

ELPRO INTERNATIONAL LTD.

53rd ANNUAL REPORT 2015-16

BOARD OF DIRECTORS

Board of Directors

Mr. Dipankar Ghosh (Chairman & Managing Director)
 Mr. Ram Swarup Dabriwala
 Mr. Surbhit Dabriwala
 Mr. Narayan T. Atal
 Mr. Ashok Kumar Jain
 Ms. Kalpana Unadkat

Chief Financial Officer

Mr. Sambhaw Kumar Jain

Company Secretary

Ms. Rashmi Patkar

Auditor

M/s. Tadarwal & Tadarwal
 Chartered Accountants

Bankers

Bank of India
 State Bank of India

Registered Office

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

Corporate Identity Number

L51505MH1962PLC012425

Works

Elpro Compound, Chinchwad Gaon,
 Pune-411033

Share Transfer Agent

Sharex Dynamic (India) Pvt. Ltd.
 Unit No. 1, Luthra Ind. Premises,
 Safed Pool, Andheri-Kurla Road,
 Andheri (E), Mumbai 400072
 Phone : 022 22023075 / 40299000
 E-mail : admin@elpro.co.in
 Website : www.elpro.co.in

COMMITTEES OF DIRECTORS

Audit Committee

Mr. Narayan T. Atal
 Mr. Ashok Kumar Jain
 Mr. Ram Swarup Dabriwala

Nomination and Remuneration Committee

Mr. Narayan T. Atal
 Mr. Ashok Kumar Jain
 Mr. Surbhit Dabriwala

Stakeholders Relationship Committee

Mr. Ram Swarup Dabriwala – Chairman
 Mr. Narayan T. Atal

CSR Committee

Mr. Narayan T. Atal
 Mr. Ram Swarup Dabriwala
 Mr. Surbhit Dabriwala

INDEX

| Contents | Page No. |
|---|----------|
| Notice of Annual General Meeting | 3 |
| Directors' Report & Annexures thereto | 14 |
| Management Discussion and Development | 39 |
| Report on Corporate Governance | 41 |
| Auditors' Report of Standalone Financial Statements | 56 |
| Balance Sheet - Standalone | 62 |
| Profit and Loss Statement - Standalone | 63 |
| Cash Flow Statement - Standalone | 64 |
| Notes forming part of the Accounts - Standalone | 66 |
| Auditors' Report of Consolidated Financial Statements | 86 |
| Consolidated Financial statement | 88 |

ELPRO INTERNATIONAL LIMITED

Regd Office: 'Nirmal', 17th Floor, Nariman Point, Mumbai - 400 021
CIN: L51505MH1962PLC012425

NOTICE

Notice is hereby given that the 53rd ANNUAL GENERAL MEETING of the members of ELPRO INTERNATIONAL LIMITED will be held on Monday, September 26, 2016 at 9:30 a.m. at Prince Hall, The National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai – 400 018, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Standalone and Consolidated Audited Financial Statement for the year ended 31st March, 2016, Reports of Directors and Auditors of the Company thereon.
2. To appoint a Director in place of Mr. Ram Swarup Dabriwala (holding DIN: 00108875), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Todarwal & Todarwal, Chartered Accountants as a Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 29, 2014, the appointment of M/s Todarwal & Todarwal, Chartered Accountants (ICAI Firm Registration No. 111009W) as the statutory auditors of the Company to hold office till the conclusion of 56th Annual General Meeting of the Company to be held in the calendar year 2019, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the audit committee in consultation with the auditors, and that such remuneration as maybe agreed upon between the auditors and the Board of Directors.”

SPECIAL BUSINESS:

4. To appoint Mr. Dipankar Ghosh as the Director of the Company
To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:-
“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Dipankar Ghosh (DIN - 07525353) who was appointed as an Additional Director of the Company by the Board of Directors on recommendation of Nomination and Remuneration Committee, at its meeting held on May 24, 2016, pursuant to provisions of Section 161(1) of the Companies Act, 2013 and Article 89 of Articles of Association of the Company and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from him alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.
5. To appoint Mr. Dipankar Ghosh as Managing Director of the Company:
To consider and, if thought fit, to pass, the following resolution as a Special Resolution:-
“RESOLVED THAT pursuant to recommendation of the, Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 103 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Dipankar Ghosh (DIN 07525353), as the Managing Director of the Company with effect from July 1, 2016 to June 30, 2019, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Dipankar Ghosh.

RESOLVED FURTHER THAT the remuneration payable to Mr. Dipankar Ghosh, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

6. To approve the transactions with related parties for availing Inter Corporate Deposit

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 this resolution amends and supersedes the resolution passed in 52nd Annual General Meeting and the consent of the members be and is hereby accorded to the Board of Directors of the Company for material contracts or arrangements with the following related parties which are existing and continuing beyond March 31, 2016, up to the maximum amounts per annum, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company:

(Amt. in Lacs)

| Sr. No. | Name of Related Party | Nature of Transaction | Maximum Value of Transactions per annum |
|---------|---------------------------------|-------------------------------------|---|
| 1. | I.G.E. (India) Pvt. Limited | Inter Corporate Deposit (ICD) taken | 12,500.00 |
| 2. | International Conveyors Limited | | 2,000.00 |
| 3. | RCA Limited | | 3,000.00 |
| 4. | International Belting Limited | | 1,000.00 |

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

7. To approve the transactions with related party for availing of part of the premises on lease.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), and provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this resolution amends and supersedes the resolution passed in 52nd Annual General Meeting and the consent of the members be and is hereby accorded to the Board of Directors of the Company for the contracts or arrangements with the following related party, which are existing and continuing beyond March 31, 2016, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company:

(Amt. in Lacs)

| Sr. No. | Name of Related Party | Nature of Transaction | Value of Transaction |
|---------|--------------------------|-----------------------|----------------------|
| 1. | I.G.E. (India) Pvt. Ltd. | Rent | 10.00 (per month) |

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

8. To approve the transactions with related party for making advances under the subsisting Joint Development Agreement.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this resolution amends and supersedes the resolution passed in 52nd Annual General Meeting and the consent of the members be and is hereby accorded to the Board of Directors of the Company for Joint Development Agreement (JDA) dated 3rd June, 2008 entered with the following related party which is existing and continuing beyond March 31, 2016, up to the maximum amounts per annum, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company:

(Amt. in Lacs)

| Sr. No. | Name of Related Party | Nature of Transaction | Value of Transaction per Annum |
|---------|-----------------------|------------------------------|--------------------------------|
| 1. | Elpro Estates Limited | Advance as per JDA Agreement | 10,000.00 |

RESOLVED FURTHER THAT Board of Directors be and is hereby jointly/severally authorized to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

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

Date : August 12, 2016
Place : Mumbai

Rashmi Patkar
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten percent) of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Members/Proxies should bring the enclosed Attendance Slip duly filled in, for attending the meeting.
4. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The relevant Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of items 4 to 8 of the Notice as set out above, is annexed hereto and forms part of the Notice.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Individual Shareholders can avail of the facility of nomination. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of the shares shall vest in the event of the death of the share holder(s). A minor can be a nominee provided the name of the guardian is given in the Nomination Form. The facility of nomination is not available to non-individual shareholders such as Bodies Corporate, Kartas of Hindu Undivided Families, Partnership Firms, Societies, Trusts and holders of Power of Attorney. For further details, please contact the Company's corporate office.
8. Members are requested to:
 - (a) intimate to the Company's Registrar and Share Transfer Agents, changes, if any, in their respective addresses along with Pin Code Number at an early date.
 - (b) Quote Folio Numbers in all their correspondence.
 - (c) Consolidate holdings into one folio in case of multiplicity of Folios with names in identical orders.
9. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the meeting so that the information may be made readily available at the Meeting.
10. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, September 20, 2016 to Monday, September 26, 2016 (both days inclusive) for the purpose of Annual General Meeting of the Company.
11. **VOTING THROUGH ELECTRONIC MEANS:**
In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules,

2015, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the members to cast their vote electronically. The members may cast their vote using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”). Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The facility for voting through polling paper shall be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for members for remote e-voting are as under:

- (i) The voting period begins on Friday, September 23, 2016 at 9:00 a.m. and ends on Sunday, September 25, 2016 at 5:00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, September 19, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv) |

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant ‘Elpro International Limited’ on which you choose to vote.

- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
12. Once the vote on a resolution is cast by the shareholder through remote e-voting, the shareholder shall not be allowed to change it subsequently.
13. The voting right of the shareholders shall be in proportion to their shares in the paid up equity capital of the Company as on the cut-off date.
14. A copy of this notice is placed on the website of the Company and the website of CDSL.
15. Mrs. Jayshree A. Lalpuria, Practicing Company Secretary (Certificate of Practice Number 7109) has been appointed as scrutinizer for conducting the e-voting in fair and transparent manner.
16. The Scrutinizer shall after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 3 days of the conclusion of AGM, a consolidated Scrutinizer Report of the total votes cast in favour or against , if any, to the Chairman or a person authorised by the chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
17. The result declared along with the Scrutinizer Report shall be placed on the Company’s website - www.elpro.co.in, and the website of CDSL within two days of passing the resolutions at the AGM of the Company and communicated to BSE Ltd.

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

Date : August 12, 2016
Place : Mumbai

Rashmi Patkar
Company Secretary

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned at Item Nos. 4 to 8 of the accompanying Notice dated August 12, 2016:

Item No. 4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed, pursuant to Section 161(1) of the Companies Act, 2013 (hereinafter referred to as the “Act”) and Article 89 of Articles of Association of the Company, Mr. Dipankar Ghosh (DIN - 07525353) as an Additional Director of the Company with effect from May 24, 2016 and he holds office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from him, along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company.

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

Keeping in view his expertise and knowledge, it will be in the interest of the Company that he is appointed as a Director.

Apart from Mr. Dipankar Ghosh, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Mr. Dipankar Ghosh as a Director.

Brief profile of Mr. Dipankar Ghosh:

Mr. Dipankar is graduated with a Bachelor’s degree in Electrical Engineering from Nagpur University in the year 1993. He has 23 years of rich cross functional experience in Operations & Project across various sectors with renowned business houses like MP Birla Group, Vedanta Resources Plc. and RPG Group. He has road mapped and executed two Greenfield plant startups including ₹ 175 Crs power cable plant start-up from strategic planning to on-time rollout in record 2.5 years. He is associated with your Company since 2013 and was working as a Chief Executive Officer. Thereafter he was appointed as an Additional Director w.e.f. May 24, 2016.

Mr. Dipankar Ghosh does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He does not hold any other directorship apart from Elpro International Limited.

Item No. 5

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide resolution passed on May 24, 2016 approved appointment of Mr. Dipankar Ghosh as Managing Director on the Board of the Company with effect from July 1, 2016 in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013.

Approval of the members is required by way of Special Resolution for appointment and payment of remuneration.

The details of remuneration payable to Mr. Dipankar Ghosh and the terms and conditions of the appointment are given below:

1. Salary:-
₹ 1,00,000 (Rupees one lakh only) per month.
2. Perquisites:-
 - (a) Housing: Furnished residential accommodation or house rent allowance in lieu thereof @40% of Basic Salary.
 - (b) Medical Reimbursement: Medical expenses including any such expenses as shall relate to surgical, optical and dental treatment incurred for himself and his family (Family includes dependent parents, wife, children who are dependent on him).
 - (c) Special Allowance of ₹ 1,05,000 (Rupees One lac five thousand only) per month
 - (d) Books & periodicals ₹ 4,000 (Rupees Four Thousand) per month.
3. Other benefits:- He shall also be entitled to the following perquisites, which shall not be included in the computation of ceiling on remuneration specified above.

- (1) Company's contribution towards Superannuation/Provident Fund: Such contribution shall not be included in the computation of the ceiling on remuneration to the extent these, either singly or put together are not taxable under the Income Tax Act, 1961.
- (2) Gratuity: Payable as per the Rules of the Group Gratuity Scheme of the Company.
- (3) Actual traveling reimbursement
- (4) Children Education Allowance upto ₹ 12,000 p.m. per child or actual expenses incurred, whichever is less.
- (5) Leave Travel Concession: The Managing Director and his family shall be entitled to Leave Travel Concession as per the rules of the Company.
4. Subject to the exigencies of his employment, Mr. Dipankar Ghosh shall be entitled to privilege leave as per the Company's policy on full pay and allowances.
5. In the event of inadequacy of profits, the remuneration as stated above shall be the minimum remuneration. Total remuneration including perquisites shall not exceed the limits specified in Schedule V to the Companies Act, 2013.
6. The appointment can be terminated by three months' notice or payment of three months' salary in lieu of notice by either party.

Mr. Dipankar Ghosh shall not, as long as he functions as Managing Director, be entitled to any fees for attending meetings of the Board or a Committee thereof.

Statement showing the additional information as required to be given alongwith a Notice calling General Meeting as required under Section II, Part II of Schedule V to the Companies Act, 2013.

I GENERAL INFORMATION

1. Nature of industry:

Elpro International Limited was incorporated in July, 1962 as a public limited company, in technical and financial collaboration with General Electric, USA. An ISO 9001-2000 company, Elpro International is the number one manufacturer of Surge Arresters in Asia manufactured with technical know how from GE USA. It is the only manufacturer outside the United States manufacturing Surge Arresters with GE technology - acknowledged to be the best in the world.

Elpro's constant adherence to Excellence in Quality and Expertise in Marketing has ensured a reliable brand image and a dominant market share in each of its product lines in India. It is the first company to introduce & produce Surge Arresters as well as Metal Oxide Gapless Surge Arresters in India. Elpro won the ELCINA award in the 'Research & Development' category in 1987 and its products have been successfully type tested in renowned laboratories like CESI - Italy, KEMA - Netherlands and CPRI - India.

The Company also undertakes real estate development activities and the same constitute substantial part of revenue in past several years. The company shall put more focus in the sector especially in commercial lease rentals.

2. Date of commencement of commercial production:

The Company commenced its manufacturing operations in 1962.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

4. Financial performance based on given indicators:

The financial performance of the Company in last three years is as under:

A. Standalone financials

Amt (₹. in Lacs)

| Financial Parameters | Year Ended as on | | |
|---|------------------|----------------|----------------|
| | March 31, 2014 | March 31, 2015 | March 31, 2016 |
| Sales | 2,886.71 | 3,701.57 | 4,523.14 |
| Profit before exceptional items and tax | (390.56) | (200.58) | (353.23) |
| Net Profit/ (Net Loss) | (398.70) | (203.95) | (353.23) |
| Dividend % | — | — | — |

B. Consolidated financials

Amt (₹. in Lacs)

| Financial Parameters | Year Ended as on | | |
|---|------------------|----------------|----------------|
| | March 31, 2014 | March 31, 2015 | March 31, 2016 |
| Sales | 2,886.71 | 3,701.57 | 4,523.14 |
| Profit before exceptional items and tax | (424.80) | (231.78) | (379.61) |
| Net Profit/ (Net Loss) | (426.00) | (225.43) | (368.55) |
| Dividend % | — | — | — |

5. Export performance and net foreign exchange collaboration:

The details of earnings of the Company in foreign currency are as under:

Amt (₹. in Lacs)

| Financial Parameters | Year Ended as on | | |
|------------------------|------------------|----------------|----------------|
| | March 31, 2014 | March 31, 2015 | March 31, 2016 |
| F.O.B value of exports | 157.00 | 254.47 | 123.80 |

6. Foreign investment or collaboration: Nil as on March 31, 2016.

II INFORMATION ABOUT THE APPOINTEE

1. Background details:

Name: Mr. Dipankar Ghosh

Father's name: Mr. Kalyan Kumar Ghosh

Nationality: Indian

Date of Birth: November 5, 1970

Qualifications: BE-Electrical,

Experience: 23 years of rich cross functional experience in Operations & Project across various sectors

2. Past remuneration:

He is associated with your Company since 2013 and was working as a Chief Executive Officer. Thereafter he was appointed as Additional Director w.e.f. May 24, 2016.

The gross remuneration paid to him is ₹ 29.73 lakhs during the financial year 2015-16.

3. Recognition and awards: Nil

4. Job profile and his suitability:

The Managing Director shall be responsible for the management of the whole of the affairs of the Company and do all acts and things, which, in the ordinary course of business, he considers necessary or proper or in the interest of the Company.

Considering the above and having regard to his age, qualifications, ability and experience and looking to the business requirement, the proposed remuneration is in the interest of the Company.

5. Remuneration proposed:

The terms of the remuneration proposed to be paid to Mr. Ghosh have been specified in the Explanatory Statement as above.

6. Comparative remuneration profile with respect to industry size of the company-

The remuneration proposed to be paid to Mr. Ghosh is consistent with remuneration of Managing Directors of other companies in the same industry, keeping in view his job profile, the size and complexity of the business of the Company.

7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel:

Mr. Ghosh is not related to any other Director of the Company. He does not have any pecuniary relationship directly or indirectly with the Company or its managerial personnel, other than drawing his remuneration in the capacity as Managing Director of the Company.

III OTHER INFORMATION

1. Reasons for loss:

Due to high interest burden, the Company has incurred losses in the previous year. Company is focused to reduce high cost debt.

2. Steps taken or proposed to be taken for improvement:
Company has paid off part of its high cost debt in the current financial year and it is expected to turnaround in the profit in the current financial year.
3. Expected increase in productivity and profits in measurable terms:
The Company would focus on improvement of manufacturing efficiencies, cost optimization, investment in human resource and global quality standards thereby achieving increase in productivity and maximization of profits.

IV DISCLOSURES

The requisite disclosures of remuneration package etc. is disclosed in the Report on Corporate Governance which forms part of the Annual Report for the year ending March 31, 2016.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution in relation to the appointment of Managing Director, for the approval of the members of the Company.

Except Mr. Dipankar Ghosh, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

Item No. 6

Pursuant to the erstwhile Equity listing agreement ("Listing Agreement") entered into by the Company with BSE Limited and applicable circulars and regulations issued by the Securities and Exchange Board of India ("SEBI"), any material related party transaction, i.e. a transaction to be entered into, with individually or together with previous transactions in a given financial year with a related party exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, requires the approval of the shareholders of the Company by way of a special resolution.

Considering the above requirement, your Company had taken the approval of some material related party transactions by passing Ordinary Resolution, in its 52nd Annual General Meeting held on September 26, 2015, as per Clause 49 of the Listing Agreement and Press Release No. 226/2015 dated September 3, 2015 issued by SEBI.

Subsequently Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("**Regulations**") were notified on September 2, 2015, and became effective from December 1, 2015. Pursuant to Regulation 23 of the said Regulations, all existing material related party contracts or arrangements entered into prior to the date of notification of Regulations and which continue beyond such date shall be placed for approval/ratification of the shareholders in the first General Meeting subsequent to notification of these Regulations.

The Company has availed various Inter Corporate Deposits from its related parties in past to meet its general corporate requirements and propose to continue availing the same in future. Considering the above provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Board of Directors are of the view that it would be in the best interest of the Company to seek shareholders approval at the ensuing Annual General Meeting in respect of the following revised material related party transactions relating to the Inter Corporate Deposits taken by the Company. Brief particulars of the transactions are provided herein below:

(₹ in Lacs)

| Sr. No. | Name of Related Party & Nature of Relationship with the Company | Nature of Transaction | Value of Transaction per Annum | Name of the Director or Relative or Key Managerial Personnel who is related |
|---------|---|-------------------------------|--------------------------------|---|
| 1. | I.G.E. (India) Pvt. Ltd - Promoter Company | Inter Corporate Deposit (ICD) | 12,500.00 | Mr. Surbhit Dabriwala Mr. Sambhaw Kumar Jain |
| 2. | International Conveyors Limited - Promoter Company | | 2,000.00 | Mr. Surbhit Dabriwala |
| 3. | RCA Limited - Promoter Company | | 3,000.00 | Mr. Surbhit Dabriwala Mr. Sambhaw Kumar Jain |
| 4. | International Belting Limited - Enterprise over which Promoter exercise Significant influence | | 1,000.00 | Mr. Surbhit Dabriwala |

Other than Mr. Surbhit Dabriwala and his relatives, Mr. Sambhaw Kumar Jain and the afore mentioned list of related parties, none of the other Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the respective resolutions set out at Item No. 6 of the Notice.

Your Board recommends passing of the resolutions under Item no. 6 of the Notice as Ordinary Resolution.

According to the provisions of Section 188 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related parties shall abstain from voting on such Resolution.

Item No. 7

The Company has entered into Business Arrangement Agreement with M/s. I.G.E (India) Private Limited dated March 28, 2014 for usage of following facilities on rental basis for a period of 3 years commencing from April 1, 2014, at the premises located at 17th Floor, Nirmal, Nariman Point, Mumbai – 400 021:

- Cabin – One
- Work Station – Four
- Electricity Charges, Cleaning Services, and Reception & Messaging Services.

The above services are existing and continuing beyond March 31, 2016. Further, the Company may in future required to take additional properties on rental basis owned by IGE (India) Pvt. Ltd. at various locations.

Considering the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provision of Companies Act, 2013, if any, and the rules made thereunder, your Board of Directors seeks shareholders approval at the ensuing Annual General Meeting in respect of the revised related party transactions for taking the properties on rental basis by the Company. Brief particulars of the revised transactions are provided herein below:

| Sr. No. | Name of Related Party & Nature of Relationship with the Company | Nature of Transaction | Value of Transaction | Name of the Director or Key Managerial Personnel who is related |
|---------|---|-----------------------|----------------------------------|---|
| 1. | I.G.E. (India) Pvt. Ltd - Promoter Company | Rent (₹ in Lacs) | Monthly rent of ₹ 10.00 lakhs | Mr. Surbhit Dabriwala Mr. Sambhaw Kumar Jain |

Other than Mr. Surbhit Dabriwala and his relatives, Mr. Sambhaw Kumar Jain and the afore mentioned related party, none of the other Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the respective resolutions set out at Item No. 7 of the Notice.

Your Board recommends passing of the resolutions under Item No. 7 of the Notice as an Ordinary Resolution.

According to the provisions of Section 188 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related parties shall abstain from voting on such Resolution.

Item No. 8

The Company has entered into Joint Development Agreement ('JDA') dated June 3, 2008 with its subsidiary Company 'Elpro Estates Limited' for the joint development of the Commercial project for development/construction of Commercial mall admeasuring 7,29,641.90 sq ft built up area in Chinchwad, Pune. As per the terms & conditions of the said JDA, the Company is providing interest free advance for the development/construction of Commercial mall to Elpro Estates Limited. The said advance provided by the Company shall be repaid as and when demanded by the Company.

Considering the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Board of Directors seeks shareholders approval at the ensuing Annual General Meeting in respect of the following revised material related party transactions relating to the advances paid by the Company. Brief particulars of the revised transactions are provided herein below:

(₹ in Lacs)

| Sr. No. | Name of Related Party & Nature of Relationship with the Company | Nature of Transaction | Value of Transaction per Annum | Name of the Director or Key Managerial Personnel who is related |
|---------|---|------------------------------|--------------------------------|---|
| 1. | Elpro Estates Limited - Subsidiary Company | Advance as per JDA Agreement | 10,000.00 | Mr. Narayan Atal Mr. Ram Swarup Dabriwala |

Other than Mr. Ram Swarup Dabriwala, Mr. Narayan Atal and the afore mentioned related party, none of the other Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the respective resolutions set out at Item No. 8 of the Notice.

Your Board recommends passing of the resolutions under Item No. 8 of the Notice as Ordinary Resolution.

According to the provisions of Section 188 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related parties shall abstain from voting on such Resolution.

Disclosure pursuant to Regulation 36(3) of Securities and Exchange of India (Listing Obligations and Disclosure Requirements), Regulations, 2015

| Name of the Director | Mr. Ramswarup Dabriwala | Mr. Dipankar Ghosh |
|---|---|--|
| DIN | 00108875 | 07525353 |
| Qualification | Graduate | Bachelor's degree in Electrical Engineering from Nagpur University in the year 1993 |
| Expertise in specific functional areas | Expertise in Real Estate development and manufacturing. | He has over 23 years of experience in Operations & Project across various sectors with renowned business houses like MP Birla Group, Vedanta Resources Plc and RPG Group |
| Date of appointment on the Board of the Company | November 8, 2010 | May 24, 2016 |
| Details of Shares held in the Company as on 31.03.2016 | NIL | NIL |
| List of Companies in which outside Directorships held as on 31.03.2016 | Elpro Estate Limited | NIL |
| Chairman / Member of the Committees of other Companies on which he / she is a Director as on 31.03.2016 | Member of - 1. Audit Committee 2. Stakeholders Relationship Committee 3. CSR Committee | NIL |
| Category | Non-executive Director | Executive Director |
| Relationship with other Directors | NIL | NIL |

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

Date : August 12, 2016
Place : Mumbai

Rashmi Patkar
Company Secretary

DIRECTORS' REPORT

Dear Shareholders,

The Directors present the 53rd Annual Report along with the audited Financial Statement for the year ended March 31, 2016.

1. FINANCIAL RESULTS

(₹ in Lacs)

| Particulars | Standalone | |
|--|-----------------|----------|
| | 2015-16 | 2014-15 |
| Gross Sales & Services | 4,523.14 | 3,701.57 |
| Other Income | 47.85 | 41.13 |
| Profit / (Loss) Before Tax and Exceptional Items | (353.23) | (200.58) |
| Provision for Taxation | — | — |
| Exceptional Items | — | (3.38) |
| Profit/(Loss) After Tax | (353.23) | (203.95) |
| Profit brought forward from previous year | 90.56 | 317.34 |
| Balance carried to Balance Sheet | (262.67) | 90.56 |

2. OVERVIEW AND THE STATE OF COMPANY'S AFFAIR

The Company's revenue during the year stood at ₹ 4,523.14 lacs as compared to previous year of ₹ 3,701.57 lacs, there is increase in the revenue by ₹ 821.57 lacs on account of increase in revenue from real estate segment. The real estate revenue continues to grow in near future as company is focusing in to enter into further lease agreements with prospective clients. The Company's focus is to reduce further the interest cost in near future.

3. CONSOLIDATED FINANCIAL STATEMENT

The Consolidated Financial Statement have been prepared in accordance with the provisions of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, applicable Accounting Standards and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forms part of the Annual Report.

4. SUBSIDIARY COMPANIES / ASSOCIATE COMPANIES

The Company has "Elpro Estates Limited" as a Subsidiary Company & "Dabri Properties & Trading Co. Ltd" as an Associate Company as at the end of financial year ended March 31, 2016. The audited financial statements of subsidiary company and associate company are available for inspection during business hours at the Registered Office of the company. Any member, who is interested in obtaining a copy of audited financial statement of subsidiary company, may write to the Company Secretary at the Registered Office of the Company. The salient features of performance of the Subsidiary and Associate Company as on March 31, 2016 in **Form AOC- 1** is annexed herewith as '**Annexure I**'.

During the financial year, no company became or ceased to be the Subsidiary, Joint Venture or Associate Company.

5. CHANGE IN NATURE OF BUSINESS

During the financial year 2015-16, Company has not changed its nature of business and has been continuing with the same line of business.

6. SHARE CAPITAL**Sub-division of Shares:**

During the year, the Equity Shares of ₹ 10/- each were sub-divided into 5 Equity Shares of ₹ 2/- each after obtaining the approval from the Shareholders of the Company vide Postal Ballot, the results for which were declared on 15th May, 2015. Accordingly, the Authorised Share Capital of the Company was altered from 60,00,000 Equity Shares of ₹ 10/- each and 40,00,000 Preference Shares of ₹ 10/- each to 3,00,00,000 Equity Shares of ₹ 2 each and 40,00,000 Preference Shares of ₹ 10/- each.

Increase in Authorised Share Capital:

The Authorised Share Capital of the Company was increased from ₹ 10,00,00,000/- (Rupees Ten Crores Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of ₹ 2/- (Rupees Two Only) each and 40,00,000 (Forty Lacs Only) Preference Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 20,00,00,000/- (Rupees Twenty Crores Only) divided into 8,00,00,000 (Eight Crores Only) Equity Shares of ₹ 2/- (Rupees Two Only) each and 40,00,000 (Forty Lacs Only) Preference Shares of ₹ 10/- (Rupees Ten Only) each by creation and addition of

5,00,00,000 (Five Crores) Equity Shares of ₹ 2/- (Rupees Two Only) each after obtaining the approval from the Shareholders of the Company vide Postal Ballot, the results for which were declared on August 27, 2015.

Issue of Bonus Share:

During the year, the Company had issued bonus shares in the ratio of two Equity Shares for every one existing Equity Share held by the members of the Company after obtaining the approval from the Shareholders of the Company vide Postal Ballot, the results for which were declared on August 27, 2015.

7. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis as required under Regulation 34(2) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this report and gives details of the overall industry structure, economic developments, performance and state of affairs of your Company's various businesses, internal controls and their adequacy, risk management systems and other material developments during the financial year 2015-16.

8. DIVIDEND

No dividend has been recommended by the Board of Directors of the Company for financial year 2015-16. However, the register of members and share transfer books will remain closed from Tuesday, September 20, 2016 to Monday, September 26, 2016 (both days inclusive).

9. AMOUNT PROPOSED TO BE TRANSFERRED TO RESERVES

Your Directors do not propose to transfer any amount to reserves as on March 31, 2016.

10. PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Anil Kumar Poddar, Independent Director of the Company has resigned from the Directorship on February 4, 2016. The Board places on record its deep appreciation for the valuable contribution made by him during his tenure as the Director of the Company.

Mr. Madhav Srinivasan, Executive Director of the Company has resigned from his Directorship on May 24, 2016. The Board places on record its deep appreciation for the valuable contribution made by him during his tenure as the Director of the Company.

Mr. Ramswarup Dabriwala was appointed as the Chairman and Managing Director of the Company for a period of 3 years and his tenure expired on June 30, 2016 and he has expressed his unwillingness to extend his tenure. Accordingly, Mr. Ramswarup Dabriwala is continuing as the Non-Executive Director of the Company w.e.f. July 1, 2016.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Ramswarup Dabriwala, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

Mr. Dipankar Ghosh was appointed as an Additional Director (Executive) with effect from May 24, 2016. As per the provisions of the Companies Act 2013, Mr. Dipankar Ghosh holds office till the ensuing Annual General Meeting and being eligible, offers himself for appointment as Director. The Board recommends his appointment.

Considering the expiry of tenure of Mr. Ram Swarup Dabriwala as the Chairman and Managing Director of the Company and pursuant to Section 197, 198, 203 and Schedule V (Part II) of Companies Act, 2013, Mr. Dipankar Ghosh was appointed as the Managing Director & Chairman of the Company w.e.f. July 1, 2016 and shall hold office for a term of up to three consecutive years subject to the approval by the shareholders at the ensuing Annual General Meeting.

Notice pursuant to Section 160 of the Act has been received from Mr. Dipankar Ghosh, proposing his appointment and has been included as an item 4 in the notice convening the ensuing Annual General Meeting. Except the above, no other Director or Key Managerial Person had been appointed, resigned or retired during the year.

12. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provision of Section 134 of the Companies Act, 2013, the Directors confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed along with proper explanation relating to material departures;
- b) We have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;

- c) We have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d) We have prepared the annual accounts on a "going concern" basis.
- e) We have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) We have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

13. BOARD INDEPENDENCE

The following Non-Executive Directors are Independent Directors in terms regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013:

1. Mr. Narayan T. Atal
2. Mr. Ashok Kumar Jain
3. Ms. Kalpana Unadkat

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14. BOARD EVALUATION

The Companies Act, 2013, rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provide that the Annual Report of the Company shall disclose the following:

- Manner in which formal performance evaluation of the Board, its Committees, and Individual Directors including independent directors has been carried out; and
- Evaluation criteria

To this effect, on the basis of the Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

A separate meeting of independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors.

The performance was evaluated on parameters such as Attendance and participations in the meetings, Compliance with policies of the Company, ethics, code of conduct, Safeguarding interest of whistle-blowers under vigil mechanism, Professional skills, problem solving, and decision-making, etc.

The Board approved the evaluation results as collated by the nomination and remuneration committee.

15. BOARD COMMITTEES

During the year, in accordance with the Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board re-constituted some of its Committees. Currently there are following committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. CSR Committee

Details of all the Committees alongwith their charters, composition and meetings held during the year are provided in the "Corporate Governance Report", which forms a part of this Annual Report.

16. MEETINGS OF THE BOARD

Five meetings of the Board of Directors were held during the year. The details of the Board Meetings and the attendance of the Directors at the meetings are provided in the report on Corporate Governance which forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and the Secretarial Standard on Board Meetings issued by ICSI.

17. PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, disclosures pertaining to remuneration and other details are appended as "Annexure – II" to the Directors' Report.

None of the employees of the Company employed throughout the year were in receipt of remuneration in excess of the limits set out in the said rules.

18. NOMINATION AND REMUNERATION POLICY

In terms of section 178(3) of the Companies Act, 2013 and Part D of Schedule II Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has framed Nomination and Remuneration Policy. The said policy of the Company on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Directors and other matters is annexed as '**Annexure III**'.

We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

19. FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS

Independent Directors, on their appointment, are issued a Letter of Appointment setting out in details the terms of appointment, duties, responsibilities and expected time commitments. Necessary arrangements are made to organize the interactive sessions with the member of Senior Management of the Company. The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company is displayed up on the website of the Company. Weblink for the same is <http://www.elpro.co.in/Investor-relations.php>

During the year under review, Independent Directors were apprised on an ongoing basis in the various Board/Committee meetings on Industry developments, regulatory updates, business overview, operations, financial statements, update on statutory compliances for Board members, etc. In this respect presentations were made to Board, by the Managing Director & CFO and other management personnel.

20. INTERNAL FINANCIAL CONTROL

As per explanation to Section 134 of the Companies Act, 2013, the Internal Financial Controls (IFC) are reviewed by your management and key areas are subject to various statutory, internal and operational audits. The review of the IFC, *inter alia*, consists of the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

21. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

22. AUDITORS AND AUDITORS' REPORT**STATUTORY AUDITORS**

At the Annual General Meeting held on September 29, 2014, **M/s. Todarwal & Todarwal**, Chartered Accountants (ICAI Firm Registration No. 111009W), Statutory Auditors of the Company, were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2019. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of **M/s. Todarwal & Todarwal**, Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

There are no qualifications or reservation made by **M/s. Todarwal & Todarwal**, Statutory Auditors, in their report for the financial year 2015-16.

SECRETARIAL AUDITOR

Pursuant to Section 204 of the Companies Act, 2013 and Rules thereunder, the Secretarial Audit for the financial year 2015-16 was conducted by **M/s. Jayshree A. Lalpuria & Co.**, Practising Company Secretary and the Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith marked as "**Annexure IV**" to this Report.

With regard to the observation of the Secretarial Auditor relating to delay in issue of Bonus shares pursuant to Regulation 95(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Directors wish to clarify that the Company had also received a communication from BSE seeking clarifications in the said matter. The Company replied to BSE Ltd. stating that, the words "issue shall be implemented within two months" as used in the above Regulation were interpreted by the Company that the issue needs to be initiated within two months. Accordingly, the company, without any intent to violate the above Regulations, initiated the implementation of the Bonus issue by seeking approval of shareholders through postal ballot vide notice dated July 20, 2015. The results of the said Postal Ballot were declared on August 27, 2015 and the Company immediately thereafter filed for in-principle approval for the purported Bonus Issue with the BSE.

After that, the Company received a communication from SEBI stating that as per Regulation 95(1) of the SEBI (ICDR) Regulations, 2009, the company was required to complete the bonus issue by July 28, 2015 and whereas

the application for listing approval of bonus shares was submitted with BSE only on September 18, 2015, thereby leading to non-compliance with SEBI (ICDR) Regulations, 2009. SEBI advised the Company to make a note of this in its subsequent Board meeting and be careful in future so as to avoid recurrence of such lapses. The Board has also appointed **M/s. Jayshree A. Lalpuria & Co.**, as Secretarial Auditor to conduct Secretarial Audit of the Company for Financial Year 2016-17.

INTERNAL AUDITOR

The Company has appointed Internal Auditor. The scope and authority of the Internal Auditor is as per the terms of reference approved by the Audit Committee. To maintain its objectivity and independence, the Internal Audit reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems accounting procedures and policies of the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. issued by the regulatory bodies.

23. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

Particulars of investments made, loans given and guarantees given are provided in the standalone financial statement. (Please refer to Note 13, 14, 25 and 2(q) to the standalone financial statement). The purpose of the loan given to Subsidiary Company is as per Joint Development Agreement entered with it and guarantee is given to the Public Charitable Trust There are no securities provided by the Company.

24. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF COMPANIES ACT, 2013

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of Companies Act, 2013, as prescribed in Form AOC – 2, is appended as “**Annexure – V**”.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link <http://www.elpro.co.in/Investor-relations.php>

25. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF FINANCIAL YEAR AND DATE OF REPORT

There is no occurrence of material changes and commitment made between the end of the financial year and date of this report which has affected the financial position of the company.

26. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a vigil mechanism / whistle blower policy for Directors and employees to report their genuine concerns. The whistle blower policy is also uploaded on company's website.

27. RISK MANAGEMENT FRAMEWORK

The company has in place a mechanism to identify, assess, monitor and mitigate various risks to the Company. The Company has also formulated a Risk Management policy.

28. EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in the prescribed format is appended as “**Annexure – VI**” to the Board's report.

29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

a) Conservation of Energy

- i) Steps taken for energy conservation, inter alia, include the following:
 - Improvement in energy efficiency by replacement of CFL to LED lights in offices
 - Office Air conditioning comfort temperature optimisation
 - Electricity Consumption reduction by daily monitoring and control
 - Operational control of HVAC system (air conditioning) in winding premises
 - Compressed air pressure reduction in non-use time
 - Closing of unwanted opening from air conditioned premises reducing cooling loss
 - Access control on air conditioning. Installation of remote control switch in office optimising operating temperature
- ii) Steps taken by the Company for utilizing alternate sources of energy:
 - Electric water heater being replaced with solar water heater
 - Open the blinds/curtains in offices to use natural lights

- iii) Capital investment on energy conservation equipments:
 - Proposal for Solar Energy generation by installation of fixed tilt solar rooftop Photovoltaic System is being under consideration.

b) Technology Absorption:

Not Applicable.

c) Expenditure incurred on Research and Development: NIL

30. FOREIGN EXCHANGE EARNINGS AND OUTGO

Earning and outgo in foreign exchange during the year under review were ₹ 122.56 lacs and ₹ 43.18 lacs as against ₹ 204.18 lacs and ₹ 86.09 lacs respectively in the previous year.

31. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

32. SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to providing work environment that ensures every employee is treated with dignity and respect and afforded equitable treatment. The Company is also committed to creating a healthy working environment that enables employee to work without fear of prejudice, gender bias and sexual harassment. A policy on Anti Sexual Harassment of employees at workplace or other places involving employees of the Company has been adopted by the Directors of the Company in its meeting. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment.

During the financial year 2015-16 there were no cases reported under Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

33. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility and Governance Committee (CSR&G Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

The CSR Policy may be accessed on the Company's website. The contents of the policy along with the annexure specified in Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014 is annexed herewith as 'Annexure VII'.

34. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements as set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally. Pursuant to regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reports on Management Discussion and Analysis and on Corporate Governance have been included elsewhere in this report as separate sections. A certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated in regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also been included in the Annual Report.

35. INDUSTRIAL RELATIONS

Employee relations were by and large satisfactory. No man days were lost due to strikes and lock out and the like.

36. ACKNOWLEDGEMENTS

The Directors sincerely appreciate the employees of the Company for their commitment, dedication and support. They would also like to express their gratitude to various Government/Regulatory authorities, Customers, Vendors, Banks, Shareholders and others associated with the activities of the Company and look forward for the same in the years to come.

For and on behalf of the Board of Directors

Place : Mumbai

Date : August 12, 2016

Dipankar Ghosh
Chairman & Managing Director
(DIN: 07525353)

Form AOC-I
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of
Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of
subsidiary company/associate company/joint ventures

PART "A": SUBSIDIARIES

| Sl. No. | Particulars | Rupees in Lacs |
|---------|--|-----------------------|
| 1 | Name of the subsidiary | Elpro Estates Limited |
| 2 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | March 31, 2016 |
| 3 | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries. | - NA - |
| 4 | Share capital | 174.00 |
| 5 | Reserves & surplus | 2,671.40 |
| 6 | Total assets | 8,021.10 |
| 7 | Total Liabilities | 8,021.10 |
| 8 | Investments | NIL |
| 9 | Turnover | NIL |
| 10 | Profit/(loss) before taxation | (26.37) |
| 11 | Deferred taxation | (7.18) |
| 12 | Profit/(loss) after taxation | (19.19) |
| 13 | Proposed Dividend | NIL |
| 14 | % of shareholding | 86.17% |

- Names of subsidiaries which are yet to commence operations – Nil
- Names of subsidiaries which have been liquidated or sold during the year - Nil

PART “B”: ASSOCIATES**Statement pursuant to Section 129 (3) of the Companies Act, 2013
related to Associate Companies and Joint Ventures**

| | |
|---|--|
| Name of Associates | DABRI PROPERTIES & TRADING CO. LTD. |
| 1. Latest audited Balance Sheet Date | As on March 31, 2016 |
| 2. Shares of Associate held by the company on the year end | |
| – No. of Shares | 226977 |
| – Amount of Investment in Associates/ | ₹ 22.50 Lacs |
| – Extend of Holding % | 31.77% |
| 3. Description of how there is significant influence | Since the Company is holding more than 25% of the Shareholding of Dabri Properties & Trading Co. Ltd., the Company has significant influence |
| 4. Reason why the associate is not consolidated | - NA - |
| 5. Networth attributable to Shareholding as per latest audited Balance Sheet | ₹ 72.68 Lacs |
| 6. Profit / Loss for the year | ₹ 3.85 Lacs |
| i. Considered in Consolidation | Yes |
| ii. Not Considered in Consolidation | - NA - |

- Names of associates or joint ventures which are yet to commence operations -Nil
- Names of associates or joint ventures which have been liquidated or sold during the year - Nil

For and on behalf of the Board of
Elpro International Limited

Sambhaw Kumar Jain
Chief Financial Officer
(PAN: AJGPP2859K)

Rashmi Patkar
Company Secretary
(M.No. A26876)

Narayan T. Atal
Director
(DIN: 00237626)

Ram Swarup Dabriwala
Managing Director
(DIN:00108875)

Particulars of Employees

1) DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013, READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer (CFO) and Company Secretary (CS) during the financial year 2015-16, ratio of the remuneration of each Director to the Median Remuneration of the Employees (MRE) of the Company for the financial year 2015-16 are as under:

| Name of Director / KMP and Designation | Remuneration of Director/KMP for FY 2015-16 (₹ In Lakhs) | % increase in Remuneration in the FY 2015-16 | Ratio of Remuneration of each Director to MRE for FY 2015-16 |
|--|--|--|--|
| Mr. Ram Swarup Dabriwala, Chairman & Managing Director | 6.50 | 2.04 | 2.83 |
| Mr. Sambhaw Kumar Jain – CFO | 48.90 | 3.65 | 21.26 |
| Mrs. Rashmi Patkar – CS | 4.66 | 3.33 | 2.03 |

- (ii) The Median Remuneration of Employees (MRE) of the Company during the financial year 2015-16 was ₹ 2,30,055/- and for previous year 2014-15, it was ₹ 2,32,930/-
- (iii) The percentage decrease in the median remuneration of employees in the financial year is 1.23%
- (iv) There were 30 permanent employees on the rolls of company as on March 31, 2016.
- (v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16 was NIL% and average percentile increase in the managerial remuneration was NIL%
- (vi) The Company affirms that the remuneration is as per the Nomination and Remuneration policy of the company.

2) Information as per Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

No employee of the Company was in receipt of remuneration, in excess of Rupees One Crore Two Lakhs per annum or Rupees Eight Lakhs Fifty Thousand per month during the financial year 2015-2016 or part thereof.

Details of top ten employees in terms of remuneration drawn during the financial year 2015-16 are as follows:

| Sr. No. | Name of Employee | Designation | Qualification | Date of Joining | Age in years | Annual Remuneration (₹ in Lakh) | Last employment held before joining the company |
|---------|--------------------------|------------------------------|--|-----------------|--------------|---------------------------------|---|
| 1. | Mr. Sambhaw Kumar Jain | CFO | ACA | 01/09/2006 | 44 | 48.90 | Elpro Estates Ltd. |
| 2. | Mr. Dipankar Ghosh | CEO-Operation | B.E. | 01/01/2014 | 46 | 29.73 | KEC International Ltd. |
| 3. | Mr. Deepak Daga | AGM-Operation | D.M.E | 11/02/2010 | 51 | 7.87 | Shreem Capacitors Pvt. Ltd. |
| 4. | Mr. Pramod Kumar Agarwal | Sr.Manager- Accounts | Graduate | 01/06/2007 | 63 | 6.75 | International Conveyors Ltd. |
| 5. | Mr. Ram Swarup Dabriwala | Chairman & Managing Director | Graduate | 01/07/2013 | 68 | 6.50 | Stock Broking |
| 6. | Mr. BalramKondalkar | General Manager | M.B.A. (Production and Machinery) M.B.A.(Marketing) Diploma in Mech. Engg. | 06/06/1981 | 60 | 5.42 | Philips India Ltd. |
| 7. | Mrs. Rashmi Patkar | Company Secretary | FCS, B.Com | 24/02/2014 | 32 | 4.66 | Practicing Company Secretary |
| 8. | Mr. Gajanand Dahima | Manager - Accounts | B.Com (hons) | 01/05/2008 | 30 | 4.60 | KIDCO |
| 9. | Mr. Parash Jain | Asst. Manager | M.B.A Finance and L.L.B. | 24/08/2010 | 30 | 3.85 | Fortuna FT Ghana Ltd. |
| 10. | Mr. Brajesh | Sr. Officer – Accounts | Graduate | 20/10/2009 | 40 | 3.53 | NM Enterprises |

Note:

- Nature of employment is permanent and terminable by Notice on either side.
- The above employees are not related to any Directors of the Company.
- No employee holds by himself/herself or alongwith spouse and dependent children the equity shares of the Company.
- Terms and conditions of the employment are as per Company's Rules.

Nomination and Remuneration Policy pursuant to Section 178(3) of the Companies Act, 2013

The Board of Directors of Elpro International Limited (“the Company”) renamed the existing remuneration committee as “Nomination and Remuneration Committee” at the Meeting held on August 13, 2014. The Committee consists of three (3) Non-Executive Directors.

The following is the Nomination and Remuneration Policy adopted by the Committee.

1. Objective

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement. The Key Objectives of the Committee would be:

- a. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b. To formulate the criteria for evaluation of Independent Director and the Board
- c. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- d. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- e. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- f. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- g. To devise a policy on Board diversity
- h. To Implement and monitor policies and processes regarding principles of corporate governance

2. Definitions

- a. “**Act**” means the Companies Act, 2013 and rules framed thereunder, as amended from time to time.
- b. “**Board**” means Board of Directors of the Company.
- c. “**Central Government**” means Registrar of Companies, Regional Director or any other authority under the Ministry of Corporate Affairs.
- d. “**Director(s)**” mean Directors of the Company.
- e. “**Key Managerial Personnel**” means
 - (i) Chief Executive Officer or the Managing Director or the Manager;
 - (ii) Whole-time director;
 - (iii) Chief Financial Officer;
 - (iv) Company Secretary; and
 - (v) any other officer/employee as may be prescribed under the Act or by the Board.
- f. “**Senior Management**” means Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors but including Functional Heads.

3. Scope and Duties

- a. **The Scope of work of Nomination and remuneration Committee will include:**
 - (i) The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director’s performance.
 - (ii) The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
 - (iii) To oversee and monitor the Familiarization Programme for Independent Directors.
- b. **The Nomination and Remuneration Committee shall, while formulating the policy as above shall ensure that—**
 - (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

- (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

c. Duties of Nomination and Remuneration Committee

- (i) The duties of the Committee in relation to nomination matters include:
- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
 - Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
 - Identifying and recommending Directors who are to be put forward for retirement by rotation.
 - Determining the appropriate size, diversity and composition of the Board;
 - Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
 - Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
 - Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
 - Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
 - Delegating any of its powers to one or more of its members or the Secretary of the Committee;
 - Recommend any necessary changes to the Board; and
 - Considering any other matters, as may be requested by the Board.
- (ii) The duties of the Committee in relation to remuneration matters include:
- to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
 - to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
 - to delegate any of its powers to one or more of its members or the Secretary of the Committee.
 - to consider any other matters as may be requested by the Board.

4. Policy for appointment and removal of Director, KMP and Senior Management

a. Appointment criteria and qualifications

- (i) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- (ii) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- (iii) The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

b. Term/Tenure

(i) Managing Director/Whole-time Director:

- The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

(ii) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

c. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel on yearly basis or at such other interval as they may be decided by the Committee from time to time.

The Performance Evaluation of Independent Director should be done Board of Directors (excluding the directors being evaluated)

On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of independent director.

d. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

e. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

5. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

- (i) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- (ii) The remuneration and commission to be paid to the Whole-time Director shall be as per the provisions of the Act.
- (iii) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
- (iv) The ESOP Policy will be decided by the Committee based on the applicable Acts / Guidelines within the overall Policy decided by the Shareholders at the General Meeting.

6. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**(i) Fixed pay:**

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

(ii) **Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

(iii) **Provisions for excess remuneration:**

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

7. Remuneration to Non- Executive / Independent Director

(i) **Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof provided that the amount of such fees shall not exceed ₹ One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

(ii) **Commission:**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

(iii) **Stock Options:**

The Stock Option entitlement will be subject to Act, Rules and Guidelines then prevailing.

8. Constitution

(i) The Committee shall consist of a minimum 3 non-executive directors and one-half of them should be independent Directors

(ii) Membership of the Committee shall be disclosed in the Annual Report.

(iii) Term of the Committee shall be continued unless terminated by the Board of Directors.

9. Chairperson

(i) Chairperson of the Committee shall be an Independent Director.

(ii) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

(iii) In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

(iv) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

10. Frequency of Meetings

The meeting of the Committee shall be held at such regular intervals as may be required.

11. Committee Members' Interests

(i) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

(ii) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

12. Secretary

The Company Secretary of the Company shall act as Secretary of the Committee.

13. Voting

(i) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

(ii) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

14. Minutes of Committee Meeting

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee. The same will be signed by the Chairman within a period of thirty days.

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED March 31, 2016

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

To,
The Members,
Elpro International Limited

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the Audit Period**);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit Period**);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the Audit Period**);
- (vi) Other laws specifically applicable to the Company namely:
 - (a) Maharashtra Ownership Flats (Regulation of the promotion of construction, sale, management and transfer) Act, 1963
 - (b) Transfer of Property Act, 1882

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreement entered into by the Company with BSE Ltd.

(iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (with effect from 1st December, 2015).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

The Board of Directors of the Company at their meeting held on 28th May, 2015 recommended issue of 4,61,16,770 bonus equity shares of ₹ 2/- each in the ratio of two (2) equity share for every one (1) equity share held. Pursuant to Regulation 95 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the bonus issue shall be implemented within two months from the date of the meeting of its board of directors wherein the decision to announce the bonus issue was taken subject to shareholders' approval, whereas the bonus equity shares were allotted by the Board on 11th September, 2015.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision of the Board of Directors and its Committees is carried through and are captured and recorded as part of the minutes. There were no dissenting views.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the members of the Company have passed the following resolutions through postal ballot

- On 15th May, 2015
 - a. Ordinary Resolution for Sub-division of each Equity Shares of ₹ 10/- each into 5 (Five) Equity Shares of ₹ 2/- each.
 - b. Ordinary Resolution for Alteration of Memorandum of Association under Section 13 of the Companies Act, 2013.
 - c. Special Resolution for Adoption of new set of Articles of Association under the Companies Act, 2013
- On 27th August, 2015
 - a. Ordinary Resolution for increasing the Authorised Share Capital of the Company from ₹ 10 Cr. to ₹ 20 Cr.
 - b. Ordinary Resolution for Alteration of Capital Clause of Memorandum of Association under Section 13 of the Companies Act, 2013.
 - c. Special Resolution for issue of Bonus Shares in the ratio of 2:1 under Section 63 of the Companies Act, 2013.

For **JAYSHREE A. LALPURIA & CO.,**
PRACTISING COMPANY SECRETARIES

(Jayshree A. Lalpuria)

Proprietor

ACS: 17629 CP: 7109

Place : Mumbai
Date : 27th July, 2016

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

Annexure A

To,
The Members,
Elpro International Limited

Secretarial Audit Report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to Elpro International Limited (the 'Company') is the responsibility of the management of the Company. My examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. My responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to me by the Company, along with explanations where so required.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to me. I believe that the processes and practices I followed, provides a reasonable basis for my opinion for the purpose of issue of the Secretarial Audit Report.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **JAYSHREE A. LALPURIA & CO.,**
PRACTISING COMPANY SECRETARIES

Place : Mumbai
Date : 27th July, 2016

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

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: - **NIL** -
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts / arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) Date(s) of approval by the Board
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188
2. Details of material contracts or arrangement or transactions at arm's length basis

The contract or arrangement or transactions entered with the related parties during the financial year 2015-16 were not material and the same were disclosed in the notes to accounts forming part of the financial statements for the year ended March 31, 2016.

For and on behalf of the Board of Directors

Place : Mumbai
Date : August 12, 2016

Dipankar Ghosh
Chairman & Managing Director

EXTRACT OF ANNUAL RETURN

As on financial year ended 31-03-2016

[Pursuant to Section 92(3) of the Companies act, 2013 read with
[The Companies (Management and Administration) Rules, 2014] FORM NO. MGT-9**A. REGISTRATION AND OTHER DETAILS:**

| | |
|---|---|
| CIN:- | L51505MH1962PLC012425 |
| Registration Date: | 27-07-1962 |
| Name of the Company: | Elpro International Ltd. |
| Category / Sub-Category of the Company | Manufacturing & Construction |
| Address of the Registered office and contact details: | Nirmal, 17th Floor, Nariman Point, Mumbai - 400021 |
| Whether listed company | Yes |
| Name, Address and Contact details of Registrar and Transfer Agent, if any | Sharex Dynamic (India) Pvt. Ltd. Unit no.1, Luthra Ind.Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400072 |

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

| Sr. No. | Name and Description of main products / services | NIC Code of the Product/ service% to total turnover of the company | % to total turnover of the company |
|---------|---|--|------------------------------------|
| a. | Manufacture of electrical industrial machinery, apparatus and parts thereof | 3600 | 9.83% |
| b. | Construction of residential & Non-residential buildings including additions and alterations | 5001 & 5002 | 87.80% |

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No. | Name and address of the company | CIN/GLN | Holding/Subsidiary/ Associate | % of shares held |
|----------|---|-----------------------|-------------------------------|------------------|
| a | Elpro Estates Limited Add: Nirmal 17th Floor, Nariman Point, Mumbai-400 021 | U72200MH2000PLC124409 | Subsidiary | 86.17% |
| b | Dabri Properties & Trading Co. Ltd. Add: 16, India Exchange Place, Kolkata-700 001. | U70109WB1982PLC034538 | Associate | 31.77% |

D. SHARE HOLDING PATTERN**i) Category-wise Share Holding**

| Category of shareholders | No. of Shares held at the beginning of the year 01-04-2015 | | | | No. of Shares held at the end of the year 31-03-2016 | | | | % Change during the year |
|---|--|---------------|----------------|-------------------|--|----------------|-----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total shares | Demat | Physical | Total | % of Total shares | |
| A. PROMOTER'S | | | | | | | | | |
| (1) INDIAN | | | | | | | | | |
| (a) individual | 170324 | — | 170324 | 3.693 | 2554860 | — | 2554860 | 3.693 | — |
| (b) Central Govt. | — | — | — | — | — | — | — | — | — |
| (c) State Govt(s). | — | — | — | — | — | — | — | — | — |
| (d) Bodies Corpp. | 2857424 | — | 2857424 | 61.961 | 42861360 | — | 42861360 | 61.961 | — |
| (e) FIINS / BANKS. | — | — | — | — | — | — | — | — | — |
| (f) Any Other | — | — | — | — | — | — | — | — | — |
| Sub-total (A) (1):- | 3027748 | — | 3027748 | 65.654 | 45416220 | — | 45416220 | 65.654 | — |
| (2) FOREIGN | | | | | | | | | |
| (a) Individual NRI / For Ind | — | — | — | — | — | — | — | — | — |
| (b) Other Individual | — | — | — | — | — | — | — | — | — |
| (c) Bodies Corporates | — | — | — | — | — | — | — | — | — |
| (d) Banks / FII | — | — | — | — | — | — | — | — | — |
| (e) Qualified Foreign Investor | — | — | — | — | — | — | — | — | — |
| (f) Any Other Specify | — | — | — | — | — | — | — | — | — |
| Sub-total (A) (2):- | — | — | — | — | — | — | — | — | — |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 3027748 | — | 3027748 | 65.654 | 45416220 | — | 45416220 | 65.654 | — |
| B. 1. PUBLIC SHAREHOLDING | | | | | | | | | |
| (a) Mutual Funds | — | 450 | 450 | 0.01 | 0 | 6750 | 6750 | 0.01 | — |
| (b) Banks / FI | 50 | 68 | 118 | 0.003 | 1500 | 270 | 1770 | 0.003 | — |
| (c) Central Govt. | — | — | — | — | — | — | — | — | — |
| (d) State Govt. | — | — | — | — | — | — | — | — | — |
| (e) Venture Capital Funds | — | — | — | — | — | — | — | — | — |
| (f) Insurance Companies | — | — | — | — | — | — | — | — | — |
| (g) FIIs | 1105742 | — | 1105742 | 23.977 | 16586130 | — | 16586130 | 23.977 | — |
| (h) Foreign Venture Capital Funds | — | — | — | — | — | — | — | — | — |
| (i) Others (specify) | — | — | — | — | — | — | — | — | — |
| Sub-total (B)(1):- | 1105792 | 518 | 1106310 | 23.99 | 16587630 | 7020 | 16594650 | 23.99 | — |
| 2. Non-Institutions | | | | | | | | | |
| (a) BODIES CORP. | | | | | | | | | |
| (i) Indian | 95220 | 1650 | 96870 | 2.101 | 1377204 | 19500 | 1396704 | 2.019 | -0.082 |
| (ii) Overseas | — | — | — | — | — | — | — | — | — |
| (b) Individuals | | | | | | | | | |
| (i) Individual shareholders holding nominal share capital upto ₹1 lakh | 246721 | 120536 | 367257 | 7.964 | 2274833 | 1267735 | 3542568 | 5.121 | -2.843 |
| (ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh | — | — | — | — | 1698061 | 313845 | 2011906 | 2.908 | 2.908 |
| (c) Other (specify) | | | | | | | | | |
| Non Resident Indians | 12625 | 757 | 13382 | 0.29 | 189853 | 11355 | 201208 | 0.291 | 0.001 |
| Overseas Corporate Bodies | — | — | — | — | — | — | — | — | — |
| Foreign Nationals | — | — | — | — | — | — | — | — | — |
| Clearing Members | 110 | — | 110 | 0.002 | 11899 | — | 11899 | 0.017 | 0.015 |
| Trusts | — | — | — | — | — | — | — | — | — |
| Foreign Boodies - D R | — | — | — | — | — | — | — | — | — |
| Sub-total (B)(2):- | 354676 | 122943 | 477619 | 10.357 | 5551850 | 1612435 | 7164285 | 10.356 | -0.001 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 1460468 | 123461 | 1583929 | 34.347 | 22139480 | 1619455 | 23758935 | 34.346 | -0.001 |
| C. Shares held by Custodian for GDRs & ADRs | | | | | | | | | |
| Grand Total (A+B+C) | 4488216 | 123461 | 4611677 | 100.00 | 67555700 | 1619455 | 69175155 | 100.00 | — |

NOTE: The Equity Shares of ₹ 10/- each were subdivided into 5 Equity Shares of ₹ 2/- each after obtaining approval from Shareholders by way of Postal Ballot the result for which was declared on May 15, 2015. Thereafter, the Company issued Bonus Shares in the ratio of two Equity Shares for every one existing Equity Share after obtaining approval from the shareholders by way of Postal ballot, the results for which were declared on August 27, 2015.

(ii) Shareholding of Promoters

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year 01/04/2015 | | | Shareholding at the end of the year 31/03/2016 | | | % Change in shareholding during the year |
|---------|---------------------------------|--|----------------------------------|--|--|-------------------------------------|--|--|
| | | No. of Shares | % of total Shares of the company | % of shares Pledged / encumbered to total shares | No. of Shares | in % of total Shares of the company | % of shares Pledged / encumbered to total shares | |
| 1 | IGE (INDIA) PRIVATE LIMITED | 1884880 | 40.872 | — | 28273200 | 40.872 | — | — |
| 2 | INTERNATIONAL CONVEYORS LIMITED | 672972 | 14.593 | — | 10094580 | 14.593 | — | — |
| 3 | R. C. A. LIMITED | 299572 | 6.496 | — | 4493580 | 6.496 | — | — |
| 4 | YAMINI DABRIWALA | 86065 | 1.866 | — | 1290975 | 1.866 | — | — |
| 5 | SURBHIT DABRIWALA | — | — | — | 1200000 | 1.735 | — | 1.735 |
| 6 | RAJENDRA KUMAR DABRIWALA | 84259 | 1.827 | — | 63885 | 0.092 | — | -1.735 |
| | Total | 3027748 | 65.654 | — | 45416220 | 65.654 | — | — |

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year 01/04/2015 | | | Shareholding at the end of the year 31/03/2016 | | | % of total Shares of the company |
|---------|---------------------------------|--|----------------------------------|------------|--|--------------|---------------|----------------------------------|
| | | No. of Shares at the beginning (01.04.2015) end of the year (31.03.2016) | % of total Shares of the company | Date | Increasing/Decreasing in shareholding | Reason | No. of Shares | |
| 1 | IGE (INDIA) PRIVATE LIMITED | 1884880 | 40.872 | 01/4/2015 | | | | |
| | | | | 12/6/2015 | 7539520 | Sub-division | 9424400 | 40.872 |
| | | | | 25/9/2015 | 18848800 | Bonus Issue | 28273200 | 40.872 |
| | | | | 31/3/2016 | | | 28273200 | 40.872 |
| | – Closing Balance | | | | | | | |
| 2 | INTERNATIONAL CONVEYORS LIMITED | 672972 | 14.593 | 01/04/2015 | | | | |
| | | | | 12/06/2015 | 2691888 | Sub-division | 3364860 | 14.593 |
| | | | | 25/09/2015 | 6729720 | Bonus Issue | 10094580 | 14.593 |
| | | | | 31/03/2016 | | | 10094580 | 14.593 |
| | – Closing Balance | | | | | | | |
| 3 | R. C. A. LIMITED | 299572 | 6.496 | 04/01/2015 | | | | |
| | | | | 12/06/2015 | 1198288 | Sub-division | 1497860 | 6.496 |
| | | | | 25/09/2015 | 2995720 | Bonus Issue | 4493580 | 6.496 |
| | | | | 31/03/2016 | | | 4493580 | 6.496 |
| | – Closing Balance | | | | | | | |
| 4 | YAMINI DABRIWALA | 86065 | 1.866 | 01/04/2015 | | | | |
| | | | | 12/06/2015 | 344260 | Sub-division | 430325 | 1.866 |
| | | | | 25/09/2015 | 860650 | Bonus Issue | 1290975 | 1.866 |
| | | | | 31/03/2016 | | | 1290975 | 1.866 |
| | – Closing Balance | | | | | | | |
| 5 | SURBHIT DABRIWALA | — | — | 01/04/2015 | | | | |
| | | | | 26/06/2015 | 400000 | Gift | 400000 | 1.735 |
| | | | | 25/09/2015 | 800000 | Bonus Issue | 1200000 | 1.735 |
| | | | | 31/03/2016 | | | 1200000 | 1.735 |
| | – Closing Balance | | | | | | | |
| 6 | RAJENDRA KUMAR DABRIWALA | 84259 | 1.827 | 01/04/2015 | | | | |
| | | | | 12/06/2015 | 337036 | Sub-division | 421295 | 1.827 |
| | | | | 26/06/2015 | -400000 | Gift | 21295 | 0.092 |
| | | | | 25/09/2015 | 42590 | Bonus Issue | 63885 | 0.092 |
| | – Closing Balance | | | | | | | |
| | | | | 31/03/2016 | | | 63885 | 0.092 |

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

| Sr. No. | Name | No. of Shares at the beginning (01.04.2015) end of the year (31.03.2016) | % of total Shares of the company | Date | Increasing/Decreasing in share-holding | Reason | No. of Shares | % of total Shares of the company |
|---------|-------------------------------------|--|----------------------------------|------------|--|--------------|---------------|----------------------------------|
| 1 | JUPITER SOUTH ASIA INVESTMENT COMPA | 110000 | 2.385 | 01/04/2015 | | | | |
| | | | | 12/06/2015 | 440000 | Sub-division | 550000 | 2.385 |
| | | | | 25/09/2015 | 1100000 | Bonus Issue | 1650000 | 2.385 |
| | | | | 31/03/2016 | | | 1650000 | 2.385 |
| 2 | GAGANDEEP CREDIT CAPITAL PVT LTD | 78779 | 1.708 | 01/04/2015 | | | | |
| | | | | 12/06/2015 | 315116 | Sub-division | 393895 | 1.708 |
| | | | | 25/09/2015 | 787790 | Bonus Issue | 1181685 | 1.708 |
| | | | | 31/03/2016 | | | 1181685 | 1.708 |
| 3 | ELARA INDIA OPPORTUNITIES FUND LIM | 405000 | 8.782 | 01/04/2015 | | | | |
| | | | | 12/06/2015 | 1620000 | Sub-division | 2025000 | 8.782 |
| | | | | 25/09/2015 | 4050000 | Bonus Issue | 6075000 | 8.782 |
| | | | | 31/03/2016 | | | 6075000 | 8.782 |
| 4 | KRISHNAN N | 8000 | 0.173 | 01/04/2015 | | | | |
| | | | | 12/06/2015 | 32000 | Sub-division | 40000 | 0.173 |
| | | | | 31/07/2015 | -2757 | Transfer | 37243 | 0.162 |
| | | | | 25/09/2015 | 74486 | Bonus Issue | 111729 | 0.162 |
| | | | | 31/03/2016 | | | 111729 | 0.162 |
| 5 | NATIONAL WESTMINSTER BANK PLC AS TR | 185699 | 4.027 | 01/04/2015 | | | | |
| | | | | 12/06/2015 | 742796 | Sub-division | 928495 | 4.027 |
| | | | | 25/09/2015 | 1856990 | Bonus Issue | 2785485 | 4.027 |
| | | | | 31/03/2016 | | | 2785485 | 4.027 |
| 6 | ERISKA INVESTMENT FUND LTD | 39043 | 0.847 | 01/04/2015 | | | | |
| | | | | 12/06/2015 | 156172 | Sub-division | 195215 | 0.847 |
| | | | | 25/09/2015 | 390430 | Bonus Issue | 585645 | 0.847 |
| | | | | 31/03/2015 | | | 585645 | 0.847 |
| 7 | CRESTA FUND LTD | 366000 | 7.936 | 01/04/2015 | | | | |
| | | | | 12/06/2015 | 1464000 | Sub-division | 1830000 | 7.936 |
| | | | | 25/09/2015 | 3660000 | Bonus Issue | 5490000 | 7.936 |
| | | | | 31/03/2016 | | | 5490000 | 7.936 |
| 8 | MANISHA LODHA | 9840 | 0.042 | 24/07/2015 | | | | |
| | | | | 07/08/2015 | 18660 | Transfer | 28500 | 0.124 |
| | | | | 25/09/2015 | 57000 | Bonus Issue | 85500 | 0.124 |
| | | | | 25/12/2015 | -6500 | Transfer | 79000 | 0.114 |
| | | | | 31/03/2016 | | | 79000 | 0.114 |
| 9 | VIVEK KUMAR BHARTIA | 7902 | 0.606 | 01/04/2015 | | | | |
| | | | | 17/04/2015 | -583 | Transfer | 7319 | 0.159 |
| | | | | 24/04/2015 | -1917 | Transfer | 5402 | 0.117 |
| | | | | 08/05/2015 | -11 | Transfer | 5391 | 0.117 |
| | | | | 15/05/2015 | -2000 | Transfer | 3391 | 0.074 |
| | | | | 05/06/2015 | -1500 | Transfer | 1891 | 0.041 |
| | | | | 12/06/2015 | 7564 | Sub-division | 9455 | 0.041 |
| | | | | 07/08/2015 | -1542 | Transfer | 7913 | 0.034 |
| | | | | 25/09/2015 | 15826 | Bonus Issue | 23739 | 0.034 |
| | | | | 31/03/2016 | | | 23739 | 0.034 |
| 10 | RAJAGOPALAN THIYAGARAJAN | 7522 | 0.163 | 01/04/2015 | | | | |
| | | | | 12/06/2015 | 30088 | Sub-division | 37610 | 0.163 |
| | | | | 25/09/2015 | 75220 | Bonus Issue | 112830 | 0.163 |
| | | | | 30/10/2015 | 2010 | Transfer | 114840 | 0.166 |
| | | | | 31/03/2016 | | | 114840 | 0.166 |
| 11 | SHANTANU KEJRIWAL | 6859 | 1.645 | 01/04/2015 | | | | |
| | | | | 10/04/2015 | -1501 | Transfer | 5358 | 0.116 |
| | | | | 17/04/2015 | -1372 | Transfer | 3986 | 0.086 |
| | | | | 24/04/2015 | -804 | Transfer | 3182 | 0.069 |
| | | | | 12/06/2015 | 12728 | Sub-division | 15910 | 0.069 |
| | | | | 25/09/2015 | 31820 | Bonus Issue | 47730 | 0.069 |
| | | | | 31/03/2016 | | | 47730 | 0.069 |

(v) Shareholding of Directors and Key Managerial Personnel:

| Sr . No. | | Shareholding at the beginning of the year 01/04/2015 | | Cumulative Shareholding during the year 31/03/2016 | |
|-------------|--|---|-------------------------------------|---|-------------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | At the beginning of the year | NIL | NIL | NIL | NIL |
| | Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/ sweat equity etc) | | | | |
| | Transfer to Mr. Surbhit Dabriwala | NIL | NIL | 400000 | |
| | Bonus Issue on 25/09/2015 | NIL | NIL | 800000 | |
| | At the End of the year | NIL | NIL | 1200000 | 1.73% |

V. INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

(₹ in Lacs)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|-------------------------------------|--------------------|-----------------|-----------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 2,386.37 | 9,738.18 | 2,575.09 | 14,699.65 |
| ii) Interest due but not paid | 27.36 | — | — | 27.36 |
| iii) Interest accrued but not due | — | 903.34 | — | 903.34 |
| Total (i+ii+iii) | 2,413.73 | 10,641.53 | 2,575.09 | 15,630.35 |
| Change in Indebtedness during the financial year | | | | |
| • Addition | — | 13,868.15 | 107.35 | 13,975.49 |
| • Reduction | 379.89 | 10,969.22 | 82.50 | 11,431.61 |
| Net Change | -379.89 | 2,898.93 | 24.85 | 2,543.88 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 2,006.49 | 12,637.11 | 2,599.94 | 17,243.53 |
| ii) Interest due but not paid | 21.30 | — | — | 21.30 |
| iii) Interest accrued but not due | — | 966.77 | — | 966.77 |
| Total (i+ii+iii) | 2,027.79 | 13,603.89 | 2,599.94 | 18,231.60 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(₹ in Lacs)

| Sl. No. | Particulars of Remuneration | Mr. Ram Swarup Dabriwala Managing Director | Total Amount |
|---------|---|---|--------------|
| 1 | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 6.50 | 6.50 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | NIL | NIL |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | NIL | NIL |
| 2 | Stock Option | NIL | NIL |
| 3 | Sweat Equity | NIL | NIL |
| 4 | Commission | NIL | NIL |
| | – as % of profit | NIL | NIL |
| | – others, specify... | NIL | NIL |
| 5 | Others, please specify | NIL | NIL |
| | Total (A) | 6.50 | 6.50 |
| | Ceiling as per the Act | Pusuant to provision of Section 196 and 197 of the Companies Act, 2013 and Part II of Schedule V, limit of yearly remuneration payable shall not exceed ₹ 30 Lacs | |

B. Remuneration to Independent Directors and Other Non-Executive Directors

(₹ In Lacs)

| Particulars of Remuneration | Independent Directors | | | Other Non-executive | | |
|--|-----------------------|---------------------|---------------------|-----------------------|-----------------------|--------------|
| | Mr. Ashok Kumar Jain | Ms. Kalpana Unadkat | Mr. Narayan T. Atal | Mr. Surbhit Dabriwala | Mr. Madhav Srinivasan | Total Amount |
| • Fee for attending board / committee meetings | 0.51 | 0.30 | 0.66 | 0.10 | 0.20 | 1.77 |
| • Commission | Nil | Nil | Nil | Nil | Nil | Nil |
| • Others - Consulting Fees | Nil | Nil | Nil | Nil | 9.60 | 9.60 |
| Total | 0.51 | 0.30 | 0.66 | 0.10 | 9.80 | 11.37 |

Total Managerial Remuneration (A+B) is ₹ 17.87 Lakh

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

(₹ in Lacs)

| Sr. No. | Particulars of Remuneration | Key Managerial Personnel | | |
|---------|---|--------------------------|-------|-------|
| | | Company Secretary | CFO | Total |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 4.66 | 48.90 | 53.56 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 0 | 0 | 0 |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | 0 | 0 | 0 |
| 2 | Stock Option | 0 | 0 | 0 |
| 3 | Sweat Equity | 0 | 0 | 0 |
| 4 | Commission | | | |
| | – as % of profit | | | |
| | – others, specify... | 0 | 0 | 0 |
| | Others, please specify | 0 | 0 | 0 |
| | Total | 4.66 | 48.90 | 53.56 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description Compounding fees imposed | Details of Penalty / Punishment/ COURT] | Authority [RD / NCLT/ COURT] | [Authority [RD / NCLT/ COURT] |
|-------------------------------------|------------------------------|--|---|--------------------------------|--------------------------------|
| A. COMPANY | | | | | |
| Penalty | 203 | Non-appointment of Company Secretary from April 1, 2015 to January 5, 2009 | ₹ 50,000/- | Company Law Board Mumbai Bench | Company Law Board Mumbai Bench |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |
| B. DIRECTORS | | | | | |
| Penalty | 203 | Non-appointment of Company Secretary from April 1, 2015 to January 5, 2009 | ₹ 25,000/- each Director | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |

Annual Report on the CSR Activities

| | | |
|----|---|--|
| 1. | A brief outline of the Company's CSR Policy including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programmes: | The CSR Policy of the Company inter alia includes CSR activities to be undertaken by the Company in line with Schedule VII of the Companies Act, 2013. The CSR Committee is working towards identification of CSR projects, which may be undertaken by the Company. CSR Policy of the Company is available on the website of the Company at www.elpro.co.in |
| 2. | The composition of the CSR Committee: | <ol style="list-style-type: none"> 1. Mr. Narayan T. Atal – Chairman 2. Mr. Ram Swarup Dabriwala – Member 3. Mr. Surbhit Dabriwala – Member 4. Mr. Anil Kumar Poddar – Member* |
| 3. | Average Net Profit of the Company for last three financial years: | Loss of ₹ 222.43 Lacs |
| 4. | Prescribed CSR Expenditure (two percent of the amount as in item 3 above): | NIL |
| 5. | Details of CSR spent during the financial year: <ol style="list-style-type: none"> a. Total amount to be spent for the financial year: b. Amount unspent, if any; c. Manner in which the amount spent during the financial year is detailed below: | Not applicable |

*Note: Ceased to be a Director w.e.f. February 4, 2016

| Sr. No. | CSR project/ activity identified | Sector in which the Project is covered | Projects/ Programmes 1. Local area/others 2. specify the state and District where projects or programmes were undertaken | Amount outlay (budget): Project or Programme wise | Amount spent on the project/ programme Sub-heads: 1. Direct expenditure on projects or programmes 2. Overheads | Cumulative expenditure upto to the reporting period | Amount spent: Direct or through implementing agency |
|---------|----------------------------------|--|--|--|---|---|---|
| | | | | — NA — | | | |

6. In case, the Company has failed to spend the two percent of the average net profit of the last 3 financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report – Not Applicable

7. A Responsibility statement of the CSR Committee that the implementation and monitoring of the CSR Policy is, in compliance with the CSR objectives and Policy of the Company.

The monitoring of the CSR Policy is in compliance with the CSR objectives and policy of the Company.

Dipankar Ghosh
Managing Director
DIN: 07525353

Narayan T. Atal
Chairman - CSR Committee
DIN: 00237626

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**1. Industry Structure and Development:**

Indian economy showed early signs of growth post various initiatives and reform measures undertaken by the Central Government. The Company believes that public and private investment spending to drive the capex growth will be critical to India's growth outlook. The Government has taken measures to boost spending by increasing the capex allocation towards infrastructure projects by reforms in the budget. The Government is also taking various initiatives to unlock stuck investments in the core and infrastructure projects, revive investments from the private sector by reforming policy environment, improving the ease of doing business and accelerating the project related. Post the regime change in India's federal Government, there have been firm signals of development agenda and pushing of reforms required to revitalize the economy. The Government has taken measures to revive the economy by modifying FDI policies for various industries, pushing hard for infrastructure spending and towards creating smart cities. Reforms to create flexibility in labour markets, safety net for the unorganized sector and passing of GST to create a common market will go a long way to take the growth momentum to a different level. The power sector in India continue to be victimize by structural issues like fuel shortages, poor financial health of State run power distribution companies and numerous regulatory issues. The demand for power in India continue to grow with increasing industrialization and faster urbanisation. Apart from manufacturing the other segment mainly real estate services is also not picked up and continue to be slow, with the inflation seems to be in control, further rate cut on loan is inevitable for further boost in the sector.

2. Opportunity & Threats:

The RBI has started to soften the interest rates but the impact at ground level is still awaited. Further downtrend in the interest rate cycle remains crucial for revival of the sector. Various reforms announced by the Government such as 'Housing for all by 2022', development of 'Smart Cities' and the proposed real estate regulatory bill are expected to benefit the sector over the medium and long-term. The approval to Real Estate Investment Trust (REITs) was also an extremely welcome step which should help revitalising the office and retail business. The residential segment continues to witness challenges. Tight fiscal spend control by Government, combined with heightened real interest rates had an adverse impact on the savings ability of the population resulting in a continued slowdown in demand for housing and real estate. The performance of the real estate sector on the whole has been subdued. Inflation, high real interest rates, high risk weightage for loans to companies operating in the sector, non-availability of right priced working capital fund, employment growth, time lag during the approval process while launching a project, higher statutory levies, non-availability of skilled manpower, uncertainty of title continue to remain as challenges being faced by the Sector as a whole. Several factors still continue to act as strong drivers for long term sustainable real estate demand like latent demand for homes, continued economic growth, trend towards nuclear families, young working population, rising disposable incomes, increased urbanisation, inherent desire to own a home etc.

3. Segment wise performance:

The Company is continuing it's efforts to explore new market in export as well as in domestic market by new technology adoption.

4. Risks & Concerns and Outlook:

Company is known to deliver products that meet to the highest benchmarks of quality. The Company is committed to maintain the same quality benchmark in future as well. The outlook for the company remains largely similar to FY 2015-2016. The Real Estate Industry continues to one of the most highly regulated sectors in India. It is also one of the highest tax paying sectors. The Sector is awaiting the enactment of The Real Estate (Regulation and Development) Bill, 2013. The new law is expected to bring in greater transparency and would be beneficial for the end customers. While transition to the new regime may be onerous for small and medium players, it should be fairly smooth and seamless for the company as our current practices are in line with the new requirements. Further, various operational parameters for implementation of the law have to be prescribed by respective state

governments. As it is an evolving piece of legislation, the benefits from this regulation will be realised over a period of time. The Company anticipates tax reforms especially the introduction of GST to rationalize the tax impact and avoid multiple taxation impact thereby providing relief to the end customers as well. As the Indian economy recovers its growth momentum, we remain positive about the markets in which we operate and maintain an optimistic outlook on a long term.

5. Internal control system & its adequacy:

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

6. Human resource and Industrial relations:

Employee relations throughout the year was satisfactory.

CAUTIONARY STATEMENT:

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

REPORT ON CORPORATE GOVERNANCE

In terms of Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter also referred to as “SEBI (LODR) Regulations”), this Report along with the chapter on Management Discussion and Analysis reports on Company’s (Elpro International Limited, herein after also referred to as the “Company” or “Elpro”) is a compliance on Corporate Governance provisions applicable to listed companies in India.

1) Company’s Philosophy on Corporate Governance:

In rapidly changing business and technological environment, the Company regularly reviews its strategic directions, operational efficiency and effectiveness, reliable reporting and compliances so as to meet various stakeholders’ expectations and long term sustainability.

The Company’s philosophy on Corporate Governance revolves around principles of ethical governance and is aimed at conducting business in an efficient and transparent manner and in meeting its obligations to shareholders and other stakeholders. This objective is achieved by adoption corporate practices based on principles of transparency, accountability, fairness and integrity to create long term sustainable value for all its stakeholders in a balanced and accountable manner.

Your Company is compliant with all the mandatory provisions of SEBI (LODR) Regulations, 2015. The details of compliance are as follows:

2) Board of Directors:

For Elpro, the Corporate Governance begins at the top of its Governance structure, its Board of Directors, which comprises of eminent experts who are committed to the key underlying principles and values that constitute the best standards of corporate governance.

a) Composition of Board:

The total strength of the Board of Directors is 6 (six) as on March 31, 2016. Of the total 6 (six) Directors, 1(One) is Non-executive Promoter Director, 1 (One) Executive Director, 1 (One) Non-Executive Director and 3 (three) are Non-Executive Independent Directors including 1 (one) Woman Director. No Director is related to any other Director on the Board.

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

| Name of Director | Designation | Category | No. of Board Meetings attended | Attendance at the last AGM |
|-----------------------------|------------------------------|---------------------------|--------------------------------|----------------------------|
| Mr. Ram Swarup Dabriwala(*) | Chairman & Managing Director | Executive | 5 | Present |
| Mr. Surbhit Dabriwala | Director | Promoter & Non-Executive | 1 | Absent |
| Mr. Narayan T. Atal | Director | Independent Non-Executive | 5 | Absent |
| Mr. Anil Kumar Poddar(**) | Director | Independent Non-Executive | Nil | Absent |
| Mr. Ashok Jain | Director | Independent Non-Executive | 4 | Present |
| Mr. Madhav Srinivasan(***) | Director | Non-Executive | 3 | Present |
| Ms. Kalpana Unadkat | Director | Independent Non-Executive | 4 | Present |
| Mr. Dipankar Ghosh (****) | Director | Executive | Not Applicable | Not Applicable |

* Ceases to be a Chairman and Managing Director w.e.f. July 1, 2016

** Ceases to be a Director w.e.f. February 4, 2016

*** Ceases to be a Director w.e.f. May 24, 2016

**** Appointed as Additional Director w.e.f. May 24, 2016 and also appointed as Chairman & Managing Director w.e.f. July 1, 2016

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

| Name of Director | Number of other Directorship | Other Board Committees | |
|---------------------------|------------------------------|------------------------|----------|
| | | Member | Chairman |
| Mr. Ram Swarup Dabriwala | 1 | None | None |
| Mr. Surbhit Dabriwala | 5 | None | None |
| Mr. Narayan T. Atal | 6 | None | None |
| Mr. Anil Kumar Poddar(*) | 1 | None | None |
| Mr. Ashok Jain | 1 | None | None |
| Mr. Madhav Srinivasan(**) | Nil | None | None |
| Ms. Kalpana Unadkat | 1 | None | None |

* Ceases to be a Director w.e.f. February 4, 2016

** Ceases to be a Director w.e.f. May 24, 2016

d) Details of Board Meeting held during April 1, 2015 to March 31, 2016:

| Sr. No. | Date |
|---------|--------------------|
| 1 | May 28, 2015 |
| 2 | August 12, 2015 |
| 3 | September 11, 2015 |
| 4 | November 10, 2015 |
| 5 | February 11, 2016 |

e) Number of shares held by Non-Executive and Independent Directors as at March 31, 2016:

Mr. Surbhit Dabriwala – 12,00,000 Equity Shares of ₹ 2 each.

3) Audit Committee:**a) Composition:**

The composition of Audit Committee is as under:

| Name of Director | Designation | No. of Meetings attended |
|-------------------------------|-------------|--------------------------|
| Mr. Narayan T. Atal | Chairman | 4 |
| Mr. Anil Kumar Poddar(*) | Member | Nil |
| Mr. Ashok Jain | Member | 4 |
| Mr. Ram Swarup Dabriwala (**) | Member | Nil |

* Ceases to be a Director w.e.f. February 4, 2016

** Appointed as member of the Committee w.e.f. February 11, 2016

The above composition duly meets the requirement under Regulation 18 of SEBI (LODR) Regulations, 2015.

b) Details of Audit Committee Meeting held during April 1, 2015 to March 31, 2016:

| Sr. No. | Date |
|---------|-------------------|
| 1 | May 28, 2015 |
| 2 | August 12, 2015 |
| 3 | November 10, 2015 |
| 4 | February 11, 2016 |

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

c) Terms of Reference:

The terms of reference of this Committee are wide and cover the matters specified under the SEBI(LODR) Regulations. Apart from all the matters provided in Regulation 18 read with Part C of Schedule II of SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013, the Audit Committee reviews reports of the Internal Auditors, meets Statutory Auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the Company.

The powers, role and terms of reference of the audit committee are as under –

I. Powers –

- (a) To investigate any activity within its terms of reference;
- (b) To seek information from any employee
- (c) To obtain outside legal or other professional advice;
- (d) To secure attendance of outsiders within relevant expertise, if it considers necessary;

II. Role –

- (e) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (f) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (g) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (h) Receiving / examining, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the director's responsibility statement to be included in the Board's Report in terms of section 134(3)(c) of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report;
- (i) Reviewing/examining, with the management, the quarterly financial statements before submission to the board for approval;
- (j) Reviewing/examining/monitoring, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer documents/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- (k) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (l) Approval or any subsequent modification of transactions of the Company with related parties;
- (m) Scrutiny of inter-corporate loans and investments;
- (n) Valuation of undertakings or assets of the Company, wherever it is necessary;
- (o) Evaluation of internal financial controls and risk management systems;
- (p) Reviewing, with the management, performance of statutory and internal auditors, adequacy of internal control systems;
- (q) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure converted and frequency of internal audit;
- (r) Discussion with internal auditors of any significant findings and follow up there on;
- (s) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (t) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

- (u) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (v) To review the functioning of the whistle blower mechanism;
- (w) Approval of appointment of CFO (i.e. the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;

III. Review of information –

- (x) To mandatorily review the following information –
 - Management discussion and analysis of financial condition and results of operations.
 - Statement of significant related party transactions (as defined by the audit committee), submitted by management.
 - Management letters/letters of internal control weaknesses issued by the statutory auditors
 - Internal audit report relating to internal control weaknesses.
 - The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (y) To deal with such matters as may be delegated / referred to by the Board of directors from time-to-time;
- (z) To delegate any of the above matters to any executive of the Company/sub-committee except those not allowed to be delegated under law:

4) **Nomination and Remuneration Committee:**

a) **Composition:**

The Nomination and Remuneration Committee is as under:

| Name of Director | Designation | No. of Meetings attended |
|----------------------------|-------------|--------------------------|
| Mr. Narayan T. Atal | Chairman | 2 |
| Mr. Anil Kumar Poddar(*) | Member | NIL |
| Mr. Ashok Jain | Member | 2 |
| Mr. Surbhit Dabriwala (**) | Member | NIL |

* Ceases to be a Director w.e.f. February 4, 2016

** Appointed as member of the Committee w.e.f. February 11, 2016

b) **Details of Nomination and Remuneration Committee Meeting held during April 1, 2015 to March 31, 2016:**

| Sr. No. | Date |
|---------|-----------------|
| 1 | May 28, 2015 |
| 2 | August 12, 2015 |

c) **Terms of Reference:**

The terms of reference of this Committee are wide enough covering the matters specified as per Section 178 of the Companies Act, 2013 and are in accordance with Regulation 19 read with Part D of Schedule II of SEBI (LODR) Regulations, 2015.

Scope and Duties

a. **The Scope of work of Nomination and remuneration Committee will include:**

- (i) The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- (ii) The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- (iii) To oversee and monitor the Familiarization Programme for Independent Directors.

b. The Nomination and Remuneration Committee shall, while formulating the policy as above shall ensure that—

- (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

c. Duties of Nomination and Remuneration Committee

- (i) The duties of the Committee in relation to nomination matters include:
 - Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
 - Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
 - Identifying and recommending Directors who are to be put forward for retirement by rotation.
 - Determining the appropriate size, diversity and composition of the Board;
 - Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
 - Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
 - Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
 - Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
 - Delegating any of its powers to one or more of its members or the Secretary of the Committee;
 - Recommend any necessary changes to the Board; and
 - Considering any other matters, as may be requested by the Board.
- (ii) The duties of the Committee in relation to remuneration matters include:
 - to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
 - to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
 - to delegate any of its powers to one or more of its members or the Secretary of the Committee.
 - to consider any other matters as may be requested by the Board.

d) Remuneration of Directors:

The Company pays remuneration to the Managing Director as approved by the members. The details of remuneration for the year ended March 31, 2016 to the Executive Directors are as follows:

| Name | Designation | All elements of remuneration package i.e. Salary, ex-gratia etc |
|--------------------------|------------------------------|---|
| Mr. Ram Swarup Dabriwala | Chairman & Managing Director | ₹ 6.50 Lacs |

Notes:

1. Company does not have a stock option scheme.
2. There is no notice period and no severance fees are payable by the Company.

e) Remuneration to Non-Executive Directors.

The Non-Executive Directors are entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board meetings. Payments for the period April 1, 2015 to March 31, 2016 to Non-Executive Directors are as follows:

(Amount in Rupees)

| Name of Director | Sitting Fees |
|-----------------------|--------------|
| Mr. Surbhit Dabriwala | ₹ 10,000/- |
| Mr. Narayan T. Atal | ₹ 66,250/- |
| Mr. Ashok Jain | ₹ 51,000/- |
| Ms. Kalpana Unadkat | ₹ 30,000/- |

| Name of Director | Consultancy Fees |
|--------------------------|------------------|
| Mr. Madhav Srinivasan(*) | ₹ 9.60 Lacs |

*Ceases to be a Director w.e.f. May 24, 2016.

None of the Non-Executive Directors of the Company have any pecuniary relationship or transaction with the Company.

f) Nomination and Remuneration Policy:

In terms of Section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as amended from time to time, the policy on Nomination and Remuneration of Directors, Key Managerial Personnel (KMPs) and Senior Management of the Company had been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors. The policy acts as a guideline for determining, inter-alia, qualifications, positive attributes, and independence of a Director, matters relating to remuneration, appointment, removal and evaluation of performance of Directors, Key Managerial Personnel and Senior Management. The same is annexed to the Directors' Report.

g) Criteria of selection of Non-Executive Directors

The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the Committee shall satisfy itself with regards to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The Committee shall ensure that the candidate identified for the appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

The Committee will also ensure that the incumbent fulfils such other criteria with regards to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

5) Stakeholders Relationship Committee:

The Board of Directors have constituted a "Stakeholders Relationship Committee" in terms of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The Stakeholders Relationship Committee facilitates effective redressal of Investor Grievances and oversees share transfer.

a) Composition:

Stakeholders Relationship Committee comprises of following Directors as its members. There were 26 (Twenty Six) meetings held during the year 2015-16 to approve transfer, transmission, consolidation, sub-division, issue of duplicate Share Certificates, request for dematerialization of the Company's shares, redressing of investors' complaints, etc.

| Name of Director | Designation | No. of Meetings attended |
|---------------------------|-------------|--------------------------|
| Mr. Narayan T. Atal | Chairman | 26 |
| Mr. Anil Kumar Poddar(*) | Member | NIL |
| Mr. Ram Swarup Dabriwala | Member | 26 |
| Mr. Surbhit Dabriwala(**) | Member | NIL |

* Ceases to be a Director w.e.f. February 4, 2016

** Ceases to be a member of committee w.e.f. May 24, 2016

b) Complaints:

There was 1 investor complaint pending to resolve as on March 31, 2015, 5 were received and 5 were resolved during the year. There is one claim pending to be resolved as at March 31, 2016 which has since been resolved.

c) Pending share transfer:

The number of share transfers received during the year under review and which are pending are Nil.

d) Name, designation and address of Compliance Officer:

Mrs. Rashmi Patkar
Company Secretary
Nirmal, 17th Floor, Nariman Point,
Mumbai – 400021

6) Corporate Social Responsibility (CSR) Committee:

As required under Section 135 of the Companies Act, 2013 the Board has formed a CSR Committee consisting of the following Directors as its members. There is no CSR Committee meeting held during the year 2015-16.

| Sr. No. | Name of Director | Designation | Category |
|---------|--------------------------|-------------|------------------------------------|
| 1. | Mr. Narayan T. Atal | Chairman | Non-Executive Independent Director |
| 2. | Mr. Ram Swarup Dabriwala | Member | Executive Director |
| 3. | Mr. Surbhit Dabriwala | Member | Non-Executive Independent Director |
| 4. | Mr. Anil Kumar Poddar * | Member | Non-Executive Independent Director |

* Ceases to be a Director w.e.f. February 4, 2016

The Terms of reference of the Corporate Social responsibility Committee are in accordance with Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014.

7) Independent Directors Meeting

In compliance with Regulation 25(3) of SEBI (LODR) Regulations, 2015, a meeting of independent directors was held on May 28, 2015. All the independent directors were present in the meeting, except Mr. Anil Kumar Poddar. The independent directors in that meeting reviewed/accessed:

- Performance of non-independent directors and the Board as a whole;
- Performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- Quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

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

| Financial Year | Date | Time | Venue |
|----------------|--------------------|----------|---|
| 2012-2013 | September 30, 2013 | 9.30 A.M | National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai |
| 2013-2014 | September 29, 2014 | 9.30 A.M | National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai |
| 2014-2015 | September 26, 2015 | 9.30 A.M | National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai |

Following were the special resolutions passed in the previous 3 Annual General Meetings:

2012-13 – Nil
2013-14 – Two
2014-15 – One

September 29, 2014

Special resolution passed under section 180(1)(c) of the Companies Act, 2013, to approve the borrowing limits of the Company upto ₹ 250 Crores, by the members, in supersession of the ordinary resolution passed under Section 293(1)(d) of the Companies Act, 1956.

Special resolution passed under Section 180(1)(a) of the Companies Act, 2013 to obtain consent of the members, to create charge on the assets of the Company.

September 26, 2015

Special resolution passed under section 94 of the Companies Act, 2013, to maintain Register of Members, Index of Members, Register of renewed and duplicate share certificates, copies of Annual Return, together with the copies of certificates and documents, required to be annexed thereto and other related books or any one or more of them at the office of the Company's Registrar and Transfer Agent.

b) Vote by Postal Ballot:

The Company had completed the process of obtaining the approval of its members through Postal Ballot as per provision of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, during the financial year 2015-16. There were two postal ballots conducted during the year. The approval of members obtained through postal ballot was pertaining to:

Postal Ballot – I: Approval of members obtained for –

1. Sub-division of each Equity Shares of ₹ 10/- each into 5 (Five) Equity Shares of ₹ 2/- each – **Ordinary Resolution**
2. Alteration of Memorandum of Association – **Ordinary Resolution**
3. Adoption of new set of Articles of Association – **Special Resolution**

Postal Ballot – II: Approval of members obtained for –

1. Increase in authorised share capital – **Ordinary Resolution**
2. Alteration of capital clause of Memorandum of Association – **Ordinary Resolution**
3. Approval for the issue of Bonus Shares– **Special Resolution**

Voting Pattern and Procedure for Postal Ballot:

- (i) In compliance with Regulation 44 of the SEBI (LODR) Regulation, 2015 and Section 108, 110 and other applicable provisions of the Act, read with the Rules thereto, the Company provided electronic voting facility to all its members, to enable them to cast their votes electronically. The Company engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its members. The members had the option to vote either by Postal Ballot or E-voting.
- (ii) The company dispatched the Postal Ballot notices and forms alongwith the postage prepaid business reply envelop to its members, whose names appeared in the register of Members as on Record date.
- (iii) The Board of Directors of the Company had appointed M/s. Jayshree A. Lalpuria & Co., Practising Company Secretary, as the Scrutiniser for conducting the postal ballot voting process for both the Postal Ballots.
- (iv) Process for the Postal Ballot was carried out in a fair and transparent manner. The postal ballot forms had been kept under safe custody of Scrutiniser in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- (v) All postal forms received up to the close of working hours on May 13, 2015 (Postal Ballot-I) and August 25, 2015 (Postal Ballot-II) the last date and time fixed by the Company for receipt of the forms in the postal ballot, had been considered by Scrutiniser in her scrutiny.
- (vi) Envelopes containing postal ballot forms received after May 13, 2015 and August 25, 2015 for the respective postal ballot had not been considered for the scrutiny.
- (vii) The Scrutinizer submitted the report to the Chairman, after the completion of scrutiny and the consolidated results of voting by postal ballot were announced by Chairman / authorised officer. The result was also displayed on the website of the company at www.elpro.co.in, besides being communicated to Stock Exchange and depository and Registrar and Share Transfer Agent.

(viii) The result of the both Postal Ballots announced on May 15, 2015 and August 27, 2015 respectively at the Registered Office of the Company as per scrutinizer's Report are as under:

Postal Ballot – I:

Item No. 1: Ordinary Resolution for Sub-division of each Equity Shares of ₹ 10/- each into 5 (Five) Equity Shares of ₹ 2/- each.

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|--------------------------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group | 3027748 | 28574249 | 94.37 | 2557852 | 0 | 89.52 | 0 |
| Public – Institutional holders | 1106310 | 295699 | 26.73 | 110000 | 0 | 37.20 | 0 |
| Public-Others | 477619 | 6994 | 1.46 | 4171 | 0 | 59.64 | 0 |
| Total | 4611677 | 3160117 | 68.52 | 2672023 | 0 | 84.55 | 0 |

Postal Ballot – I:

Item No. 2 - Ordinary Resolution for Alteration of Memorandum of Association under Section 13 of the Companies Act, 2013.

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|--------------------------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group | 3027748 | 28574249 | 94.37 | 2557852 | 0 | 89.52 | 0 |
| Public – Institutional holders | 1106310 | 295699 | 26.73 | 110000 | 0 | 37.20 | 0 |
| Public-Others | 477619 | 6994 | 1.46 | 4171 | 0 | 59.64 | 0 |
| Total | 4611677 | 3160117 | 68.52 | 2672023 | 0 | 84.55 | 0 |

Postal Ballot – I:

Item No. 3: Special Resolution for Adoption of new set of Articles of Association under Companies Act, 2013.

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|--------------------------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group | 3027748 | 28574249 | 94.37 | 2557852 | 0 | 89.52 | 0 |
| Public – Institutional holders | 1106310 | 295699 | 26.73 | 110000 | 0 | 37.20 | 0 |
| Public-Others | 477619 | 6994 | 1.46 | 4171 | 0 | 59.64 | 0 |
| Total | 4611677 | 3160117 | 68.52 | 2672023 | 0 | 84.55 | 0 |

Postal Ballot – II:

Item No. 1: Ordinary Resolution for increasing the Authorised Share Capital of the Company from ₹ 10 Cr. to 20 Cr.

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|--------------------------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group | 15138740 | 11752585 | 77.63 | 11752585 | 0 | 100 | 0 |
| Public – Institutional holders | 5531550 | 1478495 | 26.73 | 1478495 | 0 | 100 | 0 |
| Public-Others | 2388095 | 44595 | 1.87 | 38350 | 0 | 85.99 | 0 |
| Total | 23058385 | 13275675 | 57.57 | 13269430 | 0 | 99.95 | 0 |

Postal Ballot – II:

Item No. 2: Ordinary Resolution for Alteration of Capital Clause of Memorandum of Association under Section 13 of the Companies Act, 2013.

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|--------------------------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group | 15138740 | 11752585 | 77.63 | 11752585 | 0 | 100 | 0 |
| Public – Institutional holders | 5531550 | 1478495 | 26.73 | 1478495 | 0 | 100 | 0 |
| Public-Others | 2388095 | 44595 | 1.87 | 38350 | 0 | 85.99 | 0 |
| Total | 23058385 | 13275675 | 57.57 | 13269430 | 0 | 99.95 | 0 |

Postal Ballot – II:

Item No. 3: Special Resolution for issue of Bonus Shares under Section 63 of the Companies Act, 2013.

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|--------------------------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group | 15138740 | 11752585 | 77.63 | 11752585 | 0 | 100 | 0 |
| Public – Institutional holders | 5531550 | 1478495 | 26.73 | 1478495 | 0 | 100 | 0 |
| Public-Others | 2388095 | 44595 | 1.87 | 38350 | 0 | 85.99 | 0 |
| Total | 23058385 | 13275675 | 57.57 | 13269430 | 0 | 99.95 | 0 |

None of the resolution proposed at the ensuing AGM is required to be passed by way of Postal Ballot.

9) Subsidiary Company:

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

10) Disclosures regarding materially significant related party transactions:

Transactions of inter- corporate deposits, investments, etc. are entered with related parties that do not have any potential conflict with the interest of the Company at large. However, the Company has taken approval from the Audit Committee for all the related party transactions during the year. Full disclosures as per Accounting Standard 18 issued by the Institute of Chartered Accountants of India on related party transactions, is given in the Note No.37 of Notes to Accounts.

11) Disclosures regarding non-compliance:

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

12) Vigil Mechanism:

The Company has framed a Vigil/ Whistle Blower mechanism which provides direct access to the Management and the Audit Committee of the Company to all stakeholders to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Policy is in line with your Company's Code of Conduct, Vision and Values and forms part of good Corporate Governance.

13) Code of conduct for the Board of Directors –

The Company has the Code of Conduct for its Directors and Senior Management in place. The Code of Conduct helps to maintain high standards of ethical business conduct for the Company. The same has been posted on the website of the Company. All Board Members and Senior Management personnel have affirmed their compliance with the code of conduct for the year.

14) Web link for policy for determining 'material' subsidiaries and dealing with related party transaction is disclosed is <http://elpro.co.in/Investor-relations.php>**15) Shareholders:****a) Means of Communication:****Financial Results:**

The Quarterly Un-Audited (Provisional) Results and the Annual Audited Financial results of the Company are sent to the Stock Exchange immediately after they are approved by the Board and are also published in one vernacular newspaper viz. "Navshakti" and one English newspaper viz. "Free Press Journal". Also, they are uploaded on the Company's website www.elpro.co.in. The results are published in accordance with the guidelines of the Stock Exchange.

Website:

The website www.elpro.co.in contains a separate dedicated section for the Company's "Investor Relations" where shareholders' information is available. The full Annual Report, shareholding pattern and various policies are also available in the "Investor Relations" section on the website of the Company.

The Company has not made any presentations to any institutional Investors/Analyst during the year.

b) Management Discussion and Analysis:

The Management Discussion and Analysis giving an overview of the Company's business and its financials is provided as part of this Annual Report.

16) General Shareholder Information:

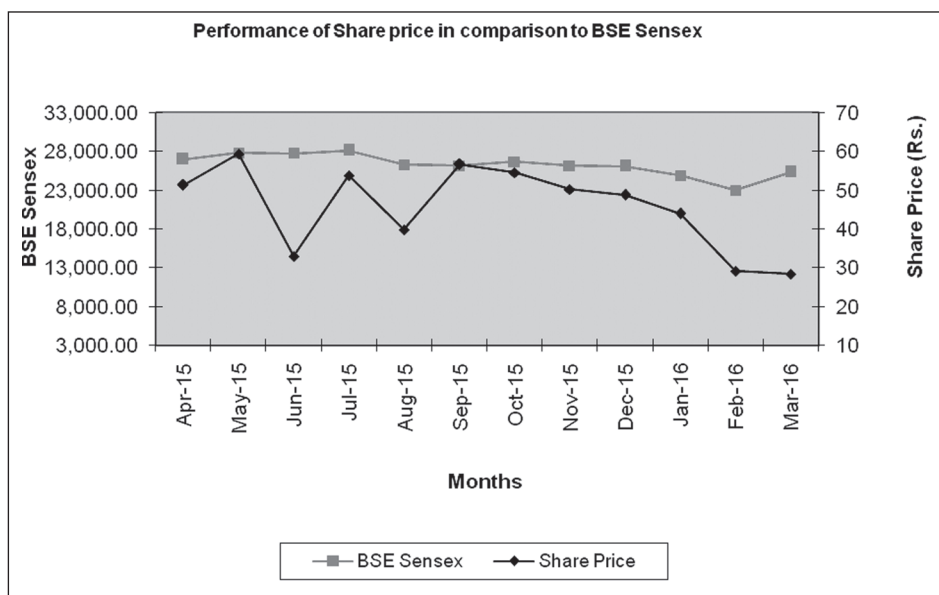
| | |
|---------------------------|---|
| AGM: Date, Time and Venue | September 26, 2016 at 9.30 A.M at Prince Hall, The National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai |
| Financial Year | April 1, 2016 to March 31, 2017 |
| Book Closure Date | September 20, 2016 to September 26, 2016 (Both days inclusive) |
| Dividend payment date | Not applicable |

| | |
|---|---|
| Listing Status | <u>BSE Limited (BSE), P J Tower, Dalal Street, Fort, Mumbai-400 001</u> The Company has paid the listing fees for the period April 1, 2016 to March 31, 2017 to BSE Limited. |
| Stock Code-Physical | 504000 on BSE Limited, Mumbai. |
| ISIN Number for NSDL & CDSL | INE579B01021 |
| Market Price Data: High, Low during each month in the last financial year | Please see “ Annexure A ” |
| Stock Performance | The performance of Company’s shares relative to the BSE Sensex is given in “ Annexure B ” |
| Registrar and Transfer Agents | Sharex Dynamic (India) Private Limited Unit – 1, Luthra Indl. Premises, Safed Pool, Andheri-Kurla Road, Andheri (E), Mumbai – 400 072. |
| Share Transfer System | All the transfers received are processed by Registrar and Transfer Agents and approved by the Stakeholders Relationship Committee of the Company |
| Distribution of Shareholding and Shareholding Pattern as on March 31, 2016 | Please See “ Annexure C ” |
| Dematerialization of Shares and Liquidity | As at March 31, 2016, total of 67555700 equity shares of the Company, consisting 97.66% of paid up capital stand dematerialized. |
| Outstanding GDRs/ ADRs Warrants or any Convertible Instruments, conversion date and likely impact on equity | Not Issued |
| Plant Location | The Company’s plants were located at Chinchwad, Pune |

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

| Month | High | Low |
|--------|--------|--------|
| Apr-15 | 900.00 | 696.25 |
| May-15 | 894.00 | 638.00 |
| Jun-15 | 950.00 | 152.00 |
| Jul-15 | 270.00 | 156.00 |
| Aug-15 | 274.60 | 174.00 |
| Sep-15 | 220.50 | 56.30 |
| Oct-15 | 59.50 | 53.00 |
| Nov-15 | 55.00 | 47.00 |
| Dec-15 | 57.30 | 44.10 |
| Jan-16 | 52.40 | 39.00 |
| Feb-16 | 42.65 | 28.25 |
| Mar-16 | 33.70 | 27.00 |

Annexure – B



Annexure – C

DISTRIBUTION SCHEDULE ON NUMBER OF SHARES– As On March 31, 2016

| No. of equity shares | No. of share holders | % of share holders | No. of Shares held | % of share holding |
|----------------------|----------------------|--------------------|--------------------|--------------------|
| Upto 100 | 705 | 25.51 | 23748 | 0.03 |
| 101-200 | 148 | 5.35 | 23557 | 0.03 |
| 201-500 | 263 | 9.52 | 93055 | 0.13 |
| 501-1000 | 449 | 16.24 | 337977 | 0.49 |
| 1001-5000 | 936 | 33.86 | 2137940 | 3.09 |
| 5001-10000 | 151 | 5.46 | 1106447 | 1.60 |
| 10001-100000 | 99 | 3.58 | 2105712 | 3.04 |
| 100001 to above | 13 | 0.47 | 63346719 | 91.57 |
| Total | 2764 | 100.00 | 69175155 | 100.00 |

Share Holding pattern as on March 31, 2016

| Category | Number of shares held | Shareholding % |
|--|-----------------------|----------------|
| Promoters and Promoter Group | 45416220 | 65.654 |
| Mutual Funds | 6750 | 0.010 |
| Banks, Financial Institutions, Insurance Companies | 1770 | 0.003 |
| Bodies Corporate | 1396704 | 2.019 |
| FII's | 16586130 | 23.977 |
| NRI's/OCB | 201208 | 0.291 |
| Individuals | 5554474 | 8.030 |
| Others | 11899 | 0.017 |
| Total | 69175155 | 100.000 |

17) Compliance Certificate

Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated under SEBI (LODR) Regulation, 2015 is annexed to the Directors' Report forming part of the Annual Report. This Certificate is also being forwarded to the Stock Exchange along with the Annual Report of the Company.

18) Audit Qualification:

The Company is in the regime of unqualified financial statements.

19) Address for Correspondence:

The Company Secretary
Elpro International Limited
17th Floor, Nirmal, Nariman Point, Mumbai – 400 021
Phone: 022 22023075 / 40299000
Email: investor@elpro.co.in

20) Green Initiative in the Corporate Governance:

As part of the green initiative process, the Company has taken initiative of sending documents like notice calling Annual General Meeting, Corporate Governance Report, Directors Report, Audited Financial Statements, auditors Report, etc. by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned depository to enable the company to send the documents in electronic form or inform the company in case they wish to receive the above documents in paper mode.

DECLARATION UNDER REGULATION 34(3) READ WITH SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF CODE OF CONDUCT

I, Dipankar Ghosh, Managing Director of Elpro International Limited, hereby confirm and declare that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company laid down for them, for the financial year ended March 31, 2016.

For Elpro International Limited

Date : August 12, 2016
Place : Mumbai

Dipankar Ghosh
Chairman & Managing Director
(DIN: 07525353)

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

Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that the Company obtained affirmative compliance with the Code of Conduct from all the Board members and Senior Management Personnel of the Company, for the year ended on March 31, 2016. The code has been hosted on the Company's website www.elpro.co.in.

For Elpro International Limited

Date : May 24, 2016
Place : Mumbai

Ram Swarup Dabriwala
Chairman & Managing Director
(DIN: 00108875)

Chief Financial Officer (CFO) Certification, issued pursuant to the provision of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors
Elpro International Limited

Dear Sirs,

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

- (a) I have reviewed financial statements including standalone and consolidated balance sheet, statement of profit and loss, cash flow statement for the year ended March 31, 2016 along with notes and annexure and attachment thereto, of the Elpro International Limited and that to the best of our knowledge and belief:
 - (i) Financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) Financial 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 my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee in this respect and aspects which could have impact on internal control, and we have taken necessary steps to strengthen the financial reporting and internal control system.
- (d) We have indicated to the auditors and the Audit committee:
 - (i) That there is no significant change in internal control over financial reporting during the year;
 - (ii) That there is no significant change in accounting policies during the year.
 - (iii) That there is no instance of significant fraud the involvement therein of the management or an employee having a significant role in the company's internal control system over financial reporting.

Date : May 24, 2016
Place : Mumbai

Sambhaw Kumar Jain
Chief Financial Officer

CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members of Elpro International Limited

We have examined the compliance of the conditions of Corporate Governance by Elpro International Limited ("the Company"), for the year ended March 31, 2016 as stipulated in clause 49 of the Listing Agreement of the said company with stock exchanges in India for the period from April 1, 2015 to November 30, 2015 and as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as referred to in Regulation 15(2) of the Listing Regulations for the period December 1, 2015 to March 31, 2016.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement/the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For and on behalf of

TODARWAL & TODARWAL
Chartered Accountants
ICAI Registration No. 111009W

Date : May 24, 2016
Place : Mumbai

Sunil Todarwal
Partner
Membership No.: 32512

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

We have audited the accompanying financial statements of Elpro International Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under section 133 of the Companies Act 2013 and Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

Opinion

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. We have inquired into the matters specified under section 143(1) and based on the information and explanations given to us, there is no matter to be reported under this section.
3. As required by section 143(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards notified under section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) In our opinion and based on the information and explanations given to us, there are no financial transactions or matters which have any adverse effect on the functioning of the company.
- f) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of subsection (2) of Section 164 of the Companies Act, 2013.
- g) There is no qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith.
- h) The company has adequate internal financial controls system in place and there is an operating effectiveness of such controls. A report in Annexure II giving our responsibilities and opinion has been annexed herewith.
- i) Such other matters as are prescribed by the Companies (Audit and Auditors) Rules, 2014 namely:-
 - i. The company has disclosed the impact, if any, of pending litigations on its financial position in its financial statements.
 - ii. The company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii. There has been no any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

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

Sunil Todarwal
Partner
Membership No: 032512

Place : Mumbai
Date : 24th May, 2016

ANNEXURE I TO AUDITORS' REPORT**[Referred to in above the Auditor's Report of even date to the Elpro International Limited on the Financial Statements for the year ended 31st March 2016]**

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As per the information and explanation given to us, fixed assets are physically verified by the management according to a phased programme designed to cover all the locations which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the programme, the management during the year physically verified the fixed assets at certain locations and no material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us and on verification, the title deeds of all immovable properties are held in the name of the company.
2. In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the books of accounts.
3. According to information and explanation given to us, the Company has granted unsecured loan to a company covered in the register maintained under Section 189 of the Act. The terms and conditions are not prejudicial to the interest of the company and the schedule of repayment of principal and payment of interest has been stipulated and the repayment is regular. Further there is no amount which is overdue.
4. In our opinion and according to information and explanation given to us, the company has, in respect of loans, investments, guarantees, and security provisions, complied with section 185 and 186 of the Companies Act, 2013.
5. According to the information and explanation given to us, the company has not accepted any deposits, whether the directives issued by the Reserve Bank of India, and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013. Hence the provisions of clause 3(v) are not applicable to the company.
6. Pursuant to the rules made by the Central Government, the maintenance of Cost Records have been prescribed u/s. 148(1) of the Companies Act, 2013. We are of the view that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
7. (a) According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also management representations, undisputed statutory dues in respect of Provident fund, employees' state insurance, Income Tax, Sales Tax, Service tax, Custom duty, Excise duty, Value added tax, Cess and other statutory dues, if any, applicable to it, has been regularly deposited with the appropriate authorities.
- (b) As per the information and explanation given to us and the record produced before us, the disputed amounts payable in case of Sales tax and Excise Duty as at 31st March 2016 aggregating to ₹ 27.67 Lacs (previous year ₹ 27.67 Lacs) have not been deposited with appropriate authorities and no provision has been made for the same in the books of accounts.

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

8. In our opinion and according to the information and explanation given to us and the books of accounts verified by us, the company has not defaulted in repayment of dues to a financial institution, bank, Government or dues to debenture holders.
9. As per information given to us, no money was raised by way of initial public offer or further public offer (including debt instruments) nor have any fresh term loans been taken by the Company during the year. Hence the provisions of clause 3(ix) are not applicable to the company.
10. During the course of our examination of the books of account carried in accordance with the generally accepted auditing standards in India, we have neither come across any instance of fraud on or by the Company, either noticed or reported during the year, nor have we been informed of such case by the Management.
11. According to the information and explanation given to us and the books of accounts verified by us, the Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act during the year.
12. The Company is not a Nidhi Company, hence the provision of clause 3(xii) are not applicable to the company.
13. According to the information and explanation given to us and the books of accounts verified by us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
14. According to information and explanation given to us, the Company during the year, has not made any preferential allotment or private placement of shares or fully or partly convertible debentures, hence the provision of clause 3(xiv) are not applicable to the company. The company has however issued bonus shares during the year.
15. According to the information and explanation given to us and the books of accounts verified by us, the company has not entered into any non-cash transactions with directors or persons connected with him.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

Sunil Todarwal
Partner
Membership No: 032512

Place : Mumbai
Date : 24th May, 2016

ANNEXURE II TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ELPRO INTERNATIONAL LIMITED AS ON 31ST MARCH 2016**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

To the Members of Elpro International Limited

We have audited the internal financial controls over financial reporting of Elpro International Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future

periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Sunil Todarwal
Partner
Membership No: 032512

Place : Mumbai
Date : 24th May, 2016

| | Note No | As at March 31, 2016 | | As at March 31, 2015 | |
|------------------------------------|---------|----------------------|------------------|----------------------|------------------|
| | | (₹ In Lacs) | (₹ In Lacs) | (₹ In Lacs) | (₹ In Lacs) |
| I. EQUITY & LIABILITIES | | | | | |
| 1 SHARE HOLDER'S FUND | | | | | |
| (a) Share Capital | 3 | 1,783.50 | | 861.17 | |
| (b) Reserves and Surplus | 4 | 13,032.40 | | 14,307.97 | |
| | | | 14,815.90 | | 15,169.14 |
| 2 NON-CURRENT LIABILITIES | | | | | |
| (a) Long Term Borrowings | 5 | 1,411.74 | | 1,816.41 | |
| (b) Other Long Term Liabilities | 6 | 2,599.94 | | 2,575.09 | |
| (c) Long Term Provision | 7 | 23.90 | | 26.32 | |
| | | | 4,035.58 | | 4,417.82 |
| 3 CURRENT LIABILITIES | | | | | |
| (a) Short Term Borrowings | 8 | 12,830.46 | | 9,937.50 | |
| (b) Trade Payables | 9 | 659.19 | | 363.13 | |
| (c) Other Current Liabilities | 10 | 6,913.27 | | 6,495.93 | |
| (d) Short Term Provisions | 11 | 4.13 | | 4.47 | |
| | | | 20,407.05 | | 16,801.03 |
| TOTAL | | | 39,258.54 | | 36,387.98 |
| II ASSETS | | | | | |
| 1 NON-CURRENT ASSETS | | | | | |
| (a) Fixed Assets | | | | | |
| (i) Tangible Assets | 12 | 773.76 | | 811.15 | |
| (ii) Intangible Assets | | 1.29 | | 0.20 | |
| (iii) Capital Work In Progress | | 2,863.46 | | 2,624.16 | |
| | | 3,638.51 | | 3,435.52 | |
| (b) Non-Current Investments | 13 | 27,051.20 | | 27,051.20 | |
| (c) Long Term Loans and Advances | 14 | 501.11 | | 380.21 | |
| | | | 31,190.81 | | 30,866.92 |
| 2 CURRENT ASSETS | | | | | |
| (a) Inventories | 15 | 1,997.64 | | 2,738.86 | |
| (b) Trade Receivables | 16 | 460.17 | | 570.93 | |
| (c) Cash and Cash Equivalents | 17 | 508.27 | | 26.65 | |
| (d) Short Term Loans and Advances | 18 | 5,101.64 | | 2,184.62 | |
| | | | 8,067.72 | | 5,521.06 |
| TOTAL | | | 39,258.54 | | 36,387.98 |

Summary of Significant Accounting Policies 2

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

As per our Report of even date attached

For on behalf of Board of Directors

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

Sunil Todarwal
Partner
M.No. 032512

Sambhaw Kumar Jain
Chief Financial Officer
(PAN: AJGPP2859K)

Rashmi Patkar
Company Secretary
(M.No.A26876)

Narayan T Atal
Director
(DIN: 00237626)

Ram Swarup Dabriwala
Chairman & Managing Director
(DIN: 00108875)

Place : Mumbai
Date : 24th May, 2016

| | Note No | Year ended March 31, 2016 | | Year ended March 31, 2015 | |
|--|---------|------------------------------|-------------|------------------------------|-------------|
| | | (₹ In Lacs) | (₹ In Lacs) | (₹ In Lacs) | (₹ In Lacs) |
| I. INCOME | | | | | |
| Revenue from Operations (Gross) | 19 | 4,523.14 | | 3,701.57 | |
| Less: Excise Duty | | 39.41 | | 34.60 | |
| Revenue from Operations (Net) | | 4,483.73 | | 3,666.97 | |
| II. Other Income | 20 | 47.85 | | 41.13 | |
| III. Total Revenue (I + II) | | | 4,531.58 | | 3,708.10 |
| IV. EXPENSES | | | | | |
| (a) Cost of Materials Consumed | | 198.36 | | 284.51 | |
| (b) Project Cost | | 2,230.06 | | 1,146.89 | |
| (c) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade | 21 | 7.51 | | 17.11 | |
| (d) Employee Benefits Expense | 22 | 153.28 | | 187.82 | |
| (e) Finance Costs | 23 | 1,880.44 | | 1,794.55 | |
| (f) Depreciation and Amortization Expense | | 42.64 | | 46.69 | |
| (g) Other Expenses | 24 | 372.53 | | 431.09 | |
| Total expenses | | | 4,884.81 | | 3,908.67 |
| V Profit/(Loss) before exceptional and extraordinary items and Tax (III-IV) | | | (353.23) | | (200.58) |
| VI Exceptional Items (Profit on sale of land) | | | — | | (3.38) |
| VII Profit/(Loss) before extraordinary items and Tax (V-VI) | | | (353.23) | | (203.95) |
| VIII Tax Expense | | | — | | — |
| IX Profit/(Loss) for the period from continuing operations (VII-VIII) | | | (353.23) | | (203.95) |
| Earnings per equity share of ₹ 2/- each (upto 31st March 2015 ₹ 10/- each) | | | | | |
| (1) Basic Earning per Share (₹) | | | (0.51) | | (4.42) |
| (2) Diluted Earning per Share (₹) | | | (0.51) | | (4.42) |

Summary of Significant Accounting Policies 2

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

As per our Report of even date attached

For on behalf of Board of Directors

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

Sunil Todarwal
Partner
M.No. 032512

Sambhaw Kumar Jain
Chief Financial Officer
(PAN: AJGPP2859K)

Rashmi Patkar
Company Secretary
(M.No.A26876)

Narayan T Atal
Director
(DIN: 00237626)

Ram Swarup Dabriwala
Chairman & Managing Director
(DIN: 00108875)

Place : Mumbai
Date : 24th May, 2016

| PARTICULARS | For the year ended March 31, 2016 (₹ In Lacs) | For the year ended March 31, 2015 (₹ In Lacs) |
|---|---|---|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit Before Taxation as per Statement of Profit and Loss | (353.23) | (203.95) |
| Adjustments for : | | |
| Depreciation | 42.64 | 46.69 |
| Interest expenses | 1,880.44 | 1,794.55 |
| Loss / (profit) on sale of fixed assets (net) | (5.00) | 0.87 |
| Interest income | (31.83) | (17.68) |
| Dividend income | (0.30) | (0.15) |
| Sundry Balances no longer required written back | (1.24) | (4.56) |
| Sundry balances written off | 2.85 | 1.06 |
| Operating Profit Before Working Capital Changes | 1,534.33 | 1,616.83 |
| Adjustments for : | | |
| (Increase)/decrease in inventories | 741.22 | 65.71 |
| (Increase)/decrease in trade & other receivables | 107.91 | (301.15) |
| Increase/(decrease) in trade & other payables | 736.73 | (510.46) |
| Cash Generated From / (Used in) Operations | 3,120.19 | 870.94 |
| Net Cash Flow From/ (Used in) Operating Activities | (A) 3,120.19 | 870.94 |
| CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES | | |
| Purchase of fixed assets | (253.18) | (398.80) |
| Proceeds from sale of fixed assets | 12.55 | 0.42 |
| Purchase of Investments | — | — |
| Loans and deposits placed with the companies | (3,037.93) | (276.90) |
| Dividend received | 0.30 | 0.15 |
| Interest received | 31.83 | 17.68 |
| Net Cash Flow From / (Used in) Investing Activities | (B) (3,246.43) | (657.46) |

| PARTICULARS | For the year ended March 31, 2016 (₹ In Lacs) | For the year ended March 31, 2015 (₹ In Lacs) |
|---|---|---|
| CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES | | |
| Repayment of borrowings (Net) | (410.64) | (361.16) |
| Inter corporate Deposits/loans received - (Net) | 2,898.93 | 1,864.95 |
| Interest Paid on Loans | (1,880.44) | (1,794.55) |
| Net Cash Flow From / (Used in) Financing Activities | (C) 607.85 | (290.76) |
| Net Increase / (Decrease) In Cash and Cash Equivalents | (A + B + C) 481.61 | (77.28) |
| Opening Cash and Cash Equivalents | 26.65 | 103.93 |
| Closing Cash and Cash Equivalents (Refer Note 1 below) | 508.26 | 26.65 |

Notes to the Cash Flow Statement

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

| Particulars | For the year ended March 31, 2016 (₹ In Lacs) | For the year ended March 31, 2015 (₹ In Lacs) |
|--------------------------------------|---|---|
| Cash in hand | 0.78 | 0.38 |
| Balance with scheduled banks: | | |
| In Current accounts | 498.20 | 16.99 |
| In Fixed and margin deposits | 9.28 | 9.28 |
| | 508.26 | 26.65 |

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

As per our Report of even date attached

For on behalf of Board of Directors

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

Sunil Todarwal
Partner
M.No. 032512

Sambhaw Kumar Jain
Chief Financial Officer
(PAN: AJGPP2859K)

Rashmi Patkar
Company Secretary
(M.No.A26876)

Narayan T Atal
Director
(DIN: 00237626)

Ram Swarup Dabriwala
Chairman & Managing Director
(DIN: 00108875)

Place : Mumbai
Date : 24th May, 2016

1. COMPANY OVERVIEW-

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

2. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The company has prepared these financial statements to in all material aspect with accounting principles generally accepted in India, including the accounting standards as prescribed under section 133 of the companies Act, 2013 ('the Act') read with rule 7 of the companies (Accounts) Rules, 2014 to the extent notified. The financial statements have been prepared on an accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b. Use of Estimates

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

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

c. Tangible Fixed Assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises Purchase price, Borrowing Costs if capitalization criteria are met and any other directly attributable cost of bringing the asset to its working condition for the intended use, net off of any trade discounts & rebates. Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed asset, including day to day repair & maintenance expenditure & cost of replacing parts, are charged to the statement of profit & loss for the period during which such expenses are incurred. Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds & the carrying amount of the asset & are recognized in the statement of Profit & Loss when the asset is derecognized. Capital assets under erection/installation are stated in the Balance sheet as "Capital- Work in Progress"

d. Intangible Assets

Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment. They are amortized on a straight line basis over their estimated useful lives.

e. Depreciation and Amortisation

In respect of fixed assets (other than capital work-in-progress) acquired during the year, depreciation/amortization is charged on a straight line basis so as to write off the cost of the assets over the useful lives and for the assets acquired prior to April 1, 2014, the carrying amount as on April 1, 2014 is depreciated over the remaining useful life based on an evaluation. The useful life of the asset is determined as prescribed in schedule II to the Companies Act, 2013.

f. Assets Taken and Given on Lease

Assets taken on lease:

i In respect of finance lease arrangements, the assets are capitalized and depreciated. Finance charges are charged off to the Statement of Profit and Loss of the year in which they are incurred.

ii. Operating lease payments are recognized as expenditure in the Statement of Profit and Loss on straight line basis, representative of the time pattern of benefits received from the use of the assets taken on lease.

Asset given on lease:

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

g. Investments

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

h. Inventories

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

i. Inventories - Project in Progress

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

j. Foreign Exchange Transactions

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

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

k. Revenue Recognition

i) Sale of goods is recognised on dispatch to customer and are recorded net of sale tax and excise duties and excludes export incentives such as duty drawbacks.

ii) Rental income is recognised on accrual basis.

iii) Income from Joint development of property will be recognized, when Sale Deed will be executed in favour of the third party.

iv) Revenue from wind mill power project is recognised on the basis of actual power sold as per the terms of the power purchase agreements entered into with the respective parties.

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

l. Research and Development Expenditure

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

m. Retirement Benefits

– Gratuity:

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

– Leave Encashment:

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

– Provident Fund:

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

n. Provisions

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

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

o. Accounting for Taxes on Income

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

Deferred tax on timing differences between taxable income and accounting income is accounted for, using the tax rates and the tax laws enacted or substantially enacted as on the balance sheet date. Deferred tax assets on unabsorbed tax

losses and unabsorbed tax depreciation are recognised only when there is a virtual certainty of their realisation. Other deferred tax assets are recognised only when there is a reasonable certainty of their realisation.

p. Impairment

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

q. Contingent Liabilities

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

r. Segment Reporting

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

s. Borrowing Costs

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

As at March 31, 2016
(₹ In Lacs)

As at March 31, 2015
(₹ In Lacs)

Note 3

1. SHARE CAPITAL

Authorised

| | | |
|---|----------|----------|
| 80,000,000 Equity Shares of ₹2/- each | 1,600.00 | 600.00 |
| (Previous Year 60,00,000 Equity Shares of ₹ 10/- Each) | | |
| 40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each. | 400.00 | 400.00 |
| (Previous year :40,00,000 Cumulative Redeemable Preference Shares of ₹10/- each.) | | |
| | 2,000.00 | 1,000.00 |

Issued

| | | |
|--|----------|--------|
| 69176770 Equity shares of ₹ 2/- each | 1,383.54 | 461.20 |
| (Previous Year: 4,612,000 Equity Shares of ₹ 10/- each) | | |
| 40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each. | 400.00 | 400.00 |
| (Previous year :40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each.) | | |
| | 1,783.54 | 861.20 |

Subscribed & Fully Paid Up

| | | |
|--|----------|--------|
| 69,175,155 (4,611,677) Equity shares of ₹2/- each fully paid up | 1,383.50 | 461.17 |
| (Previous Year. 4,611,677 Equity Shares of ₹ 10/- each) | | |
| 40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each. | 400.00 | 400.00 |
| (Previous year :40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each.) | | |
| | 1,783.50 | 861.17 |

Notes:

1. The Company has two class of shares i.e Equity Share and Preference Shares have a par value of ₹ 2/- each & ₹ 10/- each respectively. Each Equity shareholder are eligible for one vote per share.
2. During the financial year company has allotted bonus share at the ratio of 2 bonus shares against 1 equity share held. The bonus share has been allotted out of Security Premium Reserve.

2. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

| Equity Shares | As at March 31, 2016 | | As at March 31, 2015 | |
|--|----------------------|----------------------|----------------------|---------------|
| | In Nos. | Amount (In ₹) | In Nos. | Amount (In ₹) |
| At the beginning of the period* | 23058385 | 46,116,770 | 4611677 | 46,116,770 |
| Add: Bonus Shares Issued during the year | 46116770 | 92,233,540 | — | — |
| Outstanding at the end of the period | 69175155 | 138,350,310 | 4611677 | 46,116,770 |
| Cumulative Redeemable Preference Shares | | | | |
| At the beginning of the period | 4000000 | 40,000,000.00 | 4000000 | 40,000,000.00 |
| Add : Issued during the year | — | — | — | — |
| Outstanding at the end of the period | 4000000 | 40,000,000.00 | 4000000 | 40,000,000.00 |

*On 15th May 2015, Post obtaining shareholders approval and other regulatory approvals, the face value of equity shares of the Company has splitted from ₹ 10/- each to ₹ 2/- each. Post split the Paid-up capital of the Company has reconstituted from 46,11,677 equity shares of ₹ 10/- each to 2,30,58,385 equity shares of ₹ 2/- each.

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

| | In Nos. | % holding in the class | In Nos. | % holding in the class |
|--|-----------------------------|---------------------------|-----------------------------|---------------------------|
| Equity shares of ₹ 2/- each fully paid up | | | | |
| I.G.E (India) Pvt Limited | 28273200 | 40.87% | 1884880 | 40.87% |
| International Conveyors Limited | 10094580 | 14.59% | 672972 | 14.59% |
| RCA Limited | 4493580 | 6.50% | 299572 | 6.50% |
| Cresta Fund Limited | 5490000 | 7.94% | 366000 | 7.94% |
| Elara India Opportunites Fund Limited | 6075000 | 8.78% | 405000 | 8.78% |
| Total | 54426360 | 78.68% | 3628424 | 78.68% |
| Cumulative Redeemable Preference Shares of ₹10/- each | | | | |
| I.G.E (India) Pvt Limited | 2500000 | 62.50% | 2500000 | 62.50% |
| Internaional Conveyors Limited | 1500000 | 37.50% | 1500000 | 37.50% |
| Total | 4000000 | 100.00% | 4000000 | 100.00% |
| | As at March 31, 2016 | | As at March 31, 2015 | |
| | (₹ in Lacs) | (₹ in Lacs) | (₹ in Lacs) | (₹ in Lacs) |

Note 4

RESERVES & SURPLUS**Capital Reserves**

| | | | | |
|--|--------------|------------------|--------------|------------------|
| Balance as per the last financial statements | 27.50 | | 27.50 | |
| Add : Addition during the period | — | | — | |
| | 27.50 | | 27.50 | |
| Less : Transferred to Profit & Loss Account | — | 27.50 | — | 27.50 |
| Securities Premium | | | | |
| Balance as per the last financial statements | 14,011.95 | | 14,011.95 | |
| Less : Premium Utilised for issuing bonus shares | 922.34 | 13,089.61 | — | 14,011.95 |
| Amalgamation Reserve | | | | |
| Balance as per the last financial statements | 177.96 | | 177.96 | |
| Less : Transferred to Profit & Loss Account | — | 177.96 | — | 177.96 |
| Surplus/(Deficit) in the statement of profit & loss | | | | |
| Balance as per the last financial statements | 90.56 | | 317.34 | |
| Adjustment of Depreciation as per Companies Act' 2013 | — | | 22.83 | |
| Profit/(Loss) for the year | (353.23) | (262.67) | (203.95) | 90.56 |
| | | 13,032.40 | | 14,307.97 |

As at March 31, 2016 As at March 31, 2015
(₹ in Lacs) (₹ in Lacs)

Note 5**LONG TERM BORROWINGS****Secured****i) Term Loans**

| | | |
|---|-----------------|-----------------|
| Indian Rupees Loan from Bank (See Note below) | 1,411.74 | 1,815.77 |
| Indian Rupee Loan from Financial Institutions | — | 0.64 |
| Net Long Term Borrowings | 1,411.74 | 1,816.41 |

5.1 Additional Information to Secured / Unsecured Long Term Borrowings:

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

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

Initial Loan Amount was ₹17.39 Cr. Secured by first charge on Future receivables (from Lease, Licence, Amenities, Facilities fees etc.) of the company from various clients Collateral: Equitable mortgage of land & building on survey no. 181 (part), 182 (part), 184 and 185 part of CTS no. 4270, Chinchwad Road, near Railway station, Pune -411 033. (Total Land area - 299674.18 Sq.ft.). The Loan is repayable in 84 monthly installment of ₹ 30.70 Lacs starting from the month of April, 2011 and the last installment is due on March, 2018 Floating interest at 0.25% above State Bank Advance Rate (Benchmark PLR)

2) State Bank of India - Rental Discounting

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

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

Initial Loan Amount was ₹10.00 Lacs Secured by hypothecation of Car purchased the Loan is Payable with EMI of ₹ 21755/- Repayable in 60 monthly installments starting from 28/06/11 last installment due on 10/06/2016.

As at March 31, 2016 As at March 31, 2015
(₹ in Lacs) (₹ in Lacs)

Note 6**OTHER LONG TERM LIABILITIES**

| | | |
|-------------------|----------|----------|
| Security Deposits | 2,599.94 | 2,575.09 |
|-------------------|----------|----------|

Note 7**LONG TERM PROVISIONS**

| | | |
|---|--------------|--------------|
| Provisions for Leave Encashment for Employees | 23.90 | 26.32 |
| | 23.90 | 26.32 |

| | As at March 31, 2016 (₹ in Lacs) | As at March 31, 2015 (₹ in Lacs) |
|---|-------------------------------------|-------------------------------------|
| Note 8 | | |
| SHORT TERM BORROWINGS | | |
| Secured | | |
| i) Working Capital Finance | | |
| From Banks (See note below) | <u>193.35</u> | <u>199.32</u> |
| Unsecured | | |
| ii) Inter-corporate Deposits - Short terms | | |
| From Banks | — | 27.58 |
| From Related Parties | 10,144.11 | 6,300.60 |
| From Others | <u>2,493.00</u> | <u>3,410.00</u> |
| | <u><u>12,830.46</u></u> | <u><u>9,937.50</u></u> |
| Note :- | | |
| Working Capital Finance from Banks | | |
| Bank of India Cash Credit Limit | | |
| Secured by Hypothecation of Stocks and Book Debts & Collateral Hypothecation of Plant and Machinery excluding Machinery of 100% EOU unit. Equitable Mortgage of Land and Building at Chinchwad, Pune (Portion of Factory shed & Open land). The limit of ₹ 200 Lacs for Cash Credit is repayable on demand and has Floating interest at 3.75 % above bank rate. | | |
| Note 9 | | |
| TRADE PAYABLES | | |
| Sundry Creditors-Goods & Services | 300.01 | 333.19 |
| Provision for expenses | <u>359.17</u> | <u>29.94</u> |
| | <u><u>659.19</u></u> | <u><u>363.13</u></u> |
| Note 10 | | |
| OTHER CURRENT LIABILITIES | | |
| Current maturities of Long Term borrowings | 401.39 | 370.64 |
| Advance against flat / commercial property sale agreements | 332.16 | 601.87 |
| Advance received from sale of Land | 11.00 | — |
| Society/Condominium Maintenance Reserve | (8.64) | 9.33 |
| Interest Accrued but not due on Loans | 966.77 | 903.34 |
| Interest Accrued but due on Loans | 21.30 | 27.36 |
| Advance from Customers | 5,028.05 | 4,425.27 |
| Other Payables : | | |
| Duties and Taxes | 139.76 | 129.14 |
| Salary Payable | 10.52 | 13.30 |
| Other Liabilities | <u>10.96</u> | <u>15.67</u> |
| | <u><u>6,913.27</u></u> | <u><u>6,495.93</u></u> |
| Note 11 | | |
| SHORT TERM PROVISIONS | | |
| Provision for Employee Benefits | | |
| – Leave Encashment | <u>4.13</u> | <u>4.47</u> |
| | <u><u>4.13</u></u> | <u><u>4.47</u></u> |

Note 12

FIXED ASSET

(₹ in Lacs)

| Particulars | Gross Block | | | Depreciation | | | | Net Block | | | |
|---|-----------------------|---|---|-----------------------|------------------|--------------|--------------|---|------------------------|------------------|------------------|
| | Cost as on 01.04.2015 | Additions & Adjustments during the year | Deletions & Adjustments during the year | Cost as on 31.03.2016 | As on 01.04.2015 | For the year | Deletions | Adjustment recorded against surplus balance in Statement of P&L | Total as on 31.03.2016 | As on 31.03.2016 | As on 31.03.2015 |
| Tangible Assets | | | | | | | | | | | |
| Land - freehold | 258.42 | — | — | 258.42 | — | — | — | — | — | 258.42 | 258.42 |
| Buildings roads and Structures | 507.27 | — | — | 507.27 | 253.38 | 7.30 | — | — | 260.68 | 246.59 | 253.89 |
| Plant and machinery (including office equipments) | 1,136.86 | 9.59 | 86.41 | 1,060.05 | 1,049.76 | 6.96 | 78.86 | — | 977.87 | 82.18 | 87.11 |
| Furniture and fixtures | 154.00 | 3.05 | — | 157.05 | 101.01 | 17.17 | — | — | 118.19 | 38.86 | 52.99 |
| Vehicles | 48.51 | — | — | 48.51 | 34.55 | 3.11 | — | — | 37.65 | 10.86 | 13.96 |
| Windmill | 768.02 | — | — | 768.02 | 623.22 | 7.94 | — | — | 631.15 | 136.87 | 144.80 |
| | 2,873.08 | 12.64 | 86.41 | 2,799.32 | 2,061.92 | 42.48 | 78.86 | — | 2,025.55 | 773.76 | 811.15 |
| Intangible Assets | | | | | | | | | | | |
| Specialised Software | 42.47 | 1.24 | — | 43.71 | 42.27 | 0.16 | — | — | 42.43 | 1.29 | 0.20 |
| Technical Knowhow | 39.61 | — | — | 39.61 | 39.61 | — | — | — | 39.61 | — | — |
| Total (A): | 2,955.16 | 13.88 | 86.41 | 2,882.64 | 2,143.79 | 42.64 | 78.86 | — | 2,107.58 | 775.05 | 811.35 |
| Capital Work in Progress | — | — | — | — | — | — | — | — | — | 2,863.46 | 2,704.54 |
| Less: Provision for doubtful advances | — | — | — | — | — | — | — | — | — | — | 80.38 |
| Total (B): | — | — | — | — | — | — | — | — | — | 2,863.46 | 2,624.16 |
| Total (A + B): | 2,955.16 | 13.88 | 86.41 | 2,882.64 | 2,143.79 | 42.64 | 78.86 | — | 2,107.58 | 3,638.51 | 3,435.52 |
| Previous year | 2,940.13 | 16.65 | 1.62 | 2,955.16 | 2,074.60 | 46.67 | 0.30 | 22.83 | 2,143.79 | 3,435.52 | 3,107.53 |

| | As at March 31,2016 (₹ in Lacs) | As at March 31,2015 (₹ in Lacs) |
|--|------------------------------------|------------------------------------|
| Note 13 | | |
| NON-CURRENT INVESTMENTS | | |
| At Cost | | |
| Equity Shares - Unquoted | | |
| — Atlas Copco (India) Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.44 | 0.44 |
| | <u>0.44</u> | <u>0.44</u> |
| Investment in associates | | |
| Dabri Properties & Trading Company Limited (Associate)-226,977 (226,977) fully paid equity shares of ₹10 each | 22.50 | 22.50 |
| Investment in subsidiary Company | | |
| Elpro Estates Limited 1,499,800 (1,499,800) Equity shares of ₹10/- each fully paid (Formerly known as Trump Properties Limited) | 150.93 | 150.93 |
| Investment in Other Unquoted Equity Shares | | |
| PNB MetLife India Insurance Company Limited – 255,633,397 (255,633,397) fully paid equity shares of ₹10 each | 26,864.77 | 26,864.77 |
| The Saraswat Co-op Bank Limited-2,500 (2,500) fully paid equity shares of ₹ 10/- each | 0.25 | 0.25 |
| Total-Investment in Equity Shares Unquoted | <u>27,038.45</u> | <u>27,038.45</u> |
| Equity Shares - Quoted | | |
| — Financial Technologies Limited-440 (440) fully paid equity shares of ₹ 2/- each | 7.01 | 7.01 |
| — ABB India Limited- 50 (50) fully paid equity shares of ₹ 2/- each | 0.42 | 0.42 |
| — Hubtown Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.26 | 0.26 |
| — Adani Power Limited-200 (200) fully paid equity shares of ₹ 10/- each | 0.21 | 0.21 |
| — Ansal Properties and Infrastructure Limited-50 (50) fully paid equity shares of ₹ 5/- each | 0.04 | 0.04 |
| — Alstom T & D Limited - 100 (100) Fully paid equity shares of ₹ 2/- each | 0.27 | 0.27 |
| — BGR Energy Systems Limited-500 (50) fully paid equity shares of ₹ 10/- each | 0.26 | 0.26 |
| — Bil Power Limited-100 (100) fully paid equity shares of ₹ 10/- each | 0.09 | 0.09 |
| — Brigade Enterprises Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.07 | 0.07 |
| — Crompton Greaves limited - 50(50) fully paid equity shares of ₹ 2/- each | 0.12 | 0.12 |
| — DLF limited - 50(50) fully paid equity shares of ₹ 2/- each | 0.16 | 0.16 |
| — Eclerx Services limited - 100(75) fully paid equity shares of ₹10/- each | 0.25 | 0.25 |
| — Elgi Equipments Limited-100 (100) fully paid equity shares of ₹1/- each | 0.04 | 0.04 |
| — Emco Limited-50 (50) fully paid equity shares of ₹ 2/- each | 0.04 | 0.04 |
| — IMP Powers Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.05 | 0.05 |
| — Indo Tech Transformers Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.16 | 0.16 |
| — Ingersoll Rand (India) Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.18 | 0.18 |
| — Lancor Holdings Limited-100 (100) fully paid equity shares of ₹ 2/- each | 0.05 | 0.05 |
| — Marico Limited-400 (200) fully paid equity shares of ₹ 1/- each | 0.21 | 0.21 |
| — Mazda Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.05 | 0.05 |
| — Omaxe Limited-62 (62) fully paid equity shares of ₹ 10/- each | 0.05 | 0.05 |
| — Puravankara Projects Limited-50 (50) fully paid equity shares of ₹ 5/- each | 0.05 | 0.05 |
| — Shree Renuka Sugars Limited-400 (400) fully paid equity shares of ₹ 1/- each | 0.34 | 0.34 |
| — Sunteck Realty Limited-50 (50) fully paid equity shares of ₹ 2/- each | 0.29 | 0.29 |
| — Torrent Power Limited-100 (100) fully paid equity shares of ₹ 10/- each | 0.30 | 0.30 |
| — Voltamp Transformers Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.44 | 0.44 |
| — Accurate Transformers Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.04 | 0.04 |
| — Future Retail Limited-50 (50) fully paid equity shares of ₹ 2/- each | 0.19 | 0.19 |
| — Futures Markets Network Limited - 2(2) fully paid equity shares of ₹ 10/- each* | — | — |
| — Crompton Greaves Consumer Electricals Limited - 50(0) fully paid equity shares of ₹ 2/- each* | — | — |
| — Schneider Electric Infrastructure Limited-100 (100) fully paid equity shares of ₹ 2/- each* | — | — |
| — Bil Energy Systems Limited - 500 (500) full paid equity Share of ₹ 1/- each* | — | — |
| — Future Lifestyle Fashions Limited - 16(16) fully paid equity share of ₹ 2/- each* | — | — |
| — Kaya Limited - 4 (4) fully paid equity share of ₹ 10/- each* | — | — |
| — Aditya Birla Fashion & Retail Limited - 10(10) fully paid equity share ₹ 10/- each* | — | — |
| Total-Investment in Equity Shares Quoted | <u>11.67</u> | <u>11.67</u> |

| | As at March 31, 2016 (₹ in Lacs) | As at March 31, 2015 (₹ in Lacs) |
|---|-------------------------------------|-------------------------------------|
| Investment in Other Securities | | |
| Government Securities | | |
| — 6/7 year National Savings Certificate | 0.10 | 0.10 |
| — Kisan Vikas Patra | 0.11 | 0.11 |
| Mutual Funds | | |
| — Kotak Gilt Saving Growth Fund-2,107.89 (2,107.89) units | 0.43 | 0.43 |
| Total-Investment in Other Securities | <u>0.64</u> | <u>0.64</u> |
| Total Investment | <u>27,051.20</u> | <u>27,051.20</u> |
| Book Value | | |
| Aggregate of Quoted Investments | 12.11 | 12.11 |
| Aggregate of Unquoted Investments | 27,039.09 | 27,039.09 |
| Total | <u>27,051.20</u> | <u>27,051.20</u> |
| Market Value | | |
| Aggregate of Quoted Investments | 6.02 | 7.89 |
| Total | <u>6.02</u> | <u>7.89</u> |

* The value has been taken as NIL as these shares were allotted pursuant to Demerger of companies in which equity investment has been made.

Note 14**LONG TERM LOANS AND ADVANCES****(Unsecured, considered good unless otherwise stated)**

| | | |
|---|---------------|---------------|
| Security Deposits | 22.84 | 22.89 |
| Escrow Deposit | 89.76 | 83.24 |
| Advance Tax/TDS/Refund due from Income Tax Department | 374.40 | 259.97 |
| MAT Credit Entitlement | 14.10 | 14.10 |
| | <u>501.11</u> | <u>380.21</u> |

Note 15**INVENTORIES**

(at lower of the cost and reliazable value)

| | | |
|-----------------------------------|-----------------|-----------------|
| Raw Materials | 52.61 | 70.95 |
| Work-in Process | 7.72 | 15.24 |
| Work-in Progress- Housing Project | 1,933.89 | 2,648.37 |
| Land held as stock in trade | 0.95 | 0.95 |
| Stores, Spare Parts | 2.46 | 3.35 |
| | <u>1,997.64</u> | <u>2,738.86</u> |

Note 16**TRADE RECEIVABLE****Outstanding for a period less than six months**

| | | | |
|---------------------------|-----|--------|--------|
| Unsecured considered good | (A) | 435.79 | 541.67 |
|---------------------------|-----|--------|--------|

Outstanding for a period exceeding six months

| | | |
|---------------------|-------|-------|
| Considered Good | 24.39 | 29.26 |
| Considered Doubtful | 97.29 | 92.41 |

| | | |
|--|--------|--------|
| | 121.68 | 121.68 |
|--|--------|--------|

| | | |
|------------------------------------|---------|---------|
| Less: Provision for Doubtful debts | (97.29) | (92.41) |
|------------------------------------|---------|---------|

| | | | |
|--|-----|-------|-------|
| | (B) | 24.39 | 29.26 |
|--|-----|-------|-------|

| | | | |
|---------------|--------------|---------------|---------------|
| Totals | (A+B) | <u>460.17</u> | <u>570.93</u> |
|---------------|--------------|---------------|---------------|

| | As at March 31, 2016 (₹ in Lacs) | As at March 31, 2015 (₹ in Lacs) |
|----------------------------------|-------------------------------------|-------------------------------------|
| Note 17 | | |
| CASH AND CASH EQUIVALENTS | | |
| Balances with Banks in : | | |
| In Current Accounts | 219.90 | 16.99 |
| In Fixed Deposit Account | 9.28 | 9.28 |
| Cheques, drafts in hand | 278.30 | — |
| Cash in hand | 0.78 | 0.38 |
| | <u>508.27</u> | <u>26.65</u> |

| | | |
|--|-----------------|-----------------|
| Note 18 | | |
| SHORT-TERM LOANS AND ADVANCES (Unsecured and Considered Good) | | |
| Loans & Advances to Subsidiary / Related Parties | 4,546.87 | 1,894.41 |
| Loans & Advances to others | — | 4.34 |
| Other Advances | 19.88 | 29.07 |
| Advance to Suppliers | 440.41 | 162.22 |
| Balance with Customs, Excise, VAT and Other Authorities | 44.39 | 46.05 |
| Claims Receivable | 19.44 | 19.77 |
| Advance to Gratuity Trust | 13.18 | 16.74 |
| Prepaid Expenses | 17.46 | 12.01 |
| Total | <u>5,101.64</u> | <u>2,184.62</u> |

| | Year ended March 31, 2016 (₹ in Lacs) | Year ended March 31, 2015 (₹ in Lacs) |
|--|---|---|
|--|---|---|

| | | |
|---|-----------------|-----------------|
| Note 19 | | |
| REVENUE FROM OPERATIONS | | |
| Sale of Products | | |
| Finished Goods & Services | 3,159.05 | 2,450.98 |
| Income from Windmills | 106.19 | 108.99 |
| Income from Real Estate Services | 1,132.40 | 887.68 |
| | <u>4,397.64</u> | <u>3,447.65</u> |
| Export Turnover | | |
| Finished Goods | 123.80 | 253.35 |
| | <u>4,521.43</u> | <u>3,701.00</u> |
| Other Operating Revenue | | |
| Sale of Scrap | 1.70 | 0.57 |
| Gross Revenue | <u>4,523.14</u> | <u>3,701.57</u> |
| Less : Excise Duty | 39.41 | 34.60 |
| Net Revenue | <u>4,483.73</u> | <u>3,666.97</u> |
| Finished Goods & Services | | |
| Lightning Arresters | 290.68 | 391.91 |
| Varistors | 110.20 | 115.26 |
| Accessories & Others | 38.16 | 90.25 |
| Scrap Sales | 1.70 | 0.57 |
| Sale- Residential Flats | 2,804.40 | 2,072.31 |
| Sale of Wind Power | 106.19 | 108.99 |
| Income from Real Estate Services | | |
| Rentals & Fees Received | 1,132.40 | 887.68 |
| Total | <u>4,483.73</u> | <u>3,666.97</u> |

| | Year ended March 31, 2016 (₹ in Lacs) | Year ended March 31, 2015 (₹ in Lacs) |
|---|---|---|
| Note 20 | | |
| OTHER INCOME | | |
| Interest Received | 37.16 | 32.11 |
| Net Gain / Loss on Foreign Currency Transactions | 0.24 | 0.83 |
| Dividend from Investments | 0.30 | 0.15 |
| Duty Drawback | 2.15 | 3.48 |
| Sundry balances no longer required written back | 1.24 | 4.56 |
| Profit on Sale of Fixed Asset | 6.78 | — |
| | <u>47.85</u> | <u>41.13</u> |
| Note 21 | | |
| CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE | | |
| Opening Stock | | |
| Work - in - progress | 15.24 | 32.34 |
| Less: Closing Stock | | |
| Work - in - progress | 7.72 | 15.24 |
| Net Change in Inventory | <u>7.51</u> | <u>17.11</u> |
| Note 22 | | |
| EMPLOYEE BENEFITS EXPENSE | | |
| Salaries, Wages and Allowances | 142.92 | 161.92 |
| Employer's Contribution to Provident Fund and other Fund | 2.35 | 2.60 |
| Gratuity & Leave Encashment Expenses | 5.65 | 13.76 |
| Staff Welfare | 2.34 | 9.55 |
| | <u>153.28</u> | <u>187.82</u> |
| Note 23 | | |
| FINANCE COSTS | | |
| Interest Expenses : | | |
| Fixed Loans | 300.29 | 366.25 |
| Others | 1,536.93 | 1,392.89 |
| Finance Charges : | | |
| Bank Charges & Commission | 43.22 | 35.42 |
| | <u>1,880.44</u> | <u>1,794.55</u> |
| Note 24 | | |
| OTHER EXPENSES | | |
| Manufacturing, Selling & Distribution and Administrative Expenses | | |
| Power and Fuel (Net of recoveries) | 21.89 | 35.27 |
| Travelling and Conveyance | 22.41 | 20.42 |
| Foreign Travelling Expenses | 11.78 | 12.23 |
| Repairs to Machinery | 8.55 | 3.08 |
| Other Repairs and Maintenance | 24.88 | 29.76 |
| Insurance | 3.11 | 3.31 |
| Rent | 14.35 | 14.16 |
| Rates and Taxes | 12.80 | 28.44 |
| Director's Fees | 3.01 | 2.19 |
| Penal Charges/Interest | 3.93 | 1.41 |

| | Year ended March 31, 2016 (₹ in Lacs) | Year ended March 31, 2015 (₹ in Lacs) |
|--|---|---|
| Telephone, Telegram & Telex | 11.29 | 8.35 |
| Bad Debt Written off | 2.85 | 1.06 |
| Loss on sale of assets | 1.77 | 0.87 |
| Legal and Professional charges | 64.14 | 132.96 |
| Freight outward (Net of recoveries) | 7.26 | 6.50 |
| Audit Fees | 5.50 | 5.50 |
| Miscellaneous Expenses | 153.01 | 125.57 |
| Total | 372.53 | 431.09 |
| 25. i. Estimated amount of contracts remaining to be executed on capital account and not provided for | 421.54 | 50.14 |
| ii. Contingent liabilities not provided for: | | |
| a. Excise Duty | 2.23 | 2.23 |
| b. Employee related matters | Amount not ascertainable | Amount not ascertainable |
| c. Sales Tax Matters | 25.44 | 25.44 |
| d. Bank Guarantees (secured by hypothecation of current assets) | 20.17 | 20.17 |
| e. Corporate Guarantee to Bank (Secured by mortgage of land) | 3,650.00 | 3,650.00 |
| 26. Miscellaneous expenses include Auditors' Remuneration: | | |
| a. Audit Fees | 5.50 | 5.50 |
| 27. Earning in foreign currency on account of: | | |
| a. Exports of F.O.B basis | 123.80 | 254.47 |
| 28. Value of Import of Raw Material on C.I.F Basis | | |
| a. Raw Materials | 17.00 | 11.32 |
| 29. Expenditure in Foreign Currency (On Accrual Basis) | | |
| a. Travelling Expenses | 2.06 | 2.32 |
| b. Professional & Consultancy Charges | 8.60 | 78.09 |
| c. Testing & Analytical Charges | — | 3.21 |
| d. Discounts | 1.21 | 0.91 |
| e. Other Expenses | 1.30 | — |
| f. Bank Charges | 0.47 | 1.27 |
| 30. Value of imported and indigenous raw materials and components consumed | | |
| Particulars | 2015-16 | 2014-15 |
| | (₹ in Lacs) | (₹ in Lacs) |
| | % | % |
| Imported | 15.58 | 12.89 |
| Indigenously procured | 182.78 | 271.63 |
| Totals | 198.36 | 284.51 |
| | 7.85 | 95.47 |
| | 92.15 | 100.00 |
| | 100.00 | 100.00 |
| 31. There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2016. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. | | |

| | March 31, 2016 (₹ in Lacs) | March 31, 2015 (₹ in Lacs) |
|---|-------------------------------|-------------------------------|
| 32. Break up of Deferred Tax Asset / Liability (net) | | |
| i. Break-up of deferred tax liability as at March 31, 2016 | | |
| Additional depreciation on fixed assets for tax purposes due to higher tax depreciation rates. | 123.84 | 121.06 |
| Total deferred tax liability | 123.84 | 121.06 |
| ii. Break-up of deferred tax asset as at March 31, 2016 | | |
| Provision for doubtful debts/advances that are deducted for tax purposes when written off. | 61.61 | 54.87 |
| On provision for employee benefits / voluntary retirement scheme compensation | 7.75 | 6.69 |
| On other items | — | — |
| On unabsorbed depreciation allowance and brought forward business loss (to the extent of residual deferred tax liabilities) | 54.68 | 59.50 |
| Deferred tax asset | 123.84 | 121.06 |
| Net deferred tax liability /(asset) (Net) | NIL | NIL |

Note:

As at March 31, 2016, the Company has carried forward losses and unabsorbed depreciation under the Tax Laws. As a matter of prudence the Company has recognized deferred tax assets only to the extent of deferred tax liabilities as at March 31, 2016.

33. Warranty Provision

| | | |
|--|----------|----------|
| Carrying amount as at the beginning of the year | — | 4.54 |
| Additional provision made during the year | — | — |
| Amount used during the year | — | — |
| Unused amount reversed during the year | — | 4.54 |
| Carrying amount as at the end of the year | — | — |

34. Project Cost Includes

| | | |
|--------------------------------------|-----------------|-----------------|
| Materials and Labour cost | 1,584.16 | 808.04 |
| Consultant and Professional expenses | 181.52 | 103.96 |
| Other Direct Development expenses | 464.38 | 234.88 |
| Total | 2,230.06 | 1,146.89 |

35. Derivative Transactions

The Company has not entered into any derivative contracts to hedge its foreign currency risk. The net unhedged foreign currency exposure as at the year-end amounted to **USD 0.16 Lacs** (Previous year USD 0.45 lacs).

36. Investments made in PNB MetLife India Insurance Company Limited are long term in nature. In the Opinion of the management the realisable value of these investments is more than the book value as at March 31, 2016.**37. Related Party Disclosures**

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

| | |
|--|---|
| i) I.G.E (India) Private Limited. | Promoter Company |
| ii) International Conveyors Limited | Promoter Company |
| iii) Mr. Surbhit Dabriwala | Promoter Director |
| iv) Mr. Rajendra Kumar Dabriwala | Promoter |
| v) Mrs. Indu Dabriwala | Promoter |
| vi) Elpro Estate Limited (Formerly known as "Trump Properties Limited") | Subsidiary |
| vii) Faridabad Capital Holdings Private Limited | Enterprise over which promoter exercise significant influence |
| viii) RCA Limited | Promoter Company |
| ix) International Belting Limited | Enterprise over which promoter exercise significant influence |
| x) Zenox Trading & Manufacturing Private Limited | Promoter Company |
| xi) Amaranth Education Pvt.Ltd (Formerly Known as IGE Reality Pvt. Ltd) | Enterprise over which promoter exercise significant influence |

| | March 31, 2016 (₹ in Lacs) | March 31, 2015 (₹ in Lacs) |
|---|-------------------------------|-------------------------------|
| (b) Nature and volume of transactions during the year with the above related parties were as follows: | | |
| i) Promoter Company: I.G.E (India) Private Limited. | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) ICD Received (Net) | 2,501.62 | 538.89 |
| 2) Interest expense on ICD accrue & due (Net of TDS) | 937.61 | 723.11 |
| 3) Interest on ICD paid (Net of TDS) | 723.12 | — |
| 4) Rent Expense (Net of TDS) | 13.09 | 12.90 |
| 5) Other Expenses incurred by the Company | 51.65 | 31.39 |
| 6) Payment of Expenses incurred by the Company | 47.52 | 40.25 |
| Balances | 8,958.53 | 6,225.20 |
| 1) Payable/(Receivable) (Including interest) | 9,899.27 | 6,405.81 |
| 2) Maximum Balance Payable/(Receivable) during the year | | |
| ii) Promoter Company: International Conveyors Limited. | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) ICD Given (Net) | 337.25 | — |
| 2) Refund of ICD (Net) | — | 605.00 |
| 3) Interest expense on ICD (Net of TDS) | — | 39.39 |
| 4) Interest Income on ICD (Net of TDS) | 14.56 | — |
| 5) Expenses incurred by the Company | 0.37 | 0.20 |
| 6) Payment of Expenses incurred by the Company | 0.08 | 0.10 |
| Balances | | |
| 1) Payable/(Receivable) (Including Interest) | (261.55) | 89.98 |
| 2) Maximum Balance Payable/(Receivable) during the year | (560.32) | 821.43 |
| iii) Promoter Director : Mr. Surbhit Dabriwala | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Expenses paid | — | 0.56 |
| 2) Reimbursement of Expense Received | — | 0.56 |
| 3) Director Fees | 0.18 | — |
| Balances | | |
| 1) Payable/(Receivable) | 0.09 | — |
| 2) Maximum Balance Payable/(Receivable) during the year | 0.18 | 0.56 |
| iv) Promoter : Mr. Rajendra Kumar Dabriwala | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Interest expense on Loan (Net of TDS) | — | 8.34 |
| 2) Refund of Loan | — | 104.17 |
| 3) Refund of Advance received | 10.05 | — |
| Balances | | |
| 1) Payable/(Receivable) | — | 10.05 |
| 2) Maximum Balance Payable/(Receivable) during the year | 10.05 | 114.22 |

| | March 31, 2016 (₹ in Lacs) | March 31, 2015 (₹ in Lacs) |
|--|-------------------------------|-------------------------------|
| v) Promoter : Mrs. Indu Dabriwala | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Refund of Loan | — | 127.33 |
| 2) Interest Expense | — | 9.00 |
| Balances | | |
| 1) Payable/(Receivable) | — | — |
| 2) Maximum Balance Payable/(Receivable) during the year | — | 118.33 |
| vi) Subsidiary : Elpro Estates Limited (Formerly Known as Trump Properties Limited) | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Advance Paid as per JDA agreement (Net) | 2,390.62 | 141.49 |
| Balances | | |
| 1) Receivable/(Payable) | 4,285.03 | 1,894.41 |
| 2) Maximum Balance Receivable/(Payable) during the year | 4,285.03 | 2,368.15 |
| vii) Enterprise over which promoter exercise significant influence: Faridabad Capital Holding Pvt. Ltd. | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Repayment made during the year | 0.80 | 1.00 |
| 2) Other Expenses | — | 0.04 |
| Balances | | |
| 1) Advance received against Commercial Property | 191.35 | 192.15 |
| 2) Maximum Balance Payable/(Receivable) during the year | 191.35 | 192.15 |
| viii) Promoter Company: RCA Limited | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) ICD Received (Net) | 1,852.12 | — |
| 2) Interest Expense (Net of TDS) | 26.01 | 30.38 |
| 3) Refund of ICD (Net) | — | 258.91 |
| Balances | | |
| 1) Payable / (Receivable) | 2,171.01 | 292.88 |
| 2) Maximum Balance Payable/(Receivable) during the year | 2,171.01 | 521.41 |
| ix) Enterprise over which Promoter exercise Significant influence: International Belting Limited | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Interest Expense (Net of TDS) | — | 66.15 |
| 2) Refund of ICD (Net) | 556.18 | — |
| 3) Interest income on ICD accrue & Due (Net of TDS) | 11.75 | — |
| 4) Interest on ICD Received (Net of TDS) | 11.75 | — |
| Balances | | |
| 1) Payable/(Receivable) | — | 556.18 |
| 2) Maximum Balance Payable/(Receivable) during the year | 556.18 | 556.18 |

| | March 31, 2016 (₹ in Lacs) | March 31, 2015 (₹ in Lacs) |
|--|-------------------------------|-------------------------------|
| x) Promoter Company: Zenox Trading & Manufacturing Private Limited | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Rent for asset taken on lease | 9.92 | 9.87 |
| 2) Payment made against outstanding | 9.92 | 3.31 |
| 3) Expenses made under reimbursement | — | 0.05 |
| Balances | | |
| 1) Payable / (Receivable) | — | — |
| 2) Maximum Balance Payable/(Receivable) during the year | 7.26 | 8.22 |
| xi) Enterprise over which promoter exercise significant influence: Amaranth Education Private Limited | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Expenses made under reimbursement | 0.08 | 0.07 |
| 2) Payment received against reimbursement of Expense | 0.16 | — |
| Balances | | |
| 1) Receivable/(Payable) | — | 0.08 |
| 2) Maximum Balance Payable/(Receivable) during the year | 0.16 | 0.08 |

38. Earning Per Share**Particulars**

| | | |
|--|----------|----------|
| Profit / (Loss) after tax and exceptional items (₹ in Lacs) | (353.23) | (203.95) |
| Weighted average number of equity shares used for calculating basic earnings per share | 69175155 | 4611677 |
| Weighted average number of equity shares used for calculating diluted earnings per share | 69175155 | 4611677 |
| Face value of Equity Shares (in ₹) | 2.00 | 10.00 |
| Earning Per Share - Basic & Diluted (in ₹) | (0.51) | (4.42) |

39. Segment Information**a) Primary Business Information (Business Segments)**

These business segments represent primary basis of information set out in the financial statements. In accordance with the Accounting Standard 17, 'Segment Reporting', the Segment Information for the year ended **March 31, 2016** is given as follows:

| | (₹ In Lacs) | | | | | |
|--|-----------------------|------------------------|---------------------|--------------------|-------------|------------------------|
| Particulars | Electrical Equipments | Real Estate | Investment Activity | Others | Elimination | Total |
| SEGMENT REVENUE | | | | | | |
| External Sales | 440.75 (597.99) | 3,936.80 (2,959.99) | — (—) | 106.19 (108.99) | — (—) | 4,483.73 (3,666.97) |
| Inter - segment Sales | — (—) | — (—) | — (—) | — (—) | — (—) | — (—) |
| Revenue | — (—) | — (—) | — (—) | — (—) | — (—) | 4,483.73 (3,666.97) |
| RESULT | | | | | | |
| Segment result | 2.40 (-53.74) | 1,697.07 (1,815.49) | — (—) | 84.16 (87.44) | (—) (—) | 1,783.63 (1,849.19) |
| Unallocated corporate income(net of unallocable expenses) | — (—) | — (—) | — (—) | — (—) | — (—) | (256.42) (-255.21) |
| Operating Profit/(Loss) before Finance Cost & Exceptional item | — (—) | — (—) | — (—) | — (—) | — (—) | 1,527.21 (1593.98) |

(₹ In Lacs)

| Particulars | Electrical Equipments | Real Estate | Investment Activity | Others | Elimination | Total |
|---|---------------------------|---------------------------------|---------------------------------|---------------------------|-------------|---------------------------------|
| Exceptional item | — (—) | — (—) | — (—) | — (—) | — (—) | (—) (-3.38) |
| Operating Profit/(Loss) after Exceptional item | — (—) | — (—) | — (—) | — (—) | — (—) | 1,527.21 (1,590.06) |
| Finance Cost | — (—) | — (—) | — (—) | — (—) | — (—) | 1,880.44 (1,794.55) |
| Profit/(Loss) before Tax & Prior period expense | — (—) | — (—) | — (—) | — (—) | — (—) | (353.23) (-203.95) |
| Prior Period Expenses | — (—) | — (—) | — (—) | — (—) | — (—) | — (—) |
| Profit/(Loss) before Tax & after Prior Period expense | — (—) | — (—) | — (—) | — (—) | — (—) | (353.23) (-203.95) |
| Income taxes / Deferred tax Reversal | — (—) | — (—) | — (—) | — (—) | — (—) | — (—) |
| Net Profit/ (Loss) after tax | — (—) | — (—) | — (—) | — (—) | — (—) | (353.23) (-203.95) |
| Other information | | | | | | |
| Segment Assets | 389.63 (486.83) | 6,399.76 (6,243.73) | 27,051.20 (27,051.20) | 205.91 (184.02) | — (—) | 34,046.50 (33,965.78) |
| Unallocated corporate Assets | — (—) | — (—) | — (—) | — (—) | — (—) | 5,212.04 (2,422.20) |
| Total Assets | — (—) | — (—) | — (—) | — (—) | — (—) | 39,258.54 (36,387.98) |
| Segment liabilities | 238.90 (305.20) | 10,386.70 (10,073.85) | 5,000.00 (5,000.00) | 0.04 (6.24) | — (—) | 15,625.64 (15,385.29) |
| Unallocated corporate liabilities | — (—) | — (—) | — (—) | — (—) | — (—) | (8,817.00) (5,833.55) |
| Total liabilities | — (—) | — (—) | — (—) | — (—) | — (—) | 24,442.64 (21,218.84) |
| Capital Expenditure | 0.78 (1.81) | 239.30 (395.14) | — (—) | — (—) | — (—) | 240.08 (396.95) |
| Unallocated capital Expenditure | — (—) | — (—) | — (—) | — (—) | — (—) | 13.10 (1.85) |
| Total capital expenditure | — (—) | — (—) | — (—) | — (—) | — (—) | 253.18 (398.8) |
| Depreciation | 6.53 (6.00) | 18.45 (18.90) | — (—) | 7.94 (7.94) | — (—) | 32.92 (32.84) |
| Unallocated Depreciation | — (—) | — (—) | — (—) | — (—) | — (—) | 9.72 (13.85) |
| Total Depreciation | — (—) | — (—) | — (—) | — (—) | — (—) | 42.64 (46.69) |
| Non cash expenses other than depreciation | 10.36 (21.46) | 327.10 (4.55) | — (—) | — (—) | — (—) | 337.46 (26.01) |
| Unallocated Non cash expenses other than depreciation | — (—) | — (—) | — (—) | — (—) | — (—) | 3.81 (26.19) |

(₹ In Lacs)

b) Secondary Segment – Geographical Segments

| Particulars | Domestic | Export | Total in |
|---|---------------------------------|---------------------------|---------------------------------|
| Segment revenue by geographical area | | | |
| Based on geographical location of customers (Including net sales, services etc.) | 4,359.93 (3,413.62) | 123.80 (253.35) | 4,483.73 (3,666.97) |
| Segment Assets by geographical area | | | |
| | 39,245.49 (36,310.16) | 13.05 (77.82) | 39,258.54 (36,387.98) |
| Capital Expenditure | 253.18 (398.80) | — (—) | 253.18 (398.80) |

Note:

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

40. CORPORATE SOCIAL RESPONSIBILITY

As mandated by section 135 of the Companies Act, 2013, the company has constituted as CSR Committee. Since the average net profit of the company is in negative, there is no expenditure on CSR activities during the year.

41. Operating leases

- i) The Company's significant leasing arrangements are in respect of operating leases for premises (sheds land and offices etc.). These leasing arrangements, which are non-cancelable range between 11 months and 39 years generally and are usually renewable by mutual consent on mutually agreeable terms. Aggregate lease rentals receivable are recognised as Rent in Schedule XV.

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

| Buildings (Including Furniture & Fixtures) | F.Y. 2015-16 (₹ In Lacs) | F.Y. 2014-15 (₹ In Lacs) |
|---|------------------------------------|------------------------------------|
| Gross block | 294.81 | 294.81 |
| Accumulated depreciation | 127.78 | 103.98 |
| Depreciation recognized during the year | 18.45 | 23.8 |
| Lease Rental Receipt for the year | 1,132.40 | 887.68 |
| Future minimum lease rentals Receipts not later than one year | 1,253.64 | 1,107.25 |
| Later than one year but not later than five years | 4,560.13 | 3,872.27 |

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

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

| | | |
|--|--------------|-------|
| Lease rental payments for the year | 21.00 | 20.59 |
| Future minimum lease rentals payments payable - | | |
| – Not later than one year | 18.92 | 20.41 |
| – Later than one year but not later than five | NIL | NIL |

- iv) There are no dues payable to the Investor Education and Protection Fund as at March 31, 2016.

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

43. The following table sets forth the funded status of the plan assets and the amounts relating to gratuity and Leave encashment recognized in the Company's Financial as at March 31, 2016.

A. Gratuity Benefits:

| | As on 31.03.16 | As on 31.03.15 |
|---|-------------------|----------------|
| 1. Assumptions | | |
| Discount (p.a) | 8.00 % | 8.00% |
| Salary Escalation (p.a) | 5.00% | 5.00% |
| 2. Table showing changes in present value of Obligation | | (₹ In Lacs) |
| | As on | As on |
| | 31.03.2016 | 31.03.2015 |
| Present value of obligations at the beginning of year | 21.53 | 21.47 |
| Interest cost | 1.72 | 1.72 |
| Current service cost | 3.44 | 3.72 |
| Benefits paid | (4.89) | (3.56) |
| Actuarial (gain)/loss of obligations | (2.60) | (1.81) |
| Present value of obligations as at end of year | 19.20 | 21.53 |
| 3. Table showing changes in the fair value of plan | | |
| Fair value of plan assets at beginning of year | 16.74 | 18.70 |
| Difference Due to Conversion from Old to New Policy | — | 0.40 |
| Expected return on plan assets | 1.29 | 1.03 |
| Contributions | 0.04 | 0.18 |
| Benefits paid | (4.89) | (3.56) |
| Actuarial Gain/ (Loss) on plan assets | — | — |
| Fair value of plan assets at the end of year | 13.18 | 16.74 |
| 4. Table showing fair value of plan assets | | |
| Fair value of plan assets at beginning of year | 16.74 | 18.70 |
| Difference Due to Conversion from Old to New Policy | — | 0.40 |
| Actual return on plan assets | 1.29 | 1.03 |
| Contributions | 0.04 | 0.18 |
| Benefits paid | (4.89) | (3.56) |
| Fair value of plan assets at the end of year | 13.18 | 16.74 |
| Funded status | (6.02) | (4.79) |
| Excess of actual over estimated return on plan assets (Actual rate of return = Estimated return as ARD falls on 31 st March 2016) | — | — |
| 5. Actuarial Gain/Loss recognized | | |
| Actuarial (Gain)/Loss for the year – obligations | (2.60) | (1.81) |
| Actuarial (Gain)/Loss for the year – plan assets | — | — |
| Total (Gain)/Loss for the year | (2.60) | (1.81) |
| Actuarial (Gain)/Loss recognized in the year | (2.60) | (1.81) |
| 6. The amounts to be recognized in the Balance Sheet and Statements of Profit & Loss Account | | |
| Present Value of obligations as at the end of year | 19.20 | 21.53 |
| Fair value of plan assets as at the end of the year | 13.18 | 16.35 |
| Funded status | (6.02) | (4.78) |
| Net assets/ (Liability) recognized in the year | (6.02) | (4.78) |
| 7. Expenses recognized in statement of Profit & Loss Account | | |
| Current service cost | 3.44 | 3.72 |
| Interest cost | 1.72 | 1.72 |
| Expected return on plan assets | 1.29 | 1.03 |
| Net Actuarial (gain) / loss recognized in the year | (2.60) | (1.81) |
| Expenses recognized in statement of Profit & Loss Account | 1.27 | 2.60 |

B Leave encashment:

| 1. Actuarial Assumptions | As on 31.03.16 | As on 31.03.15 |
|--|-----------------------------|-----------------------------|
| Discount (p.a) | 8.00% | 8.00% |
| Salary Escalation (p.a) | 5.00% | 5.00% |
| 2. Table showing changes in present value of Obligation | | (₹ In Lacs) |
| | As on 31.03.2016 | As on 31.03.2015 |
| Present value of obligations at the beginning of year | 9.25 | 8.16 |
| Interest cost | 0.74 | 0.65 |
| Current service cost | 2.34 | 2.54 |
| Benefits paid | (4.80) | (5.54) |
| Actuarial (gain)/loss of obligations | 1.31 | 3.44 |
| Present value of obligations as at end of year | 8.83 | 9.25 |
| 3. Amount recognized in the Balance Sheet | | |
| Liability at the end of the year | 8.83 | 9.25 |
| Fair value of plan assets at the end of the year | — | — |
| Difference | 8.83 | 9.25 |
| Unrecognised past service cost | — | — |
| Amount recognized in the Balance Sheet | 8.83 | 9.25 |
| 4. Expenses recognized in the Income Statement | | |
| Current service cost | 2.34 | 2.54 |
| Interest cost | 0.74 | 0.65 |
| Expected return on plan assets | — | — |
| Net actuarial (gain) / loss to be recognized | 1.31 | 3.44 |
| Expenses recognized in Statement of Profit and Loss | 4.39 | 6.64 |

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

As per our Report of even date attached

For on behalf of Board of Directors

TODARWAL & TODARWAL

Chartered Accountants
ICAI Reg. No. : 111009W

Sunil Todarwal
Partner
M.No. 032512

Sambhaw Kumar Jain
Chief Financial Officer
(PAN: AJGPP2859K)

Rashmi Patkar
Company Secretary
(M.No.A26876)

Narayan T Atal
Director
(DIN: 00237626)

Ram Swarup Dabriwala
Chairman & Managing Director
(DIN: 00108875)

Place : Mumbai

Date : 24th May, 2016

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

We have audited the attached consolidated financial statements of **Elpro International Limited** ('the Company') and its subsidiary (hereinafter referred to as the 'Group'), which comprise the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under section 133 of the Companies Act 2013 and Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

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

We report that the Consolidated Financial Statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements and Accounting Standard (AS) 23, Accounting for investments in Associates in Consolidated Financial Statements.

Opinion

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

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at **March 31, 2016**;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the loss of the Group for the year ended on that date and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matters

- (a) We did not audit the financial statements of the subsidiary company (Elpro Estates Limited) included in the consolidated financial statements, which constitute total assets of ₹ 8,021.10 lacs and Net Worth of ₹ 2,845.40 lacs as at March 31, 2016, total revenue Nil and Loss before deferred tax of ₹ 26.37 lacs for the year then ended. This financial statement has been audited by other auditor whose report has been furnished to us, and our opinion on the consolidated financial statements to the extent they have been derived from such financial statements is based solely on the report of the other auditor.
- (b) We did not audit the financial statements of the associate company (Dabri Properties and Trading Company Limited) where in the Group share of profit for the year aggregate to ₹ 1.22 lacs. The financial statement has been audited by other auditor whose report has been furnished to us, and our opinion on the consolidated financial statements to the extent they have been derived from such financial statements is based solely on the report of the auditor.

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

Sunil Todarwal
Partner
Membership No: 032512

Place : Mumbai
Date : 24th May, 2016

| | Note No. | As at March 31,2016 | | As at March 31,2015 | |
|------------------------------------|----------|---------------------|------------------|---------------------|------------------|
| | | (₹ In Lacs) | (₹ In Lacs) | (₹ In Lacs) | (₹ In Lacs) |
| I. EQUITY & LIABILITIES | | | | | |
| 1 SHARE HOLDER'S FUND | | | | | |
| (a) Share Capital | 2 | 1,783.50 | | 861.17 | |
| (b) Reserves and Surplus | 3 | 15,396.32 | | 16,687.21 | |
| | | | 17,179.83 | | 17,548.38 |
| Minority Interest | | | 417.29 | | 419.93 |
| Capital Reserve on consolidation | | | — | | — |
| 2 NON-CURRENT LIABILITIES | | | | | |
| (a) Long Term Borrowings | 4 | 1,859.35 | | 2,261.10 | |
| (b) Other Long Term Liabilities | 5 | 2,619.89 | | 3,233.26 | |
| (c) Long Term Provision | 6 | 23.90 | | 26.32 | |
| | | | 4,503.15 | | 5,520.69 |
| 3 CURRENT LIABILITIES | | | | | |
| (a) Short Term Borrowings | 7 | 12,830.46 | | 9,937.50 | |
| (b) Trade Payables | 8 | 808.64 | | 606.93 | |
| (c) Other Current Liabilities | 9 | 7,186.92 | | 6,584.29 | |
| (d) Short term Provisions | 10 | 4.13 | | 4.47 | |
| | | | 20,830.16 | | 17,133.19 |
| TOTAL | | | 42,930.41 | | 40,622.19 |
| II ASSETS | | | | | |
| 1 NON-CURRENT ASSETS | | | | | |
| (a) Fixed Assets | | | | | |
| (i) Tangible Assets | 11 | 781.01 | | 819.53 | |
| (ii) Intangible Assets | | 8.43 | | 7.35 | |
| (iii) Capital Work In Progress | | 10,492.25 | | 8,532.04 | |
| | | 11,281.69 | | 9,358.91 | |
| (b) Goodwill on Consolidation | | 66.49 | | 66.49 | |
| (c) Non-current investments | 12 | 26,920.50 | | 26,919.29 | |
| (d) Deferred Tax asset (net) | | 105.43 | | 98.25 | |
| (e) Long-term loans and advances | 13 | 750.98 | | 532.11 | |
| | | | 39,125.09 | | 36,975.05 |
| 2 CURRENT ASSETS | | | | | |
| (a) Inventories | 14 | 1,997.64 | | 2,738.86 | |
| (b) Trade receivables | 15 | 479.05 | | 589.82 | |
| (c) Cash and cash equivalents | 16 | 510.70 | | 28.04 | |
| (d) Short-term loans and advances | 17 | 817.91 | | 290.42 | |
| | | | 3,805.31 | | 3,647.14 |
| TOTAL | | | 42,930.41 | | 40,622.19 |

Summary of Significant Accounting Policies 1

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

As per our Report of even date attached

For on behalf of Board of Directors

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

Sunil Todarwal
Partner
M.No. 032512

Sambhaw Kumar Jain
Chief Financial Officer
(PAN: AJGPP2859K)

Rashmi Patkar
Company Secretary
(M.No.A26876)

Narayan T Atal
Director
(DIN: 00237626)

Ram Swarup Dabriwala
Chairman & Managing Director
(DIN: 00108875)

Place : Mumbai

Date : 24th May, 2016

| | Note No | Year ended March 31,2016 | | Year ended March 31,2015 | |
|---|---------|-----------------------------|-------------|-----------------------------|-------------|
| | | (₹ In Lacs) | (₹ In Lacs) | (₹ In Lacs) | (₹ In Lacs) |
| I. INCOME | | | | | |
| Revenue from Operations (gross) | 18 | 4,523.14 | | 3,701.57 | |
| Less: Excise Duty | | 39.41 | | 34.60 | |
| Revenue from Operations (net) | | 4,483.73 | | 3,666.97 | |
| II. Other income | 19 | 47.85 | | 41.13 | |
| III. Total Revenue (I + II) | | | 4,531.58 | | 3,708.10 |
| IV. EXPENSES | | | | | |
| (a) Cost of materials consumed | | 198.36 | | 284.51 | |
| (b) Project Cost | | 2,230.06 | | 1,146.89 | |
| (c) Changes in inventories of finished goods, Work in Progress and Stock in Trade | 20 | 7.51 | | 17.11 | |
| (d) Employee benefits expense | 21 | 170.31 | | 203.53 | |
| (e) Finance costs | 22 | 1,880.77 | | 1,794.84 | |
| (f) Depreciation and amortization expense | | 44.04 | | 51.32 | |
| (g) Other expenses | 23 | 380.15 | | 441.67 | |
| Total expenses | | | 4,911.20 | | 3,939.88 |
| V. Profit/(Loss) before exceptional and extraordinary items and Tax (III-IV) | | | (379.61) | | (231.78) |
| VI. Exceptional Items (Profit on Sale of Land) | | | — | | (3.38) |
| VII. Profit/(Loss) before extraordinary items and Tax (V-VI) | | | (379.61) | | (235.14) |
| VIII. Tax Expense | | | | | |
| Tax of Earlier Years | | — | | (1.48) | |
| Deferred Tax | | 7.18 | | 6.85 | |
| | | | 7.18 | | 5.37 |
| Share of (Loss)/profit of Minority | | | (2.65) | | (3.57) |
| Pre acquisition (Loss)/Profit | | | — | | — |
| Share of profit of Associate | | | 1.22 | | 0.78 |
| IX. Profit/(Loss) for the period from continuing operations (VII-VIII) | | | (368.55) | | (225.43) |
| Earnings per equity share of ₹ 2/- each (upto 31st March 2015 ₹ 10/- each) | | | | | |
| (1) Basic Earning Per Share (₹) | | | (0.53) | | (4.89) |
| (2) Diluted Earning Per Share (₹) | | | (0.53) | | (4.89) |

Summary of Significant Accounting Policies 1

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

As per our Report of even date attached

For on behalf of Board of Directors

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

Sunil Todarwal
Partner
M.No. 032512

Sambhaw Kumar Jain
Chief Financial Officer
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Company Secretary
(M.No.A26876)

Narayan T Atal
Director
(DIN: 00237626)

Ram Swarup Dabriwala
Chairman & Managing Director
(DIN: 00108875)

Place : Mumbai
Date : 24th May, 2016

| PARTICULARS | For the year ended March 31, 2016 ₹ In Lacs | For the year ended March 31, 2015 ₹ In Lacs |
|---|---|---|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| PROFIT BEFORE TAXATION AS PER STATEMENT OF PROFIT AND LOSS | (379.61) | (235.15) |
| Adjustments for : | | |
| Depreciation | 44.04 | 51.32 |
| Interest Expenses | 1880.77 | 1794.84 |
| Loss / (Profit) on Sale of Fixed Assets (net) | (5.00) | 0.87 |
| Interest Income | (31.83) | (17.68) |
| Dividend Income | (0.30) | (0.15) |
| Sundry Balances no longer required written back | (1.24) | (4.56) |
| Sundry Balances written off | 2.85 | 1.06 |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 1509.69 | 1590.55 |
| Adjustments for : | | |
| (Increase) / Decrease in Inventories | 741.22 | 65.71 |
| (Increase) / Decrease in Trade & Other Receivables | 8.86 | (328.49) |
| Increase / (Decrease) in Trade & Other Payables | 827.67 | (403.76) |
| CASH GENERATED FROM / (USED IN) OPERATIONS | 3087.44 | 924.01 |
| Direct Taxes Paid | — | (1.49) |
| NET CASH FLOW FROM/ (USED IN) OPERATING ACTIVITIES | (A) 3087.44 | 922.52 |
| CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets | (1974.38) | (1297.67) |
| Proceeds from Sale of Fixed Assets | 12.55 | 0.42 |
| Purchase of Investments | — | — |
| Loans and Deposits placed with the companies | (3037.93) | (276.90) |
| Dividend Received | 0.30 | 0.15 |
| Interest Received | 31.83 | 17.68 |
| NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES | (B) (4967.63) | (1556.32) |

**CASH FLOW STATEMENT FOR THE YEAR ENDED
31ST MARCH, 2016 (contd.)**

Annual Report 2015-16

| PARTICULARS | For the year ended March 31, 2016 ₹ In Lacs | For the year ended March 31, 2015 ₹ In Lacs |
|---|---|---|
| CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES | | |
| Repayment of borrowings (Net) | (1,048.86) | (361.16) |
| Inter corporate Deposits/loans received - (Net) | 5,291.81 | 2,710.28 |
| Interest Paid on Loans | (1,880.11) | (1,794.84) |
| NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES | (C) 2,362.84 | 554.28 |
| NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C) | 482.65 | (79.52) |
| OPENING CASH AND CASH EQUIVALENTS | 28.04 | 107.56 |
| CLOSING CASH AND CASH EQUIVALENTS (Refer Note 1 below) | 510.70 | 28.04 |

Notes to the Consolidated Cash Flow Statement

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

| Particulars | For the year ended March 31, 2016 (₹ In Lacs) | For the year ended March 31, 2015 (₹ In Lacs) |
|--------------------------------------|---|---|
| Cash in hand | 0.78 | 0.38 |
| Balance with scheduled banks: | | |
| In Current accounts | 500.59 | 18.33 |
| In Fixed and margin deposits | 9.33 | 9.33 |
| | 510.70 | 28.04 |

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

As per our Report of even date attached

For on behalf of Board of Directors

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

Sunil Todarwal
Partner
M.No. 032512

Sambhaw Kumar Jain
Chief Financial Officer
(PAN: AJGPP2859K)

Rashmi Patkar
Company Secretary
(M.No.A26876)

Narayan T Atal
Director
(DIN: 00237626)

Ram Swarup Dabriwala
Chairman & Managing Director
(DIN: 00108875)

Place : Mumbai
Date : 24th May, 2016

1. SIGNIFICANT ACCOUNTING POLICIES**a. Basis of Preparation of Financial Statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The company has prepared these financial statements to in all material aspect with accounting principles generally accepted in India, including the accounting standards as prescribed under section 133 of the companies Act, 2013 ('the Act') read with rule 7 of the companies (Accounts) Rules, 2014 to the extent notified. The financial statements have been prepared on an accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b. Principles of consolidation

The consolidated financial statements for the year ended **March 31, 2016** comprise of the audited financial statements of Elpro International Limited ('the Company'), its subsidiary **Elpro Estates Limited** (formerly known as "Trump Properties Limited") and audited financial statements of associate companies - **Dabri Properties & Trading Company Limited**. The consolidated financial statements have been prepared on the following basis.

- i) In respect of Subsidiary Company, the financial statements have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and unrealised profits / losses on intra-group transactions as per Accounting Standard (AS – 21) "Consolidated Financial Statements". The results of subsidiaries are included from the date of acquisition of a controlling interest.
- ii) The excess of cost to the Company of its investment in the Subsidiary Company is recognised in the financial statements as Goodwill, which is tested for impairment on every balance sheet date. The excess of Company's share of equity and reserves of the Subsidiary Company over the cost of acquisition is treated as Capital Reserve.
- iii) Minority interest in the net assets of consolidated subsidiary consists of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the Company in the subsidiary companies and further movements in their share in the equity, subsequent to the dates of investments.
- iv) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements, except in case of a subsidiary company, **Elpro Estates Limited** (Formerly known as 'Trump Properties Limited'), depreciation is provided on written down value basis instead of straight line basis as followed in Elpro International Limited. The total amount of net block of these items of fixed assets represents 2.71% (2.73%) of the total consolidated fixed assets of the Group as at the year end.
- v) The consolidated financial statements include the share of profit / loss of associate companies, which are accounted under the 'Equity method' as per which the share of profit of the associate company has been added to the cost of investment. An associate is an enterprise in which the investor has significant influence and which is neither a subsidiary nor a joint venture.
- vi) The difference between the cost of investment in the associate and the share of net assets at the time of acquisition of shares in the associate is identified in the financial statement as Goodwill or Capital Reserve as the case may be.
- vii) Investment other than in subsidiary and associates have been accounted as per Accounting Standard (AS) 13 "Accounting for Investments".

c. Use of Estimates

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

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

d. Tangible Fixed Assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises Purchase price, Borrowing Costs if capitalization criteria are met and any other directly attributable cost of bringing the asset to its working condition for the intended use, net off of any trade discounts & rebates. Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed asset, including day to day repair & maintenance expenditure & cost of replacing parts, are charged to the statement of profit & loss for the period during which such expenses are incurred. Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds & the carrying amount of the asset & are recognized in the statement of Profit & Loss when the asset is derecognized. Capital assets under erection/installation are stated in the Balance sheet as "Capital- Work in Progress"

e. Intangible Assets

Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment. They are amortized on a straight line basis over their estimated useful lives.

f. Depreciation

In respect of fixed assets (other than capital work-in-progress) acquired during the year, depreciation/amortization is charged on a straight line basis so as to write off the cost of the assets over the useful lives and for the assets acquired prior to April 1, 2014, the carrying amount as on April 1, 2014 is depreciated over the remaining useful life based on an evaluation. The useful life of the asset is determined as prescribed in schedule II to the Companies Act, 2013.

g. Assets Taken and Given on Lease**Assets taken on lease:**

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

Asset given on lease:

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

h. Investments

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

i. Inventories

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

j. Inventories - Project in progress

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

k. Foreign exchange transactions

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

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

l. Revenue recognition

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

m. Research and development expenditure

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

n. Retirement benefits**- Gratuity:**

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

- Leave Encashment:

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

- Provident Fund:

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

o. Provisions

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

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

p. Accounting for Taxes on Income

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

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

q. Impairment

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

r. Contingent liabilities

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

s. Segment Reporting

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

t. Borrowing Costs

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

u. Capital Work in Progress

Capital Work in Progress Includes ₹ 7,628.79/- lacs towards construction of Retail Mall which is being undertaken by **Elpro Estates Limited** under Joint Development Agreement with the Company.

| | As at March 31, 2016 ₹ in Lacs | As at March 31, 2015 ₹ in Lacs |
|--|-----------------------------------|-----------------------------------|
| Note 2 | | |
| 1. SHARE CAPITAL | | |
| Authorised | | |
| Equity Shares : | | |
| 80,00,000 Equity Shares of ₹ 2/- each (Previous Year 60,00,000 Equity Shares of ₹ 10/- each) | 1,600.00 | 600.00 |
| 40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each (Previous year : 40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each) | 400.00 | 400.00 |
| | <u>2,000.00</u> | <u>1,000.00</u> |
| Issued | | |
| 69,176,770 Equity shares of ₹ 2/- each (Previous Year. 4,612,000 Equity Shares of ₹ 10/- each) | 1,383.54 | 461.20 |
| 40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each (Previous year :40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each) | 400.00 | 400.00 |
| | <u>1,783.54</u> | <u>861.20</u> |
| Subscribed & Fully Paid Up | | |
| Subscribed | | |
| 69,175,155 (4,611,677) Equity shares of ₹ 2/- each fully paid up (Previous Year. 4,611,677 Equity Shares of ₹ 10/- each) | 1,383.50 | 461.17 |
| 40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each* (Previous year :40,00,000 Cumulative Redeemable Preference Shares of ₹ 10/- each) | 400.00 | 400.00 |
| | <u>1,783.50</u> | <u>861.17</u> |

Notes:

- The Company has two class of shares i.e Equity Share and Preference Shares have a par value of ₹ 2/- per share & ₹10/- per share respectively. Each Equity shareholder are eligible for one vote per share.
- During the financial year company has allotted bonus share at the ratio of 2 bonus shares against 1 equity share held. The bonus share has been allotted out of Security Premium Reserve.

2. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

| | As at March 31, 2016 | | As at March 31, 2015 | |
|---|----------------------|----------------------|----------------------|----------------------|
| | In Nos. | Amount (In ₹) | In Nos. | Amount (In ₹) |
| Equity Shares | | | | |
| At the beginning of the period* | 23058385 | 46,116,770 | 4611677 | 46,116,770 |
| Add: Bonus Shares Issued during the year | 46116770 | 92,233,540 | — | — |
| Outstanding at the end of the period | <u>69175155</u> | <u>138,350,310</u> | <u>4611677</u> | <u>46,116,770</u> |
| Cumulative Redeemable Preference Shares | | | | |
| At the beginning of the period | 4000000 | 40,000,000.00 | 4000000 | 40,000,000.00 |
| Add : Issued during the year | — | — | — | — |
| Outstanding at the end of the period | <u>4000000</u> | <u>40,000,000.00</u> | <u>4000000</u> | <u>40,000,000.00</u> |

*On 15th May 2015, Post obtaining shareholders approval and other regulatory approvals, the face value of equity shares of the Company has splitted from ₹ 10/- each to ₹ 2/- each. Post split the Paid-up capital of the Company has reconstituted from 46,11,677 equity shares of ₹ 10/- each to 2,30,58,385 equity shares of ₹ 2/- each.

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

| | As at March 31, 2016 | | As at March 31, 2015 | |
|--|----------------------|------------------------|----------------------|------------------------|
| | In Nos. | % holding in the class | In Nos. | % holding in the class |
| Equity shares of ₹ 2/- each fully paid up | | | | |
| I.G.E (India) Pvt. Limited | 28273200 | 40.87% | 1884880 | 40.87% |
| International Conveyors Limited | 10094580 | 14.59% | 672972 | 14.59% |
| RCA Limited | 4493580 | 6.50% | 299572 | 6.50% |
| Cresta Fund Ltd | 5490000 | 7.94% | 366000 | 7.94% |
| Elara India Opportunites Fund Limited | 6075000 | 8.78% | 405000 | 8.78% |
| Total | 54426360 | 78.68% | 3628424 | 78.68% |
| Cumulative Redeemable Preference Shares of ₹10/- each | | | | |
| I.G.E (India) Pvt. Limited | 2500000 | 62.50% | 2500000 | 62.50% |
| International Conveyors Limited | 1500000 | 37.50% | 1500000 | 37.50% |
| Total | 4000000 | 100.00% | 4000000 | 100.00% |

| Note 3 | As at March 31, 2016 | | As at March 31, 2015 | |
|--|----------------------|------------------|----------------------|------------------|
| | (₹ in Lacs) | (₹ in Lacs) | (₹ in Lacs) | (₹ in Lacs) |
| RESERVES & SURPLUS | | | | |
| Capital Reserves | | | | |
| Balance as per the last financial statements | 27.50 | | 27.50 | |
| Add : Addition during the period | — | | — | |
| | <u>27.50</u> | | <u>27.50</u> | |
| Less : Transferred to Profit & Loss Account | — | 27.50 | — | 27.50 |
| Securities Premium | | | | |
| Balance as per the last financial statements | 16,598.62 | | 16,598.62 | |
| Less : Premium Utilised | 922.34 | 15,676.29 | — | 16,598.62 |
| Amalgamation Reserve | | | | |
| Balance as per the last financial statements | 177.96 | | 177.96 | |
| Less : Transferred to Profit & Loss Account | — | 177.96 | — | 177.96 |
| Surplus/(Deficit) in the statement of profit & loss | | | | |
| Balance as per the last financial statements | (116.87) | | 126.93 | |
| Adjustment of Depreciation as per Companies Act' 2013 | — | | (18.36) | |
| Profit/(Loss) for the year | <u>(368.55)</u> | | <u>(225.43)</u> | |
| Total | | (485.42) | | (116.86) |
| | | 15,396.32 | | 16,687.21 |

| | As at March 31, 2016 (₹ in Lacs) | As at March 31, 2015 (₹ in Lacs) |
|---|-------------------------------------|-------------------------------------|
| Note 4 | | |
| LONG TERM BORROWINGS | | |
| Secured | | |
| i) Term Loans | | |
| Indian Rupees Loan from Bank (See Note below) | 1,412.21 | 1,815.77 |
| Indian Rupee Loan from Financial Institutions | — | 2.85 |
| Total (A) | <u>1,412.21</u> | <u>1,818.62</u> |
| Unsecured | | |
| ii) Other Loans and Advances | | |
| From Others | 447.14 | 442.48 |
| Total (B) | <u>447.14</u> | <u>442.48</u> |
| Net Long Term Borrowings (A+B) | <u>1,859.35</u> | <u>2,261.10</u> |

4.1 Additional Information to Secured / Unsecured Long Term Borrowings:

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

4.2 Details of Securities and Terms of Repayment :

A. Term Loans from Banks

1) State Bank of India - Rental Discounting

Initial Loan Amount was ₹ 17.39 Cr. Secured by first charge on Future receivables (from Lease, Licence, Amenities, Facilities fees etc.) of the company from various clients Collateral: Equitable mortgage of land & building on survey no. 181 (part), 182 (part), 184 and 185 part of CTS no. 4270, Chinchwad Road, near Railway station, Pune -411 033.(Total Land area - 299674.18 Sq.ft.). The Loan is repayable in 84 monthly installment of ₹ 30.70 Lacs starting from the month of April,2011 and the last installment is due on March,2018 Floating interest at 0.25% above State Bank Advance Rate (Benchmark PLR)

2) State Bank of India - Rental Discounting

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

B. Term Loans from other parties

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

Initial Loan Amount was ₹ 10.00 lacs. Secured by hypothecation of Car purchased the Loan is Payable with EMI of ₹ 21,755/- Repayable in 60 monthly installments starting from 28/06/11 last installment due on 10/06/2016.

2) Kotak Mahindra Prime Limited - Car Loan for Hyundai Xcent VTVT

Initial Loan Amount was ₹ 4.91 lacs. Secured by hypothecation of Car Purchased The Loan is Payable with EMI of ₹ 15,820/- Repayable in 36 monthly installments starting from 14/07/14 last installment due on 01/06/2017.

Note 5

OTHER LONG TERM LIABILITIES

| | | |
|--------------------------|-----------------|-----------------|
| Lease /Security Deposits | 2599.94 | 2,575.09 |
| Advance from customers | 19.96 | 658.18 |
| | <u>2,619.89</u> | <u>3,233.26</u> |

| | As at March 31, 2016 (₹ in Lacs) | As at March 31, 2015 (₹ in Lacs) |
|---|-------------------------------------|-------------------------------------|
| Note 6 | | |
| LONG TERM PROVISIONS | | |
| Provisions for Leave Encashment for Employees | 23.90 | 26.32 |
| | <u>23.90</u> | <u>26.32</u> |
| Note 7 | | |
| SHORT TERM BORROWINGS | | |
| Secured | | |
| i) Working Capital Finance | | |
| From Banks (See Note below) | 193.35 | 199.32 |
| Unsecured | | |
| ii) Inter-corporate Deposits - Short terms | | |
| From Banks | — | 27.58 |
| From Related Parties | 10,144.11 | 6,300.60 |
| From Others | 2,493.00 | 3,410.00 |
| | <u>12,830.46</u> | <u>9,937.50</u> |
| Note :- | | |
| Working Capital Finance from Banks | | |
| Bank of India Cash Credit Limit | | |
| Secured by Hypothecation of Stocks and Book Debts & Collateral Hypothecation of Plant and Machinery excluding Machinery of 100% EOU unit. Equitable Mortgage of Land and Building at Chinchwad, Pune (Portion of Factory shed & Open land). The limit of ₹ 200 Lacs for Cash Credit is repayable on demand and has a Floating interest at 3.75 % above bank rate. | | |
| Note 8 | | |
| TRADE PAYABLES | | |
| Sundry Creditors-Goods & Services | 449.47 | 576.99 |
| Provision for Expenses | 359.17 | 29.94 |
| | <u>808.64</u> | <u>606.93</u> |
| Note 9 | | |
| OTHER CURRENT LIABILITIES | | |
| Current maturities of Long Term borrowings | 403.13 | 423.71 |
| Advance against flat / commercial property sale agreements | 332.16 | 601.87 |
| Advance received for sale of land | 11.00 | - |
| Society/Condominium Maintenance Reserve | (8.64) | 9.33 |
| Interest Accrued but not due on Loans | 1,025.26 | 903.34 |
| Interest Accrued and due on borrowings | 21.30 | 27.36 |
| Advance from Customers | 5,028.05 | 4,425.27 |
| Other Payables : | | |
| Duties and Taxes | 151.67 | 142.55 |
| Director Sitting Fees Payable | 0.38 | 0.13 |
| Salary Payable | 10.52 | 13.30 |
| Other Liabilities | 212.09 | 37.42 |
| | <u>7,186.92</u> | <u>6,584.29</u> |
| Note 10 | | |
| SHORT TERM PROVISIONS | | |
| Provision for Employee Benefits | | |
| – Leave Encashment | 4.13 | 4.47 |
| | <u>4.13</u> | <u>4.47</u> |

Note 11
FIXED ASSET

(₹ in Laos)

| Particulars | Gross Block | | | | Depreciation | | | | Net Block | | |
|---|-----------------------|--------------------|--------------------|-----------------------|------------------|--------------|--------------|---|------------------------|------------------|------------------|
| | Cost as on 01.04.2015 | Additions & Adjust | Deletions & Adjust | Cost as on 31.03.2016 | As on 01.04.2015 | For the year | Deletions | Adjustment recorded against surplus balance in Statement of P&L | Total as on 31.03.2016 | As on 31.03.2016 | As on 31.03.2015 |
| Tangible Assets | | | | | | | | | | | |
| Land - freehold | 258.42 | — | — | 258.42 | — | — | — | — | — | 258.42 | 258.42 |
| Buildings Roads and Structures | 507.27 | — | — | 507.27 | 253.38 | 7.30 | — | — | 260.68 | 246.59 | 253.89 |
| Plant and machinery (including office equipments) | 1,144.97 | 9.87 | 86.41 | 1,068.43 | 1,057.61 | 7.05 | 78.86 | — | 985.80 | 82.63 | 87.36 |
| Furniture and fixtures | 159.94 | 3.05 | — | 162.99 | 106.31 | 17.17 | — | — | 123.49 | 39.50 | 53.62 |
| Vehicles | 102.57 | — | — | 102.57 | 81.14 | 4.42 | — | — | 85.56 | 17.01 | 21.43 |
| Windmill | 768.02 | — | — | 768.02 | 623.22 | 7.94 | — | — | 631.15 | 136.87 | 144.80 |
| | 2,941.18 | 12.92 | 86.41 | 2,867.70 | 2,121.65 | 43.88 | 78.86 | — | 2,086.68 | 781.01 | 819.53 |
| Intangible Assets | | | | | | | | | | | |
| Specialised Software | 185.89 | 1.24 | — | 187.13 | 178.54 | 0.16 | — | — | 178.70 | 8.43 | 7.35 |
| Technical Knowhow | 39.61 | — | — | 39.61 | 39.61 | — | — | — | 39.61 | — | — |
| Total (A): | 3,166.68 | 14.16 | 86.41 | 3,094.43 | 2,339.81 | 44.04 | 78.86 | - | 2,304.99 | 789.44 | 826.87 |
| Capital Work in Progress | — | — | — | — | — | — | — | — | — | 10,492.25 | 8,612.42 |
| Less: Provision for doubtful advances | — | — | — | — | — | — | — | — | — | — | 80.38 |
| Total (B): | — | — | — | — | — | — | — | — | — | 10,492.25 | 8,532.04 |
| Total (A + B): | 3,166.68 | 14.16 | 86.41 | 3,094.43 | 2,339.81 | 44.04 | 78.86 | — | 2,304.99 | 11,281.69 | 9,358.91 |
| Previous year | 3,144.83 | 23.48 | 1.62 | 3,166.68 | 2,270.44 | 51.32 | 0.30 | 18.36 | 2,339.81 | 9,358.91 | 8,132.22 |

As at March 31, 2016
(₹ in Lacs)

As at March 31, 2015
(₹ in Lacs)

Note 12

NON-CURRENT INVESTMENTS**At Cost****Equity Shares - Unquoted****Investment in associates**

| | | |
|---|------|------|
| - Atlas Copco (India) Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.44 | 0.44 |
| | 0.44 | 0.44 |

| | | |
|---|-------|-------|
| Dabri Properties & Trading Company Limited (Associate)-226,977 (226,977) fully paid equity shares of ₹10 each | 42.73 | 41.51 |
|---|-------|-------|

Investment in Other Unquoted Equity Shares

| | | |
|---|-----------|-----------|
| PNB MetLife India Insurance Company Limited—255,633,397 (255,633,397) fully paid equity shares of ₹ 10 each | 26,864.77 | 26,864.77 |
|---|-----------|-----------|

| | | |
|---|------|------|
| The Saraswat Co-op Bank Limited-2,500 (2,500) fully paid equity shares of ₹ 10/- each | 0.25 | 0.25 |
|---|------|------|

| | | |
|---|------------------|------------------|
| Total-Investment in Equity Shares Unquoted | 26,907.75 | 26,906.53 |
|---|------------------|------------------|

Equity Shares - Quoted

| | | |
|---|------|------|
| - Financial Technologies Limited-440 (440) fully paid equity shares of ₹ 2/- each | 7.01 | 7.01 |
| - ABB India Limited- 50 (50) fully paid equity shares of ₹ 2/- each | 0.42 | 0.42 |
| - Hubtown Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.26 | 0.26 |
| - Adani Power Limited-200 (200) fully paid equity shares of ₹ 10/- each | 0.21 | 0.21 |
| - Ansal Properties and Infrastructure Limited-50 (50) fully paid equity shares of ₹ 5/- each | 0.04 | 0.04 |
| - Alstom T & D Limited - 100 (100) Fully paid equity shares of ₹ 2/- each | 0.27 | 0.27 |
| - BGR Energy Systems Limited-500 (50) fully paid equity shares of ₹ 10/- each | 0.26 | 0.26 |
| - Bil Power Limited-100 (100) fully paid equity shares of ₹ 10/- each | 0.09 | 0.09 |
| - Brigade Enterprises Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.07 | 0.07 |
| - Crompton Greaves limited - 50 (50) fully paid equity shares of ₹ 2/- each | 0.12 | 0.12 |
| - DLF limited - 50 (50) fully paid equity shares of ₹ 2/- each | 0.16 | 0.16 |
| - Eclerx Services limited - 100 (75) fully paid equity shares of ₹ 10/- each | 0.25 | 0.25 |
| - Elgi Equipments Limited-100 (100) fully paid equity shares of ₹ 1/- each | 0.04 | 0.04 |
| - Emco Limited-50 (50) fully paid equity shares of ₹ 2/- each | 0.04 | 0.04 |
| - IMP Powers Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.05 | 0.05 |
| - Indo Tech Transformers Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.16 | 0.16 |
| - Ingersoll Rand (India) Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.18 | 0.18 |
| - Lancor Holdings Limited-100 (100) fully paid equity shares of ₹ 2/- each | 0.05 | 0.05 |
| - Marico Limited-400 (200) fully paid equity shares of ₹ 1/- each | 0.21 | 0.21 |
| - Mazda Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.05 | 0.05 |
| - Omaxe Limited-62 (62) fully paid equity shares of ₹ 10/- each | 0.05 | 0.05 |
| - Puravankara Projects Limited-50 (50) fully paid equity shares of ₹ 5/- each | 0.05 | 0.05 |
| - Shree Renuka Sugars Limited-400 (400) fully paid equity shares of ₹ 1/- each | 0.34 | 0.34 |
| - Sunteck Realty Limited-50 (50) fully paid equity shares of ₹ 2/- each | 0.29 | 0.29 |
| - Torrent Power Limited-100 (100) fully paid equity shares of ₹ 10/- each | 0.30 | 0.30 |
| - Voltamp Transformers Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.44 | 0.44 |
| - Accurate Transformers Limited-50 (50) fully paid equity shares of ₹ 10/- each | 0.04 | 0.04 |
| - Future Retail Limited-50 (50) fully paid equity shares of ₹ 2/- each | 0.19 | 0.19 |
| - Futures Markets Network Limited - 2 (2) fully paid equity shares of ₹ 10/- each * | — | — |
| - Crompton Greaves Consumer Electricals Limited - 50 (0) fully paid equity shares of ₹ 2/- each * | — | — |
| - Schneider Electric Infrastructure Limited-100 (100) fully paid equity shares of ₹ 2/- each* | — | — |
| - Bil Energy Systems Limited - 500 (500) full paid equity Share of ₹ 1/- each* | — | — |
| - Future Lifestyle Fashions Limited - 16 (16) fully paid equity share of ₹ 2/- each* | — | — |
| - Kaya Limited - 4 (4) fully paid equity share of ₹ 10/- each* | — | — |
| - Aditya Birla Fashion & Retail Limited - 10 (10) fully paid equity share ₹ 10/- each* | — | — |

| | | |
|---|--------------|--------------|
| Total-Investment in Equity Shares Quoted | 11.67 | 11.67 |
|---|--------------|--------------|

| | As at March 31, 2016 (₹ in Lacs) | As at March 31, 2015 (₹ in Lacs) |
|---|-------------------------------------|-------------------------------------|
| Investment in Other Securities | | |
| Government Securities | | |
| – 6/7 year National Savings Certificate | 0.10 | 0.10 |
| – Kisan Vikas Patra | 0.11 | 0.11 |
| Mutual Funds | | |
| – Kotak Gilt Saving Growth Fund-2,107.89 (2,107.89) units | 0.43 | 0.43 |
| Total-Investment in Other Securities | 0.64 | 0.64 |
| Total Investment | 26,920.50 | 26,919.29 |
| Book Value | | |
| Aggregate of Quoted Investments | 12.11 | 12.11 |
| Aggregate of Unquoted Investments | 26,908.39 | 26,907.17 |
| Total | 26,920.50 | 26,919.28 |
| Market Value | | |
| Aggregate of Quoted Investments | 6.02 | 7.89 |
| Total | 6.02 | 7.89 |

* The value has been taken as NIL as these shares were allotted pursuant to Demerger of the companies in which equity investment has been made.

Note 13**LONG TERM LOANS AND ADVANCES****(Unsecured, considered good unless otherwise stated)**

| | | |
|---|---------------|---------------|
| Security Deposits | 46.16 | 34.32 |
| Escrow Depoist | 89.76 | 83.24 |
| Capital Advances | 77.33 | 80.78 |
| Other Advances | 149.22 | 59.70 |
| Advance Tax/TDS/Refund due from Income Tax Department | 374.40 | 259.97 |
| MAT Credit Entitlement | 14.10 | 14.10 |
| | 750.98 | 532.11 |

Note 14**INVENTORIES**

(at lower of the cost and reliazable value)

| | | |
|-----------------------------------|-----------------|-----------------|
| Raw Materials | 52.61 | 70.95 |
| Work-in Progress- Manufacturing | 7.72 | 15.24 |
| Work-in Progress- Housing Project | 1,933.89 | 2,648.37 |
| Land held as stock in trade | 0.95 | 0.95 |
| Stores, Spare Parts | 2.46 | 3.35 |
| | 1,997.64 | 2,738.86 |

Note 15**TRADE RECEIVABLE****Outstanding for a period less than six months**

| | | | |
|--|-----|---------------|---------------|
| Unsecured considered good | (A) | 435.79 | 541.67 |
| Outstanding for a period exceeding six months | | | |
| Considered Good | | 43.27 | 48.15 |
| Considered Doubtful | | 97.29 | 92.41 |
| | | 140.56 | 140.56 |
| Less: Provision for Doubtful debts | | (97.29) | (92.41) |
| | (B) | 43.27 | 48.15 |
| Total (A+B) | | 479.05 | 589.82 |

As at March 31, 2016
(₹ in Lacs)

As at March 31, 2015
(₹ in Lacs)

Note 16**CASH AND CASH EQUIVALENTS**

Balances with Banks in :

| | | |
|--------------------------|--------|-------|
| In Current Accounts | 222.34 | 18.38 |
| In Fixed Deposit Account | 9.28 | 9.28 |
| Cheques, Drafts in hand | 278.30 | — |
| Cash in hand | 0.78 | 0.38 |
| | 510.70 | 28.04 |

Note 17**SHORT TERM LOANS AND ADVANCES
(Unsecured and Considered Good)**

| | | |
|---|---------------|---------------|
| Loans & Advances to Subsidiary / Related Parties | 261.84 | — |
| Loans & Advances to others | — | 4.34 |
| Other Advances | 19.95 | 29.10 |
| Advance to Suppliers | 440.41 | 162.22 |
| Balance with Customs ,Excise, Vat and other authorities | 44.85 | 46.23 |
| Claims Receivable | 19.44 | 19.77 |
| Advance to Gratuity Trust | 13.18 | 16.74 |
| Prepaid Expenses | 18.23 | 12.01 |
| Total | 817.91 | 290.42 |

Year ended
March 31, 2016
(₹ in Lacs)

Year ended
March 31, 2015
(₹ in Lacs)

Note 18**REVENUE FROM OPERATIONS****Sale of Products**

| | | |
|----------------------------------|----------|----------|
| Finished Goods & Services | 3159.05 | 2450.98 |
| Income from Windmills | 106.19 | 108.99 |
| Income from Real Estate Services | 1,132.40 | 887.68 |
| | 4,397.64 | 3,447.65 |

Export Turnover

| | | |
|----------------|----------|----------|
| Finished Goods | 123.80 | 253.35 |
| | 4,521.43 | 3,701.00 |

Other Operating Revenue

| | | |
|---------------|------|------|
| Sale of Scrap | 1.70 | 0.57 |
|---------------|------|------|

Gross Revenue

4,523.14

3,701.57

Less : Excise Duty

39.41

34.60

Net Revenue

4,483.73

3,666.97

Finished Goods & Services

| | | |
|-------------------------|----------|----------|
| Lightning Arresters | 290.68 | 391.91 |
| Varistors | 110.20 | 115.26 |
| Accessories & Others | 38.16 | 90.25 |
| Scrap Sales | 1.70 | 0.57 |
| Sale- Residential Flats | 2,804.40 | 2,072.31 |
| Sale of Wind Power | 106.19 | 108.99 |

Income from Real Estate Services

| | | |
|-------------------------|----------|--------|
| Rentals & Fees Received | 1,132.40 | 887.68 |
|-------------------------|----------|--------|

Total

4,483.73

3,666.97

| | Year ended March 31, 2016 (₹ in Lacs) | Year ended March 31, 2015 (₹ in Lacs) |
|--|---|---|
|--|---|---|

Note 19**OTHER INCOME**

| | | |
|---|--------------|--------------|
| Interest Received | 37.16 | 32.11 |
| Net Gain / Loss on Foreign currency transaction | 0.24 | 0.83 |
| Dividend from Investments | 0.30 | 0.15 |
| Duty drawback | 2.15 | 3.48 |
| Sundry balances no longer required written back | 1.24 | 4.56 |
| Profit on Sale of Fixed Asset | 6.78 | — |
| | <u>47.85</u> | <u>41.13</u> |

Note 20**CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE****Opening Stock**

| | | |
|----------------------|--------------|--------------|
| Work - in - progress | 15.24 | 32.34 |
| | <u>15.24</u> | <u>32.34</u> |

Less: Closing Stock

| | | |
|--------------------------------|-------------|--------------|
| Work - in - progress | 7.72 | 15.24 |
| | <u>7.72</u> | <u>15.24</u> |
| Net Change in Inventory | <u>7.51</u> | <u>17.11</u> |

Note 21**EMPLOYEE BENEFITS EXPENSE**

| | | |
|--|---------------|---------------|
| Salaries, Wages and Allowances | 155.88 | 173.99 |
| Employer's Contribution to Provident Fund and other Fund | 2.36 | 2.61 |
| Gratuity & Leave Encashment Expenses | 5.65 | 13.76 |
| Staff Welfare | 6.41 | 13.18 |
| | <u>170.31</u> | <u>203.53</u> |

Note 22**FINANCE COSTS****Interest Expenses :**

| | | |
|-------------|----------|---------|
| Fixed Loans | 300.62 | 366.54 |
| Others | 1,536.93 | 1392.89 |

Finance Charges :

| | | |
|---------------------------|-----------------|-----------------|
| Bank Charges & Commission | 43.22 | 35.42 |
| | <u>1,880.77</u> | <u>1,794.84</u> |

| | Year ended March 31, 2016 (₹ in Lacs) | Year ended March 31, 2015 (₹ in Lacs) |
|--|---|---|
| Note 23 | | |
| OTHER EXPENSES | | |
| Manufacturing, Selling & Distribution and Administrative Expenses | | |
| Power and fuel (Net of recoveries) | 21.89 | 35.27 |
| Travelling and Conveyance | 24.53 | 25.32 |
| Foreign Travelling Expenses | 11.78 | 12.23 |
| Repairs to machinery | 8.55 | 3.08 |
| Other Repairs and Maintenance | 24.99 | 29.82 |
| Insurance | 3.31 | 3.31 |
| Rent | 16.40 | 16.18 |
| Rates and Taxes | 14.05 | 28.78 |
| Director's Fees | 3.01 | 2.19 |
| Penalty Charges/Interest | 3.93 | 1.41 |
| Telephone, Telegram & Telex | 11.64 | 10.12 |
| Bad Debt Written off | 2.85 | 1.06 |
| Loss on sale of assets | 1.77 | 0.87 |
| Legal and Professional charges | 64.37 | 133.44 |
| Freight outward (Net of recoveries) | 7.26 | 6.50 |
| Miscellaneous expenses | 153.56 | 126.08 |
| Printing & Stationery | — | 0.03 |
| Auditor Remuneration | 6.25 | 6.00 |
| Total | 380.15 | 441.67 |

24. Particulars of a subsidiary and associates

| Name of the Company | Country of Incorporation | Percentage of ownership interest as at March 31, 2016 | Percentage of ownership interest as at March 31, 2015 |
|--|-----------------------------|--|--|
| Susidiary (Direct) | | | |
| (a) Elpro Estates Limited (Formerly known as 'Trump Properties Limited') | India | 86.21% | 86.21% |
| Associates | | | |
| (a) Dabri Properties & Trading Company Limited | India | 31.77% | 31.77% |
| | | 2015-16 (₹ in Lacs) | 2014-15 (₹ in Lacs) |
| 25. i. Estimated amount of contracts remaining to be executed on capital account and not provided for | | 421.54 | 50.14 |
| ii. Contingent liabilities not provided for: | | | |
| a. Excise duty | | 2.23 | 2.23 |
| b. Employee related matters | | Amount not ascertainable | Amount not ascertainable |
| c. Sales tax matters | | 25.44 | 25.44 |
| d. Bank guarantees (secured by hypothecation of current assets) | | 20.17 | 20.17 |
| e. Corporate guarantee to Bank (Secured by mortgage of land) | | 3,650.00 | 3,650.00 |

26. There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2016. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

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

| | 2015-16 (₹ In Lacs) | 2014-15 (₹ In Lacs) |
|--|------------------------|------------------------|
| Break-up of deferred tax liability as at March 31, 2016 | | |
| Additional depreciation on fixed assets for tax purposes due to higher tax depreciation rates. | 124.19 | 121.59 |
| Total deferred tax liability | 124.19 | 121.59 |
| Break-up of deferred tax asset as at March 31, 2016 | | |
| Provision for doubtful debts/advances that are deducted for tax purposes when written off. | | |
| Reduction in depreciation on fixed asset for tax purpose due to lower tax depreciation rates. | 61.61 | 54.87 |
| On provision for employee benefits / voluntary retirement scheme compensation | 7.63 | 6.69 |
| Provision for Audit Fees | — | 0.16 |
| On unabsorbed depreciation allowance and brought forward business loss | 160.38 | 158.12 |
| Deferred tax asset | 229.62 | 219.84 |
| Net Deferred Tax Liability/ (asset) (Net) | (105.43) | (98.25) |

28. Warranty provision

| | 2015-16 In Lacs | 2014-15 In Lacs |
|--|--------------------|--------------------|
| Carrying amount as at the beginning of the year | — | 4.54 |
| Additional provision made during the year | — | — |
| Amount used during the year | — | — |
| Unused amount reversed during the year | — | 4.54 |
| Carrying amount as at the end of the year | — | — |

29. Project cost includes

| | | |
|--------------------------------------|-----------------|-----------------|
| Materials and Labour cost | 1584.16 | 808.04 |
| Consultant and Professional expenses | 181.52 | 103.96 |
| Other Direct Development expenses | 464.38 | 234.88 |
| Totals | 2,230.06 | 1,146.89 |

30. Derivative transactions

The Company has not entered into any derivative contracts to hedge its foreign currency risk. The net unhedged foreign currency exposure as at the year-end amounted to **USD 0.16 Lacs** (Previous year USD 0.45 lacs).

31. Investments made in PNB MetLife India Insurance Company Limited are long term in nature. In the Opinion of the management the realisable value of these investments is more than the book value as at **March 31, 2016**.

32. Related party disclosures

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

| | |
|---|--|
| 1. I.G.E (India) Private Limited | Promoter Company |
| 2. International Conveyors Limited | Promoter Company |
| 3. Mr. Surbhit Dabriwala | Promoter Director |
| 4. Mr. Rajendra Kumar Dabriwala | Promoter |
| 5. Mrs. Indu Dabriwala | Promoter |
| 6. Elpro Estates Limited (Formerly Known as Trump Properties Limited) | Subsidiary |
| 7. Faridabad Capital Holdings Private Limited | Enterprise over which promoter/ company exercise significant influence |
| 8. RCA Limited | Promoter Company |
| 9. International Belting Limited | Enterprise over which promoter exercise significant influence |
| 10. Zenox Trading & Manufacturing Private Limited | Promoter Company |
| 11. AmaranthEducation Private Limited (Formerly Known as IGE Realty Pvt. Ltd.) | Enterprise over which promoter exercise significant influence |
| 12. Dabri Properties & Trading Co. Limited | Associate |

| | March 31, 2016 ₹ In Lacs | March 31, 2015 ₹ In Lacs |
|--|-----------------------------|-----------------------------|
| b) Nature and volume of transactions during the year with the above related parties were as follows: | | |
| i) Promoter Company: I.G.E (India) Private Limited | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) ICD Received (Net) | 2,501.62 | 538.89 |
| 2) Interest expense on ICD accrue & due (Net of TDS) | 996.10 | 774.62 |
| 3) Interest on ICD paid (Net of TDS) | 774.62 | — |
| 4) Rent Expense (Net of TDS) | 14.96 | 14.74 |
| 5) Other Expenses incurred by the Company | 53.99 | 33.91 |
| 6) Payment of Expenses incurred by the Company | 50.95 | 49.14 |
| Balances | | |
| 1) Payable/(Receivable) (Including interest) | 9,451.06 | 6,709.95 |
| 2) Maximum Balances during the year | 10,444.34 | 6,899.60 |
| ii) Promoter Company : International Conveyors Limited | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) ICD Given (Net) | 337.25 | — |
| 2) Refund of ICD (Net) | — | 605.00 |
| 3) Interest expense on ICD (Net of TDS) | — | — |
| 4) Interest Income on ICD (Net of TDS) | 14.56 | — |
| 5) Expenses incurred by the Company | 0.37 | 0.20 |
| 6) Payment of Expenses incurred by the Company | 0.08 | 0.10 |
| Balances | | |
| 1) Payable/(Receivable)(Including Interest) | (261.55) | 89.98 |
| 2) Maximum Balance Payable/(Receivable) during the year | (560.32) | 821.43 |
| iii) Promoter Director : Mr. Surbhit Dabriwala | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Expenses paid | — | 0.56 |
| 2) Reimbursement of Expenses Received | — | 0.56 |
| 3) Director Fees | 0.18 | — |
| Balances | | |
| 1) Payable | 0.09 | — |
| 2) Maximum Balance Payable/(Receivable) during the year | 0.18 | 0.56 |
| iv) Promoter : Mr. Rajendra Kumar Dabriwala | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Advance received against Commercial property | 999.00 | — |
| 2) Interest expense on Loan (Net of TDS) | — | 8.34 |
| 3) Refund of Advance received against Commercial property | 999.00 | 104.17 |
| 4) Refund of Advance | 10.05 | — |
| Balances | | |
| 1) Payable/(Receivable) | — | 10.05 |
| 2) Maximum Balance Payable/(Receivable) during the year | 1009.05 | 114.22 |
| v) Promoter : Mrs. Indu Dabriwala | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Refund of Loan | — | 127.33 |
| 2) Refund of Advance received against Commercial property | 659.00 | — |
| 3) Interest Expense | — | 9.00 |
| 4) Advance received against Commercial property | 20.00 | 639.00 |

| | March 31, 2016 ₹ In Lacs | March 31, 2015 ₹ In Lacs |
|--|-----------------------------|-----------------------------|
| Balances | | |
| 1) Payable/(Receivable) | — | 639.00 |
| 2) Maximum Balance Payable/(Receivable) during the year | 659.00 | 757.33 |
| vi) Subsidiary : Elpro Estates Limited (Formerly Known as Trump Properties Limited) | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Advance Paid as per JDA agreement (Net) | 2,390.62 | 141.49 |
| Balances | | |
| 1) Receivable/(Payable) | 4,285.03 | 1,894.41 |
| 2) Maximum Balance Receivable/(Payable) during the year | 4,285.03 | 2,368.15 |
| vii) Enterprise over which promoter exercise significant influence: Faridabad Capital Holding Pvt. Ltd. | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Repayment made during the year | 0.80 | 1.00 |
| 2) Other Expenses | — | 0.04 |
| Balances | | |
| 1) Advance received against Commercial Property | 191.35 | 192.15 |
| 2) Maximum Balance Payable/(Receivable) during the year | 191.35 | 192.15 |
| viii) Promoter Company: RCA Limited | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) ICD Received (Net) | 1852.12 | — |
| 2) Interest Expense (Net of TDS) | 26.01 | 30.38 |
| 3) Refund of ICD (Net) | — | 258.91 |
| Balances | | |
| 1) Payable/(Receivable) | 2,171.01 | 292.88 |
| 2) Maximum Balance Payable/(Receivable) during the year | 2,171.01 | 521.41 |
| ix) Enterprise over which Promoter exercise Significant influence: International Belting Limited | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Interest Expense (Net of TDS) | — | 66.15 |
| 2) Refund of ICD (Net) | 556.18 | — |
| 3) Interest income on ICD accrue & Due (Net of TDS) | 11.75 | — |
| 4) Interest on ICD Received (Net of TDS) | 11.75 | — |
| Balances | | |
| 1) Payable/(Receivable) | — | 556.18 |
| 2) Maximum Balance Payable/(Receivable) during the year | 556.18 | 556.18 |
| x) Promoter Company: Zenox Trading & Manufacturing Private Limited | | |
| Nature of transactions | | |
| Transactions during the year | | |
| 1) Rent for Asset taken on Lease | 19.84 | 19.79 |
| 2) Payment made against outstanding | 29.78 | 17.30 |
| 3) Expenses made under reimbursement | — | 0.05 |
| Balances | | |
| 1) Payable/(Receivable) | — | 9.94 |
| 2) Maximum Balance Payable/(Receivable) during the year | 21.24 | 22.28 |

March 31, 2016
₹ In Lacs

March 31, 2015
₹ In Lacs

| | | | |
|------|---|-------|-------|
| xi) | Enterprise over which Promoter exercise Significant influence: Amaranth Education Pvt. Ltd | | |
| | Nature of transactions | | |
| | Transactions during the year | | |
| | 1) Expenses made under reimbursement | 0.08 | 0.07 |
| | 2) Payment received against reimbursement of Expense | 0.16 | — |
| | Balances | | |
| | 1) Payable/(Receivable) | — | 0.08 |
| | 2) Maximum Balance Payable/(Receivable) during the year | 0.16 | 0.08 |
| xii) | Associate: Dabri Properties & Trading Co. Limited | | |
| | Nature of transactions | | |
| | Transactions during the year | | |
| | 1) ICD Received (Net) | 3.50 | — |
| | 2) Interest Expenses on ICD (Net of TDS) | 1.16 | 0.84 |
| | Balances | | |
| | 1) Payable/(Receivable) | 21.74 | 17.08 |
| | 2) Maximum Balance Payable/(Receivable) during the year | 21.74 | 17.08 |

33. Earning per share**Particulars**

| | | |
|--|----------|----------|
| Profit / (Loss) after tax and exceptional items (₹ in Lacs) | (368.55) | (225.43) |
| Weighted average number of equity shares used for calculating basic earnings per share | 69175155 | 4611677 |
| Weighted average number of equity shares used for calculating diluted earnings per share | 69175155 | 4611677 |
| Face value of Equity Shares (in ₹) | 2.00 | 10.00 |
| Earning per share- Basic & Diluted (in ₹) | (0.53) | (4.89) |

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

These business segments represent primary basis of information set out in the financial statements. In accordance with the Accounting Standard 17, 'Segment Reporting', the Segment Information for the year ended **March 31, 2016** is given as follows:

| (₹ In Lacs) | | | | | | |
|---|-----------------------|------------------------|---------------------|--------------------|-------------|------------------------|
| Particulars | Electrical Equipments | Real Estate | Investment Activity | Others | Elimination | Total in ₹ |
| SEGMENT REVENUE | | | | | | |
| External Sales | 440.75 (597.99) | 3,936.80 (2,959.99) | — (—) | 106.19 (108.99) | — (—) | 4,483.73 (3,666.97) |
| Inter - segment Sales | — (—) | — (—) | — (—) | — (—) | — (—) | — (—) |
| Revenue | — (—) | — (—) | — (—) | — (—) | — (—) | 4,483.73 (3,666.97) |
| RESULT | | | | | | |
| Segment result | 2.40 (-53.74) | 1,697.07 (1,815.49) | — (—) | 84.16 (87.44) | — (—) | 1,783.63 (1,849.19) |
| Unallocated corporate income (Net of unallocable expenses) | | | | | | (282.79) (-286.12) |
| Operating Profit/(Loss) before Finance Cost & Exceptional item | | | | | | 1,500.83 (1,563.07) |
| Exceptional item | | | | | | (—) (-3.38) |

| | | | | | | (₹ In Lacs) |
|---|---------------------------|---------------------------------|---------------------------------|---------------------------|-------------|---------------------------------|
| | Electrical Equipments | Real Estate | Investment Activity | Others | Elimination | Total in ₹ |
| Operating Profit/(Loss) after Exceptional item | | | | | | 1,500.83 (1,559.40) |
| Finance Cost | | | | | | 1,880.44 (1,794.55) |
| Profit/(Loss) before Tax & Prior period expense | | | | | | (379.61) (-235.15) |
| Prior Period Expenses | | | | | | - |
| Profit/(Loss) before Tax & after Prior Period expense | | | | | | (379.61) (-235.15) |
| Income taxes / Deferred tax Reversal | | | | | | 7.18 (5.37) |
| Net Profit/ (Loss) after tax | | | | | | (372.43) (-229.78) |
| Other information | | | | | | |
| Segment Assets | 389.63 (486.83) | 10,071.63 (10,477.94) | 27,051.20 (27,051.20) | 205.91 (184.02) | — (—) | 37,718.37 (38,199.99) |
| Unallocated corporate Assets | | | | | | 5,212.04 (2,422.20) |
| Total Assets | | | | | | 42,930.41 (40,622.19) |
| Segment liabilities | 238.90 (305.20) | 11,277.36 (11,508.89) | 5,000.00 (5,000.00) | 0.44 (6.24) | — (—) | 16,516.30 (16,820.33) |
| Unallocated corporate liabilities | | | | | | 8,817.00 (5,833.55) |
| Total liabilities | | | | | | 25,333.30 (22,653.88) |
| Capital Expenditure | 0.78 (1.81) | 2,199.51 (1,287.20) | — (—) | — (—) | — (—) | 2,200.29 (1,289.01) |
| Unallocated capital Expenditure | | | | | | 13.38 (8.68) |
| Total capital expenditure | | | | | | 2,213.67 (1,297.69) |
| Depreciation | 6.53 (6.00) | 18.45 (18.90) | — (—) | 7.94 (7.94) | — (—) | 32.92 (32.84) |
| Unallocated Depreciation | | | | | | 11.12 (18.48) |
| Total Depreciation | | | | | | 44.04 (51.32) |
| Non-cash expenses other than depreciation | 10.36 (21.46) | 327.10 (4.55) | — (—) | — (—) | — (—) | 337.46 (26.01) |
| Unallocated Non-cash expenses other than depreciation | — (—) | — (—) | — (—) | — (—) | — (—) | 5.01 (26.77) |

| b) Secondary Segment – Geographical Segments | | ₹ In Lacs | |
|--|-------------|-----------|-------------|
| Particulars | Domestic | Export | Total |
| Segment revenue by geographical area | | | |
| Based on geographical location of customers | 4,359.93 | 123.80 | 4,483.73 |
| (Including net sales, services etc.) | (3,413.62) | (253.35) | (3,666.97) |
| Segment Assets by geographical area | | | |
| | 42,917.36 | 13.05 | 42,930.41 |
| | (40,544.37) | (77.82) | (40,622.19) |
| Capital Expenditure | | | |
| | 2,213.67 | — | 2,213.67 |
| | (1,297.69) | (—) | (1,297.69) |

Note:

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

35. CORPORATE SOCIAL RESPONSIBILITY

As mandated by section 135 of the Companies Act, 2013, the company has constituted as CSR Committee. Since the average net profit of the company is in negative, there is no expenditure on CSR activities during the year.

36. Operating leases

- i) The Company's significant leasing arrangements are in respect of operating leases for premises (sheds Land and offices etc.). These leasing arrangements, which are non-cancelable range between 11 months and 39 years generally and are usually renewable by mutual consent on mutually agreeable terms. Aggregate lease rentals receivable are recognised as Rent in Schedule XV.

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

| Buildings (Including Furniture & Fixtures) | F.Y. 2015-16 (₹ In Lacs) | F.Y. 2014-15 (₹ In Lacs) |
|---|---|---|
| Gross Block | 294.81 | 294.81 |
| Accumulated Depreciation | 127.78 | 103.98 |
| Depreciation recognized during the year | 18.45 | 23.80 |
| Lease Rental Receipt for the year | 1,132.40 | 887.68 |
| Future minimum lease rentals Receipts not later than one year | 1,253.64 | 1,107.25 |
| Later than one year but not later than five years | 4,560.13 | 3,872.27 |

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

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

| Particulars | F.Y. 2015-16 (₹ In Lacs) | F.Y. 2014-15 (₹ In Lacs) |
|--|---|---|
| Lease rental payments for the year | 23.05 | 20.59 |
| Future minimum lease rentals payments payable - | | |
| - Not later than one year | 20.98 | 20.41 |
| - Later than one year but not later than five Years | NIL | NIL |

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

- v) There are no dues payable to the Investor **Education and Protection Fund** as at **March 31, 2016**.

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

As per our Report of even date attached

For and on behalf of the Board of Directors

For Tadarwal & Tadarwal

Chartered Accountants

Firm Registration No 111009W

Sunil Todarwal

Partner

M.No. 032512

Sambhaw Kumar Jain

Chief Financial Officer

(PAN: AJGPP2859K)

Rashmi Patkar

Company Secretary

(M.No.A26876)

Narayan T Atal

Director

(DIN: 00237626)

Ram Swarup Dabriwala

Chairman & Managing Director

(DIN: 00108875)

Place : Mumbai

Date : 24th May, 2016

Form No. MGT-11 – Proxy form

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

CIN : L51505MH1962PLC012425

Name of the company : ELPRO INTERNATIONAL LIMITED

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

Name of the member (s) :

Registered address :

E-mail Id :

Folio No/ Client Id :

DP ID :

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

1. Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him

1. Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him

1. Name : _____

Address : _____

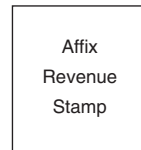
E-mail Id : _____

Signature : _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53rd Annual General Meeting of the company, to be held on the Monday, September 26, 2016 At 9:30 a.m. at The National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai – 400 018 and at any adjournment thereof in respect of such resolutions as indicated below:

Resolution No.:

| Item No. | Resolutions | For | Against |
|----------|---|-----|---------|
| 1. | Adoption of Financial Statements for the year ended March 31, 2016 | | |
| 2. | Re-appointment of Mr. Ram Swarup Dabriwala, who retires by rotation | | |
| 3. | Ratification of appointment of M/s. Todarwal&Todarwal as Auditors & fixing their remuneration for the F.Y. 2016-17 | | |
| 4. | Regularisation of appointment of Mr. Dipnakar Ghosh as a Director of the Company | | |
| 5. | To appoint Mr. Dipnakar Ghosh as Managing Director of the Company | | |
| 6. | To approve the transactions with related parties for availing Inter Corporate Deposit | | |
| 7. | To approve the transactions with related party for availing of part of the premises on lease | | |
| 8. | To approve the transactions with related party for making advances under the subsisting Joint Development Agreement | | |



Signature of shareholder

Date :

Place:

Signature of Proxy holder(s)

*It is optional to indicate your preference. If you leave the 'for or against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Those members who have multiple folios with different joint holders may use copies of this Attendance slip / proxy form.

ELPRO INTERNATIONAL LIMITED

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

ATTENDANCE SLIP

For 53rd Annual General Meeting to be held on Monday, September 26, 2016

| | | | | | |
|------------------|--|--------------|--|----------------------|--|
| DP ID | | Folio | | No. of Shares | |
| Client ID | | | | | |

Name of the Member : _____

Name of the Proxy : _____

I certify that I am a registered shareholder / proxy / representative for the registered shareholder of the Company. I hereby record my presence at the 53rd Annual General Meeting of the Company held on Monday, September 26, 2016 at 9:30 a.m. at National Sports Club of India, Lal Lajpat Rai Marg, Worli, Mumbai 400018.

Signature of Proxy

Signature of Member

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

Route Map – AGM Venue The National Sports Club of India



E-COMMUNICATION REGISTRATION FORM

Dear Members,

This Ministry of Corporate Affairs and the Securities and Exchange Board of India have commenced Green Initiative by allowing paperless compliances by Companies. The Companies can send Annual Report and General Notices in electronic mode to members who have registered their email addresses for the purpose.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow members to contribute towards a Greener Environment. This is a golden opportunity for every member of Elpro International Limited to contribute to the Corporate Social Responsibility initiative of the Company.

We therefore invite all our members to contribute to contribute to the cause by filling up the form given below the receive communication from the Company in electronic mode. You can also download the attached registration form from our website www.elpro.co.in.

Let's be part of this "Green Initiative"!

Please note that as a Member of the Company you will be entitles to receive all such communication in physical form, upon request.

Best Regards,

Rashmi Patkar
Company Secretary & Compliance Officer

| | |
|--|------------------|
| Folio No./ DP ID and Client Id : | _____ |
| Name of the member (s) : | _____ |
| Registered address : | _____ _____ |
| E-mail Id (to be registered) : | _____ |
| DP ID : | _____ |
| I/We shareholders(s) of Elpro International Limited agree to receive communication from the Company in electronic mode. Please register my above e-mail address in your records for sending communication through e-mail. | |
| Date: | Signature: |

Note: Member(s) are requested to keep the Company informed as and when there is any change in the registered e-mail address.

NOTES