given in the nomination form. The facility of nomination is not available to non-individual shareholders such as Bodies Corporate, Financial Institutions, Kartas of HUF and holders of Power of Attorney.

CODE OF CONDUCT

The Code of Conduct was published in the Balance Sheet for the financial year ended 31st March, 2007 and is also hosted on the website of the Company. The same shall be followed by the Directors and senior management employees of the Company.

All the Directors and senior management personnel of the Company have confirmed compliance with the Code of Conduct of the Company.

CEO/CFO Certification:

We hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;
 2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
1. significant changes in internal control during the year;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

For Aplab Limited

Nishith P. Deodhar
Managing Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Member of Aplab Limited

We have examined the compliance of the conditions of Corporate Governance by Aplab Limited (the Company) for the year ended 31st March, 2012 as stipulated in Clause 49 of the said Company with Stock Exchanges in India.

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

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

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders / Investors Grievance Committee as at the year end.

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

For M.P. Chitale & Co
Chartered Accountants

Thane
August 14, 2012

Ashutosh Pednekar
Partner
ICAI M No. 41037

AUDITORS' REPORT

We have audited the attached Balance Sheet of Aplab Limited as on March 31, 2012, the Profit and Loss Account and the Cash Flow Statement for the year ended on that date all of which we have signed under reference to this report. These financial statements are the responsibility of the management of the Company. Our responsibility is to express an opinion on these financial statements based on our audit.

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

We report as follows:-

1. As required by the Companies (Auditor's Report) Order, 2003 and as amended by Companies (Auditor's Report) (Amednment) Order, 2004 (together the "Order") issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956 we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. *We invite reference to the accumulated losses of the wholly owned subsidiary, Intel Instruments & Systems Ltd. (Intel), impacting the realisability of the Company's Investment Rs. 225 lacs (P.Y. Rs.225 lacs), Debtors Rs. 338.56 lacs (P.Y. Rs. 326.39 lacs) and Loans & Advances Rs. 422.62 lacs (P.Y. Rs. 219.72 lacs). This is also a matter referred to in our audit report for the previous year 2010-11.*
3. 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.
4. In our opinion, proper books of accounts as required by law have been kept by the Company, so far as appears from our examination of these books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
5. The Balance Sheet and Profit and Loss Account and the Cash Flow Statements dealt with by this report are in agreement with the books of accounts.
6. In our opinion and to the best of our knowledge and according to the explanations given to us, the Balance Sheet, Profit & Loss Account and the Cash Flow Statement comply with the accounting standards referred to in Section 211 (3C) of the Companies Act, 1956 to the extent applicable *subject to non-compliance with AS-15 which requires accounting for accrued liability towards employment benefits including gratuity. As per the Company's accounting policy in this regard, gratuity is recognized when contribution is made to the Group*

Gratuity Scheme. The year-end amount payable to LIC under this scheme not recognized in the financial statements is Rs 860.44 lacs.

7. On the basis of the written representations received from the Directors as on March 31, 2012 which have been taken on record by the Board of Directors, we report that none of the Directors is disqualified as on March 31, 2012 from being appointed as a Director in terms of Section 274(1)(g) of the Companies Act, 1956.
8. *We further report that, without considering our observations at Para 2 above, the effect of which could not be determined, had the observations made by us in Para 6 above been considered while compiling accounts for the year, the profit after tax of Rs.71.62 lacs for the year would have resulted into a loss of Rs 788.82 lacs and balance of Reserves and Surplus would have been Rs1,302.02 lacs as against the reported figure of Rs 2,162.46 lacs. Considering this, in our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet and Profit and Loss Account read with the notes thereon give the information required by the Companies Act, 1956 in the manner so required; and do not give a true and fair view:*

- in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2012,
- in the case of the Profit and Loss Account, of the profit for the year ended on that date
- in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For M P Chitale & Co.
Chartered Accountants
ICAI FRN:101851W

Ashutosh Pednekar
Partner
ICAI M. No. 41037

Thane,
August 14, 2012

ANNEXURE TO THE AUDITORS' REPORT

(Annexure referred to in Paragraph 1 of our report of even date on the accounts for the year ended 31st March 2012 of Aplab Limited)

- i. (a) The Company has maintained reasonable records showing full particulars including quantitative details and situation of fixed assets.
- (b) Physical verification of some items of fixed assets was conducted by the management during the year and we are informed that no material discrepancies were noticed on such verification.
- (c) During the year, Company has not disposed of any substantial/major part of fixed assets.
- ii. (a) As explained to us, the inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of inventory, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been properly dealt with in the books of account.
- iii. (a) According to the information and explanations given to us, the Company has not granted any loan to parties listed in the Register maintained under Section 301 of the Companies Act, 1956. Consequently, the requirements of Clause (iii) (a) to (iii) (d) are not applicable.
- (b) According to the information and explanations given to us, the Company has taken unsecured loans amounting to Rs.961 lacs from its Directors who are listed in the register maintained under section 301 of the Companies Act, 1956.
- (c) The rate of interest and other terms and conditions of these loans taken are prima facie not prejudicial to the interest of the Company.
- (d) In respect of loans taken repayment of principal and payment of interest are not stipulated.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to the purchase of inventory and fixed assets, and with regard to the sale of goods. On the basis of our examination and according to the information and explanations given to us, we have neither come across nor have been informed of any instance of major weakness in the aforesaid internal control procedures.
- v. In respect of transactions entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956,
- (a) Based on audit procedures applied by us, to the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the particulars of contracts / arrangements that needed to be entered into the register maintained under Section 301 have been so entered.
- (b) According to the information and explanations given to us the transactions of purchase and sale of goods made in pursuance of such contracts / arrangements with some parties / companies listed in the register maintained under section 301 are for specialized items for which alternative sources of supply are not readily available; as such comparison of prices could not be made. However, as certified by the management, these transactions are at competitive prices considering the quality and non standard nature of products and terms of payment and other commercial considerations.
- vi. In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India, the provisions of Section 58A and 58AA of the Companies Act, 1956 and the rules framed thereunder with regard to the deposits accepted from the public.
- vii. In our opinion, the Company has an internal audit system commensurate with the size and the nature of its business.
- viii. We have broadly reviewed the books of account maintained by the Company relating to the manufacture of electronic products and components thereof. We have not made an examination of the cost records required to be maintained under companies (Cost Accounting Records) rules 2011 in respect of their accuracy and completeness as the company is in the process of obtaining the compliance report of the cost accountant.
- ix. (a) According to the records of the Company and information and explanations given to us, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income tax, Wealth tax, Service tax, Customs Duty, Excise Duty, cess and other statutory dues with the appropriate authorities during the year, *though there is a slight delay in few cases*. There are no undisputed statutory dues outstanding as of March 31, 2012 for a period of more than six months since they became payable, except as under:

Name of Statute	Nature of dues	Amount (Rs. in Lacs)	Period to which amount relate	Due Date
VAT	Tax	0.12	2011-12	15/10/2011
VAT	Tax	0.02	2011-12	15/12/2011
VAT	Tax	0.15	2011-12	15/02/2012
T O T A L		0.29		

- (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 dues on account of sales tax and excise duty:-

Statute	Amount (Rs. in Lacs)	F.Y.	Forum where dispute is pending
Custom Duty	5.30	2003-04	CESTAT, Mumbai
Excise Duty	1.80	2007-08	Commissioner of Central Excise (Appeals), Navi Mumbai
Excise Duty	5.37	1999-2000	CESTAT, Mumbai
Sales Tax	5.51	2002-03	Dy. Commissioner Appeals, New Delhi.
Sales Tax	1.33	2003-04	Dy. Commissioner Appeals, New Delhi.
Sales Tax	1.68	2004-05	Joint Commissioner Appeals, New Delhi.
Sales Tax	3.40	2004-05	Joint Commissioner Appeals, New Delhi.
Sales Tax	16.58	2003-04	Joint Commissioner of Sales Tax (Appeal VIII), Thane,
Sales Tax	0.59	2004-05	Additional Commissioner Grade II, Appeal III, Commercial Taxes (Lucknow)
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	1.08	2007-08	Additional Commissioner Grade II, Appeal III, Commercial Taxes (Lucknow)
Income Tax	22.28	2004-05	Additional Commissioner Grade II, Appeal filed with Tribunal Mumbai
Income Tax	14.58	2005-06	Additional Commissioner Grade II, Appeal filed with CIT (A) II Thane
Income Tax	11.44	2006-07	Additional Commissioner Grade II, Appeal filed with Tribunal Mumbai
Income Tax	7.57	2007-08	Additional Commissioner Grade II, Appeal filed with CIT (A) II Thane
Income Tax	7.64	2008-09	Additional Commissioner Grade II, Appeal filed with CIT (A) II Thane
Income Tax	515.75	2009-10	Additional Commissioner Grade II, Appeal filed with CIT II Thane
Property Tax	102.46	2008-09 to 2011-12	Supreme Court.
Total	726.89		

- x. *Subject to our observation in para 8 of the main report, the Company does not have accumulated losses as at the end of the year. The Company has not incurred cash losses during the current financial year but has incurred cash losses in the immediately preceding financial year.*
- xi. Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that the Company has not defaulted in the repayment of dues to banks
- xii. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

- xiii. The provisions of any special statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund/Societies are not applicable to the Company.
- xiv. In our opinion and according to information and explanations given to us the Company is not a dealer or trader of shares, debentures and other investments.
- xv. According to the information and explanations given to us & *subject to our observation in para 2 of our main report*, the Company has given a guarantee for loans taken by its subsidiary from a bank on terms and conditions, which in our opinion, are prima facie, not prejudicial to the interest of the Company.
- xvi. To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the Company were, prima facie, applied by the Company for the purposes for which the loans were obtained.
- xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, funds raised on short term basis have, prima facie, not been used for long term investment and vice versa.
- xviii. The Company has not made any preferential allotment to parties and companies covered under register maintained under Section 301 of the Companies Act, 1956, during the year.
- xix. The Company has not issued any debentures during the year.
- xx. The Company has not raised money by any public issues during the year.
- xxi. Based on information and the explanations furnished by the management, which have been relied upon by us, there were no frauds on or by the company noticed or reported during the year.

Thane,
August 14, 2012

For M P Chitale & Co.
Chartered Accountants
ICAI FRN:101851W

Ashutosh Pednekar
Partner
ICAI M. No. 41037

Balance Sheet as at 31st March, 2012

(Amount in Rs.)

Particulars	Note	As At 31-03-2012	As At 31-03-2011
EQUITY AND LIABILITIES			
Shareholders' Funds			
a) Share Capital	1	5,00,00,000	5,00,00,000
b) Reserves and surplus	2	21,62,46,115	20,91,23,263
Sub - Total - Shareholders' Funds		26,62,46,115	25,91,23,263
Non-current Liabilities			
a) Long - term borrowings	3	9,39,90,058	10,27,72,466
b) Deferred tax liabilities (net)	4	22,80,450	22,80,450
c) Other long-term liabilities (net)	5	25,55,808	13,43,251
d) Long-term provisions	6	1,99,71,000	2,18,78,000
Sub - Total - Non - Current Liabilities		11,87,97,316	12,82,74,167
CURRENT LIABILITIES			
a) Short - term borrowings	7	49,78,59,304	36,78,25,705
b) Trade Payables	8	17,13,22,343	24,69,52,883
c) Other Current Liabilities	9	13,35,62,783	13,11,25,004
d) Short - term Provisions	10	72,93,000	47,37,000
Sub - Total - Current Liabilities		81,00,37,430	75,06,40,592
Total - Equity And Liabilities		1,19,50,80,861	1,13,80,38,022
ASSETS			
Non - Current Assets			
a) Fixed Assets	11		
Tangible Assets		25,28,12,540	25,70,78,383
Intangible Assets		5,38,810	8,98,016
		25,33,51,350	25,79,76,399
b) Non - Current Investments	12	2,32,42,650	2,32,37,650
c) Other non-current assets	13	18,82,33,268	13,12,38,732
Sub - Total - Non - Current Assets		46,48,27,268	41,24,52,781
CURRENT ASSETS			
a) Inventories	14	44,64,62,585	35,00,96,708
b) Trade receivables	15	19,80,22,884	31,11,51,725
c) Cash and Cash equivalents	16	2,41,28,736	2,39,18,037
d) Short - Term Loans and Advances	17	6,16,39,388	4,04,18,771
Sub - Total - Current Assets		73,02,53,593	72,55,85,241
TOTAL - ASSETS		1,19,50,80,861	1,13,80,38,022
Additional Notes	26		
Significant Accounting Policies	27		

As per our report attached
For M. P. Chitale & Co.
Chartered Accountants

Ashutosh Pednekar
Partner

Thane : 14th August, 2012

Rajesh K. Deherkar
Company Secretary &
Finance Controller

For and on behalf of the Board

Nishith Deodhar Managing Director
A. G. Joshi Director

Thane : 14th August, 2012

Statement of Profit & Loss for the year ended 31st March, 2012

(Amount in Rs.)

	Note	2011 - 12	2010 - 11
INCOME			
Revenue from operations	18	95,64,19,903	1,14,16,56,202
Other Income	19	1,07,38,812	1,52,86,855
Total Revenue		96,71,58,715	1,15,69,43,057
EXPENSES			
Materials Consumed	20	51,53,55,740	64,01,80,,322
Changes in Inventories	21	(5,28,92,660)	4,39,59,870
Employee benefit expenses	22	21,91,70,580	21,56,66,371
Finance Costs	23	8,84,38,580	6,17,34,714
Depreciation & Amortization Expenses	11	2,32,19,837	1,84,69,725
Less : Transferred to Revaluation Reserve		40,002	44,446
		2,31,79,835	1,84,25,279
Manufacturing Expenses	24	5,12,99,264	4,87,44,594
Other Expenses	25	11,54,44,522	11,59,34,369
		95,99,95,861	1,14,46,45,519
Profit Before Tax		71,62,854	1,22,97,538
Provision For Taxation			
Tax Expenses			
Current Tax		-	-
Deferred Tax		-	-
PROFIT (LOSS) FOR THE PERIOD		71,62,854	1,22,97,538
EARNINGS PER EQUITY SHARE			
Basic		1.43	2.46
Diluted			
Additional Notes	26		
Significant Accounting Policies	27		

As per our report attached
For M. P. Chitale & Co.
Chartered Accountants

Ashutosh Pednekar
Partner

Thane : 14th August, 2012

Rajesh K. Deherkar
Company Secretary &
Finance Controller

For and on behalf of the Board

Nishith Deodhar Managing Director
A. G. Joshi Director

Thane : 14th August, 2012

Notes forming part of the Balance Sheet for the year ended 31st March, 2012

(Amount in Rs.)

NOTE 1 :

SHARE CAPITAL

Authorised :

70,00,000 (March 31,2011, 70,00,000)

Equity Share of Rs. 10 each

7,00,00,000

7,00,00,000

Issued :

50,00,000 (March 31,2011, 50,00,000)

Equity Share of Rs. 10 each

5,00,00,000

5,00,00,000

Subscribed and Paid up :

50,00,000 (March 31,2011, 50,00,000)

Equity Share of Rs. 10 each

5,00,00,000

5,00,00,000

5,00,00,000

5,00,00,000

Equity Shares: The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the Annual General Meeting, except in the case of Interim dividend. 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.

Name of Shareholder	As at 31-03-2012 No. of Shares held	As at 31-03-2012 % of Shares	As at 31-03-2011 No. of Shares held	As at 31-03-2011 % of Shares
Prabhakar Shankar Deodhar	6,98,455	13.97	5,48,527	10.97
Amrita Prabhakar Seodhar	2,51,997	5.04	2,51,997	5.04
Zee Entertainment Enterprises Ltd.	13,21,200	26.42	13,21,200	26.42

NOTE 2 :

RESERVES AND SURPLUS

1. Capital Reserve:

4,00,800

4,00,800

2. Securities Premium Reserve:

12,91,81,200

12,91,81,200

3. Revaluation Reserve:

Opening Balance

12,09,302

12,53,748

Less : Amount transferred from Profit and Loss Account

40,002

44,446

11,69,300

12,09,302

4. General Reserve

12,76,30,982

12,76,30,982

5. Surplus/Deficit as per Profit and Loss Account

Opening Balance

(4,92,99,021)

(6,15,96,559)

Add : Profit for the year

71,62,854

1,22,97,538

Balance as at end of the year

(4,21,36,168)

(4,92,99,021)

21,62,46,115

20,91,23,263

NOTE 3 :

Long Term Borrowings

1. Secured

Term Loan :

From Banks

4,85,90,380

6,06,71,466

From NBFCs

12,79,150

-

4,98,69,530

6,06,71,466

Notes forming part of the Balance Sheet for the year ended 31st March, 2012

(Amount in Rs.)

	As At 31-3-2012	As At 31-3-2011
2. Unsecured :		
Fixed Deposits	4,32,97,000	4,21,01,000
Loan from Others	8,23,528	-
	4,41,20,528	4,21,01,000
 Total	9,39,90,058	10,27,72,466

TERM LOAN

Term Loan from Bank of Maharashtra	4,81,22,949	6,05,62,332
a) Secured by mortgage of Land and Building, at Bhosari Pune and Building at Bangalore.		
b) Payable from 28-02-2011 at Rs.1,032,000 per month		
c) Interest to be paid as & when applied.		
d) Rate of Interest at current BPLR - 1.75%		
 Term Loans from ICICI Bank	4,67,431	1,09,134
Secured by hypothecation of Vehicles financed by Bank		

Name of Lender	EMI Rs.	From	To	Rate of Interest p.a.
ICICI Bank	8,800	12-10-2007	12-10-2012	10.86%
	7,347	12-10-2007	12-10-2012	10.86%
	13,070	12-10-2012	11-01-2016	11.50%

Loan from NBFCs :

12,79,150

Secured by hypothecation of vehicles purchased out of these Term loans

Name of Lender	EMI Rs.	From	To	Rate of Interest p.a.
Kotak Mahindra Prime Ltd.	7,050	06-10-2011	05-10-2016	13.35%
Kotak Mahindra Prime Ltd.	17,100	25-08-2011	08-10-2016	12.73%
Future Capital	13,668	01-09-2012	12-05-2016	13.50%

Unsecured

Fixed Deposits	4,32,97,000	4,21,01,000
Fixed Deposits accepted from Public and Shareholders having Maturity of, Two and Three years. Interest payable as per the scheme accepted by the Fixed Deposit Holder		
Interest payable for two year 10.50% p.a. and for three years 11%p.a.		

Other Loans

Unsecured Loan from NBFC	8,23,528	
Payable in 24 Monthly EMI of Rs. 124,811 from 3.11.2011 to 3.10.2013 Interest @ 18% p.a.		

NOTE 4 :

Deferred Tax Liabilities (Net)	22,80,450	22,80,450
	22,80,450	22,80,450

Notes forming part of the Balance Sheet for the year ended 31st March, 2012

(Amount in Rs.)

	As At 31-3-2012	As At 31-3-2011
NOTE 5 :		
Other Long Term Liabilities		
Interest Accrued but not due on Fixed Deposits	25,55,808	13,43,251
	25,55,808	13,43,251
NOTE 6 :		
Long Tem Provisions		
Provision for Leave Encashment	93,96,000	96,03,000
Provision for Warranties	1,05,75,000	1,22,75,000
	1,99,71,000	2,18,78,000
NOTE 7 :		
Short Term Borrowings		
Secured		
Working Capital Loans repayable on Demand from banks	27,77,17,606	21,38,52,123
Bill Discounting	10,26,29,698	4,49,92,582
	38,03,47,304	31,38,44,705
Secured		
Cash credit cum Working Capital Demand Loan From Corporation Bank 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. Bill Discounting Secured by Bills Discounted with Corporation Bank		
Unsecured		
Fixed Deposits	2,14,12,000	2,79,81,000
Other Loans :- From Directors	9,61,00,000	
Inter Corporate Deposits :		
1) Related Parties	-	2,35,00,000
2) Others	-	25,00,000
	11,75,12,000	5,39,81,000
Total	49,78,59,304	36,78,25,705
Unsecured :		
Fixed Deposits :		
Fixed Deposits accepted from Public and Shareholders having Maturity of One years, the scheme accepted by Fixed Deposit Holder, Interest Payable for one year @ 10%	2,14,12,000	2,79,81,000
Others Loan from Directors Mrs. Amrita P. Deodhar	8,36,00,000	-
Mr. Nishith Deodhar	1,25,00,000	-
Interest payable @ 11.75% p.a.		
Inter Corporate Deposit		
Related Parties TTL Technologies Ltd.	-	2,35,00,000
Payable with in One year Rs. 2,35,00,000 @ 12.50 p.a.		
Others Medicare Equipments Pvt. Ltd.	-	25,00,000
Payable with in One year Rs. 25,00,000 @ 12.75% p.a.		

Notes forming part of the Balance Sheet for the year ended 31st March, 2012

	As At 31-3-2012	(Amount in Rs.) As At 31-3-2011
NOTE 8 :		
Trade Payable		
Micro Small & Medium Enterprises	6,74,701	11,76,179
Acceptances	3,81,54,260	10,77,89,367
Sundry Creditors	13,24,93,382	13,79,87,337
	17,13,22,343	24,69,52,883
NOTE 9 :		
Other Current Liabilities		
Current Maturities of Long Term Debts (Secured)		
1) Term Loans	1,25,90,081	1,25,56,157
2) From Others	2,75,481	
Current maturities of Long Term borrowings from NBFC (Unsecured)	12,26,629	
Fixed Deposits	73,82,000	65,86,000
Interest Accrued and due	65,35,751	40,72,483
Unclaimed interest on Fixed Deposits*	21,300	
Dues to Directors	81,450	1,46,570
Advances from Customers	1,67,05,122	1,63,89,755
Statutory Dues	1,21,19,735	1,58,78,968
Other Liabilities	7,66,25,234	7,54,95,071
	13,35,62,783	13,11,25,004
*(Amount Transferable to Investor Education and Protection Fund)		
NOTE 10 :		
Short Term Provisions		
Provision for Leave Encashment	12,93,000	11,87,000
Provision for Warranties	60,00,000	35,50,000
	72,93,000	47,37,000

Notes forming part of the Balance Sheet for the year ended 31st March, 2012
NOTE - 11
FIXED ASSETS

	(Amount In Rs.)											
	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	As on 01.04.2011	Additions	Dele- tions	As on 31.03.2012	Up to 01.04.2011	For the Year	Written back	Upto 31.03.2012	As on 31.03.2012	As on 31.03.2011		
PRODUCTION												
Leasehold Land	3,26,26,346	-	-	3,26,26,346	30,49,293	3,64,286	-	34,13,579	2,92,12,768	2,95,77,054		
Factory Buildings	8,34,29,709	-	-	8,34,29,709	3,94,45,664	43,98,405	-	4,38,44,069	3,95,85,641	4,39,84,045		
Residential Premises	7,53,780	-	3,27,210	4,26,570	4,83,144	7,939	2,15,359	2,75,724	1,50,846	2,70,636		
Office Premises	12,74,22,122	51,502	-	12,74,73,624	21,01,586	62,68,475	-	83,70,061	11,91,03,564	12,53,20,537		
Plant and Machinery	10,27,91,121	1,51,37,034	-	11,79,28,155	8,53,70,489	39,06,371	-	8,92,76,860	2,86,51,295	1,74,20,632		
Electrical Installations	1,44,31,278	10,230	-	1,44,41,508	55,82,770	12,31,816	-	68,14,586	76,26,922	88,48,508		
Furniture and Fixtures	6,55,15,055	3,45,856	-	6,58,60,911	3,99,05,939	44,82,458	-	4,43,88,397	2,14,72,514	2,56,09,116		
E.D.P. Systems/Computers	3,25,26,228	6,56,216	2,00,825	3,29,81,619	3,04,31,469	9,68,038	1,81,809	3,12,17,698	17,63,921	20,94,760		
Vehicles	1,92,67,136	30,27,555	25,87,995	1,97,06,696	1,56,64,735	11,66,803	20,85,257	1,47,46,281	49,60,416	36,02,401		
Reserch and Development												
Plant and Machinery	48,68,785	-	-	48,68,785	46,69,905	31,065	-	47,00,970	1,67,815	1,98,880		
Electrical Installations	91,371	-	-	91,371	91,059	43	-	91,102	268	311		
Furniture and Fixtures	8,53,373	-	-	8,53,373	7,43,819	18,152	-	7,61,971	91,401	1,09,554		
E.D.P. Systems / Computers	20,03,273	-	-	20,03,273	19,61,324	16,780	-	19,78,104	25,170	41,950		
Total	48,65,79,577	1,92,28,393	31,16,030	50,26,91,940	22,95,01,195	2,28,60,631	24,82,425	24,98,79,400	25,28,12,540	25,70,78,383		
INTANGIBLE												
Software	64,57,650	-	-	64,57,650	55,59,634	3,59,206	-	59,18,840	5,38,810	8,98,016		
TOTAL FOR THE YEAR	49,30,37,227	1,92,28,393	31,16,030	50,91,49,590	23,50,60,829	2,32,19,837	24,82,425	25,57,98,240	25,33,51,350	25,79,76,399		
Total For The Previous Year	36,73,09,015	12,60,77,635	3,49,423	49,30,37,227	21,68,39,897	1,84,69,725	2,48,793	23,50,60,829	25,79,76,399			

NOTE : FROM THE ABOVE PLANT AND MACHINERY THE GROSS VALUE OF WHICH IS RS. 150,86,409/- IS GIVEN ON LEASE RENT TO INDIAN OVERSEAS BANK. (100 KIOSK)

Notes forming part of the Balance Sheet for the year ended 31st March, 2012

	As At 31-3-2012	(Amount in Rs.) As At 31-3-2011
NOTE 12 :		
Non Current Investments	2,32,42,650	2,32,37,650
	2,32,42,650	2,32,37,650
Investment in Shares of Subsidiary Companies (At Cost)		
1) Intel Instruments and Systems Limited 2,25,000 Equity Shares of Rs. 100 each fully paid up	2,25,00,000	2,25,00,000
2) Sprylogic Technologies Limited 50000 Equity shares of Rs. 10 each fully paid	5,00,000	5,00,000
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 Janta 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 31.03.2012 @ 54.55 per share.)	1,08,100	1,08,100
Government Securities National Savings Certificate (Deposited with various Government Authorities)	64,500	59,500
NOTE 13 :		
Other Non Current Assets		
Advance Income Tax / T.D.S.	2,23,26,184	1,74,68,428
Deposits	2,05,30,690	2,48,48,417
Dues from Subsidiary :		
Intel Instruments & Systems Ltd.		
Trade Receivables	3,38,56,076	3,26,39,030
Advances	4,22,62,471	2,19,72,127
Dues from Others :		
Trade Receivables	6,92,57,847	3,43,10,730
	18,82,33,268	13,12,38,732
NOTE 14 :		
Inventories (As certified by the Management, at lower of cost & net realizable value)		
Material and Components	24,89,26,735	20,48,06,461
Goods in process	5,01,63,535	8,64,23,658
Finished goods	12,68,71,190	3,72,52,510
Material in transit and in Bonded Warehouse	1,25,51,869	1,36,64,823
Stores and Spares	79,49,256	79,49,256
	44,64,62,585	35,00,96,708

Notes forming part of the Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012

	As At 31-3-2012	(Amount in Rs.) As At 31-3-2011
NOTE 15 :		
Trade Receivables (Unsecured considered Good)		
Dues from Subsidiary within 6 months		
Sprylogic Technologies Ltd.	12,887	15,000
	<u>12,887</u>	<u>15,000</u>
Dues from others :		
within 6 months	16,43,86,279	27,52,63,249
others	3,36,23,718	3,58,73,476
	<u>19,80,09,997</u>	<u>31,11,36,725</u>
	<u>19,80,22,884</u>	<u>31,11,51,725</u>
NOTE 16 :		
Cash and Bank Balances		
Cash in hand	9,11,525	8,21,547
Cheques, drafts on hand		
Balances with Banks		
In current Accounts	92,46,768	96,93,748
In Deposits Accounts		
Maturing with in 12 Months	1,26,90,789	1,21,59,514
Maturing after 12 Months	3,47,338	3,10,912
In Unclaimed Dividend Accounts	9,32,316	9,32,316
	<u>2,41,28,736</u>	<u>2,39,18,037</u>
1. Balance with schedule Bank include Rs.13,038,127 (P.Y. Rs.12,470,426) representing margin money for letter of credit and bank guarantees issued		
2. Section 205 of the Companies Act, 1956 mandates that companies transfer dividend that has been unclaimed for period of seven years from unpaid dividend account to Investor Education & Protection Fund (IEPF),. Accordingly if dividend is unclaimed for a period of seven years, it will be transferred to IEPF.		
NOTE 17 :		
Short Term Loans and Advances (Unsecured considered good)		
Loans and Advances to Employees	51,33,297	24,83,424
Advances to Subsidiary Companies		
Sprylogic Technologies Limited	1,29,87,000	5,45,892
Advance to others	3,80,19,606	3,28,10,351
Dues from erstwhile Director	8,15,410	-
Amount due as Refund of Additional Duty of Customs	37,30,537	32,35,370
Balance with Excise Authorities	9,53,538	13,43,734
	<u>6,16,39,388</u>	<u>4,04,18,771</u>

Notes forming part of Statement of Profit & Loss for the year ended 31st March, 2012

	(Amount in Rs.)	
	<u>2011 - 2012</u>	<u>2010 - 2011</u>
NOTE 18 :		
Revenue from Operations		
Sale of Products	84,45,80,038	1,03,86,60,745
Less : Excise Duty	4,39,15,563	5,04,39,227
Net Sales	80,06,64,475	98,82,21,518
Sale of Services	15,57,55,428	15,34,34,684
	95,64,19,903	1,14,16,56,202
NOTE 19 :		
Other income		
Interest on Bank Deposits	11,05,568	8,22,894
On Other Accounts	5,531	79,795
	11,11,099	9,02,689
Dividend	18,900	18,900
Provision No Longer Required	1,01,000	5,40,300
Miscellaneous Receipts	29,33,717	82,01,665
Exchange Variation Profit		19,54,208
Refund of Additional Duty of Customs	36,40,965	22,41,093
Rent Received	14,28,000	14,28,000
Profit on Sale of Assets (net)	15,05,134	
	1,07,38,812	1,52,86,855
NOTE 20:		
Materials Consumed		
Opening Stock	20,48,06,461	19,35,75,607
Add Purchases	54,80,27,825	63,99,23,091
	75,28,34,286	83,34,98,698
Less Stock at Close	24,89,26,735	20,48,06,461
	50,39,07,551	62,86,92,237
Add Consumption of Stores and Spares	1,14,48,190	1,14,88,085
	51,53,55,740	64,01,80,322
NOTE 21 :		
Changes in Inventories of finished goods, Work-in-progress		
Stock at Close - Finished Goods	12,48,42,298	3,56,89,515
Stock at Close - Work in Progress	5,01,63,535	8,64,23,658
	17,50,05,833	12,21,13,173
Opening Stock - Finished Goods	3,56,89,515	4,13,92,839
opening Stock - Work in Progress	8,64,23,658	12,46,80,204
	12,21,13,173	16,60,73,043
	5,28,92,660	(4,39,59,870)

Notes forming part of Statement of Profit & Loss for the year ended 31st March, 2012

(Amount in Rs.)

	<u>2011 - 2012</u>	<u>2010 - 2011</u>
NOTE 22 :		
Employee Benefit Expenses		
Sales Wages and Bonus	19,21,98,081	18,31,30,178
Contributions to Provident and Other Funds	1,63,09,000	1,80,17,153
Gratuity and Leave Encashment	5,00,000	35,01,190
Staff Welfare Expenses	1,01,63,500	1,10,17,850
	<u>21,91,70,580</u>	<u>21,56,66,371</u>
NOTE 23 :		
Finance Cost		
On Fixed Period Loans	1,88,09,956	1,46,24,919
On Other Loans / Deposits	5,93,74,430	3,86,48,670
Bank Charges	61,49,043	8,461,124
Exchange Variation Loss	41,05,151	
	<u>8,84,38,580</u>	<u>6,17,34,714</u>
NOTE 24 :		
Manufacturing Expenses		
Labour Charges	49,50,137	41,54,998
Rates and Taxes	81,82,532	91,31,662
Power and Electricity	76,62,294	66,66,492
Insurance Charges	8,39,164	2,98,706
Repairs to Plant and Machinery	1,64,845	1,15,459
Repairs to Factory Building	18,35,092	5,83,261
Miscellaneous Work Expenses	2,76,65,201	2,77,94,016
	<u>5,12,99,264</u>	<u>4,87,44,594</u>
NOTE 25 :		
Other Expenses		
Rent for Office / Residential Premises	64,91,106	57,54,900
Equipment Lease Rentals	30,59,147	2,14,342
Printing and Stationery	27,17,649	29,94,548
Postage and Telephones	1,14,78,874	1,22,66,367
Royalty	18,200	7,36,253
Travelling and Conveyance	2,59,00,925	2,56,71,414
Vehicle Expenses	40,90,088	41,01,254
Legal and Professional Charges	1,91,31,861	1,79,31,761
Advertisement and Publicity	11,32,210	14,86,489
Commission and Discount	48,23,355	39,85,675
Transport Outward and Other Charges	2,21,03,489	2,42,75,456
Sales Tax, Purchase Tax	1,53,290	1,94,251
Office Maintenance Charges	68,07,613	67,04,971
Repairs and Maintenance	30,73,010	35,90,080
Miscellaneous Expenses	26,04,216	28,02,479
Bad Debts and other amounts written off	11,09,489	26,49,129
Provision for Warranties (net)	7,50,000	5,75,000
	<u>11,54,44,522</u>	<u>11,59,34,369</u>

Notes forming part of the Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2012

ADDITIONAL NOTES: 26

1. Expenditure on Research & Development (as certified by the Management):

The Company is entitled to benefit u/s 35(2AB) of the Income Tax Act, 1961 as per renewal letter dated 19.05.2010 received from Ministry of Science and Technology, Government of India, DSIR, New Delhi, valid for the period 1.4.2010 to 31.03.2013.

Particulars	2011 - 12 Rs.	2010 - 11 Rs.
Capital Expenditure for acquisition of fixed assets	-	-
Other Expenses		
(i) Salaries, Allowances , etc	24,27,200	22,24,019
(ii) Materials Consumed	2,82,080	3,42,054
(iii) Other Expenses	19,84,246	15,68,806
Total	46,93,526	41,34,879

2. Audit Fees Rs.7,50,000 (Rs.7,50,000) ,Tax Audit Fees Rs.1,10,000 (Rs.1,10,000) Management Services Rs.1,35,000 (Rs.1,35,000) Limited Review and Corporate Governance and other Certification Fees Rs.4,08,000 (Rs.3,92,000), Expenses reimbursed and Services tax Rs.2,65,839 (Rs.2,61,985).

3. 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:-

		2011 - 12	2010 - 11
(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	6,74,701	11,76,179
(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

4. Foreign Exchange Earnings and Expenditure:

Sr. No.	Particulars	2011-12 Rs.	2010-11 Rs.
4.1	Value of Imports calculated on CIF basis Components and Spares & outsourced items Capital Goods Others	13,97,34,720 Nil -	16,77,40,165 Nil -
4.2	Earnings in Foreign Exchange: FOB Value of Exports Other charges	3,75,59,738 16,73,280	4,78,27,598 50,41,499
4.3	Expenditure in Foreign Currency: Travelling Subscription to Foreign Journals & Membership Fees Commission on Sales	4,35,353 38,546 13,68,280	2,86,694 12,038 4,69,212

Notes forming part of the Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2012

5. 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 to this behalf.

6. **Additional information of Note no.20:**

(i) **Value of Raw materials and Component consumed:**

Particulars	2011 - 12		2010 - 11	
	Rs.	Percent	Rs.	Percent
Imported	6,27,05,893	24.23	6,56,34,040	22.13
Indigenous	19,61,46,004	75.77	23,08,47,006	77.87
	25,88,51,897	100.00	29,64,81,046	100.00

(ii) **Value of Stores and Spares consumed:**

Particulars	2011 - 12		2010 - 11	
	Rs.	Percent	Rs.	Percent
Imported	-	-	-	-
Indigenous	1,14,48,189	100	1,14,88,085	100
	1,14,48,189	100	1,14,88,085	100

(iii) **Total value of Material consumption:**

Sr. No.	Particulars	2011 - 12	2010 - 11
1.	Value of Raw material	25,88,51,897	29,64,81,046
2.	Value of Stores & spares	1,14,48,189	1,14,88,085
3.	Value of Outsourced items	24,50,55,654	33,22,11,191
	Total Material Consumed	51,53,55,740	64,01,80,322

7. **Contingent Liabilities:**

Sr. No.	Particulars	2011 - 12	2010 - 11
1.	Disputed Tax / Duty Demands Not Provided For	7,55,22,455	2,36,07,469
2.	Corporate Guarantees given to Bank on account of Subsidiary / Other Companies	63,69,734	67,45,525
3.	Bank Guarantees given on behalf of Company to third parties.	9,84,73,226	19,13,68,292

8. I) The Company recognizes its Gratuity liability on the basis of contribution to the LIC Group Gratuity Scheme. During the year, LIC informed the Company that based on its actuarial valuation as of March 31, 2012 a contribution of Rs.8,60,44,190/- is required to make the Scheme fully funded. Gratuity expenditure recognized includes Rs.5,00,000/- being the contribution for financial year 2011-12

ii) **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 receive 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 the Company has obtained a qualifying insurance policy from LIC of India.

	Gratuity (Funded)		Leave Encashment (Non Funded)	
	31/03/2012	31/03/2011	31/03/2012	31/03/2011
	Rs.	Rs.	Rs.	Rs.
The major categories of plan assets as a percentage of total plan	*	*	N/A	N/A
Qualifying Insurance Policy No	611868	611868	-	-
Changes in the present value of the obligation				
1 Opening Present Value of obligation	9,44,74,347	6,56,79,286	1,07,90,00	1,01,37,000
2 Interest Cost	*	*	8,40,000	8,14,000
3 Current Service Cost	45,80,770	45,96,341	11,83,000	12,18,000
4 Past Service Cost	-	-	-	-
5 Benefits Paid	2,00,18,929	1,23,65,485	(14,15,000)	(10,02,000)
6 Actuarial (gain) / loss on Obligation	*	*	(7,09,000)	(3,77,098)
7 Closing Present Value of obligation	8,94,25,796	9,44,74,347	1,06,89,000	1,07,90,000
Changes in the Fair Value of Assets				
1 Opening Fair value of plan Assets	2,22,09,668	2,97,19,845		
2 Expected Return on Plan assets	*	*		
3 Contributions	34,762	25,17,815		
4 Benefits Paid	2,00,18,929	1,23,65,485		
5 Actuarial Gain/(Loss) [Interest Credited for the year]	11,56,105	23,37,493		
6 Closing Fair value of plan Assets	33,81,606	2,22,09,668	Not applicable as unfunded	Not applicable as unfunded
Profit & Loss – Expenses				
1 Current Service Cost	45,80,770	45,96,341	11,83,000	12,18,000
2 Interest Cost	*	*	8,40,000	8,14,000
3 Expected Return on Plan assets	*	*	-	-
4 Net Actuarial gain (loss) recognized in the year	*	*	7,09,000	3,77,000
5 Past Service Cost	-	-	-	-
6 Expenses Recognized in the Profit & Loss Account	5,00,000	28,48,190	(1,01,000)	6,53,000
Actuarial Assumptions				
1 Discount Rate	8%	8%	8%	7.5%
2 Expected Rate of Return on Plan Assets	*	*	N/A	N/A
3 Expected Rate of Salary Increase	4%	4%	4%	4%
4 Attrition Rate	1 to 3 %	1 to 3%	-	-
5 Mortality Post-retirement	LIC (94 - 96) Ultimate	LIC (94 - 96) Ultimate	LIC (94 - 96) Ultimate	LIC (94 - 96) Ultimate

iii) Actuarial assumptions for Gratuity of Past 5 years:

Sr. No.	Particulars	31-03-2012	31-03-2011	31-03-2010	31-03-2009	31-03-2008
1.	Discount Rate (p.a.)	8%	8%	8%	8%	N.A.
2.	Expected Rate of Return on Asset (pa.)					
3.	Expected Rate of Salary Increase*	4%	4%	4%	4%	N.A.

Notes forming part of the Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2012

iv) **Defined Benefit Plan for 5 years:**

Net Asset/(Liability) as per actuarial valuation given by L.I.C.

Sr. No.	Particulars	31-03-2012	31-03-2011	31-03-2010	31-03-2009	31-03-2008
1.	Present value of obligation as at the close of the year.	8,94,25,796	9,44,74,347	6,51,56,918	6,17,63,011	N.A.
2.	Fair value of plan asset as at the close of the year.	33,81,606	2,22,09,668	2,97,19,845	2,99,99,504	N.A.
3.	Asset/(Liability) recognized in the Balance Sheet	-	-	-	-	
Change in Defined Benefit Obligation during the year ended						
	Actuarial Gain/(Loss)					
Change in the fair value of Plan Asset						
	Actuarial Gain/(Loss)	11,56,105	23,37,493	26,83,198	27,73,601	-

* takes into account the inflation, security, promotions & other relevant factors.

- Information to the extent made available by LIC.
- Note: Negative Amounts are shown in Bracket.
- Company opted for L.I.C Group Gratuity Scheme from F.Y.2008-09, hence details for F.Y.2007-08 are not disclosed accordingly.

9 **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.

10 **Related Party Disclosures (Accounting Standard AS 18):**

List of Related Parties and Relationship

Subsidiary Companies:

Intel Instruments and Systems Limited
Spylogic Technologies Ltd

Associates (enterprises 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
Mr. Nishith Deodhar	Managing Director
Mr. S.A.Joshi	Executive Director (Retired w.e.f.31-7-2011)
Mrs.Neelam K Kumar	Executive Director
Mrs Amrita Deodhar	Director

Relatives of Key Management Personnel:

Mrs. Aruna Narayanan
Mr Arun Deodhar

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

Notes forming part of the Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2012

Sr. No.	Name of the Party
1.	Deodhar Electro Design Pvt Ltd
2.	TTL Technologies Private Limited
3.	Intel Exports Corporation
4.	Telemetry Incorporated
5.	Print Quick Private Limited
6.	Origin Instrumentation Private Limited
7.	Contech Soft-Tech Solution Pvt. Ltd
8.	Telemetry Systems Pvt. Ltd

The following transactions 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	-	-	-	-
Intel Instruments & Systems Ltd.	13,67,046	-	-	-
	(18,89,324)	-	-	-
Sprylogic Technologies Ltd.	1,69,993	-	-	-
	(43,353)	-	-	-
Deodhar Electro Design Pvt. Ltd.	-	-	-	1,34,669
	-	-	-	(1,04,424)
Intel Exports Corporation	-	-	-	Nil
	-	-	-	(1,59,250)
Telemetry Incorporated	-	-	-	Nil
	-	-	-	(1,489)
TTL Technologies Pvt. Ltd.	-	-	-	1,09,615
	-	-	-	(56,74,935)
Total	15,37,039	-	-	2,44,284
	(19,32,677)	-	-	(59,40,098)
Purchase of Material / Finished Goods	-	-	-	-
Intel Instruments & Systems Ltd.	1,19,44,923	-	-	-
	(1,88,34,070)	-	-	-
Sprylogic Technologies Ltd.	1,17,46,507	-	-	-
	(1,42,32,315)	-	-	-
Deodhar Electro Design Pvt. Ltd.	-	-	-	1,57,70,413
	-	-	-	(72,23,963)
Telemetry Incorporated	-	-	-	2,79,98,512
	-	-	-	(2,39,65,669)
Telemetry Systems Pvt. Ltd.	-	-	-	46,40,314
	-	-	-	(57,89,872)
Total	2,36,91,430	-	-	4,84,09,239
	(3,30,66,385)	-	-	(3,69,79,504)
Rent Paid / Payable	-	-	-	-
Nishith Deodhar	-	10,20,000	-	-
	-	(10,20,000)	-	-
Origin Instrumentation Pvt. Ltd.	-	-	-	7,53,000
	-	-	-	(7,53,000)
Print Quick Pvt. Ltd	-	-	-	7,53,000
	-	-	-	(7,53,000)
Contech Soft - Tech Solutions Pvt. Ltd.	-	-	-	2,25,000
	-	-	-	(3,00,000)
TTL Technologies Pvt. Ltd.	-	-	-	27,75,000
	-	-	-	(Nil)
Total	-	10,20,000	-	45,06,000
	-	(10,20,000)	-	(18,06,000)

Notes forming part of the Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2012

Nature of Transaction	Subsidiaries Rs.	Key Management Personnel Rs.	Relative of Management personnel Rs.	Related Enterprises Rs.
Income received (Rent)				
Sprylogic Technologies Ltd.	14,28,000 (14,28,000)	-	-	-
Total	14,28,000 (14,28,000)	-	-	-
Service/Labour/Royalty / Other charges Paid/Payable				
Deodhar Electro Design Pvt. Ltd.	-	-	-	Nil (7,94,118)
TTL Technologies Pvt. Ltd.	-	-	-	28,678 (Nil)
Sprylogic Technologies Ltd	17,40,313 (17,18,860)	-	-	-
Intel Instruments & Systems Ltd.	8,23,444 (44,731)	-	-	-
Total	25,63,757 (17,63,591)	-	-	28,678 (7,94,118)
Unsecured Loans				
Mrs Amrita Deodhar	-	8,36,00,000 (Nil)	-	-
Mr Nishith Deodhar	-	1,25,00,000 (Nil)	-	-
Total	-	9,61,00,000 (Nil)	-	-
Expenses Reimbursed				
Telemetrics Incorporated	-	-	-	20,401 (1,29,072)
Total	-	-	-	20,401 (1,29,072)
Investment as on 31.03.2012				
Intel Instruments & Systems Ltd.	2,25,00,000 (2,25,00,000)	-	-	-
Sprylogic Technologies Ltd	5,00,000 (5,00,000)	-	-	-
Total	2,30,00,000 (2,30,00,000)	-	-	-
Inter Corporate Deposit				
TTL Technologies Pvt. Ltd	-	-	-	Nil (2,35,00,000)
Total	-	-	-	Nil (2,35,00,000)

Notes forming part of the Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2012

Nature of Transaction	Subsidiaries Rs.	Key Management Personnel Rs.	Relative of Management personnel Rs.	Related Enterprises Rs.
Interest Paid/Accrued and due on Inter Corporate Deposit				
TTL Technologies Pvt. Ltd		-	-	15,14,195 (12,56,878)
Mrs Amrita Deodhar		28,43,275 (Nil)	-	-
Mr Nishith Deodhar		3,49,281 (Nil)	-	-
Total		31,92,556 (Nil)	-	15,14,195 (12,56,878)
Debit Balances as on 31.03.2012				
Intel Instruments & Systems Ltd.	7,61,18,547 (5,46,11,157)	-	-	-
Spylogic Technologies Ltd.	52,57,082 (5,60,892)	-	-	-
Deodhar Electro Design Pvt. Ltd.	-	-	-	12,62,500 (Nil)
Intel Exports Corporation	-	-	-	2,03,544 (2,03,544)
Total	8,13,75,629 (5,51,72,049)	-	-	14,66,044 (2,03,544)
Credit Balances as on 31.03.2012				
Deodhar Electro Design Pvt. Ltd.	-	-	-	3,87,986 (2,37,293)
Telemetrics Incorporated	-	-	-	75,57,353 (88,68,120)
Telemetra Systems Pvt.Ltd	-	-	-	12,75,422 (23,71,022)
Origin Instruments Pvt.Ltd	-	-	-	1,12,950 (56,475)
Print Quick P.Ltd	-	-	-	1,12,950 (56,475)
Contech Soft-Tech Solutions Pvt. Ltd.	-	-	-	3,75,540 (1,53,850)
Nishith Deodhar (Rent)	-	2,29,500 (76,500)	-	-
Mr Nishith Deodhar (Loan and Interest Payable)	-	1,28,14,353 (Nil)	-	-
Mrs Amrita Deodhar (Loan and Interest Payable)	-	8,60,32,917 (Nil)	-	-
Credit Balances As on 31.03.12	-	9,90,76,770 (76,500)	-	98,22,201 (1,17,43,235)

Previous year figures are shown in bracket

Notes forming part of the Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2012

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

	2011 - 12	2010 - 11
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	71,62,854	1,22,97,538
Number of shares for Basic and diluted EPS as above	50,00,000	50,00,000
Earning per Share		
Basic and Diluted (Rs.)	1.43	2.46

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

(i) No provision is made for current tax in view of the unabsorbed business loss and unabsorbed depreciation

(ii) Deferred Tax Liability / (Asset) at the year end comprises timing difference on account of:

	2011 - 12	2010 - 11
	Rs.	Rs.
- Depreciation	(20,65,738)	(7,79,596)
- Expenditure / Provisions	(52,69,615)	31,42,300
Total	(73,35,353)	23,62,704
Unabsorbed losses and depreciation*	(73,35,353)	23,62,704
Total	Nil	Nil

* Deferred tax asset on carried forward unabsorbed business loss and depreciation has been considered to the extent of deferred tax liability for the year. Deferred tax asset on the balance of such carried forward losses has not been recognised in the absence of virtual certainty of future taxable income.

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

	Opening Balance as on 01.04.2011	Provision made during the year	Provision reversed / adjusted	Closing Balance as on 31.03.2012
Provision for Warranties	1,58,25,000	43,00,000	35,50,000	1,65,75,000

14. As per the requirement of Revised Schedule VI, the company has reclassified its assets and liabilities into current and non-current based on the normal operating cycle, as determined by the management. Previous year figures have been accordingly re-grouped and re-classified.

NOTE 27

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 (Accounting Standards) Rules, 2006 and the relevant provisions to the Companies Act, 1956.

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:

Notes forming part of the Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2012

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 on the written down value method.

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

Depreciation is provided at the rates and in manner laid down in Schedule XIV to the Companies Act, 1956. Leasehold Lands are amortized.

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 done by LIC under its Group Gratuity Scheme (subject to Note No). 25 (8) (ii) stated above Leave Encashment is considered accrued and accounted for based on actuarial valuation report.

Signature to Notes 26 to 27

As per our report attached
For M. P. Chitale & Co.
Chartered Accountants

Ashutosh Pednekar
Partner

Thane : 14th August, 2012

Rajesh K. Deherkar
Company Secretary &
Finance Controller

For and on behalf of the Board

Nishith Deodhar Managing Director
A. G. Joshi Director

Thane : 14th August, 2012

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

(Amount in Rs.)

Particulars	2011 - 2012	2010 - 2011
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax and extra ordinary items	71,62,854	1,22,97,538
Adjustments For :		
Depreciation	2,31,79,835	1,84,25,279
Provisions written back	(1,01,000)	(5,40,300)
Interest received	(11,05,568)	(8,22,894)
Dividend Received	(18,900)	(18,900)
Profit or Loss on Sale of Assets (Net)	(15,05,134)	
Operating Profit before working capital changes	<u>2,76,12,087</u>	<u>2,93,40,723</u>
Adjustments For :		
(Decrease) / Increase in Working Capital	(7,29,16,369)	(3,41,07,640)
	<u>(4,53,04,282)</u>	<u>(47,66,917)</u>
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(1,92,28,393)	(56,59,340)
Capital Work in Progress		
Sale of Fixed Assets	21,38,739	1,00,630
(Purchase) / Sale of Other Investments	(5,000)	-
Net Cash used in Investing Activities	<u>(1,70,94,654)</u>	<u>(55,58,710)</u>
C CASH FLOW FROM FINANCING ACTIVITIES		
Net Increase / (Decrease) in Borrowings	6,13,84,167	80,23,315
Interest received	11,05,568	8,22,894
Dividend Received	18,900	18,900
Provisions written back	1,01,000	5,40,300
Net Cash from Financial Activities	<u>6,26,09,635</u>	<u>94,05,409</u>
Net Increase / (Decrease) in Cash and Cash Equivalent (A+B+C)	<u>2,10,699</u>	<u>(9,20,218)</u>
Opening Balance of Cash and Cash Equivalent	2,39,18,037	2,48,38,255
Closing Balance of Cash and Cash Equivalent	<u>2,41,28,736</u>	<u>2,39,18,037</u>
Net Increase / (Decrease)	<u>2,10,699</u>	<u>(9,20,218)</u>

Notes : 1) The above Cash Flow statement has been prepared under the "Indirect Method" as setout in Accounting Standard 3 "Cash Flow Statement."

2) Figures in brackets indicate outflow.

As per our report attached
For M. P. Chitale & Co.
Chartered Accountants

Ashutosh Pednekar
Partner

Thane : 14th August, 2012

For and on behalf of the Board

Nishith Deodhar
Managing Director

Thane : 14th August, 2012

STATEMENT RELATING TO SUBSIDIARIES PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956

1. Name of the Subsidiary Company	INTEL INSTRUMENTS & SYSTEMS LIMITED	SPRYLOGIC TECHNOLOGIES LIMITED
2. Financial year of the subsidiary ended on	31st March, 2012	31st March, 2012
3. Date from which it became subsidiary	5th April, 1985	16th August, 2005
4. Extent of the Holding Company's interest in the subsidiary company at the end of the financial year of the subsidiary company	2,25,000 Equity Shares of Rs.100/- each fully paid-up, i.e., 100% of the paid up capital of the subsidiary company.	50,000 Equity Shares of Rs.10/- each fully paid up.
5. Net aggregate amount of the profit (losses) of the subsidiary company not dealt within the Holding Company's accounts (concerning the members of the Holding Company)		
a. For the current year	Loss Rs. 252.71 lacs	Profit Rs.1.35 lacs
b. For the previous years since it became subsidiary	Loss Rs. 230.09 lacs	Profit Rs.17.23 lacs
6. Net aggregate amount of the profit (losses) of the subsidiary company dealt within the Holding Company's account		
a. For the current year	Nil	Nil
b. For the previous years since it became subsidiary	Nil	Nil
7. Change of interest of Aplab Ltd. in the subsidiary between end of the financial year of subsidiary and that of Aplab Ltd.	N.A.	N.A.
8. Material changes between the end of the financial year in the subsidiary and the end of financial year of Aplab Ltd in respect of subsidiary's fixed assets, investments, lending and borrowing for purposes other than meeting their current liabilities	N. A.	N. A.

For and on behalf of the Board of Directors

Intel Instruments & Systems Limited

Annual Report 2011-2012

Board of Directors

S.A. Joshi	Director
K. B. Valia	Director
Rajesh K. Deherkar	Director

Registered Office & Works

37, SDF-2, SEEPZ
Andheri (East)
Mumbai 400 096

Auditors

Karmarkar & Co.
Chartered Accountants
Mumbai

Bankers

Bank of Maharashtra
Mumbai

Contents	Page No.
Directors' Report	42
Auditors' Report	43
Balance Sheet	46
Statement of Profit & Loss	46
Notes to Balance Sheet	47
Notes Statement of Profit & Loss	51
Cash Flow	57

Directors' Report to the Members:

Gentlemen,

Your Directors present herewith their Annual Report and Audited Accounts for the year ended 31st March, 2012.

FINANCIAL RESULTS:

The operating results for the year are summarized below:

	31-03-2012		(Rs. in Lacs) 31-03-2011	
Profit/(Loss)before] depreciation and interest		(240.11)		(78.25)
Less:1)Depreciation	1.15		1.43	
2)Interest	11.45	12.60	9.04	10.47
		(252.71)		(88.72)
Add / (Less):				
1.Adjustment on a/c of Deferred Tax(Net)		-		19.04
2.Current tax provision for earlier year		-		-
3.Provision for FBT		-		-
4.Fringe benefit tax provision for earlier year		-		(0.02)
5. Provision for Current Tax		-		-
6. Deferred tax provision for earlier year		-		-
		(252.71)		(69.70)
Balance from previous year		(230.12)		(160.42)]
		(482.83)		(230.12)

BUSINESS OPERATIONS & PROSPECT FOR THE CURRENT YEAR:

During the current year your company has made a loss of Rs. 252.71 Lakhs. Due to less order flow from USA as well as Europe Market, the sale has gone down tremendously. The real growth will come since business out sourcing opportunities from the Western European countries are looking into our face. It is endeavor that our products are made as good as the best in the world. Company has initiated the process of reducing the fixed cost like wage bill by reducing the strength of excess employees.

DIRECTORS:

During the year, Mr. Rajesh Deherkar Retired by rotation and being eligible, offer himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 217 (2AA) OF THE COMPANIES ACT, 1956.

The Directors confirm that –

- (i) in the preparation of the Annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures,
- (ii) appropriate accounting policies have been selected and

applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2012 and of the Loss of the Company for the year ended 31st March, 2012,

- (iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities,
- (iv) the Annual Accounts have been prepared on a going concern basis.

PERSONNEL:

The Directors wish to put on record their appreciation towards employees for their support and co-operation. During the year under review, the Company had no employee covered by Section 217(2A) of the Companies Act, 1956.

ENERGY CONSERVATION:

Your company's manufacturing process is not a power intensive process. However, all efforts are made to conserve the energy by avoiding wastage of energy by motivating employees.

FOREIGN EXCHANGE EARNING AND OUTGO:

Your company is a 100% export oriented unit situated in Special Economic Zone. The net earning in foreign exchange during the year under review after allowing for the outgo on imports and other expenses was Rs.163.34 Lacs.

AUDITORS:

Karmarkar & Co. Chartered Accountants retire and being eligible, offer themselves for reappointment. With regard to Para 3(v) of the Auditors' Report, the Company has been accounting liability towards gratuity and leave encashment on payment basis. With reference to remarks in Auditors' Report in respect of delays in depositing Provident Fund dues with appropriate authority, the outstanding provident fund dues as at the last day of the financial year concerned are not outstanding for a period of more than six months from the date they become payable

ACKNOWLEDGEMENT:

The Directors wish to place on record their grateful thanks to the Company's Bankers and Government bodies. The directors also take this opportunity to acknowledge the contribution made by the managers and employees at all level.

For and on behalf of the
Board of Directors

Place: Mumbai
Date: 9th August 2012

R. K. Deherkar
Director

AUDITOR'S REPORT

To,
The Members of Intel Instruments & Systems Ltd.,

We have audited the attached Balance Sheet of Intel Instruments & Systems Ltd, as at 31st March, 2012 and Profit and Loss Account for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
 2. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
 3. Further to our comments in the Annexure referred to in Paragraph '2' above, we report that:
 - (i) 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, except confirmation of balances of debtors and other parties under loans and advances.
 - (ii) In our opinion, proper books of accounts as required by law have been kept by the company so far as it appears from our examination of the books.
 - (iii) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
 - (iv) According to the information and explanations given to us, in relation to the affairs of the company, no director is disqualified from being appointed as a director under section 274 (1) (g) of the Companies Act, 1956.
- (v) *No Provision has been made during the year for accrued liability in respect of gratuity and leave encashment payable to employees. The aforesaid accounting practice is not in compliance with Accounting Standard - 15 of the Institute of Chartered Accountants of India referred to in Section 211 (3C) of the Companies Act, 1956 which requires accounting for accrued liability towards gratuity and leave encashment. Had provision for gratuity, valued actuarially at Rs.21.16 lakhs been made, the loss shown in the Profit & Loss account would have been higher at Rs.273.87 lakhs Further, taking into account gratuity not provided in earlier years valued actuarially at Rs. 161.41 lakhs, the accumulated loss shown in the Balance Sheet would have been higher at Rs. 665.40 lakhs against the reported figure of Rs. 482.83 lakhs. Further the company's accrued liability towards leave encashment is not determined. This has also resulted into total erosion of the net worth of the company.*
- (vi) Subject to our observation in paragraph (v) above,
- a) In our opinion, the Balance Sheet and the Profit and Loss Account comply with the accounting standards referred to in sub section (3C) of section 211 of the Companies Act, 1956.
 - b) In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet and Profit and Loss Account read together with the accounting policies and the notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view:
 - In the case of the Balance Sheet, of the state of affairs of the company as at 31st March, 2012.
- AND
- In the case of the Profit and Loss Account, of the Loss of the company for the year ended on that date.

For and On behalf of
KARMARKAR & CO.
Chartered Accountants

(S.D.BAL)
Proprietor

Place: Mumbai
Date: 9th August 2012

M. No. 100/17574
Firm Regn. No. 104854W

ANNEXURE REFERRED TO IN PARAGRAPH 2 OF OUR AUDIT REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2012 OF INTEL INSTRUMENTS & SYSTEMS LTD.,

Referred to in paragraph 2 of our report of even date,

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) A major portion of the assets were physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) During the year, the company has not disposed off a major part of the plant and machinery, therefore the question of reporting on clause 4 (i)(c) of the Companies (Auditor's Report) Order, 2003 does not arise.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) (a) During the year, the company has not taken any loans, secured or unsecured from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956, The company has also not granted any loans, secured or unsecured to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clauses 4(ii) (b) and 4(iii) (c) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (b) There is no overdue amount of loans from or granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to the purchases of inventory, fixed assets and with regard to the

sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.

- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are competitive having regard to nature of items and non availability of suitable alternative sources of supply.
- (vi) In our opinion and according to the information and explanations given to us, the provisions of sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 are not applicable to the company, as the company has not accepted any deposits from the public.
- (vii) The company did not have an internal audit system during the year under review. However, we are informed that, keeping in view the aforesaid requirements, the company has instituted internal controls in the key operating areas.
- (viii) The Central Government has not prescribed the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956, for any of the products of the company.
- (ix) (a) **During the year, the company was not regular in depositing its Provident Fund and E.S.I.C. dues with the appropriate authorities.**
- (b) According to the information and explanation given to us, there are no undisputed dues of sales tax, income tax, custom duty, wealth tax, excise duty and cess as at 31st March, 2012, for a more than six months from the date they become payable.
- (c) According to the information and explanation given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- (x) The accumulated losses of the company have eroded its net worth. The company has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) In our opinion and according to the information and

explanations given to us, the company has not defaulted in repayment of dues to banks.

- (xii) According to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) In our opinion, the company has not dealt or traded in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xv) According to the information and explanations given to us, the company has not given guarantee for loans taken by others from banks or financial institutions.
- (xvi) During the year, the company has not raised any term loan. Accordingly, the provisions of clauses 4(xvi) and 4(xvii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xvii) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the question of reporting on whether the price at which such shares have been issued is prejudicial to the interest of the company does not arise.
- (xviii) The company has not issued any debentures.
- (xix) The company has not raised any money by public issue during the year.
- (xx) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For and On behalf of
KARMARKAR & CO.
Chartered Accountants

(S.D.BAL)
Proprietor

Place: Mumbai
Date: 9th August 2012

M. No. 100/17574
Firm Regn. No. 104854W

**Balance Sheet
As at 31st March 2012**

(Amount in Rs.)

Particulars	Note	As at 31.03.2012	As at 31.03.2011
EQUITY AND LIABILITIES			
SHAREHOLDERS FUNDS			
a) Share Capital	2	2,25,00,000	2,25,00,000
b) Reserves and surplus	3	(4,82,79,811)	(2,30,09,214)
c) Money received against share warrants		-	-
SHARE APPLICATION MONEY			
PENDING ALLOTMENT		-	-
Non-current Liabilities			
a) Long-term borrowings	4	21,74,500	21,74,500
b) Deferred tax liabilities (net)		-	-
c) Other long-term liabilities		-	-
d) Long-term provisions	5	43,26,700	43,26,700
Current Liabilities			
a) Short-term borrowings	6	63,69,734	67,45,525
b) Trade Payables	7	4,68,17,546	4,84,26,406
c) Other Current Liabilities	8	4,67,47,468	2,73,56,041
d) Short-term provisions		-	-
TOTAL		8,06,56,137	8,85,19,958
ASSETS			
Non current Assets			
a) Fixed Assets			
Tangible Assets	9	3,98,176	5,02,052
Intangible Assets		-	-
Capital Working Process		-	-
Intangible Assets under Development		-	-
b) Non-current Investments		-	-
d) Deferred tax assets (net)		34,81,506	34,81,506
d) Long-term loans and advances	10	15,80,237	12,68,112
e) Other non-current assets		-	-
Current Assets			
a) Current investments		-	-
b) Inventories	11	6,14,68,543	6,77,30,166
c) Trade receivables	12	78,58,619	94,58,330
b) Cash & Cash Equivalents	13	4,67,149	4,61,468
e) Short-term loans and advances	14	54,01,907	56,18,324
f) Other Current Assets		-	-
TOTAL		8,06,56,137	8,85,19,958
Significant Accounting Policies		1	

 As per our report attached
For KARMARKAR & Co.
Chartered Accountants

S. D. Bal
Partner
Firm Regn. No. 100/17574

 Mumbai : 9th August, 2012

 For and on behalf of the Board

R. K. Deherkar Director
K. B. Valia Director

 Mumbai : 9th August, 2012

**Statement of Profit & Loss for the year ended
31 March 2012**

(Amount in Rs.)

Particulars	Note	2011-2012	2010-2011
INCOME			
Revenue from operations	15	2,62,82,079	3,70,20,392
Other Income	16	1,22,855	50,001
TOTAL REVENUE		2,64,04,934	3,70,70,393
EXPENSES			
Cost of materials consumed	17	95,41,523	1,98,54,039
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods and work-in progress	18	94,68,130	(42,06,401)
Employee benefits expense	19	2,56,23,779	2,40,30,374
Service Charges and Work Expenses	20	19,49,837	24,55,982
Other Expenses	21	38,31,912	27,62,370
Finance costs	22	11,45,474	9,03,796
Depreciation and amortization expense		1,14,876	1,43,223
TOTAL EXPENSES		5,16,75,531	4,59,43,383
PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX			
		(2,52,70,597)	(88,72,990)
Exceptional Items		-	-
PROFIT BEFORE EXTRAORDINARY ITEMS & TAX		(2,52,70,597)	(88,72,990)
Extraordinary Items		-	1,751
PROFIT BEFORE TAX		(2,52,70,597)	(88,74,741)
TAX EXPENSE			
Current Tax		-	-
Deferred Tax		-	19,04,653
PROFIT (LOSS) FOR PERIOD FROM CONTINUING OPERATIONS		(2,52,70,597)	(69,70,088)
Profit / (Loss) from discontinuing Operations		-	-
Tax expense of discontinuing Operations		-	-
PROFIT/(LOSS) FROM DISCONTINUING OPERATIONS (AFTER TAX)		-	-
PROFIT (LOSS) FOR THE PERIOD		(2,52,70,597)	(69,70,088)
EARNINGS PER EQUITY SHARES :			
Basic		(112.31)	(30.98)
Diluted		-	-
Significant Accounting Policies		1	

 As per our report attached
For KARMARKAR & Co.
Chartered Accountants

S. D. Bal
Partner
Firm Regn. No. 100/17574

 Mumbai : 9th August, 2012

 For and on behalf of the Board

R. K. Deherkar Director
K. B. Valia Director

 Mumbai : 9th August, 2012

NOTES TO THE FINANCIAL STATEMENTS:**1. SIGNIFICANT ACCOUNTING POLICIES****A) ACCOUNTING CONCEPTS**

The accounts are prepared on historical cost basis and as a going concern. The company follows the mercantile system of accounting and recognises income and expenditure on accrual basis except where otherwise stated.

B) SALES

Sales are recognised at the time of despatch or shipment of material after completion of SEEPZ customs clearance formalities.

C) FIXED ASSETS

Fixed assets are stated at cost of acquisition or construction. They are stated at historical cost less accumulated depreciation.

D) DEPRECIATION

Depreciation on fixed assets is provided on the basis of written down value method and at the rates prescribed for this purpose in schedule XIV of the Companies Act, 1956. Depreciation is provided on pro-rata basis on assets added / disposed off / discarded during the year with reference to date of addition / disposal / discarding.

E) FOREIGN CURRENCY TRANSACTIONS

- i) Exchange differences relating to acquisition of fixed assets are adjusted in the cost of such assets.
- ii) Exchange gains or losses on settlement of revenue transactions are recognised in the Profit & Loss account.
- iii) Export receivables discounted with the banks (FOBN Credit) and outstanding on the balance sheet date are stated at the exchange rates prevailing at the time of discounting, since these receivables upon realisation would be appropriated by the bank at the aforesaid rates.
- iv) The balance standing to the company's credit in the Exchange Earner's Foreign Currency Account is at the rate prevailing on the day of credit by bank.
- v) Other current assets and current liabilities on the balance sheet date are translated at year-end exchange rates, any exchange differences on translation being recognised in the Profit & Loss account.

F) INVENTORIES

Items of inventories are valued on the following basis:

- i) Raw Materials, components, spares and stores - at cost.
- ii) Goods in process - at estimated cost comprising of materials, labour and manufacturing overheads.
- iii) Finished goods - at lower of cost or selling prices in the export market.

G) STAFF BENEFITS

- i) Provident fund and family pension benefits are accounted on the basis of contributions made to government provident fund and family pension funds.
- ii) Gratuity and leave encashment is being accounted on payment basis.

H) TAXES ON INCOME

The company recognises current tax and deferred tax as a charge or credit, as the case may be, in the Profit and Loss account of a period. Current tax is the amount of income tax determined to be payable (recoverable) in respect of the taxable income (tax loss) for a period. Deferred tax is the tax effect of timing differences, these being the difference between taxable income and accounting income for a period that originate in one period and are capable of reversal in one or more subsequent periods.

Notes to Balance Sheet for the year ended 31st March, 2012.

	<u>As at 31-3-2012</u>	<u>As at 31-3-2011</u>
2. SHARE CAPITAL:		
Authorised		
3,00,000(2011- 3,00,000)Equity shares of Rs. 100/- each	3,00,00,000	3,00,00,000
	3,00,00,000	3,00,00,000
Issued, Subscribed and Paid-up		
2,25,000(2011- 2,25,000)Equity shares of Rs. 100/- each	2,25,00,000	2,25,00,000
Total	2,25,00,000	2,25,00,000
3. RESERVE AND SURPLUS:		
a. Investment Allowance Reserve (Utilised) Account		
Opening Balance	3,200	3,200
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	3,200	3,200
b. Surplus		
Opening balance	(2,30,12,414)	(1,60,42,326)
(+) Net Profit/(Net Loss) For the current year	(2,52,70,597)	(69,70,088)
(+) Transfer from Reserves	-	-
(-) Transfer to Reserves	-	-
Closing Balance	(4,82,83,011)	(2,30,12,414)
Total	(4,82,79,811)	(2,30,09,214)
4. LONG TERM BORROWING		
Unsecured		
(a) Loans and advances from related parties		
Aplab Ltd.	21,58,000	21,58,000
Loan from Directors	16,500	16,500
Total	21,74,500	21,74,500
5. LONG TERM PROVISIONS		
(a) Provision for employee benefits		
Gratuity (unfunded)	43,26,700	43,26,700
(b) Others	-	-
Total	43,26,700	43,26,700
6. SHORT TERM BORROWING		
Secured		
(a) Loans repayable on demand to Banks		
Packing Credit Loan	27,73,621	28,96,496
(Secured By Hypothecation of Stock and book debts)		
(b) Foreign Bills Purchase Account	35,96,113	38,49,029
(Secured By Export Documents)		
(The above loans are also guaranteed by holding company, Aplab Ltd.)		
	63,69,734	67,45,525

Notes to Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012.

	As at 31-3-2012	As at 31-3-2011
7. TRADE PAYABLES		
Sundry Creditors for supplies	4,40,13,879	4,55,72,956
Sundry Creditors for expenses	28,03,667	28,53,450
Total	<u>4,68,17,546</u>	<u>4,84,26,406</u>
8. OTHER CURRENT LIABILITIES		
Other payables		
Advance received against order	4,57,30,238	2,38,54,627
Other liabilities- Statutory Dues	10,17,230	10,17,787
Temporary Bank Overdraft	-	24,83,627
Total	<u>4,67,47,468</u>	<u>2,76,56,041</u>

9. FIXED ASSETS

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2011	Additions	Dele- tions	As on 31.03.2012	Up to 01.04.2011	For the Year	Written back	Upto 31.03.2012	As on 31.03.2012	As on 31.03.2011
a. Tangible Assets										
Plant and Equipment	7,30,061	-	-	7,30,061	6,76,995	8,289	-	6,85,284	53,066	44,777
Test Equipments	19,30,159	-	-	19,30,159	18,23,220	16,704	-	18,39,924	1,06,939	90,235
Electrical Installations	2,46,454	-	-	2,46,454	2,21,243	3,507	-	2,24,750	25,211	21,704
Office equipment	3,61,271	-	-	3,61,271	3,28,779	4,520	-	3,33,299	32,492	27,972
Air Conditioner	2,16,342	-	-	2,16,342	1,31,611	11,786	-	1,43,397	84,731	72,945
Computers	12,60,904	11,000	-	12,71,904	12,25,412	17,515	-	12,42,927	35,492	28,977
Furniture and Fixtures	9,10,890	-	-	9,10,890	8,51,105	10,821	-	8,61,926	59,785	48,964
Total	56,56,081	11,000	-	56,67,081	52,58,365	73,142	-	53,31,507	3,97,716	3,35,574
b. Intangible Assets										
Computer Software	2,45,000	-	-	2,45,000	1,40,664	41,734	-	1,82,398	1,04,336	62,602
Total	2,45,000	-	-	2,45,000	1,40,664	41,734	-	1,82,398	1,04,336	62,602
c. Capital Work In Progress										
Total	-	-	-	-	-	-	-	-	-	-
d. Intangible assets under development										
Total	-	-	-	-	-	-	-	-	-	-
Total	59,01,081	11,000	-	59,12,081	53,99,029	1,14,876	-	55,13,905	5,02,052	3,98,176
Total for Previous Year	57,94,663	1,06,418	-	59,01,081	52,55,806	1,43,223	-	53,99,029	5,02,052	5,38,857

10. LONG TERM LOANS AND ADVANCES
a. Security Deposits

Secured, considered good	-	-
Unsecured, considered good	3,07,009	4,02,862
Doubtful	-	-
Less: Provision for doubtful deposits	-	-
	<u>3,07,009</u>	<u>4,02,862</u>

Notes to Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012.

	<u>As at 31-3-2012</u>	<u>As at 31-3-2011</u>
10. LONG TERM LOANS AND ADVANCES		
a. Security Deposits		
Secured, considered good	-	-
Unsecured, considered good	3,07,009	4,02,862
Doubtful	-	-
Less: Provision for doubtful deposits	-	-
	<u>3,07,009</u>	<u>4,02,862</u>
b. Loans and advances to related parties		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for doubtful loans and advances	-	-
	-	-
c. Other loans and advances		
Loans to Employees	12,73,228	8,65,250
Deposits- Security	-	-
Others	-	-
VAT Receivable	-	-
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for Doubtful	-	-
	<u>12,73,228</u>	<u>8,65,250</u>
Total	<u>15,80,237</u>	<u>12,68,112</u>
11. INVENTORIES		
a. Raw Materials and components (Valued at Cost)	3,80,23,005	3,48,16,499
b. Work-in-progress (Valued at estimated cost comprising of materials, labour and manufacturing overheads)	1,90,90,089	2,45,53,552
c. Finished goods (Valued at Lower of cost and net realisable value).	43,55,449	83,60,115
Total	<u>6,14,68,543</u>	<u>6,77,30,166</u>
12. TRADE RECEIVABLES		
Trade receivables outstanding for a period less than six months		
Secured, considered good		
Unsecured, considered good	42,08,105	62,21,211
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
	<u>42,08,105</u>	<u>62,21,211</u>
Trade receivables outstanding for a period exceeding six months		
Secured, considered good	-	-
Unsecured, considered good	36,50,514	32,37,119
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
	<u>36,50,514</u>	<u>32,37,119</u>
Total	<u>78,58,619</u>	<u>64,58,330</u>

Notes to Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012.

	<u>As at 31-3-2012</u>	<u>As at 31-3-2011</u>
13. CASH AND CASH EQUIVALENT		
Cash & Cash Equivalents		
a. Balances with banks - Current Accounts	2,25,995	1,62,249
b. Balances with banks - E E F C accounts	1,51,284	2,42,064
c. Bank Deposits with maturity less than 3 months	-	-
d. Cash on hand	20,406	14,491
Other Bank Balances		
Margin money	69,464	42,664
Guarantees	-	-
Bank deposits with 12 months <deposit > 3 months maturity	-	-
Total	<u>4,67,149</u>	<u>4,61,468</u>
14. SHORT-TERM LOANS AND ADVANCES:		
a. Loans and advances to related parties		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for doubtful loans and advances	-	-
b. Others		
Advance recoverable in Cash or in kind or for value to be received	51,36,258	51,29,287
Prepaid expenses - Unsecured, considered good	1,20,840	1,54,711
Balance with Government Authorities - Unsecured, considered good	95,559	1,64,326
Tender Deposits	49,250	1,70,000
VAT Receivable Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for doubtful	-	-
Total	<u>54,01,907</u>	<u>5,618,324</u>
	<u>2011 - 2012</u>	<u>2010 - 2011</u>
15. REVENUE FROM OPERATION:		
Sale of products (Refer Note No. 27.3)	2,68,65,440	35,141,935
Service Charges received	6,85,485	37,10,000
Other operating revenues	-	-
Less: Excise duty	12,68,846	18,31,543
Total	<u>2,62,82,079</u>	<u>3,70,20,392</u>
16. OTHER INCOME:		
Interest Income	9,945	30,093
Other non-operating income	1,12,910	19,908
Total	<u>1,22,855</u>	<u>50,001</u>
17. COST OF MATERIAL CONSUMED:		
Raw Material and Components		
Stock at Commencement	3,48,16,499	3,03,46,812
Add: Purchases	12,748,029	24,323,726
	<u>47,564,528</u>	<u>54,670,538</u>
Less: Stock at close	38,023,005	34,816,499
Total	<u>95,41,523</u>	<u>1,98,54,039</u>

Notes to Statement of Profit & Loss for the year ended 31st March, 2012.

	2011-2012	2010-2011
18. VARIATION IN STOCKS		
Stocks at Commencement		
Finished Goods	8,360,115	9,376,178
Goods in Process	24,553,552	19,331,088
	<u>32,913,667</u>	<u>28,707,266</u>
Less: Stock at Close		
Finished Goods	4,355,449	8,360,115
Goods in Process	19,090,088	24,553,552
	<u>23,445,537</u>	<u>32,913,667</u>
Total	<u>9,468,130</u>	<u>(4,206,401)</u>
19. EMPLOYEE BENEFITS EXPENSES:		
(a) Salaries and incentives	2,06,36,978	2,03,45,270
(b) Contributions to -		
(l) Provident fund & State Insurance Fund	21,99,184	21,29,897
(c) Gratuity fund contributions	11,30,260	1,01,771
(d) Staff welfare expenses	16,57,357	14,53,436
Total	<u>2,56,23,779</u>	<u>2,40,30,374</u>
20. SERVICE CHARGES AND WORK EXPENSES:		
Service Charges / Labour charges	3,50,033	7,32,015
Works Expenses		
Rent	5,14,500	3,91,550
Rates & Taxes	2,26,144	2,03,276
Light & Power	7,62,550	8,69,295
Insurance	10,861	17,684
Repairs to Factory Building	11,694	1,35,471
Repairs to Plant & Machinery	74,055	1,06,691
TOTAL	<u>19,49,837</u>	<u>24,55,982</u>
21. OTHER EXPENSES:		
Printing & Stationery	1,84,850	2,30,200
Postage, Telegram, Telephones etc	1,25,473	1,63,679
Bank Charges & ECGC Commission	2,74,691	1,37,673
Travelling & conveyance	4,47,889	465,359
Vehicle expenses	71,037	69,954
Legal Professional & Consultation fee	2,37,207	7,58,910
Auditors' Remuneration		
For Statutory Audit	65,000	-
For Tax Audit	30,000	-
For Other Services	10,000	-
For Reimbursement Expenses	15,000	-
Service Tax above	14,832	1,20,000

Notes to Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012.

	2011-2012	2010-2011
Freight, transport, octroi etc.	10,23,600	6,68,493
Other repairs & maintenance	3,562	600
Other expenses	1,37,152	42,649
Sales Tax	2,47,523	1,04,853
Prior year expenses	9,44,097	-
Total	<u>38,31,912</u>	<u>27,62,370</u>
22. FINANCE COST :		
a. Interest expense on		
(i) Borrowings	9,10,689	8,51,102
(ii) Trade Payables	30,714	53,227
(iii) Others	-	-
b. Other borrowing costs	54,231	-
c. Net gain /(loss) on foreign currency transactions and translation	1,49,840	(533)
Total	<u>11,45,474</u>	<u>9,03,796</u>
23. a) Provision for current taxation has not been considered necessary in view of losses incurred by the company during the year.		
b) Deferred tax assets and liabilities shown in the Balance Sheet are attributable to the following items:		(Rs. in Lacs)
	<u>As At</u>	<u>As At</u>
	<u>31-3-2012</u>	<u>31-3-2011</u>
a) Brought forward loss/unabsorbed Depreciation as per Income Tax Return	12.96	12.96
b) Income Tax disallowance	00.09	0.09
c) Unabsorbed loss/ Unabsorbed depreciation to be carried forward	22.14	22.14
	<u>35.19</u>	<u>35.19</u>
Liabilities		
a) Differences between income tax depreciation and book depreciation	0.37	0.37
	<u>0.37</u>	<u>0.37</u>
24) Exchange differences arising on foreign currency transactions during the year:		
i) Debited to Profit & Loss Account is Rs. 1.50 Lacs (2010-2011 Rs.0.01 Lacs - Credit).		
ii) Included in the carrying amount of fixed assets Rs.Nil (2010-2011 Rs. Nil)		
25) As per the information available with the company, there are no outstanding dues to Small Scale Industrial Undertaking as defined under clause (j) of section 3 of the Industries (Development & Regulation) Act, 1951.		
26) Related Party Disclosures:		
i) Accounting Standard - 18 on 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India is not applicable to the company vide General Clarification (GC) - 1/2002 issued by the Institute. However, as the aforesaid standard is applicable to the holding company, Aplab Ltd. and Intel Instruments & Systems Ltd's accounts are being consolidated with Aplab Ltd., related party disclosures are being given for the sake of uniformity in the presentation of accounts.		
ii) Related parties with whom there were transactions during the year are listed below:		

Notes to Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012.

- a) Holding Company:
The Company is a wholly owned subsidiary of Aplab Ltd.
- b) Other companies / enterprises in which Key Management Personnel and Relatives of Key Management Personnel exercise significant influence:
Deodhar Electro Design (I) Pvt. Ltd.
Intel Exports Corporation.
Print Quick Pvt. Ltd.
Mitramax Energy Pvt. Ltd.

iii) The following transactions were carried out with the above related parties at normal commercial terms: (Amount in Rs.)

Sr. No.	Name of Related party	Nature of Transactions	31.03.2012	31.03.2011
1.	Aplab Limited	Purchase of Materials	13,67,046	18,89,324
		Sale of Finished Goods	1,10,01,635	1,47,15,385
		Reimbursement of Expenses Received	10,81,237	44,731
		Service Charges Received	6,85,495	40,91,100
		Service Charges Paid	-	27,585
		Net Outstandings payable/ (receivable) *	7,61,18,547	5,46,11,157
2.	Deodhar Electro Design (I) Pvt. Ltd.	Purchase of Materials	11,75,135	46,44,979
		Sale of Finished Goods	18,824	783,572
		Reimbursement of Expenses Received	9,773	-
		Prior year expenses	9,44,097	-
		Net Outstanding payable/ (receivable)	(10,42,266)	(9,51,854)
3.	Intel Exports Corporation	Sale of Finished Goods	11,61,398	25,99,306
		Reimbursement of Expenses Received	-	20,142
		Net Outstanding payable/ (receivable)	17,13,537	2,14,935
4.	Mitramax Energy Pvt. Ltd.	Net Outstanding payable/ (receivable)	35,00,000	35,00,000
5.	Printquick Pvt. Ltd.	Net Outstanding payable/ (receivable)	13,974	40,974

* Excluding balances in Share Capital and Unsecured Loan Accounts.

- 27)** As per Accounting Standard - 20 on 'Earnings per share' issued by the Institute of Chartered Accountants of India, the Earnings per share of the company is Rs. (-) 112.31 (Previous Year - Rs. (-) 30.98.
- 28)** Additional information pursuant to paragraph 3, 4C, 4D of Part II of Schedule VI of the Companies Act, 1956. Information regarding capacity, stocks, production and sales (as certified by the Management)
- 1) Licensed Capacity: Not applicable as the company being a small-scale unit, is not subject to industrial licensing policy.
 - 2) Installed Capacity: Production of the items manufactured by the Company does not require special machinery. Production depends largely upon designing skill, adequate space and competent staff. The term installed capacity does not have any significant meaning in relation to the items manufactured by the Company.
 - 3) Stocks, Production and Sales:

Notes to Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012.

	Opening Stock	Closing Stock	Production	Sales Quantity	Sales Value
	No. of Pcs.	No. of Pcs.	No. of Pcs	No. of Pcs	Rs. in lacs
Test and Measuring Instruments (Oscilloscopes, Cable Fault Locators, Decade Boxes, Output Meters etc.)	381 (1050)	636 (381)	1954 (2852)	1699 (3521)	67.58 (148.63)
AC to DC Power Supplies (Power Supplies, OFLs, AC Sources, Isolated Line Supplies, Spares Etc.)	346 (645)	177 (346)	1259 (1422)	1428 (1721)	123.13 (102.82)
AC to DC Power Systems (Frequency Converters Voltage Regulators and Stabilizers Etc.)	72 (82)	101 (72)	1287 (528)	1258 (538)	58.32 (78.25)
Telephone Exchange	3 (3)	3 (3)	0 (0)	0 (0)	0 (0)
Custom Built Electronic Devices (Lab Discharge Lamps and Printer DPN)	- -	- -	1775 (500)	1775 (500)	17.02 (10.90)
OEM Products	- -	- -	2034 (797)	2034 (797)	2.60 (10.82)
TOTAL					268.65 (351.42)

NOTE: - Figures for previous year have been regrouped and shown in brackets.

28.4 Row material and component consumed.

(Rs. in Lacs)

	2011 – 2012		2010 – 2011	
	Quantity	Rs.	Quantity	Rs.
Resistors	532370	1.37	107148	2.88
Capacitors	1295826	6.54	2680178	14.33
Potentiometers	52890	7.20	108775	14.96
Valves, Crystals	2280	13.22	4308	32.55
Transistors	60970	11.28	128180	21.15
Diodes, SCRS	159150	11.17	325101	23.74
Switches	55900	10.86	118006	23.11
IC's	160117	13.84	332158	30.67
Knobs, Terminals, Cover, Fuses Moldings etc. Copper Wire Aluminum Sheets * Sections, Bobbins etc.		19.94		35.15
	**	95.42	**	198.54

* 1. Quantity in various units of measurements. None of the items included in the groups individually account for 10% or more of the total value of Raw Material consumed.

** 2. The amount is inclusive of consumption of stores and spares.

Notes to Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012.

		(Rs. in Lacs)	
		<u>2011-2012</u>	<u>2010-2011</u>
28.5)	Value of imports calculated on CIF Basis: -		
	Components & Spares	12.10	54.13
	Capital Goods	-	-
		<u>12.10</u>	<u>54.13</u>
28.6)	Earnings in Foreign Exchange: -		
	F.O.B Value of Exports	75.44	225.77
		<u>175.44</u>	<u>225.77</u>

Note: The above figure is inclusive of Sales through SEEPZ & other Export Units.

28.7) Value of Raw Materials and Components Consumed

		(Rs. in Lacs)			
		<u>2011-2012</u>	<u>%</u>	<u>2010-2011</u>	<u>%</u>
Imported		27.20	28.51	61.85	31.15
Indigenous		68.22	71.49	136.69	68.85
		<u>95.42</u>	100.00	198.54	100.00

29. The revised schedule VI has become effective from 1st April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / recast to confirm to current year's classification/disclosure.

Signatures to Notes to financial statements 1 to 29

As per our report attached
For KARMARKAR & Co.
Chartered Accountants

S. D. Bal
Partner
Firm Regn. No. 100/17574

Mumbai : 9th August, 2012

For and on behalf of the Board

R. K. Deherkar Director
K. B. Valia Director

Mumbai : 9th August, 2012

Cash flow statement for the year ended 31st March, 2012

(Amount in Rs.)

Particulars	2011 - 2012	2010 - 2011
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax and extra ordinary items	(2,52,70,597)	(88,72,990)
Adjustments for :		
Depreciation	1,14,876	1,43,223
Net Loss on Sale of Fixed Assets	-	-
Profit on Sale of Fixed Assets	-	-
Fixed Assets scrapped / Amount w/off	-	-
Diminution in value of investments	-	-
Interest received	(9,945)	(30,093)
Dividend Received	-	-
Provision for Gratuity	-	-
Operating Profit before working capital changes	(2,51,65,667)	(87,59,859)
Adjustments For :		
(Decrease) / Increase in working capital	2,80,31,820	1,07,80,108
	28,66,153	20,20,249
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(11,000)	(1,06,418)
Net Cash used in Investing Activities	(11,000)	(1,06,418)
C CASH FLOW FROM FINANCING ACTIVITIES		
(Decrease) / Increase in short-term Borrowings	(3,75,791)	(29,11,947)
Interest received	9,945	30,093
Net Cash from Financing Activities	(3,65,846)	(28,83,605)
Net Increase in Cash and Cash Equivalent (A+B+C)	24,89,307	9,69,774
Opening Balance of Cash and Cash Equivalent	(20,22,158)	(10,52,384)
Closing Balance of Cash and Cash Equivalent	4,67,149	(20,22,158)
Increases / (Decrease)	24,89,307	(9,69,774)

As per our report attached
For KARMARKAR & Co.
Chartered Accountants

S. D. Bal
Partner
Firm Regn. No. 100/17574

Mumbai : 9th August, 2012

For and on behalf of the Board

R. K. Deherkar Director
K. B. Valia Director

Mumbai : 9th August, 2012

Sprylogic Technologies Ltd.

7th Annual Report 2011-2012

Board of Directors

Nishith Deodhar

Director

U. V. Save

Director

Rajesh K. Deherkar

Director

Registered Office & Works

A - 1, Aplab House, Wagle Industrial Estate,
Thane - 400604.

Corporate Office

A/1, Aplab House, Wagle Industrial Estate,
Thane - 400 604.

Auditors

Puranik Kane & Co.
Chartered Accountants
Thane

Bankers

Corporation Bank,
Thane

Contents	Page No.
Directors' Report	59
Auditors' Report	61
Balance Sheet	63
Statement of Profit & Loss	63
Notes to Balance Sheet	64
Notes Statement of Profit & Loss	68
Cash Flow	73

DIRECTORS' REPORT :

To
The Members,

The Directors have pleasure in submitting their 7th Annual Report together with the audited annual accounts of the Company for the year ended 31st March 2012.

	(Rs. in Lacs)	
	Year ended 31.03.2012	Year ended 31.03.2011
Total Revenue	170.64	190.12
Total Expenditure	163.62	184.40
PBDIT	34.33	64.40
Finance Cost	0.34	0.54
Depreciation	4.23	4.91
Amortisation of Product Cost	22.75	53.23
Profit Before Tax	7.01	5.72
Provision for Tax	2.37	5.55
Provision for Fringe Benefit Tax	-	-
Deferred Tax Liability/(Asset)	3.29	(3.56)
Net Profit/(Loss)	1.35	3.73
Amount available for appropriations	-	-

Working Results & Operations:

Your Company achieved revenue of Rs. 170.64 Lacs during the financial year 2011 -12 against Rs. 190.12 lacs of previous year. The business from Fuel Pump Sector was reduced during the year even though other business remains flat.

The Profit after Tax for the year is Rs 1.35 Lacs as compared to Rs 3.73 lacs in the previous year.

During the reporting year concentration was mainly on Banking Automation and Software relating Customer specified requirements. We anticipate remarkable growth opportunities in these domains in future.

Management Discussion and Analysis Report:
a) Industry Structure and Developments

We expect some of our investments in solar and powerplatforms to start showing results with increasing interest in our product platforms and technologies. We continue to leverage our relationships with chip manufacturers to acquire sales leads, and we have been successful in garnering several projects as result of these relationships.

Your company is looking to monetize some of its investments in the Fuel Dispensing business. Your company is also looking at OEM vendors outside of APLAB in this business to offer its designs, especially your company's green dispenser technologies.

b) Opportunities and Threats

Your company continues to explore opportunities in oil sector, for web applications and retail automation. The Solar market

continues to mature and customers are increasingly looking to local vendors to adopt these technologies for local conditions.

The current debt crisis continues to threaten to turn into a double-dip recession for western economies. Our international plans would be directly impacted as result of this. Our presence in the Indian market and increasing focus on emerging economies should alleviate some of these effects.

c) Company Achievements

Your company has been acquiring more banking customers for systems and application monitoring of their self-service kiosk network. Our experience in customizing web applications to suit Indian requirements will hold us in good stead and continue generating sales revenue from this activity. Your company is discussing licensing some of its intellectual property to international customers and likely to start monetizing some of these investments.

Your company has been able to make a break into the software testing services market with its first international customer. We had our first CRM implementation contract for an Indian customer. We expect this activity to grow with increasing experience in this arena.

Your company has increased focus on bespoke applications and product development rather than purely services. This segment of the market is less competitive and the margins are generally better.

Internal control systems

The Company continues to enforce strict systems and controls to ensure adequate IP protection. A new versioning and document control system has been implemented and is completely operational. Tracking of all our assets are also managed via this system.

Fixed Deposits:

The Company has not accepted any deposit during the year.

Directors:

There was no change in the composition of the Board of Directors during the year.

People:

Your company is continuing to focus on being an Employer of Choice to attract and retain the best industry talent. Several initiatives were undertaken during the course of the year to create tighter and deeper bonds with the people. For your company to continue to enhance its market presence, it is important that new people entering the organization are better skilled differentiated and more emotionally attached to the organization than their industry peers.

Your company is looking and planning ahead for the future. In the current year, your company will focus on the theme of Empowering and Enabling Line Managers. This will allow decision making at the operating level and creation of environment that facilitates nurturing, development and

satisfaction of people. It will allow us to build the second level leadership capability which will be essential for your company to sustain its growth in the years ahead.

Auditors:

M/s. Puranik Kane & Co., Chartered Accountants, Thane, the Auditors of the Company will retire at the conclusion of the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office, if re-appointed. You are requested to appoint the Auditors and fix their remuneration.

Conservation of Energy and Technology Absorption and Research and Development:

The range of activities of your Company requires minimal energy consumption and every Endeavour has been made to ensure optimal utilization of energy and avoid wastage through automation and deployment of energy efficient equipment.

Your Company takes adequate measures to reduce energy consumption by using efficient computer terminals and by using latest technology.

Foreign Exchange Earnings and Outgo:

The foreign exchange outgo was Nil and the Company has billed export orders worth Rs.4,17,610/-.

Employees Particulars:

The information pursuant to Sec. 217 (2A) of the Companies Act of 1956 as amended read with the Companies (Particulars of employees) Rules 1975 are not applicable to the Company for the year under review.

Directors Responsibility Statement:

Pursuant to the provisions of section 217(2AA) of the Companies Act, 1956, the Directors hereby state:

- a) that while preparing the annual accounts for the year ended 31st March 2012, the applicable accounting standards had been followed along with proper explanations relating to material departures;
- b) that 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 true and fair view of the state of affairs of the company at the end of financial year;
- c) that the Directors had taken proper and sufficient care for the 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 fraud and other irregularities;
- d) that the directors had prepared the annual accounts on a going concern basis.

Acknowledgements:

The Directors thank the Shareholders and Government authorities for their support to the company.

For and on behalf of
the Board of Directors

Place : Thane
Date: 2nd August 2012

Nishith P. Deodhar
Director

AUDITORS' REPORT

To the Members of Sprylogic Technologies Limited,

We have audited the attached Balance Sheet of Sprylogic Technologies Limited as at 31st March 2012, relevant Profit & Loss Account and the Cash Flow Statement for the year ended on that date all of which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

- 1) As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government in terms of sub section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in the paragraphs 4 and 5 of the said order.
- 2) Further to our comments in the Annexure referred to above, we report that:
 - a) We have obtained all the information and explanations, which, to the best of our knowledge and belief were necessary for the purpose of 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 such books.
 - c) The Balance Sheet, Profit & Loss Account and the Cash Flow Statement dealt with by the report is in agreement with the books of account of the Company.
 - d) On the basis of written representations received from the directors as on 31st March 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as at 31st March 2012, from being appointed as a director in terms of clause (g) of sub section (1) of Section 274 of the Companies Act, 1956.
 - e) In our opinion, the Balance Sheet, Profit & Loss Account and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
 - f) In our opinion and to the best of our information and according to the explanations given to us, the Accounts, read together with the Notes thereon, give the information required by The Companies Act, 1956 in the manner so required and present a true and fair view:

- i) in case of the Balance Sheet of state of the affairs of the Company as at 31st March, 2012
- ii) in case of Profit & Loss Account of the Profit for the year ended on 31st March 2012; and
- iii) in case of the Cash Flow Statement of the cash flows for the year ended on that date.

For and on behalf of
Puranik Kane & Co.
Chartered Accountants

Place: Thane
Date: 2nd August 2012

Ashish Ashok Kane
Partner
Membership No. 104076
Firm Regn No.: 120215W

ANNEXURE TO THE AUDITOR'S REPORT

Annexure referred to in Paragraph 1 of our report of even date on the accounts for the year ended 31st March 2012 of Sprylogic Technologies Limited

- 1) The Company is in the process of maintaining the Fixed Assets Register showing full particulars, including quantitative details and situation of fixed assets.
- 2) As informed to us, the fixed assets have been physically verified by the management and no material discrepancies were noticed on such verification. Further we are of the opinion that considering the size of the Company, the frequency of the verification of fixed assets is reasonable.
- 3) During the year, Company has not disposed off any substantial part of fixed assets.
- 4) In our opinion and according to the information and explanations given to us, the Company does not own any stock of inventory. Hence sub clause (a), (b) and (c) of clause 4 (ii) of the Companies (Auditor's Report) Order, 2003 are not applicable.
- 5) The Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- 6) The Company has not taken any loans, secured or unsecured from Companies, firms and other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- 7) In our opinion and according to the information and explanations given to us, the Company has adequate internal control system considering the size of the Company and nature of its business, for purchase of inventory, fixed assets and for sale of services during the year.

- 8) In our opinion and according to the information and explanations given to us, the particulars of the contract or arrangement referred to in section 301 of the Companies Act, 1956 have been entered in the Register required to be maintained under that section.
- 9) In our opinion and according to the information and explanations given to us, the transaction made in pursuance of such contracts of arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- 10) In our opinion and according to the information and explanations given to us, the provisions of Section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975 are not applicable to the Company, as the Company has not accepted any deposits from the public.
- 11) Since the Company is not listed, does not have a paid up capital and reserves exceeding Rs.50 lakhs as at the commencement of the financial year and also does not have an average annual turnover exceeding five crore rupees for the period of three consecutive financial years immediately preceding the financial year under audit, clause 4 (vii) of the Companies (Auditor's Report) Order, 2003 is not applicable.
- 12) The Central Government has not prescribed the maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956, for any of the products of the Company.
- 13) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Income tax, Service tax, Sales tax with the appropriate authorities and there are no arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
- 14) The Company does not have any accumulated losses at the end of the financial year. The company has not incurred any cash losses in the financial year under audit and the preceding financial year.
- 15) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions or bank.
- 16) In our opinion and according to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 17) The provisions of any special statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund / Societies are not applicable to the Company.
- 18) In our opinion and according to the information and explanations given to us, the Company is not a dealer or trader of shares, debentures and other securities.
- 19) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- 20) In our opinion and according to the information and explanations given to us, the Company has obtained term loan and applied the same for the purpose for which the loans were obtained.
- 21) In our opinion and according to the information and explanations given to us, the Company has not raised any funds on short term basis.
- 22) The Company has not made any preferential allotment to parties covered in the Register maintained under section 301 of the Act.
- 23) The Company has not issued any debentures during the year.
- 24) The Company has not raised money by any public issues during the year and hence the question of disclosure and verification of end use of such money does not arise.
- 25) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For and on behalf of
Puranik Kane & Co.
Chartered Accountants

Place: Thane
Date: 2nd August 2012

Ashish Ashok Kane
Partner
Membership No. 104076
Firm Regn No.: 120215W

Balance Sheet as at 31st March 2012

(Amount in Rs.)

	Note	As at 31.03.2012	As at 31.03.2011
EQUITY AND LIABILITIES			
SHAREHOLDERS FUNDS			
Share Capital	1	8,50,000	8,50,000
Reserves and surplus	2	18,57,801	17,22,583
NON-CURRENT LIABILITIES			
a) Long-term borrowings	3	-	65,928
b) Deferred tax liabilities (net)	4	2,42,238	(86,847)
c) Other long-term Liabilities (net)	5	2,80,000	1,00,000
d) Long-term provisions	6	28,52,383	25,67,278
CURRENT LIABILITIES			
a) Trade Payables	7	2,45,848	4,63,954
b) Other Current Liabilities	8	60,86,937	21,19,458
d) Short-term provisions	9	2,61,210	4,50,561
TOTAL EQUITY & LIABILITIES		1,26,76,417	82,52,915
ASSETS			
Non current Assets			
a) Fixed Assets			
Tangible Assets	10	13,76,121	13,40,523
Intangible Assets	11	39,38,032	35,59,511
Intangible Assets under Development		17,34,337	29,45,906
b) Other non-current assets	12	1,921,366	4,039,164
CURRENT ASSETS			
a) Trade receivables	13	21,54,384	8,99,261
b) Cash & Bank Balance	14	69,480	(63,68,671)
c) Other Current Assets	15	14,82,697	18,37,221
TOTAL ASSETS		1,26,76,417	82,52,915

Significant Accounting Policies

Notes on Financial Statements 1 to 29

 As per our report attached
For Puranik Kane & Co.
Chartered Accountants

 Ashish Ashok Kane
Partner
Firm Regn. No. 120215W

 Thane : 2nd August, 2012

For and on behalf of the Board

 Nishith Deodhar Director
Rajesh K. Deherkar Director

 Thane : 2nd August, 2012

Statement of Profit & Loss for the year ended 31 March 2012

(Amount in Rs.)

	Note	2011 - 2012	2010 - 2011
INCOME			
Revenue from operations(Gross)	16	1,65,62,400	1,84,14,420
Other Income	17	5,01,707	5,98,442
TOTAL REVENUE		1,70,64,107	1,90,12,862
EXPENSES			
Purchase of Trading Goods			
Employee benefit expenses	18	91,99,415	89,90,326
Finance Costs	19	34,247	53,515
Depreciation & Amortization expenses	20	26,98,690	58,14,336
Other Expenses	21	44,29,938	35,82,703
TOTAL EXPENSES		1,63,62,290	1,84,40,880
PROFIT BEFORE TAX			
PROVISION FOR TAXATION		7,01,817	5,71,982
Current Tax		2,37,513	5,55,210
Fringe Benefit Tax		-	-
Deferred Tax Liability / (Asset)		3,29,086	(3,55,992)
PROFIT AFTER TAX		1,35,218	3,72,764
Basic and diluted earning			
per share (Rupees)		1.59	4.39

Significant Accounting Policies

Notes on Financial Statements 1 to 29

 As per our report attached
For Puranik Kane & Co.
Chartered Accountants

 Ashish Ashok Kane
Partner
Firm Regn. No. 120215W

 Thane : 2nd August, 2012

For and on behalf of the Board

 Nishith Deodhar Director
Rajesh K. Deherkar Director

 Thane : 2nd August, 2012

SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statement:

The financial statements have been prepared to comply in all material respect with mandatory Accounting Standards issued by Institute of Chartered Accounts of India and relevant provisions of Companies Act, 1956.

Financial Statements are based on historical cost convention, on the basis of going concern and on accrual method of accounting, in accordance with provision of Companies Act, 1956 as adopted consistently by the company. All income and expenditure having a material bearing on financial statements are recognized on accrual basis.

2. Fixed Assets and Depreciation:

Tangible and Intangible Fixed Assets are stated at acquisition cost less accumulated depreciation. The cost comprises of purchase price and any attributable cost bringing the asset to its working conditions for its intended use.

3. Depreciation and Amortisation

Depreciation is provided on written Down Value Method in accordance with the Companies Act, 1956, except for the items mentioned below. All the individual items costing Rs. 5,000 or less have been fully written off.

The rates of depreciation are in accordance with Schedule XIV to the Company Act, 1956 on a Pro-rate basis except as given below

Acquired / Own Software Products	To be amortized over estimated life of asset on Straight Line Value Method. The estimated life is generally taken as Four Years.
----------------------------------	--

The carrying amount of fixed assets is reviewed at each Balance Sheet date if there are any indications of impairment based on internal / external factors.

4. 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.

5. Retirement Benefits:

Provident Fund benefit to employees is provided for on accrual basis and charged to Profit and Loss Account of the year.

6. Revenue Reorganization:

Revenue from software development / software products / services is recognized on the basis of invoices raised.

Notes forming part of the Balance Sheet for the year ended 31st March, 2012

	<u>As at 31.03.2012</u>	(Amount in Rs.) <u>As at 31.03.2011</u>
1. SHARE CAPITAL		
1,00,000 (March 31, 2011: 1,00,000) Equity Shares of Rs. 10/- each	<u>10,00,000</u>	<u>10,00,000</u>
Issued:		
85,000 (March 31, 2011: 85,000) Equity Shares of Rs. 10/- each		
Subscribed and Paid up		
85,000 (March 31, 2011: 85,000) Equity Shares of Rs. 10/- each.	<u>8,50,000</u>	<u>8,50,000</u>
a) Rights, preferences and restrictions attached to shares:		
Equity Shares: The company has one class of equity shares having a par value of Rs.10 per share. Each Shareholder is eligible for one vote per share held.		
b) Shares held by holding co and subsidiary of holding company		
Equity Shares :		
50000 Equity Shares (March 31, 2011: 50000 shares) held by Aplab Limited, India the holding company	<u>5,00,000</u>	<u>5,00,000</u>
c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company		
Aplab Limited, India Holding Company	<u>5,00,000</u>	<u>5,00,000</u>
	59%	59%
Mr. Nishith Deodhar	<u>3,50,000</u>	<u>3,50,000</u>
	41%	41%
	<u>8,50,000</u>	<u>8,50,000</u>
2. RESERVES & SURPLUS		
Balance as at Beginning of the year	<u>17,22,583</u>	<u>13,49,819</u>
Profit / (Loss) for the year	1,35,218	3,72,764
Balance as at end of the year	<u>18,57,801</u>	<u>17,22,583</u>
3. LONG TERM BORROWINGS		
Secured		
Term Loan		
From Bank	-	65,928
b) Deferred tax liabilities (net)	-	-
Total	<u>-</u>	<u>65,928</u>

Nature of security and terms of repayment for secured borrowings (other than debentures)

Nature of Security	Terms of Payment
Term Loan from Bank amounting Rs. 243017/- are secured by a first charge by the lender on motor car	Repayable in 60 equated monthly installments from the date of the loan (July 23, 2007) alongwith interest @ 11.73%

Notes forming part of the Balance Sheet for the year ended 31st March, 2012

		(Amount in Rs.)	
		As at 31.03.2012	As at 31.03.2011
4.	DEFERRED TAX LIABILITIES (NET)		
	Deferred Tax Liabilities		
	Depreciation	3,22,385	3,51,052
	Deferred Tax Assets		
	Other timing differences	(80,147)	(4,37,899)
	Total	2,42,238	(86,847)
	Deferred Tax Assets and Deferred Tax Liabilities have been offset as they relate to the same governing taxation laws.		
5.	OTHER LONG-TERM LIABILITIES		
	Advance from Customers	2,80,000	1,00,000
		2,80,000	1,00,000
6.	LONG-TERM PROVISIONS		
	Provision for Tax	14,40,691	11,54,626
	Provision for employees Benefits		
	Gratuity Payable	11,69,765	11,69,765
	Leave Encashment Payable	2,41,927	2,42,887
		28,52,383	25,67,278
7.	TRADE PAYABLES		
	Sundry Creditors	2,45,848	4,63,954
		2,45,848	4,63,954
8.	OTHER CURRENT LIABILITIES		
	Current Maturities of long term debt	65,928	1,83,089
	Duties & Taxes	(4,24,040)	57,119
	Audit Fees Payable	89,160	64,525
	Directors Commission Payable	63,553	63,553
	Advance from Customers	51,24,838	5,10,979
	Employees Benefits Payable	10,45,434	10,42,701
	Statutory dues including Provident Fund and Tax Deducted at source	1,09,177	1,82,492
	Sundry Creditors for Assets	12,887	15,000
	Sub-total-Current liabilities	60,86,937	21,19,458
9.	SHORT TERM PROVISIONS		
	Provision for Employee Benefits		
	Provision for Leave Encashment	23,697	1,64,496
	Provision for Tax	2,37,513	2,86,065
		2,61,210	4,50,561

Notes forming part of the Balance Sheet for the year ended 31st March, 2012
10. TANGIBLE ASSETS
FIXED ASSETS

(Amount In Rs.)

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2011	Additions	Dele- tions	As on 31.03.2012	Up to 01.04.2011	For the Period	Written back	Upto 31.03.2012	As on 31.03.2012	As on 31.03.2011
Plant and Machinery	7,24,179	1,70,253	-	8,94,432	1,64,238	82,079	-	246,318	6,48,114	5,59,941
E.D.P. Systems/Computers	17,90,369	2,92,757	-	20,83,126	13,48,823	2,57,504	-	16,06,328	4,76,798	4,41,544
Vehicles	9,51,246,	-	45,910	9,05,336	6,32,732	78,251	29,642	6,81,342	2,23,994	3,18,514
Furniture and Fixture	26,987	11,740	-	38,727	6,464	5,049	-	11,513	27,214	20,523
TOTAL	34,92,781	4,74,750	45,910	39,21,621	21,52,258	4,22,884	29,642	25,45,500	13,76,121	13,40,522
March 31, 2011	34,16,695	76,087	-	34,92,782	16,60,979	4,91,279	-	21,52,258	13,40,523	17,55,715

11. INTANGIBLE ASSETS

(Amount In Rs.)

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2011	Additions	Dele- tions	As on 31.03.2012	Up to 01.04.2011	For the Period	Written back	Upto 31.03.2012	As on 31.03.2012	As on 31.03.2011
Owned Products	1,46,84,972	26,54,327	-	1,73,39,299	1,11,25,461	22,75,807	-	1,34,01,267	39,38,032	35,59,511
	1,46,84,972	26,54,327	-	1,73,39,299	1,11,25,461	22,75,807	-	1,34,01,267	39,38,032	35,59,511
March 31, 2011	1,14,70,533	32,14,439	-	1,46,84,972	58,02,404	53,23,057	-	1,11,25,461	35,59,511	56,68,129

11. INTANGIBLE ASSETS UNDER DEVELOPMENT

(Amount In Rs.)

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2011	Additions	Dele- tions	As on 31.03.2012	Up to 01.04.2011	For the Period	Written back	Upto 31.03.2012	As on 31.03.2012	As on 31.03.2011
INTANGIBLE ASSETS UNDER DEVELOPMENT	29,45,906	21,43,613	33,55,181	17,34,338					17,34,338	29,45,906
March 31, 2011	24,28,793	38,42,344	33,25,231	29,45,906					29,45,906	24,28,793

NOTE : Deletion under Intangible assets under development includes Rs. 26,54,327 /- being Owned Products Capitalised and Rs. 7,00,854 being WIP Written off

(Amount in Rs.)

	Note	As at 31.03.2012	As at 31.03.2011
ASSETS			
12. OTHER NON CURRENT ASSET			
Advance Income Tax		16,78,666	40,39,164
Long Term Trade Receivable		2,42,700	
Unsecured Considered Good		19,21,366	40,39,164
CURRENT ASSETS			
13. TRADE RECEIVABLES			
Unsecured, considered good			
Outstanding for a period of exceeding 6 months from the date they are due for payment		51,082	2,10,514
Others		21,03,302	6,88,747
		21,54,384	8,99,261

Notes forming part of the Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012

	As at 31.03.2012	(Amount in Rs.) As at 31.03.2011
14. CASH AND BANK BALANCE		
Cash and cash equivalents		
Cash on hand	13,863	16
Bank Balance		
In current accounts	23,107	(68,73,622)
In EEFC account	25,750	4,42,170
In saving account	6,760	62,765
	69,480	(63,68,671)
15. OTHER CURRENT ASSETS		
TDS receivables	14,82,697	18,29,441
Misc. Expenses (ASSET)	-	7,780
	14,82,697	18,37,221
	2011 - 2012	2010 - 2011
16. REVENUE		
Sale of Service	1,65,62,400	1,84,14,420
	1,65,62,400	1,84,14,420
17. OTHER INCOME		
Misc. Income	5,01,707	5,98,442
	5,01,707	5,98,442
18. EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages & Bonus	80,10,707	66,60,038
Contribution to Provident & Other Funds	6,08,539	7,28,320
Gratuity	4,90,504	15,51,541
Staff Welfare Expenses	18,428	28,343
Contribution to E S I C	71,237	22,084
Total	91,99,415	89,90,326
19. FINANCE COST		
Interest on Long Term Borrowings	19,567	39,735
Bank Charges	14,680	13,780
Total	34,247	53,515
20. DEPRECIATION AND AMORTIZATION EXPENSES		
Depreciation on Tangible Assets	4,22,884	4,91,279
Amortization on Intangible Assets	22,75,806	53,23,057
Total	26,98,690	58,14,336

Notes forming part of the Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012

		(Amount in Rs.)	
		2011 - 2012	2010 - 2011
21.	OTHER EXPENSES		
	Rent for Office/Residential Premises	14,28,000	14,28,000
	Printing and Stationary	25,041	29,896
	Postage & Telephone	70,789	88,948
	Traveling	49,257	1,89,350
	Vehicle Expenses	34,061	1,54,525
	Legal & Professional Charges	16,67,046	11,68,340
	Payment to Auditors		
	- For Audit	60,665	60,665
	- For Tax Audit	11,030	11,030
	Commission & Discount	-	(77)
	Office Maintenance Charges	60,656	29,276
	Repairs and Maintenance	5,900	2,870
	Misc. Expenses	30,039	3,518
	Exchange Variation - Net	(1,41,572)	(44,978)
	Consumables	1,19,282	60,522
	Software cost written off	7,00,854	1,10,793
	Food Expenses	42,629	49,449
	Insurance	8,620	12,889
	Internet Exp	145,218	2,19,907
	Miscellaneous Expenditure written off	7,780	7,780
	Sundry Debtors Written off	1,04,643	-
		44,29,938	35,82,703
22.	EARNING IN FOREIGN EXCHANGE:		
	FOB Value of Exports	4,17,610	8,80,348
	Other Charges	NIL	NIL

23 The Company has no dues to Small Scale Industrial Undertaking for more than 30 days and of an amount exceeding Rs.1,00,000/-. The company does not have the information whether the suppliers are Small Scale and Ancillary Industrial Undertaking, as defined by "The Interest on Delayed Payments to Small Scale and Ancillary Industrial Undertaking Act, 1992". Hence, amounts, which were overdue and outstanding at the close of the year payable to the said Industrial Undertakings, are not ascertainable. Similarly, 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 not given. Accordingly, the following information is furnished:

		2011 - 2012	2010 - 2011
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	2,58,735 /-	5,27,617 /-
ii	The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprises 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 with out adding the interest specified under Micro Small and Medium Enterprises 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 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 Enterprises Development Act, 2006	Nil	Nil

Notes forming part of the Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012

24. i) The Company recognises its Gratuity liability on the basis of contribution to the LIC Group Gratuity Scheme.

ii) 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 receive 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 the Company has obtained a qualifying insurance policy from LIC of India.

	Gratuity (Funded)		Leave Encashment (Non Funded)	
	31/03/2012	31/03/2011	31/03/2012	31/03/2011
	Rs.	Rs.	Rs.	Rs.
The major categories of plan assets as a percentage of total plan	*	*	N/A	N/A
Qualifying Insurance Policy No	652048	652048	-	-
Changes in the present value of the obligation				
1 Opening Present Value of obligation	3,53,556	3,19,009	2,69,883	4,14,000
2 Interest Cost	*	*	21,441	41,207
3 Current Service Cost	1,46,167	1,41,341	46,100	69,884
4 Past Service Cost	-	-	-	-
5 Benefits Paid	10,00,000	5,39,908	(49,831)	(1,31,497)
6 Actuarial (gain) / loss on Obligation	*	*	(28,219)	(1,23,811)
7 Closing Present Value of obligation	4,40,504	4,41,541	2,59,374	2,69,883
Changes in the Fair Value of Assets				
1 Opening Fair value of plan Assets	9,59,219	3,08,717		
2 Expected Return on Plan assets	*	*		
3 Contributions	5,13,115	11,85,958		
4 Benefits Paid	10,00,000	5,39,908		
5 Actuarial Gain/(Loss) [Interest Credited for the year]	15,289	4,452		
6 Closing Fair value of plan Assets	4,87,623	9,59,219	Not applicable as unfunded	Not applicable as unfunded
Profit & Loss – Expenses				
1 Current Service Cost	1,46,167	1,41,341	46,100	69,884
2 Interest Cost	*	*	21,441	41,207
3 Expected Return on Plan assets	*	*	-	-
4 Net Actuarial gain (loss) recognized in the year	*	*	(28,219)	(1,23,811)
5 Past Service Cost	-	-	-	-
6 Expenses Recognized in the Profit & Loss Account	4,40,504	12,01,541	1,03,811	1,43,204
Actuarial Assumptions				
1 Discount Rate	8%	8%	7.5%	8%
2 Expected Rate of Return on Plan Assets	*	*	N/A	N/A
3 Expected Rate of Salary Increase	5%	5%	6.25%	6.25%
4 Attrition Rate	1 to 3 %	1 to 3%	9%	9%
5 Mortality Post-retirement	LIC (94 - 96) Ultimate	LIC (94 - 96) Ultimate	LIC (94 - 96) Ultimate	LIC (94 - 96) Ultimate

- Information to the extent made available by LIC.
- Note: Negative Amounts are shown in Bracket.

iii) Actuarial assumptions for Gratuity of Past 5 years:

Sr. No.	Particulars	31-03-2012	31-03-2011	31-03-2010	31-03-2009	31-03-2008
1.	Discount Rate (p.a.)	8%	8%	8%	8%	N.A.
2.	Expected Rate of Return on Asset (pa.)					
3.	Expected Rate of Salary Increase*	5%	5%	5%	5%	N.A.

iv) Defined Benefit Plan for 5 years:

Net Asset/(Liability) as per actuarial valuation given by L.I.C.

Sr. No.	Particulars	31-03-2012	31-03-2011	31-03-2010	31-03-2009	31-03-2008
1.	Present value of obligation as at the close of the year.	4,40,504	4,41,541	3,28,669	4,36,424	-
2.	Fair value of plan asset as at the close of the year.	4,87,623	9,59,219	3,08,717	1,74,127	-
3.	Asset/(Liability) recognized in the Balance Sheet	-	-	-	-	-
Change in Defined Benefit Obligation during the year ended						
	Actuarial Gain/(Loss)	-	-	-	-	-
Change in the fair value of Plan Asset						
	Actuarial Gain/(Loss)	15,289	4,452	15,671	-	-

25. Segment Reporting (Accounting Standard – AS 17)

The Company is engaged in business / operations of sale and servicing of Embedded Software & Application Software. It is a considered view of the management that the Company has no reportable segments envisaged in the Accounting Standard (AS 17) "Segment Reporting" issued by the Institute of Chartered Accountants of India.

26. Related Party Disclosures (Accounting Standard AS 18)

List of Related Parties and Relationship

- Holding Company:
Aplab Limited

Key Management Personnel:
Mr. Nishith P. Deodhar Chairman
Mr. Rajesh K. Deherkar Director

- Relatives of Key Management Personnel
Mr. P. S. Deodhar
- Enterprises over which key management personnel and their relatives are able to exercise significant influence
Deodhar Electro Design Ltd.
TTL Technologies Pvt. Ltd.

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

Notes forming part of the Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012

Nature of Transaction	Holding company Rs.	Deodhar Electro Design Pvt. Ltd	TTL Technologies Pvt. Ltd
Sale & services of Software	1,34,86,820 (1,59,51,175)	7,10,857 (3,61,723)	6,42,777 (4,86,974)
Purchase of Asset	1,76,939 (43,353)	-- --	-- --
Rent paid	15,75,084 (15,75,084)	-- --	-- --
Advance from Customer	51,24,838 (3,30,978)	-- --	-- --
Rent Payable	1,19,357 (2,38,714)	-- --	-- --
Payable against Purchase of Asset	12,887 (15,000)	-- --	-- --
		2011-12	2010-11
		Rs.	Rs.

27. Earning Per share (Accounting Standard –AS 20)

Profit computation for both Basic and Diluted Earning per share of Rs. 10 each

Net Profit / (Loss) after tax as per Profit and Loss Account available for Equity Share Holder	1,35,218	3,72,763.9
Number of shares for Basic EPS	85,000	85,000
Earning per share Basic and Diluted	Rs.1.59	Rs. 4.39

28. Deferred Tax Assets and Liabilities (Accounting Standard – AS 22)

Deferred Tax Liability / (Asset) at the year end comprises timing difference on account of:

- Depreciation	3,22,385.00	(3,51,051.00)
- Expenditure / Provisions not allowable	(80,147.00)	4,37,899.00

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

Particulars	Opening as on 01.04.2011	Provision made during the year	Provision reversed / adjusted	Closing as on 31.03.2012
Taxation	--	--	--	--
-- Income Tax	13,48,920	2,37,512	Nil	15,86,432
-- FBT	91,771	Nil	Nil	91,771

Signature to Note 1 to 29

As per our report attached
For Puranik Kane & Co.
Chartered Accountants

Ashish Ashok Kane
Partner
Firm Regn. No. 120215W

Thane : 2nd August, 2012

For and on behalf of the Board

Nishith Deodhar Director
Rajesh K. Deherkar Director

Thane : 2nd August, 2012

Cash flow statement for the year ended 31st March, 2012

(Amount in Rs.)

Note	2011 - 2012	2010 - 2011
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax and extra ordinary items	7,01,817	5,71,982
Adjustments For :		
Depreciation	4,22,884	4,91,279
Amortization of Product Cost	22,75,807	53,23,057
	<hr/>	<hr/>
Operating Profit before working capital changes	34,00,508	63,86,318
Adjustments For :		
(Decrease) / Increase in Working Capital	51,21,971	(88,54,124)
	<hr/>	<hr/>
	85,22,479	(24,67,806)
	<hr/>	<hr/>
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase / Development of Fixed Assets	(19,17,509)	(38,07,639)
Sale of Fixed Assets	16,268	-
	<hr/>	<hr/>
Net Cash used in Investing Activities	(19,01,241)	(38,07,639)
	<hr/>	<hr/>
C CASH FLOW FROM FINANCING ACTIVITIES		
Net Increase / (Decrease) in Borrowings	(1,83,087)	(1,62,921)
	<hr/>	<hr/>
Net Cash from Financial Activities	(1,83,087)	(1,62,921)
	<hr/>	<hr/>
Net Increase / (Decrease) Increase in Cash and Cash Equivalent(A+B+C)	64,38,151	(64,38,366)
	<hr/>	<hr/>
Opening Balance of Cash and Cash Equivalent	(63,68,671)	69,695
Closing Balance of Cash and Cash Equivalent	69,480	(63,68,671)
	<hr/>	<hr/>
Net Increase / (Decrease)	64,38,151	(64,38,366)
	<hr/>	<hr/>

 As per our report attached
 For Puranik Kane & Co.
 Chartered Accountants

 Ashish Ashok Kane
 Partner
 Firm Regn. No. 120215W

 Thane : 2nd August, 2012

For and on behalf of the Board

 Nishith P. Deodhar
 Director

 Thane : 2nd August, 2012

AUDITOR'S REPORT

- 1 We have examined the attached Consolidated Balance Sheet of Aplab Limited and its subsidiaries ("the Aplab Group") as at 31st March, 2012 and consolidated profit and loss account and consolidated cash flow statement for the year ended from April 1, 2011 to March 31, 2012 all of which we have signed under reference to this report. These financial statements are the responsibility of the Company's management and have been prepared by the management on the basis of separate financial statements & other financial information. Our responsibility is to express an opinion on these financial statements.
- 2 We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements free of material misstatements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.
- 3 We did not audit the financial statements of the two subsidiaries, Intel Instruments & Systems Ltd., ("Intel") whose financial statements reflect total assets of Rs.806.56 lacs as at March 31, 2012 and total revenues of Rs.264.04 lacs, and Sprylogic Technologies Ltd whose financial statements reflect total assets of Rs.126.76 lacs as at March 31, 2012 and total revenue of Rs. 170.64 lacs. These financial statements have been audited by other auditors, whose reports have been furnished to us, and our opinion in so far as it relates to the amounts included in respect of subsidiaries, is based solely on the reports of the auditors of those companies.
- 4 We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21, 'Consolidated Financial Statements' as notified under the Company's (Accounting Standards) Rules, 2006.
- 5 *We invite attention to the modification in the audit report on the separate financial statements of Aplab Ltd regarding non-recognition of accrued liability towards gratuity as per AS-15 Employee Benefits. As per the Company's accounting policy in this regard, gratuity is provided when contribution is made to the Group Gratuity Scheme. The year-end amount payable to LIC under this scheme not recognized in the financial statements is Rs 860.44 lacs Similarly a subsidiary, Intel Instruments & Systems Ltd. also does not recognize gratuity & leave encashment liability on accrual basis resulting in non-recognition of year end liability of Rs.182.57 lacs. Further the subsidiary company's accrued liability towards leave encashment is not determined.*
- 6 *We further report that, had the observations made by us in Para 5 above been considered, while compiling the consolidated financial statements for the year, the loss of Rs. 181.32 lacs for the year would have increased to loss of Rs. 1,224.34 lacs and balance of Reserves and Surplus would have been Rs. 646.64 lacs as against the reported figure of Rs. 1,689.65 lacs.*
- 7 Based on our audit, and on consideration of separate audit reports on the individual financial statements of the Company and the aforesaid subsidiaries, and to the best of our information and according to the explanations given to us, *subject to our observations at para 5 above, we are of the opinion that the said consolidated financial statements of Aplab Group companies do not give a true and fair view:*
 - a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at 31st March, 2012;
 - b) in the case of the Consolidated Profit and Loss Account of the consolidated loss of the Group for the year then ended and
 - c) in the case of the Consolidated Cash Flow Statement of the consolidated cash flow of the Group for the year then ended

For M P Chitale & Co.
Chartered Accountants
ICAI FRN:101851W

Ashutosh Pednekar
Partner
ICAI M. No. 41037

Thane,
August 14, 2012

Consolidated Balance Sheet as at 31st March, 2012

(Amount in Rs.)

Note	As at 31.03.2012	As at 31.03.2011	
EQUITY AND LIABILITIES			
SHAREHOLDERS FUNDS			
a) Share Capital	1	5,00,00,000	5,00,00,000
b) Reserves and surplus	2	16,90,59,063	18,71,27,272
Sub Total Shareholders' Funds		21,90,59,063	23,71,27,272
Minority Interest*		11,15,042	10,59,359
NON-CURRENT LIABILITIES			
a) Long-term borrowings	3	9,40,06,558	10,28,54,894
b) Other long-term Liabilities (net)	5	28,35,808	14,43,251
c) Long-term provisions	6	2,57,09,392	2,76,17,352
Sub Total Non-current liabilities		12,25,51,758	13,19,15,497
CURRENT LIABILITIES			
a) Short-term borrowings	7	50,42,29,038	37,45,71,230
b) Trade Payables	8	17,66,54,612	26,26,43,321
c) Other Current Liabilities	9	14,11,67,877	14,07,86,377
d) Short-term provisions	10	73,16,697	49,01,496
Sub Total current liabilities		82,93,68,224	78,29,02,424
TOTAL EQUITY & LIABILITIES		1,17,20,94,087	1,15,30,04,552
ASSETS			
Non current Assets			
a) Fixed Assets			
Tangible Assets	11	25,45,24,235	25,88,16,621
Intangible Assets		45,39,443	45,61,863
Intangible Assets under Development		17,34,338	29,45,906
b) Non-current Investments	12	2,42,650	2,37,650
c) Other non-current assets	13	11,26,64,891	7,96,28,910
d) Deferred tax Assets (net)	4	9,58,818	12,87,904
Sub total Non-current Assets		37,46,64,375	34,74,78,854
CURRENT ASSETS			
a) Inventories	14	50,79,31,128	41,78,26,874
b) Trade receivables	15	20,80,22,999	32,14,94,316
c) Cash & Cash equivalents	16	2,46,65,364	1,80,10,833
d) Short-term loans & advances	17	5,68,10,221	4,81,93,675
Sub total Current Assets		79,74,29,712	80,55,25,698
TOTAL ASSETS		1,17,20,94,087	1,15,30,04,552

Additional Notes 26
Significant Accounting Policies 27

Statement of Consolidated Profit & Loss for the year ended 31st March, 2012

(Amount in Rs.)

Note	2011 - 2012	2010 - 2011	
INCOME			
Revenue from operations	18	97,14,72,156	1,16,03,61,713
Other Income	19	99,78,361	1,45,07,298
Total Revenue		98,14,50,517	1,17,48,69,011
EXPENSES			
Materials Consumed	20	49,96,68,794	62,50,68,652
Changes in Inventories	21	(4,34,24,530)	3,97,53,469
Employee benefit expenses	22	25,39,93,774	24,86,87,070
Finance Costs	23	8,98,92,991	6,28,29,699
Depreciation & Amortization expenses	11	2,60,33,403	2,44,27,283
Less : Transferred to Revaluation Reserve		40,002	44,446
		2,59,93,401	2,43,82,837
Manufacturing Expenses	24	5,24,25,657	5,11,57,597
Other Expenses	25	12,03,06,357	11,89,94,909
		99,88,56,444	1,17,08,74,233
Profit Before Tax		(1,74,05,927)	39,94,778
PROVISION FOR TAXATION			
Tax Expenses			
Current Tax		2,37,513	5,55,209
Deferred Tax		3,29,085	(22,60,645)
Profit (Loss) for the Period		(1,79,72,525)	57,00,214
EARNINGS PER EQUITY SHARE			
Basic			
Diluted			

Additional Notes 26
Significant Accounting Policies 27

As per our report attached
For M. P. Chitale & Co.
Chartered Accountants

For and on behalf of the Board
Nishith Deodhar Managing Director
A. G. Joshi Director

Ashutosh Pednekar Partner
Rajesh K. Deherkar Company Secretary & Finance Controller

Thane : 14th August, 2012

Thane : 14th August, 2012

As per our report attached
For M. P. Chitale & Co.
Chartered Accountants

For and on behalf of the Board
Nishith Deodhar Managing Director
A. G. Joshi Director

Ashutosh Pednekar Partner
Rajesh K. Deherkar Company Secretary & Finance Controller

Thane : 14th August, 2012

Thane : 14th August, 2012

Notes forming part of the Consolidated Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012

	As At 31-3-2012	(Amount in Rs.) As At 31-3-2011
NOTE 1 :		
SHARE CAPITAL		
Authorised :		
70,00,000 (March 31,2011, 70,00,000)		
Equity Share of Rs. 10 each	7,00,00,000	7,00,00,000
Issued :		
50,00,000 (March 31,2011, 50,00,000)		
Equity Share of Rs. 10 each	5,00,00,000	5,00,00,000
Subscribed and Paid up :		
50,00,000 (March 31,2011, 50,00,000)		
Equity Share of Rs. 10 each	5,00,00,000	5,00,00,000
	5,00,00,000	5,00,00,000

Equity Shares: The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the Annual General Meeting, except in the case of Interim dividend. 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	31-03-2012 No. of Shares held	31-03-2012 % of Shares	31-03-2011 No. of Shares held	31-03-2011 % of Shares
Prabhakar Shankar Deodhar	6,98,455	13.97	5,48,527	10.97
Amrita Prabhakar Seodhar	2,51,997	5.04	2,51,997	5.04
Zee Entertainment Enterprises Ltd.	13,21,200	26.42	13,21,200	26.42

NOTE 2 :

RESERVES AND SURPLUS

1. Capital Reserve:		
Balance as per last Balance sheet	4,00,800	4,00,800
2. Securities Premium Reserve:		
Balance as per last Balance Sheet	12,91,81,200	12,91,81,200
3. Revaluation Reserve:		
Opening Balance	12,09,302	12,53,748.28
Less : Amount transferred from Profit and Loss Account	40,002	44,446
	11,69,300	12,09,302
4. General Reserve		
Balance as per last Balance sheet	12,76,30,981	12,76,30,981
5. Investment Allowance Reserve	3,200	3,200
Closing Balance	25,83,85,481	25,84,25,483
6. Surplus / Deficit as per Profit and Loss Account		
Opening Balance	(7,05,88,851)	(7,62,89,065)
Add : Profit (Loss) for the year	(1,79,72,525)	57,00,214
Less Minority Interest	(7,65,042)	(7,09,360)
Balance as at end of the year	(8,93,26,418)	(7,12,98,211)
Total - Reserves & Surplus	16,90,59,063	18,71,27,272

Notes forming part of the Consolidated Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012

	As At 31-3-2012	(Amount in Rs.) As At 31-3-2011
NOTE 3 :		
LONG TERM BORROWINGS		
1. Term Loan		
From Banks	4,85,90,380	6,07,37,394
From NBFC's	12,79,150	-
	<u>4,98,69,530</u>	<u>6,07,37,394</u>
2. Unsecured :		
Fixed Deposits	4,32,97,000	4,21,01,000
Loan from NBFC's	8,23,528	-
From Others	16,500	16,500
	<u>4,41,37,028</u>	<u>4,21,17,500</u>
Total	<u>9,40,06,558</u>	<u>10,28,54,894</u>
TERM LOAN		
Term Loan from Bank of Maharashtra	4,81,22,949	6,05,62,332
a) Secured by mortgage of Land and Building, at Bhosari Pune and Building at Bangalore.		
b) Payable from 28-02-2011 at Rs.1,032,000.		
c) Interest to be paid as & when applied.		
d) Rate of Interest at current BPLR - 1.75%		
Term Loans from ICICI Bank	4,67,431	1,09,134
Secured by hypothecation of Vehicles financed by Bank		

Name of Lender	EMI Rs.	From	To	Rate of Interest p.a.
ICICI Bank	8,800	12-10-2007	12-10-2012	10.86%
	7,347	12-10-2007	12-10-2012	10.86%
	13,070	1-11-2012	11-01-2016	11.50%

Loan from NBFCs :

1279150

Secured by hypothecation of vehicles purchased out of these Term loans

Name of Lender	EMI Rs.	From	To	Rate of Interest p.a.
Kotak Mahindra Prime Ltd.	7,050	06-10-2011	05-10-2016	13.35%
Kotak Mahindra Prime Ltd.	17,100	25-08-2011	08-10-2016	12.73%
Future Capital	13,668	11-09-2012	12-05-2016	13.50%

Unsecured

Fixed Deposits

4,32,97,000

4,21,01,000

Fixed Deposits accepted from Public and Shareholders having Maturity of, Two and Three years. Interest payable as per the scheme accepted by the Fixed Deposit Holder
Interest payable for two year 10.50% p.a.
and for three years 11%p.a.

Other Loans

Unsecured Loan from NBFC

8,23,528

-

Payable in 24 onthly EMI of Rs. 124,811 from 3.11.2011
3.10.2013 Interest @ 18% p.a.

From Others

16,500

16,500

NOTE 4 :

Deferred Tax Liabilities (Net)

(9,58,817)

(12,87,903)

Balance as per last account

(9,58,817)

(12,87,903)

Notes forming part of the Consolidated Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012

	As At 31-3-2012	(Amount in Rs.) As At 31-3-2011
NOTE 5 :		
Other Long Term Liabilities		
Interest Accrued but not due on Fixed Deposits	25,55,808	14,43,251
Advance from Customer	2,80,000	-
	28,35,808	14,43,251
NOTE 6 :		
Long Tem Provisions		
Provision for Employee Benefits		
Provision for Leave Encashment	96,37,927	98,45,887
Provision for Gratuity	54,96,465	54,96,465
Provision for Warranties	1,05,75,000	1,22,75,000
	2,57,09,392	2,76,17,352
NOTE 7 :		
Short Term Borrowings		
Secured		
Working Capital Loans repayable on Demand from banks	27,77,17,606	21,38,52,123
Bill Discounting	10,26,29,698	9,99,92,582
Packing Credit Loan	27,73,621	28,96,496
Foreign Bills Purchase Account	35,96,113	38,49,029
Total	38,67,17,038	32,05,90,230
1) Cash credit cum Working Capital Demand Loan		
From Corporation Bank		
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.		
2) Bill Discounting		
Secured by Bills Discounted with Corporation Bank		
3) Packing Credit Loan :		
i) Secured by Hypothecation of stock & Trade Receivables		
ii) Secured by Corporate Guarantee by holding co.		
4) Foreign Bills Purchase Account :		
i) Secured by Export Document		
ii) Secured by Corporate Guarantee by holding co.		
Unsecured		
Fixed Deposits	2,14,12,000	2,79,81,000
Other Loans :-		
From Directors	9,61,00,000	-
Inter Corporate Deposits :		
1) Related Parties	-	2,35,00,000
2) From Others	-	25,00,000
	11,75,12,000	5,39,81,000
Total	50,42,29,038	37,45,71,230

Notes forming part of the Consolidated Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012

	As At 31-3-2012	(Amount in Rs.) As At 31-3-2011
Unsecured :		
Fixed Deposits :		
Fixed Deposits accepted from Public and Shareholders having Maturity of One years, the scheme accepted by Fixed Deposit Holder, Interest Payable for one year @ 10% p.a. From Directors	2,14,12,000	2,79,81,000
Mrs. Amrita P. Deodhar	8,36,00,000	-
Mr. Nishith P. Deodhar	1,25,00,000	-
Interest payable @11.75% p.a.		
Inter Corporate Deposit		
TTL Technologies Ltd.	-	2,35,00,000
Payable with in One year Rs. 2,35,00,000 @ 12.50 p.a.		
Medicare Equipments Pvt. Ltd.	-	25,00,000
Payable with in One year Rs. 25,00,000 @ 12.75% p.a.		
NOTE 8 :		
Trade Payable		
Micro Small & Medium Enterprises	6,74,701	11,76,179
Acceptances	3,81,54,260	10,77,89,366
Sundry Creditors	13,78,25,651	15,36,77,776
	17,66,54,612	16,26,43,321
NOTE 9 :		
Other Current Liabilities		
Current Maturities of Long Term Debts (Secured)		
1) Term Loans	1,26,56,009	12,739,246
2) From Others	2,75,481	
Current maturities of Long Term Debts (Unsecured)		
From Others	12,26,629	
Fixed Deposits	73,82,000	65,86,000
Interest Accrued and due	65,35,751	40,72,483
Unclaimed interest on Fixed Deposits*	21,300	
Dues to Directors	1,45,003	2,10,123
Advances from Customers	2,23,30,889	2,09,41,235
Statutory Dues	1,28,22,101	1,71,36,366
Other Liabilities	7,77,72,714	7,66,17,297
Temporary Bank Overdraft	-	24,83,627
	14,11,67,877	14,07,86,377
*(Amount Transferable to Investor Education and Protection Fund)		
NOTE 10 :		
Short Term Provisions		
Provision for Leave Encashment	13,16,697	13,51,496
Provision for Warranties	60,00,000	35,50,000
	73,16,697	49,01,496

Notes forming part of the Consolidated Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012
NOTE - 11
FIXED ASSETS

(Amount In Rs.)

	GROSS BLOCK		DEPRECIATION		NET BLOCK	
	As on 01.04.2011	Additions 31.03.2012	Up to 01.04.2011	For the Year back	As on 31.03.2012	As on 31.03.2011
PRODUCTION						
Leasehold Land	3,26,26,346	-	30,49,293	3,64,286	2,92,12,768	2,95,77,054
Factory Buildings	8,34,29,709	-	3,94,45,664	43,98,405	3,95,85,641	4,39,84,045
Residential Premises	7,53,780	-	4,83,144	7,939	1,50,846	2,70,636
Office Premises	12,74,22,122	51,502	21,01,586	62,68,475	11,91,03,564	12,53,20,537
Plant and Machinery	10,61,75,520	1,53,07,287	8,80,34,973	40,13,443	2,94,34,421	1,81,40,577
Electrical Installations	1,46,77,732	10,230	58,04,013	12,35,323	76,48,626	88,73,719
Furniture and Fixtures	6,70,30,545	3,57,596	4,12,23,898	45,14,634	2,16,49,609	2,58,06,647
E.D.P. Systems/Computers	3,55,77,501	9,59,973	3,30,05,704	12,43,058	22,69,696	2,571,797
Vehicles	2,02,18,382	30,27,555	1,62,97,467	12,45,054	51,84,410	39,20,915
RESEARCH AND DEVELOPMENT						
Plant and Machinery	48,68,785	-	4,6,69,905	31,065	1,67,815	1,98,880
Electrical Installations	91,370	-	91,059	43	268	311
Furniture and Fixtures	8,53,373	-	7,43,819	18,152	91,401	1,09,554
E.D.P. Systems/Computers	20,03,273	-	19,61,324	16,780	25,170	41,950
TOTAL TANGIBLE	49,57,28,439	1,97,14,143	2,36,91,1818	2,33,56,656	25,12,067	25,77,56,407
INTANGIBLE ASSETS	2,13,87,622	26,54,327	1,68,25,759	26,76,747	-	1,95,02,506
TOTAL INTANGIBLE	2,13,87,622	26,54,327	1,68,25,759	26,76,747	-	19,502,506
Intangible Assets under Development	29,45,906	21,43,613	0	0	0	0
TOTAL FOR THE YEAR	52,00,61,967	2,45,12,083	25,37,37,577	2,60,33,403	25,12,067	27,72,58,912
Total for the Previous Year	39,04,19,698	13,33,16,923	22,95,59,086	2,44,27,284	2,48,793	25,37,37,577

NOTE : FROM THE ABOVE PLANT AND MACHINERY THE GROSS VALUE OF WHICH IS RS. 150,86,409/- IS GIVEN ON LEASE RENT TO INDIAN OVERSEAS BANK. (100 KIOSK)

Deletion under Intangible Asset under development includes Rs. 26,54,327/- bring Owned Product capitalised and Rs. 7,00,854 being WIP written off.

Notes forming part of the Consolidated Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012

		(Amount in Rs.)	
		As At 31-3-2012	As At 31-3-2011
NOTE 12 :			
Non Current Investments			
		2,42,650	2,37,650
		2,42,650	2,37,650
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 Janta Sahakari Bank Ltd.	50,050	50,050
Other Investments (Unquoted)			
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 31.03.2012 @ 54.55 per share.)		1,08,100	1,08,100
Government Securities			
National Savings Certificate (Deposited with various Government Authorities)		64,500	59,500
NOTE 13 :			
Other Non Current Assets			
Advance Income Tax / T.D.S.		2,23,26,646	2,00,66,901
Deposits		2,08,37,698	2,52,51,279
Trade Receivables		6,95,00,547	3,43,10,730
		11,26,64,891	7,96,28,910
NOTE 14 :			
Inventories			
(As certified by the Management, at lower of cost & net Realizable Value)			
Material and Components		28,69,49,740	23,96,22,960
Goods in process		6,92,53,623	11,09,77,210
Finished goods		13,12,26,640	4,56,12,625
Material in transit and in Bonded Warehouse		1,25,51,869	1,36,64,823
Stores and Spares		79,49,256	79,49,256
		50,79,31,128	41,78,26,874
NOTE 15 :			
Dues from others			
within 6 months		16,86,45,466	28,14,84,460
others		3,93,77,533	4,00,09,856
		20,80,22,999	32,14,94,316

Notes forming part of the Consolidated Balance Sheet & Statement of Profit & Loss for the year ended 31st March, 2012

	As At 31-3-2012	(Amount in Rs.) As At 31-3-2011
NOTE 16 :		
Cash and Bank Balances		
Cash in hand	9,45,793	8,36,054
Balances with Banks		
In current Accounts	96,79,665	37,29,374
In Deposits Accounts with maturity		
Less than 12 Months	1,27,60,253	1,22,02,178
More than 12 Months	3,47,338	3,10,912
In Unclaimed Dividend Accounts	9,32,315	9,32,315
	2,46,65,364	1,80,10,833

- Balance with schedule Bank include Rs.1,31,07,591 (P.Y. Rs.1,25,13,090) representing margin money for letter of credit and bank guarantees issued
- Section 205 of the Companies Act, 1956 mandates that companies transfer dividend that has been unclaimed for period of seven years from unpaid dividend account to Investor Education & Protection Fund (IEPF),. Accordingly if dividend is unclaimed for a period of seven years, it will be transferred to IEPF.

NOTE 17 :

Short Term Loans and Advances

(Unsecured considered good)

Loans and Advances to Employees	64,06,526	33,48,675
Advance to others	4,49,04,211	4,02,58,117
Dues from erstwhile Director	8,15,410	-
Amount due as Refund of Additional Duty of Customs	37,30,536	32,35,370
Balance with Excise Authorities	9,53,538	13,43,733
Misc. Expenses (ASSET)	-	7,780
	5,68,10,221	4,81,93,675

Notes forming part of the Consolidated Statement of Profit & Loss for the year ended 31st March, 2012

	(Amount in Rs.)	
	<u>2011 - 2012</u>	<u>2010 - 2011</u>
NOTE 18 :		
Revenue from operations		
Sale of Products	85,71,40,071	1,07,14,38,975
Less : Excise Duty	4,51,84,409	5,22,70,770
Net Sales	81,19,55,662	1,01,91,68,205
Sales of Services	15,95,16,494	14,11,93,508
	<u>97,14,72,156</u>	<u>1,16,03,61,713</u>
NOTE 19 :		
Other income		
Interest on Bank Deposits	11,15,513	8,52,987
On Other Accounts	5,531	79,795
	<u>11,21,044</u>	<u>9,32,782</u>
Dividend	18,900	18,900
Provision No Longer Required	1,01,000	5,40,300
Miscellaneous Receipts	35,48,335	88,20,015
Exchange Variation Profit		19,54,208
Refund of Additional Duty of Customs	36,40,962	22,41,093
Profit on Sale of Assets (net)	15,48,121	-
	<u>99,78,361</u>	<u>1,45,07,298</u>
NOTE 20 :		
Materials Consumed		
Opening Stock	23,96,22,960	22,39,22,419
Add Purchases	53,55,47,384	62,92,81,108
	<u>77,51,70,344</u>	<u>85,32,03,527</u>
Less Stock at Close	28,69,49,740	23,96,22,960
	<u>48,82,20,604</u>	<u>61,35,80,567</u>
Add Consumption of Stores and Spares	1,14,48,190	1,14,88,085
	<u>49,96,68,794</u>	<u>62,50,68,652</u>
NOTE 21 :		
Changes in Inventories of finished goods, Work-in-progress		
Stock at Close - Finished Goods	12,91,97,747	4,40,49,630
Stock at Close - Work in Progress	6,92,53,623	11,09,77,210
	<u>19,84,51,370</u>	<u>15,50,26,840</u>
Opening Stock - Finished Goods	4,40,49,630	5,07,69,017
Opening Stock - Work in Progress	11,09,77,210	14,40,11,292
	<u>15,50,26,840</u>	<u>19,47,80,309</u>
	<u>4,34,24,530</u>	<u>(3,97,53,469)</u>

Notes forming part of the Consolidated Statement of Profit & Loss for the year ended 31st March, 2012

	(Amount in Rs.)	
	<u>2011 - 2012</u>	<u>2010 - 2011</u>
NOTE 22 :		
Employee Benefit Expenses		
Sales Wages and Bonus	22,08,45,766	21,01,35,485
Contributions to Provident and Other Funds	1,91,87,960	2,08,97,454
Gratuity and Leave Encashment	21,20,764	51,54,502
Staff Welfare Expenses	1.18.39.284	1,24,99,629
	25,39,93,774	24,86,87,070
NOTE 23 :		
Finance Cost		
On Fixed Period Loans	1,88,29,523	1,46,64,654
On Other Loans / Deposits	6,03,70,064	3,95,52,999
Bank Charges	64,38,412	86,12,577
Exchange Variation Loss	42,54,992	(531)
	8,98,92,991	6.28.29.699
NOTE 24 :		
Manufacturing Expenses		
Labour Charges	44,76,726	48,42,282
Rates and Taxes	89,23,176	97,28,239
Power and Electricity	84,24,843	75,35,787
Insurance Charges	8,50,024	3,16,391
Repairs to Plant and Machinery	2,38,900	2,22,150
Repairs to Factory Building	18,46,786	7,18,732
Miscellaneous Work Expenses	2,76,65,202	2,77,94,016
	5,24,25,657	5,11,57,597
NOTE 25 :		
Other Expenses		
Rent for Office / Residential Premises	64,91,106	57,54,900
Equipment Lease Rentals	30,59,147	2,14,342
Printing and Stationery	29,27,539	32,54,644
Postage and Telephones	1,16,75,136	1,25,18,995
Royalty	18,200	7,36,253
Travelling and Conveyance	2,63,98,071	2,63,26,123
Vehicle Expenses	41,95,186	43,25,733
Legal and Professional Charges	2,12,42,641	2,00,50,706
Advertisement and Publicity	11,32,212	14,86,489
Commission and Discount	48,23,355	39,85,675
Transport Outward and Other Charges	2,31,27,089	2,49,43,949
Sales Tax, Purchase Tax	4,00,813	2,99,104
Office Maintenance Charges	68,68,269	67,34,247
Repairs and Maintenance	13,42,159	18,74,690
Miscellaneous Expenses	45,98,315	32,64,930
Loss on Sale of Assets	42,987	-
Bad Debts and other amounts written off	12,14,132	26,49,129
Provision for Warranties (net)	7,50,000	5,75,000
	12,02,63,357	11,89,94,909

ADDITIONAL NOTES: 26

1. i) The Company recognizes its Gratuity liability on the basis of contribution to the LIC Group Gratuity Scheme. During the year, LIC informed the Company that based on its actuarial valuation as of March 31, 2012 a contribution of Rs.8,60,44,190/- is required to make the Scheme fully funded. Gratuity expenditure recognized includes Rs.5,00,000/- being the contribution for financial year 2011-12 of the companies except Intel Instruments and Systems Ltd (Intel) . As regards Intel, the un provided gratuity liability at year end is Rs. 1,82,57,492 (including Rs. 21,15,784 for current year).

ii) 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 receive 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 the Company has obtained a qualifying insurance policy from LIC of India.

	Gratuity (Funded)		Leave Encashment (Non Funded)	
	31/03/2012	31/03/2011	31/03/2012	31/03/2011
	Rs.	Rs.	Rs.	Rs.
The major categories of plan assets as a percentage of total plan	*	*	N/A	N/A
Qualifying Insurance Policy No	611868	611868	-	-
Changes in the present value of the obligation				
1 Opening Present Value of obligation	9,44,74,347	6,56,79,286	1,07,90,00	1,01,37,000
2 Interest Cost	*	*	8,40,000	8,14,000
3 Current Service Cost	45,80,770	45,96,341	11,83,000	12,18,000
4 Past Service Cost	-	-	-	-
5 Benefits Paid	2,00,18,929	1,23,65,485	(14,15,000)	(10,02,000)
6 Actuarial (gain) / loss on Obligation	*	*	(7,09,000)	(3,77,098)
7 Closing Present Value of obligation	8,94,25,796	9,44,74,347	1,06,89,000	1,07,90,000
Changes in the Fair Value of Assets				
1 Opening Fair value of plan Assets	2,22,09,668	2,97,19,845		
2 Expected Return on Plan assets	*	*		
3 Contributions	34,762	25,17,815		
4 Benefits Paid	2,00,18,929	1,23,65,485		
5 Actuarial Gain/(Loss) [Interest Credited for the year]	11,56,105	23,37,493		
6 Closing Fair value of plan Assets	33,81,606	2,22,09,668	Not applicable as unfunded	Not applicable as unfunded
Profit & Loss – Expenses				
1 Current Service Cost	45,80,770	45,96,341	11,83,000	12,18,000
2 Interest Cost	*	*	8,40,000	8,14,000
3 Expected Return on Plan assets	*	*	-	-
4 Net Actuarial gain (loss) recognized in the year	*	*	7,09,000	3,77,000
5 Past Service Cost	-	-	-	-
6 Expenses Recognized in the Profit & Loss Account	5,00,000	28,48,190	(1,01,000)	6,53,000

	Gratuity (Funded)		Leave Encashment (Non Funded)	
	31/03/2012	31/03/2011	31/03/2012	31/03/2011
	Rs.	Rs.	Rs.	Rs.
Actuarial Assumptions				
1 Discount Rate	8%	8%	8%	7.5%
2 Expected Rate of Return on Plan Assets	*	*	N/A	N/A
3 Expected Rate of Salary Increase	4%	4%	4%	4%
4 Attrition Rate	1 to 3 %	1 to 3%	-	-
5 Mortality Post-retirement	LIC (94 - 96) Ultimate	LIC (94 - 96) Ultimate	LIC (94 - 96) Ultimate	LIC (94 - 96) Ultimate

iii) Actuarial assumptions for Gratuity of Past 5 years:

Sr. No.	Particulars	31-03-2012	31-03-2011	31-03-2010	31-03-2009	31-03-2008
1.	Discount Rate (p.a.)	8%	8%	8%	8%	N.A.
2.	Expected Rate of Return on Asset (p.a.)					
3.	Expected Rate of Salary Increase*	4%	4%	4%	4%	N.A.

iv) Defined Benefit Plan for 5 years:

Net Asset/(Liability) as per actuarial valuation given by L.I.C.

Sr. No.	Particulars	31-03-2012	31-03-2011	31-03-2010	31-03-2009	31-03-2008
1.	Present value of obligation as at the close of the year.	8,94,25,796	9,44,74,347	6,51,56,918	6,17,63,011	N.A.
2.	Fair value of plan asset as at the close of the year.	33,81,606	2,22,09,668	2,97,19,845	2,99,99,504	N.A.
3.	Asset/(Liability) recognized in the Balance Sheet	-	-	-	-	
Change in Defined Benefit Obligation during the year ended						
	Actuarial Gain/(Loss)					
Change in the fair value of Plan Asset						
	Actuarial Gain/(Loss)	11,56,105	23,37,493	26,83,198	27,73,601	-

- * takes into account the inflation, security, promotions & other relevant factors.
- Information to the extent made available by LIC.
- Note: Negative Amounts are shown in Bracket.
- Company opted for L.I.C Group Gratuity Scheme from F.Y.2008-09, hence details for F.Y.2007-08 are not disclosed accordingly.

2 Related Party Disclosures (Accounting Standard AS 18):

List of Related Parties and Relationship

Subsidiary Companies:

Intel Instruments and Systems Limited
Sprylogic Technologies Ltd

Notes forming part of the consolidated Balance Sheet & statement of Profit & Loss for the year ended 31st March, 2012

Associates (enterprises 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
Mr. Nishith Deodhar	Managing Director
Mr. S.A.Joshi	Executive Director (Retired w.e.f.31-7-2011)
Mrs.Neelam K Kumar	Executive Director
Mrs Amrita Deodhar	Director

Relatives of Key Management Personnel:

Mrs. Aruna Narayanan
Mr Arun Deodhar

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.	TTL Technologies Private Limited
3.	Intel Exports Corporation
4.	Telemetrys Incorporated
5.	Print Quick Private Limited
6.	Origin Instrumentation Private Limited
7.	Contech Soft-Tech Solution Pvt. Ltd
8.	Telemetra Systems Pvt. Ltd

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

Nature of Transaction	Key Management Personnel Rs.	Relative of Management personnel Rs.	Related Enterprises Rs.
Sale of Material / Finished Goods			
Deodhar Electro Design Pvt. Ltd.	-	-	864,350 (12,49,719)
Intel Exports Corporation	-	-	11,61,398 (27,58,556)
Telemetrys Incorporated	-	-	Nil (1,489)
TTL Technologies Pvt. Ltd.	-	-	752,392 (61,61,909)
Total	-	-	27,78,140 (1,01,71,673)

Notes forming part of the consolidated Balance Sheet & statement of Profit & Loss for the year ended 31st March, 2012

Nature of Transaction	Key Management Personnel Rs.	Relative of Management personnel Rs.	Related Enterprises Rs.
Purchase of Material / Finished Goods			
Deodhar Electro Design p Ltd	-	-	1,69,45,548 (1,18,68,942)
Telemetrys Incorporated	-	-	2,79,98,512 (2,39,65,669)
Telemetrys Systems Pvt. Ltd.	-	-	46,40,314 (57,89,872)
Total			4,95,84,374 (4,16,24,483)
Rent Paid / Payable			
Nishith Deodhar	10,20,000 (10,20,000)	-	-
Origin Instrumentation Pvt. Ltd.	-	-	7,53,000 (7,53,000)
Print Quick Pvt. Ltd.	-	-	7,53,000 (7,53,000)
Contech Soft Tech Solutions Pvt. Ltd.	-	-	2,25,000 (3,00,000)
TTL Technologies Pvt Ltd	-	-	27,75,000 (Nil)
Total	10,20,000 (10,20,000)	-	45,06,000 (18,06,000)
Service/Labour/Royalty /Other charges Paid/Payable			
Deodhar Electro Design Pvt. Ltd.	-	-	9,44,097 (7,94,118)
TTL Technologies Pvt Ltd.	-	-	28,678 (Nil)
Intel Exports Corporation	-	-	Nil (20,142)
Total			972,775 (8,14,260)
Unsecured Loans			
Mrs Amrita Deodhar	8,36,00,000 (Nil)	-	-
Mr. Nishith Deodhar	1,25,00,000 (Nil)	-	-
Total	9,61,00,000 (Nil)		
Expenses Reimbursed			
Telemetrys Incorporated	-	-	20,401 (1,29,072)
Total			20,401 (1,29,072)

Notes forming part of the consolidated Balance Sheet & statement of Profit & Loss for the year ended 31st March, 2012

Nature of Transaction	Key Management Personnel Rs.	Relative of Management personnel Rs.	Related Enterprises Rs.
Inter Corporate Deposit	-	-	-
TTL Technologies Pvt. Ltd	-	-	Nil
	-	-	(2,35,00,000)
Total	-	-	Nil
	-	-	(2,35,00,000)
Interest Paid/Accrued and due on Inter corporate Deposit			
TTL Technologies Pvt. Ltd	-	-	15,14,195
			(12,56,878)
Mrs Amrita Deodhar	28,43,275	-	-
	(Nil)		
Mr Nishith Deodhar	3,49,281	-	-
	(Nil)		
Total	31,92,556	-	15,14,195
	(Nil)		(12,56,878)
Debit Balances as on 31.03.2012			
Deodhar Electro Design P Ltd	-	-	26,27,637
			(Nil)
Credit Balances as on 31.03.2012			
Deodhar Electro Design Pvt. Ltd.	-	-	Nil
			(22,65,962)
Telemetrys Incorporated	-	-	75,57,353
			(88,68,120)
Telemetrys Systems Pvt. Ltd	-	-	12,75,422
			(23,71,022)
Origin Instruments Pvt. Ltd	-	-	1,12,950
			(56,475)
Print Quick Pvt. Ltd	-	-	1,26,924
			(97,449)
Contech Soft Tech Solutions Pvt. Ltd	-	-	3,75,540
			(1,53,850)
Intel Export Corporation	-	-	15,09,993
			(11,391)
TTL Technologies Pvt. Ltd	-	-	Nil
			(2,35,00,000)
Nishith Deodhar (Rent)	2,29,500	-	-
	(76,500)		
Mr Nishith Deodhar (Loan and Interest Payable	1,28,14,353	-	-
	(Nil)		
Mrs Amrita Deodhar (Loan and Interest Payable	8,60,32,917	-	-
	(Nil)		
Credit Balances As on 31.03.12	9,90,76,770	-	1,09,58,182
	(76,500)		(3,73,24,269)

(Previous year figures are shown in bracket)

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

	2011 - 12	2010 - 11
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	(1,80,28,208)	55,46,709
Number of shares for Basic and diluted EPS as above	50,00,000	50,00,000
Earning per Share	(3.61)	1.11
Basic and Diluted (Rs.)	(3.61)	1.11

(Figures in Bracket indicates negative figure).

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

(i) No provision is made for current tax in view of the unabsorbed business loss and unabsorbed depreciation

(ii) Deferred Tax Liability / (Asset) at the year end comprises timing difference on account of:

	2011 - 12	2010 - 11
	Rs.	Rs.
- Depreciation	10,15,724	10,81,884
- Expenditure / Provisions	(19,74,542)	(23,69,788)
Total	(9,58,818)	(12,87,904)

* Deferred tax asset in Consolidated Financial statements is due to Deferred Tax Asset recognized in Financial statements of Intel Instruments & Systems Ltd (wholly owned subsidiary).

For Aplab Ltd. (Holding Co.), Deferred tax asset on carried forward unabsorbed business loss and depreciation has been considered to the extent of deferred tax liability for the year. Deferred tax asset on the balance of such carried forward losses has not been recognized in the absence of virtual certainty of future taxable income.

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

	Opening Balance as on 01.04.2011	Provision made during the year	Provision reversed / adjusted	Closing Balance as on 31.03.2012
Provision for Warranties	1,58,25,000	43,00,000	35,50,000	1,65,75,000

14. As per the requirement of revised schedule vi, the company has reclassified its assets and liabilities into current and non-current based on the normal operating cycle, as determined by the management. Previous year figures have been accordingly re-grouped and re-classified.

Note 27**SIGNIFICANT ACCOUNTING POLICIES****1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements have been prepared under the historical cost convention, with the exception of land and building which have been revalued, on the accrual basis of accounting and in accordance with the Companies Act, 1956, and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable.

2. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements relate to "Aplab Limited", (Parent Company) and "Sprylogic Technologies Limited (partly owned subsidiary Company) and "Intel Instruments and Systems Limited" (the wholly owned subsidiary Company)

- a. The financial statements of the Parent Company and its Subsidiary Companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses, if any.
- b. The consolidated financial statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Parent Company's separate financial statements.
- c. As on 31st March, 2008, 35000 equity shares at face value of Rs.10 each amounting to Rs.3,50,000 of Spry logic Technologies Ltd. were issued to Mr.Nishith Deodhar, Managing Director due to which Sprylogic did not remain 100% subsidiary Company of Aplab Ltd. as on 31st March, 2008. Disclosure of minority interest is made in the Consolidated Balance Sheet for above transaction.

3. OTHER SIGNIFICANT ACCOUNTING POLICIES

These are set out in the notes to accounts under "Significant Accounting Policies" of the financial statements of Aplab Limited and its group companies

Signature to Notes 26 & 27

As per our report attached
For M. P. Chitale & Co.
Chartered Accountants

Ashutosh Pednekar
Partner

Thane : 14th August, 2012

Rajesh K. Deherkar
Company Secretary &
Finance Controller

For and on behalf of the Board

Nishith Deodhar Managing Director
A. G. Joshi Director

Thane : 14th August, 2012

Consolidated Cash Flow statement for the year ended 31st March, 2012

(Amount in Rs.)

Particulars	31-3-2012	31-3-2011
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax and extra ordinary items	(1,74,05,927)	39,94,778
Adjustments For :		
Depreciation	2,37,17,594	2,43,82,837
Provisions written back	(1,01,000)	(5,40,300)
Amortisation of own Products	22,75,807	-
Interest received	(11,15,513)	(9,32,782)
Dividend Received	(18,900)	(18,900)
Profit or Loss on Sale of Assets (Net)	(15,05,134)	
	<u>58,46,927</u>	<u>2,68,85,633</u>
Operating Profit before working capital changes		
Adjustments For :		
(Decrease) / Increase in Working Capital	(4,24,16,202)	(3,41,26,977)
Prior Year Tax Adjustment	-	-
	<u>(3,65,69,275)</u>	<u>(72,41,344)</u>
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(2,11,56,902)	(90,56,283)
Capital Work in Progress	-	(5,17,113)
Sale of Fixed Assets	21,55,007	1,00,630
(Purchase) / Sale of Other Investments	(5,000)	-
Net Cash used in Investing Activities	<u>(1,90,06,895)</u>	<u>(94,72,766)</u>
C CASH FLOW FROM FINANCING ACTIVITIES		
Net Increase / (Decrease) in Borrowings	6,08,25,288	78,60,393
Interest received	11,15,513	9,32,782
Dividend Received	18,900	18,900
Provisions written back	1,01,000	5,40,300
	<u>6,20,60,701</u>	<u>93,52,375</u>
Net Cash from Financial Activities		
Net Increase / (Decrease) in Cash and Cash Equivalent (A+B+C)	<u>64,84,531</u>	<u>73,61,735</u>
Opening Balance of Cash and Cash Equivalent	1,81,80,833	2,55,42,568
Closing Balance of Cash and Cash Equivalent	2,46,65,364	1,81,80,833
	<u>(64,84,531)</u>	<u>(73,61,735)</u>
Net Increase / (Decrease)		

Note : 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 M. P. Chitale & Co.
Chartered Accountants

Ashutosh Pednekar
Partner

Thane : 14th August, 2012

For and on behalf of the Board

Nishith Deodhar
Managing Director

Thane : 14th August, 2012

Aplab Limited

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

PROXY FORM

Folio No. : _____ No. of Shares : _____

Client ID : _____ DP ID : _____

I/We _____

of _____ in the district of

_____ being a member(s) of the above named Company, hereby appoint

_____ in the district of

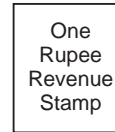
_____ or failing him _____ in the district of

_____ as my / our proxy to

attend and vote for me / us on my / our behalf at the 47th Annual General Meeting of the Company to be held on Friday,

28th September, 2012 at 12.00 noon at Hotel Tip Top Plaza, LBS Marg, Near Check Naka, Thane (W) - 400 602.

Signed this _____ day of _____ 2012.



Signature

N.B.: Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of himself / herself on a poll and the proxy need not be a member. The form duly completed should be deposited at the Registered Office of the Company at Thane not later than 48 hours before the time from holding the meeting.

TEAR HERE

Aplab Limited

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

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 47th Annual General Meeting of the Company to be held on Friday, 28th September, 2012 at 12.00 noon at Hotel Tip Top Plaza, LBS Marg, Near Check Naka, Thane (W) - 400 602.

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.

TEAR HERE