Elpro International Ltd

17th Floor, Nirmal, Nariman Point
Mumbai 400 021, India

T +91 22 2202 3075, +91 22 4029 9000
F +91 22 2202 7995

CIN : L51505MH1962PLC012425

October 1st, 2018

To,
BSE Limited
Corporate Service Department
Jeejeebhoy Towers, Dalal Street,
Mumbai -400023

Sub: Filing of Annual Reports pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015

Dear Sir,

With reference to above referred subject and pursuant to the Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please find enclosed herewith Annual Report of the Company for the year ended March 31, 2018.

We request you to kindly take the above in your record.

Thanking You

Yours faithfully
For Elpro International Limited

Binal

Binal Khosla
Company Secretary

ELPRO INTERNATIONAL LIMITED
MUMBAI 400 021

ELPRO INTERNATIONAL LIMITED

55th ANNUAL REPORT 2017-18

BOARD OF DIRECTORS

Mr. Deepak Kumar
(Chairman & Managing Director)

Mr. Surbhit Dabriwala

Mr. Narayan T. Atal

Mr. Ashok Kumar Jain

Mr. Sunil Khandelwal

Ms. Shweta Kaushik

Chief Financial Officer

Mr. Sambhaw Kumar Jain

Company Secretary

Ms. Binal Khosla

Auditor

M/s. Todarwal & Todarwal LLP
Chartered Accountants

Bankers

Bank of India

Kotak Mahindra Bank Limited

IndusInd Bank Limited

Registered Office

“Nirmal”, 17th Floor, Nariman Point,
Mumbai – 400021
Tel. No.: 91 22 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. Deepak Kumar

Nomination and Remuneration Committee

Mr. Narayan T. Atal

Mr. Ashok Kumar Jain

Mr. Surbhit Dabriwala

Stakeholders Relationship Committee

Mr. Narayan T. Atal – Chairman

Mr. Deepak Kumar

CSR Committee

Mr. Narayan T. Atal

Mr. Deepak Kumar

Mr. Surbhit Dabriwala

INDEX

ELPRO INTERNATIONAL LIMITED

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

NOTICE

Notice is hereby given that the 55th ANNUAL GENERAL MEETING of the members of ELPRO INTERNATIONAL LIMITED will be held on Saturday, September 29, 2018 at 10:30 a.m. at Y. B. Chavan Centre, 4th Floor, Cultural Hall, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400021 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements for the year ended March 31, 2018, Reports of Directors and Auditors of the Company thereon.
2. To appoint a Director in place of Mr. Sunil Khandelwal (holding DIN: 02549090), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Todarwal & Todarwal LLP, 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 LLP, Chartered Accountants (FIRM Registration No. 111009W/W100231) 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, 2019 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 Ms. Shweta Kaushik as an Independent Director of the Company not liable to retire by rotation:**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 150 & 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, Ms. Shweta Kaushik (holding DIN 08206597), who was appointed as an Additional and Independent Director of the Company by the Board of Directors on recommendation of Nomination and Remuneration Committee, with effect from August 25, 2018, 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, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from her proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years upto August 24, 2023."

5. **To re-appoint Mr. Ashok Jain (DIN: 00392870), as an Independent Director**

   To consider and if thought fit, to pass the following resolution as a Special Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ashok Jain (DIN: 00392870), who was appointed as an Independent Director and who holds office as an Independent Director up to March 31, 2019 and, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to March 31, 2024."

6. To re-appoint Mr. Narayan T. Atal (DIN: 00237626), as an Independent Director. To consider and if thought fit, to pass the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Narayan T. Atal (DIN: 00237626), who was appointed as an Independent Director and who holds office as an Independent Director up to March 31, 2019 and, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to March 31, 2024."

7. **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 53rd 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, 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	10000
2	International Conveyors Limited		5000
3	RCA Limited		5000
4	International Belting Limited		1000

   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 transaction with related parties for granting of Inter Corporate Deposit**

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

   "RESOLVED THAT pursuant to Section 185 and other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company be and is hereby authorised:

-To advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested (i.e. including any private Company of which any such Director is a Director or member; any body corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such Director or by two or more such directors, together; any body corporate, the BoD, Managing Director or Manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any Director or Directors, of the lending Company), provided that such loans are utilised by the borrowing Company for its principal business activities and in particular to the following Companies in which one or more Director(s) may be deemed to be interested:

(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) given	10000
2	International Conveyors Limited		5000
3	RCA Limited		5000
4	International Belting Limited		1000
5	Zenox Trading and Manufacturing Private Limited		5000

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, sanction and disburse the said loans, guarantees and security and also to delegate all or any of the above powers to Committee of Directors or any Director(s) of the Company and generally to do all acts, deeds and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

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

Place : Mumbai
Date : August 14, 2018

Binal Khosla
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 3 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. **With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository from December 5, 2018. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization. Shareholders can contact the Company's Registrar and Transfer Agents, M/s. Sharex Dynamic (India) Private Limited for assistance in this regard.**
10. 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.
11. The Register of Members and the Share Transfer Books of the Company will be closed from Friday, September 21, 2018 to Saturday, September 29, 2018 (both days inclusive) for the purpose of Annual General Meeting of the Company.
12. **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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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 Wednesday, September 26, 2018 at 9:00 a.m. and ends on Friday, September 28, 2018 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 Saturday, September 22, 2018, 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 tab to cast your votes.

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) • 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. • 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 linked in the login 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.

13. 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.
14. 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.
15. A copy of this notice is placed on the website of the Company and the website of CDSL.
16. 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.
17. 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.
18. 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**

Place : Mumbai
Date : August 14, 2018

Binal Khosla
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 No. 3 to 8 of the accompanying Notice dated 14th August , 2018

Item No. 3

This explanatory statement is provided through strictly not required as per section 102 of the Act.

Todarwal and Todarwal, Chartered Accountants (Firm Registration No 111009W) were appointed as Statutory Auditors of the Company for five years w.e.f financial year 2014-15, at the Annual General Meeting held on 29th September, 2014 . The Company has received a letter from the Statutory Auditors that their firm "M/s. Todarwal and Todarwal" has been converted into Limited Liability Partnership (LLP) under the provisions of the Limited Liability Partnership Act, 2008 and is now known as "M/s. Todarwal & Todarwal LLP" (Firm Registration No. 111009W/ W100231) Pursuant toGeneral Circular No.9/2013 dated April 30, 2013 issued by the Ministry of Corporate Affairs, Government of India, if a firm of Chartered Accountants, being an auditors of the Company under the Companies Act, 1956, gets converted into an LLP after complying with the relevant provisions of the LLP Act, 2008, then, such an LLP, in accordance with the provisions of section 58(4) (b) of the LLP Act, 2008 would be deemed to be the auditor of the said company. Accordingly the audit of the Company for F.Y. 2017-18 was conducted by M/s.Todarwal & Todarwal LLP.

Further, as per the provisions of Section 139(1) of the Act, appointment of Statutory Auditor for the above tenure is subject to ratification by members at every Annual General Meeting.

Accordingly, ratification of the members is being sought for the proposal contained in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Resolution No. 3 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed, **Ms. Shweta Kaushik** as an Additional Director and also an Independent Director, of the Company not liable to retire by rotation, for a term of 5 years i.e. from August 25, 2018 to August 24, 2023, subject to approval of the Members. 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 she holds office upto the date of the ensuing Annual General Meeting. A notice in writing under Section 160 of the Act, has been received from her signifying her candidature for the office of Independent Director of the Company. Ms. Shweta Kaushik is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term upto 5 (five) consecutive years on the Board and she shall not be included in the total number of Directors for retirement by rotation. As per Section 150(2) of the Act,, the appointment of Independent Director shall be approved by the members at the general meeting.

The Company has received a declaration from Ms. Shweta Kaushik that she meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

In the opinion of the Board, Ms. Shweta Kaushik fulfills the conditions for her appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of management.

Keeping in view her expertise and knowledge, the Board considers that her continued association would be of immense benefit to the Company and hence, it is desirable to appoint her as the Independent Director of the Company for the term of 5(five) years, not liable to retire by rotation.

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

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

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

Brief profile of Ms. Shweta Kaushik:

SK.ID is an Interior Design Consultancy based in Mumbai and was founded by Ms. Shweta Kaushik in 2010. Shweta graduated with a Masters in Design degree from the prestigious Domus Academy in Milan as well as a Master's Degree in Arts from the University of Wales.

She has an array of projects under her belt in the Education, Restaurant and Commercial & Residential Sectors and also works with brands on product styling and visual merchandising.

Shweta takes pride in her ability to transform spaces by bringing her ideas and inspirations to life. Her mission is to create relevant interiors with a fresh perspective that uniquely reflect the client's personality and desires.

Her work has been featured in prestigious periodicals. She has been felicitated as one of the iGen Top 50 young innovative designers by Architect and Interiors India and recipient of Best Hospitality Design at the Aces of Spaces Awards 2012. She has also been featured in Yahoo! Lifestyle's Fab & Fearless women in India.

Further details of Ms. Shweta Kaushik are provided in the "Annexure" to this Notice

Item Nos. 5 & 6

Mr. Ashok Jain (DIN: 00392870) and **Mr. Narayan T Atal** (DIN: 00237626), were appointed as an Independent Directors of the Company under the provisions of the Companies Act, 2013, vide resolution passed by the members at the Annual General Meeting held on September 29, 2014 and they hold office as an Independent Director of the Company up to March 31, 2019 ("first term").

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Ashok Jain and Mr. Narayan T. Atal as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company from April 1, 2019 to March 31, 2024.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that given his background and experience and contributions made by him during his tenure, the continued association of Mr. Ashok Jain and Mr. Narayan T. Atal would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Ashok Jain and Mr. Narayan T. Atal as Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Ashok Jain and Mr. Narayan T. Atal are not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given their consent to act as a Director.

The Company has received notices in writing under Section 160 of the Act proposing the candidature of Mr. Ashok Jain & Mr. Narayan T. Atal for the office of Independent Directors of the Company.

The Company has also received declaration from Mr. Ashok Jain and Mr. Narayan T. Atal that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mr. Ashok Jain and Mr. Narayan T. Atal fulfil the conditions for appointment as Independent Directors as specified in the Act and the SEBI Listing Regulations. Mr. Ashok Jain and Mr. Narayan T. Atal are independent of the management.

Details of Mr. Ashok Jain and Mr. Narayan T. Atal, are provided in the “Annexure” to this Notice.

Copy of draft letter of appointment of Mr. Ashok Jain and Mr. Narayan T. Atal setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Ashok Jain and Mr. Natayan T. Atal are interested in the resolution set out at Item No. 5 & 6 of the Notice respectively with regard to their re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations.

The Board commends the Special Resolution set out at Item No. 5 & 6 of the Notice for approval by the members.

Item No. 7

Pursuant to the Regulation 23 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 all material related party transactions, i.e. a transaction(s) to be entered into individually or taken 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.

Considering the above requirement, your Company had taken the approval of some material related party transactions by passing Ordinary Resolution, in its 53rd Annual General Meeting held on September 26, 2016,.

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:

(Rs. In Lacs)

Sr. No.	Name of Related Party & Nature of relationship with the Company	Nature of Transaction	Maximum Value of Transactions per annum	Name of the Director or relative or KMP who is related
1	I.G.E. (India) Pvt. Limited – Promoter Company	Inter Corporate Deposit (ICD) taken	10000	Mr. Surbhit Dabriwala Mr. Sambhaw Kumar Jain
2	International Conveyors Limited – Promoter Company		5000	Mr. Surbhit Dabriwala
3	RCA Limited – Promoter Company		5000	Mr. Surbhit Dabriwala Mr. Sambhaw Kumar Jain
4	International Belting Limited -Enterprise over which Promoter exercise significant influence		1000	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 resolution 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related parties shall abstain from voting on such Resolution whether the entity is a related party to the particular transaction or not.

Item No.8

The Company proposes to advance Inter-Corporate Deposits/loans to the related parties as mention below for the purpose of meeting their day to day working capital requirements as and when necessary and deemed fit by the Board of the Company subject to availability of the surplus fund with the Company:

(Rs. In Lacs)

Sr. No.	Name of Related Party & Nature of relationship with the Company	Nature of Transaction	Maximum Value of Transactions per annum	Name of the Director or relative or KMP who is related
1	I.G.E. (India) Pvt. Limited – Promoter Company	Inter Corporate Deposit (ICD) given	10000	Mr. Surbhit Dabriwala Mr. Sambhaw Kumar Jain
2	International Conveyors Limited – Promoter Company		5000	Mr. Surbhit Dabriwala
3	RCA Limited – Promoter Company		5000	Mr. Surbhit Dabriwala Mr. Sambhaw Kumar Jain
4	International Belting Limited -Enterprise over which Promoter exercise significant influence		1000	Mr. Surbhit Dabriwala
5	Zenox Trading and Manufacturing Pvt. Ltd.		5000	Mr. Surbhit Dabriwala Mr. Sambhaw Kumar Jain

The provisions of Section 185 of the Companies Act, 2013, as amended by Companies Amendment Act, 2017, mandates that such Inter-Corporate Deposits/Loans can be granted if a Special Resolution at the General Meeting of the of the shareholders is passed.

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 resolution set out at Item No. 8 of the Notice.

Your Board recommends passing of the resolutions under Item no. 8 of the Notice as a Special 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 whether the entity is a related party to the particular transaction or not.

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

Place : Mumbai
Date : August 14, 2018

Binal Khosla
Company Secretary

ANNEXURE I

Disclosure relating to Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of Securities and Exchange of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard 2 on General Meetings:

Name of the Director	Mr. Sunil Khandelwal	Ms. Shweta Kaushik	Mr. Ashok Jain	Mr. Narayan T. Atal
DIN	02549090	08206597	00392870	00237626
Qualification	B.Sc. & LL.B.(hons)	Master's Degree in Arts Masters In Design degree	CA	CA
Expertise in specific functional areas	Senior managerial experience in textiles and electrical products manufacturing company.	Interior Designer Consultant has array of projects in Restaurant, Commercial and Education	A Chartered Accountant has experience in different field like manufacturing, insurance, etc.	33 years of experience in field of Charatered Accountant Practicing
Date of appointment on the Board of the Company	February 06, 2017	August 25, 2018	May 15, 2010	January 16, 2008
Details of Shares held in the Company as on March 31, 2018	NIL	NIL	NIL	NIL
List of Companies in which outside Directorships held as on March 31, 2018	Elpro Estates Limited, Amaranth Education Pvt. Ltd.	NIL	First Policy Insurance Brokers Private Limited	Ajcon Global Services Ltd, Gama Leafin Private Limited, Ajcon Finance Limited, Madhu Corporate Park Limited, Jagjeevan Properties Private Limited, Dinbandhu Estates Private Limited, Elpro Estates Limited
Chairman / Member of the Committees of other Companies on which he / she is a Director as on March 31, 2018	NIL	NIL	NIL	Ajcon Global Services Ltd
Category	Non- Executive Non-Independent Director	Non- Executive Independent Director	Non- Executive Independent Director	Non- Executive Independent Director
Relationship with other Directors	NIL	NIL	NIL	NIL

DIRECTORS' REPORT

Dear Shareholders,

The Directors present the 55th Annual Report along with the Audited Financial Statement for the year ended March 31, 2018.

1. **FINANCIAL RESULTS:** (Rs. in Lakhs)

Particulars	Standalone	
	2017-18	**2016-17**
Gross sales & services	6125.77	5344.37
Other Income	41.40	60.26
Profit / (Loss) Before Tax and Exceptional Items	416.76	(555.42)
Provision for Taxation		
Current Tax	67.55	—
Deferred Tax	(67.55)	—
Exceptional Items		—
Remeasurement gains/(losses) on defined benefit plan	(7.98)	6.15
Profit/(Loss) After Tax	408.79	(549.27)
Profit brought forward from previous year	(898.39)	(342.97)
Balance carried to Balance Sheet	(481.63)	(898.39)

2. **OVERVIEW AND THE STATE OF COMPANY'S AFFAIR:**

The Company's revenue during the year stood at Rs. 6,167.16 lacs as compared to previous year of Rs. 5,404.63 lacs, there is increase in the revenue by Rs. 762.53 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"** and **"PNB Metlife India Insurance Company Limited"** as an Associate Company as at the end of financial year ended March 31, 2018. 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, 2018 in **Form AOC-1** is annexed herewith as **'Annexure I'**.

On January 25, 2018, Elpro Estates Limited became the Wholly Owned Subsidiary of the Company as it acquired 13.80% i.e. 2,40,200 equity shares of INR 10/- each in Elpro Estates Limited. The Wholly owned subsidiary company is engaged in real estate development.

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

5. **CHANGE IN NATURE OF BUSINESS**

During the financial year 2017-18, 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 Rs. 2/- each were sub-divided into 2 equity shares of Re. 1/- each after obtaining approval from Shareholders of the Company at the Annual General Meeting held on September 8, 2017.

Increase in Authorised Share Capital

The Authorised Share Capital of the Company was increased from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 8,00,00,000 (Eight Crores Only) Equity Shares of Rs. 2/- (Rupees Two Only) each and 40,00,000 (Forty Lacs Only) Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 26,00,00,000/- (Rupees Twenty Six Crores Only) divided into 22,00,00,000 (Twenty Two Crores Only) Equity Shares of Re. 1/- (Rupees One Only) each and 40,00,000 (Forty Lacs Only) Preference Shares of Rs. 10/- (Rupees Ten Only) each by creation and addition of 6,00,00,000 (Six Crores) Equity Shares of INR 1/- each after obtaining approval from the Shareholders of the Company at the 54th Annual General Meeting held on September 8, 2017.

Rights Issue

The Company filed its letter of offer dated March 17, 2018 offered 3,11,28,820 fully paid-up equity shares of face value of Re. 1/- each for cash at a price of Rs. 32.10 per equity share, including a share Premium of Rs. 31.10 per equity share aggregating to Rs. 9,992.35 lakhs to the existing equity shareholders on a rights basis in the ratio of 9 fully paid-up equity shares for every 40 fully paid-up equity shares held by the existing equity share holders of the Company. The Rights Issue was opened from March 28, 2018 to April 11, 2018.

The allotment of 3,11,28,820 fully paid-up equity sheres of face value of Re. 1/- each as per above Rights Issue was made on April 21, 2018. The funds raised from Rights Issue have been utilised as per objects in letter of offer dated March 17, 2018.

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 F.Y. 2017-18.

8. **DIVIDEND:**

No dividend has been recommended by the Board of Directors of the Company for F.Y. 2017-18. However, the register of members and share transfer books will remain closed from Friday September 21, 2018 to Saturday September 29, 2018.

9. **AMOUNT PROPOSED TO BE TRANSFERRED TO RESERVES**

Your Directors do not propose to transfer any amount to reserves as on March 31, 2018.

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. **SALE OF EQUITY SHARES IN PNB METLIFE INDIA INSURANCE COMPANY LIMITED**

The Company holds 12.75% in PNB Metlife India Insurance Company Limited. Out of which Company has agreed to sell approximately 1.33% shareholding for a total considiration of Rs. 134.22 crore, subject to satisfaction of certiain conditions including approval of Insurance Regulatory & Development Authority of India & CCI.

12. **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Directors:

- At the Annual General Meeting of the Company held on September 8, 2017, the shareholders of the Company approved the appointment of Mr. Deepak Kumar as the Managing Director for a period of three years with effect from November 12, 2016 and also regularized the appointment of Mr. Sunil Khandelwal who was appointed as an Additional Director with effect from 6th February, 2017.

- Ms. Kalpana Independent Director of the Company has resigned from the Directorship on May 9, 2018. The Board places on record its appreciation towards the valuable contribution made by her during her tenure as the Director of the Company.
- Ms. Shweta Kaushik was appointed as an Additional and Independent Director of the Company by the Board, not liable to retire by rotation, for a term of 5 years i.e. from August 25, 2018 to August 24, 2023, subject to approval of the Members. As per the provisions of the Companies Act 2013, Ms. Shweta Kaushik holds office till the ensuing Annual General Meeting and being eligible, offers herself for appointment as Director. The Board recommends her appointment as Independent Director.
- The terms of office of Mr. Ashok Jain and Mr. Narayan T. Atal, as Independent Directors will expire on March 31, 2019. The Board of Directors on recommendation of Nomination and Remuneration Committee has recommended re-appointment of Mr. Ashok Jain and Mr. Narayan T. Atal as Independent Directors of the Company for second term of 5 (five) consecutive years on the expiry of their current term of office.
- In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Sunil Khandelwal retires by rotation at the forthcoming Annual General Meeting, and being eligible, offers himself for re-appointment.
- Ms. Binal Khosla was appointed as Company Secretary and Compliance Officer of the Company w.e.f May 29, 2017.

The brief resume and other relevant details of Director seeking appointment/ re-appointment is given in the annexure to the Notice of the Annual General Meeting. Notice pursuant to Section 160 of the Act have been received from the respective appointee Directors, proposing their appointment/re-appointment and have been included as an item for each Director 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.

13. 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 profit 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.

14. 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.

*Ms. Kalpana Unadkat resigned from the Board on May 09, 2018.

15. 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.

At 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 participation 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.

16. BOARD COMMITTEES

In accordance with the Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, currently there are following committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. CSR Committee
5. Investment Committee
6. Right Issue Committee

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

17. 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.

18. 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.

19. 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.

20. 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.

21. 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.

22. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

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

23. 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 LLP**, 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**, **LLP**, Statutory Auditors, in their report for the financial year 2017-18.

SECRETARIAL AUDITOR

Pursuant to Section 204 of the Companies Act, 2013 and Rules thereunder, the Secretarial Audit for the financial year 2017-18 was conducted by **M/s. Jayshree A. Lalpuria & Co.**, Practising Company Secretary and the Secretarial Audit Report for the financial year ended March 31, 2018 is annexed herewith marked as **"Annexure IV"** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

The Board has also appointed **M/s. Jayshree A. Lalpuria & Co.**, as Secretarial Auditor to conduct Secretarial Audit of the Company for Financial Year 2018-19.

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.

24. 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 No. 7 & 17 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.

25. 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

26. 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.

27. 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.

28. 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.

29. 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.

30. 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: NIL

(b) Technology Absorption:

Not Applicable.

(c) Expenditure incurred on Research and Development: NIL

31. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Earning and outgo in foreign exchange during the year under review were Rs. 60.82 lakhs and Rs. 3253.34 lakhs as against Rs. 52.19 lakhs and Rs. 91.79 lakhs respectively in the previous year. The outgo includes acqusition of 2,40,200 equity share of Elpro Estated Limited to make it wholly owned subsidiary of the Company.

32. 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.

33. 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 2017-18 there were no cases reported under Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

34. 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'**.

35. 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.

36. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

37. INDUSTRIAL RELATIONS:

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

38. 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

Deepak Kumar
Chairman & Managing Director
(DIN: 07512769)

Place : Mumbai
Date : August 14, 2018

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 Lakhs
1	Name of the subsidiary	Elpro Estates Limited
2	The date since when subsidiary was acquired	25.07.2007
2	Reporting period for the subsidiary concerned, if different from the holding company’s reporting period	March 31, 2018
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	2633.02
6	Total assets	9820.73
7	Total Liabilities	7013.71
8	Investments	NIL
9	Turnover	NIL
10	Profit/(loss) before taxation	(27.58)
11	Provision for taxation	9.74
12	Profit/(loss) after taxation	(37.33)
13	Proposed Dividend	NIL
14	% of shareholding	100%

- 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	PNB METLIFE INDIA INSURANCE COMPANY LIMITED
1. Latest audited Balance Sheet Date	As on March 31, 2018	As on March 31, 2018
2. The date on which the Associate was associated or acquired	March 2006	December 2012
3. Shares of Associate held by the company on the year end		
– No. of Shares	2,26,977	25,66,33,397
– Amount of Investment in Associates	INR 22.50 Lakhs	INR 26,864.77 Lakhs
– Extend of Holding %	31.77%	12.75%
4. 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	The Company has influence over the entity due to board representations.
5. Reason why the associate is not consolidated	- NA -	- NA -
6. Net worth attributable to Shareholding as per latest audited Balance Sheet	INR 217.40 Lakhs	INR 107,523.68 Lakhs
7. Profit / (Loss) for the year	INR (13.02) Lakhs	INR 14,169.24 Lakhs
i) Considered in Consolidation	Yes	Yes
ii) Not Considered in Consolidation	- NA -	- NA -

1. Names of associates or joint ventures which are yet to commence operations – Nil
2. 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

Deepak Kumar	**Narayan T. Atal**	**Sambhaw Kumar Jain**	**Binal Khosla**
Managing Director	Director	Chief Financial Officer	Company Secretary
(DIN: 07512769)	(DIN: 00237626)	(PAN: AJGPP2859K)	(M. No. 29802)

Place : Mumbai
Date : August 14, 2018

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 F.Y. 2017-18, ratio of the remuneration of each Director to the Median Remuneration of the Employees (MRE) of the Company for the F.Y. 2017-18 are as under:

Name of Director / KMP and Designation	Remuneration of Director/KMP for FY 2017-18 (INR In Lakhs)	% increase in Remuneration in the F.Y. 2017-18	Ratio of Remuneration of each Director to MRE for F.Y. 2017-18
Mr. Deepak Kumar - Chairman & Managing Director	20.97	—	7.42
Mr. Sambhaw Kumar Jain – CFO	55.87	16.10	NA
Mrs. Binal Khosla – *CS	4.54	—	NA

* Appointed as Company Secretary of company w.e.f. May 29, 2017.

(ii) The Median Remuneration of Employees (MRE) of the Company during the F.Y. 2017-18 was INR 2,82,702/- and for previous year it was INR 2,34,444/-

(iii) The percentage increase in the median remuneration of employees in the financial year is 20.58%

(iv) There were 18 permanent employees on the rolls of company as on March 31, 2018.

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2017-18 was 14% 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 INR One Crore Two Lakhs per annum or INR Eight Lakhs Fifty Thousand per month during the financial year 2017-2018 or part thereof.

Details of top 10 employees in terms of remuneration drawn during the financial year 2017-18 are as follows:

Sr. No.	Name of Employee	Designation	Qualification	Date of Joining	Age in years	Annual Remuneration (INR in Lakhs)	Last employment held before joining the company
1.	Mr. Sambhaw Kumar Jain	CFO	ACA	01/09/2006	44	55.87	Elpro Estates Limited
2.	Mr. Deepak Kumar	Chairman & Managing Director	Management Graduate	11/12/2016	41	20.97	Elpro Estates Limited
3.	Mr. Deepak Daga	AGM-Operation	D.M.E.	11/02/2010	51	9.81	Shreem Capacitors Private Limited
4.	Mr. Balram Kondalkar	General Manager	M.B.A. (Production and Machinery) M.B.A. (Marketing) Diploma in Mech. Engg.	06/06/1981	61	5.75	Philips India Limited
5.	Mrs. Binal Khosla	Company Secretary	ACS, B.Com.	29/05/2017	35	4.54	Kridhan Infra Limited
6.	Mr. Gajanand Dahima	Manager - Accounts	B.Com (Hons.)	01/05/2008	31	7.10	KIDCO

Sr. No.	Name of Employee	Designation	Qualification	Date of Joining	Age in years	Annual Remuneration (INR in Lakhs)	Last employment held before joining the company
7.	Mr. Parash Jain	Asst. Manager	M.B.A. Finance and LL.B.	24/08/2010	31	6.42	Fortuna FT Ghana Limited
8.	Mr. Brajesh Agarwal	Sr. Officer – Accounts	Graduate	20/10/2009	41	4.22	NM Enterprises
9.	Mr. Jagdish Thorat	Eng. Utility	Diploma in Electrical Engineering	25/08/2011	38	3.15	Spash Electrical Private Limited
10.	Ms. Priya Akre	Marketing engineer.	Bachelor in Electrical Engineering	01/02/2014	28	2.57	Nil

Note:

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

For and on behalf of the Board of Directors

Place : Mumbai
Date : August 14, 2018

Deepak Kumar
Chairman & Managing Director

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 the 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 Rs. 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.

iii) 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, 2018

[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, 2018 ('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, 2018 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, 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 (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 (Not applicable to the Company during the Audit Period) 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. read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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 generally 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-

1. The members of the Company have at the 54th Annual General Meeting held on September 8, 2017 passed the resolutions for
   - Sub-division of face value of Equity Shares of the Company from INR 2/- each to INR 1/- each.
   - Increase in Authorised Share Capital of the Company from INR 20 cr. to INR 26 cr.
   - Alteration of Capital Clause of Memorandum of Association of the Company to reflect the above increase.
2. The Company vide its letter of offer dated March 17, 2018 offered 3,11,28,820 fully paid-up equity shares of face value of INR 1/- each for cash at a price of INR 32.10 per equity share, including a share premium of INR 31.10 per equity share aggregating to INR 9,992.35 lakhs to the existing equity shareholders on a rights basis in the ratio of 9 fully paid-up equity shares for every 40 fully paid-up equity shares held by the existing equity shareholders of the Company. The Right Issue was opened from March 28, 2018 to April 11, 2018.

The allotment of 3,11,28,820 fully paid-up equity shares of face value of INR 1/- each as per the above Rights Issue was made on April 21, 2018.

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

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

Place: Mumbai
Date: July 20, 2018

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

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

Place: Mumbai
Date: July 20, 2018

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 F.Y. 2017-18 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, 2018.

For and on behalf of the Board of Directors

Place: Mumbai
Date: August 14, 2018

Deepak Kumar
Chairman & Managing Director

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2018
Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L51505MH1962PLC012425
2.	Registration Date	July 27, 1962
3.	Name of the Company	Elpro International Limited
4.	Category/Sub-category of the Company	Company Limited by Shares / Indian Non-Government Company
5.	Address of the Registered office & contact details	Nirmal, 17th Floor, Nariman Point, Mumbai - 400021
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Sharex Dynamic (India) Pvt. Ltd. Unit No. 1, Luthra Ind. Premises, Safed Pool, Andheri-Kurla Road, Andheri (East), Mumbai - 400072

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Construction of residential & Non-residential buildings including additions and alterations	5001 & 5002	90.31%

III. 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, Maharashtra	U72200MH2000PLC124409	Wholly owned Subsidiary	100%
B	Dabri Properties & Trading Co. Limited Add: 16, India Exchange Place, Kolkata – 700 001, West Bengal	U70109WB1982PLC034538	Associate	31.77%
C	PNB Metlife India Insurance Co. Limited Add: Unit No. 701, 702 & 703, 7th Floor, West Wing, Raheja Towers, 26/27 M.G. Road, Bangalore – 560 001, Karnataka	U66010KA2001PLC028883	Associate	12.75%

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01-April-2017				No. of Shares held at the end of the year 31-March-2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
(a) Individual/ HUF	2554860	0	2554860	3.693	5109720	0	5109720	3.693	0
(b) Central Govt.	-	-	-	-	-	-	-	-	-
(c) State Govt(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	42861360	-	42861360	61.961	87697498	-	87697498	63.388	1.427
(e) Banks / FI	-	-	-	-	-	-	-	-	-
(f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)									
2. Foreign									
(a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
(b) Other Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter: (A) = (A)(1) + (A)(2)	45416220	-	45416220	65.654	92807218	-	92807218	67.081	-
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	-	6750	6750	0.010	-	13500	13500	0.010	-
(b) Banks / FI	1500	270	1770	0.003	3000	540	3540	0.003	-
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govt(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIIs	16586130	-	16586130	23.977	29547288	-	29547288	21.357	-2.620
(h) Foreign Venture Capital Funds	-								
(i) Others (specify)	-								
Sub-total (B)(1):-	16587630	7020	16594650	23.99	29550288	14040	29564328	21.37	-2.62

Category of Shareholders	No. of Shares held at the beginning of the year 01-April-2017				No. of Shares held at the end of the year 31-March-2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
(a) Bodies Corp.									
i) Indian	1463020	19500	1482520	2.143	2977746	39000	3016746	2.181	0.038
ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3597984	1532405	5130389	7.417	6499280	2637550	9136830	6.604	-0.813
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	283464	-	283464	0.410	1118385	233220	1351605	0.977	0.567
(c) Others (specify)									
Non Resident Indians	173392	11355	184747	0.267	279543	22710	302253	0.218	-0.049
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	83165	-	83165	0.12	2171330	-	2171330	1.569	1.449
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	5601025	1563260	7164285	10.357	13046284	2932480	15978764	11.549	1.192
Total Public Shareholding (B) = (B)(1) + (B)(2)	22188655	1570280	23758935	34.347	42596572	2946520	45543092	32.919	-1.428
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A + B + C)	**67604875**	1570280	69175155	100.00	135403790	2946520	138350310	100.00	-

ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year 01/04/2017			Shareholding at the end of the year 31/03/2018			% 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	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	
1.	IGE (INDIA) PRIVATE LIMITED	28273200	40.872	-	58521178	42.99	-	1.427
2.	INTERNATIONAL CONVEYORS LIMITED	10094580	14.593	-	20189160	14.593	-	-
3.	R. C. A. LIMITED	4493580	6.496	-	8987160	6.496	-	-
4.	YAMINI DABRIWALA	1290975	1.866	-	2581950	1.866	-	-
5.	SURBHIT DABRIWALA	1200000	1.735	-	2400000	1.735	-	-
6.	RAJENDRA KUMAR DABRIWALA	63885	0.092	-	127770	0.092	-	-
	TOTAL	**45416220**	**65.65**	-	**92807218**	**67.081**	-	1.427

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

SN	Particulars	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (01.04.2017) end of the year (31.03.2018)	% of total shares of the company				No. of Shares	% of total shares of the Company
1.	IGE (India) Private Limited	28273200	40.872	01-04-2017				
				30-09-2017	28273200	Sub-division	56546400	41.334
				31-03-2018	1974778	Buy	58521178	42.299
		58521178	42.299	31-03-2018				
2.	International Conveyors Limited	10094580	14.593	01-04-2017				
				30-09-2017	10094580	Sub-division	20189160	14.758
		20189160	15.593	31-03-2018				
3.	R.C.A. Limited	4493580	6.496	01-04-2017				
				30-09-2017	4493580	Sub-division	8987160	6.496
		8987160	6.496	31-03-2018				
4.	Yamini Dabriwala	1290975	1.866	01-04-2017				
				30-09-2017	1290975	Sub-division	2581950	1.886
		2581950	1.866	31-03-2018				
5.	Surbhit Dabriwala	1200000	1.735	01-04-2017				
				30-09-2017	1200000	Sub-division	2400000	1.735
		2400000	1.735	31-03-2018				
6.	Rajendra Kumar Dabriwala	63885	0.092	01-04-2017				
				30-09-2017	63885	Sub-division	127770	0.092
		127770	0.092	31-03-2018				

The Equity Shares of INR 2/- each were sub-divided into 2 equity shares of INR 1/- each after obtaining approval from shareholders of the Company at the Annual General Meeting held on September 8, 2017.

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

Sr. No.	Name	Shareholding		Date	Increasing/ Decreasing in share-holding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the beginning (01.04.2017) end of the year (31.03.2018)	% of total shares of the company				No. of Shares	% of total Shares of the company
1.	ELARA INDIA OPPORTUNITIES FUND LIMITED	6075000	8.782	01-04-2017				
				30-09-2017	6075000	Sub-division	12150000	8.782
		10770000		31-03-2018	-1380000	Sold	10770000	7.785
		10770000	7.785	31-03-2018				
2.	Cresta Fund Ltd.	5490000	7.936	01-04-2017				
				30-09-2017	5490000	Sub-division	10980000	7.936
				08-12-2017	-28812	Sold	10951188	7.916
				19-01-2018	-23434	Sold	10927754	7.899
				31-03-2018	-1976851	Sold	8950903	6.47
		8950903	6.47	31-03-2018				
3.	National Westminster Bank PLC	2785485	4.027	01-04-2017				
				30-09-2017	2785485	Sub-division	5570970	4.072
				09-02-2018	1464704	Buy	7035674	5.085
		7035674	5.085	31-03-2018				
4.	Gagandeep Credit Capital	1181685	1.708	01-04-2017				
				30-09-2017	1181685	Sub-division	2363370	1.708
		2363370	1.708	31-03-2018				
5.	Jupiter South Asia Investment	1650000	2.385	01-04-2017				
				30-09-2017	1650000	Sub-division	3300000	2.385
				09-02-2018	-1464774	Sold	1835226	1.327
		1835226	1.327	31-03-2018				
6.	Eriska Investment Fund Limited	585645	0.847	01-04-2017				
				30-09-2017	585645	Sub-division	1171290	0.847
				23-03-2018	-20000	Sold	1151290	0.832
				31-03-2018	-545000	Sold	606290	0.438
		606290	0.438	31-03-2018				
7.	Grovsnor Investment Fund Limited	37921	0.055	01-04-2017				
				26-05-2017	25539	Buy	63460	0.092
				02-06-2017	30000	Buy	93460	0.135
				09-06-017	16840	Buy	110300	0.159
				16-06-2017	13747	Buy	124047	0.179
				23-06-2017	9222	Buy	133269	0.193
				14-07-2017	78396	Buy	211665	0.306
				21-07-2017	46795	Buy	258460	0.374
				28-07-2017	6540	Buy	265000	0.383
				30-09-2017	265000	Sub-division	530000	0.387
				24-11-2017	-6055	Sold	523945	0.379
				01-12-2017	-27020	Sold	496925	0.359
				08-12-2017	-96925	Sold	400000	0.289
				29-12-2017	-3639	Sold	396361	0.286
				05-01-2018	-18801	Sold	377560	0.273
				12-01-2018	-17560	Sold	360000	0.26
				19-01-2018	-10805	Sold	349195	0.252
		349195	0.252	31-03-2018				

Sr. No.	Name	Shareholding		Date	Increasing/ Decreasing in share-holding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the beginning (01.04.2017) end of the year (31.03.2018)	% of total shares of the company				No. of Shares	% of total Shares of the company
8.	Skunk Agents Private Limited	7468	0.011	01-04-2017				
				28-07-2017	13597	Buy	21065	0.03
				04-08-2017	19840	Buy	40905	0.059
				11-08-2017	26757	Buy	67662	0.098
				18-08-2017	5293	Buy	72955	0.105
				01-09-2017	2045	Buy	75000	0.108
				30-09-2017	75000	Sub-division	150000	0.11
				26-01-2018	-5000	Sold	145000	0.105
		145000	0.105	31-03-2018				
9.	Nawaz Shapoor Taraporewala	65250	0.094	01-04-2017				
				30-09-017	65250	Buy	130500	0.095
		130500	0.094	31-03-2018				
10.	Rajagopalan Thiyagarajan	114840	0.166	01-04-2017				
				30-09-2017	114840	Sub-division	229680	0.168
				29-12-2017	-54861	Sold	174819	0.126
				05-01-2018	-13213	Sold	161606	0.117
				12-01-2018	-32301	Sold	129305	0.093
		129305	0.093	31-03-2018				

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year 01/04/2017		Cumulative Shareholding during the year 31/03/2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	AT THE BEGINNING OF THE YEAR				
1.	Mr. Surbhit Dabriwala At the beginning of the year	1200000	1.735		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	1200000		2400000	1.735
	At the closing of the year	2400000	1.735		

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

(In INR)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	269858724.83	1121703330.89	-	1391562055.72
ii) Interest due but not paid	0	0	-	0.00
iii) Interest accrued but not due	1506537.00	118697354.00	-	120203891.00
Total (I + ii + iii)	**271365261.83**	**1240400684.89**	-	**1511765946.72**
Change in Indebtedness during the financial year				
Addition	301070000.00	1379790000.00	-	1715206083.00
Reduction	34294733.54	1190408006.00	-	1254869215.54
Net Change	**266775266.46**	**189381994.00**	-	**460336867.46**
Indebtedness at the end of the financial year				
i) Principal Amount	536633991.29	1311085324.89	-	2143306025.18
ii) Interest due but not paid	0	0	-	0.00
iii) Interest accrued but not due	1331775.00	96994407.00	-	98326182.00
Total (I + ii + iii)	**537965766.29**	**1408079731.89**	-	**2241632207.18**

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: **(In INR)**

Sr. No.	Particulars of Remuneration	Mr. Deepak Kumar	Total Amount
1.	Gross salary	20,97,303	20,97,303
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit	-	-
5.	Others, specify	-	-
	Total (A)	20,97,303	20,97,303
	Ceiling as per the Act		Pursuant 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 INR 60 Lakhs

B. Remuneration to Independent Directors and Other Non- Executive Directors **(In INR)**

Sr. No.	Particulars of Remuneration	Independent Directors			Other Nonexecutive		Total Amount (in Lakhs)
1.	Independent Directors	**Mr. Ashok Kumar Jain**	**Ms. Kalpana Unadkat**	**Mr. Narayan T. Atal**	**Mr. Surbhit Dabriwala**	**Mr. Sunil Khandelwal**	
	Fee for attending board /committee meetings	0.61	0.30	0.76	0.20	0.50	**2.37**
	Commission	Nil	Nil	Nil	Nil	Nil	**Nil**
	Others – Consulting Fees	Nil	Nil	Nil	Nil	Nil	**Nil**
	Total (1)	0.61	0.30	0.76	0.20	0.50	**2.37**

Total Managerial Remuneration (A+B) is Rs. 23.34 lacs

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

(In INR)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CS*	**CFO**	**Total** (in Lakhs)
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4.53	55.86	60.39
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit			
	– Others, specify	-	-	-
5.	Others, please specify	-	-	-
Total		**4.53**	**55.86**	**60.39**

* Appointed w.e.f. May 29, 2017

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	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

For and on behalf of the Board of Directors

Place: Mumbai
Date: August 14, 2018

Deepak Kumar
Chairman & Managing Director

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:	1. Mr. Narayan T. Atal – Chairman 2. Mr. Deepak Kumar – Member 3. Mr. Surbhit Dabriwala – Member
3. Average Net Profit of the Company for last three financial years:	INR –369.74 Lakhs
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above):	NIL
5. Details of CSR spent during the financial year: (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

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 implement-ing 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 it's 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.

Deepak Kumar
Managing Director
DIN: 07512769

Narayan T. Atal
Chairman - CSR Committee
DIN: 00237626

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry Structure and Development:

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. 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. The Company is also explorings appourtunities for strategic investment as done in the past in case of liquidity arises.

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 F.Y. 2017-2018.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 new law has brought greater transparency and beneficial for the end customers.

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, 2018. Of the total 6 (six) Directors, 1(one) is Non-executive Promoter Director, 1(one) Executive Director, 1(one) Non-executive Non Independent 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. Deepak Kumar	Chairman & Managing Director	Executive	5	Present
Mr. Surbhit Dabriwala	Director	Promoter & Non-Executive	2	Absent
Mr. Narayan T. Atal	Director	Independent Non-Executive	5	Present
Mr. Ashok Jain	Director	Independent Non-Executive	4	Present
*Ms. Kalpana Unadkat	Director	Independent Non-Executive	3	Present
Mr. Sunil Khandelwal	Director	Non Independent – Non Executive	5	Present

* Ceases to be a Director w.e.f. May 09, 2018

(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. Surbhit Dabriwala	5	None	None
Mr. Narayan T. Atal	8	1	1
Mr. Ashok Jain	1	None	None
*Ms. Kalpana Unadkat	2	None	None
Mr. Deepak Kumar	Nil	None	None
Mr. Sunil Khandelwal	1	None	None

*Ceases to be a Director w.e.f. May 09, 2018

(d) Details of Board Meeting held during April 1, 2017 to March 31, 2018:

Sr. No.	Date
1.	May 29, 2017
2.	July 25, 2017
3.	September 14, 2017
4.	December 14, 2017
5.	February 12, 2018

(e) Number of shares held by Non-Executive Directors as at March 31, 2018:

Mr. Surbhit Dabriwala – 24,00,000 Equity Shares of INR 1/- 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. Ashok Jain	Member	3
Mr. Deepak Kumar	Member	4

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, 2017 to March 31, 2018:

Sr. No.	Date
1.	May 29, 2017
2.	September 14, 2017
3.	December 14, 2017
4.	February 12, 2018

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 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 composition of Nomination and Remuneration Committee is as under-

Name of Director	Designation	No. of Meetings attended
Mr. Narayan T. Atal	Chairman	2
Mr. Ashok Jain	Member	2
Mr. Surbhit Dabriwala	Member	1

(b) Details of Nomination and Remuneration Committee Meeting held during April 1, 2017 to March 31, 2018:

Sr. No.	Date
1	May 29, 2017
2	December 14, 2017

(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, 2018 to the Executive Directors are as follows:

Name	Designation	All elements of remuneration package i.e. Salary, ex-gratia etc.
Mr. Deepak Kumar	Chairman & Managing Director	INR 20.97 Lakhs

Notes:
1. Company does not have a stock option scheme.
2. The appointment of Managing Director can be terminated by three months notice or payment of three months salary in lieu of notice by either party.

(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, 2017 to March 31, 2018 to Non-Executive Directors are as follows:

(Amount in INR)

Name of Director	Sitting Fees
Mr. Surbhit Dabriwala	INR 20,000/-
Mr. Narayan T. Atal	INR 76,000/-
Mr. Ashok Jain	INR 61,000/-
*Ms. Kalpana Unadkat	INR 30,000/-
Mr. Sunil Khandelwal	INR 50,000/-

* Ceases to be a Director w.e.f. May 09, 2018.

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 4 (four) meetings held during the year 2017-18 to approve / ratify, 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	4
Mr. Deepak Kumar	Member	4

(b) Complaints:

There were one investor compliant received during the year and the one investor complaint is pending at the end of the year.

(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. Binal Khosla
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 2017-18.

Sr. No.	Name of Director	Designation	Category
1.	Mr. Narayan T. Atal	Chairman	Non-Executive Independent Director
2.	Mr. Deepak Kumar	Member	Executive Director
3.	Mr. Surbhit Dabriwala	Member	Non-Executive Non Independent Director

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 29, 2017. All the independent directors were present in the meeting. The independent directors in that meeting reviewed/accessed:

i) Performance of non-independent directors and the Board as a whole;

ii) Performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;

iii) 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
2014-2015	September 26, 2015	9.30 A.M.	National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai
2015-16	September 26, 2016	9.30 A.M.	National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai
2016-17	September 8, 2017	10:00 A.M.	Kamalnayan Bajaj Hall, Bajaj Bhavan, Ground Floor, 226 Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400021

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

2014-15 – One

2015-16 – One

2016-17 – Nil

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.

September 26, 2016

a) Special resolution was passed pursuant to provisions of Section 196, 197, 198, 203 and Schedule V of Companies Act, 2013 to appoint Mr. Dipankar Ghosh as Managing Director of the Company for a period of 3 years.

b) Vote by Postal Ballot: No. of Special Resolution was passed through Postal Ballot during the financial year 2016-17 by the Company.

   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. 45 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 vis. "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 made investor presentation which is availbleon BSE website and companies website.

(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 29, 2018 at 10:30 a.m. at Y. B. Chavan Centre, 4th Floor, Cultural Hall, General Jagannath Bhosale Marg, Nariman Point, Mumbai – 400021
Financial Year	April 1, 2017 to March 31, 2018
Book Closure Date	September 21, 2018 to September 29, 2018
Dividend payment date	Not applicable
Listing Status	BSE Limited (BSE), P J Tower, Dalal Street, Fort, Mumbai-400 001. The Company has paid the listing fees for the period April 1, 2018 to March 31, 2019 to BSE Limited.
Stock Code-Physical	504000 on BSE Limited, Mumbai.
ISIN Number for NSDL & CDSL	INE579B01039
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, 2018	Please See "**Annexure C**"
Dematerialization of Shares and Liquidity	As at March 31, 2018, total of 135403790 equity shares of the Company, consisting 97.86% 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

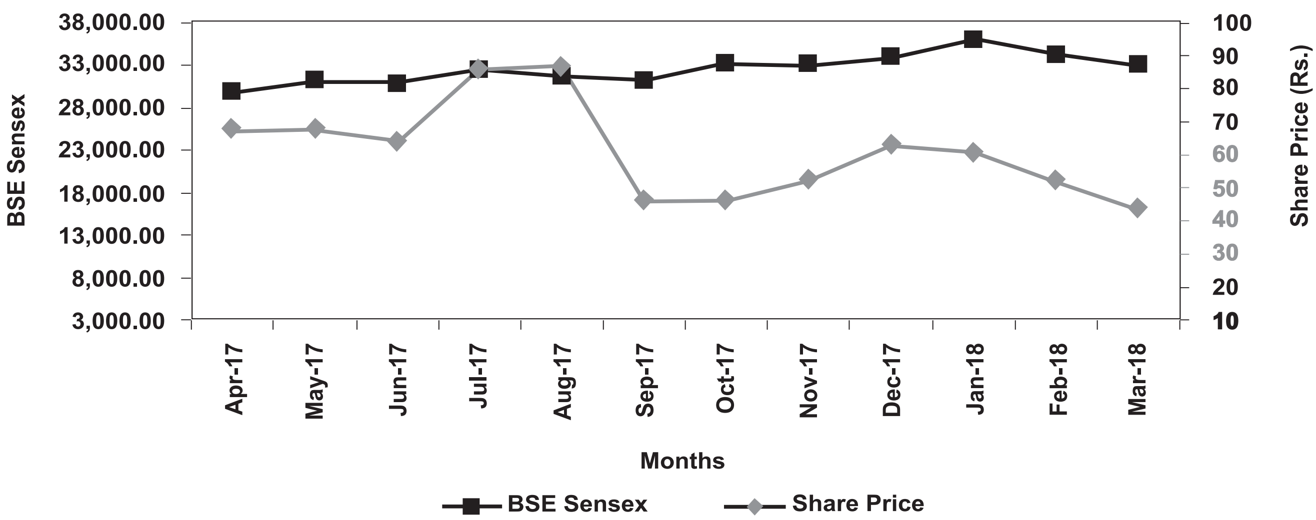
Annexure – A9

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

Month	High	Low
Apr-17	75.00	55.00
May-17	75.85	59.00
Jun-17	77.10	60.10
Jul-17	104.9	62.10
Aug-17	88.00	77.05
Sep-17	109.9	46.00
Oct-17	56.00	44.00
Nov-17	52.55	40.50
Dec-17	66.10	46.00
Jan-18	69.95	58.10
Feb-18	64.00	48.00
Mar-18	56.50	40.20

Annexure – B

Performance of Share price in Comparison to BSE Sensex



Annexure – C

DISTRIBUTION SCHEDULE ON NUMBER OF SHARES– As On March 31, 2018

No. of equity shares	No. of share holders	% of share holders	No. of Shares held	% of share holding
Upto 100	951	26.57	42,316	0.03
101-200	253	7.07	42,598	0.03
201-500	371	10.37	1,40,941	0.10
501-1000	306	8.55	2,52,207	0.18
1001-5000	1,098	30.68	27,80,003	2.01
5001-10000	339	9.47	23,92,248	1.73
10001-100000	242	6.76	53,68,775	3.88
100001 to above	19	0.53	12,73,31,222	92.04
Total	**3,579**	**100.00**	**13,83,50,310**	**100.00**

Share Holding pattern as on March 31, 2018

Category	Number of shares held	Shareholding %
Promoters and Promoter Group	9,28,07,218	67.08
Mutual Funds	13,500	0.01
Banks, Financial Institutions, Insurance Companies	3,540	0.00
Bodies Corporate	30,16,546	2.18
FII's	2,95,47,288	21.36
NRI's/OCB	3,02,253	0.29
Individuals	1,04,88,435	7.58
Others	21,71,530	1.57
Total	**13,83,50,310**	**100.00**

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: 022-40299000
Email: investors@elpro.co.in

20. The Company has complied with the requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46 (2) of the SEBI LODR Regulations.

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

Pursuant to Regulation 26(3) & Shedule V(D) 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, 2018. The code has been hosted on the Company's website www.elpro.co.in

For Elpro International Limited

Deepak Kumar
Chairman & Managing Director
(DIN: 07512769)

Date : May 29, 2018
Place : Mumbai

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 Kumar 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, 2018 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.

Place : Mumbai
Date : May 29, 2018

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 conditions of corporate governance by Elpro International Limited ("the Company") for the year ended March 31, 2018, as prescribed in Regulation 17 to 27, 46(2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

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 prescribed under Listing regulations.

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.

This certificate is issued solely for the purpose of complying with Listing Regulations and may not be suitable for any other purpose.

For and on behalf of

TODARWAL & TODARWAL LLP
(Formerly known as Todarwal & Todarwal)
Chartered Accountants
Firms Registration No. 111009W / W100231

Mala Todarwal
Partner
Membership No.: 134571

Place : Mumbai
Date : May 29, 2018

AUDITOR'S REPORT

TO THE MEMBERS OF ELPRO INTERNATIONAL LIMITED

Report on the IndAS Financial Statements

We have audited the accompanying Ind AS financial statements of Elpro International Limited ("the Company"), which comprise the Balance Sheet as at March 31,2018, Statement of Profit and Loss including the statement of Other Comprehensive Income, and Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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 Ind AS financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act 2013. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS 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 Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS 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 Ind AS financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS 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, 2018;

(b) in the case of the Statement of Profit and Loss, of the profit, including Other Comprehensive income, for the year ended on that date; and

(c) in the case of the Cash Flow Statement and changes in Equity, of the cash flows and the changes in Equity, 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. 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 including Statement of Other Comprehensive Income, Cash Flow Statement and Statement of changes in Equity, dealt with by this Report are in agreement with the books of account;

d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards notified under section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules 2014, the Companies (Indian Accounting Standards) Rules, 2015, as amended;

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, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, 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 Ind AS 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 LLP
(Formerly known as Todarwal & Todarwal)
Chartered Accountants
Firm's Registration No: 111009W/W100231

Mala Todarwal
Partner
M. No. : 134571

Dated : May 29 ,2018
Place : Mumbai

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 2018]

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 not granted any unsecured loan to a company covered in the register maintained under Section 189 of the Act.

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, there are no disputed amounts payable 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 (previous year Nil).

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) during the financial year. Further, based on the information and explanation given to us, the fresh term loans taken by the Company during the year were applied for the purposes for which the same were taken.

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.
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 LLP
(Formerly known as Todarwal & Todarwal)
Chartered Accountants
Firm's Registration No : 111009W/W100231

Mala Todarwal
Partner
M. No. : 134571

Dated : May 29 ,2018
Place : Mumbai

ANNEXURE II TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE IND AS FINANCIAL STATEMENTS OF ELPRO INTERNATIONAL LIMTED AS ON 31ST MARCH 2018

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, 2018 in conjunction with our audit of the standalone Ind AS 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, 2018, 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 LLP
(Formerly known as Todarwal & Todarwal)
Chartered Accountants
Firm's Registration No : 111009W/W100231

Mala Todarwal
Partner
M. No. : 134571

Dated : May 29 ,2018
Place : Mumbai

STANDALONE STATEMENT OF BALANCE SHEET AS AT MARCH 31, 2018

(All amounts are in lakhs, except share data and as stated)

	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
I. ASSETS				
(1) Non-Current assets				
(a) Property, plant & equipment	3	130.87	131.19	194.03
(b) Investment property	4	3,002.59	3,050.51	436.35
(c) Investment property under construction	5	3,711.50	1,157.77	2,863.46
(d) Intangible assets	6	48.15	51.49	51.93
(e) Financial assets				
i) Investments in subsidiaries and associates	7	30,052.52	27,038.20	27,038.20
ii) Other investments	8	7.83	8.58	7.55
iii) Loans	9	158.54	118.42	112.60
iv) Others	10	275.30	112.72	9.28
(f) Deferred tax assets	11	81.66	14.10	14.10
(g) Other tax assets (Net)	12	426.04	413.33	371.41
(h) Other non-current assets	13	166.90	143.76	138.48
Total non-current assets		**38,061.90**	**32,240.07**	**31,237.40**
(2) Current assets				
(a) Inventories	14	537.85	1,312.55	2,062.01
(b) Financial assets				
i) Trade receivables	15	240.23	407.07	460.17
ii) Cash & cash equivalents	16	291.77	135.28	498.99
iii) Loans	17	6,033.12	4,818.85	4,570.52
(c) Current tax assets (Net)				
(d) Other current assets	18	303.54	423.99	498.50
Total current Assets		**7,406.50**	**7,097.75**	**8,090.19**
TOTAL ASSETS		**45,468.40**	**39,337.83**	**39,327.58**
II. EQUITY & LIABILITIES				
Equity				
(a) Equity share capital	19	1,383.50	1,383.50	1,383.50
(b) Other equity	20	12,811.61	12,402.83	12,952.10
Total equity		**14,195.12**	**13,786.33**	**14,335.60**
Liabilities				
(1) Non-Current liabilities				
(a) Financial liabilities				
i) Borrowings	21	10,914.74	7,045.93	4,893.18
ii) Other financial liabilities	22	722.49	657.05	329.76
(b) Other non-current liabilities	23	235.12	179.43	171.31
(c) Provisions	24	19.01	11.09	10.72
Total non-current liabilities		**11,891.35**	**7,893.50**	**5,404.97**
(2) Current liabilities				
(a) Financial liabilities				
i) Borrowings	25	14,393.64	12,568.56	13,797.23
ii) Trade payables	26	788.50	745.13	659.19
iii) Others	27	2,238.75	2,147.26	2,464.66
(b) Other current liabilities	28	1,954.23	2,196.11	2,661.81
(c) Provisions	29	6.81	0.93	4.13
Total current liabilities		**19,381.93**	**17,657.99**	**19,587.01**
TOTAL EQUITY & LIABILITIES		**45,468.40**	**39,337.83**	**39,327.58**

Summary of Significant Accounting Policies 2

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

As per our Report attached

Todarwal & Todarwal LLP
(Formerly known as Todarwal & Todarwal)
Chartered Accountants
Firm's Registration No.: 111009W/W100231
by the hand of

For & on behalf of the Board of Directors

Mala Todarwal
Partner
M.No. 134571

Deepak Kumar
Chairman & Managing Director
(DIN: 07512769)

Narayan T Atal
Director
(DIN: 00237626)

Sambhaw Kumar Jain
Chief Financial Officer
(PAN: AJGPP2859K)

Binal Khosla
Company Secretary
(M.No. A29802)

Place: Mumbai
Date : May 29, 2018

(All amounts are in lakhs, except share data and as stated)

		Note No.	Year ended March 31, 2018	Year ended March 31, 2017
I.	**Income**			
	Revenue from operations	30	6,125.77	5,344.37
	Other income	31	41.40	60.26
	Total income		**6,167.16**	**5,404.63**
II.	**Expenses**			
	Cost of materials consumed	32	296.86	250.83
	Changes in inventories of finished goods & work in progress	33	(6.53)	0.94
	Excise duty on sale of goods		14.26	53.13
	Project cost	34	1,253.64	2,023.44
	Employee benefits expense	35	157.37	143.29
	Finance costs	36	3,338.26	2,975.77
	Depreciation & amortization expense	3, 4 and 6	93.72	97.68
	Other expenses	37	602.82	414.96
	Total Expenses		**5,750.40**	**5,960.05**
III.	**Profit / (Loss) for the period before tax**		**416.76**	**(555.42)**
IV.	**Tax expense**			
	Current tax		67.55	-
	Deferred tax		(67.55)	-
	Total tax expense		**-**	**-**
V.	**Profit/(loss) for the period**		**416.76**	**(555.42)**
VI.	**Other comprehensive income**			
	Items that will not be reclassified to profit or loss			
	Remeasurements gains / (losses) on defined benefit plan (Net)		(7.98)	6.15
	Total other comprehensive income for the year		**(7.98)**	**6.15**
VII.	**Total comprehensive income for the year**		**408.79**	**(549.27)**
VIII.	**Earnings per equity share of INR 2/- each fully paid up**	38		
	Basic (INR)		0.30	(0.40)*
	Diluted (INR)		0.30	(0.40)*
Summary of Significant Accounting Policies		2		

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

* The Company has done a share split of its equity shares from INR 2/- per share to INR 1/- per share on September 28, 2017. Accordingly the number of shares and EPS for previous year ending March 31, 2017 has been restated.

As per our Report attached

Todarwal & Todarwal LLP
(Formerly known as Todarwal & Todarwal)
Chartered Accountants
Firm's Registration No.: 111009W/W100231
by the hand of

For & on behalf of the Board of Directors

Mala Todarwal	**Deepak Kumar**	**Narayan T Atal**	**Sambhaw Kumar Jain**	**Binal Khosla**
Partner	Chairman & Managing Director	Director	Chief Financial Officer	Company Secretary
M.No. 134571	(DIN: 07512769)	(DIN: 00237626)	(PAN: AJGPP2859K)	(M.No. A29802)

Place: Mumbai
Date : May 29, 2018

(All amounts are in lakhs, except share data and as stated)

	For the year ended March 31, 2018	For the year ended March 31, 2017
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax	416.76	(555.42)
Adjustments for:		
Depreciation and amortisation	93.72	97.68
Finance costs (excluding unwinding of interest)	3,274.36	2,928.42
Loss / (profit) on sale of property, plant and equipment (Net)	(0.70)	(8.83)
Interest Income	(17.18)	(16.65)
Interest Income on income tax refund	(12.12)	(9.34)
Provision for income tax	-	50.65
Dividend Income	(0.13)	(0.12)
Sundry balances no longer required written back	-	(3.35)
Sundry balances written off	32.52	21.75
Change in fair value of investments	(0.10)	(1.03)
Unwinding of interest (Net)	(8.39)	(4.24)
Operating profit before working capital changes	**3,778.74**	**2,499.54**
Adjustments for:		
Decrease in inventories	774.71	749.45
(Increase) / Decrease in trade & other receivables	135.12	(179.43)
Increase / (Decrease) in trade & other payables	1,064.90	391.85
	5,753.46	**3,461.41**
Direct taxes (Paid) / Refund	-	(50.65)
Net cash flows from operating activities (A)	**5,753.46**	**3,410.76**
(B) CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES		
Purchase of property plant equipment and investment property	(2,596.50)	(985.05)
Proceeds from sale of property plant equipment and investment property	1.32	51.00
Purchase of equity shares of subsidiary	(3,014.32)	-
Proceeds from sale of investments	0.85	-
Loans and deposits placed with the companies	(1,229.73)	(246.95)
Margin money paid on account of borrowings	(162.58)	(103.44)
Dividend received	0.13	0.12
Interest received	17.18	16.65
Interest on income tax refund received	12.12	9.34
Net cash flow from / (used in) investing activities (B)	**(6,971.53)**	**(1,258.35)**

(All amounts are in lakhs, except share data and as stated)

	For the year ended March 31, 2018	For the year ended March 31, 2017
(C) CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES		
Proceeds / (Repayments) of borrowings (term loans)	2,667.75	671.44
Proceeds / (Repayments) of inter corporate deposits / loans	706.85	(1,420.08)
Interest paid on loans	(2,000.04)	(1,767.48)
Net cash flow from / (used in) financing activities (C)	**1,374.56**	**(2,516.11)**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**156.49**	**(363.70)**
(a) Cash and cash equivalents at the beginning of the year	**135.28**	**498.99**
(b) Cash and cash equivalents at the end of the year	**291.77**	**135.28**
Net increase / (decrease) in cash and cash equivalents (b-a)	**156.49**	**(363.70)**

Notes to the Cash Flow statement

1. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (Ind AS) 7 - "Cash Flow Statements".
2. Cash comprises cash in hand, current accounts and deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
3. The previous GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

Reconciliation of Cash and Cash equivalents with the Balance Sheet Cash and Cash Equivalents	**For the year ended March 31, 2018**	**For the year ended March 31, 2017**
Cash in hand	0.66	1.03
Balance with scheduled banks:		
– In current accounts	291.11	134.25
	291.77	**135.28**

As per our Report attached

Todarwal & Todarwal LLP
(Formerly known as Todarwal & Todarwal)
Chartered Accountants
Firm's Registration No.: 111009W/W100231
by the hand of

For & on behalf of the Board of Directors

Mala Todarwal
Partner
M.No. 134571

Deepak Kumar
Chairman & Managing Director
(DIN: 07512769)

Narayan T Atal
Director
(DIN: 00237626)

Sambhaw Kumar Jain
Chief Financial Officer
(PAN: AJGPP2859K)

Binal Khosla
Company Secretary
(M.No. A29802)

Place: Mumbai
Date : May 29, 2018

(All amounts are in lakhs, except share data and as stated)

Note (a): EQUITY SHARE CAPITAL

	Amount (in INR)
Balance as at April 1, 2016	1,383.50
Changes in equity during 2016-17	-
Balance as at March 31, 2017	1,383.50
Changes in equity during 2017-18	-
Balance as at March 31, 2018	1,383.50

Note (b): OTHER EQUITY

	Reserves & Surplus				Other Comprehensive Income	Total
	Capital Reserve	Securities Premium	Amalgamation Reserve	Retained Earnings	Remeasurements of defined benefit plans	
Balance as at April 1, 2016	**27.50**	**13,089.61**	**177.96**	**(342.97)**	**-**	**12,952.10**
Loss for the year	-	-	-	(555.42)		**(555.42)**
Other comprehensive income for the year	-	-	-		6.15	**6.15**
Total comprehensive income for the year	**-**	**-**	**-**	**(555.42)**	**6.15**	**(549.27)**
Balance as at March 31, 2017	**27.50**	**13,089.61**	**177.96**	**(898.39)**	**6.15**	**12,402.83**
Profit for the year	-	-	-	416.76		**416.76**
Other comprehensive income for the year	-	-	-		(7.98)	**(7.98)**
Total comprehensive income for the year	**-**	**-**	**-**	**416.76**	**(7.98)**	**408.79**
Balance as at March 31, 2018	**27.50**	**13,089.61**	**177.96**	**(481.63)**	**(1.83)**	**12,811.61**

As per our Report attached

Todarwal & Todarwal LLP
(Formerly known as Todarwal & Todarwal)
Chartered Accountants
Firm's Registration No.: 111009W/W100231
by the hand of

Mala Todarwal
Partner
M.No. 134571

Place: Mumbai
Date : May 29, 2018

For & on behalf of the Board of Directors

Deepak Kumar
Chairman & Managing Director
(DIN: 07512769)

Narayan T Atal
Director
(DIN: 00237626)

Sambhaw Kumar Jain
Chief Financial Officer
(PAN: AJGPP2859K)

Binal Khosla
Company Secretary
(M.No. A29802)

BACKGROUND

Elpro International Limited ("Elpro" or the "Company") 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.

1. BASIS OF PREPARATION

A. Statement of compliance

The financial statements have been prepared in compliance with Indian Accounting Standards (hereinafter referred to as the 'Ind AS') notified under Section 133 of the Companies Act, 2013 (the Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016 and other relevant provisions of the Act..

These financial statements for the year ended March 31, 2018 are the first that the Company has prepared under Ind AS. For all periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India immediately before adopting Ind AS. The financial statements for the year ended March 31, 2017 and the opening Balance Sheet as at April 1, 2016 have been restated in accordance with Ind AS for comparative information. Reconciliations and explanations of the effect of the transition from Previous GAAP to Ind AS on the Company's Balance Sheet, Statement of Profit and Loss and Statement of Cash Flows are provided in note 54.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at April 1, 2016 being the 'date of transition to Ind AS'. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The financial statements of the Company for the year ended March 31, 2018 were approved for issue in accordance with the resolution of the Board of Directors on May 29, 2018.

B. Standards issued but not yet effective

The Ministry of Corporate Affairs (MCA), on March 28, 2018, notified Ind AS 115, Revenue from Contracts with Customers (which is based on IFRS 15, Revenue from Contracts with Customers) as part of the Companies (Indian Accounting Standards) Amendment Rules, 2018. The new standard is effective for accounting periods beginning on or after April 1, 2018, thus aligning the Ind AS 115 applicability date with the IFRS applicability date i.e. January 1, 2018.

Ind AS 115 replaces existing revenue recognition standards Ind AS 11, Construction Contracts and Ind AS 18, Revenue and revised guidance note of the Institute of Chartered Accountants of India (ICAI) on Accounting for Real Estate Transactions for Ind AS entities issued in 2016.

The Company is in the process of evaluating the impact of the New Revenue Standard on the present and future arrangements and shall determine the appropriate transition option once the said evaluation has been completed.

Also Appendix B to Ind AS 21, foreign currency transactions and advance consideration was notified along with the same notification which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The Group is in the process of evaluating the effect of these on the consolidated financial statement.

C. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

D. Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

Items	**Measurement basis**
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

E. Use of estimates and judgments

In preparing these financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting

Estimates are recognised prospectively.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2018 is included in the following notes:

- Note 39 – Recognition of deferred tax assets: Availability of future taxable profit against which tax losses carried forward can be used;
- Note 40 – Measurement of defined benefit obligations: Key actuarial assumptions;
- Note 42 – Financial instruments;
- Note 46 – Recognition and measurement of provisions and contingencies: Key assumptions about the likelihood and magnitude of an outflow of resources;
- Notes 3 to 6 – Estimates of useful lives and residual value of Property, Plant and Equipment, Investment property and Intangible assets.

F. Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values.

This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the chief financial officer.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company's audit committee.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred

Further information about the assumptions made in measuring fair values is included in Note 42 – Financial instruments – Fair values and risk management

2. SIGNIFICANT ACCOUNTING POLICES

a. Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currencies of company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined.

Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in profit or loss.

b. Cash and cash equivalents

Cash and cash equivalents includes cash on hand, call deposits and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

c. Financial instruments

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at amortised cost;

– FVOCI (fair value through other comprehensive income) – Debt investment;
– FVOCI (fair value through other comprehensive income) – Equity investment; or
– FVTPL (fair value through profit and loss)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

– The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
– the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

– the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
– the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment’s fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: *Business model assessment*

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

– The stated policies and objectives for the portfolio and the operation of those policies in practice.

These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

– How the performance of the portfolio is evaluated and reported to the Company's management;

– The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

– How managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

– The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: *Assessment whether contractual cash flows are solely payments of principal and Interest*

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

– Contingent events that would change the amount or timing of cash flows;

– Terms that may adjust the contractual coupon rate, including variable interest rate features;

– Prepayment and extension features; and

– Terms that limit the Company's claim to cash flows from specified assets (e.g. non recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: *Subsequent measurement and gains and losses*

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Impairment of financial instruments

In accordance with Ind-AS 109, the company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance

b) Lease receivables

c) Trade receivables

The company follows ‘simplified approach’ for recognition of impairment loss allowance on:

- Trade receivables which do not contain a significant financing component.
- All lease receivables resulting from transactions.

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECL’s at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

v. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

d. Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii. Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment (see Note 54).

iii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iv. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the statement of profit and loss. The useful life of the asset is determined as prescribed in schedule II to the Companies Act, 2013.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

v. Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

e. Other intangible assets

Service concession arrangements

i) Windmill

The Company recognises an intangible asset arising from a service concession arrangement to the extent it has a right to charge the regulator for sale of electricity at agreed prices. On transition to Ind AS, the Company has elected to measure the intangible asset at their previous GAAP carrying value as at date of transition as it is impracticable for the company to apply the Appendix retrospectively at the date of transition to Ind Ass. Subsequent to initial recognition the intangible asset is measured at cost, less any accumulated amortisation and accumulated impairment losses. (See Note 54 for further information)

ii) Others

Other intangible assets include software and technical know-how which are measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

iii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

iv) Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of such intangible assets.

v) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in Statement of Profit and Loss. The useful life of the asset is determined as prescribed in schedule II to the Companies Act, 2013.

f. Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its investment property recognised as at April 1, 2016, measured as per the previous GAAP and use that carrying value as the deemed cost of such investment property.

Depreciation is calculated on cost of items of investment property less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the statement of profit and loss. The useful life of the asset is determined as prescribed in schedule II to the Companies Act, 2013.

Any gain or loss on disposal of an investment property is recognised in profit or loss.

The fair values of investment property is disclosed in the notes. Fair values is determined by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

Investment property under construction

Property that is being constructed for future use as investment property is accounted for as investment property under construction until construction or development is complete. All costs which are directly attributable to construction of the investment property are capitalized.

g. Inventories

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

Inventories - Project in progress

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

h. Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into Cash-Generating Units (CGU's). Each CGU represents the smallest Company of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGU's.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGU's) on a pro rata basis.

In respect of assets for which impairment loss has been recognised in prior periods, the company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

i. Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

i) Gratuity :

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The

Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

ii) 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. It is to be construed as a defined benefit plan. 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.

j. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized if as a result of a past event, the Company has a present obligation (legal or constructive) that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognized at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are disclosed in the financial statements when an inflow of economic benefit is probable. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

k. Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the

Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

l. Revenue

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) 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.

iv) Revenue from real estate projects:

Revenue from constructed properties for all projects is recognized in accordance with the "Guidance Note on Accounting for Real Estate Transactions" ('Guidance Note'). As per this Guidance Note, the revenue has been recognized on percentage of completion method and on the percentage of actual project costs incurred thereon to total estimated project cost, provided the conditions specified in Guidance Note are satisfied.

v) Recognition of Dividend income

Dividend is recognized as revenue when the right to receive payment has been established.

vi) Recognition of interest expense or income

For all interest bearing financial assets measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

m. Leases

i. Determining whether an arrangement contains a lease

At inception of an arrangement, it is determined whether the arrangement is or contains a lease.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

ii. Assets held under leases

Leases of property, plant and equipment that transfer to the Company substantially all the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under leases that do not transfer to the Company substantially all the risks and rewards of ownership (i.e. operating leases) are not recognised in the Company's Balance Sheet.

iii. Lease payments

Payments made under operating leases are generally recognised in profit or loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

n. Income Tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

o. Borrowing cost

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

p. Basis for segmentation

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). Chief operating decision maker’s function is to allocate the resources of the entity and access the performance of the operating segment of the Group.

The Board of Directors (CODM) assesses the financial performance and position of the Group and makes strategic decisions and is identified as being the chief operating decision maker for the Group. Refer note 44 for segment information presented:

q. Earnings per share (EPS)

Basic EPS is computed using the weighted average number of equity shares outstanding during the period. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period except where the results would be anti-dilutive.

r. Exceptional Items:

On Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the company is such that its disclosure improves the understanding of the performance of the company. Such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

s. Current vs Non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(All amounts are in lakhs, except share data and as stated)

Note 3

PROPERTY, PLANT & EQUIPMENT

	Plant and Machinery (Including office equipments)	Furniture and Fixtures	Vehicles	Windmill	Total
Cost or deemed cost (gross carrying amount)					
Balance at April 1, 2016	81.79	15.15	10.86	86.23	194.03
Additions	1.18	-	-	-	1.18
Disposals	42.17	-	-	-	42.17
Balance at March 31, 2017	**40.80**	**15.15**	**10.86**	**86.23**	**153.03**
Additions	2.25	0.32	13.07	-	15.64
Disposals	0.61	0.01	-	-	0.62
Balance at March 31, 2018	**42.43**	**15.46**	**23.92**	**86.23**	**168.05**
Accumulated depreciation and impairment losses					
Depreciation for the year	9.36	3.55	3.68	5.25	21.84
Balance at March 31, 2017	**9.36**	**3.55**	**3.68**	**5.25**	**21.84**
Depreciation for the year	3.61	3.08	3.40	5.25	15.33
Balance at March 31, 2018	**12.97**	**6.62**	**7.09**	**10.50**	**37.17**
Carrying amounts (Net)					
At April 1, 2016	**81.79**	**15.15**	**10.86**	**86.23**	**194.03**
At March 31, 2017	**31.44**	**11.60**	**7.17**	**80.98**	**131.19**
At March 31, 2018	**29.47**	**8.84**	**16.84**	**75.73**	**130.87**

The Company has availed the deemed cost exemption in relation to the property plant and equipment as on the date of transition (April 1, 2016) and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on April 1, 2016 under the previous GAAP.

	Plant and Machinery (Including office equipments)	Furniture and Fixtures	Vehicles	Windmill	Total
Gross Block	1,047.90	67.99	48.51	387.00	1,551.39
Accumulated depreciation	(966.10)	(52.84)	(37.65)	(300.78)	(1,357.37)
Net Block	**81.80**	**15.15**	**10.86**	**86.22**	**194.03**

(All amounts are in lakhs, except share data and as stated)

Note 4

INVESTMENT PROPERTY

	Land	Buildings	Furniture and Fixtures	Plant and Machinery (Including office equipments)	Total
Cost or deemed cost (gross carrying amount)					
Balance at April 1, 2016	165.67	246.59	23.71	0.39	436.35
Additions	-	2,408.43	179.07	99.42	2,686.92
Disposals	-	-	-	-	-
Balance at March 31, 2017	**165.67**	**2,655.01**	**202.79**	**99.81**	**3,123.28**
Additions	-	15.06	10.92	1.15	**27.13**
Disposals	-	-	-	-	**-**
Balance at March 31, 2018	**165.67**	**2,670.07**	**213.71**	**100.96**	**3,150.41**
Accumulated depreciation and impairment losses					
Depreciation for the year	-	37.99	28.28	6.50	72.77
Impairment loss	-	-	-	-	-
Disposals	-	-	-	-	-
Balance at March 31, 2017	**-**	**37.99**	**28.28**	**6.50**	**72.77**
Depreciation for the year	-	45.64	21.62	7.78	75.05
Impairment loss	-	-	-	-	-
Disposals	-	-	-	-	-
Balance at March 31, 2018	**-**	**83.63**	**49.90**	**14.28**	**147.82**
Carrying amounts (Net)	-				
At April 1, 2016	**165.67**	**246.59**	**23.71**	**0.39**	**436.35**
At March 31, 2017	**165.67**	**2,617.02**	**174.51**	**93.31**	**3,050.51**
At March 31, 2018	**165.67**	**2,586.44**	**163.80**	**86.67**	**3,002.59**

The Group has availed the deemed cost exemption in relation to the investment property as on the date of transition (April 1, 2016) and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on April 1, 2016 under the previous GAAP.

Investment Property

	Land	Buildings	Furniture and Fixtures	Plant and Machinery (Including office equipments)	Total
Gross Block	165.67	507.27	89.07	12.15	774.16
Accumulated Depreciation	-	(260.68)	(65.35)	(11.77)	(337.80)
Net Block	**165.67**	**246.59**	**23.71**	**0.39**	**436.35**

Information regarding Income and Expenditure of Investment Property

Particulars	**March 31, 2018**	**March 31, 2017**
Rental Income derived from Investment Properties	2,042.35	1,403.65
Direct operating expenses (including repairs and maintenance) generating rental income	(473.65)	(277.06)
Profit arising from investment properties before depreciation and indirect expenses	**1,568.69**	**1,126.59**
Less - Depreciation	(75.05)	(72.77)
Profit arising from Investment Properties before indirect expenses	**1,493.65**	**1,053.82**

Leasing arrangements

The Company has leased properties under non-cancellable operating leases in the capacity of a lessor. Refer Note 41 for future minimum lease payments in respect of these properties

(All amounts are in lakhs, except share data and as stated)

Note 5

INVESTMENT PROPERTY UNDER CONSTRUCTION
Reconciliation of carrying amount

Balance at April 1, 2016	2,863.46
Additions	987.76
Deletions	(6.53)
Transfer to Investment property	(2,686.92)
Balance at March 31, 2017	**1,157.77**
Additions	2,590.15
Deletions	(9.29)
Transfer to Investment property	(27.13)
Balance at March 31, 2018	**3,711.50**
Accumulated depreciation and impairment losses	
Depreciation for the year	-
Balance at March 31, 2017	**-**
Depreciation for the year	-
Balance at March 31, 2018	**-**
Carrying amounts (net)	
At April 1, 2016	**2,863.46**
At March 31, 2017	**1,157.77**
At March 31, 2018	**3,711.50**

The Company has availed the deemed cost exemption in relation to the investment property under construction as on the date of transition (April 1, 2016) and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on April 1, 2016 under the previous GAAP.

Cost or deemed cost (gross carrying amount)	
Gross Block	2,863.46
Accumulated Depreciation	-
Net Block	**2,863.46**

(All amounts are in lakhs, except share data and as stated)

Note 6

INTANGIBLE ASSETS

Description	Specialised Software	Windmills*	Total
Cost or deemed cost (gross carrying amount)			
Balance at April 1, 2016	1.29	50.64	51.93
Additions	2.64	-	2.64
Balance at March 31, 2017	**3.93**	**50.64**	**54.57**
Additions	-	-	-
Balance at March 31, 2018	**3.93**	**50.64**	**54.57**
Accumulated amortization and impairment losses			
Amortization for the year	0.39	2.69	3.08
Balance at March 31, 2017	**0.39**	**2.69**	**3.08**
Amortization for the year	0.65	2.69	3.34
Balance at March 31, 2018	**1.03**	**5.38**	**6.41**
Carrying amounts (net)			
At April 1, 2016	**1.29**	**50.64**	**51.93**
At March 31, 2017	**3.54**	**47.95**	**51.49**
At March 31, 2018	**2.89**	**45.26**	**48.15**

***Service Concession Arrangement**

The company has one windmill in the state of Karnataka. It has entered into an agreement with Bangalore Electricity Supply Company Limited (BESCOM) for 20 years further extendable on mutual consent for 10 years to sell 100% electricity generated at an agreed rate. The arrangement is treated as a whole life arrangement under Ind AS 11 as the arrangement covers substantially the entire useful life of the windmill and the price is regulated by the grantor.

As per Ind AS 101 option, the company has availed the exemption to use its previous GAAP carrying amount of windmill as the carrying amount for intangible asset as on the date of transition.

The Company has availed the deemed cost exemption in relation to the intangibles as on the date of transition (April 1, 2016) and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on April 1, 2016 under the previous GAAP.

Description	Specialised Software	Windmills	Technical Knowhow	Total
Gross Block	43.71	381.02	39.61	464.34
Accumulated amortization	(42.43)	(330.38)	(39.61)	(412.42)
Net Block	**1.29**	**50.64**	**-**	**51.93**

Note 7

INVESTMENTS IN SUBSIDIARIES AND ASSOCIATES

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
(a) **Investments measured at cost**			
i) **Investments in Equity Instruments (fully paid up)**			
I **Unquoted**			
<u>**of Subsidiary**</u>			
– **Elpro Estates Limited** 1,740,000 (March 31, 2017:1,499,800, April 1, 2016: 1,499,800) Equity shares of INR 10/- each fully paid) (Formerly known as Trump Properties Limited)	3,165.25	150.93	150.93
<u>**of Associate**</u>			
– **PNB MetLife India Insurance Company Limited** - 256,633,397 (March 31, 2017:256,633,397, April 1, 2016: 256,633,397) fully paid equity shares of INR 10/- each	26,864.77	26,864.77	26,864.77
– **Dabri Properties & Trading Company Limited** - 226,977 (March 31, 2017:226,977, April 1, 2016: 226,977) fully paid equity shares of INR 10/- each	22.50	22.50	22.50
	30,052.52	**27,038.20**	**27,038.20**
Aggregate amount of Unquoted Securities	**30,052.52**	**27,038.20**	**27,038.20**

(All amounts are in lakhs, except share data and as stated)

Note 8

OTHER NON CURRENT INVESTMENTS

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
(a) **Investments measured at Fair value through Profit and loss account**			
i) **Investments in Equity Instruments (fully paid up) of other entities**			
I. **Unquoted**			
– **The Saraswat Co-op Bank Limited** - 2,500 (March 31, 2017: 2,500, April 1, 2016: 2,500) fully paid equity shares of INR 10/- each	0.25	0.25	0.25
– **Accurate Transformers Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	-	0.01	0.01
– **Atlas Copco (India) Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	-	0.01	0.01
– **Epiroc Mining India Limited** - 50 fully paid equity shares of INR 10/- each	-	-	-
II. **Quoted**			
– **63 Moons Technologies Limited** - 440 (March 31, 2017: 440, April 1, 2016: 440) fully paid equity shares of INR 2/- each	0.38	0.33	0.34
– **ABB India Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 2/- each	0.64	0.64	0.64
– **Hubtown Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	0.04	0.05	0.05
– **Adani Power Limited** - 200 (March 31, 2017: 200, April 1, 2016: 200) fully paid equity shares of INR 10/- each	0.05	0.08	0.07
– **Ansal Properties and Infrastructure Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 5/- each	0.01	0.01	0.01
– **GE T&D India Limited** - 100 (March 31, 2017: 100, April 1, 2016: 100) Fully paid equity shares of INR 2/- each	0.40	0.33	0.44
– **BGR Energy Systems Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	0.05	0.07	0.05
– **Bil Power Limited** - 100 (March 31, 2017: 100, April 1, 2016: 100)	-	-	-
– **Brigade Enterprises Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	0.12	0.12	0.07
– **CG Power and Industrial Solutions Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 2/- each	0.04	0.04	0.02
– **DLF Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 2/- each	0.10	0.07	0.06
– **Eclerx Services Limited** - 100 (March 31, 2017: 100, April 1, 2016: 100) fully paid equity shares of INR 10/- each	1.20	1.41	1.30
– **Elgi Equipments Limited** - 100 (March 31, 2017: 100, April 1, 2016: 100) fully paid equity shares of INR 1/- each	0.25	0.22	0.13
– **Emco Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 2/- each	0.01	0.01	0.01
– **IMP Powers Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	0.04	0.04	0.04
– **Indo Tech Transformers Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	0.09	0.10	0.09
– **Ingersoll-Rand (India) Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	0.33	0.39	0.32

(All amounts are in lakhs, except share data and as stated)

Note 8

OTHER NON CURRENT INVESTMENTS (contd.)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
– **Lancor Holdings Limited** - 100 (March 31, 2017: 100, April 1, 2016: 100) fully paid equity shares of INR 2/- each	0.03	0.03	0.03
– **Marico Limited** - 400 (March 31, 2017: 400, April 1, 2016: 400) fully paid equity shares of INR 1/- each	1.30	1.18	0.97
– **Mazda Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	0.17	0.16	0.16
– **Omaxe Limited** - 62 (March 31, 2017: 62, April 1, 2016: 62) fully paid equity shares of INR 10/- each	0.14	0.10	0.09
– **Future Retail Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 2/- each	0.28	0.13	0.06
– **Puravankara Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 5/- each	0.07	0.03	0.02
– **Shree Renuka Sugars Limited** - 400 (March 31, 2017: 400, April 1, 2016: 400) fully paid equity shares of INR 1/- each	0.06	0.06	0.06
– **Sunteck Realty Limited** - 100 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 1/- each	0.42	0.19	0.11
– **Torrent Power Limited** - 100 (March 31, 2017: 100, April 1, 2016: 100) fully paid equity shares of INR 10/- each	0.23	0.23	0.23
– **Voltamp Transformers Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	0.53	0.53	0.39
– **Aditya Birla Fashion & Retail Limited** - 10 (March 31, 2017: 10, April 1, 2016: 10) fully paid equity share INR 10/- each	0.02	0.02	0.01
– **Bil Energy Systems Limited** - 1000 (March 31, 2017: 500, April 1, 2016: 500) full paid equity Share of INR 1/- each	0.01	-	0.01
– **Crompton Greaves Consumer Electricals Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 2/- each	0.12	0.11	-
– **Future Enterprises Limited** - 50 (March 31, 2017: 50, April 1, 2016: NIL) fully paid equity share of INR 2/- each	0.02	0.02	-
– **Future Lifestyle Fashions Limited** - 16 (March 31, 2017: 16, April 1, 2016: 16) fully paid equity share of INR 2/- each	0.07	0.04	0.01
– **Future Market Networks Limited** - 2 (March 31, 2017: 2, April 1, 2016: NIL) fully paid equity share of INR 10/- each	-	-	-
– **Kaya Limited** - 4 (March 31, 2017: 4, April 1, 2016: 4) fully paid equity share of INR 10/- each	0.04	0.03	0.03
– **Schneider Electric Infrastructure Limited** - 100 (March 31, 2017: 100, April 1, 2016: 100) fully paid equity shares of INR 2/- each	0.11	0.14	0.15
– **Praxis Home Retail Limited** - 2 (March 31, 2017: NIL, April 1, 2016: NIL) fully paid equity shares of INR 5/- each	-	-	-
ii) **Investment in Mutual Funds**			
Quoted			
– Kotak Treasury Advantage Fund-Growth-Regular Plan	-	1.19	1.07
(b) **Investments measured at amortised cost**			
Investments in Government Securities			
– 6/7 year National Savings Certificate	0.10	0.10	0.10
– Kisan Vikas Patra	0.11	0.11	0.11
Total	**7.83**	**8.58**	**7.55**
Aggregate amount of Unquoted Securities	0.46	0.48	0.48
Aggregate amount of Quoted Securities	7.37	8.10	7.07
Market value of Quoted Securities	7.37	8.10	7.07

(All amounts are in lakhs, except share data and as stated)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 9			
LOANS			
(Unsecured, considered good)			
Security deposits	158.54	22.59	22.84
Escrow deposits	-	95.83	89.76
	158.54	**118.42**	**112.60**
Note 10			
OTHER NON CURRENT FINANCIAL ASSETS			
Bank deposits with more than 12 months maturity*	275.30	112.72	9.28
	275.30	**112.72**	**9.28**

* includes bank guarantee/letter of credit of **INR 40.23 lakhs** (March 31, 2017: INR 9.28 lakhs, April 1, 2016: INR 9.28 lakhs) towards working capital facility.

* includes margin deposit of **INR 235.07 lakhs** (INR 103.44 lakhs) towards terms loan from indusind bank & kotak mahindra bank.

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 11			
DEFERRED TAX ASSETS			
MAT credit entitlement	81.66	14.10	14.10
	81.66	**14.10**	**14.10**
Note 12			
OTHER TAX ASSETS (NET)			
Advance payment of taxes (Net of Provision)	426.04	413.33	371.41
	426.04	**413.33**	**371.41**
Note 13			
OTHER NON-CURRENT ASSETS			
Rent equalisation reserve	156.00	131.85	116.05
Balances with government authorities	10.90	11.91	22.43
	166.90	**143.76**	**138.48**
Note 14			
INVENTORIES			
(at lower of the cost and net realizable value)			
Raw materials	58.69	62.77	52.61
Work-in-progress	13.31	1,226.03	1,982.54
Finished goods	445.81	-	-
Land held as stock in trade	17.98	22.14	24.39
Stores and spares	2.05	1.61	2.46
	537.85	**1,312.55**	**2,062.01**

Joint Development Arrangement

The Company has entered into a Joint Development Agreement (JDA) with **Elpro Estates Limited** (the Developer) (formerly known as Trump Properties Limited), which is a subsidiary of the Company. The Company has granted development rights to the Developer for construction of a commercial mall consisting of commercial area, basement area and Multi Level Car Parking (MLCP). Pursuant to the JDA agreement, the Company has assigned and transferred to the developer **3,26,827.50 sq. ft.** carpet area (3,50,000 sq. ft. salable area) in the commercial area of the said mall (except Customer area, mentioned below) together with proportionate right in the common area of the commercial building along with the basement parking area (except Customer parking space) as a consideration for constructing the Customer area of the commercial premise.

The Company has agreed to sell to a customer a commercial premise in the said commercial building admeasuring approximately **1,30,435 sq. ft.** (1,50,000 sq. ft. saleable area) *(For further details refer Note XX on Ind AS 101)*

(All amounts are in lakhs, except share data and as stated)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 15			
TRADE RECEIVABLES (Unsecured)			
Trade receivables	373.29	507.62	557.47
Less: Provision for doubtful debts	(133.06)	(100.54)	(97.29)
	240.23	**407.07**	**460.17**
Break-up for security details:			
Unsecured, considered good	240.23	407.07	460.17
Unsecured, considered doubtful	133.06	100.54	97.29
Allowance for doubtful debts	(133.06)	(100.54)	(97.29)

Trade Receivable include INR 8.37 Lakhs (March 31, 2017: INR 3.38 lakhs) (April 1, 2016: NIL) as trade receivable from related parties.

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 16			
CASH & CASH EQUIVALENTS			
Balance with banks			
Current accounts	256.61	134.25	219.90
Escrow accounts	34.50	-	-
Cheques and drafts in hand	-	-	278.30
Cash in hand	0.66	1.03	0.78
	291.77	**135.28**	**498.99**
Note 17			
LOANS (Unsecured, considered good)			
Deposits	3.71	3.29	3.76
Loans and advances			
– Loan/Advance to related parties	0.03	-	-
– Loan/Advance to subsidiary (as per Joint Development Agreement)*	6,023.56	4,793.83	4,546.87
– Others	5.82	21.74	19.88
	6,033.12	**4,818.85**	**4,570.52**

* Interest free advance given to a subsidiary company and is repayable on demand.

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 18			
OTHER CURRENT ASSETS			
Advances to suppliers	287.99	380.79	440.41
Prepaid expenses	7.54	20.34	17.46
Statutory dues	8.01	22.87	40.63
	303.54	**423.99**	**498.50**

(All amounts are in lakhs, except share data and as stated)

Note 19

EQUITY SHARE CAPITAL

	March 31 2018	March 31 2017	April 1, 2016
Authorised share capital			
260,000,000 equity shares of INR 1/- each (March 31, 2017 and April 1, 2016: 80,000,000 equity shares of INR 2/- each)	2,600.00	1,600.00	1,600.00
	2,600.00	**1,600.00**	**1,600.00**
Issued, subscribed and paid-up			
138,350,310 equity shares of INR 1/- each fully paid (March 31, 2017 and April 1, 2016: 69,175,155 equity shares of INR 2/- each fully paid)	1,383.50	1,383.50	1,383.50
	1,383.50	**1,383.50**	**1,383.50**

(a) Reconciliation of the shares outstanding

	March 31 2018		March 31 2017		April 1, 2016	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Equity shares						
As the beginning of the year	69,175,155	1,383.50	69,175,155	1,383.50	69,175,155	1,383.50
Adjustment for sub-division of equity shares (see note 19.d below)	69,175,155	-	-	-	-	-
Outstanding at the end of the year	**138,350,310**	**1,383.50**	**69,175,155**	**1,383.50**	**69,175,155**	**1,383.50**

(b) Terms and rights attached to the equity share

Equity shares have a par value of INR 1/- each respectively. Each equity shareholder are eligible for one vote per share.

(c) Details of shareholding more than 5% in the company

	March 31 2018		March 31 2017		April 1, 2016	
	Number of shares	% Holding	Number of shares	% Holding	Number of shares	% Holding
Equity shares of INR 1/- each, fully paid-up						
I.G.E (India) Private Limited	58,521,178	42.30%	28,273,200	40.87%	28273200	40.87%
International Conveyors Limited	20,189,160	14.59%	10,094,580	14.59%	10,094,580	14.59%
RCA Limited	8,987,160	6.50%	4,493,580	6.50%	4,493,580	6.50%
Cresta Fund Limited	8,950,903	6.47%	5,490,000	7.94%	5,490,000	7.94%
Elara India Opportunities Fund Limited	10,770,000	7.78%	6,075,000	8.78%	6,075,000	8.78%
National Westminster Bank PLC (as Trustee of the Jupiter India Fund)	7,035,674	5.09%	-	0.00%	-	0.00%
Total	**114,454,075**	**82.73%**	**54,426,360**	**78.68%**	**54,426,360**	**78.68%**

(d) During the current year, the share holders of the Company have approved sub-division (share split) of fully paid equity shares of the company from INR 2/- per share to INR 1/- per share.

(All amounts are in lakhs, except share data and as stated)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 20			
OTHER EQUITY			
Securities premium	13,089.61	13,089.61	13,089.61
Capital reserves	27.50	27.50	27.50
Amalgamation reserve	177.96	177.96	177.96
Retained earnings	(481.63)	(898.39)	(342.97)
Other comprehensive income			
Remeasurements of net defined benefit plan	(1.83)	6.15	-
	12,811.61	**12,402.83**	**12,952.10**
Movement in each reserve			
(a) Capital reserve			
As per last balance sheet	27.50	27.50	
Add / (less): Movements during the year	-	-	
	27.50	**27.50**	
(b) Securities premium reserve			
As per last balance sheet	13,089.61	13,089.61	
Add / (less): Movements during the year	-	-	
	13,089.61	**13,089.61**	
(c) Other reserves			
Amalgamation reserve			
As per last balance sheet	177.96	177.96	
Add / (less): Movements during the year	-	-	
	177.96	**177.96**	
(d) Retained earnings			
As per last balance sheet	(898.39)	(342.97)	
Add / (less): Movements during the year	416.76	(555.42)	
	(481.63)	**(898.39)**	
(e) Other comprehensive income			
As per last balance sheet	6.15	-	
Add / (less): Remeasurements gain / (losses) on defined benefit plan (net of tax)	(7.98)	6.15	
	(1.83)	**6.15**	
Note 21			
BORROWINGS			
Secured			
(a) Term loans *			
Indian rupees loan from bank	4,987.52	2,403.55	1,411.74
(b) Vehicle loans *			
Indian rupees loan from bank	10.52	-	-
Unsecured			
Cumulative Redeemable Preference Shares**			
40,00,000 Cumulative Redeemable Preference Shares of INR 10/- each, fully paid up (March 31, 2018; March 31, 2017 and April 1, 2016: 40,00,000 Cumulative Redeemable Preference Shares of INR 10/- each, fully paid up)**	5,916.70	4,642.38	3,481.44
	10,914.74	**7,045.93**	**4,893.18**

Note 21

BORROWINGS (contd.)

Details of Securities and Terms of Repayment:

(a) Term Loans from Banks

Indusind Bank Limited - LRD

Loan of INR 26 crores has been availed during the F.Y. 2016-17 which is secured by assignment of lease rental receivables of 1st floor to 5th floor of building “Elpro Metropolis” at village Chinchwadgaon, Taluka Haveli, Pune - 411 033, comprising of premises with 76 car parking, owned by the company.

Collateral Security: Exclusive mortgage of all floors (1st floor to 5th floor) of building “Elpro Metropolis” at village Chinchwadgaon, Taluka Haveli, Pune - 411033, comprising of premises with 76 car parking, owned by the company. The Loan is repayable in 120 monthly installment starting from the month of October, 2016 and the last installment is due on August, 2025. Rate of Interest - 10% p.a. ROI is linked to 1 year MCLR.

Kotak Mahindra Bank Limited - LRD

Loan of INR 30.00 crores has been availed during the F.Y. 2017-18 which is secured by assignment of lease rental receivables from the licensees of the property owned by the company being mortgaged to the bank (by way of hypothecation or assignment) arising out of lease rentals.

Collateral Security: Mortgage of immovable properties being land, building and industrial plot at “One Elpro Park” on land bearing part of CTS No. 4270 situated at village Chinchwadgaon, Taluka Haveli, Pune - 411033, owned by the company. The Loan is repayable in 108 monthly installment starting from the month of October, 2017 and the last installment is due on September, 2026. Rate of Interest: 6M MCRL + 0.20% spread.

State Bank of India - LRD

Initial loan amount was INR 17.39 crores secured by first charge on future receivables (from lease, licence, amenities, facilities fees etc.) of the company from various clients.

Collateral Security: 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 - 2,99,674.18 Sq.ft). The loan is repayable in 84 monthly installment of INR 30.70 lakhs 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). Entire loan has been repaid during the F.Y. 2016-17.

State Bank of India - LRD

Initial Loan Amount was INR 14.00 crores secured by first charge on future receivables (License fees, amenities charges, rent etc.) of the company from various clients.

Collateral Security: 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 - 2,99,674.18 Sq.ft.). The Loan is repayable in 96 monthly installments of INR 24.00 lakhs 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). Entire loan has been repaid during the F.Y. 2016-17.

(b) Term Loans from other parties

ICICI Bank Limited - Vehicle loan

Loan of INR 10.70 lakhs has been availed during the F.Y. 2017-18 Secured by hypothecation of car purchased the loan is payable with EMI of INR 0.22 lakhs - Repayable in 60 monthly installments starting from March 15, 2018 last installment due on February 15, 2023.

Kotak Mahindra Prime Limited - Vehicle loan

Initial loan Amount was INR 10.00 lakhs secured by hypothecation of car purchased the loan is payable with EMI of INR 0.21 lakhs repayable in 60 monthly installments starting from June 28, 2011 last installment due on June 10, 2016. Loan has been repaid during the financial year. The same has been shown under current maturities of long-term borrowings.

****(b) Cumulative Redeemable Preference Shares**

The Company has issued 12% cumulative redeemable preference shares of face value of INR 10/- with a premium of INR 190/- per preference share. The preference shares are to be redeemed at a compounded return on the subscription amount at the rate of 10% per annum. The preference shares are issued for a maximum period of 15 years subject to an early redemption option for the issuer company. No dividend has been paid on the shares in the past as the company was in losses. *(For further information, refer Note 50 on Ind AS 101).*

(All amounts are in lakhs, except share data and as stated)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 22			
OTHER FINANCIAL LIABILITIES			
Lease / Security deposits	722.49	657.05	329.76
	722.49	**657.05**	**329.76**
Note 23			
OTHER NON-CURRENT LIABILITIES			
Prepaid expenses	235.12	179.43	171.31
	235.12	**179.43**	**171.31**
Note 24			
PROVISIONS			
Provision for employee benefits			
Provisions for Leave encashment and gratuity for employees	19.01	11.09	10.72
	19.01	**11.09**	**10.72**
Note 25			
BORROWINGS			
Secured			
(a) Loans repayable on demand *			
– from banks	-	164.55	193.35
	-	**164.55**	**193.35**
Unsecured			
(b) Inter-corporate deposits			
– From related parties **	8,304.58	8,753.15	11,107.73
– From others ***	5,776.22	3,650.86	2,496.15
(c) Bank overdraft	312.84	-	-
	14,393.64	**12,404.01**	**13,603.88**
	14,393.64	**12,568.56**	**13,797.23**

*** 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 INR 200 lakhs for Cash Credit is repayable on demand and has Floating interest at 3.75 % above bank rate. The cash credit has been repaid during the current year.

The inter-corporate deposit from related parties are unsecured and carry interest in the range of 10% to 15%. The deposits are repayable on demand. The inter-corporate deposits from others are unsecured and carry interest in the range of 12% p.a. to 15% p.a. The tenure of the deposits range from 90 to 365 days.

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 26			
TRADE PAYABLES			
Trade payables	486.86	395.18	300.01
Provisions for expenses	301.63	349.94	359.17
	788.50	**745.13**	**659.19**

(All amounts are in lakhs, except share data and as stated)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 27			
OTHER FINANCIAL LIABILITIES			
Current maturities of long - term borrowings *	368.30	145.55	422.69
Lease / Security deposits	1,888.48	1,998.98	2,029.12
Employee benefits payable	13.77	24.67	21.42
Society / Condominium maintenance reserve	(31.55)	(20.47)	(8.64)
Other payables	(0.25)	(1.46)	0.06
	2,238.75	**2,147.26**	**2,464.66**
Note 28			
OTHER CURRENT LIABILITIES			
Advances - Residential flats sale agreements	33.92	-	332.16
Advances - sale of land	250.00	150.00	11.00
Advance from customers	1,364.18	1,844.66	2,132.06
Prepaid expense	74.23	51.46	46.83
Duties & taxes	231.90	149.99	139.76
	1,954.23	**2,196.11**	**2,661.81**
Note 29			
PROVISIONS			
Provision for employee benefits			
Leave encashment & gratuity	6.81	0.93	4.13
	6.81	**0.93**	**4.13**

Note 30

REVENUE FROM OPERATIONS

Sale of Products		
Finished goods & services		
– Domestic turnover	3,636.83	3,652.24
– Export turnover	71.14	55.25
Gain on joint development agreement	334.18	181.32
Income from windmills	41.27	51.91
Income from real estate services	2,042.35	1,403.65
	6,125.77	**5,344.37**

(All amounts are in lakhs, except share data and as stated)

	Year ended March 31, 2018	Year ended March 31, 2017
Note 31		
OTHER INCOME		
Interest income		
– Fixed deposit	12.01	11.19
– Housing customers	0.04	3.49
– IT refunds	12.12	9.34
– Others	5.12	1.96
Dividend income	0.13	0.12
Scrap sales	0.02	1.69
Duty drawback	1.25	1.08
Forex gain / loss	1.39	2.30
Gain on financial assets measured at fair value through profit and loss account	0.10	1.03
Income - Flat cancellation	6.05	14.49
Miscellaneous income	2.46	1.40
Profit on sale of assets	0.70	8.83
Sundry balances - written back	-	3.35
	41.40	**60.26**
Note 32		
COST OF MATERIALS CONSUMED		
Inventory at the beginning of the year	63.55	54.49
Add: Purchases (Net)	293.54	260.84
Less: Inventory at the end of the year	60.22	64.50
	296.86	**250.83**
Note 33		
CHANGES IN INVENTORIES OF FINISHED GOODS & GOODS		
Inventory at the beginning of the year		
Work-in-progress	6.78	7.72
Inventory at the end of the year		
Work-in-progress	13.31	6.78
Net Change in Inventory	**(6.53)**	**0.94**
Note 34		
PROJECT COST		
Project cost	1,253.64	2,023.44
	1,253.64	**2,023.44**
Note 35		
EMPLOYEE BENEFITS EXPENSE		
Salaries, wages & bonus	145.18	135.14
Contribution to provident & other funds	2.14	1.57
Gratuity & leave encashment	8.52	4.75
Staff welfare expenses	1.53	1.83
	157.37	**143.29**

(All amounts are in lakhs, except share data and as stated)

	Year ended March 31, 2018	Year ended March 31, 2017
Note 36		
FINANCE COSTS		
Interest expense		
– On bank loans	302.54	251.68
– Inter - corporate deposits	1,607.16	1,491.33
– Unwinding interest expense on security deposit	63.90	47.35
Dividend on preference shares	48.00	48.00
Redemption premium on preference shares	1,226.32	1,112.94
Vehicle loans	0.04	-
Other Borrowing costs		
Bank charges and commissions	70.12	18.27
Stamp duty and franking charges	20.18	6.20
	3,338.26	**2,975.77**
Note 37		
OTHER EXPENSES		
Stores and spares consumed	0.32	0.70
Power and fuel	15.36	7.91
Job work / labour charges	19.68	31.95
Repairs and maintenance		
– Buildings	49.75	17.50
– Plant and machinery	0.89	0.44
– Others	34.97	20.89
Annual maintenance / operation charges - windmill	20.61	16.30
Annual listing fees	2.88	2.29
Annual custody fees	0.69	0.86
Issuer fees	0.52	0.52
Rent	14.94	14.48
Rates and taxes	44.08	21.72
Insurance	3.90	2.96
Advertising and sales promotion	2.88	1.13
Directors sitting fees	2.23	2.28
Travelling and conveyance expenses	26.66	34.44
Professional and consultancy charges	200.48	42.11
Communication charges	9.75	10.81
Export expenses	0.99	2.26
Printing and stationery	4.27	3.38
Membership fees	9.50	12.91
Donation	1.00	-
Commission on sales	-	6.64
Compensation paid	-	6.17
Security expenses	9.81	19.31
Payment to auditors *(Refer details below)*	8.60	10.60
Freight and forwarding expenses	5.70	5.17
Miscellaneous expenses	67.22	43.58
Income tax - (F.Y. - 2012-13 / A.Y. - 2013-14)	-	50.65
Other balances written off	12.65	21.75
Bad and doubtful debts (Net of provision)	32.52	3.25
	602.82	**414.96**
Payment to auditors for:		
Audit fees	6.50	6.50
Tax audit	1.10	1.10
Other services	1.00	3.00
	8.60	**10.60**

(All amounts are in lakhs, except share data and as stated)

		Year ended March 31, 2018	Year ended March 31, 2017
Note 38			
EARNINGS PER EQUITY SHARE			
Profit / (Loss) after tax attributable to equity shareholders	(A)	416.76	(555.42)
Calculation of weighted average number of equity shares			
Number of equity shares at the beginning of the year		69,175,155	69,175,155
Number of equity shares issued during the year (share split)		69,175,155	-
Number of equity shares outstanding at the end of the year		138,350,310	69,175,155
Weighted average number of equity shares outstanding during the year	(B)	138,350,310	138,350,310*
Basic and diluted earnings per share (INR.) (Restated)	(A/B)	**0.30**	**(0.40)***
Face value per share (INR.)		1.00	1.00*

* The Company has done a share split of its equity shares from INR 2/- per share to INR 1/- per share on September 28, 2017. Accordingly the number of shares and EPS for previous year ending March 31, 2017 has been restated.

Note 39

TAX EXPENSE

(a) Amounts recognised in profit and loss

	For the year ended March 31, 2018	For the year ended March 31, 2017
Current income tax	67.55	-
	67.55	**-**
Deferred income tax liability / (asset), net		
Origination and reversal of temporary differences	(67.55)	
Deferred tax expense	**(67.55)**	-
Tax expense for the year	**-**	**-**

(b) Reconciliation of effective tax rate

Profit / (Loss) before tax	**416.76**	**(555.42)**
Tax using the Company's domestic tax rate (30.9%)	128.78	(171.62)
Tax effect of:		
Expense not deductible for tax purposes	-	0.58
Dividend and redemption premium on preference shares	393.76	358.73
Previously unrecognised tax losses used to reduce tax expense	(522.54)	(187.68)
	-	-

Deferred tax:

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.

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income and the period over which deferred income tax assets will be recovered. Any changes in future taxable income would impact the recoverability of deferred tax assets.

(All amounts are in lakhs, except share data and as stated)

Note 40

EMPLOYEE BENEFITS

i) 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. 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.

ii) Movement in net defined benefit (asset) / liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) / liability and its components.

	Defined benefit obligation			Fair value of plan assets			Net defined benefit (asset) / liability		
	March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
Opening balance	14.00	19.20	21.53	12.63	13.18	16.74	1.37	6.02	4.79
Included in profit or loss									
Current service cost	1.74	1.05	3.44	-	-	-	1.74	1.05	3.44
Interest cost	0.98	1.47	1.72	-	-	-	0.98	1.47	1.72
Actuarial (Gains) / Losses	7.98	(6.15)	(2.60)	(0.20)	(0.01)	-	8.18	(6.14)	(2.60)
Past service cost	-	-	-	-	-	-	-	-	-
Other									
Benefit paid from the fund	(2.05)	(1.57)	(4.89)	-	-	-	(2.05)	(1.57)	(4.89)
Expected return on plan assets	-	-	-	0.89	0.93	1.29	(0.89)	(0.93)	(1.29)
Contributions by employer	-	-	-	0.22	0.10	0.04	(0.22)	(0.10)	(0.04)
Benefit paid	-	-	-	(1.85)	(1.57)	(4.89)	1.85	1.57	4.89
Included in OCI									
Remeasurements loss / (gain):	-	-	-	-	-	-	-	-	-
	22.65	**14.00**	**19.20**	**11.69**	**12.63**	**13.18**	**10.96**	**1.37**	**6.02**

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Expenses recognized in statement of Profit & Loss Account			
Current service cost	1.73	1.05	3.44
Interest cost	0.98	1.47	1.72
Expected return on plan assets	(0.89)	(0.93)	1.29
Amount recognized in Other Comprehensive Income			
Total Remeasurements in OCI	7.98	(6.15)	(2.60)
iii) Actuarial assumptions			
The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).			
Discount (p.a.)	7.50%	7.50%	8.00%
Salary escalation (p.a.)	5.00%	5.00%	5.00%

iv) Sensitivity analysis

Discount Rate, Salary Escalation Rate and Withdrawal Rate are significant actuarial assumptions. The change in the Present Value of Defined Benefit Obligation for a change of 100 Basis Points from the assumed assumption is given below:

	March 31, 2018 Percentage Change	March 31, 2017 Percentage Change
Under base scenario	0.00%	0.00%
Salary escalation - up by 1%	6.20%	7.20%
Salary escalation - down by 1%	-5.20%	-6.00%
Withdrawal rates - up by 1%	3.60%	3.70%
Withdrawal rates - down by 1%	-4.10%	-4.20%
Discount rates - up by 1%	-8.40%	-8.80%
Discount rates - down by 1%	9.90%	10.50%

(All amounts are in lakhs, except share data and as stated)

Note 41

OPERATING LEASES AS A LESSOR

i) The Company's significant leasing arrangements are in respect of operating leases for premises. These leasing arrangements, which are non-cancellable range between 11 months and 39 years generally and are usually renewable by mutual consent on mutually agreeable terms.

ii) Other disclosures in respect of Building's given on operating lease

Buildings (Including Furniture & Fixtures)

	March 31, 2018	March 31, 2017	April 1, 2016
Lease rental receipt for the year	1,945.90	1,336.27	1,132.40
Future minimum lease rentals receipts not later than one year	2,140.72	1,932.56	1,253.64
Later than one year but not later than five years	7,070.84	8,221.67	4,560.13

Operating leases as a Lessee

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

	F.Y 2017-18	F.Y. 2016-17	F.Y 2015-16
Lease rental payments for the year	18.90	21.29	21.00
Future minimum lease rentals payments payable -			
– Not later than one year	18.69	20.60	18.92
– Later than one year but Not later than five Years	14.40	-	-

Note 42

FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value. The Company's secured loan from banks has been contracted at floating rates of interest, which are reset at short intervals. Accordingly, the carrying value of such long-term debt approximates fair value.

March 31, 2018	Carrying amount			Fair value		
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Total
Financial assets						
Non-current investments						
– Equity instruments in others	7.62	-	7.62	7.62	-	**7.62**
– Government securities	-	0.21	0.21	-	0.21	**0.21**
Loans	-	158.54	158.54	-	-	-
Trade receivables	-	240.23	240.23	-	-	-
Cash and cash equivalents	-	291.77	291.77	-	-	-
Other bank balances	-	275.30	275.30	-	-	-
Short-term loans	-	6,033.12	6,033.12	-	-	-
	7.62	**6,999.17**	**7,006.79**	**7.62**	**0.21**	**7.83**
Financial liabilities						
Secured loan from banks	-	5,366.34	5,366.34	-	-	-
Cumulative redeemable preference shares	-	5,916.70	5,916.70	-	5,916.70	**5,916.70**
Lease / Security deposits	-	2,610.97	2,610.97	-	2,610.97	**2,610.97**
Inter-corporate deposits	-	14,080.80	14,080.80	-	-	-
Trade and other payables	-	788.50	788.50	-	-	-
Other financial liabilities	-	294.81	294.81	-	-	-
	-	**29,058.11**	**29,058.11**	**-**	**8,527.67**	**8,527.67**

(All amounts are in lakhs, except share data and as stated)

March 31, 2017	Carrying amount			Fair value		
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Total
Financial assets						
Non-current investments						
– Equity instruments in others	7.18	-	7.18	7.18	-	**7.18**
– Mutual funds	1.19	-	1.19	1.19	-	**1.19**
– Government securities	-	0.21	0.21	-	0.21	**0.21**
Loans	-	118.42	118.42	-	-	-
Trade receivables	-	407.07	407.07	-	-	-
Cash and cash equivalents	-	135.28	135.28	-	-	-
Other bank balances	-	112.72	112.72	-	-	-
Short-term loans	-	4,818.85	4,818.85	-	-	-
	8.37	**5,592.56**	**5,600.93**	**8.37**	**0.21**	**8.58**
Financial liabilities						
Secured loan from banks	-	2,549.10	2,549.10	-	-	-
Cumulative redeemable preference shares	-	4,642.38	4,642.38	-	4,642.38	**4,642.38**
Loans repayable on demand from banks	-	164.55	164.55	-	-	-
Lease / Security deposits	-	2,656.03	2,656.03	-	2,656.03	**2,656.03**
Inter-corporate deposits	-	12,404.01	12,404.01	-	-	-
Trade and other payables	-	745.13	745.13	-	-	-
Other financial liabilities	-	2.74	2.74	-	-	-
	-	**23,163.93**	**23,163.93**	**-**	**7,298.41**	**7,298.41**

April 1, 2016	Carrying amount			Fair value		
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Total
Financial assets						
Non-current investments						
– Equity instruments in others	6.27	-	6.27	6.27	-	**6.27**
– Mutual funds	1.07	-	1.07	1.07	-	**1.07**
– Government securities	-	0.21	0.21	-	0.21	**0.21**
Loans	-	112.60	112.60	-	-	-
Trade receivables	-	460.17	460.17	-	-	-
Cash and cash equivalents	-	498.99	498.99	-	-	-
Other bank balances	-	9.28	9.28	-	-	-
Short-term loans	-	4,570.52	4,570.52	-	-	-
	7.34	**5,651.77**	**5,659.11**	**7.34**	**0.21**	**7.55**
Financial liabilities						
Secured loan from banks	-	1,834.43	1,834.43	-	-	-
Cumulative redeemable preference shares	-	3,481.44	3,481.44	-	3,481.44	**3,481.44**
Loans repayable on demand from banks	-	193.35	193.35	-	-	-
Lease / Security deposits	-	2,358.89	2,358.89	-	2,358.89	**2,358.89**
Inter-corporate deposits	-	13,603.88	13,603.88	-	-	-
Trade and other payables	-	659.19	659.19	-	-	-
Other financial liabilities	-	12.84	12.84	-	-	-
	-	**22,144.02**	**22,144.02**	**-**	**5,840.32**	**5,840.32**

1. Investments in subsidiaries and associates are carried at cost as per Ind AS 27 and the same is not included in the table above.

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring Level 2 fair values for financial instruments measured at fair value in the statement of financial position as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique
Government securities, Redeemable Preference Shares and Lease Security Deposits (Amortised cost)	Discounted cash flow approach: The valuation model considers the present value of expected payment, discounted using a risk adjusted discount rate.

(All amounts are in lakhs, except share data and as stated)

i) Financial risk management

The Company has exposure to the following risks arising from financial instruments:

A. Credit risk;

B. Liquidity risk; and

C. Market risk

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

A. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and advances to related parties and investments at amortised cost. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables, loans and advances and investments.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The company operates primarily into three streams of business namely sale of residential flats, leasing business and manufacturing business of electrical Equipments

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Neither past due nor impaired	-	-	-
Past due but not impaired			
Past due 1–90 days	164.38	63.75	70.46
Past due 91–180 days	-	209.46	205.32
Past due 181–270 days	-	-	-
Past due 271–365 days	20.62	-	0.68
Past due more than 365 days	188.29	234.40	281.00
	373.29	**507.62**	**557.47**

Expected credit loss assessment for customers as at March 31, 2018; March 31, 2017 and April 1, 2016

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macro economic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue. Further, management believes that the unimpaired amounts that are past due by more than 365 days are still collectible in full, based on historical payment behavior and extensive analysis of customer credit risk.

(All amounts are in lakhs, except share data and as stated)

Cash and cash equivalents

The Company held cash and cash equivalents with credit worthy banks and financial institutions of INR 291.77 lakhs and INR 135.28 lakhs and INR 498.99 lakhs as at March 31, 2018 and March 31, 2017 and April 1, 2016 respectively. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

Loans and advances to related parties

The Company does not expect any losses from non-performance by these counter-parties as these are subsidiaries, associates and entities held under common control.

The movement in the allowance for impairment in respect of loans and advances during the year was as follows.

	Amount (in lakhs)
Balance as at April 1, 2016	**97.29**
Impairment loss recognised	3.25
Amounts written off	-
Balance as at March 31, 2017	**100.54**
Impairment loss recognised	32.52
Amounts written off	-
Balance as at March 31, 2018	**133.06**

B. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The Company has obtained fund based working capital lines from banks. Furthermore, the Company has access to funds from redeemable preference shares issued to related parties. The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

As of March 31, 2018, the Company had working capital of INR (11,975.43) lakhs including cash and cash equivalents of INR 291.77 lakhs and short term borrowings of INR 14,393.64 lakhs. As of March 31, 2017, the Company had working capital of INR (10,560.24) lakhs including cash and cash equivalents of INR 135.28 lakhs and short term borrowings of INR 12,568.56.64 lakhs. As of April 1, 2016, the Company had working capital of INR (11,496.83) lakhs including cash and cash equivalents of INR 498.99 lakhs and short term borrowings of INR 13,797.23 lakhs.

Exposure to liquidity risk

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non derivative financial liabilities

		Contractual Cash Flows				
As at March 31, 2018	**Carrying amount**	**Total**	**1 year or less**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Secured loan from banks	**5,366.34**	**7,798.78**	836.43	888.35	2,778.48	3,295.52
Cumulative redeemable preference shares	**5,916.70**	**34,309.47**	-	-	-	34,309.47
Lease / Security deposits	**2,610.97**	**2,955.87**	1,941.91	149.23	716.37	148.36
Inter-corporate deposits	**14,080.80**	**14,295.26**	14,295.26	-	-	-
Trade and other payables	**788.50**	**788.50**	788.50	-	-	-
Other financial liabilities	**294.81**	**294.81**	294.81	-	-	-
	29,058.11	**60,442.69**	**18,156.90**	**1,037.58**	**3,494.85**	**37,753.35**

(All amounts are in lakhs, except share data and as stated)

As at March 31, 2017	Contractual cash flows					
	Carrying amount	Total	1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Secured loan from banks	**2,549.10**	**3,996.19**	398.92	385.82	1,245.65	1,965.80
Cumulative redeemable preference shares	**4,642.38**	**34,309.47**	-	-	-	34,309.47
Loans repayable on demand from banks	**164.55**	**164.55**	164.55	-	-	-
Lease / Security deposits	**2,656.03**	**2,914.07**	2,002.12	52.11	287.15	572.70
Inter-corporate deposits	**12,404.01**	**12,522.65**	12,522.65	-	-	-
Trade and other payables	**745.13**	**745.13**	745.13	-	-	-
Other financial liabilities	**2.74**	**2.74**	2.74	-	-	-
	23,163.93	**54,654.79**	**15,836.10**	**437.93**	**1,532.79**	**36,847.97**

As at April 1, 2016	Contractual cash flows					
	Carrying amount	Total	1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Secured loan from banks	**1,834.43**	**2,044.56**	656.39	380.11	864.05	144.01
Cumulative redeemable preference shares	**3,481.44**	**34,309.47**	-	-	-	34,309.47
Loans repayable on demand from banks	**193.35**	**193.35**	193.35	-	-	-
Lease / Security deposits	**2,358.89**	**2,599.94**	2,040.64	52.11	142.69	364.50
Inter-corporate deposits	**13,603.88**	**13,668.54**	13,668.54	-	-	-
Trade and other payables	**659.19**	**659.19**	659.19	-	-	-
Other financial liabilities	**12.84**	**12.84**	12.84	-	-	-
	22,144.02	**53,487.88**	**17,230.95**	**432.22**	**1,006.73**	**34,817.98**

C. Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

Currency risk

The fluctuation in foreign currency exchange rates may have potential impact on the profit and loss account, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the entity.

Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in U.S. dollar against the respective functional currencies of the company.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows:

Amounts in INR (lakhs)	March 31, 2018 USD	March 31, 2017 USD	April 1, 2016 USD
Trade receivables	8.81	6.31	10.46
Trade payables	7.42	29.29	-
Net statement of financial position exposure	**1.39**	**(22.98)**	**10.46**

(All amounts are in lakhs, except share data and as stated)

Sensitivity analysis

A 10% strengthening / weakening of the respective foreign currencies with respect to functional currency of Company would result in increase or decrease in profit or loss as shown in table below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases. The following analysis has been worked out based on the exposures as of the date of statements of financial position.

Effect in INR Crore	Profit or loss	
	Strengthening	Weakening
March 31, 2018		
USD	0.14	(0.14)
March 31, 2017		
USD	(2.30)	2.30
April 1, 2016		
USD	1.05	(1.05)

(Note: The impact is indicated on the profit / loss before tax basis)

ii) **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to market risk for changes in interest rates primarily relates to borrowings from financial institutions.

Exposure to interest rate risk

The profile for variable interest-bearing financial instruments of the Company's is as follows.

Variable-rate instruments	March 31, 2018	March 31, 2017	April 1, 2016
Financial assets	-	-	-
Financial liabilities	5,355.82	2,698.59	2,006.48
	(5,355.82)	**(2,698.59)**	**(2,006.48)**

Interest rate sensitivity - fixed rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss, therefore, a change in interest rates at the reporting date would not affect profit or loss for any of these fixed interest bearing financial instruments.

Interest rate sensitivity - variable rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased / decreased profit or loss by amounts shown below. This analyses assumes that all other variables, in particular, foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

	Profit or loss	
	100 bps increase	100 bps decrease
As at March 31, 2018		
Variable-rate instruments	(53.56)	53.56
Cash flow sensitivity (Net)	(53.56)	53.56
As at March 31, 2017		
Variable-rate instruments	(26.99)	26.99
Cash flow sensitivity (Net)	(26.99)	26.99
As at April 1, 2016		
Variable-rate instruments	(20.06)	20.06
Cash flow sensitivity (Net)	(20.06)	20.06

(Note: The impact is indicated on the profit / loss before tax basis)

(All amounts are in lakhs, except share data and as stated)

Note 43

CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. It sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirements are met through a mixture of equity, preference shares and other borrowings. The Group's policy is to use short-term and long-term borrowings to meet anticipated funding requirements.

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Adjusted equity comprises all components of equity.

The Company's adjusted net debt to equity ratio at each balance sheet date was as follows:

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Total liabilities	**31,273.28**	25,551.49	24,991.98
Less: Cash and cash equivalent	**291.77**	135.28	498.99
Adjusted net debt	**30,981.51**	25,416.21	24,493.00
Adjusted equity	**14,195.12**	13,786.33	14,335.60
Adjusted net debt to adjusted equity ratio	**2.18**	1.84	1.71

Note 44

SEGMENT INFORMATION

In accordance with the Ind AS 108, 'Operating Segments', the Segment Information for the year ended March 31, 2018 is given as follows:

A brief description of the segments is as under:

Reportable Segments	Operations
Electrical Equipments	Manufacturing and sale of Lightning Arresters, Varistor, Secondary Surge Arresters, Discharge Counter, accessories and services in respect thereof.
Real Estate	Development and sale of property and lease of land & premises.
Investment activity	Comprises of long term investments.
Others	Represents income from power generation from Windmill.

	Electrical Equipments	Real Estate	Investment Activity	Others	Elimination	Total (INR
SEGMENT REVENUE						
External sales	**552.15** (546.44)	**5,532.34** (4,746.02)	**-** (-)	**41.27** (51.91)	**-** (-)	**6,125.77** (5,344.37)
Inter - segment sales	**-** (-)	**-** (-)	**-** (-)	**-** (-)	**-** (-)	- (-)
Revenue						**6,125.77** (5,344.37)
RESULT						
Segment result	**98.47** (74.82)	**4,123.44** (2,642.87)	**0.10** (1.03)	**12.59** (27.34)	**-** (-)	**4,234.61** (2,746.06)
Unallocated corporate income (net of unallocable expenses)						**(479.58)** (-325.71)
Operating Profit / (Loss) before finance cost						**3,755.02** (2,420.35)

(All amounts are in lakhs, except share data and as stated)

	Electrical Equipments	Real Estate	Investment Activity	Others	Elimination	Total (INR
Finance cost						**(3,338.26)** (2,975.77)
Profit / (Loss) before tax						**416.76** (555.42)
Income taxes / Deferred tax reversal						**-** (-)
Net Profit / (Loss) after tax						**416.76** (555.42)
Other information						
Segment Assets	**405.66** (324.89)	**14,137.32** (11,391.10)	**30,060.35** (27,046.78)	**144.18** (159.60)	**-** (-)	**44,747.52** (38,922.37)
Unallocated corporate assets						**720.87** (415.45)
Total Assets						**45,468.40** (39,337.82)
Segment liabilities	**49.26** (209.22)	**10,374.07** (7,900.68)	**5,000.00** (5,000.00)	**8.89** (4.05)	**-** (-)	**15,432.22** (13,113.95)
Unallocated corporate liabilities						**15,841.06** (12,437.53)
Total liabilities						**31,273.28** (25,551.49)
Capital expenditure	**-** (-)	**2,596.12** (982.41)	**-** (-)	**-** (-)	**-** (-)	**2,596.12** (982.41)
Unallocated capital expenditure						**13.07** (2.64)
Total capital expenditure						**2,609.19** (985.05)
Depreciation	**3.15** (8.44)	**72.45** (70.16)	**-** (-)	**7.94** (7.94)	**-** (-)	**83.55** (86.54)
Unallocated depreciation						**10.17** (11.15)
Total Depreciation						**93.72** (97.68)

Note: Figures in bracket relates to the previous year

All assets of the Company are domiciled in India and the company does not earn 10% or more of revenue from any customer.

Note 45

RELATED PARTY RELATIONSHIPS, TRANSACTIONS AND BALANCES

The table provides the information about the company's structure including the details of the subsidiaries and the holding company. The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year.

Subsidiaries

Elpro Estates Limited

Associate companies

Dabri Properties & Trading Company Limited

PNB MetLife India Insurance Company Limited

Key Managerial Personnel:

Mr. Surbhit Dabriwala

Mr. Deepak Kumar

Mr. Narayan T. Atal

Mr. Ashok Kumar Jain

Ms. Kalpana Unadkat

Mr. Sunil Khandelwal

Mr. Sambhaw Kumar Jain

Ms. Binal Khosla

Details of related party transactions during the year ended 31 March, 2018 and balances outstanding as at March 31, 2018:

Particulars	**Subsidiaries**	**KMP**	**Total**
	Elpro Estates Limited	KMP	
Transactions during the year			
Advances			
Interest free advance paid as per JDA agreement	**1,229.73** (508.79)	**0.00** (-)	**1,229.73** (508.79)
Compensation to Key Management Personel			
Short-term benefits	**-** (-)	**88.61** (88.69)	**88.61** (88.69)
Directors sitting fees	**-** (-)	**2.23** (2.28)	**2.23** (2.28)
Balances outstanding at the end of the year			
Receivables as on March 31, 2018 Interest free Deposits/Advances	**6,023.56**	**0.00**	**6,023.56**
Receivables as on March 31, 2017 Interest free Deposits/Advances	(4,793.83)	(-)	(4,793.83)
Receivables as on April 1, 2016 Interest free Deposits/Advances	(4,285.03)	(-)	(4,285.03)
Payables as on March 31, 2018 Compensation to Key Management Personnel	**-**	**7.70**	**7.70**
Payables as on March 31, 2017 Compensation to Key Management Personnel	(-)	(7.88)	(7.88)
Payables as on April 1, 2016 Compensation to Key Management Personnel	(-)	(0.09)	(0.09)

Note: Figures in bracket relates to the previous years

(All amounts are in lakhs, except share data and as stated)

Transactions with key management personnel

i) Compensation of Key Management personnel of the Company.

	For the year ended March 31, 2018	For the year ended March 31, 2017
Short term employee benefits #	88.61	88.69
Total	**88.61**	**88.69**

Remuneration does not include charge for gratuity and compensated absences, as employee-wise break-up is not available.

All the transactions with related parties are at arm's length and all the outstanding balances are unsecured.

Note 46

	March 31, 2018	March 31, 2017	April 1, 2016
i. Estimated amount of contracts remaining to be executed on capital account and not provided for	238.96	488.52	421.54
ii. Contingent liabilities not provided for:			
(a) Excise duty	-	-	2.23
(b) Employee related matters	Amount not ascertainable	Amount not ascertainable	Amount not ascertainable
(c) Sales tax matters	-	-	25.44
(d) Bank guarantees (secured by hypothecation of current assets)	15.12	14.22	20.17
(e) Corporate guarantee to Bank (secured by mortgage of land)	2,824.40	3,491.00	3,650.00

Note 47

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, 2018**. 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.

Note 48

Details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016 -

	SBNs	Other Denomination Notes	Total (in INR)
Closing Cash in hand as on November 8, 2016	0.23	1.15	1.38
(+) Withdrawal from Bank	-	3.88	3.88
(+) Permitted Receipts	-	-	-
(-) Permitted Payments	-	3.53	3.53
(-) Amount Deposited in Banks	0.23	-	0.23
Closing Cash in hand as on December 30, 2016	**-**	**1.50**	**1.50**

Note 49

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.

Note 50

There are no dues payable to the Investor Education and Protection Fund as at **March 31, 2018**.

Note 51

EVENTS OCCURRING AFTER THE REPORTING PERIOD

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

(All amounts are in lakhs, except share data and as stated)

Note 52

FIRST-TIME ADOPTION OF IND AS

These are Company's first financial statements prepared in accordance with Ind AS. The accounting policies set out in Note 2 have been applied in preparing the financial statements for the year ended **March 31, 2018**, the comparative information presented in these financial statements for the year ended **March 31, 2017** and in the preparation of an opening Ind AS balance sheet at April 1, 2016 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP).

A. Exemptions and exceptions availed

A.1 Ind AS mandatory exceptions

A.1.1 Estimates

An entity's estimates in accordance with Ind AS's at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at **April 1, 2016** are consistent with the estimates as at the same date made in conformity with previous GAAP.

A.1.2 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticabl.

A.2 Ind AS optional exemptions

A.2.1 Deemed cost - Property plant and equipment, intangible assets and investment properties

Ind AS 101 permits a first-time adopter to continue with the carrying value for all of its property, plant and equipment and investment property`(including investment property under construction) as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets. Accordingly, the Company has elected to measure all of its property, plant and equipment, investment property (including investment property under construction) and intangible assets at their previous GAAP carrying value.

A.2.2 Service concession accounting

Ind AS 101 permits a first-time adopter to use the previous carrying amounts of those financial and intangible assets (however previously classified) as their carrying amounts as at date of transition, if it is impracticable for an operator to apply this Appendix retrospectively at the date of transition to Ind AS's.

Accordingly, the Company has elected to measure intangible asset at their previous GAAP carrying value.

A.2.3 Deemed cost - Investments in subsidiaries and associates

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its Investments in subsidiaries and associates as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Accordingly, the Company has elected to measure all of its Investments in subsidiaries and associates at their previous GAAP carrying value.

B. Reconciliations between previous GAAP and Ind AS

For the purposes of reporting as set out in Note 2, we have transitioned our basis of accounting from Indian generally accepted accounting principles ("IGAAP") to Ind AS. The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements for the year ended **March 31, 2017** and in the preparation of an opening Ind AS balance sheet at **April 1, 2016** (the "transition date").

In preparing our opening Ind AS balance sheet, we have adjusted amounts reported in financial statements prepared in accordance with IGAAP. An explanation of how the transition from IGAAP to Ind AS has affected our financial performance, cash flows and financial position is set out in the following tables and the notes that accompany the tables. On transition, we did not revise estimates previously made under IGAAP except where required by Ind AS.

(All amounts are in lakhs, except share data and as stated)

April 1, 2016

	Footnote ref.	Amount as per IGAAP* INR	Effects of transition to Ind AS INR	Amount as per Ind AS INR
ASSETS				
Non-Current assets				
(a) Property, plant & equipment	3	344.79	(150.77)	194.03
(b) Investment property	3	428.98	7.38	436.35
(c) Investment property under construction		2,863.46	-	2,863.46
(d) Intangible assets	4	1.29	50.64	51.93
(e) Financial assets				
i) Investments in subsidiaries and associates	7	27,038.20	-	27,038.20
ii) Investments	7	13.00	(5.45)	7.55
iii) Loans		112.60	-	112.60
iv) Others		9.28	-	9.28
(f) Deferred tax assets		14.10	-	14.10
(g) Other tax assets (net)		371.41	-	371.41
(h) Other non-current assets	6	22.43	116.05	138.48
Total non-current assets		**31,219.55**	**17.85**	**31,237.40**
Current assets				
(a) Inventories	3	1,997.64	64.38	2,062.01
(b) Financial assets				
i) Trade receivables		460.17	-	460.17
ii) Cash & cash equivalents		498.99	-	498.99
iii) Loans		4,570.52	-	4,570.52
(c) Current tax assets (net)		-	-	-
(d) Other current assets		498.49	-	498.49
Total current assets		**8,025.80**	**64.38**	**8,090.18**
TOTAL ASSETS		**39,245.35**	**82.23**	**39,327.58**
EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	5	1,783.50	(400.00)	1,383.50
(b) Other equity	1,3,5,6 & 7	13,032.40	(80.30)	12,952.10
Total equity		**14,815.90**	**(480.30)**	**14,335.60**
Non-current liabilities				
(a) Financial liabilities				
i) Borrowings	5	1,411.74	3,481.44	4,893.18
ii) Other financial liabilities	1	570.81	(241.05)	329.76
(b) Other non-current liabilities	1	-	171.31	171.31
(c) Provisions		10.72	-	10.72
Total non-current liabilities		**1,993.27**	**3,411.69**	**5,404.97**
Current liabilities				
(a) Financial liabilities				
i) Borrowings		13,797.23	-	13,797.23
ii) Trade payables		659.19	-	659.19
iii) Others		2,464.66	-	2,464.66
(b) Other current liabilities	3	5,510.97	(2,849.16)	2,661.81
(c) Provisions		4.13	-	4.13
Total current liabilities		**22,436.18**	**(2,849.16)**	**19,587.01**
TOTAL EQUITY AND LIABILITIES		**39,245.35**	**82.23**	**39,327.58**

(All amounts are in lakhs, except share data and as stated)

March 31, 2017

	Footnote ref.	Amount as per IGAAP* INR	Effects of transition to Ind AS INR	Amount as per Ind AS INR
ASSETS				
Non-Current assets				
(a) Property, plant & equipment	3	279.27	(148.08)	131.19
(b) Investment property	3	3,043.13	7.38	3,050.51
(c) Investment property under construction		1,157.77	-	1,157.77
(d) Intangible assets	4	3.54	47.95	51.49
(e) Financial assets				
i) Investments in subsidiaries and associates		27,038.20	-	27,038.20
ii) Investments	7	13.00	(4.42)	8.58
iii) Loans		118.42	-	118.42
iv) Others		112.72	-	112.72
(f) Deferred tax assets		14.10	-	14.10
(g) Other tax assets (net)		413.33	-	413.33
(h) Other non-current assets	6	11.91	131.85	143.76
Total non-current assets		**32,205.40**	**34.67**	**32,240.07**
Current assets				
(a) Inventories	3	1,250.43	62.12	1,312.55
(b) Financial assets				
i) Trade receivables		407.07	-	407.07
ii) Cash & cash equivalents		135.28	-	135.28
iii) Loans		4,818.85	-	4,818.85
(c) Current tax assets (net)		-	-	-
(d) Other current assets		423.99	-	423.99
Total current assets		**7,035.63**	**62.12**	**7,097.75**
TOTAL ASSETS		**39,241.03**	**96.80**	**39,337.83**
EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	5	1,783.50	(400.00)	1,383.50
(b) Other equity	1,3,5,6 & 7	13,393.83	(991.00)	12,402.83
Total equity		**15,177.33**	**(1,391.00)**	**13,786.33**
Non-current liabilities				
(a) Financial liabilities				
i) Borrowings	5	2,403.55	4,642.38	7,045.93
ii) Other financial liabilities	1	915.09	(258.04)	657.05
(b) Other non-current liabilities	1	(51.46)	230.89	179.43
(c) Provisions		11.09	-	11.09
Total non-current liabilities		**3,278.27**	**4,615.23**	**7,893.50**
Current liabilities				
(a) Financial liabilities				
i) Borrowings		12,568.56	-	12,568.56
ii) Trade payables		745.13	-	745.13
iii) Others		2,147.26	-	2,147.26
(b) Other current liabilities	3	5,323.54	(3,127.42)	2,196.11
(c) Provisions		0.93	-	0.93
Total current liabilities		**20,785.42**	**(3,127.42)**	**17,658.00**
TOTAL EQUITY AND LIABILITIES		**39,241.02**	**96.81**	**39,337.83**

(All amounts are in lakhs, except share data and as stated)

Reconciliation of profit or loss for the year ended March 31, 2017

		Footnote ref.	Amount as per IGAAP* INR	Effects of transition to Ind AS INR	Amount as per Ind AS INR
I	Revenue from operations	1,3 & 6	4,864.22	480.15	5,344.37
II	Other income	7	59.23	1.03	60.26
III	**Total income (I+II)**		**4,923.46**	**481.17**	**5,404.63**
IV	**Expenses:**				
	Cost of materials consumed		250.83	-	250.83
	Excise duty		53.13	-	53.13
	Project cost	3	1,839.86	183.58	2,023.44
	Changes in inventories of finished goods work-in-progress and stock-in-trade		0.94	-	0.94
	Employee benefits expense	2	137.15	6.15	143.29
	Depreciation and amortization expense		97.68	-	97.68
	Finance cost	1 & 5	1,767.48	1,208.29	2,975.77
	Other expenses		414.96	-	414.96
TOTAL EXPENSES (IV)			**4,562.03**	**1,398.02**	**5,960.05**
V	**Profit / (Loss) before tax**		**361.43**	**(916.84)**	**(555.42)**
VI	**Tax Expenses:**				
	Current tax		-	-	-
	Deferred tax		-	-	-
VII	**Net Profit / (Loss)**		**361.43**	**(916.84)**	**(555.42)**
VIII	**Other Comprehensive Income**				
	i) Items that will not be reclassified to profit or loss				
	– Remeasurements of defined benefit liability (asset)	2		6.15	6.15
IX	**Total Comprehensive Income/(loss) (Comprising Profit/ (Loss) and Other Comprehensive Income)**		**361.43**	**(910.70)**	**(549.27)**

* The previous GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

Cash flow reconciliation:

There is no significant impact on cash flow from operating, investing and financing activities for the year ended March 31, 2017 on transition to Ind AS.

1. **Security Deposit:**

   Under Indian GAAP, interest free security free lease security deposits received (that are refundable in cash) are recorded at their transaction value. Under Ind AS, all financial instruments are required to be measured at their fair value on initial recognition. Accordingly, security deposits have been fair valued under Ind AS.

   Difference between transaction value and fair value has been recognised as prepaid rent. Prepaid rent income is amortised over the lease term and notional interest expense is recognised on unwinding of security deposits.

2. **Actuarial Gain and Loss:**

   Under the previous GAAP, the actuarial gains and losses were forming part of the profit or loss for the year. Under Ind AS, Remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss.

3. **Joint Development Arrangement**

   The Company has entered into a **Joint Development Agreement (JDA) with Elpro Estates Limited** (the Developer) (formerly known as Trump Properties Limited), which is a subsidiary of the Company. The Company has granted development rights to the Developer for construction of a commercial mall consisting of commercial area, basement area and Multi Level Car Parking (MLCP) for which the Company has assigned and transferred to the Developer

(All amounts are in lakhs, except share data and as stated)

3,26,827.50 sq. ft. carpet area (3,50,000 sq. ft. saleable area) in the commercial area of the said mall (except Customer area) together with proportionate right in the common area of the commercial building along with the basement parking area (except Customer parking space) as a consideration for constructing the Customer area of the commercial premise.

The accounting treatment followed for JDA is as under:

– The Company has reclassified the cost of land from property, plant and equipments to inventory.

– The Company has recognised inventory to the extent of cost incurred for Customer area, derecognised prorata land inventory and recognised the resultant gain on JDA in retained earnings.

– The Company has recognised revenue based on Percentage of Completion (POC) for the area sold to the Customer.

– The Company has recognised Cost of Goods Sold (COGS) and derecognized inventory to the extent of cost incurred for Customer area and derecognized land inventory to the extent of POC applied on cost of land.

4. **Service Concession Arrangement**

The company has a windmill in the state of Karnataka. It has entered into an agreement with Bangalore Electricity Supply Company Limited (BESCOM) for 20 years further extendable on mutual consent for 10 years to sell 100% electricity generated at an agreed rate. Under the previous GAAP, the windmill was shown under property, plant and equipment. However as per Ind AS 11, the arrangement is treated as a whole life arrangement as the arrangement covers substentially the entire useful life of the windmill and the price is regulated by the grantor. The company has used the exemption under Ind AS 101, to use its previous GAAP carrying amount of windmill as the carrying amount for intangible asset as on the date of transition and has accounted it as an intangible asset as the demand risk is borne by the company.

5. **Cumulative Redeemable Preference Shares**

The Company has issued 12% cumulative redeemable preference shares of face value of INR 10 with a premium of INR 190 per preference share which are to be redeemed at a compounded return on the subscription amount at the rate of 10% per annum. The preference shares are issued for a maximum period of 15 years subject to an early redemption option for the issuer company. Under Indian GAAP, the preference shares were considered a part of equity. However, under Ind AS, the cumulative redeemable preference shares are considered a liability and are measured at amortised cost with dividend and premium on redemption recognised using EIR (Effective interest rate method).

6. **Straight Lining of Lease Rentals**

Under the previous GAAP, lease rentals were recognised as an expense as per terms of the lease agreement. However under Ind AS, the lease payment are recognised as an expense on a straight line basis over the lease term where the payments are not structured to increase in line with general inflation to compensate lessor for expected inflationary cost increase.

7. **Fair Valuation of Investments**

In accordance with Ind AS, financial assets representing investment in equity shares of entities other than subsidiaries and associates as well as debt securities have been fair valued. The resulting fair value changes of these investments have been recognised in retained earnings as at the date of transition and subsequently in the profit or loss for the year ended **March 31, 2017**.

Investments in subsidiaries and associates are valued at cost as per Ind AS 27.

As per our Report attached

Todarwal & Todarwal LLP
(Formerly known as Todarwal & Todarwal)
Chartered Accountants
Firm's Registration No.: 111009W/W100231
by the hand of

For & on behalf of the Board of Directors

Mala Todarwal	**Deepak Kumar**	**Narayan T Atal**	**Sambhaw Kumar Jain**	**Binal Khosla**
Partner	Chairman & Managing Director	Director	Chief Financial Officer	Company Secretary
M.No. 134571	(DIN: 07512769)	(DIN: 00237626)	(PAN: AJGPP2859K)	(M.No. A29802)

Place: Mumbai
Date: May 29, 2018

AUDITOR'S REPORT

TO THE MEMBERS OF ELPRO INTERNATIONAL LIMITED

Report on the Consolidated Ind AS Financial Statements

We have audited the attached consolidated Ind AS 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, 2018, the Consolidated Statement of Profit and Loss including the statement of Other Comprehensive Income and the Consolidated Cash Flow Statement and the Statement of Changes in Equity 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 Ind AS consolidated 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 (Indian Accounting Standards) Rules, 2015, as amended. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Ind AS consolidated 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 Ind AS 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 consolidated Ind AS 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 consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS 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 Ind AS 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 Ind AS financial statements.

We report that the Consolidated Ind AS Financial Statements have been prepared by the Company's management in accordance with the requirements of IndAS 110, Consolidated Ind AS 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 Ind AS financial statements / consolidated Ind AS financial statements of the subsidiaries and associates as noted below, the consolidated Ind AS 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, 2018;

(b) in the case of the Consolidated Statement of Profit and Loss, including Other Comprehensive income, of the profit of the Group for the year ended on that date and

(c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matters

(a) We did not audit the Ind AS financial statements of the subsidiary company (Elpro Estates Limited) included in the consolidated Ind AS financial statements, which constitute total assets of INR 98.21 crores and Net Worth of INR 28.07 crores as at March 31, 2018, total revenue INR 0.44 crores and Loss before deferred tax of INR 0.28 crores 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 Ind AS 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 Ind AS financial statements of the associate company (Dabri Properties and Trading Company Limited) where in the Group share of profit for the year aggregate to INR 0.45 crores. The Ind AS financial statement has been audited by other auditor whose report has been furnished to us, and our opinion on the consolidated Ind AS financial statements to the extent they have been derived from such Ind AS financial statements is based solely on the report of the auditor.

(c) We did not audit the financial statements of the associate company (PNB Metlife India Insurance Company Limited). The financial statement has been audited by other auditor whose report has been furnished to us, and our opinion on the consolidated Ind AS 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 LLP
(Formerly known as Todarwal & Todarwal)
Firm registration no. 111009W/W100231

Mala Todarwal
Partner
Membership No: 134571

Dated: May 29 ,2018
Place : Mumbai

CONSOLIDATED STATEMENT OF BALANCE SHEET AS AT MARCH 31, 2018

(All amounts are in lakhs, except share data and as stated)

	Notes	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
I. ASSETS				
(1) Non-current assets				
Property, plant and equipment	3	135.78	136.97	201.27
Investment property	4	3,002.59	3,050.51	436.35
Investment property under construction	5	10,301.78	6,961.52	8,240.44
Goodwill		66.49	66.49	66.49
Intangible assets	6	55.29	58.64	59.07
Equity accounted investees	7	15,126.97	13,302.61	11,962.59
Financial assets				
i) Investments	8	7.83	8.58	7.55
ii) Loans	9	181.86	141.74	135.92
iii) Others	10	275.30	112.72	9.28
Deferred tax assets	11	191.95	119.31	106.25
Other tax assets (net)	11	430.40	413.33	371.41
Other non-current assets	12	166.90	316.10	365.06
Total non-current assets		**29,943.15**	**24,688.53**	**21,961.69**
(2) Current assets				
Inventories	13	525.26	1,297.06	2,044.94
Financial assets				
i) Trade receivables	14	259.11	425.95	479.05
ii) Cash and cash equivalents	15	295.17	141.95	501.42
iii) Loans	16	296.11	25.10	285.55
Other current assets	17	304.58	425.64	499.73
Total current assets		**1,680.22**	**2,315.69**	**3,810.69**
TOTAL ASSETS		**31,623.38**	**27,004.23**	**25,772.38**
II. EQUITY AND LIABILITIES				
Equity				
Equity share capital	18	1,383.50	1,383.50	1,383.50
Other equity	19	(2,026.52)	(1,302.86)	(1,911.06)
Equity attributable to owners of the Company		**(643.01)**	**80.64**	**(527.56)**
Non-controlling interests		-	417.14	417.29
Total equity		**(643.01)**	**497.78**	**(110.27)**
(1) Non-current liabilities				
Financial liabilities				
i) Borrowings	20	10,914.74	7,045.93	4,893.64
ii) Other financial liabilities	21	722.49	657.05	329.76
Other non current liabilities	22	235.12	194.93	191.27
Provisions	23	19.01	11.09	10.72
Total non-current liabilities		**11,891.35**	**7,909.00**	**5,425.39**
(2) Current liabilities				
Financial liabilities				
Borrowings	24	15,069.59	13,314.80	14,302.86
i) Trade and other payables	25	1,043.17	924.55	1,005.74
ii) Other financial liabilities	26	2,271.03	2,152.05	2,470.80
Other current liabilities	27	1,984.43	2,205.12	2,673.72
Provisions	28	6.81	0.93	4.13
Total current liabilities		**20,375.04**	**18,597.45**	**20,457.26**
TOTAL EQUITY AND LIABILITIES		**31,623.38**	**27,004.23**	**25,772.38**
Summary of Significant Accounting Policies	2			

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

As per our Report attached

Todarwal & Todarwal LLP
(Formerly known as Todarwal & Todarwal)
Chartered Accountants
Firm's Registration No.: 111009W/W100231
by the hand of

For & on behalf of the Board of Directors

Mala Todarwal	**Deepak Kumar**	**Narayan T Atal**	**Sambhaw Kumar Jain**	**Binal Khosla**
Partner	Chairman & Managing Director	Director	Chief Financial Officer	Company Secretary
M.No. 134571	(DIN: 07512769)	(DIN: 00237626)	(PAN: AJGPP2859K)	(M.No. A29802)

Place: Mumbai
Date : May 29, 2018

All amounts are in lakhs, unless otherwise stated

		Notes	For the year ended March 31, 2018	For the year ended March 31, 2017
I.	**Income**			
	Revenue from operations	29	5,791.59	5,163.04
	Other income	30	85.04	68.58
	Total income		**5,876.63**	**5,231.62**
II.	**Expenses**			
	Cost of materials consumed	31	296.86	250.83
	Excise duty		14.26	53.13
	Project cost	33	1,253.64	2,023.44
	Changes in inventories of finished goods work-in-progress and stock-in-trade	32	(6.53)	0.94
	Employee benefits expense	34	178.59	159.67
	Depreciation and amortization expense	3, 4, and 6	94.59	99.29
	Finance cost	35	3,381.91	2,975.92
	Other expenses	36	608.31	419.58
	Total expenses		**5,821.63**	**5,982.80**
III.	**Profit / (Loss) before share of net profits of investments accounted for using equity method and tax**		**55.00**	**(751.18)**
IV.	**Share of profit of equity accounted investees (net of income tax)**	8 and 41	1,800.32	1,323.56
V.	**Profit / (loss) before tax**		**1,855.32**	**572.38**
VI.	**Tax expenses:**			
	Current tax		67.55	-
	Deferred tax	38	(77.29)	13.39
VII.	**Profit for the year**		**1,845.58**	**585.77**
VIII.	**Other Comprehensive Income**			
	(i) Items that will not be reclassified to profit or loss			
	(a) Remeasurements of defined benefit liability / (asset) (net)		(7.98)	6.15
	(b) Equity investments through other comprehensive income - net change in fair value		45.44	16.14
IX.	**Total Comprehensive Income / (loss) (Comprising Profit / (Loss) and Other Comprehensive Income)**		**1,883.04**	**608.05**
	Profit attributable to:			
	Owners of the company		1,849.87	585.91
	Non-controlling interests	39	(4.29)	(0.15)
	Profit for the year		**1,845.58**	**585.77**
	Other comprehensive income attributable to:			
	Owners of the company		37.46	22.28
	Non-controlling interests		-	-
	Total comprehensive income for the year		**37.46**	**22.28**
	Total comprehensive income attributable to:			
	Owners of the company		1,887.33	608.20
	Non-controlling interests		(4.29)	(0.15)
			1,883.04	**608.05**
	Paid up equity share capital (face value of INR 2/- each)			
X.	**Earnings per equity share for profit from continuing and discontinuing operation attributable to owners**	37		
	1. Basic		1.33	0.42
	2. Diluted		1.33	0.42
Summary of Significant Accounting Policies		2		

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

* The Company has done a share split of its equity shares from INR 2/- per share to INR 1/- per share on September 28, 2017. Accordingly the number of shares and EPS for previous year ending March 31, 2017 has been restated.

As per our Report attached

Todarwal & Todarwal LLP
(Formerly known as Todarwal & Todarwal)
Chartered Accountants
Firm's Registration No.: 111009W/W100231
by the hand of

Mala Todarwal
Partner
M.No. 134571

Place: Mumbai
Date : May 29, 2018

For & on behalf of the Board of Directors

Deepak Kumar
Chairman & Managing Director
(DIN: 07512769)

Narayan T Atal
Director
(DIN: 00237626)

Sambhaw Kumar Jain
Chief Financial Officer
(PAN: AJGPP2859K)

Binal Khosla
Company Secretary
(M.No. A29802)

(All amounts are in lakhs, except share data and as stated)

		For the year ended March 31, 2018	For the year ended March 31, 2017
(A) CASH FLOW FROM OPERATING ACTIVITIES			
Profit before tax		1,855.32	572.38
Adjustments for:			
Depreciation and amortization		94.59	99.29
Interest expenses / Finance cost		3,318.01	2928.57
Loss / (profit) on sale of property plant and equipment and investment property (net)		(0.70)	(8.83)
Interest income		(60.82)	(16.65)
Change in fair value of investments		(0.10)	(1.03)
Unwinding of interest on deposit (net)		(8.39)	(4.24)
Share of profit of an associate and a joint venture		(1,800.32)	(1323.56)
Interest income on Income tax refund		(12.12)	(9.34)
Provision for income tax		-	50.65
Dividend income		(0.13)	(0.12)
Sundry balances no longer required written back		-	(11.67)
Sundry balances written off		45.17	21.75
Operating Profit before working Capital Changes		**3,430.50**	**2297.22**
Adjustments for:			
Decrease in inventories		771.80	747.88
(Increase) / decrease in trade & other receivables		275.59	(125.65)
Increase in trade & other payables		1,250.83	235.54
		5,728.72	**3154.99**
Direct taxes (paid)/ refund		-	(50.65)
Net cash flows from operating activities	**(A)**	**5,728.72**	**3104.34**
(B) CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES			
Purchase of property, plant and equipment and investment property		(3,383.04)	(1411.97)
Proceeds from property, plant and equipment and investment property		1.32	51.00
Proceeds from sale of investments		0.85	
Loans and deposits placed with the companies		(271.01)	261.84
Purchase of equity shares of subsidiary (including stamp duty)		(3,014.32)	
Margin money paid on account of borrowings		(162.58)	(103.44)
Dividend received		0.13	0.12
Interest received		60.82	16.65
Interest on income tax refund received		12.12	9.34
Net cash flow from / (used in) investing activities	**(B)**	**(6,755.70)**	**(1176.47)**
(C) CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES			
Proceeds from borrowings (Term Loan)		3,010.70	2600.00
Repayment of borrowings (Term Loan)		(178.40)	(1900.22)
Repayment of cash credit loan		(164.55)	(28.80)
Inter corporate deposits / loans received		14,361.75	11642.34
Inter corporate deposits / loans repaid		(13,805.61)	(12833.03)
Interest paid on loans		(2,043.69)	(1767.63)
Net cash flow from / (used in) financing activities	**(C)**	**1,180.20**	**(2287.34)**
Net increase / (decrease) in cash and cash equivalents	**(A+B+C)**	**153.22**	**(359.48)**
(a) Cash and cash equivalents at the beginning of the year		**141.94**	**501.42**
(b) Cash and cash equivalents at the end of the year		**295.17**	**141.94**
Net increase / (decrease) in cash and cash equivalents	**(b-a)**	**153.22**	**(359.48)**
Notes to the Cash Flow Statement			

1. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (Ind AS) 7 - "Cash Flow Statements".
2. Cash comprises cash on hand, Current Accounts and deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
3. The previous GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

Reconciliation of Cash and Cash equivalents with the Balance Sheet
Cash and Cash Equivalents comprises of:

	For the year ended March 31, 2018	For the year ended March 31, 2017
Cash in hand	0.78	1.39
Escrow Accounts	34.50	-
Earmarked Balances	0.05	0.05
Balance with banks		
– in current accounts	259.84	140.50
	295.17	**141.95**

As per our Report attached

Todarwal & Todarwal LLP
(Formerly known as Todarwal & Todarwal)
Chartered Accountants
Firm's Registration No.: 111009W/W100231
by the hand of

For & on behalf of the Board of Directors

Mala Todarwal	**Deepak Kumar**	**Narayan T Atal**	**Sambhaw Kumar Jain**	**Binal Khosla**
Partner	Chairman & Managing Director	Director	Chief Financial Officer	Company Secretary
M.No. 134571	(DIN: 07512769)	(DIN: 00237626)	(PAN: AJGPP2859K)	(M.No. A29802)

Place: Mumbai
Date : May 29, 2018

(All amounts are in lakhs, except share data and as stated)

Note (a): EQUITY SHARE CAPITAL

	Amount
Balance as at April 1, 2016	1,383.50
Changes in equity during F.Y. 2016-17	-
Balance as at March 31, 2017	1,383.50
Changes in equity during F.Y. 2017-18	-
Balance as at March 31, 2018	1,383.50

Note (b): OTHER EQUITY

	Reserves & Surplus				Items of OCI		Total attributable to owners of the Company	Attributable to NCI	Total
	Capital reserve	Securities premium	Amalgamation Reserve	Retained earnings	Equity instruments through OCI	Remeasurements of defined benefit plans			
Balance as at April 1, 2016	**27.50**	**15,676.29**	**177.96**	**(17,912.16)**	**119.35**	**-**	**(1,911.06)**	**417.29**	**(1,493.77)**
Profit for the year				585.91			585.91	(0.15)	**585.77**
Other comprehensive income for the year	-								
Remeasurements of defined benefit liability (asset) / liability (net)						6.15	6.15		**6.15**
Equity investments through other comprehensive income - net change in fair value (net of tax)					16.14		16.14		**16.14**
Total comprehensive income for the year	**-**	**-**	**-**	**585.91**	**16.14**	**6.15**	**608.20**	**(0.15)**	**608.05**
Balance as at March 31, 2017	**27.50**	**15,676.29**	**177.96**	**(17,326.24)**	**135.49**	**6.15**	**(1,302.86)**	**417.14**	**(885.72)**
Profit for the year				1,849.87			1,849.87	(4.29)	**1,845.58**
Other comprehensive income for the year	-	-							
Remeasurements of defined benefit liability (asset) / liability (net)						(7.98)	(7.98)		**(7.98)**
Equity investments through other comprehensive income - net change in fair value (net of tax)					45.44		45.44		**45.44**
Total comprehensive income for the year	**-**	**-**	**-**	**1,849.87**	**45.44**	**(7.98)**	**1,887.33**	**(4.29)**	**1,883.04**
Acquisition of non-controlling interest*				(2,610.99)			(2,610.99)	(412.85)	**(3,023.84)**
Balance as at March 31, 2018	**27.50**	**15,676.29**	**177.96**	**(18,087.36)**	**180.93**	**(1.83)**	**(2,026.52)**	**-**	**(2,026.52)**

* The acquisition of an additional ownership interest in a subsidiary without a change of control is accounted for as an equity transaction in accordance with Ind AS 110. Any excess or deficit of consideration paid over the carrying amount of the non-controlling interests is recognised in equity of the parent in transactions where the non-controlling interests are acquired or sold without loss of control.

The Group has elected to recognise this effect in retained earnings.

As per our Report attached

Todarwal & Todarwal LLP
(Formerly known as Todarwal & Todarwal)
Chartered Accountants
Firm's Registration No.: 111009W/W100231
by the hand of

For & on behalf of the Board of Directors

Mala Todarwal
Partner
M.No. 134571

Deepak Kumar
Chairman & Managing Director
(DIN: 07512769)

Narayan T Atal
Director
(DIN: 00237626)

Sambhaw Kumar Jain
Chief Financial Officer
(PAN: AJGPP2859K)

Binal Khosla
Company Secretary
(M.No. A29802)

Place: Mumbai
Date: May 29, 2018

BACKGROUND

Elpro International Limited is engaged in the business of manufacturing of other electrical equipment's like Lighting Arresters, Varistors, Surge Arrestor & also engaged in Real estate development services. The Company has manufacturing plant located at Chinchwad, Pune, Maharashtra.

1. BASIS OF PREPARATION

A. Statement of compliance

These consolidated financial statements have been prepared in compliance with Indian Accounting Standards (hereinafter referred to as the 'Ind AS') notified under Section 133 of the Companies Act, 2013 (the Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016 and other relevant provisions of the Act..

These consolidated financial statements for the year ended March 31, 2018 are the first that the Group has prepared under Ind AS. For all periods up to and including the year ended March 31, 2017, the Group prepared its consolidated financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India immediately before adopting Ind AS. The consolidated financial statements for the year ended March 31, 2017 and the Opening Balance Sheet as at April 1, 2016 have been restated in accordance with Ind AS for comparative information. Reconciliations and explanations of the effect of the transition from previous GAAP to Ind AS on the Group's Balance Sheet, Statement of Profit and Loss and Statement of Cash Flows are provided in note 56.

The consolidated financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at April 1, 2016 being the 'date of transition to Ind AS'. All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The consolidated financial statements of the Group for the year ended March 31, 2018 were approved for issue in accordance with the resolution of the Board of Directors on May 29, 2018.

B. Standards issued but not yet effective

The Ministry of Corporate Affairs (MCA), on March 28, 2018, notified Ind AS 115, Revenue from Contracts with Customers (which is based on IFRS 15, Revenue from Contracts with Customers) as part of the Companies (Indian Accounting Standards) Amendment Rules, 2018. The new standard is effective for accounting periods beginning on or after 1 April 2018, thus aligning the Ind AS 115 applicability date with the IFRS applicability date i.e. January 1, 2018.

Ind AS 115 replaces existing revenue recognition standards Ind AS 11, Construction Contracts and Ind AS 18, Revenue and revised guidance note of the Institute of Chartered Accountants of India (ICAI) on Accounting for Real Estate Transactions for Ind AS entities issued in 2016.

The Company is in the process of evaluating the impact of the New Revenue Standard on the present and future arrangements and shall determine the appropriate transition option once the said evaluation has been completed.

C. Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

D. Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

E. Use of estimates and judgments

In preparing these consolidated financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting

Estimates are recognised prospectively.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2018 is included in the following notes:

– Note 39 – Recognition of deferred tax assets: Availability of future taxable profit against which tax losses carried forward can be used;

– Note 41 – Measurement of defined benefit obligations: Key actuarial assumptions;

– Note 43 – Financial instruments;

– Notes 47 – Recognition and measurement of provisions and contingencies: Key assumptions about the likelihood and magnitude of an outflow of resources;

– Note 3 to 6 – Estimates of useful lives and residual value of Property, Plant and Equipment, Investment property and Intangible assets

F. Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values.

This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values and reports directly to the chief financial officer.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

If third party information, such as broker quotes or pricing services is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Group's audit committee.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

– Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

– Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

– Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred

Further information about the assumptions made in measuring fair values is included in Note 43 – Financial instruments – Fair values and risk management

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation

i) Business combinations

Business combinations (other than common control business combinations) on or after April 1, 2016.

As part of its transition to Ind AS, the Group has elected to apply the relevant Ind AS, viz. Ind AS 103, Business Combinations, to only those business combinations that occurred on or after April 1, 2016. In accordance with

Ind AS 103, the Group accounts for these business combinations using the acquisition method when control is transferred to the Group. The consideration transferred for the business combination is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships with the acquiree. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured subsequently and settlement is accounted for within equity. Other contingent consideration is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in profit or loss.

If share-based payment awards (replacement awards) are required to be exchanged for awards held by the acquiree's employees (acquiree's awards), then all or a portion of the amount of the acquirer's replacement awards is included in measuring the consideration transferred in the business combination. The determination of the amount to be included in consideration transferred is based on the market-based measure of the replacement awards compared with the market-based measure of the acquiree' s awards and the extent to which the replacement awards relate to pre-combination service

If a business combination is achieved in stages, any previously held equity interest in the acquire is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Business combinations prior to April 1, 2016

In respect of such business combinations, goodwill represents the amount recognised under the Group's previous accounting framework under Indian GAAP adjusted for the reclassification of certain intangibles.

ii) Subsidiaries

Subsidiaries are entities controlled by the Group.The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

iii) Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

iv) Equity accounted investees

The Group's interests in equity accounted investees comprise interests in associates.

An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

Interests in associates are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and OCI of equity accounted investees until the date on which significant influence ceases.

v) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(b) Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currencies of Group at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined.

Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in profit or loss.

(c) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, call deposits and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(d) Financial instruments

i) *Recognition and initial measurement*

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii) *Classification and subsequent measurement*

Financial assets

On initial recognition, a financial asset is classified as measured at amortised cost;

- FVOCI (fair value through other comprehensive income) – Debt investment;
- FVOCI (fair value through other comprehensive income) – Equity investment; or
- FVTPL (fair value through profit and loss)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: *Business model assessment*

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

– the stated policies and objectives for the portfolio and the operation of those policies in practice.

– these include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

– how the performance of the portfolio is evaluated and reported to the Group's management;

– the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

– how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

– the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: *Assessment whether contractual cash flows are solely payments of principal and Interest*

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

– contingent events that would change the amount or timing of cash flows;

– terms that may adjust the contractual coupon rate, including variable interest rate features;

– prepayment and extension features; and

– terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities: *Classification, subsequent measurement and gains and losses*

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii) *Derecognition*

Financial assets

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv) *Impairment of financial instruments*

In accordance with Ind-AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

(a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance

(b) Lease receivables

(c) Trade receivables

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables which do not contain a significant financing component.
- All lease receivables resulting from transactions.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

(a) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(e) Property, plant and equipment

i) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour any other costs directly attributable to bringing the item to working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii) Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment (see Note 56).

iii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

iv) Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method and is generally recognised in the statement of profit and loss. The useful life of the asset is determined as prescribed in schedule II to the Companies Act, 2013.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

v) Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

(f) Other intangible assets

Service concession arrangements

i) Windmill

The Group recognises an intangible asset arising from a service concession arrangement to the extent it has a right to charge the regulator for sale of electricity at agreed prices. On transition to Ind AS, the Group has elected to measure the intangible asset at their previous GAAP carrying value as at date of transition as it is impracticable for the Group to apply the Appendix retrospectively at the date of transition to Ind Ass. Subsequent to initial recognition the intangible asset is measured at cost, less any accumulated amortisation and accumulated impairment losses. (See Note 56 for further information)

ii) Others

Other intangible assets include software and technical know-how which are measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

iii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

iv) Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its intangible assets recognised as at April 1, 2016, measured as per the previous GAAP and use that carrying value as the deemed cost of such intangible assets.

v) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method and is included in depreciation and amortisation in Statement of Profit and Loss. The useful life of the asset is determined as prescribed in schedule II to the Companies Act, 2013.

(g) Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its investment property recognised as at April 1, 2016, measured as per the previous GAAP and use that carrying value as the deemed cost of such investment property.

Depreciation is calculated on cost of items of investment property less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the statement of profit and loss. The useful life of the asset is determined as prescribed in schedule II to the Companies Act, 2013.

Any gain or loss on disposal of an investment property is recognised in profit or loss.

The fair values of investment property is disclosed in the notes. Fair values is determined by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

Investment property under construction

Property that is being constructed for future use as investment property is accounted for as investment property under construction until construction or development is complete. All costs which are directly attributable to construction of the investment property are capitalized.

(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.

Inventories - Project in progress

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

(i) Impairment of non-financial assets

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest Group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount.

Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

In respect of assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(j) Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

i) Gratuity:

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest) are recognised in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

ii) Provident fund:

Provident fund contributions are made to a trust administered by the Group and are charged to the Statement of Profit and Loss. The Group has an obligation to make good the shortfall if any, between return of investment by the trust and government administered interest rate. It is to be construed as a defined benefit plan. However, in the absence of guidance note from the Actuarial Society of India, the Group'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.

(k) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized if as a result of a past event, the Group has a present obligation (legal or constructive) that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognized at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are disclosed in the financial statements when an inflow of economic benefit is probable. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

(l) Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the

Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

Before such a provision is made, the Group recognises any impairment loss on the assets associated with that contract.

(m) Revenue

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) 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.

iv) Revenue from real estate projects:

Revenue from constructed properties for all projects is recognized in accordance with the “Guidance Note on Accounting for Real Estate Transactions” (‘Guidance Note’). As per this Guidance Note, the revenue has been recognized on percentage of completion method and on the percentage of actual project costs incurred thereon to total estimated project cost, provided the conditions specified in Guidance Note are satisfied.

v) Recognition of Dividend income

Dividend is recognized as revenue when the right to receive payment has been established.

vi) Recognition of interest expense or income

For all interest bearing financial assets measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate to the gross carrying amount of the financial asset.

(n) Leases

i) Determining whether an arrangement contains a lease

At inception of an arrangement, it is determined whether the arrangement is or contains a lease.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

ii) Assets held under leases

Leases of property, plant and equipment that transfer to the Group substantially all the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under leases that do not transfer to the Group substantially all the risks and rewards of ownership (i.e. operating leases) are not recognised in the Group’s Balance Sheet.

iii) Lease payments

Payments made under operating leases are generally recognised in profit or loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease

Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

(o) Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax is not recognised for:

– temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;

– temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

– taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets unrecognised or recognised are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

(p) Borrowing cost

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

(q) Basis for segmentation

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). Chief operating decision maker's function is to allocate the resources of the Group and access the performance of the operating segment of the Group.

The Board of Directors (CODM) assesses the financial performance and position of the Group and makes strategic decisions and is identified as being the chief operating decision maker for the Group. Refer note 45 for segment information presented.

(r) Earnings per share (EPS)

Basic EPS is computed using the weighted average number of equity shares outstanding during the period. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period except where the results would be anti-dilutive.

(s) Exceptional items:

On Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the group is such that its disclosure improves the understanding of the performance of the company. Such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

(t) Current vs Non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

(All amounts are in lakhs, except share data and as stated)

Note 3

PROPERTY, PLANT & EQUIPMENT

	Plant and Machinery (including office equipment's)	Furniture and Fixtures	Vehicles	Windmill	Total
Cost or deemed cost (gross carrying amount)					
Balance at April 1, 2016	82.26	15.78	17.01	86.23	201.27
Additions	1.31	-	-	-	1.31
Disposals	42.17	-	-	-	42.17
Balance at March 31, 2017	**41.39**	**15.78**	**17.01**	**86.23**	**160.41**
Additions	2.25	0.32	13.07	-	**15.64**
Disposals	0.61	0.01	-	-	**0.62**
Balance at March 31, 2018	**43.03**	**16.09**	**30.08**	**86.23**	**175.42**
Accumulated depreciation and impairment losses					
Depreciation for the year	9.57	4.17	4.44	5.25	23.44
Balance at March 31, 2017	**9.57**	**4.17**	**4.44**	**5.25**	**23.44**
Depreciation for the year	3.68	3.08	4.19	5.25	**16.20**
Balance at March 31, 2018	**13.25**	**7.25**	**8.64**	**10.50**	**39.64**
Carrying amounts (Net)					
At April 1, 2016	**82.26**	**15.78**	**17.01**	**86.23**	**201.27**
At March 31, 2017	**31.82**	**11.60**	**12.57**	**80.98**	**136.97**
At March 31, 2018	**29.77**	**8.84**	**21.44**	**75.73**	**135.78**

The Group has availed the deemed cost exemption in relation to the property plant and equipment as on the date of transition (April 1, 2016) and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on April 1, 2016 under the previous GAAP.

Description	Plant and Machinery (including office equipment's)	Furniture and Fixtures	Vehicles	Windmill	Total
Gross Block	1,056.28	73.92	102.57	387.00	1,619.77
Accumulated Depreciation	(974.02)	(58.15)	(85.56)	(300.78)	(1,418.50)
Net Block	**82.26**	**15.78**	**17.01**	**86.22**	**201.27**

(All amounts are in lakhs, except share data and as stated)

Note 4

INVESTMENT PROPERTY

	Land	Buildings	Furniture and Fixtures	Plant and Machinery (including office equipment's)	Total
Cost or deemed cost (gross carrying amount)					
Balance at April 1, 2016	165.67	246.59	23.71	0.39	436.35
Additions	-	2,408.43	179.07	99.42	2,686.92
Disposals	-	-	-	-	-
Balance at March 31, 2017	**165.67**	**2,655.01**	**202.79**	**99.81**	**3,123.28**
Additions	-	15.06	10.92	1.15	**27.13**
Disposals	-	-	-	-	**-**
Balance at March 31, 2018	**165.67**	**2,670.07**	**213.71**	**100.96**	**3,150.41**
Accumulated depreciation and impairment losses					
Depreciation for the year	-	37.99	28.28	6.50	72.77
Balance at March 31, 2017	**-**	**37.99**	**28.28**	**6.50**	**72.77**
Depreciation for the year	-	45.64	21.62	7.78	75.05
Balance at March 31, 2018	**-**	**83.63**	**49.90**	**14.28**	**147.82**
Carrying amounts (net)					
At April 1, 2016	**165.67**	**246.59**	**23.71**	**0.39**	**436.35**
At March 31, 2017	**165.67**	**2,617.02**	**174.51**	**93.31**	**3,050.51**
At March 31, 2018	**165.67**	**2,586.44**	**163.80**	**86.67**	**3,002.59**

The Group has availed the deemed cost exemption in relation to the investment property as on the date of transition (April 1, 2016) and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on April 1, 2016 under the previous GAAP.

Investment Property

	Land	Buildings	Furniture and Fixtures	Plant and Machinery (including office equipment's)	Total
Gross Block	165.67	507.27	89.07	12.15	774.16
Accumulated Depreciation	-	(260.68)	(65.35)	(11.77)	(337.80)
Net Block	**165.67**	**246.59**	**23.71**	**0.39**	**436.35**

Information regarding Income and Expenditure of Investment Property

	March 31, 2018	March 31, 2017
Rental Income derived from Investment Properties	2,042.35	1,403.65
Direct operating expenses (including repairs and maintenance) generating rental income	(473.65)	(277.06)
Profit arising from investment properties before depreciation and indirect expenses	**1,568.69**	**1,126.59**
Less - Depreciation	(75.05)	(72.77)
Profit arising from Investment Properties before indirect expenses	1,493.65	1,053.82

Leasing arrangements

The Group has leased properties under non-cancellable operating leases in the capacity of a lessor. Refer Note 41 for future minimum lease payments in respect of these properties

(All amounts are in lakhs, except share data and as stated)

Note 5

INVESTMENT PROPERTY UNDER CONSTRUCTION

Cost or deemed cost (gross carrying amount)	
Balance at April 1, 2016	8,240.44
Additions	1,414.53
Deletions	(6.53)
Transfer to Investment property	(2,686.92)
Balance at March 31, 2017	**6961.52**
Additions	3,376.69
Deletions	(9.29)
Transfer to Investment property	(27.13)
Balance at March 31, 2018	**10,301.78**
Accumulated depreciation and impairment losses	
Depreciation for the year	-
Balance at March 31, 2017	**-**
Depreciation for the year	-
Balance at March 31, 2018	**-**
Carrying amounts (Net)	
At April 1, 2016	**8,240.44**
At March 31, 2017	**6,961.52**
At March 31, 2018	**10,301.78**

The Group has availed the deemed cost exemption in relation to the investment property under construction as on the date of transition (April 1, 2016) and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on April 1, 2016 under the previous GAAP.

Gross Block	8,240.44
Accumulated Depreciation	-
Net Block	**8,240.44**

(All amounts are in lakhs, except share data and as stated)

Note 6

INTANGIBLE ASSETS

	Specialised Software	Windmill*	Total
Cost or deemed cost (gross carrying amount)			
Balance at April 1, 2016	8.43	50.64	59.07
Additions	2.64	-	2.64
Disposals			
Balance at March 31, 2017	**11.07**	**50.64**	**61.71**
Additions	-	-	-
Disposals	-	-	-
Balance at March 31, 2018	**11.07**	**50.64**	**61.71**
Accumulated amortization and impairment losses			
Amortization for the year	0.39	2.69	3.08
Disposals	-	-	-
Balance at March 31, 2017	**0.39**	**2.69**	**3.08**
Amortization for the year	0.65	2.69	3.34
Disposals	-	-	-
Balance at March 31, 2018	**1.03**	**5.38**	**6.41**
Carrying amounts (net)			
At April 1, 2016	**8.43**	**50.64**	**59.07**
At March 31, 2017	**10.68**	**47.95**	**58.63**
At March 31, 2018	**10.04**	**45.26**	**55.30**

Service concession arrangement

The company has one windmill in the state of Karnataka. It has entered into an agreement with Bangalore Electricity Supply Company Limited (BESCOM) for 20 years further extendable on mutual consent for 10 years to sell 100% electricity generated at an agreed rate. The arrangement is treated as a whole life arrangement under Ind AS 11 as the arrangement covers substantially the entire useful life of the windmill and the price is regulated by the grantor.

As per Ind AS 101 option, the company has availed the exemption to use its previous GAAP carrying amount of windmill as the carrying amount for intangible asset as on the date of transition.

The Company has availed the deemed cost exemption in relation to the intangibles as on the date of transition (April 1, 2016) and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on April 1, 2016 under the previous GAAP.

Description	Specialised Software	Windmill	Technical Know-how	Total
Gross Block	187.13	381.02	39.61	607.76
Accumulated amortization	(178.70)	(330.38)	(39.61)	(548.69)
Net Block	**8.43**	**50.64**	**-**	**59.07**

Note 7

EQUITY ACCOUNTED INVESTEES

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
(a) **Investments in Equity Instruments (fully paid up) of Associates**			
Unquoted			
– **Dabri Properties & Trading Company Limited** (Associate) – 226,977 (March 31, 2017: 226,977, April 1, 2016: 226,977) fully paid equity shares of INR 10/- each	216.94	195.27	177.48
– **PNB MetLife India Insurance Company Limited** – 256,633,397 (March 31, 2017: 256,633,397, April 1, 2016: 256,633,397) fully paid equity shares of INR 10/- each*	14,910.04	13,107.35	11,785.11
	15,126.97	**13,302.61**	**11,962.59**
Aggregate amount of Unquoted Securities	**15,126.97**	**13,302.61**	**11,962.59**

* **PNB MetLife India Insurance Company Limited**

PNB MetLife India Insurance Company Limited has been treated as an associate even though the Group holds less than 20% of the voting power as it has significant influence over PNB due to board representation. Investments in associates have to be accounted as per Equity method and using same accounting policies as that of the parent company. However, due to non-availability of Ind AS financial statements of PNB MetLife India Insurance Company Limited, the Indian GAAP profits of PNB MetLife India Insurance Company Limited are used for applying equity method of accounting.

(All amounts are in lakhs, except share data and as stated)

Note 8

NON-CURRENT INVESTMENTS

		As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
(a)	**Investments measured at amortised cost**			
i)	**Investments in Government securities**			
	- 6/7 year National Savings Certificate	0.10	0.10	0.10
	- Kisan Vikas Patra	0.11	0.11	0.11
(b)	**Investments measured at Fair value through Profit and loss account**			
i)	**Investments in Equity Instruments (fully paid up) of other entities**			
	I. Unquoted			
	– **The Saraswat Co-op Bank Limited** - 2,500 (March 31, 2017: 2,500, April 1, 2016: 2,500) fully paid equity shares of INR 10/- each	0.25	0.25	0.25
	– **Accurate Transformers Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	-	0.01	0.01
	– **Atlas Copco (India) Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	-	0.01	0.01
	– **Epiroc Mining India Limited** - 50 fully paid equity shares of INR 10/- each	-	-	-
	Investments in Equity Instruments (fully paid up)			
	II. Quoted			
	– **63 Moons Technologies Limited** - 440 (March 31, 2017: 440, April 1, 2016: 440) fully paid equity shares of INR 2/- each	0.38	0.33	0.34
	– ABB India Limited - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 2/- each	0.64	0.64	0.64
	– **Hubtown Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	0.04	0.05	0.05
	– **Adani Power Limited** - 200 (March 31, 2017: 200, April 1, 2016: 200) fully paid equity shares of INR 10/- each	0.05	0.08	0.07
	– **Ansal Properties and Infrastructure Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 5/- each	0.01	0.01	0.01
	– **GE T&D India Limited** - 100 (March 31, 2017: 100, April 1, 2016: 100) Fully paid equity shares of INR 2/- each	0.40	0.33	0.44
	– **BGR Energy Systems Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	0.05	0.07	0.05
	– **Bil Power Limited** - 100 (March 31, 2017: 100, April 1, 2016: 100) fully paid equity shares of 10/- each	-	-	-
	– **Brigade Enterprises Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	0.12	0.12	0.07
	– **CG Power and Industrial Solutions Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 2/- each	0.04	0.04	0.02
	– **DLF Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 2/- each	0.10	0.07	0.06
	– **Eclerx Services Limited** - 100 (March 31, 2017: 100, April 1, 2016: 100) fully paid equity shares of INR 10/- each	1.20	1.41	1.30
	– **Elgi Equipments Limited** - 100 (March 31, 2017: 100, April 1, 2016: 100) fully paid equity shares of INR 1/- each	0.25	0.22	0.13
	– **Emco Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 2/- each	0.01	0.01	0.01

(All amounts are in lakhs, except share data and as stated)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
– **IMP Powers Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	0.04	0.04	0.04
– **Indo Tech Transformers Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	0.09	0.10	0.09
– **Ingersoll-Rand (India) Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	0.33	0.39	0.32
– **Lancor Holdings Limited** - 100 (March 31, 2017: 100, April 1, 2016: 100) fully paid equity shares of INR 2/- each	0.03	0.03	0.03
– **Marico Limited** - 400 (March 31, 2017: 400, April 1, 2016: 400) fully paid equity shares of INR 1/- each	1.30	1.18	0.97
– **Mazda Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	0.17	0.16	0.16
– **Omaxe Limited** - 62 (March 31, 2017: 62, April 1, 2016: 62) fully paid equity shares of INR 10/- each	0.14	0.10	0.09
– **Future Retail Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 2/- each	0.28	0.13	0.06
– **Puravankara Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 5/- each	0.07	0.03	0.02
– **Shree Renuka Sugars Limited** - 400 (March 31, 2017: 400, April 1, 2016: 400) fully paid equity shares of INR 1/- each	0.06	0.06	0.06
– **Sunteck Realty Limited** - 100 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 1/- each	0.42	0.19	0.11
– **Torrent Power Limited** - 100 (March 31, 2017: 100, April 1, 2016: 100) fully paid equity shares of INR 10/- each	0.23	0.23	0.23
– **Voltamp Transformers Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 10/- each	0.53	0.53	0.39
– **Aditya Birla Fashion & Retail Limited** - 10 (March 31, 2017: 10, April 1, 2016: 10) fully paid equity share INR 10/- each	0.02	0.02	0.01
– **Bil Energy Systems Limited** - 1000 (March 31, 2017: 500, April 1, 2016: 500) full paid equity Share of INR 1/- each	0.01	-	0.01
– **Crompton Greaves Consumer Electricals Limited** - 50 (March 31, 2017: 50, April 1, 2016: 50) fully paid equity shares of INR 2/- each	0.12	0.11	-
– **Future Enterprises Limited** - 50 (March 31, 2017: 50, April 1, 2016: NIL) fully paid equity share of INR 2/- each	0.02	0.02	-
– **Future Lifestyle Fashions Limited** - 16 (March 31, 2017: 16, April 1, 2016: 16) fully paid equity share of INR 2/- each	0.07	0.04	0.01
– **Future Market Networks Limited** - 2 (March 31, 2017: 2, April 1, 2016: NIL) fully paid equity share of INR 10/- each	-	-	-
– **Kaya Limited** - 4 (March 31, 2017: 4, April 1, 2016: 4) fully paid equity share of INR 10/- each	0.04	0.03	0.03
– **Schneider Electric Infrastructure Limited** - 100 (March 31, 2017: 100, April 1, 2016: 100) fully paid equity shares of INR 2/- each	0.11	0.14	0.15
– **Praxis Home Retail Limited** - 2 (March 31, 2017: NIL, April 1, 2016: NIL) fully paid equity shares of INR 5/- each	-	-	-
ii) Investment in mutual funds			
Quoted			
– Kotak Treasury Advantage Fund - Growth - Regular Plan	-	1.19	1.07
	7.83	**8.58**	**7.55**
Total non-current investments			
Aggregate amount of Unquoted Securities	0.46	0.48	0.48
Aggregate amount of Quoted Securities	7.37	8.10	7.07
Market value of Quoted Securities	7.37	8.10	7.07

(All amounts are in lakhs, except share data and as stated)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 9			
LOANS			
Unsecured, Considered good			
Security deposits	181.86	45.91	46.16
Escrow deposits	-	95.83	89.76
	181.86	**141.74**	**135.92**
Note 10			
OTHER NON CURRENT FINANCIAL ASSETS			
Bank deposits with more than 12 months maturity*	275.30	112.72	9.28
	275.30	**112.72**	**9.28**

* includes bank guarantee/letter of credit of INR 40.23 lakhs (March 31, 2017: INR 9.28 lakhs, April 1, 2016: INR 9.28 lakhs) towards working capital facility.

* includes margin deposit of INR 235.07 lakhs (INR 103.44 lakhs) towards terms loan from Indusind Bank Limited & Kotak Mahindra Bank Limited.

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 11			
OTHER TAX ASSETS			
Advance payment of taxes (Net of provision)	430.40	413.33	371.41
	430.40	**413.33**	**371.41**
Note 12			
OTHER NON-CURRENT ASSETS			
Rent equalisation reserve	156.00	131.85	116.05
Statutory dues	10.90	11.91	22.43
Capital advances	-	172.35	226.57
	166.90	**316.10**	**365.06**
Note 13			
INVENTORIES			
(at lower of the cost and net realizable value)			
Raw materials and components	58.69	62.77	52.61
Work-in-progress	13.31	1,226.03	1,982.54
Finished goods	445.81	-	-
Land held as stock-in-trade	5.40	6.64	7.32
Stores and spares	2.05	1.61	2.46
	525.26	**1,297.06**	**2,044.94**

Joint development arrangement

The Company has entered into a Joint Development Agreement (JDA) with **Elpro Estates Limited** (the Developer) (formerly known as Trump Properties Limited), which is a subsidiary of the Company. The Company has granted development rights to the Developer for construction of a commercial mall consisting of commercial area, basement area and Multi Level Car Parking (MLCP). Pursuant to the JDA agreement, the Company has assigned and transferred to the Developer **3,26,827.50 sq. ft.** carpet area (3,50,000 sq. ft. saleable area) in the commercial area of the said mall (except Customer area, mentioned below) together with proportionate right in the common area of the commercial building along with the basement parking area (except Customer parking space) as a consideration for constructing the Customer area of the commercial premise.

The Company has agreed to sell to a Customer a commercial premise in the said commercial building admeasuring approximately **1,30,435 sq. ft.** (1,50,000 sq. ft. saleable area) (For further details refer Note 53 on Ind AS 101)

(All amounts are in lakhs, except share data and as stated)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 14			
TRADE RECEIVABLES (Unsecured, Considered good)			
Trade receivables	392.17	526.50	576.35
Less: Provision for doubtful debts	(133.06)	(100.54)	(97.29)
	259.11	**425.95**	**479.05**
Break-up for security details:			
Unsecured, considered good	259.11	425.95	479.05
Unsecured, considered doubtful	133.06	100.54	97.29
Allowance for doubtful debts	(133.06)	(100.54)	(97.29)
	259.11	**425.95**	**479.05**

Trade receivable include INR 8.37 Lakhs (March 31, 2017: INR 3.38 lakhs) (April 1, 2016: NIL) as trade receivable from related parties

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 15			
CASH AND CASH EQUIVALENTS			
Cash in hand	0.78	1.39	0.78
Escrow accounts	34.50	-	-
Earmarked balances	0.05	0.05	0.05
Cheques in hand	-	-	278.30
Balance with banks			
– in current accounts	259.84	140.50	222.29
	295.17	**141.95**	**501.42**
Note 16			
LOANS ***(Unsecured, Considered good)***			
Loans to related parties	242.31	-	261.84
Deposits	3.71	3.29	3.76
Loans and advances			
– Others	50.10	21.81	19.95
	296.11	**25.10**	**285.55**
Note 17			
OTHER CURRENT ASSETS			
Prepaid expenses	8.58	21.98	18.23
Advances to suppliers	287.99	380.79	440.41
Statutory dues	8.01	22.87	41.10
	304.58	**425.64**	**499.73**

(All amounts are in lakhs, except share data and as stated)

Note 18

EQUITY SHARE CAPITAL

	March 31, 2018	March 31, 2017	April 1, 2016
Authorised share capital			
260,000,000 equity shares of INR 1/- each (March 31, 2017 and April 1, 2016: 80,000,000 equity shares of INR 2/- each)	2,600.00	1,600.00	1,600.00
Issued, subscribed and paid-up			
138,350,310 equity shares of INR 1/-each fully paid (March 31, 2017 and April 1, 2016: 69,175,155 equity shares of INR 2/- each fully paid)	1,383.50	1,383.50	1,383.50
	1,383.50	**1,383.50**	**1,383.50**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the year

	March 31, 2018		March 31, 2017		April 1, 2016	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Equity shares						
As the beginning of the year	69,175,155	1,383.50	69,175,155	1,383.50	69,175,155	1,383.50
Adjustment for Sub-Division of Equity Shares (see note 19.d below)	69,175,155	-	-	-	-	-
Outstanding at the end of the year	**138,350,310**	**1,383.50**	**69,175,155**	**1,383.50**	**69,175,155**	**1,383.50**

(b) Terms and rights attached to the equity share

Equity shares have a par value of INR 1/- each respectively. Each equity shareholder are eligible for one vote per share.

(c) Details of shareholding more than 5% in the company

	March 31, 2018		March 31, 2017		April 1, 2016	
	Number of shares	% Holding	Number of shares	% Holding	Number of shares	% Holding
Equity shares of INR 1 each, fully paid-up						
I.G.E (India) Private Limited	58,521,178	42.30%	28,273,200	40.87%	28,273,200	40.87%
International Conveyors Limited	20,189,160	14.59%	10,094,580	14.59%	10,094,580	14.59%
RCA Limited	8,987,160	6.50%	4,493,580	6.50%	4,493,580	6.50%
Cresta Fund Limited	8,950,903	6.47%	5,490,000	7.94%	5,490,000	7.94%
Elara India Opportunities Fund Limited	10,770,000	7.78%	6,075,000	8.78%	6,075,000	8.78%
National Westminster Bank PLC (as Trustee of the Jupiter India Fund)	7,035,674	5.09%	-	0.00%	-	0.00%
	114,454,075	**82.73%**	**54,426,360**	**78.68%**	**54,426,360**	**78.68%**

(d) During the current year, the share holders of the Company have approved sub-division (share split) of fully paid equity shares of the company from INR 2/- per share to INR 1/- per share.

(All amounts are in lakhs, except share data and as stated)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 19			
OTHER EQUITY			
Securities premium	15,676.29	15,676.29	15,676.29
Capital reserves	27.50	27.50	27.50
Amalgamation reserve	177.96	177.96	177.96
Retained earnings	(18,087.36)	(17,326.24)	(17,912.16)
Other Comprehensive Income			
Remeasurements of net defined benefit plan	(1.83)	6.15	0.00
Equity investments through other comprehensive income	180.93	135.49	119.35
	(2,026.52)	**(1,302.86)**	**(1,911.06)**
Movement in each reserve			
(a) Capital Reserve	27.50	27.50	
As per last balance sheet			
Add/(less):			
Pursuant to the scheme of amalgamation	-	-	
Expenses incurred in connection with the scheme of amalgamation	-	-	
	27.50	**27.50**	
(b) Securities Premium reserve			
As per last balance sheet	15,676.29	15,676.29	
Add: Share options exercised during the year	-	-	
	15,676.29	**15,676.29**	
(c) Other Reserves			
i) Amalgamation reserve	177.96	177.96	
As per last balance sheet			
Add / (less): Movements during the year	-	-	
	177.96	**177.96**	
(d) Retained Earnings			
As per last balance sheet	(17,326.24)	(17,912.16)	
Add / (less):			
Acquisition of NCI	(2,610.99)	-	
Profit / (Loss) for the period	1,849.87	585.91	
	(18,087.36)	**(17,326.24)**	
(e) Equity Instruments through Other Comprehensive Income reserve			
As per last balance sheet	135.49	119.35	
Add/(less):			
Fair value changes during the year	45.44	16.14	
	180.93	**135.49**	
(f) Remeasurements of net defined benefit plan			
As per last balance sheet	6.15	-	
Add/(less):			
– Remeasurements gain / (losses) on defined benefit plan (Net of tax)	(7.98)	6.15	
	(1.83)	**6.15**	
Note 20			
BORROWINGS			
Unsecured			
40,00,000 Cumulative Redeemable Preference Shares of INR 10/- each, fully paid up (March 31, 2018: March 31, 2017 and April 1, 2016: 40,00,000 Cumulative Redeemable Preference Shares of INR 10/- each, fully paid up)**	5,916.70	4,642.38	3,481.44
Secured			
(a) Term loans**			
Indian Rupees Loan from Bank	4,987.52	2,403.55	1,412.21
(b) Vehicle loans *			
Indian Rupees Loan from Bank	10.52	-	-
	10,914.74	**7,045.93**	**4,893.64**

(All amounts are in lakhs, except share data and as stated)

Details of security and repayment terms:

Details of Securities and Terms of Repayment:

(a) Term Loans from Banks**

Indusind Bank Limited - LRD

Loan of INR 26 crores has been availed during the F.Y. 2016-17 which is secured by assignment of lease rental receivables of 1st floor to 5th floor of building "Elpro Metropolis" at village Chinchwadgaon, Taluka Haveli, Pune - 411 033, comprising of premises with 76 car parking, owned by the company.

Collateral Security: Exclusive mortgage of all floors (1st floor to 5th floor) of building "Elpro Metropolis" at village Chinchwadgaon, Taluka Haveli, Pune - 411033, comprising of premises with 76 car parking, owned by the company. The Loan is repayable in 120 monthly installment starting from the month of October, 2016 and the last installment is due on August, 2025. Rate of Interest - 10% p.a. ROI is linked to 1 year MCLR.

Kotak Mahindra Bank Limited - LRD

Loan of INR 30.00 crores has been availed during the F.Y. 2017-18 which is secured by assignment of lease rental receivables from the licensees of the property owned by the company being mortgaged to the bank (by way of hypothecation or assignment) arising out of lease rentals.

Collateral Security: Mortgage of immovable properties being land, building and industrial plot at "One Elpro Park" on land bearing part of CTS No. 4270 situated at village Chinchwadgaon, Taluka Haveli, Pune-411033, owned by the company. The Loan is repayable in 108 monthly installment starting from the month of October, 2017 and the last installment is due on September, 2026. Rate of Interest: 6M MCRL + 0.20% spread.

State Bank of India - LRD

Initial loan amount was INR 17.39 crores secured by first charge on future receivables (from lease, licence, amenities, facilities fees etc.) of the company from various clients.

Collateral Security: 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 - 2,99,674.18 Sq. ft.). The loan is repayable in 84 monthly installment of INR 30.70 lakhs 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). Entire loan has been repaid during the F.Y. 2016-17.

State Bank of India - LRD

Initial Loan Amount was INR 14.00 crores secured by first charge on future receivables (License fees, amenities charges, rent etc.) of the company from various clients.

Collateral Security: 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 - 2,99,674.18 Sq. ft.). The Loan is repayable in 96 monthly installments of INR 24.00 lakhs 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). Entire loan has been repaid during the F.Y. 2016-17.

Term Loans from other parties

ICICI Bank Limited - Vehicle Loan

Loan of INR 10.70 lakhs has been availed during the F.Y. 2017-18 Secured by hypothecation of car purchased the loan is payable with EMI of INR 0.22 lakhs - Repayable in 60 monthly installments starting from March 15, 2018 last installment due on 15th February 2023.

Kotak Mahindra Prime Limited - Car Loan for Toyota Innova

Initial loan Amount was INR 10.00 lakhs secured by hypothecation of car purchased the loan is payable with EMI of INR 0.21 lakhs repayable in 60 monthly installments starting from June 28, 2011 last installment due on June 10, 2016. Loan has been repaid during the financial year. The same has been shown under current maturities of long-term borrowings

(b) Cumulative Redeemable Preference Shares*

The Company has issued 12% cumulative redeemable preference shares of face value of INR 10 with a premium of INR 190 per preference share. The preference shares are to be redeemed at a compounded return on the subscription amount at the rate of 10% per annum. The preference shares are issued for a maximum period of 15 years subject to an early redemption option for the issuer company. No dividend has been paid on the shares in the past as the company was in losses. (For further information, refer Note 53 on Ind AS 101)

(All amounts are in lakhs, except share data and as stated)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 21			
OTHER FINANCIAL LIABILITIES			
Lease / Security deposits	722.49	657.05	329.76
	722.49	**657.05**	**329.76**
Note 22			
OTHER NON-CURRENT LIABILITIES			
Prepaid expenses	235.12	179.43	171.31
Advance from customer	-	15.50	19.96
	235.12	**194.93**	**191.27**
Note 23			
PROVISIONS			
Provision for employee benefits			
Provisions for leave encashment and gratuity for employees	19.01	11.09	10.72
	19.01	**11.09**	**10.72**
Note 24			
BORROWINGS			
Secured			
(a)~Loans repayable on demand *			
– from banks	-	164.55	193.35
Unsecured			
Inter-corporate deposits from related parties	8,980.54	9,499.39	11,613.36
Inter-corporate deposits from others	5,776.22	3,650.86	2,496.15
Bank overdraft - Repayable on demand	312.84	-	-
	15,069.59	**13,314.80**	**14,302.86**

* **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 INR 200 lakhs for Cash Credit is repayable on demand and has Floating interest at 3.75 % above bank rate. The cash credit has been repaid during the current year.

** The inter-corporate deposit from related parties are unsecured and carry interest in the range of 10% to 15%. The deposits are repayable on demand.

*** The inter-corporate deposits from others are unsecured and carry interest in the range of 12% p.a. to 15% p.a. The tenure of the deposits range from 90 to 365 days.

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 25			
TRADE PAYABLES			
Micro and small medium enterprises			
Trade payables	741.54	567.54	449.47
Provisions for expenses	301.63	357.01	556.27
	1,043.17	**924.55**	**1,005.74**

(All amounts are in lakhs, except share data and as stated)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Note 26			
OTHER FINANCIAL LIABILITIES			
Current maturities of long-term borrowings*	368.30	146.01	424.44
Society / Condominium maintenance reserve	(31.55)	(20.47)	(8.64)
Lease / Security deposits	1,888.48	1,998.98	2,029.12
Employee benefits payable	21.43	28.99	25.82
Other payables	24.37	(1.46)	0.06
	2,271.03	**2,152.05**	**2,470.80**
Note 27			
OTHER CURRENT LIABILITIES			
Advance against flat / commercial property sale agreements	33.92	0.00	332.16
Advance received for sale of land	250.00	150.00	11.00
Advance from customers	1,382.59	1,844.66	2,132.06
Prepaid expense	74.23	51.46	46.83
Duties & taxes	243.69	158.99	151.67
	1,984.43	**2,205.12**	**2,673.72**
Note 28			
PROVISIONS			
Provision for employee benefits			
Leave encashment and gratuity	6.81	0.93	4.13
	6.81	**0.93**	**4.13**

All amounts are in lakhs, unless otherwise stated

	For the year ended March 31, 2018	For the year ended March 31, 2017
Note 29		
REVENUE FROM OPERATIONS		
Sale of products & services - Domestic (Manufacturing)	481.01	491.19
Sale of products & services - Export (Manufacturing)	71.14	55.25
Sale of products & services (Real Estates)	3,155.82	3,161.05
Income from windmills	41.27	51.91
Income from real estate services	2,042.35	1,403.65
	5,791.59	**5,163.04**
Note 30		
OTHER INCOME		
Scrap sales	0.02	1.69
Interest income		
– Housing customers	0.04	3.49
– Fixed deposit	12.01	11.19
– IT refunds	12.12	9.34
– Inter-corporate deposits	43.64	-
– Others	5.12	1.96
Income - Flat cancellation	6.05	14.49
Dividend income	0.13	0.12
Duty drawback	1.25	1.08
Gain on financial assets measured at fair value through profit and loss account	0.10	1.03
Forex Gain / Loss	1.39	2.30
Miscellaneous income	2.46	1.40
Sundry balances no longer required written back	-	11.67
Profit on sale of asset	0.70	8.83
	85.04	**68.58**
Note 31		
MATERIAL CONSUMPTION AND CHANGE IN INVENTORIES OF FINISHED GOODS/WORK IN PROGRESS/ STOCK IN TRADE		
Raw Material Consumption		
Opening stock of raw materials	63.55	54.49
Add: Purchases during the year	293.54	260.84
Less: Closing stock of raw materials	60.22	64.50
Raw Material Consumption during the year	**296.86**	**250.83**
Note 32		
CHANGE IN INVENTORIES OF FINISHED GOODS/WORK IN PROGRESS/STOCK IN TRADE		
Opening stock		
Finished goods	-	-
Work in progress	6.78	7.72
Stock in trade	-	-
Total	6.78	7.72
Closing stock		
Finished goods	-	-
Work in progress	13.31	6.78
Stock in trade	-	-
Total	**13.31**	**6.78**
Change in Inventories of Finished Goods/WIP/Stock In Trade	**(6.53)**	**0.94**

All amounts are in lakhs, unless otherwise stated

	For the year ended March 31, 2018	For the year ended March 31, 2017
Note 33		
PROJECT COST		
Project Cost	1,253.64	2,023.44
Note 34		
EMPLOYEE BENEFITS EXPENSE		
Salaries, allowances and bonus	164.68	151.52
Contribution to provident & other funds	2.14	1.57
Gratuity & leave encashment	10.25	4.75
Staff welfare expenses	1.53	1.83
	178.59	**159.67**
Note 35		
FINANCE COST		
Interest expense		
– On bank loans	302.54	251.84
– Inter-corporate deposits	1,650.80	1,491.33
Dividend on preference shares	48.00	48.00
Redemption premium of preference shares	1,226.32	1,112.94
Unwinding interest expense	63.90	47.35
Vehicle loans	0.05	-
Other borrowing costs		
Stamp duty and franking charges	20.18	6.20
Bank charges and commission	70.12	18.26
	3,381.91	**2,975.92**
Note 36		
OTHER EXPENSES		
Stores and spares consumed	0.32	0.70
Power and fuel	16.26	7.91
Job work / labour charges	19.68	31.95
Repairs and maintenance		
– Buildings	49.75	17.50
– Plant and Machinery	0.89	0.44
– Others	35.02	20.90
Annual maintenance / operation charges - windmills	20.61	16.30
Annual listing fees	2.88	2.29
Annual custody fees	0.69	0.86
Issuer fees	0.52	0.52
Rent	14.94	16.55
Rates and taxes	44.35	21.96
Insurance	4.35	2.96
Advertising and sales promotion	2.88	1.13
Directors sitting fees	2.23	2.28
Travelling and conveyance expenses	28.96	35.43
Professional and consultancy charges	201.01	42.45
Communication charges	9.75	10.99
Export expenses	0.99	2.26
Printing and stationery	4.27	3.38
Membership fees	9.50	12.91
Donation	1.00	-
Commission on sales	-	6.64
Compensation paid	-	6.17
Security expenses	9.81	19.31
Payment to auditors *(Refer details below)*	9.50	11.35
Freight and forwarding expenses	5.70	5.17
Miscellaneous expenses	67.29	43.62
Income tax - (F.Y. - 2012-13 / A.Y. - 2013-14)	-	50.65
Other balances written off	12.65	21.75
Bad and doubtful debts (Net of provision)	32.52	3.25
	608.30	**419.58**
Payment to auditors for:		
Audit fees	7.40	7.25
Tax audit	1.10	1.10
Other services	1.00	3.00
	9.50	**11.35**

(All amounts are in lakhs, except share data and as stated)

Note 37

EARNINGS PER EQUITY SHARE

		Year ended March 31, 2018	Year ended March 31, 2017
Profit after tax attributable to equity shareholders	(A)	1,845.58	585.77
Calculation of weighted average number of equity shares			
Number of equity shares at the beginning of the year		69,175,155	69,175,155
Number of equity shares issued during the year (share split)		69,175,155	-
Number of equity shares outstanding at the end of the year		138,350,310	69,175,155
Weighted average number of equity shares outstanding during the year	(B)	138,350,310	138,350,310
Basic and diluted earnings per share (INR) (Restated)	(A/B)	**1.33**	**0.42**
Face value per share (INR)		1.00	1.00*

* The Company has done a share split of its equity shares from INR 2/- per share to INR 1/- per share on September 28, 2017. Accordingly the number of shares and EPS for previous year ending March 31, 2017 has been restated.

Note - 38

TAX EXPENSE

(a) Amounts recognised in profit and loss

	For the year ended March 31, 2018	For the year ended March 31, 2017
	INR	**INR**
Current income tax	67.55	-
	67.55	**-**
Deferred income tax liability / (asset), net		
Origination and reversal of temporary differences	(77.29)	13.39
Deferred tax expense	(77.29)	13.39
Tax expense for the year	**(9.74)**	**13.39**

(b) Reconciliation of effective tax rate

Profit before tax	**1,855.32**	**572.38**
Tax using the group's domestic tax rate (30.9%)	573.29	176.87
Tax effect of:		
Expense not deductible for tax purposes	-	0.58
Share of profit of equity accounted investees (net of income tax)	(556.30)	(408.98)
Dividend and redemption premium on preference shares	393.76	358.73
Current year losses for which no deferred tax is recognised	103.26	56.03
Previously unrecognised tax losses used to reduce tax expense	(522.54)	(187.68)
Others	(1.22)	17.84
	(9.74)	**13.39**

Deferred tax:

The Group has carried forward losses and unabsorbed depreciation under the Tax Laws. As a matter of prudence the Group has recognized deferred tax assets only to the extent of deferred tax liabilities.

The group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income and the period over which deferred income tax assets will be recovered. Any changes in future taxable income would impact the recoverability of deferred tax assets.

(All amounts are in lakhs, except share data and as stated)

Note 39

INTERESTS IN OTHER ENTITIES

(a) Subsidiaries

The group's subsidiaries at March 31, 2018 are set out below. The country of incorporation or registration is also their principal place of business.

Name of entity	Place of business	% of ownership interest		
		March 31, 2018	March 31, 2017	April 1, 2016
Elpro Estates Limited	India	100.00%	86.20%	86.20%

(b) Non-controlling interests (NCI)

Set out below is summarised financial information for the subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-group eliminations.

Summarised balance sheet

	Elpro Estates Limited		
	March 31, 2018	March 31, 2017	April 1, 2016
Non-current assets	9,748.81	8,393.52	7,771.93
Current assets	71.96	199.62	249.17
Non-current liabilities	(675.95)	(742.96)	(506.10)
Current liabilities	(6,337.80)	(5,005.83)	(4,669.61)
Net assets	**2,807.02**	**2,844.34**	**2,845.40**
Net assets attributable to NCI	**-**	**392.52**	**392.66**

Summarised statement of profit and loss

	Elpro Estates Limited	
	March 31, 2018	March 31, 2017
Revenue*	-	-
(Loss)/Profit	(37.33)	(1.05)
OCI		
Total comprehensive income	**(37.33)**	**(1.05)**
Loss allocated to NCI	(4.29)	(0.15)
OCI allocated to NCI	-	-
Total comprehensive income allocated to NCI	(4.29)	(0.15)
Summarised cash flows		
Cash flows from operating activities	1,429.64	377.32
Cash flows from investing activities	(1,322.25)	(609.81)
Cash flows from financing activities	(110.66)	236.71
Net increase/ (decrease) in cash and cash equivalents	**(3.27)**	**4.23**

** Revenue includes revenue from operations only.*

(c) Transactions with Non-controlling interests

Acquisition of additional interest in Elpro Estates Limited:

On January 24, 2018, the Group acquired an additional 13.80% interest in the voting shares of Elpro Estates Limited, increasing its ownership interest to 100%. Cash consideration of INR 3,000.82 lakhs was paid to the non-controlling shareholders. The carrying value of the net assets of Elpro Estates Limited (excluding goodwill on the original acquisition) was INR 2,816.35 lakhs. The carrying value of the additional interest acquired at the date of acquisition was INR 413.28 lakhs. Following is a schedule of additional interest acquired in Elpro Estates Limited:

Cash consideration paid to non-controlling shareholders	3,000.82
Carrying value of the additional interest in Elpro Estates Limited	412.85
Difference recognised in retained earnings	2,610.99

There were no transactions with non-controlling interests during the year 2016- 2017.

(All amounts are in lakhs, except share data and as stated)

(d) Interests in associates

Set out below are the associates of the group as at March 31, 2018 which, in the opinion of the directors, are material to the group. The country of incorporation or registration is also their principal place of business.

Name of entity	Place of business	% of ownership interest
Dabri Properties & Trading Company Limited	India	31.77%
PNB MetLife India Insurance Company Limited	India	12.75%

Refer Note 7 for carrying amounts of unquoted equity investments in associates

Dabri Properties & Trading Company Limited

i) Dabri Properties & Trading Company Limited is an Non Banking Financial Company. It is a strategic investment which utilises the group's knowledge and expertise.

ii) **PNB MetLife India Insurance Company Limited**
PNB MetLife India Insurance Company Limited is an life insurance company providing a range of health, life and retirement insurance products.

Significant judgment:
PNB MetLife India Insurance Company Limited has been treated as an associate even though the Group holds less than 20% of the voting power as it has influence over the entity due to board representation.

Summarised financial information for Dabri Properties & Trading Company Limited

	Dabri Properties & Trading Company Limited		
	March 31, 2018	**March 31, 2017**	**April 1, 2016**
Percentage ownership interest	**31.77%**	**31.77%**	**31.77%**
Current assets			
Cash and cash equivalents	1.66	1.39	1.14
Other assets	30.26	28.41	26.87
Total current assets	**31.92**	**29.80**	**28.01**
Non-current assets	**954.11**	**679.62**	**625.42**
Current liabilities			
Financial liabilities (excluding trade payables and provisions)			
Other liabilities	2.13	0.66	0.48
Total current liabilities	**2.13**	**0.66**	**0.48**
Non-current liabilities			
Financial liabilities (excluding trade payables and provisions)	284.53	-	-
Other liabilities			
Total non-current liabilities	**284.53**	**-**	**-**
Net assets	**699.37**	**708.76**	**652.95**
Group's share of net assets	**222.17**	**225.15**	**207.42**

Summarised statement of profit and loss

	Dabri Properties & Trading Company Limited	
	March 31, 2018	**March 31, 2017**
	31.77%	**31.77%**
Revenue	3.10	2.92
Depreciation and amortisation	-	-
Employee benefit expense	-	0.09
Other expense	16.12	1.09
Income tax expense	(3.66)	(3.45)
Profit/(loss)	**(9.36)**	**5.20**
Other comprehensive income	143.04	50.79
Total comprehensive income	**133.68**	**55.99**
Group's share of profit	**(2.97)**	**1.65**
Group's share of OCI	**45.44**	**16.14**
Group's share of total comprehensive income	**42.47**	**17.79**

(All amounts are in lakhs, except share data and as stated)

Summarised financial information for PNB MetLife India Insurance Company Limited

	PNB MetLife India Insurance Company Limited		
	March 31, 2018	March 31, 2017	April 1, 2016
Percentage ownership interest	**12.75%**	**12.75%**	**12.75%**
Current assets	111,404.08	92,940.58	59,096.79
Non-current assets	1,735,767.02	1,525,955.29	1,357,235.72
Total Assets	**1,847,171.10**	**1,618,895.87**	**1,416,332.51**
Current liabilities	96,226.12	77,942.29	74,008.51
Non-current liabilities	1,643,422.58	1,447,570.44	1,259,311.71
Total Liabilities	**1,739,648.70**	**1,525,512.73**	**1,333,320.22**
Net assets	**107,522.40**	**93,383.14**	**83,012.29**
Group's share of net assets*	**13,708.61**	**11,905.92**	**10,583.68**

Summarised statement of profit and loss (Indian GAAP)

	PNB MetLife India Insurance Company Limited	
	March 31, 2018	March 31, 2017
	12.75%	**12.75%**
Profit and loss attributable to shareholders funds	14,139.26	10,370.85
Group's share of profit	1,802.69	1,322.24

* **PNB MetLife India Insurance Company Limited**

Investments in associates have to be accounted as per Equity method and using same accounting policies as that of the parent company. However, due to non-availability of Ind AS financial statements of PNB MetLife India Insurance Company Limited, the Indian GAAP profits of PNB MetLife India Insurance Company Limited are used for applying equity method of accounting.

Note 40

EMPLOYEE BENEFITS

i) The group 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. However, in the absence of guidance note from the Actuarial Society of India, the group's actuary has expressed his inability to reliably measure the provident fund liability. Accordingly, the group has accounted for the same as a defined contribution plan.

ii) Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components.

	Defined benefit obligation			Fair value of plan assets			Net defined benefit (asset) / liability		
	March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
Opening balance	14.00	19.20	21.53	12.63	13.18	16.74	1.37	6.02	4.79
Included in profit or loss									
Current service cost	1.74	1.05	3.44	-	-	-	1.74	1.05	3.44
Interest cost	0.98	1.47	1.72	-	-	-	0.98	1.47	1.72
Actuarial(Gains)/Losses	7.98	(6.15)	(2.60)	(0.20)	(0.01)	-	8.18	(6.14)	(2.60)
Past service cost	-	-	-	-	-	-	-	-	-
Other									
Liability transferred in Acquisitions	-	-	-	-	-	-	-	-	-
Benefit Paid directly by Employer	-	-	-	-	-	-	-	-	-
Benefit Paid from the fund	(2.05)	(1.57)	(4.89)	-	-	-	(2.05)	(1.57)	(4.89)
Expected return on plan assets	-	-	-	0.89	0.93	1.29	(0.89)	(0.93)	(1.29)
Contributions by employer	-	-	-	0.22	0.10	0.04	(0.22)	(0.10)	(0.04)
Benefit Paid	-	-	-	(1.85)	(1.57)	(4.89)	1.85	1.57	4.89
Included in OCI									
Remeasurements loss (gain):	-	-	-	-	-	-	-	-	-
	22.65	**14.00**	**19.20**	**11.69**	**12.63**	**13.18**	**10.96**	**1.37**	**6.02**

(All amounts are in lakhs, except share data and as stated)

	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Expenses recognized in statement of Profit & Loss Account			
Current service cost	1.73	1.05	3.44
Interest cost	0.98	1.47	1.72
Expected return on plan assets	(0.89)	(0.93)	1.29
Amount recognized in Other comprehensive income			
Total Remeasurements in OCI	7.98	(6.15)	(2.60)

iii) Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Discount (p.a.)	7.50%	7.50%	8.00%
Salary Escalation (p.a.)	5.00%	5.00%	5.00%

iv) Sensitivity analysis

Discount Rate, Salary Escalation Rate and Withdrawal Rate are significant actuarial assumptions. The change in the Present Value of Defined Benefit Obligation for a change of 100 Basis Points from the assumed assumption is given below:

	March 31, 2018 Percentage Change	March 31, 2017 Percentage Change
Under Base Scenario	0.00%	0.00%
Salary Escalation - Up by 1%	6.20%	7.20%
Salary Escalation - Down by 1%	-5.20%	-6.00%
Withdrawal Rates - Up by 1%	3.60%	3.70%
Withdrawal Rates - Down by 1%	-4.10%	-4.20%
Discount Rates - Up by 1%	-8.40%	-8.80%
Discount Rates - Down by 1%	9.90%	10.50%

Note 41

OPERATING LEASES

i) The Company's significant leasing arrangements are in respect of operating leases for premises. These leasing arrangements, which are non-cancellable range between 11 months and 39 years generally and are usually renewable by mutual consent on mutually agreeable terms.

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

Buildings (Including Furniture & Fixtures)	March 31, 2018	March 31, 2017	April 1, 2016
Lease Rental Receipt for the year	1,945.90	1,336.27	1,132.40
Future minimum lease rentals Receipts not later than one year	2,140.72	1,932.56	1,253.64
Later than one year but not later than five years	7,070.84	8,221.67	4,560.13

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

Operating leases as a Lessee

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

	F.Y. 2017-18	F.Y. 2016-17	F.Y. 2015-16
Lease rental payments for the year	18.90	21.29	21.00
Future minimum lease rentals payments payable:	-	-	-
– Not later than one year	18.69	20.60	18.92
– Later than one year but not later than five years	14.40	-	-

(All amounts are in lakhs, except share data and as stated)

Note 42

FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value. The group's secured loan from banks has been contracted at floating rates of interest, which are reset at short intervals. Accordingly, the carrying value of such long-term debt approximates fair value.

March 31, 2018	**Carrying amount**			**Fair value**		
	FVTPL	**Amortised Cost**	**Total**	**Level 1**	**Level 2**	**Total**
Financial assets						
Non-current investments in						
– Equity instruments in others	7.62	-	7.62	7.62		**7.62**
– Government securities	-	0.21	0.21	-	0.21	**0.21**
Loans	-	181.86	181.86	-	-	-
Trade receivables	-	259.11	259.11	-	-	-
Cash and cash equivalents	-	295.17	295.17	-	-	-
Other bank balances	-	275.30	275.30	-	-	-
Short-term loans	-	296.11	296.11	-	-	-
	7.62	**1,307.76**	**1,315.38**	**7.62**	**0.21**	**7.83**
Financial liabilities						
Secured loan from banks	-	5,366.34	5,366.34	-	-	
Cumulative redeemable preference shares	-	5,916.70	5,916.70		5,916.70	**5,916.70**
Bank overdraft	-	312.84	312.84	-	-	
Lease / Security deposits	-	2,610.97	2,610.97		2,610.97	**2,610.97**
Other loans and advances	-	14,756.75	14,756.75	-	-	-
Trade and other payables	-	1,043.17	1,043.17	-	-	-
Other financial liabilities	-	14.25	14.25	-	-	-
	-	**30,021.02**	**30,021.02**	**-**	**8,527.67**	**8,527.67**

March 31, 2017	**Carrying amount**			**Fair value**		
	FVTPL	**Amotised Cost**	**Total**	**Level 1**	**Level 2**	**Total**
Financial assets						
Non-current investments in						
– Equity instruments in others	7.18	-	7.18	7.18	-	**7.18**
– Mutual funds	1.19	-	1.19	1.19	-	**1.19**
– Government securities	-	0.21	0.21	-	0.21	**0.21**
Loans	-	141.74	141.74	-	-	-
Trade receivables	-	425.95	425.95	-	-	-
Cash and cash equivalents	-	141.95	141.95	-	-	-
Other bank balances	-	112.72	112.72	-	-	-
Short-term loans	-	25.10	25.10	-	-	-
	8.37	**847.68**	**856.04**	**8.37**	**0.21**	**8.58**
Financial liabilities						
Secured loan from banks		2,549.57	2,549.57	-	-	-
Cumulative redeemable preference shares	-	4,642.38	4,642.38	-	4,642.38	**4,642.38**
Loans repayable on demand from banks	-	164.55	164.55	-	-	-
Lease / Security deposits	-	2,656.03	2,656.03	-	2,656.03	**2,656.03**
Other loans and advances	-	13,150.25	13,150.25	-	-	-
Trade and other payables	-	924.55	924.55	-	-	-
Other financial liabilities	-	7.06	7.06	-	-	-
	-	**24,094.39**	**24,094.39**	**-**	**7,298.41**	**7,298.41**

(All amounts are in lakhs, except share data and as stated)

	Carrying amount			Fair value		
April 1, 2016	**FVTPL**	**Amortised Cost**	**Total**	**Level 1**	**Level 2**	**Total**
Financial assets						
Non-current investments in						
– Equity instruments in others	6.27	-	6.27	6.27	-	**6.27**
– Mutual funds	1.07	-	1.07	1.07	-	**1.07**
– Government securities	-	0.21	0.21	-	0.21	**0.21**
Loans	-	135.92	135.92	-	-	-
Trade receivables	-	479.05	479.05	-	-	-
Cash and cash equivalents	-	501.42	501.42	-	-	-
Other bank balances	-	9.28	9.28	-	-	-
Short-term loans	-	285.55	285.55	-	-	-
	7.34	**1,411.44**	**1,418.77**	**7.34**	**0.21**	**7.55**
Financial liabilities					-	-
Secured loan from banks	-	1,836.65	-	-	-	-
Cumulative redeemable preference shares	-	3,481.44	-	-	3,481.44	**3,481.44**
Loans repayable on demand from banks	-	193.35	193.35	-	-	-
Lease / Security deposits	-	2,358.89	2,358.89	-	2,358.89	**2,358.89**
Other loans and advances	-	14,109.51	14,109.51	-	-	-
Trade and other payables	-	1,005.74	1,005.74	-	-	-
Other financial liabilities	-	17.24	17.24	-	-	-
	-	**23,002.81**	**23,002.81**	**-**	**5,840.32**	**5,840.32**

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring Level 2 fair values for financial instruments measured at fair value in the statement of financial position as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique
Government securities, Redeemable Preference Shares and Lease Security Deposits (Amortised cost)	Discounted cash flow approach: The valuation model considers the present value of expected payment, discounted using a risk adjusted discount rate.

i) Financial risk management

The group has exposure to the following risks arising from financial instruments:

A. Credit risk:

B. Liquidity risk: and

C. Market risk

Risk management framework

The company's board of directors has overall responsibility for the establishment and oversight of the group's risk management framework.

The group's risk management policies are established to identify and analyse the risks faced by the group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the group's activities. The group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

A. Credit Risk

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the group's receivables from customers, loans and advances to related parties and investments at amortised cost. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business. The group establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables, loans and advances and investments.

Trade and other receivables

The group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business.

The group operates primarily into three streams of business namely sale of residential flats, leasing business and manufacturing business of electrical equipments

Summary of the group's exposure to credit risk by age of the outstanding from various customers is as follows:

	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
Neither past due nor impaired	-	-	-
Past due but not impaired			
Past due 1–90 days	164.38	63.75	70.46
Past due 91–180 days	-	209.46	205.32
Past due 181–270 days	-	-	-
Past due 271–365 days	20.62	-	0.68
Past due more than 365 days	207.17	253.29	299.88
	392.17	526.50	576.35

Expected credit loss assessment for customers as at March 31, 2018; March 31, 2017 and April 1, 2016

Exposures to customers outstanding at the end of each reporting period are reviewed by the group to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macro economic indicators affecting customers of the group have not undergone any substantial change, the group expects the historical trend of minimal credit losses to continue. Further, management believes that the unimpaired amounts that are past due by more than 365 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

Cash and cash equivalents

The group held cash and cash equivalents with credit worthy banks and financial institutions of INR 295.17 lakhs; INR 141.95 lakhs and INR 501.42 lakhs as at March 31, 2018; March 31, 2017 and April 1, 2016 respectively. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

Loans and advances to related parties

The group does not expect any losses from non-performance by these counter-parties as these are associates and entities held under common control.

The movement in the allowance for impairment in respect of loans and advances during the year was as follows.

	Amount (in lakhs)
Balance as at April 1, 2016	**(97.29)**
Impairment loss recognised	(3.25)
Amounts written off	-
Balance as at March 31, 2017	**(100.54)**
Impairment loss recognised	(32.52)
Amounts written off	-
Balance as at March 31, 2018	**(133.06)**

(All amounts are in lakhs, except share data and as stated)

B. Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the group's reputation.

The Group has obtained fund and non-fund based working capital lines from banks. Furthermore, the Group has access to funds from redeemable preference shares issued to related parties. The group also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

As of March 31, 2018, the Group had working capital of INR (18,694.81) lakhs including cash and cash equivalents of INR 295.17 lakhs and short term borrowings of INR 15,069.59 lakhs. As of March 31, 2017, the Group had working capital of INR (16,281.76) lakhs including cash and cash equivalents of INR 141.95 lakhs and short term borrowings of INR 13,314.80 lakhs. As of April 1, 2016, the group had working capital of INR (16,646.57) lakhs including cash and cash equivalents of INR 501.42 lakhs and short term borrowings of INR 14,302.86 lakhs.

Exposure to liquidity risk

The table below analyses the group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non derivative financial liabilities

As at March 31, 2018			**Contractual cash flows**			
	Carrying amount	**Total**	**1 year or less**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Secured loan from banks	5,366.34	7,798.78	836.43	888.35	2,778.48	3,295.52
Cumulative redeemable preference shares	5,916.70	34,309.47	-	-	-	34,309.47
Bank overdraft	312.84	312.84	312.84			
Lease / Security deposits	2,610.97	2,955.87	1,941.91	149.23	716.37	148.36
Inter-corporate deposits	14,756.75	14,971.21	14,971.21	-	-	-
Trade and other payables	1,043.17	1,043.17	1,043.17	-	-	-
Other financial liabilities	14.25	14.25	14.25			
	30,021.02	**61,405.60**	**19,119.81**	**1,037.58**	**3,494.85**	**37,753.35**

As at March 31, 2017			**Contractual cash flows**			
	Carrying amount	**Total**	**1 year or less**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Secured loan from banks	2,549.57	3,996.19	398.92	385.82	1,245.65	1,965.80
Cumulative redeemable preference shares	4,642.38	34,309.47	-	-	-	34,309.47
Loans repayable on demand from banks	164.55	164.55	164.55	-	-	-
Lease / Security deposits	2,656.03	2,914.07	2,002.12	52.11	287.15	572.70
Inter-corporate deposits	13,150.25	13,265.61	13,265.61	-	-	-
Trade and other payables	924.55	924.55	924.55	-	-	-
Other financial liabilities	7.06	7.06	7.06	-	-	-
	24,094.39	**55,581.50**	**16,762.81**	**437.93**	**1,532.79**	**36,847.97**

(All amounts are in lakhs, except share data and as stated)

As at April 1, 2016	Carrying amount	Contractual cash flows				
		Total	1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Secured loan from banks	1,836.65	2,044.56	656.39	380.11	864.05	144.01
Cumulative redeemable preference shares	3,481.44	34,309.47	-	-	-	34,309.47
Loans repayable on demand from banks	193.35	193.35	193.35	-	-	-
Lease / Security deposits	2,358.89	2,599.94	2,040.64	52.11	142.69	364.50
Inter-corporate deposits	14,109.51	14,174.64	14,174.64	-	-	-
Trade and other payables	1,005.74	1,005.74	1,005.74	-	-	-
Other financial liabilities	17.24	17.24	17.24	-	-	-
	23,002.81	**54,344.94**	**18,088.01**	**432.22**	**1,006.73**	**34,817.98**

C. Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Group is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Group's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

Currency risk

The fluctuation in foreign currency exchange rates may have potential impact on the profit and loss account, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the entity.

Considering the countries and economic environment in which the Group operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in U.S. dollar against the respective functional currencies of the group.

Exposure to currency risk

The summary quantitative data about the group's exposure to currency risk as reported to the management of the group is as follows:

Amounts in INR (lakhs)	March 31, 2018 USD	March 31, 2017 USD	April 1, 2016 USD
Trade receivables	8.81	6.31	10.46
Trade payables	(7.42)	29.29	0.00
Net statement of financial position exposure	**16.23**	**(22.98)**	**10.46**
Forward exchange contracts	0.00	0.00	0.00
Net exposure	**16.23**	**(22.98)**	**10.46**

Sensitivity analysis

A 10% strengthening / weakening of the respective foreign currencies with respect to functional currency of group would result in increase or decrease in profit or loss and equity as shown in table below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases. The following analysis has been worked out based on the exposures as of the date of statements of financial position.

Effect in INR Crore	Profit or loss	
	Strengthening	Weakening
March 31, 2018		
USD	16.23	(16.23)
March 31, 2017		
USD	(2.30)	2.30
April 1, 2016		
USD	(1.05)	1.05

(Note: The impact is indicated on the profit/loss before tax basis)

(All amounts are in lakhs, except share data and as stated)

ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to market risk for changes in interest rates primarily relates to borrowings from financial institutions.

Exposure to interest rate risk

The profile for variable interest-bearing financial instruments of the group's is as follows.

Variable-rate instruments	March 31, 2018	March 31, 2017	April 1, 2016
Financial assets	-	-	-
Financial liabilities	5,355.82	2,698.59	2,006.48
	(5,355.82)	**(2,698.59)**	**(2,006.48)**

Interest rate sensitivity - fixed rate instruments

The Group does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss for any of these fixed interest bearing financial instruments.

Interest rate sensitivity - variable rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased / decreased profit or loss by amounts shown below. This analyses assumes that all other variables, in particular, foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

	Profit or loss	
	100 bps increase	**100 bps decrease**
As at March 31, 2018		
Variable-rate instruments	(53.56)	53.56
Cash flow sensitivity (net)	(53.56)	53.56
As at March 31, 2017		
Variable-rate instruments	(26.99)	26.99
Cash flow sensitivity (net)	(26.99)	26.99
As at April 1, 2016		
Variable-rate instruments	(20.06)	20.06
Cash flow sensitivity (net)	(20.06)	20.06

(Note: The impact is indicated on the profit / loss before tax basis)

Note 43

CAPITAL MANAGEMENT

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. It sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirements are met through a mixture of equity, preference shares and other borrowings. The Group's policy is to use short-term and long-term borrowings to meet anticipated funding requirements.

The Group monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Adjusted equity comprises all components of equity.

The Group's adjusted net debt to equity ratio at each balance sheet date was as follows:

	INR As at March 31, 2018	INR As at March 31, 2017	INR As at April 1, 2016
Total liabilities	**32,266.39**	26,506.45	25,882.65
Less: Cash and cash equivalent	**295.17**	141.95	501.42
Adjusted net debt	**31,971.22**	26,364.51	25,381.23
Adjusted equity	**(643.01)**	497.78	(110.27)
Adjusted net debt to adjusted equity ratio	**(49.72)**	52.96	(230.17)

(All amounts are in lakhs, except share data and as stated)

Note 44

SEGMENT INFORMATION

In accordance with the Ind AS 108, 'Operating Segments', the Segment Information for the year ended March 31, 2018 is given as follows:

A brief description of the segments is as under:

Reportable Segments	Operations
Electrical Equipments	Manufacturing and sale of Lightning Arresters, Varistor, Secondary Surge Arresters, Discharge Counter, accessories and services in respect thereof.
Real Estate	Development and sale of property and lease of land & premises.
Investment activity	Comprises of long term investments.
Others	Represents income from power generation from Windmill.

	Electrical Equipments	Real Estate	Investment Activity	Others	Elimination	Total
SEGMENT REVENUE						
External Sales	**552.15** (546.44)	**5,198.16** (4,564.70)	**-** (-)	**41.27** (51.91)	**-** (-)	**5,791.59** (5,163.04)
Inter-segment Sales	**-** (-)	**-** (-)	**-** (-)	**-** (-)	**-** (-)	**-** (-)
Revenue						**5,791.59** (5,163.04)
RESULT						
Segment result	**98.47** (74.82)	**3,789.26** (2,461.55)	**1,800.42** (1,324.59)	**12.59** (27.34)	**-** (-)	**5,700.75** (3,888.30)
Unallocated corporate income (net of unallocable expenses)						**(463.52)** (-339.99)
Operating Profit/(Loss) before finance cost						**5237.23** (3,548.31)
Finance Cost						**(3,381.91)** (-2,975.92)
Profit/(Loss) before tax						**1,855.32** (572.38)
Income taxes / Deferred tax Reversal						**(9.74)** (13.39)
Net Profit/ (Loss) after tax						**1,845.58** (585.77)
Other information						
Segment Assets	**405.66** (324.89)	**14,781.71** (12,608.29)	**15,201.29** (13,377.68)	**144.18** (159.60)	**-** (-)	**30,532.85** (26,470.47)
Unallocated corporate Assets						**1,090.53** (533.76)
Total Assets						**31,623.38** (27,004.23)
Segment liabilities	**49.26** (209.22)	**10,682.66** (8,100.31)	**5,000.00** (5,000.00)	**8.89** (4.05)	**-** (-)	**15,740.81** (13,313.59)
Unallocated corporate liabilities						**16,525.58** (13,192.87)
Total liabilities						**32,266.39** (26,506.45)
Capital Expenditure	**-** (-)	**3,382.65** (1,409.18)	**-** (-)	**-** (-)	**-** (-)	**3,382.65** (1,409.18)
Unallocated capital Expenditure						**13.07** (2.64)
Total capital expenditure						**3,395.72** (1,411.82)
Depreciation	**3.15** (8.44)	**72.45** (70.16)	**-** (-)	**7.94** (7.94)	**-** (-)	**83.55** (86.54)
Unallocated depreciation						**11.04** (12.75)
Total Depreciation						**94.59** (99.29)

Note: Figures in bracket relates to the previous year

All assets of the group are domiciled in India and the group does not earns 10% or more of the revenue from any customer.

All amounts are in lakhs, unless otherwise stated

Note 45

RELATED PARTY RELATIONSHIPS, TRANSACTIONS AND BALANCES

The table provides the information about the Group's structure including. The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year.

Associate companies

Dabri Properties & Trading Company Limited
PNB Metlife India Insurance Company Limited

Key Managerial Personnel:

Mr. Surbhit Dabriwala
Mr. Deepak Kumar
Mr. Narayan T. Atal
Mr. Ashok Kumar Jain
Ms. Kalpana Unadkat
Mr. Sunil Khandelwal
Mr. Sambhaw Kumar Jain
Ms. Binal Khosla

Details of related party transactions during the year ended March 31, 2018 and balances outstanding as at March 31, 2018:

Particulars	Associate	KMP	Total
	Dabri Properties & Trading Co Ltd	KMP	
Transactions during the year			
Interest			
Interest expense	**1.85**	**0.00**	**1.85**
	(1.67)	(-)	(1.67)
Compensation to Key Management Personnel			
Short-term benefits	**0.00**	**88.61**	**88.61**
	(-)	(97.58)	(97.58)
Directors sitting fees	**0.00**	**2.23**	**2.23**
	(-)	(2.28)	(2.28)
Balances outstanding at the end of the year			
Payables as on March 31, 2018			
1. Inter-Corporate Deposits	24.90	(-)	24.90
2. Compensation to Key Management Personnel	0.00	7.70	7.70
Payables as on March 31, 2017			
1. Inter-Corporate Deposits	(15.39)	(-)	(15.39)
2. Reimbursement of expenses	(7.85)	(-)	(7.85)
3. Compensation to Key Management Personnel	(-)	(7.88)	(7.88)
Payables as on April 1, 2016			
1. Inter-Corporate Deposits	(13.89)	(-)	(21.74)
2. Reimbursement of expenses	(7.85)	(-)	(7.85)
3. Compensation to Key Management Personnel	(-)	(0.09)	(0.09)

Note: Figures in bracket relates to the previous year

Transactions with key management personnel

i) Compensation of Key Management personnel of the Company.

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Short term employee benefits #	88.61	97.58
Total	**88.61**	**97.58**

Remuneration does not include charge for gratuity and compensated absences, as employee-wise break-up is not available.

All the transactions with related parties are at arm's length and all the outstanding balances are unsecured.

(All amounts are in lakhs, except share data and as stated)

Note 46

	March 31, 2018	March 31, 2017	April 1, 2016
i) Estimated amount of contracts remaining to be executed on capital account and not provided for	238.96	488.52	421.54
ii) Contingent liabilities not provided for:			
(a) Excise Duty	-	-	2.23
(b) Employee related matters	Amount not ascertainable	Amount not ascertainable	Amount not ascertainable
(c) Sales Tax Matters	-	-	25.44
(d) Bank Guarantees (secured by hypothecation of current assets)	15.12	14.22	20.17
(e) Corporate Guarantee to Bank (Secured by mortgage of land)	2,824.40	3,491.00	3,650.00
(f) M/s Antelec Limited has filed arbitration proceedings against the company for a total claim of	39.21	39.21	48.22

Note 47

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, 2018. 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.

Note 48

Details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016 -

	SBNs	Other Denomination Notes	Total (in Lakhs)
Closing Cash in hand as on November 8, 2016	0.23	1.15	1.38
(+) Withdrawal from Bank	-	4.34	4.34
(+) Permitted Receipts	-	-	-
(-) Permitted Payments	-	3.59	3.59
(-) Amount Deposited in Banks	0.23	-	0.23
Closing Cash in hand as on December 30, 2016	**-**	**1.90**	**1.90**

Note 49

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.

Note 50

There are no dues payable to the Investor Education and Protection Fund as at March 31, 2018.

Note 51

Events occurring after the reporting period

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

All amounts are in lakhs, unless otherwise stated

Note 52

Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013- 'General instructions for the preparation of consolidated financial statements' of Division II of Schedule III

March 31, 2018	Net assets (total assets minus total liabilities)		Share in profit or loss		Share in other comprehensive income		Share in Total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % consolidated of total comprehensive income	Amount
Parent								
Elpro International Limited	3,389.28%	(21,793.54)	4.71%	86.88	-21.30%	(7.98)	4.19%	78.90
Subsidiaries (parent's share)								
Elpro Estates Limited	-936.77%	6,023.56	-2.02%	(37.33)	-	-	-1.98%	(37.33)
Non-controlling interests in all subsidiaries	0.00%	-	-0.23%	(4.29)	-	-	-0.23%	(4.29)
Associates (Investment as per the equity method)-								
Dabri Properties & Trading Company Limited	-33.74%	216.94	-0.13%	(2.37)	121.30%	45.44	2.29%	43.07
PNB MetLife India Insurance Company Limited	-2,318.78%	14,910.04	97.68%	1,802.69	-	-	95.73%	1,802.69
At March 31, 2018	**100.00%**	**(643.01)**	**100.00%**	**1,845.58**	**100.00%**	**37.46**	**100.00%**	**1,883.04**

March 31, 2017	Net assets (total assets minus total liabilities)		Share in profit or loss		Share in other comprehensive income		Share in Total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % consolidated of total comprehensive income	Amount
Parent								
Elpro International Limited	-3,486.33%	(17,354.25)	-125.68%	(736.17)	27.58%	6.15	-120.06%	(730.03)
Subsidiaries (parent's share)								
Elpro Estates Limited	830.14%	4,132.28	-0.15%	(0.91)			-0.15%	(0.91)
Non-controlling interests in all subsidiaries	83.80%	417.14	-0.02%	(0.15)			-0.02%	(0.15)
Associates (Investment as per the equity method)-								
Dabri Properties & Trading Company Limited	39.23%	195.27	0.13%	0.76	72.42%	16.14	2.78%	16.89
PNB MetLife India Insurance Company Limited	2,633.16%	13,107.35	225.73%	1,322.24			217.45%	1,322.24
At March 31, 2017	**100.00%**	**497.78**	**100.00%**	**585.77**	**100.00%**	**22.28**	**100.00%**	**608.05**

(All amounts are in lakhs, except share data and as stated)

Note 53

FIRST-TIME ADOPTION OF IND AS

These are Group's first financial statements prepared in accordance with Ind AS. The accounting policies set out in Note 2 have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet at April 1, 2016 (the Group's date of transition). In preparing its opening Ind AS balance sheet, the Group has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP).

A. Exemptions and exceptions availed

A.1 Ind AS mandatory exceptions

A.1.1 Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP.

A.1.2 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

A.2 Ind AS optional exemptions

A.2.1 Deemed cost - Property plant and equipment, intangible assets and investment properties

Ind AS 101 permits a first-time adopter to continue with the carrying value for all of its property, plant and equipment and investment property (including investment property under construction) as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets. Accordingly, the group has elected to measure all of its property, plant and equipment, investment property (including investment property under construction) and intangible assets at their previous GAAP carrying value.

A.2.2 Business combinations

As per Ind AS 101, at the date of transition, an entity may elect not to restate business combinations that occurred before the date of transition. If the entity restates any business combinations that occurred before the date of transition, then it restates all later business combinations, and also applies Ind AS 110, Consolidated Financial Statements, from that same date.

The Group has opted to apply Ind AS 103 prospectively to business combination occurring after the transition date. Business combination occurring prior to the transition date have not been restated. The group has applied the same exemption for investment in associates and joint ventures.

A.2.3 Service concession accounting

Ind AS 101 permits a first-time adopter to use the previous carrying amounts of those financial and intangible assets (however previously classified) as their carrying amounts as at date of transition, if it is impracticable for an operator to apply this Appendix retrospectively at the date of transition to Ind ASs.

Accordingly, the Group has elected to measure intangible asset at their previous GAAP carrying value.

B. Reconciliations between previous GAAP and Ind AS

For the purposes of reporting as set out in Note 2, we have transitioned our basis of accounting from Indian generally accepted accounting principles ("IGAAP") to Ind AS. The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet at April 1, 2016 (the "transition date").

In preparing our opening Ind AS balance sheet, we have adjusted amounts reported in financial statements prepared in accordance with IGAAP. An explanation of how the transition from IGAAP to Ind AS has affected our financial performance, cash flows and financial position is set out in the following tables and the notes that acgroup the tables. On transition, we did not revise estimates previously made under IGAAP except where required by Ind AS.

All amounts are in lakhs, unless otherwise stated

April 1, 2016

	Footnote ref.	Amount as per IGAAP INR	Effects of transition to Ind AS INR	Amount as per Ind AS INR
ASSETS				
Non-current assets				
(a) Property, plant & equipment	3	352.04	(150.77)	201.27
(b) Investment property	3	428.98	7.38	436.35
(c) Investment property under construction		8,240.44	-	8,240.44
(d) Goodwill		66.49	-	66.49
(e) Intangible assets	4	8.43	50.64	59.07
(f) Equity accounted investees	8	26,907.50	(14,944.91)	11,962.59
(g) Financial assets				
i) Investments	7	13.00	(5.45)	7.55
ii) Loans		135.92	-	135.92
iii) Others		9.28	-	9.28
(h) Deferred tax assets	9	119.54	(13.29)	106.25
(i) Other Tax assets (Net)		371.41	-	371.41
(j) Other non-current assets	6	249.01	116.05	365.06
Total non-current assets		**36,902.03**	**(14,940.34)**	**21,961.69**
Current assets				
(a) Inventories	3	4,249.45	(2,204.51)	2,044.94
(b) Financial assets		-	-	-
i) Trade receivables		479.05	-	479.05
ii) Cash & cash equivalents		501.42	-	501.42
iii) Loans		285.55	-	285.55
(c) Current tax assets (Net)		-	-	-
(d) Other current assets		499.73	-	499.73
Total current assets		**6,015.20**	**(2,204.51)**	**3,810.69**
TOTAL ASSETS		**42,917.23**	**(17,144.85)**	**25,772.38**
EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	5	1,783.50	(400.00)	1,383.50
(b) Other equity	1,3,5,6,7, 8 and 9	15,396.32	(17,307.38)	(1,911.06)
Equity attributable to owners of the group		**17,179.83**	**(17,707.38)**	**(527.56)**
(c) Non-controlling interests		417.29	-	417.29
Total equity		**17,597.11**	**(17,707.38)**	**(110.27)**
Non-current liabilities				
(a) Financial liabilities				
i) Borrowings	5	1,412.21	3,481.44	4,893.64
ii) Other financial liabilities	1	570.81	(241.05)	329.76
(b) Other non-current liabilities	1	(26.87)	218.14	191.27
(c) Provisions		10.72	-	10.72
Total non-current liabilities		**1,966.87**	**3,458.52**	**5,425.39**
Current liabilities				
(a) Financial liabilities				
i) Borrowings		14,302.86	-	14,302.86
ii) Trade payables		1,005.74	-	1,005.74
iii) Others		2,470.80	-	2,470.80
(b) Other current liabilities	3	5,569.71	(2,895.99)	2,673.72
(c) Provisions		4.13	-	4.13
Total current liabilities		**23,353.25**	**(2,895.99)**	**20,457.26**
TOTAL EQUITY AND LIABILITIES		**42,917.23**	**(17,144.85)**	**25,772.38**

All amounts are in lakhs, unless otherwise stated

March 31, 2017 -

	Footnote ref.	Amount as per IGAAP INR	Effects of transition to Ind AS INR	Amount as per Ind AS INR
ASSETS	-			
Non-current assets				
(a) Property, plant & equipment	3	285.04	(148.08)	136.97
(b) Investment property	3	3,043.13	7.38	3,050.51
(c) Investment property under construction		6,961.52	-	6,961.52
(d) Goodwill		66.49	-	66.49
(e) Intangible assets	4	10.69	47.95	58.64
(f) Equity accounted investees	5	26,908.07	(13,605.45)	13,302.61
(g) Financial assets		-	-	-
i) Investments	7	13.02	(4.44)	8.58
ii) Loans		141.74	-	141.74
iii) Others		112.72	-	112.72
(h) Deferred tax assets	9	132.92	(13.61)	119.31
(i) Other Tax assets (net)		413.33	-	413.33
(j) Other non-current assets	6	184.26	131.84	316.09
Total non-current assets		**38,272.95**	**(13,584.41)**	**24,688.54**
Current assets				
(a) Inventories	3	3,685.15	(2,388.09)	1,297.06
(b) Financial assets		-	-	-
i) Trade receivables		425.95	-	425.95
ii) Cash & cash equivalents		141.95	-	141.95
iii) Loans		25.10	-	25.10
(c) Current tax assets (net)		-	-	-
(d) Other current assets		425.64	-	425.64
Total current assets		**4,703.78**	**(2,388.09)**	**2,315.69**
TOTAL ASSETS		**42,976.74**	**(15,972.50)**	**27,004.23**
EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	5	1,783.50	(400.00)	1,383.50
(b) Other equity	1,3,5,6,7, 8 and 9	15,757.41	(17,060.27)	(1,302.86)
Equity attributable to owners of the group		**17,540.91**	**(17,460.27)**	**80.64**
(c) Non-controlling interests		417.14	-	417.14
Total equity		**17,958.05**	**(17,460.27)**	**497.78**
Non-current liabilities				
(a) Financial liabilities				
i) Borrowings	5	2,403.55	4,642.38	7,045.93
ii) Other financial liabilities	1	915.09	(258.04)	657.05
(b) Other non-current liabilities	1	(35.96)	230.89	194.93
(c) Provisions		11.09	-	11.09
Total non-current liabilities		**3,293.77**	**4,615.23**	**7,909.00**
Current liabilities				
(a) Financial liabilities				
i) Borrowings		13,314.80	-	13,314.80
ii) Trade payables		924.55	-	924.55
iii) Others		2,152.05	-	2,152.05
(b) Other current liabilities	3	5,332.55	(3,127.45)	2,205.12
(c) Provisions		0.93	-	0.93
Total current liabilities		**21,724.88**	**(3,127.45)**	**18,597.45**
TOTAL EQUITY AND LIABILITIES		**42,976.71**	**(15,972.50)**	**27,004.23**

All amounts are in lakhs, unless otherwise stated

Reconciliation of profit or loss for the year ended March 31, 2017

		Footnote ref.	Amount as per IGAAP INR	Effects of transition to Ind AS INR	Amount as per Ind AS INR
I.	Revenue from operations	1,3 and 6	4,864.22	298.82	5,163.04
II.	Other Income	7	67.55	1.03	68.58
III.	**Total income (I + II)**		**4,931.77**	**299.85**	**5,231.62**
IV.	**Expenses:**				
	Cost of materials consumed		250.83	-	250.83
	Excise duty		53.13	-	53.13
	Project Cost	3	1,839.86	183.58	2,023.44
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade		0.94	-	0.94
	Employee Benefits Expense	2	153.52	6.15	159.67
	Depreciation and Amortization Expense		99.29	-	99.29
	Finance Cost	1 and 5	1,767.63	1,208.29	2,975.92
	Other Expenses		419.58	-	419.58
	TOTAL EXPENSES (IV)		**4,584.79**	**1,398.02**	**5,982.80**
V.	**Loss before share of net profits of investments accounted for using equity method and tax (I - IV)**		**346.99**	**(1,098.17)**	**(751.18)**
VI.	**Share of profit of equity accounted investees (net of income tax)**	8 and 9	0.57	1,322.99	1,323.56
VII.	**Profit before tax (V - VI)**		**347.55**	**224.83**	**572.38**
VIII.	Tax Expenses:				
	Current tax				
	Deferred tax		13.39	-	13.39
IX.	**Profit for the year (VII + VIII)**		**360.94**	**224.83**	**585.77**
X.	**Other Comprehensive Income**				
A.	i) Items that will not be reclassified to profit or loss				
	(a) Remeasurements of defined benefit liability (asset)	2	-	6.15	6.15
	(b) Equity investments through other comprehensive income - net change in fair value		-	16.14	16.14
XI.	**Total Comprehensive Income/(loss) (Comprising Profit/ (Loss) and Other Comprehensive Income) (IX + X)**		**360.94**	**247.11**	**608.05**

* The previous GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

Cash flow reconciliation:

Impact of Ind AS adoption on cash flow for the year ended March 31, 2017

There is no significant impact on cash flow from operating, investing and financing activities for the year ended March 31, 2017 on transition to Ind AS.

Notes to reconciliation

1. **Security deposit:**

   Under Indian GAAP, interest free security free lease security deposits (that are refundable in cash) are recorded at their transaction value. Under Ind AS, all financial instruments are required to be measured at their fair value on initial recognition. Accordingly, security deposits have been fair valued under Ind AS.

   Difference between transaction value and fair value has been recognised as prepaid rent. Prepaid rent is amortised over the lease term and notional interest expense is recognised on unwinding of security deposits.

2. **Actuarial gain and loss:**

   Under the previous GAAP, the actuarial gains and losses were forming part of the profit or loss for the year. Under Ind AS, Remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss.

3. **Joint development arrangement**

   The Group is developing a real estate premises where for a portion of premises it has entered into sale agreement with a Customer (Customer area) and the remaining portion of constructed premises is to be held as Investment Properties. The Group has recognised revenue based on Percentage of Completion (POC) for the area sold to the Customer i.e., Customer area.

4. **Service concession arrangement**

   The Group has a windmill in the state of Karnataka. It has entered into an agreement with Bangalore Electricity Supply Company Limited (BESCOM) for 20 years further extendable on mutual consent for 10 years to sell 100% electricity generated at an agreed rate. Under the previous GAAP, the windmill was shown under Property, plant and equipment. However as per Ind AS 11, the arrangement is treated as a whole life arrangement as the arrangement covers substantially the entire useful life of the windmill and the price is regulated by the grantor. The group has used the exemption under Ind AS 101, to use its previous GAAP carrying amount of windmill as the carrying amount for intangible asset as on the date of transition and has accounted it as an intangible asset as the demand risk is borne by the group.

5. **Cumulative redeemable preference shares**

   The Group has issued 12% cumulative redeemable preference shares of face value of INR 10/- with a premium of INR 190/- per preference share which are to be redeemed at a compounded return on the subscription amount at the rate of 10% per annum. The preference shares are issued for a maximum period of 15 years subject to an early redemption option for the issuer group. Under Indian GAAP, the preference shares were considered a part of equity. However, under Ind AS, the cumulative redeemable preference shares are considered a liability. They are measured at amortised cost with dividend and premium on redemption recognised using EIR (Effective interest rate method).

6. **Straight lining of lease rentals**

   Under the previous GAAP, lease rentals were recognised as an expense as per terms of the lease agreement. However under Ind AS, the lease payment are recognised as an expense on a straight line basis over the lease term where the payments are not structured to increase in line with general inflation to compensate lessor for expected inflationary cost increase.

7. **Fair valuation of investments**

   In accordance with Ind AS, financial assets representing investment in equity shares of entities other than associates as well as debt securities have been fair valued. The resulting fair value changes of these investments have been recognised in retained earnings as at the date of transition and subsequently in the profit or loss for the year ended March 31, 2017.

8. **Investment in PNB MetLife India Insurance Company Limited**

PNB MetLife India Insurance Company Limited has been treated as an associate even though the Group holds less than 20% of the voting power as it has significant influence over PNB due to board representation. Investments in associates have to be accounted as per Equity method and using same accounting policies as that of the parent company. However, due to non-availability of Ind AS financial statements of PNB MetLife India Insurance Company Limited, the Indian GAAP profits of PNB MetLife India Insurance Company Limited are used for applying equity method of accounting.

9. **Deferred tax on undistributed profits of associates**

Under previous GAAP, tax expense in the consolidated financial statements was completed by performing line by line addition of tax expense of the parent and its subsidiaries. No adjustments was made on account on consolidation. Under Ind AS, deferred tax are also recognised on undistributed profits of associates. Also deferred tax has been recorded on adjustments made on account of transition to Ind AS.

As per our Report attached

Todarwal & Todarwal LLP
(Formerly known as Todarwal & Todarwal)
Chartered Accountants
Firm's Registration No.: 111009W/W100231
by the hand of

For & on behalf of the Board of Directors

Mala Todarwal	**Deepak Kumar**	**Narayan T Atal**	**Sambhaw Kumar Jain**	**Binal Khosla**
Partner	Chairman & Managing Director	Director	Chief Financial Officer	Company Secretary
M.No. 134571	(DIN: 07512769)	(DIN: 00237626)	(PAN: AJGPP2859K)	(M.No. A29802)

Place: Mumbai
Date: May 29, 2018

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

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

1. Name :
____

Address :
____

E-mail Id :
____

Signature : ______________________________, or failing him

2. Name : ____

Address : ____

E-mail Id : ____

Signature : ______________________________, or failing him

3. Name : ____

Address : ____

E-mail Id : ____

Signature : ______________________________, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 55th Annual General Meeting of the company, to be held on the Saturday, September 29, 2018 At 10:30 a.m. at Y.B. Chavan Centre, 4th Floor, Cultural Hall, General Jagannath Bhosale Marg, Nariman Point, Mumbai-400 021 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 31st March, 2018		
2.	Re-appointment of Mr. Sunil Khandelwal, who retires by rotation		
3.	Ratification of appointment of M/s. Todarwal & Todarwal LLP as Auditors & fixing their remuneration for the F.Y. 2018-19		
4.	Appointment of Ms. Shweta Kaushik as an Independent Director		
5.	Re-appointment of Mr. Ashok Jain as an Independent Director		
6.	Re-appointment of Mr. Narayan Atal as an Independent Director		
7.	Approve transactions with related parties for availing Inter Corporate Deposit		
8.	Approve transaction with related parties for granting of Inter Corporate Deposit		

Affix
Revenue
Stamp

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 55th Annual General Meeting to be held on Saturday, September 29, 2018

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 55th Annual General Meeting of the Company held on Saturday, September 29, 2018 At 10:30 a.m. at Y.B. Chavan Centre, 4th Floor, Cultural Hall, General Jagannath Bhosale Marg, Nariman Point, Mumbai-400 021.

____________________ ____________________

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
Y.B. Chavan Centre, 4th Floor, Cultural Hall

Map data ©2018 Google 200 m

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,

Binal Khosla
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.

SPEED POST

If undelivered please return to :

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